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Tortenator Corporation

Certificate of Incorporation

Made on the 17th of February, 2026
Updated on the 16th of April, 2026

Name and Purpose

1. The name of the Corporation shall be Tortenator Corporation (referred to as the "Corporation").
2. The firm name of the Corporation under the server's DemocracyBusiness plugin is **Torten**.
3. The purpose of the Corporation is to act as a holding company to own and manage investments in subsidiary entities, financial assets, and commercial property, manage investment portfolios and engage in strategic capital allocation; and engage in any lawful act or activity for which a Corporation may be organized by the Laws of the Commonwealth of Redmont

Incorporators

The following is the list of incorporators of the Corporation and their current residences:

Name	Residence
Torten Kiritsugu (tortenwashere)	or-c014

Authorized Shares and Classes

1. The corporation has the authority to issue a total of twenty-five thousand (25,000) shares of stock consisting of two share classes which are designated as follows:
    a. **Class X Common Stock**
        i. Par Value of this stock shall be set to $10 per share
        ii. The number of shares of this stock shall be set to **15,000**
        iii. All shares of Class X Common stock shall have identical rights, powers, preferences and privileges.
        iv. Holders of Class X Common Stock shall possess **one (1) vote per share** on any matter presented to the shareholders for a vote.
        v. Holders of Class X Common Stock **are entitled to receive dividends** declared by the Board of Directors.
    b. **Class Z Executive Stock**
        i. Par Value of this stock shall be set to $1 per share
        ii. The number of shares of this stock shall be set to **10,000**
        iii. All shares of Class Z Common stock shall have identical rights, powers, preferences and privileges.
        iv. Holders of Class Z Common Stock shall possess **five (5) votes per share** on any matter presented to the shareholders for a vote.
        v. Holders of Class Z Common Stock **are entitled to receive dividends** declared by the Board of Directors.

2. The amount of capital Class Z Executive stock which has been actually subscribed is Ten Thousand Dollars and the following persons have subscribed for the number of shares and amount of capital stocks set after their respective names:

Name	Number of Shares	Amount Subscribed
tortenwashere	10,000	RMD 10,000.00

3. That the following persons have paid their shares on capital stock for which they have subscribed the amount set out after their names:

Name	Amount Paid on Subscription
tortenwashere	RMD 10,000.00

4. The Board of Directors may issue shares subject to a simple majority (51%) vote of the Corporation's shareholders. To issue new shares, the Board must draft a formal resolution detailing the number of shares, the class, and the issuance price, which is then submitted to the shareholders for approval
    a. Existing shareholders hold pre-emptive rights to participate in any new issuance pro rata to their diluted holdings.
5. A share register shall be maintained in the Incorporated Entity Summary and updated without undue delay upon any change in ownership. All transfers must be filed in the Company Docket to take legal effect.

Roles and Responsibilities of Shareholders

1. Shareholders are expected to contribute to the strategic direction of the Corporation by participating in required votes and meetings.
2. As the primary incorporator, Torten Kiritsugu is specifically responsible for the initial setup, structural management, and capitalized funding of the entity.
3. Unless formally appointed as an Officer or Director by the Board, general shareholders do not hold daily operational duties and are not authorized to act as agents of the Corporation.

Officers

1. The officers of the Corporation shall consist of the following:
    a. Chief Executive Officer
    b. Chief Operations Officer
    c. Chief Finance Officer
2. The Board of Directors is authorized to create and appoint additional officers as deemed necessary.

3. Officers shall be appointed by the Board of Directors and serve at the pleasure of the Board of Directors.
4. Officers are responsible for managing the day-to-day business and overseeing employees to ensure continued business operations.

Dividends

1. Subject to the provisions of the Legal Entity Act and any limitations in this Certificate of Incorporation, the Board of Directors may, from time to time, declare and pay dividends upon the outstanding shares of stock of the Corporation out of funds legally available therefor. Dividends may be paid in cash, in property, or in shares of the Corporation's stock.
2. All dividends on Executive Stock shall be paid pro-rata to the holders of Class Z Stock according to their respective number of shares held on the record date set for such dividend.
3. All dividends on Common Stock shall be paid pro-rata to the holders of Class X Stock according to their respective number of shares held on the record date set for such dividend.

Board of Directors

1. The business and affairs of the Corporation shall be managed by a Board of Directors.
2. The incorporators will be the initial directors on the Board of Directors.
3. Directors do not need to be shareholders of the Corporation.
4. Directors shall be elected by the shareholders via a written resolution that is taken to a vote and supported by a majority of shareholders. A Director may be removed, with or without cause, by a motion with support of at least a majority of voting shares.

Financing

1. The Corporation may secure funding through the issuance of equity, the incurrence of debt, or the reinvestment of retained earnings, as determined by the Board of Directors.

Transfer of Shares

1. Shares of the Corporation are transferable subject to the laws of the Commonwealth of Redmont.
2. Shares may not be transferred or sold should they be pledged or encumbered to other parties unless they are being transferred or sold to such parties. Any transference outside of this is deemed void.

Exit Strategies & Share Valuation

1. In the event that a shareholder desires to voluntarily divest their shares, becomes incapacitated, or otherwise departs:
    a. The departing shareholder or the estate of the departing shareholder must offer shares to the remaining shareholders at the fair market price of said shares.
    b. Shareholders holding more than 66% of voting power may require other shareholders to participate in a sale on identical terms.
    c. If any shareholders propose to sell to a third party, remaining shareholders may participate pro-rata on the same terms.
2. All exits and share transactions must be filed in the company docket.
3. If the Shareholder fails to meet the activity requirements set out by the Legal Entity Act which, at the time of writing is set at six (6) hours within the last thirty (30) days, the Corporation reserves the right to buy back shares at fair market value, provided a notice of at least seventy-two (72) hours is given and the shares are not encumbered.
    a. For all purposes within this Certificate, "Fair Market Value" shall be strictly defined and mathematically calculated as the Corporation's Book Value per Share. This is determined by subtracting the Corporation's total liabilities from its total assets, divided by the total number of outstanding shares across all classes.

Dispute Resolution

1. In a case of any dispute towards the Corporation, they first must go through informal, good-faith negotiations.
2. In the case of which good-faith negotiations fail, the dispute shall be resolved by a shareholder resolution.
3. Unresolved disputes may be escalated to the courts of the Commonwealth of Redmont.

Dissolution

1. In an event of which a company can no longer fulfil its purpose as stated in this Certificate, the Corporation can be dissolved with an ultramajority (80%) vote by the Corporation’s shareholders.

Information and Meeting Procedures

1. The Corporation shall provide all shareholders with standardized quarterly financial reports and notices of corporate actions via the DemocracyCraft Forums.

2. Shareholder meetings shall occur at least annually. Special meetings may be called by the Board of Directors or by shareholders holding a minimum of 20% of voting shares.
3. Written notice detailing the time, date, and agenda of any shareholder meeting must be provided to all shareholders no later than seven (7) days prior to the meeting.
4. A quorum for any shareholder meeting requires the presence (physical or digital) of members holding at least 51% of the voting shares.

Indemnification

1. The Corporation shall indemnify and hold harmless its Directors, Officers, employees, and agents to the fullest extent permitted under the Legal Entity Act.

Bylaws

1. The Board of Directors is authorized to adopt, amend, and repeal the Bylaws for the regulation and management of the Corporations affairs, provided such Bylaws are consistent with this Certificate of Incorporation and the Legal Entity Act. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the laws or this Certificate of Incorporation, including, but not limited to the provisions regarding the conduct of meetings of Stockholders and Directors, the Election, Appointment, Duties, and Terms of Directors and Officers, the Issuance and Transfer of shares and other matters of Corporate Governance.
2. In the event of a conflict between the Corporations By-laws and this Certificate, this certificate shall prevail.

Amendments

1. This Certificate of Incorporation may be amended by a vote by the Shareholders representing at least a majority of outstanding Executive Shares.
2. Any amendments that adversely affect the powers, preferences, or rights of a specific class of shares must be approved by a majority of the shares of that class.
3. Amendments shall originate from the Board of Directors.

Transition

All assets, liabilities, obligations and contracts made with this entity's former existence as TortenGroup LLC, shall continue under the Tortenator Corporation without interruption.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Certificate of

Incorporation on this 17th of February, 2026.



Torten Kiritsugu
Incorporator