

COVER SHEET
COMPANY REGISTRATION AND MONITORING
DEPARTMENT

Nature of Application

REGISTRATION

SEC Registration Number

Company Name

ARPACORP Doing business under the name/s and style/s of OPENGKS;GETME.NAME;TEXTITY;

Principal Office (No./Street/Barangay/City/Town/Province/ Zip code)

LG1 111 PASEO DE ROXAS SAN LORENZO CITY OF MAKATI FOURTH DISTRICT, PHILIPPINES

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Company's Mobile Number

eric@arpa.ph

02-914-6544

09179584000

CONTACT PERSON INFORMATION

*The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation*

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

FEDERICK JOE FAJARDO

eric@arpa.ph

02-914-6544

09179584000

To be accomplished by CRMD Personnel

Assigned Processor:

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>
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<input type="checkbox"/>

Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

TREASURER'S AFFIDAVIT

REPUBLIC OF THE PHILIPPINES)
CITY/MUNCIPALITY OF) S.S
PROVINCE OF)

I, SIEGFRED JAN YLAY PASCASIO, being duly sworn to, depose and say:

That I have been elected by the subscribers of the corporation as Treasurer thereof, to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, I hereby certify under oath that at least 25% of the authorized capital stock of the corporation has been subscribed and at least 25% of the total subscriptions has been paid, and received by me, in Cash for the benefit and credit of the corporation, to with:

<u>NAME</u>	<u>TOTAL AMOUNT PAID</u>	<u>MODE OF PAYMENT</u>
MA ALMA SALVADOR FAJARDO	P11,000.00	Cash
JACKIE LOU SAPITULA PARINAS	P7,813.00	Cash
ALEXANDER MELBOURNE CALCETA	P3,125.00	Cash
ROMMEL YADAN CATABIAN	P3,125.00	Cash
HERBERT SABONG SEMAN	P3,125.00	Cash
SIEGFRED JAN YLAY PASCASIO	P3,125.00	Cash
FEDERICK JOE PRESNILLO FAJARDO	P1.00	Cash
	<u>P31,314.00</u>	



SIEGFRED JAN YLAY PASCASIO

(Signature of Treasurer)

SUBSCRIBED AND SWORN TO before me this FEB 12 2018 day of FEB 12 2018, 2018 at CITY OF MAKATI affiant exhibited to me his/her TIN/ID/Passport with No issued on at .

NOTARY PUBLIC

My commission expires on

 , 20

Doc. No. 438

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Book No. 33

Series of 20 2018

ATTY. JOSHUA P. LAPUZ

Notary Public Makati City

Until Dec. 31, 2019

Appointment No. M-B2-(2018-2019)

CTE No. 640476 Jan. 3, 2018/ Makati

ICP License No. 00857 Roll No. 45790

MCLE Compliance No. V-0019692

C/P Fedman Bldg., 199 Salcedo St.

Legaspi Village, Makati City



Articles of Incorporation

Of

ARPACORP

Doing business under the name/s and style/s of OPENGKS; GETME.NAME; TEXTITY

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines;

AND WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be
ARPACORP Doing business under the name/s and style/s of OPENGKS; GETME.NAME; TEXTITY

SECOND: That the primary purpose for which such corporation is incorporated:
To engage in the business of handling and managing information technology services such as application development, application programming interface, network and application security, server/network/hardware maintenance, data processing, data storage, system design, system analysis, research and development, system innovation and integration, system consultancy, system training/seminar/conference and do any and all things proper for the execution of the above objectives without acting as an internet service provider or engaging in telecommunications business.

Provided that the corporation shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts.

THIRD: That the principal office of the corporation is located in
LG1 111 Paseo de Roxas San Lorenzo CITY OF MAKATI, FOURTH DISTRICT, NCR, Philippines, 1229

FOURTH: That the term for which said corporation is to exist is **50** years from and after the date of issuance of the certificate of incorporation;

FIFTH: That the names, nationalities and residences of the incorporators are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
MA ALMA SALVADOR FAJARDO	Filipino	2311 SYQUIA Barangay 873 SANTA ANA, CITY OF MANILA, NCR, Philippines, 1009
JACKIE LOU SAPITULA PARINAS	Filipino	B44 L27 8TH-27TH Barangay 139 PASAY CITY, FOURTH DISTRICT, NCR, Philippines, 1309

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ALEXANDER
MELBOURNE
CALCETA

Filipino

BLK 37 LOT 14 VALLEJO PLACE JABIRU Pasong
Buaya II IMUS CITY, CAVITE, REGION IV-A,
Philippines, 4103

ROMMEL YADAN
CATABIAN

Filipino

1049C METRICA Barangay 404 SAMPALOC, CITY OF
MANILA, NCR, Philippines, 1015

HERBERT SABONG
SEMAN

Filipino

34B HERNAN RAYMUND Moonwalk CITY OF
PARAnAQUE, FOURTH DISTRICT, NCR, Philippines,
1709

SIEGFRED JAN
YLAY PASCASIO

Filipino

7693C SAN BERNARDINO Olympia CITY OF
MAKATI, FOURTH DISTRICT, NCR, Philippines, 1207

FEDERICK JOE
PRESNILLO
FAJARDO

Filipino

2311 SYQUIA Barangay 873 SANTA ANA, CITY OF
MANILA, NCR, Philippines, 1009

SIXTH: That the number of directors of the corporation shall be 7 ; and the names,
nationalities and residences of the first directors of the corporation are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
MA ALMA SALVADOR FAJARDO	Filipino	2311 SYQUIA Barangay 873 SANTA ANA, CITY OF MANILA, NCR, Philippines, 1009
JACKIE LOU SAPITULA PARINAS	Filipino	B44 L27 8TH-27TH Barangay 139 PASAY CITY, FOURTH DISTRICT, NCR, Philippines, 1309
ALEXANDER MELBOURNE CALCETA	Filipino	BLK 37 LOT 14 VALLEJO PLACE JABIRU Pasong Buaya II IMUS CITY, CAVITE, REGION IV-A, Philippines, 4103
ROMMEL YADAN CATABIAN	Filipino	1049C METRICA Barangay 404 SAMPALOC, CITY OF MANILA, NCR, Philippines, 1015
HERBERT SABONG SEMAN	Filipino	34B HERNAN RAYMUND Moonwalk CITY OF PARAnAQUE, FOURTH DISTRICT, NCR, Philippines, 1709

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SIEGFRED JAN
YLAY PASCASIO

Filipino

7693C SAN BERNARDINO Olympia CITY OF
MAKATI, FOURTH DISTRICT, NCR, Philippines, 1207

FEDERICK JOE
PRESNILLO
FAJARDO

Filipino

2311 SYQUIA Barangay 873 SANTA ANA, CITY OF
MANILA, NCR, Philippines, 1009

SEVENTH: That the authorized capital stock of the corporation is Five Hundred Thousand Pesos (P500,000.00) in lawful money of the Philippines, divided into:

a. FIVE HUNDRED THOUSAND (500,000) common voting shares with par value of One Pesos (P1.00) per share;

EIGHTH: That at least twenty five (25%) percent of the authorized capital stock above has been subscribed as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>SHARE TYPE</u>	<u>NO. OF SHARES</u>	<u>SUBSCRIBED AMOUNT</u>
MA ALMA SALVADOR FAJARDO	Filipino	Common	43,749	P43,749.00
JACKIE LOU SAPITULA PARINAS	Filipino	Common	31,250	P31,250.00
ALEXANDER MELBOURNE CALCETA	Filipino	Common	12,500	P12,500.00
ROMMEL YADAN CATABIAN	Filipino	Common	12,500	P12,500.00
HERBERT SABONG SEMAN	Filipino	Common	12,500	P12,500.00
SIEGFRED JAN YLAY PASCASIO	Filipino	Common	12,500	P12,500.00
FEDERICK JOE PRESNILLO FAJARDO	Filipino	Common	1	P1.00
			125,000	P125,000.00

NINTH: That the above-named subscribers have paid at least twenty-five (25%) percent of the total subscription as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>PAID UP CAPITAL</u>	<u>ADDITIONAL PAID-IN CAPITAL</u>	<u>TOTAL AMOUNT PAID</u>	<u>MODE OF PAYMENT</u>
MA ALMA SALVADOR FAJARDO	Filipino	P11,000.00	P0.00	P11,000.00	Cash
JACKIE LOU SAPITULA PARINAS	Filipino	P7,813.00	P0.00	P7,813.00	Cash
ALEXANDER MELBOURNE CALCETA	Filipino	P3,125.00	P0.00	P3,125.00	Cash



ROMMEL YADAN CATABIAN	Filipino	P3,125.00	P0.00	P3,125.00	Cash
HERBERT SABONG SEMAN	Filipino	P3,125.00	P0.00	P3,125.00	Cash
SIEGFRED JAN YLAY PASCASIO	Filipino	P3,125.00	P0.00	P3,125.00	Cash
FEDERICK JOE PRESNILLO FAJARDO	Filipino	P1.00	P0.00	P1.00	Cash
		<u>P31,314.00</u>	<u>P0.00</u>	<u>P31,314.00</u>	

TENTH: That SIEGFRED JAN YLAY PASCASIO has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions or donations paid or given by the subscribers.


ELEVENTH: That no transfer of stock or interest which will reduce the ownership of Filipino Citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

TWELFTH: That the incorporators and directors undertake to change the name of the corporation as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name or contrary to public morals, good custom or public policy.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this 6th day of February, 2018, in the City/Municipality of Makati, Province of NCR, Republic of the Philippines.

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Name	TIN/Passport No.	Signature
MA ALMA SALVADOR FAJARDO	213 543 362 000	
JACKIE LOU SAPITULA PARINAS	300 226 525 000	
ALEXANDER MELBOURNE CALCETA	155 775 641 000	
ROMMEL YADAN CATABIAN	164 272 595 000	
HERBERT SABONG SEMAN	207 351 498 000	
SIEGFRED JAN YLAY PASCASIO	230 909 246 000	
FEDERICK JOE PRESNILLO FAJARDO	215 490 729 000	



ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES }
} S.S.
CITY OF MAKATI

BEFORE ME, a Notary Public for and in CITY OF MAKATI, Philippines, this
_____ day of FEB 12 2018, 20_____, personally appeared the following
persons:

Name	TIN/ID/Passport No.	Date & Place Issued
MA ALMA SALVADOR FAJARDO	213 543 362 000	
JACKIE LOU SAPITULA PARINAS	300 226 525 000	
ALEXANDER MELBOURNE CALCETA	155 775 641 000	
ROMMEL YADAN CATABIAN	164 272 595 000	
HERBERT SABONG SEMAN	207 351 498 000	
SIEGFRED JAN YLAY PASCASIO	230 909 246 000	
FEDERICK JOE PRESNILLO FAJARDO	215 490 729 000	

known to me and to me known to be the same persons who executed the foregoing Articles of
Incorporation constituting of _____ pages, including this page where the acknowledgement is
written, and they acknowledged to me that the same is their free act and voluntary deed.

WITNESS MY HAND AND SEAL on the day first above-written.

NOTARY PUBLIC
ATTY. JOSHUA P. LAPUZ

Notary Public Makati City
Until Dec. 31, 2019

Appointment No. NA-84-(2018-2019)
PTR No. 660/878 Jan. 3, 2018/ Makati
IRP Lifetime No. 04897 Roll No. 45790
MCLE Compliance No. V-0019692
G/F Fedman Bldg., 199 Saicedo St.
Legaspi Village, Makati City

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BY -LAWS

OF

ARPACORP

Doing business under the name/s and style/s of OPENGKS; GETME.NAME; TEXTITY



I. THE TIME, PLACE AND MANNER OF CALLING AND CONDUCTING REGULAR OR SPECIAL MEETINGS OF THE DIRECTORS.

- a) Regular meetings of the board of directors of the corporation shall be held monthly.
- b) Special meetings of the board of directors may be held at any time upon the call of the president.
- c) Meetings of directors may be held anywhere in or outside of the Philippines, unless the by-laws provide otherwise. Notice of regular or special meetings stating the date, time and place of the meeting must be sent to every director or trustee at least one (1) day prior to the scheduled meeting, unless otherwise provided by the by-laws. A director may waive this requirement, either expressly or impliedly.

II. THE TIME AND MANNER OF CALLING AND CONDUCTING REGULAR OR SPECIAL MEETINGS OF THE STOCKHOLDERS.

- a) Regular or annual meetings of stockholders shall be held annually on January 15.
- b) Written notice of regular meetings shall be sent to all stockholders of record at least two (2) weeks prior to the meeting.
- c) Special meetings of stockholders shall be held at any time deemed necessary.
- d) Written notice of special meetings shall be sent to all stockholders at least one week prior to the meeting.
- e) Stockholders' meetings, whether regular or special, shall be held in the city or municipality where the principal office of the corporation is located, and if practicable in the principal office of the corporation. Metro Manila shall, for the purpose of this provision, be considered city or municipality.

III. THE REQUIRED QUORUM IN MEETINGS OF STOCKHOLDERS

- a) The required quorum in meetings of stockholders shall consist of the stockholder/s representing a majority of the outstanding capital stock.

IV. THE FORM FOR PROXIES OF STOCKHOLDERS AND THE MANNER OF VOTING THEM

- a) Stockholders may vote in person or by proxy in all meetings of stockholders. Proxies shall be in writing, signed by the stockholder and filed before the scheduled meeting with the corporate secretary. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time.



V. THE QUALIFICATIONS, DUTIES, TERM AND COMPENSATION OF DIRECTORS

a) No person convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of this Code, committed within five (5) years prior to the date of his election shall qualify as a director. Every director must own at least one (1) share of the capital stock of the corporation, which share shall stand in his name on the books of the corporation. Any director who ceases to be the owner of at least one (1) share of the capital stock of the corporation shall thereby cease to be a director. A majority of the directors must be residents of the Philippines.

b) The corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation be controlled and held by the board of directors to be elected from among the holders of stocks, who shall hold office for one (1) year and until their successors are elected and qualified.

c) The directors shall not receive any compensation, as such directors, except for reasonable per diems. Any compensation may be granted to directors by the vote of the stockholders representing at least a majority of the outstanding capital stock at a regular or special stockholders' meeting. In no case shall the total yearly compensation of directors, as such directors, exceed ten (10%) percent of the net income before income tax of the corporation during the preceding year.

VI. THE MANNER OF ELECTION OR APPOINTMENT, QUALIFICATION AND THE TERM OF OFFICE OF ALL OFFICERS OTHER THAN DIRECTORS

a) Immediately after their election, the directors of a corporation must formally organize by the election of a PRESIDENT, who shall be a director, a TREASURER who may or may not be a director, a SECRETARY who shall be a resident and citizen of the Philippines, and such other officers as may be provided in the by-laws. Two (2) or more positions may be held concurrently by the same officer, however no one shall act as PRESIDENT and SECRETARY or as PRESIDENT and TREASURER at the same time. The officers of the corporation shall hold office for one (1) year and until the successors are elected and qualified. The officers of the corporation shall perform functions as required by existing laws, rules and regulations.

VII. FISCAL YEAR

a) The fiscal year of the corporation shall begin on January 1 and shall end December 31 of each year.

VIII. SEAL

a) The corporate seal shall be determined by the Board of Directors.



IX. MISCELLANEOUS PROVISIONS:

a) Matters not covered by the provisions of these by-laws shall be governed by the provisions of the Corporation Code of the Philippines.

IN WITNESS WHEREOF, we, the undersigned incorporators and/or stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 6th day of February at Makati City, Philippines.





Name	TIN/Passport No.	Signature
MA ALMA SALVADOR FAJARDO	213 543 362 000	
JACKIE LOU SAPITULA PARINAS	300 226 525 000	
ALEXANDER MELBOURNE CALCETA	155 775 641 000	
ROMMEL YADAN CATABIAN	164 272 595 000	
HERBERT SABONG SEMAN	207 351 498 000	
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