CERTIFICATE OF INCORPORATION

Z&E Deduction Corporation

This Certificate of Incorporation represents a legally binding agreement between Z&E Deduction Corporation (the "Corporation"), its Incorporator, and its current and future shareholders as identified parties to this document. The In-Game Name of the Company is ZED.

1. OWNERSHIP AND EQUITY DISTRIBUTION

a) The Corporation is authorized to issue a total of one hundred thousand (100,000) shares.

b) 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. Upon incorporation, all Class A shares will be issued to the parent holding company, Z&E (ZE).

c) Sixty thousand (60,000) of these shall be Class B voting shares with a par value of $0.01 per share. Each Class B share entitles the owner to one (1) vote.

d) Share Class Protection: Any structural amendment to this Certificate that increases or decreases the number of authorized shares of a class, changes the par value of a class, or alters the powers, preferences, or rights delegated to that specific share class must be approved by a majority vote of the holders of that specific class, voting as a separate class, in addition to any other required supermajority approvals.

2. MANAGEMENT AND FINANCING

a) The business and affairs of the Corporation shall be managed by the Board of Directors. Ordinary resolutions require a simple majority (>50%) of the present voting power to pass.

b) The Corporation may raise operational capital through unissued Class B share distribution or corporate financing, approved by the Board.

c) Dividends shall be issued pro-rata based on share ownership when authorized by the Board.

d) Profit Allocation and Dividend Distribution: Corporate profits shall be allocated to company financial reserves or authorized for dividend distributions at the absolute discretion of the Board of Directors. All declared dividends shall be distributed pro-rata to shareholders based on their respective share ownership percentages at the time of declaration.

e) Officers: The corporate officers shall consist of a Chief Executive Officer (CEO) and any other executive roles appointed by the Board. Officers shall be officially appointed, replaced, or removed at the discretion of the Board of Directors to oversee daily operational execution.

3. BOARD OF DIRECTORS

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

b) Initially, the Board of Directors shall consist solely of the user "Escudos". Directors are elected or removed by a simple majority shareholder vote.

4. SHARE TRANSFER, INFORMATION, AND EXIT STRATEGIES

a) Share transfers require Board approval. If any minority shareholder drops below 24 hours of playtime in a 30-day period, the Corporation may buy back their shares at par value with a 48-hour notice.

b) Shareholders have the right to view corporate financial records upon reasonable notice.

5. RESERVED MATTERS, AMENDMENTS, AND DISSOLUTION

a) A 70% supermajority shareholder vote is required for major asset liquidation, certificate amendments, mergers, or voluntary dissolution. Dissolution will follow the Legal Entity Act, Part III, Section 10.

b) Amendment Process: Any structural alteration, adjustment, or direct amendment to this Certificate of Incorporation must formally originate from a Board of Directors resolution before being presented to the shareholders for a 70% supermajority vote.

6. 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 of Z&E (ZE), which acts as the parent company. It is intended to operate a strategic social deduction game event and entertainment service.

7. ROLES AND RESPONSIBILITIES OF PARTIES

a) Shareholders: Responsible for providing corporate capitalization, electing or removing members of the Board of Directors, and voting on reserved matters and class-specific protections.

b) Board of Directors: Responsible for providing broad corporate oversight, managing the appointment or removal of officers, authorizing capital expansion, and passing resolutions for amendments or dissolution.

c) Officers (CEO): Responsible for day-to-day administrative management, operational execution, and carrying out corporate objectives under the direction of the Board.

EXECUTION AND ATTESTATION

Name: Escudos

Role: Incorporator/CEO of Parent Company (Z&E)