# CERTIFICATE OF INCORPORATION

**and**

# SHAREHOLDER AGREEMENT

**of**

# TWO GUYS REALTY CORPORATION

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## ARTICLE 1: Name of the Corporation

**1.1.** The name of this corporation shall be **Two Guys Realty Corporation** (hereinafter referred to as the "Corporation").

**1.2.** The name of the Corporation as registered in the business plugin shall be **TwoGuysRealty**, created via the /db create command in-game.

## ARTICLE 2: INCORPORATOR

The incorporator of this Corporation shall be:

**In-Game Name (IGN):** Jakkuwu
**Forums Username:** Jakku
**Role:** CEO

## ARTICLE 3: PURPOSE OF CORPORATION

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

- Real estate,
- Brokering property transactions,
- Facilitating all forms of property transactions,
- Acquisition and management of property interests, and
- All related property activities.

## ARTICLE 4: AUTHORISED SHARE CAPITAL

**4.1.** The founding capital of the Corporation at incorporation is $50 being 5,000 Class A shares issued at $0.01 par value each, fully paid up by the incorporator Jakkuwu.

**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** | **5,000** | **5,000** | **$0.01** | **6** | **30,000** |
| **Class B** | **10,000** | **0 (Treasury)** | **$25.00** | **0** | **-** |
| **Class C** | **25,000** | **0 (Treasury)** | **$10.00** | **0** | **-** |
| **TOTAL** | **40,000** | **5,000** | **-** | **-** | **30,000** |

**CLASS A SHARES: EXECUTIVE SHARES**

(a) 5,000 Class A shares are authorised, all of which are issued at incorporation.

(b) Par value: $0.01 per share.

(c) Class A shares carry executive voting rights of SIX (6) votes per share, conferring THIRTY THOUSAND (30,000) votes in total to Class A shareholders. This voting power shall not be reduced, diluted, or impaired by the issuance of any other class of shares.

(d) 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.

(e) If a Class A shareholder wishes to transfer their shares, all existing Class A shareholders shall have a right of first refusal to purchase those shares on equivalent terms before any transfer to a third party may occur.

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

(g) Class A shareholders must approve by simple majority:

- 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.

(h) Class A shareholders are entitled to dividends if and when declared by the Board of Directors.

(i) Any purported transfer of Class A shares in violation of this Article shall be null, void and of no legal effect.

**CLASS B SHARES: STRATEGIC SHARES**

(a) 10,000 Class B shares are authorised. Zero (0) Class B shares are issued at incorporation; all are held in treasury and reserved for future strategic partners.

(b) Par value: $25 per share.

(c) Class B shares do not have any voting rights. Class B shareholders shall have no right to vote, attend general meetings for voting purposes, or to influence the management or direction of the Corporation in any way.

(d) Transfer of Class B shares requires prior written approval of the Board of Directors.

(e) Issuance of Class B shares requires a resolution of the Board of Directors and may only be made to specific named counterparties approved by the Board.

(f) PREFERRED DIVIDEND: Class B shareholders shall be entitled to a preferred dividend, the rate of which shall be set by the Board at the time of issuance of each Class B tranche, to be paid before any dividend is distributed to Class A and C shareholders.
(g) LIQUIDATION PREFERENCE: In any winding up or dissolution, Class B shareholders shall be paid out before Class A and C shareholders, up to the total amount invested by each Class B shareholder, after all creditors have been satisfied.
(h) ANTI-DILUTION: If the Corporation issues new shares of any class at a price below the purchase price paid by any Class B shareholder, those Class B shareholders shall receive additional Class B shares sufficient to preserve their proportionate economic interest, subject to a Board resolution.
(i) CONVERSION RIGHT: Class B shareholders may elect to convert their Class B shares to Class C shares at a ratio of TWO (2) Class C shares per ONE (1) Class B share, at any time after holding the shares for a minimum of sixty (60) days, by providing written notice to the Board. Upon conversion, the converted Class B shares shall be cancelled and the corresponding Class C shares issued from treasury.

**CLASS C SHARES: PUBLIC SHARES**

(a) 25,000 Class C shares are authorised. Zero (0) Class C shares are issued at incorporation; all are held in treasury and reserved for public investors.
(b) Par value: $10 per share.
(c) Class C shares do not have any voting rights. Class C shareholders shall have no right to vote, attend general meetings for voting purposes, or to influence the management or direction of the Corporation in any way.
(d) Class C shares are designated for public issuance and may be listed and freely traded on a registered stock exchange within the Commonwealth of Redmont in accordance with the Commercial Standards Act.
(e) Class C shareholders are entitled to dividends if and when declared by the Board of Directors, paid after any Class B preferred dividend obligation has been satisfied.
(f) In any winding up or dissolution, Class C has last priority, refer to 14.3(iii).
(g) Class C shares may be issued in tranches at the discretion of the Board of Directors.

**4.3. GENERAL SHARE PROVISIONS** applicable to all classes:

(a) The Corporation shall always have at least one class of shares with voting powers, in accordance with the Legal Entity Act Part IV §4(1).
    a. Any action violating this provision shall be null and void.
(b) There shall be no fractional Class A 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 (**51% or more**) vote of the Class A shareholders, in accordance with the Legal Entity Act Part IV §2(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. Such repossession shall be recorded by notifying the Department of Commerce, including the individual's username, playtime information, and number of shares, in accordance with the Commercial Standards Act.

**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 initial officers of the Corporation are:

- **Jakkuwu - Chief Executive Officer (CEO)**
- **l6anman – Chief Operating Officer (COO)**

**5.2.** Additional officers, including but not limited to a Chief Financial Officer (CFO), Chief Investment Officer (CIO), or Secretary, may be appointed by the Board at any time in accordance with the Legal Entity Act Part IV §3(2).

**5.3.** Officers shall 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 6: BOARD OF DIRECTORS**

**6.1.** 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).
**6.2.** The initial Board of Directors shall consist of the incorporator.
**6.3.** Directors shall be elected and removed by Class A shareholder resolution, in accordance with the Legal Entity Act Part IV §7(2).
**6.4.** Each director shall serve until their successor is duly elected, or until their earlier resignation, removal, or disqualification.

**6.5.** Directors shall owe fiduciary duties to the Corporation as defined by the Legal Entity Act Part III §3, including:

(a) acting in good faith;
(b) acting on an informed basis;
(c) exercising the care of a reasonable person; and
(d) acting in the best interest of the Corporation and its shareholders.

**6.6.** 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 7: 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 voting power. Explicit, affirmative abstentions shall be counted towards the quorum.
- **(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 (unless waived by majority of total voting power). For 10 days thereafter, quorum requirements shall be suspended for that resolution.
- **(c)** The counting of votes shall be by voting power, not by individual shares.
- **(d)** Any resolution must be open for vote for a minimum of 48 hours.
- **(e)** 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 of the Corporation's assets.
- **(d)** Issuance of new shares of any class.
- **(e)** Amendment of this Certificate of Incorporation.

**7.4** Class B and C shareholders carry no voting rights and shall have no right to vote on any matter.

**7.5/** All shareholders shall have the right to receive dividends if and when declared by the Board, subject to the dividend priority order: Class B preferred dividend first, then Class A and finally Class C.

**7.6.** Shareholder meetings may be held in-game, via the Corporation's official Discord server, or through any other mutually agreed platform. Notice of meetings shall be posted in the Company Docket no fewer than forty-eight (48) hours in advance.

## ARTICLE 8: ACCESS TO INFORMATION

**8.1.** Each director shall have unrestricted and absolute access to information regarding the status of the business, financial condition of the Corporation, and other information regarding the 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 of the business 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 have the right to keep certain information confidential from shareholders where:

(a) it is reasonably believed to be a trade secret;
(b) disclosure is not in the best interest of the Corporation; or
(c) the Corporation is required by law or agreement to keep it confidential

## ARTICLE 9: LIABILITY & INDEMNIFICATION

**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.

**9.5.** Any person may voluntarily assume liability for any or all debts and obligations of the Corporation, in accordance with the Legal Entity Act Part III §10(4).

## ARTICLE 10: FINANCING ARRANGEMENTS

**10.1.** The Corporation may raise capital through:

(a) Issuing Class B shares to strategic partners by Board resolution;
(b) Issuing Class C shares via a registered stock exchange IPO; and
(c) Debt instruments, loans, or other financing arrangements approved by the Board.

**10.2.** No new shares of any class shall be issued without a resolution adopted by a majority (**51% or more**) vote of Class A shareholders, following the Legal Entity Act Part IV §2(4).

**10.3.** The Board shall have authority to set terms of any financing arrangement, subject to compliance with applicable laws of the Commonwealth of Redmont.

**10.4.** All financing arrangements shall be recorded in the Corporation Docket without undue delay.

## ARTICLE 11: DISPUTE RESOLUTION

(a) **Good Faith Mediation**. In the event of any dispute arising from this Certificate, it shall first be referred to the board to resolve the dispute through good faith negotiation within seven (7) days.

(b) **Arbitration**. If good faith negotiation fails, the disputing parties shall submit the matter to mediation by a mutually agreed-upon neutral third party before pursuing litigation.
(c) **Judicial Resolution**. If mediation fails to resolve the dispute, the complainant may file a lawsuit in the courts of the Commonwealth of Redmont, which shall have jurisdiction over all disputes arising under this Certificate of Incorporation.
(d) **Bylaws**. Bylaws adopted by the Corporation shall supplement this Certificate and govern internal operations. In the event of a conflict between bylaws and this Certificate, this Certificate shall prevail. Bylaws may be adopted, amended, or repealed by a **majority (51% or more) vote** of the shareholders.

## ARTICLE 12: RESERVED MATTERS

The following articles within the Certificate of Incorporation require unanimous votes (refer to each article for more information): Article 13.2.

## ARTICLE 13: AMENDMENTS

**13.1.** This Certificate of Incorporation may be amended by Class A shareholder resolution, in accordance with the Legal Entity Act Part IV §2(5). A simple majority of Class A voting power shall suffice unless a higher threshold is specified for a particular provision.

**13.2.** The voting power of share classes are fundamental to this Certificate and may only be amended by UNANIMOUS vote of all Class A shareholders.

**13.3.** 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).

**13.4.** Any amendment increasing personal liability for shareholders shall require each affected shareholder to explicitly accept the increase in writing; those who do not accept shall have the increase suspended as to them, per the Legal Entity Act Part IV §2(3).

**13.5.** The holders of the outstanding shares of a class shall be entitled to vote as a class upon a proposed amendment that seeks to:
(a) increase or decrease the aggregate number of authorised shares of such class;
(b) increase or decrease the par value of the shares of such class; or
(c) adversely alter the powers, preferences, or special rights of such class — per the Legal Entity Act Part IV §2(4).

**13.6.** Any amendment to this Certificate must be filed with the Department of Commerce in accordance with applicable regulations and the DOC Business Incorporation Policy.

## ARTICLE 14: DURATION AND DISSOLUTION

**14.1.** The Corporation shall exist in perpetuity unless dissolved under Article 14.2

**14.2.** The Corporation may be dissolved by:

**(i)** the near-unanimous (**85% or more**) vote of shareholders;

**(ii)** a court order;

**(iii)** the occurrence of any event that makes it unlawful for the Corporation's business to continue; or

**(iv)** administrative dissolution by the Department of Commerce for failure to maintain compliance.

**14.3.** Upon dissolution, all assets of the Corporation shall be distributed to the shareholders in the following order:

**(i)** Class B: Up to their total invested amount (liquidation preference).

**(ii)** Class A: Proportionate to shares held.

**(iii)** Class C: Proportionate to vested shares held, last in priority.

## ARTICLE 15: SHARE REGISTER

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

**15.2.** The Share Register at incorporation is as follows:

| Class | Auth. | Issued | Holder | % Issued | Par Val. |
|---|---|---|---|---|---|
| **Class A (Executive)** | **5,000** | **5,000** | **Jakkuwu** | **100%** | **$0.01** |
| **Class B (Strategic)** | **10,000** | **0** | **Treasury** | **-** | **$25.00** |
| **Class C (Public)** | **25,000** | **0** | **Treasury** | **-** | **$10.00** |

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

**15.4.** The Share Register as maintained in the Corporation Docket shall constitute the authoritative record of share ownership for all legal and corporate purposes, per the Legal Entity Act Part IV §8(2)(b).

## ARTICLE 16: PARTIES TO THIS CERTIFICATE

**16.1.** 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.

**16.2.** The Corporation is: TWO GUYS REALTY, an incorporated entity organised under the Legal Entity Act of the Commonwealth of Redmont, with in-game business plugin name TwoGuysRealty.

**16.3.** The initial shareholder shall be **Jakkuwu**, holder of FIVE THOUSAND (5,000) Class A shares, representing one hundred percent (100%) of the issued and voting share capital of the Corporation at the time of incorporation.

**16.4.** 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 17: REGISTERED AGENT

The registered agent for service of process and official communications shall be **Jakkuwu**, contactable via the DemocracyCraft Forums and in-game.

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**Executed by the Incorporator/CEO (Jakkuwu)**

**Date: March 22 2026**