United Fruit and Beverage Company
Certificate of Incorporation

Article I - Name:

The name of the corporation is **United Fruit and Beverage Company Incorporated** ("The Company"), and shall operate under the trading name United Fruit and Beverage Company.

Article II - Definitions:

1. "Member" shall refer to a shareholder of the corporation.
2. "Board" shall refer to all Executives appointed by the Members
3. "Executive" shall refer to an individual appointed by the Board to run the company
4. "Employee" shall refer to any individual employed by the company who is not an Executive
5. "Stakeholder" shall refer to every Member, Executive, Employee or Individual who has an active interest in the company.

Article III - Incorporators

1. At the time of incorporation, the sole Incorporator and Member of the **United Fruit and Beverage Company Incorporated** shall be Maxib02
2. At the time of incorporation, the initial individual designated to receive legal communications is Maxib02.

Article IV - Formation:

1. **United Fruit and Beverage Company Incorporated** is established in the Commonwealth of Redmont
2. **United Fruit and Beverage Company Incorporated** is established to conduct buissness either alone or with other businesses or purposes, that the purpose of the Corporation is to engage in any lawful act or activity for which Corporations may be organized under the Laws of Redmont, and by such statement all lawful acts and activities shall be within the purposes of the Corporation, except for express limitations, if any.
3. **United Fruit and Beverage Company Incorporated** shall do all business under the business in-game name UFBC
4. **United Fruit and Beverage Company Incorporated** startup shall be funded through Maxib02 personal balance and an Inital Public Offering

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Article V - Shares

1. Class A
    a. There shall be 100 Class A Shares issued
    b. The par value per Class A share is $1
    c. Class A Shares may not be publicly traded
    d. Class A Shares shall have 5 votes per share
2. Class B
    a. There shall be 25,000 Class B Shares issued
    b. The par value per Class B share is $0.10
    c. Class B Shares may be publicly traded
    d. Class B Shares shall have 0.01 votes per share
3. The following will apply to all shares
    a. If a shareholder fails to maintain 1 hour of playtime in the last 30 days and is unable to be contacted by the board within 72 hours, their shares may be bought by the Company immediately at par value or at a market rate determined by the board
    b. Shares in ownership of the Company shall not have any voting power

4. Initial Share Ownership
    a. All shares of the company at the point of Incorporation shall have the following ownership
        i. Class A 100 Owned by Maxib02
        ii. Class B 25,000 Owned by Maxib02
5. Trading
    a. Class A shares
        i. Class A Shares may only be traded by a majority vote of all members
        ii. Class A shares must be offered to other Class A Shareholders before being sold publicly
    b. Class B shares
        i. Class B shares may be freely traded amongst any entity
        ii. Class B shares may be sold to the Company for their par value at any time
6. Dissemination of Shareholders
    a. Information
        i. Members will be provided with a monthly update as to the company's current state.
        ii. Members may request an update to the company's state at any time, so long as 14 days have passed since the last update.
    b. Voting
        i. Members shall be informed of a vote in the company's Discord server 24h before it begins, with all information concerning the vote provided.
        ii. Members shall have 48h to vote in the Discord server of the company after the initial notice has been given
    c. Expections
        i. By not being in the company's Discord server and not requesting the correct roles, a member forfeits their right to receive updates and vote on company matters. They may regain this right upon joining the Discord and requesting roles
7. Roles of the members
    a. Members shall have no management responsibility of the company unless they are a member of the board or employed by the company in a management position
    b. The Sole duty of a member who lacks a management position is to hold or trade shares in the company.
    c. Members shall not be liable for the debts of the company.
8. Issuing of New Shares
    a. New Shares shall be issued by the board, but must receive a majority vote from all members who currently hold that class of share.
    b. All Shares shall be issued at the current market price as determined by the board

c. All Shareholders of the class being issued the new shares must be offered to purchase the shares before it is released to the public.

Article VI - The Board

1. Members of the Board
    a. Chairman - Responsible for holding board votes and organising other members of the board
        i. The Chairman of the Board shall be elected from among the other members of the Board by receiving a majority vote
        ii. Only Board Members may be elected Chairman of the Board
        iii. There may only be one Chairman of the Board
        iv. There must always be a Chairman of the Board
    b. CEO - Responsible for implementing the board's decisions and directives across the company and handling day-to-day management
        i. The CEO will be picked by the Board members
        ii. The CEO must receive a majority vote of Members to be appointed
        iii. The CEO may be removed by a 66% vote of Members
    c. Board Member - Responsible for the planning of the company directives and management
        i. A Board Member shall be elected from amongst Members
        ii. A Board Member must receive a Majority vote of Members to be appointed to the Board
        iii. A Board Member will be immediately removed if they are no longer a Member of the company
        iv. A Board Member may be removed by a 66% vote of Members

2. Duties of the Board
    a. Maintain the profitability of the Corporation
    b. Protect the Members' Interests
    c. Ensure compliance with the law
    d. Appoint Company Executives
    e. The Board shall ensure all employment terminations comply with the Commercial Standards Act
3. Powers of the Board
    a. Freely appoint and dismiss executives of the company
    b. Oversee the day-to-day operation to ensure the Members' interests

c. Set company policy and directives
d. Issue a buyback of Class B shares

Article VII - Dissolution and Amendments

1. Dissolution
    a. Should a vote of a 66% majority pass through the members, then the company can be dissolved
    b. Dissolution Procedure
        i. Once a successful vote passes, all company assets should be auctioned off, and a total cash value shall be made for the company
        ii. When the company goes into dissolution, no shares may be traded by any member
        iii. Once the full total cash value of the company is determined, it shall be split based on the voting power of the shares that a member holds.
2. Amendments
    a. This certificate of incorporation shall be able to be modified so long as it receives a 66% vote of all members
    b. Any member of the company may put forward requested changes to the Certificate of Incorporation
    c. If an amendment to the certificate affects a specific group of shares, then that group of shares must pass a majority vote, even if there is no voting power in that class.

Article VIII - Initial Shares Register

1. Total Voting Power (Initial): $100 \times 5 + 25{,}000 \times 0.01 = 750$ votes
2.

Shareholder	Class	Ammout	Voting Power
Maxib02	Class A	100	500

Certificate Produced by Lex Titanum

Maxib02	Class B	25000	250
		25100	750

3. New Shares may be Issued by a 66% member vote.

Article IV - Dividends

1. Dividends and the total amount shall be decided by the board.
    a. At least 50% of the Board must agree to hand out dividends
    b. Class A shareholders shall have 70% of the dividends split amongst themselves based upon the number of Class A shares they hold
    c. Class B shareholders shall have 30% of the dividends split amongst themselves based upon the number of Class B shares they hold