CERTIFICATE OF INCORPORATION

Z&E Realty Corporation

This Certificate of Incorporation represents the legally binding agreement between Z&E Realty 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 ZER.

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 capital via commercial loans or by selling unissued Class B shares to investors, upon approval of 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) Any new share issuance that would dilute the equity or voting power of existing shareholders requires approval by a simple majority shareholder vote to ensure dilution protection.

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.

c) The Board of Directors shall hold meetings as needed to conduct business. A minimum of 48 hours' notice is required for any Board meeting. A simple majority of active Directors constitutes a quorum for Board meetings.

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.

c) Right of First Refusal: Any shareholder wishing to voluntarily sell their shares must first offer them to the Corporation and existing shareholders at a mutually agreed fair market valuation or par value before transferring to an external third party.

d) Exit Strategies: In the event of a voluntary sale of a majority stake in the Corporation, minority shareholders possess tag-along rights to sell their shares under the exact same terms. The majority shareholder shall possess drag-along rights to compel minority shareholders to join the sale of the company under the exact same terms.

e) Shareholder Meetings: Shareholder meetings may be called by the Board of Directors or by any shareholder(s) holding at least 20% of the voting power. A minimum of 48 hours' written notice must be provided to all shareholders prior to the meeting.

f) A quorum consisting of a simple majority (>50%) of the total voting power must be present for a valid shareholder meeting. Abstentions shall not be counted as votes cast for or against a resolution, but will count toward establishing a valid quorum.

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.

c) In the event of dissolution and winding-up, the Corporation shall distribute assets in the following strict order: first, the settlement of all outstanding corporate debts and liabilities; second, the distribution of any remaining assets pro-rata to the shareholders.

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 as a real estate/realty company that finds, sells, and manages plots for clients.

7. ROLES AND RESPONSIBILITIES

a) Chief Executive Officer (CEO): Responsible for the day-to-day management, operational execution, and administrative leadership of the Corporation.

b) Board of Directors: Responsible for providing broad strategic oversight, authorizing major financial transactions, handling dispute resolution, and appointing executive officers.

c) Shareholders: Responsible for providing capitalization, electing or removing members of the Board of Directors, and voting on reserved corporate matters and amendments.

EXECUTION AND ATTESTATION

Name: Escudos

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