

**SAMPLE**

**COMPANY REG. NO. CS2015398**

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

This is to certify that the amended articles of incorporation of the

**MKTG. CORP.**

(Amending Article III thereof)

copy annexed, adopted on **October 15, 2018** by the majority vote of the **Board of Directors** and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this Corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at 2F Legislative Bldg., City Hall, Tarlac City, Tarlac, Philippines, this day of 15 November Twenty Eighteen.

By the Authority of the Commission:



Officer-In-Charge

**COVER SHEET  
for Applications at  
TARLAC CITY EXTENSION OFFICE**

Nature of Application

**AMENDMENT**

S.E.C Registration Number

**C S 2 0 1 5 3 9 8 . 0**

Former Company Name

**M K T G . C O R P .**

Business Address: No. Street City / Town / Province

**0 8 - F C L A R K C E N T E R J O S E A B A D  
S A N T O S A V E N U E C L A R K F R E E P O R T  
Z O N E P A M P A N G A**

AMENDED TO:

New Company Name

New Business Address: No. Street City / Town / Province

**U N I T - B 2 N D F L O O R M E R C E D E S B E N Z  
C E N T E R B E R T H A P H I L V I I I M . A . R O X A S  
H I G H W A Y , C L A R K F R E E P O R T Z O N E**

Company's Telephone Numbers

**045-499-0283**

Contact Person

**ROSE MARIE S. NACPIL**

Contact Person's Telephone Number

**045-458-1620**

Contact Person's Address

To be accomplished by SEC-TCED Personnel

Assigned Processor

\_\_\_\_\_

Date

Signature

Returned to Client

\_\_\_\_\_

Reason

\_\_\_\_\_

Document ID

**20181122-156**

Received by:

Clerk in Charge

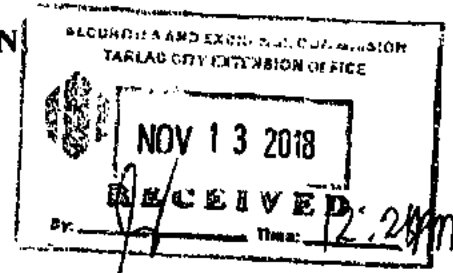
Forwarded to:

Cashier  
Clerk-in-Charge  
Director  
Releasing Officer

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

56173.0020.0002

AMENDED ARTICLES OF INCORPORATION  
OF  
MKTG. CORP.



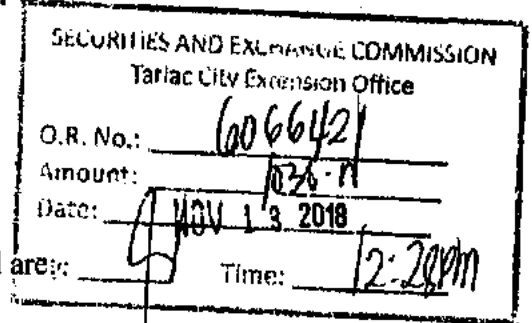
KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigned incorporators, all of legal age, have this day voluntarily agreed to amend a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

Article I: The name of this corporation shall be:

MKTG. CORP.



Article II: That the purposes for which this corporation is formed are:

PRIMARY PURPOSE

"To engage in, conduct and carry on the business of general online marketing and advertising, both as principal and agent, from the Philippines to offshore businesses and other related telemarketing service for affiliate companies".

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey to the extent allowed by law, property of every kind and description as may be necessary or incidental to the conduct of its corporate business, and to pay in cash, shares of its capital stock, debentures and other evidence of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;
2. To raise capital or borrow money from not more than nineteen (19) lenders, including its stockholders, to meet the financial requirements of its business;
3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest and in carrying out its primary purpose and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;
4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which any bonds, debentures, notes, securities, evidences of indebtedness, contracts or any obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise;

5. To establish and operate branch offices or agencies to carry out any or all of its operations and business without any restriction as to place or amount;
6. To do and perform all acts and things necessary or incidental to the accomplishment of the foregoing purposes or the exercise of any or all the powers of a corporation for the benefit of this corporation and its stockholders.
7. To provide consulting services in relation to its primary purposes.

**Article III:** That the corporation shall have its principal office at Unit B – 2<sup>nd</sup> Floor, Mercedes Benz Center, Berthaphil VIII, M.A. Roxas Hiway, Clark Freeport Zone, Pampanga, Philippines 2023.

(As amended on October 15, 2018)

**Article IV:** That the term for which said corporation is to exist is FIFTY (50) years from and after the date of issuance of the certificate of incorporation.

**Article V:** That the names, nationalities, and residences of the incorporators, of the said corporation, are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
1. Mike Menashe Michaely	Israeli	Switchen Villa O'Donnel St., N2285, Clark Freeport Zone
2. Shlomo Matan Shalom Avshalom	Israeli	Switchen Villa O'Donnel St., N2285, Clark Freeport Zone
3. Mary Grace R. Tagasa	Filipino	#035 Laungcupang, La Paz, Tarlac 2314
4. Michael S. Garcia	Filipino	#12364 Sineguelas St., DauHomesite, Mabalacat Pampanga
5. Gil L. Iso	Filipino	Mabolo St., DauHomesite, Mabalacat, Pampanga

**Article VI:** That the number of directors of said corporation shall be five (5) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
1. Mike Menashe Michaely	Israeli	Switchen Villa O'Donnel St., N2285, Clark Freeport Zone
2. Shlomo Matan Shalom Avshalom	Israeli	Switchen Villa O'Donnel St., N2285, Clark Freeport Zone
3. Mary Grace R. Tagasa	Filipino	#035 Laungcupang, La Paz, Tarlac 2314
4. Michael S. Garcia	Filipino	#12364 Sineguelas St., DauHomesite, Mabalacat Pampanga
5. Gil L. Iso	Filipino	Mabolo St., DauHomesite, Mabalacat, Pampanga

**Article VII:** That the authorized capital stock of the corporation is SIX MILLION PESOS (P6,000,000.00) in lawful money of the Philippines, divided into SIX THOUSAND (6,000) SHARES, with a par value of ONE THOUSAND PESOS (PHP 1,000.00) per share.

**Article VIII:** That the following persons have subscribed to the authorized capital stock; and at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

<u>Name</u>	<u>Nationality</u>	<u>No of Shares</u>	<u>Amount</u>	<u>Amount</u>
		<u>Subscribed</u>	<u>Subscribed</u>	<u>Paid</u>
Mike Menashe Michaely	Israeli	1,440	1,440,000	360,000.00
Shlomo Matan Shalom Avshalom	Israeli	15	15,000	3,750.00
Mary Grace R. Tagasa	Filipino	15	15,000	3,750.00
Michael S. Garcia	Filipino	15	15,000	3,750.00
Gil L. Iso	Filipino	15	15,000	3,750.00
	<b>Total</b>	<u>1,500</u>	<u>1,500,000</u>	<u>375,000.00</u>

**Article IX:** That no transfer of stock or interest which would reduce the stock 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 corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

**Article X:** That Mike Menashe Michaely has been elected by the subscribers as treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, she has been authorized to receive, for and in the name of the corporation, all subscriptions paid in by the subscribers.

**Article XI:** 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.

GWU has no meaning.

56173.0020.0005

IN WITNESS WHEREOF, we have set our hands this 8<sup>th</sup> day of May, 2015 at Angeles City,  
Philippines.

Sgd.

MIKE MENASHE MICHAELY  
440-038-657-000

Sgd.

SHLOMO MATAN SHALOM AVSHALOM  
440-212-795-000

Sgd.

MARY GRACE R. TAGASA  
300-580-455-000

Sgd.

MICHAEL S. GARCIA  
402-843-723-000

Sgd.

GIL L. ISO  
940-845-381-000

Signed in the presence of:

Sgd.

Maricar S. Dizon

Sgd.

Francis M. Miranda

56173.0020.0006

Republic of the Philippines )

) SS

**ACKNOWLEDGMENT**

BEFORE ME, a notary public for and in ANGELES CITY, Philippines, this May 08, 2015 day of \_\_\_\_\_, 2015 personally appeared:

<u>Name</u>	<u>Tax Identification Number</u>
Mike Menashe Michaely	440-038-657-000
Shlomo Matan Shalom Avshalom	440-212-795-000
Mary Grace R. Tagasa	300-580-455-000
Michael S. Garcia	402-843-723-000
Gil S. Iso	940-845-381-000

all known to me to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is of their free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

**Notary Public**  
(Sgd.)  
**ATTY. JOSEPH DEXTER M. FELICIANO**  
Notary Public / Angeles City  
Until December 31, 2016  
PTR No. AC-0572763/12-17-14  
IBP No. 961833 / 11-03-14  
Roll of Atty. No. 59806 / 04-19-11  
Commission No. 2014-510  
Room 206, BPI Arcade, Nepo Mart, Angeles City

Doc. No. 037;  
Page No. 080;  
Book No. II;  
Series of 2015.

56173.0020.0007

REPUBLIC OF THE PHILIPPINES)  
ANGELES CITY ) SS.

SECRETARY'S AFFIDAVIT

I, **Jayson G. Aquino** of legal age, Filipino, and a resident of #302 Valdez St., Marisol Subdivision, Angeles City after having been sworn in accordance with law, hereby depose and say as follows:


1. That I am the duly elected Corporate Secretary of GWU MKTG. CORP., a corporation duly organized and existing by virtue of the laws of the Republic of the Philippines, with principal office and place of business at Unit B – 2<sup>nd</sup> Floor, Mercedes Benz Center, Berthaphil VIII, M.A. Roxas Highway, Clark Freeport Zone, Pampanga, Philippines;
2. That I am the custodian of corporate books and records of the Bank, including the Minutes and Resolutions of its Board of Directors;
3. That there is no pending action or proceeding involving an intra-corporate dispute, and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers as the duly elected and/or appointed directors or officers or vice-versa; and
4. That I am executing this Affidavit to attest to the truthfulness of the foregoing and for whatever legitimate purpose it may serve.

IN WITNESS WHEREOF, we have hereunto affixed my signature OCT 25 2018 of \_\_\_\_\_ at ANGELES CITY.

  
\_\_\_\_\_  
Affiant

Subscribed and sworn to before me this OCT 25 2018 day of \_\_\_\_\_ at ANGELES CITY, affiant exhibiting to me his TIN: 401-047-822.

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Page No.: 46  
Book No.: V  
Series of 20 18

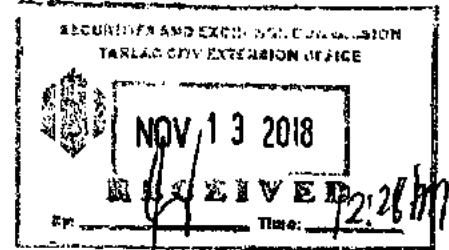
  
ATTY. JOSEPH DEXTER M. FELICIANO  
Notary Public Angeles City  
Until December 31, 2018  
PTR No. AC-1081744/12-27-17  
IBP No. 1020482/11-22-16  
Roll of Atty. No. 59806 /04-19-11  
Commission No. 2014-510  
Room 206 BPI Arcade Nepo Mart, Angeles City



56173.0020.0008

REPUBLIC OF THE PHILIPPINES)  
ANGELES CITY ) SS.

**DIRECTORS' CERTIFICATE**



**KNOW ALL MEN BY THESE PRESENTS:**

We, the undersigned President, Secretary, Treasurer and members of the Board of Directors of **GWU MKTG. CORP.**, do hereby certify that the Articles of Incorporation was amended by unanimous and affirmative vote of the majority members of the Board of Directors and by the stockholders of the corporation representing at least two thirds (2/3) of the outstanding capital stock at a meeting on October 15, 2018 at the principal office of the corporation.

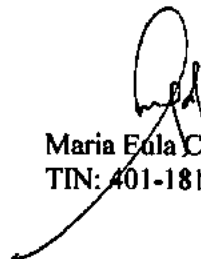
The amended provisions of the attached amended Articles refers to the place where the principal office of the Corporation is to be established and to be read as follows:


“ARTICLE III: That the corporation shall have its principal office at Unit B – 2<sup>nd</sup> Floor, Mercedes Benz Center, Berthaphil VIII, M.A. Roxas Highway, Clark Freeport Zone, Pampanga, Philippines 2023.


(As amended on October 15, 2018)

IN WITNESS WHEREOF, we have hereunto set our hands and OCT 25 2018 day of ANGELES CITY at \_\_\_\_\_.

  
Maricar S. Dizon  
TIN: 192-915-911

  
Maria Eula C. Pineda  
TIN: 401-181-618

  
Jayson G. Aquino  
TIN: 401-047-822

  
Francis M. Miranda  
TIN: 443-050-161

  
Gil L. Iso  
TIN: 940-845-381

56173.0020.0009

ACKNOWLEDGEMENT


BEFORE ME, a Notary Public, this OCT 25 2018 day of 2018, 2018 personally appeared:

Name	Identification	Place Issued
Maricar S. Dizon	Drivers Lic. C10-14-009993	Philippines
Maria Eula C. Pineda	UMID 0111-2006171-1	Philippines
Jayson G. Aquino	Tin No. 401-047-822	Philippines
Francis M. Miranda	Passport No. EC3470585	Philippines
Gil L. Iso	Drivers Lic. C10-14-014797	Philippines

all known to me and to me known to be the same persons who executed the foregoing Directors' Certificate and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set and fixed my notarial seal on the date and the place first above written.

Notary Public

  
**ATTY. JOSEPH DEXTER M. FELICIANO**  
 Notary Public / Angeles City  
 Until December 31, 2018  
 PTR No. AC-1081744/12-27-17  
 IBP No. 1020482/11-22-16  
 Roll of Atty. No. 59806/04-19-11  
 Commission No. 2014-510  
 Room 206 BPI Arcade Nepo Mart, Angeles City

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56173.0020.0010



16 October 2018

**ATTY. RICHARD I**  
Acting Director

2<sup>nd</sup> Floor Legislative Building  
Tarlac City

Dear **Atty. Laus**:


This pertains to the application of **J MKTG CORP., INC.**, with the ~~Board of Directors~~ and to amend its Articles of Incorporation (AOI), particularly its principal address:

FROM	TO
Office Center 08F, Berthaphil Clark Center, Jose Abad Santos Avenue, Clark Freeport Zone	Unit B - 2nd Floor, Mercedes-Benz Center, Berthaphil VIII, M.A. Roxas Highway, Clark Freeport Zone

Please be informed that Clark Development Corporation interposes no objection to the foregoing request and forthwith recommends the application for the amendment of the AOI of **J MKTG CORP., INC.**

We look forward to your usual and prompt action. Thank you very much.

Very truly yours,

  
**THELMA C. OCAMPO**  
Assistant Vice President  
Business Development Department I

cc: RMO  
J MKTG CORP., INC.

56173.0020.0011

Republic of the Philippines )  
ANGELES CITY )S.S.

**AFFIDAVIT**

I, Gil L. Iso, of legal age, with residence at Mabolo St., Homesite Dau, Mabalacat, Pampanga, after having been duly sworn to in accordance with law hereby depose and state that:

I am an incorporator of GWU MKTG. CORP., which is in the process of registration of corporate name with the Securities and Exchange Commission;

I confirm that all corrections made in the Articles of Incorporation and By-Laws of the said Corporation were made prior to notarization and with full knowledge and consent of all the other incorporators;

I assume full responsibility for the corrections indicated in the said Articles of Incorporation and By-Laws;


Further, affiant sayeth naught.

IN WITNESS WHEREOF, I hereby sign this Affidavit this OCT 25 2018 day of \_\_\_\_\_, 2018 at ANGELES CITY.

  
\_\_\_\_\_  
Affiant

OCT 25 2018 SUBSCRIBED AND SWORN to before me this \_\_\_\_ day of \_\_\_\_\_ at ANGELES CITY, affiant exhibiting to me his DL ID no: C10-14-014797.

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Series of 2018.

  
ATTY. JOSEPH DEXTER M. FELICIANO  
Notary Public, Angeles City  
Until December 31, 2018  
PTR No. AC-1081744/12-27-17  
IBP No. 1020482/11-22-16  
Roll of Atty. No. 59806/04-19-11  
Commission No. 2014-810  
Room 206 BPI Arcade Nepo Mart, Angeles City

**TARLAC CITY EXTENSION OFFICE**  
2nd Floor Tarlac City Legislative Bldg, Tarlac City

**MONITORING SHEET**

Corporate Name	I MKTG. CORP.		
Registration No.	CS201539840	Date of Registration	24-Jun-15
Term of Existence	50yrs.	Annual Meeting	31-Mar
Principal Office	Jose Abad Santos Ave., CFZ, Pampanga	Actual Meeting	17-Apr-18
No. of Directors/Trustees	Five (5)	Fiscal Year	31-Dec

<input checked="" type="checkbox"/> <b>STOCK CORPORATION</b>		<input type="checkbox"/> <b>NON-STOCK CORPORATION</b>	
Authorized Capital Stock	P6,000,000.00	Equity/Fund Balance	
Retained Earnings		Negative Fund Balance	
Deficit	(P1,709,420.00)	Fiscal Year Ended	
Capital Deficiency		Fine:	per year, per report
Fiscal Year Ended	Dec. 31, 2017	Fine:	per year, per report
Fine:	P500.00 per year, per report		


COMPUTATION OF FINES			
YEAR	General Information Sheet	Financial Statements	FINE
2013			-
2014			-
2015			-
2016	OT	OT	-
2017	OT	OT	-
2018	OT	-	-
Additional Charges			
Stock and Transfer Book / Membership Book		OT	
Violation of Section, Corporation Code of the Philippines			
Other Violation:			
<b>TOTAL</b>			<b>NO PENALTY</b>

OT - On Time	Monitored by:	Reviewed by:	O.R. No. :
NF - Not Filed	JAY SATORRES	MERCY REBUIA ARAGON	Date of Payment:
FL/RL - Filed/Registered Late	13-Nov-18	13-Nov-18	
FL+ - Filed beyond one year			

- \* This certifies that there is only one set of GIS pertaining to the above information.
- \* This serves as a confirmation of payment of the foregoing fines if signed by the Head of SEC-TCEO or any authorized officer.
- \* It is warned that if the corporation commits a similar violation in the future, the Commission shall be constrained.
  - to impose heavier penalties on the corporation and/or its responsible officers.
  - commence revocation proceedings against the corporation.

The finding/ assessment is based on the documents/reports available in the SEC database and the documents presented by the party to the monitoring officer as of: November 13, 2018

MR. CHRISTIAN JOSHUA A. ABARQUEZ  
Authorized Representative  
Signature Over Printed Name

Approved for payment:  
  
**RICHARD R.**  
Acting Director  
Tarlac City, November 13, 2018

**Note:**  
This assessment does not constitute as waiver of any fine or penalty for deficiencies in reportorial requirements due from, or may hereafter be assessed against, the corporation nor does it preclude the institution of any action against the corporation for violation of any of the provisions of the Corporation Code of the Philippines, the Securities Regulation Code, and its implementing rules and regulations, and other pertinent laws, rules and regulations implemented by the Commission.

56173.0020.0012