CERTIFICATE OF INCORPORATION

of

TWO GUYS REALTY

A Subsidiary Corporation Organized Under the Legal Entity Act of the Commonwealth of Redmont

ARTICLE 1: Corporate Name & Parent Status

1.1. The name of the Corporation shall be Two Guys Realty (the "Corporation" or "TGR").
1.2. The name of the Corporation as registered in the business plugin shall be TwoGuysRealty, created via the /db create command in-game.
1.3. Parent Entity Status: The Corporation operates as an operating corporate subsidiary under the control of its parent holding conglomerate, **UAG Capital**.

ARTICLE 2: INCORPORATOR & RESTRICTION NOTICES

2.1. This amended Certificate accounts for corporate restructuring following administrative asset repossessions, permanent deportation, and regulatory enforcement actions executed against the original organizer (Jakkuwu) under the Commercial Standards Act.
2.2. Restructuring Organizer: The processing docket organizer finalizing this subsidiary integration is **exclusiv3z**

ARTICLE 3: PURPOSE OF BUSINESS

The Corporation may engage in any lawful activity, including but not limited to:

- Real estate brokerage, property management, and commercial land developments,
- Brokering property transactions, acquisitions, and retail property portfolios,

- Facilitating all forms of commercial, industrial, or residential property assignments,
- Acquisition, structuring, and general management of property assets, and
- Operating as the specialized real estate division of its parent holding conglomerate, UAG Capital.

ARTICLE 4: AUTHORISED SHARE CAPITAL

4.1. The capital of the Corporation consists of 5,000 Class A executive shares issued at $0.01 par value each, representing the core voting control block of the entity structure.
4.2. The total number of shares of all classes of stock that the Corporation is authorised to issue is 40,000 shares, divided into three (3) classes as follows:

Class	Auth.	Issued	Par Val.	Voting Power	Max Votes
Class A (Executive)	5,000	5,000	$0.01	6 votes / share	30,000
Class B (Strategic)	10,000	10,000	$25.00	1 vote / share	10,000
Class C (Public)	25,000	0 (Treasury)	$10.00	0	0
TOTAL	**40,000**	**15,000**			**40,000**

CLASS A SHARES: EXECUTIVE SHARES

Class A voting rights carry executive weights of SIX (6) votes per share, conferring THIRTY THOUSAND (30,000) votes in total. Class A distributions are split between the corporate parent holding entity and designated executive partners to lock in institutional steering alignment.

ARTICLE 5: OFFICERS

5.1. 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. The current active officers of the Corporation are:

- **exclusiv3z** - Chief Executive Officer (CEO)
- **Killmonger** - Chief Operating Officer (COO)
- **Fletchingrs** - Chief Financial Officer (CFO)

ARTICLE 6: BOARD OF DIRECTORS & PARENT OVERSIGHT

6.1. Subsidiary Governance: The business and affairs of the Corporation shall be managed under the strategic guidance of a Board of Directors, working in absolute alignment with the executive ownership mandates of its parent holding group, **UAG Capital**.

ARTICLE 7: VOTING AND RESOLUTIONS

All voting power calculations and structural corporate adjustments conform strictly with the Legal Entity Act Part III §6. Ultimate decision-making thresholds are evaluated according to systematic Class A majority blocks, reserving overarching strategic direction to the parent holding company, UAG Capital.

ARTICLE 8: AMENDMENTS

8.1. This Certificate of Incorporation may be amended by a Class A shareholder resolution, in accordance with the Legal Entity Act Part IV §2(5). A simple majority of the Class A voting power shall suffice to approve standard operational amendments unless a higher statutory threshold is otherwise required.

8.2. Amendments altering the core structure, voting weights, or baseline preferences of any issued stock class must hit a majority consensus within that isolated class block to be legally valid.

8.3. Any passed structural amendment must be filed promptly with the Department of Commerce to maintain regulatory compliance.

ARTICLE 9: MANAGEMENT INACTIVITY AND VEIL OPERATIONAL CONTINUITY

9.1. Purpose of Continuity: To protect the operational lifeline, core licenses, and trading pipelines of the Corporation, this Article enforces strict provisional rules for continuity of operations should an executive stakeholder or parent holding entity lapse into long-term operational inactivity, avoiding structural deadlock or regulatory abandonment.

9.2. Definition of Inactivity: Inactivity is strictly defined under the following two parameters:

- **(a) Individual Stakeholders / Officers:** Defined as an active individual officer, director, or designated voting block partner registering zero (0) in-game playtime hours, failure to log activity metrics, or absence from formal corporate resolution channels for a consecutive duration exceeding three (3) calendar months, or upon administrative confirmation of an executive ban/permanent deportation under the Commercial Standards Act.
- **(b) Institutional Entities / Parent Holdings:** Defined as a parent holding group, institutional voting block holder (including UAG Capital), or organizational partner company dropping into total functional stagnation, failing to cast votes across two (2) consecutive corporate resolutions, or registering a total lapse of management presence by its own active executives for a continuous duration exceeding three (3) calendar months.

9.3. Mandatory Operational Safeguards & Equity Recovers: Upon a confirmed lapse under Section 9.2, the following emergency mechanisms take immediate, automatic effect:

- **(a) Voting Power Suspension:** The inactive individual or parent entity's Class A voting units are instantly suspended from quorum calculations. Total corporate voting weight is recalculated among active partners to prevent corporate deadlock and maintain functional governance.
- **(b) Mandatory Equity Repurchase:** The active executive leadership, under direction of the active CEO, retains the absolute right to repurchase the entirety of the inactive party's share capital at its initial par value. Such repossession shall be recorded by providing the Department of Commerce with accurate runtime data, playlogs, and share distribution metrics in strict accordance with the Commercial Standards Act.

- **(c) Temporary Management Proxy:** The remaining active directors and officers shall immediately step into an emergency proxy structure to execute standard corporate decisions, fulfill regulatory obligations, and preserve the firm's assets without needing parental authorization from the inactive holding entity.

ARTICLE 10: SHARE REGISTER

10.1. The Corporation maintains its Share Register as part of its subsidiary summary, adhering to the Legal Entity Act Part IV §8.
10.2. The Class A Executive shareholder distribution reflects the restructured partner split as follows:

Class A Shareholder	**Shares Held**	**Voting Power Allocation**	**% Voted Class A Stake**
UAG Capital (Holding Company)	4,260 Shares	25,560 Votes	85.2% (Majority control)
Fletchingrs (Executive / CFO)	740 Shares	4,440 Votes	14.8%

10.3. Complete Corporate Capitalization Ledger:

Share Class	**Authorized**	**Issued**	**Primary Holder(s)**	**Par Value**
Class A (Executive)	5,000	5,000	UAG Capital [4,260] & Fletchingrs [740]	$0.01

Class B (Strategic)	10,000	10,000	Redmont Trust Services LLC	$25.00
Share Class	**Authorized**	**Issued**	**Primary Holder(s)**	**Par Value**
Class C (Public)	25,000	0	Treasury	$10.00

Executed by the Subsidiary Board and Parent Holding Corporation:
Authorized Signatory: exclusiv3z
Date of Capital Amendment: 14 July, 2026