CERTIFICATE OF INCORPORATION

of

UTTERLY AMAZING GROUP LLC

A Limited Liability Company Organized Under the Legal Entity Act of the Commonwealth of Redmont

ARTICLE 1: Corporate Name

1.1. The name of the Corporation shall be Utterly Amazing Group LLC (the "Company" or "UAG Capital").
1.2. The name of the Company as registered in the business plugin shall be UtterlyAmazingGroup, created via the /db create command in-game.

ARTICLE 2: INCORPORATOR

The incorporator of this Company is:

- **In-Game Name (IGN):** Brzzzes
- **Forums Username:** Brzzzes
- **Role:** CEO / Incorporator

ARTICLE 3: PURPOSE OF BUSINESS

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

- Corporate management, asset capitalization, and institutional holding structures,
- Overseeing, acquiring, controlling, and funding corporate subsidiaries, including its real estate subsidiary **Two Guys Realty (TGR)**,
- Business consulting, corporate strategy, and commercial investment development,
- Commercial investments, venture capital allocations, and general service provisions, and

- All related business activities permitted under the laws of Redmont.

ARTICLE 4: AUTHORISED CAPITAL & EQUITY STRUCTURE

4.1. The authorized equity capital of the Company consists of 10,000 total Membership Units (Shares), representing 100% of the total ownership and voting interests in the entity.
4.2. Membership Units are distributed directly to the founding partners at formation, carry equal economic rights, and confer one (1) vote per unit held on all matters reserved for member resolution.

Equity Classification	Authorized Units	Issued Units	Voting Rule	Total System Votes
Common Membership Interests	10,000	10,000	1 Vote / Unit	10,000
TOTAL	**10,000**	**10,000**		**10,000**

GENERAL PROVISIONS

- **(a) Private Transfers:** Units are strictly private and may only be transferred, sold, or reassigned with the prior written approval of a majority of the outstanding voting interests.
- **(b) Right of First Refusal:** If any member wishes to sell or exit their position, the remaining members shall hold a right of first refusal to buy out the departing member's interest on equivalent market terms.
- **(c) Additional Issuances:** No dilution or creation of new equity classes may occur without a supermajority vote (70% or higher) of the existing ownership.

ARTICLE 5: OFFICERS & OPERATIONAL MANAGEMENT

5.1. The day-to-day operations, technical architecture, and administrative affairs of the Company are managed directly by its appointed executive officers in accordance with the Legal Entity Act Part IV §3. The officers of the Company are:

- **Brzzzes** - Chief Executive Officer (CEO) / Incorporator
- **ker0s3ner** - Chief Financial Officer (CFO)
- **ElegantAlly** - Accounting Manager
- **ZxRiptide** - Chief Technology Officer (CTO)
- **buffalotto** - Chief Legal Officer (CLO)

5.2. Chief Operating Officer (COO): The position of Chief Operating Officer is explicitly vacant and is currently unassigned (None).

5.3. Appointment and Removal: Officers serve at the absolute pleasure of the voting membership and may be appointed, reorganized, or removed at any time via a majority vote of the outstanding equity units.

ARTICLE 6: EXCLUSION OF BOARD OF DIRECTORS

6.1. Manager-Member Governance Structure: The Company explicitly does **NOT** maintain, utilize, or recognize a Board of Directors.

6.2. Direct Authority: In place of a traditional board layer, all governing power, high-level corporate resolutions, and fiduciary direction are vested directly in the voting members, executed by and through the Chief Executive Officer (CEO) and executive leadership team.

6.3. Corporate Action: Any reference to a board action within standard legal corporate boilerplates shall mean a direct resolution passed by the equity holders of this Company.

ARTICLE 7: VOTING AND RESOLUTIONS

7.1. All corporate decisions, constitutional amendments, or asset transactions shall be decided via member resolutions in accordance with the Legal Entity Act Part III §6:

- **(a) Quorum:** A quorum for any formal vote requires a minimum of 50% of the active voting units to be represented.
- **(b) Resolution Postings:** Votes must remain active and open for member participation for a minimum of 48 hours within an official corporate channel or company docket.
- **(c) Voting Metric:** Decisions are tabulated exactly by equity ownership percentage (voting units), not by headcount.

7.2. Major Actions: A simple majority of voting units (over 50%) is required to pass standard corporate resolutions, including executive officer updates, operational funding changes, and subsidiary oversight mandates.

ARTICLE 8: ACCESS TO INFORMATION & FINANCIAL TRANSPARENCY

8.1. Every equity member maintains an absolute right to audit, review, and request ledger summaries, financial conditions, bank logs, and transaction dockets of the firm, per the Legal Entity Act Part III §7(2).
8.2. Account Management: The Accounting Manager and CFO shall publish regular internal balance sheets to ensure complete fiscal transparency for the owners.

ARTICLE 9: LIMITED LIABILITY & PROTECTION

9.1. Separate Entity Status: The Company is a fully independent legal entity from its officers and members, pursuant to the Legal Entity Act Part I §2(3).
9.2. Protected Assets: No member, manager, officer, or agent shall be personally liable for the financial debts, commercial obligations, or legal liabilities incurred by the Company solely by reason of their operational role or equity stake, per the Legal Entity Act Part III §10(2).

ARTICLE 10: DISPUTE RESOLUTION & LITIGATION

10.1. Internal Remediation: Any dispute regarding the operations or equity distribution of this firm shall first enter an internal reconciliation period of seven (7) days under the guidance of the Chief Legal Officer (CLO).
10.2. Jurisdiction: If internal mediation fails to produce a resolution, the matter may be brought before the independent courts of the Commonwealth of Redmont.

ARTICLE 11: AMENDMENTS

This Certificate of Incorporation may be amended, rewritten, or appended by a simple majority vote of the outstanding membership units, provided the proposed updates are filed properly with the Department of Commerce.

ARTICLE 12: MEMBER & SHARE REGISTER

12.1. Authoritative Record: The Company shall maintain a transparent and up-to-date Share Register in its primary operating docket, adhering to the Legal Entity Act Part IV §8.
12.2. Capital Distribution: The comprehensive member distribution and corresponding unit metrics are recorded as follows:

Member Name	Equity Units Held	Percentage Ownership	Primary Operational Role
Sam07x	5,500 Units	55.0% Ownership	Equity Partner
Brzzzes	4,500 Units	45.0% Ownership	Chief Executive Officer (CEO) / Incorporator

ARTICLE 13: REGULATORY COMPLIANCE DISCLOSURES

13.1. Ongoing Court Cases: None
13.2. Ongoing Enforcement Actions: None

Executed by the Founding Members & Officers: Brzzzes (CEO) Sam07x (Overseer)
Date of Revision Filing: 28 June 2026