TPA Media Corporation

d.b.a TPA Mediacorp

Certificate of Incorporation

Made on the 15th of April 2026

Article I. Name and Purpose

1. The registered name of the corporation is **TPA Media Corporation** (referred to as the "Corporation").
2. The form of the Corporation under section 5(3) of the Act is a corporation.
3. The in-game company associated with the Corporation under the server's DemocracyBusiness plugin is named **TPA**.
4. The purpose of the Corporation is to operate as a media conglomerate and holding company, owning, managing and investing in subsidiary entities engaged in the news, media, publishing, broadcasting and entertainment industries, together with related media assets, financial assets and commercial property; to manage investment portfolios and engage in strategic capital allocation across its media group; and to engage in any lawful activity.

Article II. Incorporators

1. The incorporator of the Corporation is **Torten Kiritsugu** (tortenwashere).

Article III. Authorised Shares and Classes

1. The Corporation has the authority to issue a total of fifteen thousand (15,000) shares, in two classes designated as follows.
    a. **Class A Executive Stock**
        i. The number of authorised shares of Class A Executive Stock is 5,000, at a par value of $10 per share.
        ii. All shares of Class A Executive Stock have identical rights, powers, preferences and privileges.
        iii. Holders of Class A Executive Stock have one vote per share on any matter put to the shareholders.
        iv. Holders of Class A Executive Stock are entitled to receive dividends declared by the Board of Directors.
    b. **Class B Common Stock**
        i. The number of authorised shares of Class B Common Stock is 10,000, at a par value of $50 per share.
        ii. All shares of Class B Common Stock have identical rights, powers, preferences and privileges.
        iii. Holders of Class B Common Stock have no vote on any matter put to the shareholders, except where section 21(4) of the Act requires a vote of the class.
        iv. Holders of Class B Common Stock are not entitled to receive dividends declared by the Board of Directors.

Article IV. Subscribed and Paid Capital

1. The capital of Class A Executive Stock that has been subscribed is $30,010, and the following person has subscribed for the number of shares and amount set after their name:

Name	Class	Number of Shares	Amount Subscribed
tortenwashere	Class A Executive Stock	3,001	$30,010.00

2. The following person has paid on the shares for which they subscribed the amount set after their name:

Name	Amount Paid on Subscription
tortenwashere	$10,400.00

3. Under section 44(5) of the Act, the unpaid balance of the subscription price, being $19,610.00, remains payable by the subscriber.
4. The Corporation may issue share certificates in accordance with section 46 of the Act.
5. Pre-emption rights under section 52 of the Act apply to issues of shares for cash and are not disapplied by this Certificate.

Article V. Officers

1. The officers of the Corporation are the Chief Executive Officer, the Chief Operations Officer and the Chief Finance Officer.
2. The Board of Directors may create and appoint additional officers as it considers necessary.
3. Officers are appointed by the Board of Directors and serve at its pleasure.
4. Officers are responsible for managing the day to day business and overseeing employees to ensure continued business operations.

Article VI. Distributions

1. Subject to section 47 of the Act and any limit in this Certificate, the Board of Directors may declare and pay dividends on outstanding shares out of distributable reserves, and only where the Corporation would remain able to pay its debts as they fall due after the dividend.
2. Dividends may be paid in cash, in property, or in shares of the Corporation.
3. All dividends on Class A Executive Stock are paid pro rata to the holders of that class according to the shares each holds on the record date set for the dividend.

Article VII. Board of Directors

1. The business and affairs of the Corporation are managed by a Board of Directors.
2. The incorporator is the initial director.
3. Directors need not be shareholders.
4. Directors are elected and removed by resolution of shareholders under Part V of the Act, with votes counted by voting power. A director may be removed, with or without cause, by a resolution supported by a majority of the voting power cast, subject to quorum under section 24 of the Act.

Article VIII. Financing

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

Article IX. Transfer and Acquisition 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 while pledged or encumbered, unless they are transferred or sold to the party holding the pledge or encumbrance. A transfer contrary to this clause is void.
3. Every transfer is filed under section 16(1)(e) of the Act and recorded in the share register in the Entity Profile.
4. If a shareholder has played fewer than six (6) hours in the preceding thirty (30) days, the Corporation may, on at least seventy-two (72) hours' notice, acquire that holder's unencumbered shares at fair value determined in the manner set out in section 54(2) of the Act. The acquisition may be made only out of distributable reserves under section 51 of the Act, and section 21(6) of the Act is not displaced.

Article X. Dispute Resolution

1. In a dispute between the Corporation and another party, the parties shall first attempt informal negotiation. If negotiation fails, the dispute is subject to binding arbitration under the laws of the Commonwealth of Redmont.
2. Nothing in this Certificate limits the jurisdiction of the Federal Court under the Act, including sections 6(3), 6(4), or any power of the Department of Commerce.

Article XI. Indemnification

38. The Corporation shall indemnify and hold harmless its directors, officers, employees and agents to the fullest extent permitted under the Act.

Article XII. Bylaws

1. The Board of Directors may adopt, amend and repeal bylaws for the regulation and management of the Corporation's affairs, provided they are consistent with this Certificate and the Act. Bylaws may cover the conduct of meetings of shareholders and directors, the election, appointment, duties and terms of directors and officers, the issue and transfer of shares, and other matters of corporate governance.
2. In a conflict between the bylaws and this Certificate, this Certificate prevails, as section 18(4) of the Act provides.
3. The Corporation is not required to have bylaws at the date of this Certificate. The Board of Directors may adopt bylaws at any later date by a majority of the directors, on any matter within clause 39, without amending this Certificate. Bylaws so adopted take effect on adoption, or at any later time they state, and are filed in the Corporation's record under section 16(4) of the Act.

Article XIII. Amendments

1. This Certificate may be amended by a resolution of shareholders that carries a majority of all voting power, as section 24(4) of the Act requires.
2. An amendment that would adversely affect the powers, preferences or rights of a class of shares, or change the number of authorised shares or the par value of a class, also requires the approval of a majority of that class, whether or not the class otherwise votes, as section 21(4) of the Act requires.
3. Amendments originate from the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Certificate of Incorporation on this 17th of February, 2026.



Torten Kiritsugu
Incorporator