Certificate of Incorporation

Vendeka Redmont Bank

Article I. Parties & Incorporator:

1. **The Corporation:** The name of the Corporation is Vendeka Redmont Bank, which may operate under the trading name "VDRB" (the "Corporation").
2. **The Shareholder:** The sole shareholder of the Corporation is Vendeka Inc. (the "Shareholder").
3. **The Incorporator:** The sole incorporator of the Corporation is Vendeka Inc.

Article II. Purpose:

The purpose of the Corporation is to operate as a deposit-taking financial institution, to provide banking services, and to engage in any other lawful business or activity for which a corporation may be incorporated under the laws of Redmont.

Article III. Stock:

1. **Authorised Shares:** The total number of shares the Corporation is authorized to issue is 1,000 shares of Class A Common Stock, with a par value of $20.00 per share.
2. **Initial Issuance & Ownership:** Upon incorporation, all 1,000 authorized Class A Shares shall be issued to and held by Vendeka Inc., constituting 100% of the voting control and equity.
3. **Issuance of New Shares:** The Board of Directors may resolve to issue new shares, but any such issuance must be approved by the Shareholder. Vendeka Inc. shall have the pre-emptive right to purchase any newly issued shares to maintain its ownership percentage.
4. **Amendment Procedure:** This Certificate may be amended by a majority vote of the outstanding shares. As Vendeka Inc. is the sole shareholder, any amendment requires its sole approval. Any proposed amendment shall originate from the Board of Directors by a majority vote before being presented to the Shareholder.

Article IV. Management & Decision-making:

1. All voting power and ultimate authority rests with the sole Class A Shareholder, Vendeka Inc.
2. The business and affairs of the Corporation shall be managed by a Board of Directors, subject to the authority of the Shareholder. The initial Board of Directors shall consist of .MgChamp2339 and EmmDubz.
2. The Shareholder has the sole and exclusive right to appoint and remove any director, with or without cause, at any time.
3. A quorum for any vote of the Board of Directors shall be a majority of the directors then in office. A quorum for any vote of the Shareholders is met by the presence or written consent of the sole Shareholder.

Article V. Roles & Responsibilities:

1. **Shareholder:** The role of the Shareholder (Vendeka Inc.) is to provide capital, elect and oversee the Board of Directors, and approve all major corporate decisions as outlined herein.
2. **Board of Directors:** The role of the Board is to oversee the day-to-day operations of the bank, ensure regulatory compliance, appoint officers, and act in the best interest of the Corporation and its Shareholder.

Article VI. Transfer of Shares:

The sole Shareholder, Vendeka Inc., may not transfer, sell, or assign its shares except to a wholly-owned subsidiary or with the internal approval of Vendeka Inc.'s own governance. Any attempted transfer in violation of this shall be null and void.

Article VII. Dividends & Distribution:

The declaration and payment of any dividends or distributions shall be at the discretion of the Board of Directors, subject to final approval by the Shareholder.

Article VIII. Dispute Resolution & Bylaws:

1. **Dispute Resolution:** Any dispute arising under this Agreement shall be resolved internally by the Shareholder, Vendeka Inc.
2. **Bylaws:** The Board of Directors may adopt and amend internal Bylaws to regulate the conduct of the Corporation's business, provided that such Bylaws do not conflict with this Certificate. In any case of conflict, this Certificate shall prevail.

Article IX. Exit Strategies:

Provisions for drag-along and tag-along rights are not applicable, as there is a sole Shareholder. The Corporation may only be sold, merged, or dissolved upon the sole decision of the Shareholder.

Article X. Confidentiality & Non-Compete:

All directors, officers, and agents of the Corporation shall be bound by a duty of confidentiality regarding the Corporation's business, client information, and trade secrets.

Article XI. Financing Arrangements:

The Corporation may secure funding through debt or equity as determined by the Board of Directors and approved by the Shareholder.

Article XII. Reserved Matters:

All significant corporate actions are considered "Reserved Matters" and require the explicit approval of the sole Shareholder, Vendeka Inc. This includes, but is not limited to, amending this Certificate, issuing new shares, selling the Corporation, or dissolving it.

Article XIII. Shareholder Information & Meetings:

As there is a sole Shareholder which also controls the Board, formal meetings may be waived. All corporate actions can be taken by written consent of the Shareholder and/or the Board, which shall be recorded in the Company Docket.

Article XIV. Duration:

The Corporation shall have perpetual existence, unless dissolved in accordance with applicable law.

1st of October 2025

Signed: ___***EmmDubz***_____
Director