



Tortenator Group of Companies

Shareholder Agreement

KNOW ALL MEN BY THESE PRESENT,

That we, all of whom are residents of Redmont, have this day voluntarily associated ourselves for the purpose of forming a corporation under the laws of the Commonwealth of Redmont.

AND WE HEREBY CERTIFY

FIRST. That the business name of the Corporation shall be named
Tortenator Group of Companies, Corp.
doing business under the name and style of "Tortenator Group"

SECOND. That the primary location of the Corporation is to be established and located at at Rfc1, Reveille Finance Centere, the City of Reveille, Commonwealth of Redmont, S057

THIRD. That the Corporation's registered agent is **tortenwashere**

FOURTH. That the Primary Purpose of the Corporation is;
To invest in, purchase, or otherwise acquire and own, hold, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real property and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay thereof in money or by exchanging thereof stocks, bonds, and other evidences of indebtedness or securities of this or any other corporation, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of interest, dividends, and income arising from such property, and while the owner or holder thereof, to exercise all the rights, powers and privileges of ownership, including all voting powers of any stock so owned; provided that it shall not act as stock broker or dealer in securities nor solicit, take, accept and/or issue investments and/or investment contracts from public investors.

FIFTH. That the Corporation shall have two classes of shares:
Class X: 2,500 shares, each with voting rights. Class A shareholders are entitled to vote on all matters requiring shareholder approval.
Class Y Shares: 50,000 shares, with no voting rights. Class B shareholders are entitled to receive dividends as declared by the Board of Directors.

SIXTH. That the share classes of the Corporation shall be given the following rights.

- **Class X Shares** grants subscribers voting rights for the Corporation,
- **Class Y Shares** grants subscribers dividends under the discretion of the Board of Directors

SEVENTH. That the Board shall vote on the allocation of profits to dividends, ensuring compliance with legal and financial obligations.

EIGHTH. That the Corporation shall be governed by a Board of Directors consisting of:

1. Chairman
2. Vice-Chairman
3. 10 additional directors

NINTH. That Directors are elected or appointed by shareholders and may serve for up to six weeks before requiring a shareholder vote to confirm their continuation. Additionally, any Director may be terminated from the Board upon an agreement of $\frac{2}{3}$ supermajority of the Board.

TENTH. That the Board of Directors is responsible for:

- Overseeing the Corporation's day-to-day operations
- Developing Corporate strategies, initiatives and governance.
- Ensuring compliance with applicable laws and regulations.

ELEVENTH. That the Board can elect executive officers to aid the board on the Corporation's day-to-day operations. These executives can consist of:

- Chief Executive Officer: Their duty to set the strategic direction of the company and ensure its successful execution.
- Chief Operations Officer: Their duty is to oversee the day-to-day operations of the company and ensure the effective execution of the CEO's strategic vision.
- Chief Finance Officer: Their duty is to ensure the financial health and stability of the company by overseeing all financial planning, analysis, and reporting.

TWELVTH. That the board can appoint these and others through a Board Resolution with a simple majority.

THIRTEENTH. Amendments of the Articles of Agreement must have an approval of a subscriber or a group of subscribers that possess a **75% of Class X Stock**.

FOURTEENTH. The Corporation can be dissolved under the approval of a subscriber or a group of subscribers that possess a **75% of Class X Stock**.

FIFTEENTH. Dispute Resolutions

- If any disputes between the shareholders or the shareholders and the Corporation arise, must be addressed through good faith negotiations.
- If good faith negotiations fail, disputes shall be resolved through mediation conducted by a neutral third-party mediator agreed upon by the parties involved.
- Should mediation prove unsuccessful, disputes shall be submitted to binding arbitration in accordance with the rules of the Redmont Arbitration Association. The arbitrator's decision shall be final and enforceable.

IN WITNESS WHEREOF, we have set our hand this 9th of February 2025, at Reville, Commonwealth of Redmont

A handwritten signature in black ink, appearing to read 'tortenwashere', with a large, stylized flourish above the letters.

tortenwashere