AMENDED CERTIFICATE OF INCORPORATION

Z&E Cards

The undersigned incorporators, pursuant to the Legal Entity Act (“LEA”) and all applicable laws of the Commonwealth of Redmont, does hereby adopt the following Certificate of Incorporation for Z&E Cards (hereinafter the "Corporation"). The In-Game Name of the Company is ZEC.

This Corporation has been subject to a major change in membership, governance and share ownership. Pursuant to the LEA, all changes have been registered in this amended certificate of incorporation.

1. OWNERSHIP AND EQUITY DISTRIBUTION

1. **The Corporation is authorized to issue a total of one hundred thousand (100,000) shares.**
    a) **Forty thousand (40,000) of these shall be Class A voting shares with a par value of $0.01 per share. Each Class A share entitles the owner to three (3) votes on all matters submitted to the shareholders.**
    b) **Fifty thousand (50,000) of these shall be Class B shares with a par value of $0.01 per share. Each Class B share entitles the owner to one (1) vote.**
    c) **Ten thousand (10,000) of these shall be Class C Series A Preferred shares with a par value of $0.01 per share and zero (0) votes.**

- **28000 Class A shares, 35000 Class B shares and 7000 Class C shares shall be owned by the incorporator “KorroMF”.**
- **12000 Class A shares, 15000 Class B shares and 3000 Class C shares shall be owned by the incorporator “Escudos”.**

2. EMPLOYEE EQUITY OBLIGATIONS

a) The Corporation recognizes its software developers and coders by reserving 15% total equity from the Class B shares.

b) Five percent (5%) of total equity is currently unissued and reserved for Coder 1, and ten percent (10%) of total equity is currently unissued and reserved for Coder 2, to be distributed upon official appointment to the share register.

3. PREFERRED SHARES AND DIVIDENDS

a) Class C Series A Preferred shares carry a preference in dividends at a rate of 6% of the original issue price.
b) These dividends are explicitly non-cumulative. The Corporation is not required to pay them, and shall incur no penalty if they are unpaid in any given month, specifically during the initial startup phase.
c) If the Corporation pays dividends to Class A or B, it must fulfill the Preferred dividend preference first.

4. BOARD OF DIRECTORS

a) Board members shall be elected or replaced via a vote of the shareholders.

b) There shall be a maximum of 5 members on the Board of Directors.

c) The Board of Directors shall consist of the 2 incorporators “Escudos” and “KorroMF”.

- **70% of the voting power shall be acquired by “KorroMF”.**
- **30% of the voting power shall be retained by “Escudos”.**
- **“KorroMF” is the new CEO of the Corporation.**

5. SHAREHOLDER MEETINGS AND VOTING THRESHOLDS

a) Ordinary resolutions and everyday business matters shall require a simple majority vote (greater than 50% of voting power present) to pass.

b) Shareholders shall have reasonable access to corporate financial logs and major updates upon request. Annual general meetings may be called by holders of at least 25% of the total voting power.

6. SHARE TRANSFER AND EXIT STRATEGIES

a) Shareholders may transfer or sell their shares to any third party subject to approval by the Board of Directors or a simple majority shareholder vote.

b) In the event that a minority shareholder accumulates less than 24 hours of playtime within 30 days, or wishes to voluntarily divest, the Corporation reserves the right to buy back their shares at par value, provided a 48-hour written notice is delivered.

7. RESERVED MATTERS AND AMENDMENTS

a) A 70% supermajority of total voting power is required for major corporate changes, including changes to shareholder powers, sale of substantial assets, mandatory conversion events, or any direct amendments to this Certificate of Incorporation.

8. DISSOLUTION

a) The Corporation may be dissolved upon a 70% supermajority shareholder vote. In the event of winding up or dissolution, the process shall strictly follow the default procedures outlined in the Legal Entity Act, Part III, Section 10.

9. CORPORATION PURPOSE AND NATURE

a) The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Redmont.

b) The Corporation is established as a subsidiary company of Z&E (“ZE”), which acts as the parent company. It is intended to sell digital trading and collectible cards in exchange for in-game Redmont currency.

EXECUTION AND ATTESTATION

Name: KorroMF
Role: Chief Executive Officer of Z&E Cards / Incorporator / (ZEC) Board Member.

Name: Escudos
Role: Chief Executive Officer of the parent company ZE / Incorporator / (ZEC) Board Member.