

# ARTICLES OF INCORPORATION

of

**VGENT GLOBAL VENTURES INC.**

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(Name of the Corporation)

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:

**Article I:** That the name of said corporation shall be

**VGENT GLOBAL VENTURES INC.**

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

## PRIMARY PURPOSE

To engage in trade show and exposition management services, where it enhances the import and export promotions industry in the Philippines, including but not limited to sourcing high-quality products and services through trade fairs; and

To provide development and consultancy services such as feasibility studies and business plans, business partnership profiling and matching, and prequalifying and statistical services.

## 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;

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 in other companies and enter into joint venture agreements with any company, partnership, persons or government entities, domestic or foreign, for the advancement of its interest and to carry out its primary purpose;

4. 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;

5. 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.

**Article III:** That the principal office of the corporation is located at:

No./Street 3F MPR Building 1044 Alhambra Street  
City/Town Brgy. 666, Ermita, Manila  
Province \_\_\_\_\_

**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 are as follows:

NAME	NATIONALITY	RESIDENCE
<u>JOSELYN B. CAGO</u>	<u>Filipino</u>	<u>Blk 34 Lot 29 Phase 3, Casimiro Deparo, Caloocan</u>
<u>FELICISIMO P. GOROSPE</u>	<u>Filipino</u>	<u>916 Rosal St. Gatchalian Subdivision, Las Piñas City</u>
<u>RACHEL D. RAMOS</u>	<u>Filipino</u>	<u>80-A Pansol, Balara, Quezon City</u>
<u>ROLANDO R. RAMOS</u>	<u>Filipino</u>	<u>523-Z P. Guzman St. Quaipo, Manila</u>
<u>JULIUS G. RONQUILLO</u>	<u>Filipino</u>	<u>Lot 3, Blk 13, Judicial Road, Violago Homes, Batasan, QC</u>
<u>BERNARDITA G. SIATON</u>	<u>Filipino</u>	<u>1216 Wagas St. Tondo, Manila</u>
<u>RICHARD WEE</u>	<u>Singaporean</u>	<u>3 Shenton Way #07-07, Shenton House, Singapore</u>
_____	_____	_____
_____	_____	_____



**Article VII:** That the authorized capital stock of the corporation is **TWO MILLION EIGHT HUNDRED THOUSAND** (P 2,800,000.00 ) pesos in lawful money of the Philippines, divided into TWENTY EIGHT THOUSAND ( 28,000 )shares with the par value of ONE HUNDRED (P 100.00 ) pesos per share;

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

NAME OF SUBSCRIBERS	NATIONALITY	NO. OF SHARES SUBSCRIBED	AMOUNT SUBSCRIBED
<u>Felicisimo P. Gorospe</u>	<u>Filipino</u>	<u>1,000</u>	<u>P 100,000.00</u>
<u>Julius G. Ronquillo</u>	<u>Filipino</u>	<u>1,000</u>	<u>100,000.00</u>
<u>Rolando R. Ramos</u>	<u>Filipino</u>	<u>1,000</u>	<u>100,000.00</u>
<u>Bernardita G. Siaton</u>	<u>Filipino</u>	<u>1,000</u>	<u>100,000.00</u>
<u>Rachel D. Ramos</u>	<u>Filipino</u>	<u>1,000</u>	<u>100,000.00</u>
<u>Joselyn B. Cago</u>	<u>Filipino</u>	<u>1,000</u>	<u>100,000.00</u>
<u>Richard Wee</u>	<u>Singaporean</u>	<u>1,000</u>	<u>100,000.00</u>
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<b>TOTAL</b>		<u><b>7,000</b></u>	<u><b>P 700,000.00</b></u>

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

NAME OF SUBSCRIBERS	AMOUNT SUBSCRIBED	TOTAL PAID-UP
<u>Felicisimo P. Gorospe</u>	<u>P 100,000.00</u>	<u>P 25,000.00</u>
<u>Julius G. Ronquillo</u>	<u>100,000.00</u>	<u>25,000.00</u>
<u>Rolando R. Ramos</u>	<u>100,000.00</u>	<u>25,000.00</u>
<u>Bernardita G. Siaton</u>	<u>100,000.00</u>	<u>25,000.00</u>
<u>Rachel D. Ramos</u>	<u>100,000.00</u>	<u>25,000.00</u>
<u>Joselyn B. Cago</u>	<u>100,000.00</u>	<u>25,000.00</u>
<u>Richard Wee</u>	<u>100,000.00</u>	<u>100,000.00</u>
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**Article X:** 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 stock certificates issued by the corporation.

**Article XI:** That **BERNARDITA G. SIATON** 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.

**Article XII:** 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 \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, in the City/Municipality of \_\_\_\_\_, Province of \_\_\_\_\_, Republic of the Philippines.

**FELICISIMO P. GOROSPE**  
\_\_\_\_\_  
**TIN-107-826-123**

**JULIUS G. RONQUILLO**  
\_\_\_\_\_  
**TIN-131-257-337**

**ROLANDO R. RAMOS**  
\_\_\_\_\_  
**TIN-122-947-987**

**BERNARDITA G. SIATON**  
\_\_\_\_\_  
**TIN-107-826-094**

**RACHEL D. RAMOS**  
\_\_\_\_\_  
**TIN-216-496-938**

**JOSELYN B. CAGO**  
\_\_\_\_\_  
**TIN-171-890-251**

**RICHARD WEE**  
\_\_\_\_\_  
**PASSPORT #-E58524208**

\_\_\_\_\_  
**TIN-**

\_\_\_\_\_  
**TIN-**

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**TIN-**

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**TIN-**

## ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES }  
} S.S.

**BEFORE ME**, a Notary Public, for and in \_\_\_\_\_,  
Philippines, this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_, personally  
appeared the following persons:

Name	TIN/Passport No.	Date & Place Issued
FELICISIMO P. GOROSPE	EC1008109/PNo.	May 6, 2014 DFA Manila
JULIUS G. RONQUILLO	EB9974965	Jan. 13, 2014 DFA NCR EAST
ROLANDO R. RAMOS	EC6289780/PNo.	Dec. 28, 2015 DFA NCR West
BERNARDITA G. SIATON	CCI201613397304	Jan. 19, 2017 DFA, Manila
RACHEL D. RAMOS	EC1932918/PNo.	August 19, 2014 DFA NCR NorthWest
JOSELYN B. CAGO	EC3337723/PNo.	Feb. 2, 2015 DFA NCR Northeast
RICHARD WEE	E58524208/PNo.	2/15/2016 Singapore, Ministry of Home Affairs

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation constituting of four (4) 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**

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Book No. \_\_\_\_\_  
Series of \_\_\_\_\_

## TREASURER'S AFFIDAVIT

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

I, **BERNARDITA G. SIATON**, 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 or property, in the amount of \_\_\_\_\_ in accordance with the Corporation Code

\_\_\_\_\_  
(Signature of Treasurer)

**SUBSCRIBED AND SWORN** to before me, a Notary Public, for and in the City/Municipality of \_\_\_\_\_, Province of \_\_\_\_\_ this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_; by \_\_\_\_\_ with Res. Cert. No. \_\_\_\_\_ issued at \_\_\_\_\_ on \_\_\_\_\_, 19\_\_\_\_.

**NOTARY PUBLIC**  
My commission expires on  
\_\_\_\_\_, 20\_\_\_\_

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Series of \_\_\_\_\_



**BY -LAWS**

OF

**VGENT GLOBAL VENTURES INC.**

---

(Name of the Corporation)

**ARTICLE I**

**BOARD OF TRUSTEES**

**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, unless the by-laws provide otherwise.
- b) Special meetings of the board of directors may be held at any time upon the call of the president or as provided in the by-laws
- 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\_\_\_\_\_ (specific date).
- b) Written notice of regular meetings shall be sent to all stockholders of record at least two (2) weeks prior to the meeting, unless a different period is required by the by-laws.
- c) Special meetings of stockholders shall be held at any time deemed necessary or as provided in the by-laws:
- d) Written notice of special meetings shall be sent to all stockholders at least one week prior to the meeting, unless a different period is required by the by-laws.
- 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 the first day of January and end on the last day of December of each year.

#### **VIII. SEAL**

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

## **ARTICLE IX**

### **AMENDMENTS**

Section 1. Amendments – The Board of Directors, by majority vote thereof, and the owners of at least a majority of the outstanding capital stock of the corporations, at a regular or special meeting duly called for the purpose, may amend or repeal these by-laws or adopt new by-laws.

**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 \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_.

**FELICISIMO P. GOROSPE**

**JULIUS G. RONQUILLO**

**ROLANDO R. RAMOS**

**BERNARDITA G. SIATON**

**RACHEL D. RAMOS**

**JOSELYN B. CAGO**

**RICHARD WEE**

## AFFIDAVIT

**REPUBLIC OF THE PHILIPPINES )**  
**CITY OF MANILA )**

I, ROLANDO C. BAUTISTA, of legal age, married and resident of 1211 M. Hizon Street, Sta. Cruz, Manila, Philippines, after being duly sworn according to law, deposes and says:

1. That I am one of the original incorporators of the FEAI UNIVERSITY ENGINEERING ALUMNI ASSOCIATION, INC. with principal address at \_\_\_\_\_;
2. That I am presently an officer of the said association holding the position of \_\_\_\_\_;
3. That the following names and positions below are the incumbent officers and incorporators of the said association:

a.	President
b.	Vice President
c.	Secretary
d.	Treasurer
4. That none of the above incorporators and officers is an agent of, or related by consanguinity or affinity up to the fourth civil degree to the officers and officials of PCSO, who are authorized to process and/or approve proposals, MOA and the release of funds for and in behalf of the said association.
5. That each and all of the facts herein stated are true and correct; and that the undersigned is willing to testify before any court of justice to substantiate the truth and veracity of each and all of the foregoing facts.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_\_ day of September 2009 in Manila, Philippines.

\_\_\_\_\_  
**Rolando C. Bautista**

**SIGNED IN THE PRESENCE OF:**

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

IN THE CITY OF MANILA, Philippines on this \_\_\_\_\_ day of September, 2009, personally appeared Rolando C. Bautista with Res. Cert. No. \_\_\_\_\_, Issued at \_\_\_\_\_ on \_\_\_\_\_, known to me to be the same person who executed the foregoing instrument and who acknowledged that the same is his/her free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the date and place above written.

**NOTARY PUBLIC**

Until December 31<sup>st</sup>, 2015

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