COMMONWEALTH OF REDMONT
Department of Commerce

CERTIFICATE OF INCORPORATION

THEORY, TALION AND PARTNERS
Incorporated pursuant to the Legal Entity Act of the Commonwealth of Redmont

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The undersigned incorporator, being a natural person of the Commonwealth of Redmont, pursuant to the Legal Entity Act and all applicable laws, does hereby adopt the following Certificate of Incorporation for **THEORY, TALION AND PARTNERS** (the "Corporation"). Unless a contrary intention is expressed herein, the Corporation shall have perpetual existence in accordance with the Legal Entity Act Part IV:

ARTICLE I - CORPORATE NAME

1.1. The name of the Corporation is:

THEORY, TALION AND PARTNERS

1.2. The in-game business plugin name (/db) of the Corporation is **"TTP"**, in compliance with the Legal Entity Act Part IV §1(2)(b).

1.3. The Corporation shall operate under the full legal name "Theory, Talion and Partners" and its registered plugin identifier "TTP" for all in-game commercial purposes.

ARTICLE II - INCORPORATORS

2.1. The name(s) of the incorporator(s) of this Corporation, in compliance with the Legal Entity Act Part IV §1(2)(c), is/are:

AboundedComet

ARTICLE III - PURPOSE AND NATURE OF BUSINESS

3.1. The nature of the business to be conducted or promoted by the Corporation, in compliance with the Legal Entity Act Part IV §1(2)(d), is as follows:

> The Corporation is formed to engage in any lawful act or activity for which corporations may be organised under the Laws of Redmont. Pursuant to the Legal Entity Act Part IV §1(2)(d)(i), this statement is sufficient to encompass all lawful acts and activities, except for any express limitations stated herein.

3.2. Without limiting the generality of the foregoing, the Corporation's primary business activities shall include: legal services, investment management, partnership services, financial advisory, and all related commercial activities under the Theory, Talion and Partners brand.

3.3. The Corporation shall at all times conduct its business in compliance with all applicable laws of the Commonwealth of Redmont, including but not limited to the Legal Entity Act, the Commercial Standards Act, and the Taxation Act.

ARTICLE IV - AUTHORISED SHARE CAPITAL

4.1. The total number of shares of all classes of stock that the Corporation is authorised to issue is EIGHTEEN THOUSAND (18,000) shares across three classes, in compliance with the Legal Entity Act Part IV §1(2)(e), as follows:

Share Class	Name	Authorised	Qualifying Roles	Voting Rights	Profit Participation
Class A	Equity Partner Shares	10,000	Managing Partner, Senior Partner	Full (1 vote/share)	Pro-rata 70% of retained profit pool
Class B	Income Partner Units	5,000	Junior Partner, Principal Counsel, Special Counsel	Advisory only	Equal share 20% of retained profit pool
Class C	Salaried Counsel Units	3,000	Senior Associate (by nomination)	None	Equal share 10% of retained profit pool

CLASS A SHARES - EQUITY PARTNER SHARES

(a) TEN THOUSAND (10,000) Class A shares are authorised. Qualifying roles: Managing Partner, Senior Partner.

(b) Par value: $1.00 per share.

(c) Each Class A share carries one (1) vote per share on all matters submitted to shareholders.

(d) Class A shareholders are entitled to a pro-rata share of seventy percent (70%) of the Corporation's retained profit pool, if and when distributed by the Board of Directors.

(e) Class A shares are strictly private and shall not be listed, offered, or traded on any public stock exchange or secondary market at any time without a resolution of the Board of Directors.

(f) Class A shares may only be transferred with prior written approval of the Board of Directors. The Board may withhold consent at its sole and absolute discretion.

(g) Class A shareholders shall have the exclusive right to elect, re-elect, and remove all members of the Board of Directors.

(h) Class A shareholders must approve by the applicable threshold (see Articles VII and X): any merger, consolidation, or acquisition; any sale of substantially all assets; any amendment to this Certificate; any dissolution; and any issuance of new shares of any class.

CLASS B SHARES - INCOME PARTNER UNITS

(a) FIVE THOUSAND (5,000) Class B shares are authorised. Qualifying roles: Junior Partner, Principal Counsel, Special Counsel.

(b) Par value: $1.00 per share.

(c) Class B shares carry advisory voting rights only. Class B holders may participate in advisory votes as called by the Board but shall have no binding vote on any resolution.

(d) Class B holders are entitled to an equal share of twenty percent (20%) of the Corporation's retained profit pool, if and when distributed by the Board of Directors.

(e) Class B shares are strictly private and may only be transferred with prior written approval of the Board of Directors.

CLASS C SHARES - SALARIED COUNSEL UNITS

(a) THREE THOUSAND (3,000) Class C shares are authorised. Qualifying roles: Senior Associate (by nomination only).

(b) Par value: $1.00 per share.

(c) Class C shares carry no voting rights of any kind.

(d) Class C holders are entitled to an equal share of ten percent (10%) of the Corporation's retained profit pool, if and when distributed by the Board of Directors.

(e) Class C shares are strictly private and may only be transferred with prior written approval of the Board of Directors.

4.2. SHARE REGISTER AT TIME OF AMENDMENT (v2.0):

Shareholder	Class	Role	Shares Held	% of Voting Class A
Talion77	Class A	Senior Partner	2,800	39.44%
Fishs Corporation	Class A	Senior Partner	2,800	39.44%
xXTheoryXx	Class A	Managing Partner	1,500	21.13%
Reserved (future partner admissions)	Class A	--	2,900	--

Total Class A issued: 7,100 / 10,000 authorised. 900 shares previously held by Culls have been cancelled and returned to the Reserved pool upon transfer back to the Corporation. Reserved shares (2,900) are unissued and carry no rights until formally issued pursuant to §4.4. Class B and Class C: nil issued at v2.0.

4.3. GENERAL SHARE PROVISIONS applicable to all classes:

(a) The Corporation shall at all times maintain at least one class of shares with full voting powers, in accordance with the Legal Entity Act Part IV §4(1).

(b) There shall be no fractional shares issued by the Corporation, in accordance with the Legal Entity Act Part IV §4(2).

(c) No new shares of any class shall be issued without a resolution adopted by a majority vote of the Class A shareholders, in accordance with the Legal Entity Act Part IV §2(4). The procedure for proposing and calling such a vote is set out in §4.4.

(d) The shareholder shall be liable for the part of the par value of the share that has not yet been paid up, in accordance with the Legal Entity Act Part IV §4(5).

(e) If an individual or entity holding shares of any class is inactive for more than three (3) months, the Corporation may repurchase all shares owned by them at par value, in accordance with the Commercial Standards Act. The procedure for such repurchase is set out in §17.3.

4.4. NEW SHARE ISSUANCE PROCEDURE:

(a) Any director or Class A shareholder may propose the issuance of new shares by submitting a written proposal to the Board of Directors specifying:

(i) the number of shares proposed to be issued;

(ii) the share class;

(iii) the proposed recipient(s) or the basis for determining recipients;

(iv) the proposed issue price per share; and

(v) the stated purpose of the issuance.

(b) The Board of Directors shall place the matter before the Class A shareholders for a vote within fourteen (14) days of receiving a valid proposal, by posting a resolution in the Company Docket in accordance with Article VII.

(c) No new shares of any class shall be issued unless approved by a simple majority of Class A voting power in accordance with §4.3(c) and Article VII.

(d) Following shareholder approval, the Board of Directors shall formally authorise the issuance in writing. The Share Register shall be updated in the Company Docket within forty-eight (48) hours of issuance in accordance with §12.3.

(e) The issue price of any new shares shall be no less than the par value of that class, unless otherwise approved by a unanimous vote of all Class A shareholders.

4.5. SHARE TRANSFER PROCEDURE:

(a) Any shareholder wishing to transfer shares (the "Transferring Shareholder") must submit a written transfer request to the Board of Directors specifying:

(i) the number of shares proposed to be transferred;

(ii) the identity of the proposed transferee; and

(iii) the proposed transfer price per share.

(b) Right of First Refusal. Upon receipt of a transfer request, the Board of Directors shall notify all remaining Class A shareholders within seven (7) days. Each remaining Class A shareholder shall have a right of first refusal to acquire the shares proposed to be transferred, pro rata to their existing shareholding, at the proposed transfer price, within fourteen (14) days of such notification.

(c) If no remaining shareholder exercises the right of first refusal within the prescribed period, the Board of Directors may approve the transfer to the proposed external transferee in accordance with §4.1(f).

(d) Share Valuation. Where no agreed transfer price exists, or where a transfer is triggered by operation of this Certificate, the fair value of a Class A share shall be determined as follows:

(i) the Board of Directors shall first attempt to agree a valuation in good faith within seven (7) days; and

(ii) if no agreement is reached, the valuation shall be based on the net asset value of the Corporation divided by the total number of issued Class A shares, as determined by reference to the Corporation's most recent financial records.

(e) All approved share transfers must be filed in the Company Docket in accordance with the Legal Entity Act Part IV §8(2)(c), stating the share class, share amount, transferor, and transferee. No transfer shall take effect until so recorded.

ARTICLE V - BOARD OF DIRECTORS

5.1. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors, in accordance with the Legal Entity Act Part IV §6(1).

5.2. Pursuant to the Legal Entity Act Part IV §6(3), the incorporator, AboundedComet, shall serve as the first director from the point of incorporation until directors are otherwise duly appointed or elected.

5.3. The constituted Board of Directors as at COI v2.0:

Director	Role	Status
Talion77	Senior Partner	Active
xXTheoryXx	Managing Partner	Active
ElysiaCrynn	Senior Partner	Active
Fishs Corporation	Senior Partner	Active

5.4. Directors shall be elected and removed by Class A shareholder resolution, in accordance with the Legal Entity Act Part IV §7(2).

5.5. Each director shall serve until their successor is duly elected, or until their earlier resignation, removal, or disqualification.

5.6. Directors shall owe a fiduciary duty of care and loyalty to the Corporation as defined by the Legal Entity Act Part III §3 and Part III §8(9)(e)-(§8(10)(a), including: (a) acting in good faith; (b) acting on an informed basis; (c) exercising the care of a reasonable person in a similar position and circumstance; and (d) placing the interest of the Corporation before their own personal interests.

5.7. There shall be no limit to the number of Board of Director seats, in accordance with the Legal Entity Act Part IV §7(3).

ARTICLE VI - OFFICERS

6.1. The Board of Directors shall appoint officers to manage the day-to-day operations of the Corporation in accordance with the Legal Entity Act Part IV §3. As at COI v2.0, the officer appointments are as follows:

Managing Partner / CEO: **xXTheoryXx**

6.2. Additional officers, including but not limited to a Chief Financial Officer (CFO) or Secretary, may be appointed by the Board at any time.

6.3. Officers serve at the pleasure of the Board and may be appointed and removed at any time by a majority vote of the Board, in accordance with the Legal Entity Act Part IV §3(3).

ARTICLE VII - VOTING AND RESOLUTIONS

7.1. All voting and resolutions of the Corporation shall be conducted in accordance with the Legal Entity Act Part III §6, as follows:

(a) The quorum for any resolution shall be 50% of all Class A voting power. Class B advisory votes and Class C non-voting units do not count toward quorum or any binding vote threshold.

(b) Where a resolution fails due to quorum, the persons eligible to vote shall be notified, and the resolution may be reposted after 72 hours. For 10 days thereafter, quorum requirements shall be suspended for that resolution.

(c) Any resolution must be open for vote for a minimum of 48 hours.

(d) Any resolution must be posted in a place accessible to the relevant voters. Posting in the Company Docket shall always satisfy this requirement.

7.2. Unless otherwise provided in this Certificate, any shareholder with voting rights, or any director, may call for a resolution to be voted upon.

7.3. The following matters require an affirmative vote of a simple majority of Class A voting power: (a) election and removal of directors; (b) approval of any merger, consolidation, or acquisition; (c) sale of substantially all assets; (d) issuance of new shares; and (e) dissolution of the Corporation.

7.4. Amendment of this Certificate of Incorporation requires a supermajority as set out in Article X §10.1.

7.5. MANAGING PARTNER SUSPENSION VETO:

(a) The Managing Partner, or in their absence the Deputy Managing Partner, may suspend any Board resolution passed by simple majority for a period of seventy-two (72) hours.

(b) During the suspension period, the matter is open for further discussion among the Board and Class A shareholders.

(c) Upon expiry of the suspension period, the Board shall re-vote on the matter. If the resolution passes again by simple majority it is adopted without further suspension.

(d) The suspension veto may not be exercised in respect of: (i) any resolution requiring a supermajority under Article X; (ii) a resolution to remove the Managing Partner; or (iii) any resolution relating to an ongoing court proceeding where delay would be prejudicial to the Corporation.

7.6. GOVERNANCE SUMMARY:

Matter	Threshold	Suspension Eligible?
COI Amendments	75% supermajority of Class A	No
Board Resolutions (general)	Simple majority	Yes - 72-hr MP/DMP veto
Suspension Override	Simple majority on re-vote	No further suspension
Talion77 + Fishs combined	78.88% - meets 75% threshold	N/A

ARTICLE VIII - ACCESS TO INFORMATION AND SHAREHOLDER MEETINGS

8.1. Each director shall have unrestricted access to information regarding the status, financial condition, and affairs of the Corporation as is just and reasonable, in accordance with the Legal Entity Act Part III §7(1).

8.2. Each shareholder shall have reasonable access to information regarding the status and financial condition of the Corporation as is just and reasonable, in accordance with the Legal Entity Act Part III §7(2).

8.3. The Board of Directors shall disseminate to all shareholders a written financial and operational update no less than once every sixty (60) days. Such update shall be posted in the Company Docket and shall include, at minimum:

(a) a summary of the Corporation's financial position;

(b) a summary of significant operational developments; and

(c) any material changes to the Corporation's affairs since the prior update.

8.4. Any shareholder may request an ad hoc update from the Board at any time. The Board shall respond within seven (7) days.

8.5. The Corporation shall hold an Ordinary General Meeting no less than once every ninety (90) days. Notice shall be posted in the Company Docket no less than forty-eight (48) hours in advance.

8.6. An Extraordinary General Meeting may be convened at any time by: (a) a resolution of the Board of Directors; or (b) a written request from Class A shareholders holding no less than twenty-five percent (25%) of the total Class A voting power. Notice shall be posted in the Company Docket no less than forty-eight (48) hours in advance.

8.7. The agenda for each meeting shall be posted alongside the meeting notice. Shareholders may add agenda items by written request no less than twenty-four (24) hours before the meeting.

8.8. Minutes of each shareholder meeting shall be filed in the Company Docket within forty-eight (48) hours of the meeting's conclusion, in accordance with the Legal Entity Act Part III §1.

ARTICLE IX - LIABILITY PROTECTION

9.1. The Corporation is a separate legal entity from its shareholders, directors, and officers, in accordance with the Legal Entity Act Part I §2(3).

9.2. The Corporation shall be solely liable for its own debts, obligations and liabilities, in accordance with the Legal Entity Act Part III §10(1).

9.3. No director, manager, shareholder, employee or other agent shall be liable for the Corporation's debts solely by reason of their role, in accordance with the Legal Entity Act Part III §10(2).

9.4. Nothing in this Article shall limit the personal liability of a director or officer arising from their own breach of fiduciary duty, fraud, or wilful misconduct.

ARTICLE X - AMENDMENTS

10.1. SUPERMAJORITY REQUIREMENT. No amendment, restatement, or modification of this Certificate shall be valid or effective unless approved by the affirmative vote of holders representing not less than

seventy-five percent (75%) of the total issued and outstanding Class A voting shares. This requirement applies to all amendments including but not limited to: changes to authorised share capital, introduction or removal of share classes, changes to voting rights, and changes to this supermajority provision itself.

10.2. An amendment shall not affect any existing cause of action in favour of or against the Corporation, nor any pending legal action, per the Legal Entity Act Part IV §2(1).

10.3. All amendments must be filed with the Department of Commerce by Certificate of Amendment and posted in the Company Docket containing the version before and after the amendment, per the Legal Entity Act Part III §1(8)(a)(i).

ARTICLE XI - DISSOLUTION AND WINDING UP

11.1. The dissolution process shall be initiated by a director resolution advising dissolution, posted in the Company Docket, per the Legal Entity Act Part III §9(1)(a)-(b).

11.2. Shareholders must then approve dissolution by simple majority vote of Class A voting power, per the Legal Entity Act Part III §9(1)(c) and §9(2).

11.3. Winding up shall consist of: (a) ending all contracts; (b) paying all creditors and debts; (c) finishing all lawsuits; and (d) distributing remaining assets to Class A shareholders proportionate to their Class A shareholding.

11.4. A Certificate of Dissolution shall be filed in the Company Docket upon completion of winding up, signed by the DOC Secretary or their delegate, per the Legal Entity Act Part III §9(8).

ARTICLE XII - SHARE REGISTER

12.1. The Corporation shall maintain a Share Register as part of its Incorporated Entity Summary in the Company Docket, in accordance with the Legal Entity Act Part IV §8.

12.2. The Share Register as at COI v2.0 is as follows:

Shareholder	Class	Role	Shares Held	% of Voting Class A
Talion77	Class A	Senior Partner	2,800	39.44%
Fishs Corporation	Class A	Senior Partner	2,800	39.44%
xXTheoryXx	Class A	Managing Partner	1,500	21.13%
Reserved (future admissions)	Class A	--	2,900	--

Total Class A issued: 7,100 / 10,000 authorised. 900 shares returned to Reserved pool upon cancellation. Class B and Class C: nil issued at v2.0.

12.3. The Share Register shall be updated in the Company Docket within 48 hours of any transfer, issuance, or cancellation of shares, per the Legal Entity Act Part IV §8(2)(c).

ARTICLE XIII - COMPANY DOCKET & REPORTING OBLIGATIONS

13.1. The Corporation shall maintain an active and publicly accessible Company Docket on the DemocracyCraft forums in accordance with the Legal Entity Act Part III §1.

13.2. The Incorporated Entity Summary (first post of the Company Docket) shall be updated without undue delay to contain: (a) registered name; (b) in-game company name; (c) directors; (d) officers and their titles; (e) the latest version of this Certificate; (f) any ongoing court cases; and (g) any ongoing regulatory enforcement actions.

ARTICLE XIV - DISPUTE RESOLUTION

14.1. Any dispute arising out of or in connection with this Certificate, or the affairs of the Corporation, shall first be referred to the Board for resolution by good faith negotiation.

14.2. If the dispute cannot be resolved by the Board within seven (7) days, any party may bring the matter before the competent courts of the Commonwealth of Redmont.

14.3. All disputes shall be governed by the laws of the Commonwealth of Redmont, including the Legal Entity Act and the Redmont Civil Code.

ARTICLE XV - PARTIES TO THIS CERTIFICATE

15.1. This Certificate of Incorporation is entered into by and between the Corporation and its shareholders. The Corporation, upon incorporation, and its shareholders shall be bound by the terms of this Certificate.

15.2. The Corporation is: **THEORY, TALION AND PARTNERS**, an incorporated entity organised under the Legal Entity Act of the Commonwealth of Redmont, with in-game business plugin name TTP.

15.3. A party to this Certificate is: **Talion77**, holder of TWO THOUSAND EIGHT HUNDRED (2,800) Class A shares, representing 39.44% of the voting Class A share capital as at v2.0.

15.4. A party to this Certificate is: **Fishs Corporation**, holder of TWO THOUSAND EIGHT HUNDRED (2,800) Class A shares, representing 39.44% of the voting Class A share capital as at v2.0.

15.5. A party to this Certificate is: **xXTheoryXx**, holder of ONE THOUSAND FIVE HUNDRED (1,500) Class A shares, representing 21.13% of the voting Class A share capital as at v2.0.

15.6. Any person who subsequently acquires shares in the Corporation shall, by virtue of such acquisition, become a party to and be bound by this Certificate of Incorporation.

ARTICLE XVI - ROLES AND RESPONSIBILITIES OF SHAREHOLDERS

16.1. Each shareholder is expected to act in accordance with their obligations under this Certificate and the Legal Entity Act, and to contribute to the Corporation in the manner described herein.

16.2. Talion77 (39.44% Class A - Senior Partner) shall:

(a) provide strategic and operational leadership commensurate with their Senior Partner role;

(b) participate in shareholder votes on all reserved matters under Article VII §7.3 and supermajority matters under Article X; and

(c) act in a manner consistent with the best interests of the Corporation.

16.3. Fishs Corporation (39.44% Class A - Senior Partner) shall:

(a) provide strategic and financial oversight commensurate with its Senior Partner shareholding;

(b) participate in shareholder votes on all reserved matters under Article VII §7.3 and supermajority matters under Article X; and

(c) act in a manner consistent with the best interests of the Corporation.

16.4. xXTheoryXx (21.13% Class A - Managing Partner) shall:

(a) exercise the role of Managing Partner including suspension veto rights under Article VII §7.5;

(b) contribute to the management and direction of the Corporation through participation on the Board of Directors;

(c) participate in shareholder votes on all reserved matters under Article VII §7.3 and supermajority matters under Article X; and

(d) act in a manner consistent with the best interests of the Corporation.

16.5. All shareholders shall:

(a) exercise voting rights in accordance with this Certificate and the Legal Entity Act;

(b) not act in a manner prejudicial to the interests of the Corporation or its shareholders;

(c) comply with all applicable laws of the Commonwealth of Redmont; and

(d) promptly notify the Board of Directors of any change in circumstances materially affecting their capacity to fulfil their obligations hereunder.

16.6. Nothing in this Article shall override the limited liability protections afforded to shareholders under the Legal Entity Act Part III §10.

ARTICLE XVII - EXIT STRATEGIES

17.1. Voluntary Divestiture. Any shareholder wishing to exit the Corporation by selling or otherwise transferring their shares shall follow the procedure set out in Article IV §4.5, including the right of first refusal provisions.

17.2. Death or Legal Incapacitation. In the event of the death or legal incapacitation of an individual shareholder: (a) their shares shall be deemed suspended pending resolution by their estate or legal representative; (b) the Board of Directors shall notify all remaining shareholders within fourteen (14) days of becoming aware of the event; and (c) the Corporation shall have the right to repurchase the affected shares at fair value as determined under §4.5(d) within sixty (60) days of notification.

17.3. Involuntary Exit - Inactivity. Where a shareholder is inactive for more than three (3) months, the Corporation may repurchase their shares at par value per §4.3(e) by the following procedure:

(a) the Board shall post written notice of the proposed repurchase in the Company Docket and via any available contact method;

(b) the affected shareholder shall have fourteen (14) days to contest the finding of inactivity; and

(c) if no contest is made or the contest is unsuccessful, the repurchase shall proceed and be recorded in the Share Register.

17.4. Buy-Sell Arrangement. Where a shareholder's exit cannot be resolved by agreement, the remaining shareholders collectively shall have the right to purchase the exiting shareholder's shares at fair value per §4.5(d). Where the remaining shareholders decline to exercise this right, the exiting shareholder may seek an external purchaser, subject to Board approval under §4.1(f).

17.5. Drag-Along Rights. If shareholders holding at least seventy-five percent (75%) of the total issued Class A shares resolve to sell their shares to a bona fide third-party purchaser, they may require all remaining shareholders to sell their shares on the same terms and conditions.

17.6. Tag-Along Rights. If a shareholder holding more than fifty percent (50%) of the total issued Class A shares proposes to transfer their shares to a third party, all remaining shareholders shall have the right to participate in such sale on the same terms, pro rata to their shareholding.

EXECUTION AND ATTESTATION

The undersigned, being the incorporator and initial director/officer of **THEORY, TALION AND PARTNERS**, hereby executes this Certificate of Incorporation and declares that the facts stated herein are true and correct to the best of their knowledge.

Username:	Role:
AboundedComet	Incorporator / Initial Director

Signature: _____

FOR DEPARTMENT OF COMMERCE USE ONLY

This Certificate of Incorporation has been filed in accordance with the Legal Entity Act of the Commonwealth of Redmont. Upon approval by the Department of Commerce, ***THEORY, TALION AND PARTNERS*** *shall be*

duly incorporated and recognised as a legal entity under the laws of the Commonwealth of Redmont.

Date of Filing:	09/06/2026
DOC Officer:	_____
File Number:	_____
Signature:	_____