Certificate of Formation

Whispering Willow LLC

A Limited Liability Company organized under the Laws of Redmont.

§1 - Name

The name of this Limited Liability Company shall be **Whispering Willow LLC**, hereinafter referred to as “the LLC”, “the Limited Liability Company”, or as “**WW**”.

§2 - Business Plugin

The name of the in-game firm associated with the LLC is “**WhisperingWillowNews**”.

§3 - Incorporators

The LLC is incorporated solely by **Gonombler**.

§4 - Purpose

The purpose of the Limited Liability Company is to engage in any lawful act or activity for which a Limited Liability Company may be organized under the Laws of Redmont.

§5 - Management, Directors, and Officers

The LLC shall be manager-managed. There shall be no officers. The sole initial member of the LLC shall serve as the manager of the LLC. The decisions on behalf of the LLC shall be made by resolution of the managers. These resolutions, unless otherwise specified in this Certificate of Formation, shall require a simple majority to be enacted.

§6 - Membership

The sole initial member of the LLC shall be **Gonombler**, hereinafter referred to as “the incorporator” or “the initial member”. The incorporator shall be a manager of the LLC. The admittance of new members shall require a unanimous vote of existing members. Members may only be forcibly removed by a simple-majority vote of the managers. Members may resign at any time, and the resignation or removal of a member shall follow the default procedures set forth under the Legal Entities Act.

§7 - Contributions

No member shall be required to make any further capital contribution to the Organization unless such a contribution is later approved by member vote. No historical funds, donations, or expenditures associated with this organization shall be treated as a required formation contribution unless later recognized by member resolution or Organization records.

§8 - Profit and Loss Distribution

Neither profits nor losses are to be distributed to the members of the LLC. All organization funds, assets, income, and resources shall be applied solely toward the Organization's purpose, and lawful operating needs. Any accounting allocation of income, expense, gain, or loss shall be for internal record keeping only and shall not create any right of distribution to members.

§9 - Liability

In accordance with the Legal Entities Act, the LLC shall be the sole entity liable for any of its debts, liabilities, or obligations. No member shall be personally liable for the debts or obligations of the LLC solely by reason of their membership.

§10 - Membership Interests

The initial member shall have 100% of the membership interest. Each additional member shall receive a proportion of the membership interest such that every member has an equal interest in the LLC. Membership interests shall be non-transferable unless approved by all members by resolution. Resignation or removal of a member shall follow the default procedures set forth under the Legal Entities Act.

§11 - Disputes

Disputes among members are encouraged to be resolved internally wherever feasible. Should the dispute remain unresolved following internal efforts, a party shall proceed to the courts of the Commonwealth of Redmont. This is not an arbitration clause, nor does it attempt to restrict any party's right to bring the matter to court immediately, bypassing internal resolution.

§12 - Amendments

This Certificate of Formation may be amended by a simple majority vote of the managers. No amendment shall be interpreted to impose personal liability on a member except to the extent expressly permitted by law and with the appropriate notice required by law. Additionally, amendments which alter the voting process in any way, or §12 of this document, must receive at least a majority of at least 60%.

§13 - Bylaws

The LLC may adopt bylaws, by a simple majority vote, to regulate internal affairs. Bylaws shall not conflict with this Certificate of Formation or with the law of the Commonwealth of Redmont. In any conflict between this Certificate of Formation and the bylaws, the Certificate of Formation shall be supreme.

§14 - Voting

Every manager of the LLC shall have equal voting rights. Any decision made by the LLC outside of day-to-day operations must be a resolution, subject to a simple-majority vote by a quorum of at least 50% of managers. Should a vote fail due to the inability to reach a quorum, the procedures under the Legal Entities Act, Part III, § 6(2)(a) shall be followed.

§15 - Dissolution

The LLC may be dissolved upon a simple-majority vote of the managers. Dissolution shall follow the default process described in the Legal Entities Act. Upon dissolution and winding up, the organization shall settle its affairs, satisfy its obligations, and dispose of its remaining assets in accordance with applicable law and any lawful dissolution resolution. The LLC shall exist in perpetuity unless dissolved in accordance with this process or by applicable law.

Dated: _____

Signed: _____

Prepared by Theory, Talion & Partners Inc. on behalf of Whispering Willow LLC