



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
PICC Secretariat Bldg., PICC Complex
Pasay City, Metro Manila

COMPANY REG NO. CS201918833

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By Laws of:

Buildtron Construction Corporation

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation and By Laws in accordance with the Revised Corporation Code of the Philippines (Republic Act No. 11232), and copies of said Articles and By Laws are hereto attached.

This Certificate grants juridical personality to the corporation but does not authorize it to issue, sell or offer for sale to the public, securities such as but not limited to, shares of stock, investment contracts, debt instruments and virtual currencies without a prior Registration Statement approved by the Securities and Exchange Commission; nor 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 of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/ financial futures exchange/broker/merchant, financing/lending company, and time shares/club shares/ membership certificate issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute a permit to undertake activities for which other government agencies require a license or permit.

This Certificate **DOES NOT AUTHORIZE INVESTMENT SOLICITATION AND INVESTMENT-TAKING WITHOUT A SECONDARY LICENSE FROM THIS COMMISSION.**

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at PICC Secretariat Bldg., PICC Complex Pasay City, Metro Manila, Philippines, this day of 13, November, Twenty Nineteen.



For SEC use only
F42900(PSIC as reserved)

DOCUMENTARY STAMP TAX PAID

GERARDO F. DEL ROSARIO
Director
Company Registration and Monitoring Department

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

REGISTRATION

SEC Registration Number

CS201918833

Company Name

Buildtron Construction Corporation

Principal Office (No./Street/Barangay/City/Town/Province/

BLOCK 19 LOT 38 AND 40 PHASE 2 DONA GORGONIA AVENUE BARANGAY 109 (V & G SUBD.) TACLOBAN CITY (CAPITAL) LEYTE, PHILIPPINES

COMPANY INFORMATION

Industry Code

Industry Description

| | |
|--------|--------------------------------------------------|
| F42900 | Construction of other civil engineering projects |
|--------|--------------------------------------------------|

Company's Email

Company's Telephone Number/s

Company's Mobile Number

| | | |
|----------------------|-------------|-------------|
| mae.alvero@yahoo.com | 09178018161 | 09175577775 |
|----------------------|-------------|-------------|

CONTACT PERSON INFORMATION

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

Name of Contact

Email Address

Telephone Number/s

Mobile Number

| | | | |
|------------------|---------------------------|--------------|-------------|
| Brian Ray Alvero | brianray.alvero@yahoo.com | 0917-5577775 | 09175577775 |
|------------------|---------------------------|--------------|-------------|

To be accomplished by CRMD Personnel

| | Date | Signature |
|----------------|-------|-----------|
| Assigned _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

Document I.D.

Received by Corporate Filing and Records Division _____

Forwarded to:

- Corporate and Partnership Registration
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit

S E C

Cebu Extension Office

DEC 06 2019

By: _____

RECEIVED SUBJECT TO REVIEW OF FORM AND CONTENTS



Articles of Incorporation
Of



Buildtron Construction 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:

FIRST: That the name of said corporation shall be
Buildtron Construction Corporation

SECOND: That the primary purpose for which such corporation is incorporated:
To engage in general construction business including the construction, improvement and repair of or any work upon buildings, roads, bridges, plants, waterworks, railroads and structures.

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
Block 19 Lot 38 and 40 Phase 2 Dona Gorgonia Avenue Barangay 109 (V & G Subd.) TACLOBAN CITY (Capital), LEYTE, REGION VIII, Philippines, 6500

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> |
|-------------------------|--------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| Brian Ray Veloso Alvero | Filipino | Blk 19 Lot 38 & 40 Ph 2 Dona Gorgonia Avenue Barangay 109 (V & G Subd.) TACLOBAN CITY (Capital), LEYTE, REGION VIII, Philippines, 6500 |
| Jean Paul Veloso Alvero | Filipino | Blk 19 Lot 38 & 40 Ph 2 Dona Gorgonia Avenue Barangay 109 (V & G Subd.) TACLOBAN CITY (Capital), LEYTE, REGION VIII, Philippines, 6500 |
| Vanessa Alvero Sih | Filipino | Blk 19 Lot 38 & 40 Ph 2 Dona Gorgonia Avenue Barangay 109 (V & G Subd.) TACLOBAN CITY (Capital), LEYTE, REGION VIII, Philippines, 6500 |

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Brian Ray Veloso Alvero

Handwritten signatures of Brian Ray Veloso Alvero and Vanessa Alvero Sih.



Handwritten signature: Vanessa Alvero Sih

Mae Pascual Alvero Filipino Blk 19 Lot 38 & 40 Ph 2 Dona Gorgonia Avenue Barangay 109 (V & G Subd.) TACLOBAN CITY (Capital), LEYTE, REGION VIII, Philippines, 6500

Maria Marlyn Mercader Sinnathurai Filipino Blk 2 Lot 17 Ph 1 Villa Cinco Barangay 88 TACLOBAN CITY (Capital), LEYTE, REGION VIII, Philippines, 6500

SIXTH: That the number of directors of the corporation shall be 5; 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> |
|-----------------------------------|--------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| Brian Ray Veloso Alvero | Filipino | Blk 19 Lot 38 & 40 Ph 2 Dona Gorgonia Avenue Barangay 109 (V & G Subd.) TACLOBAN CITY (Capital), LEYTE, REGION VIII, Philippines, 6500 |
| Jean Paul Veloso Alvero | Filipino | Blk 19 Lot 38 & 40 Ph 2 Dona Gorgonia Avenue Barangay 109 (V & G Subd.) TACLOBAN CITY (Capital), LEYTE, REGION VIII, Philippines, 6500 |
| Vanessa Alvero Sih | Filipino | Blk 19 Lot 38 & 40 Ph 2 Dona Gorgonia Avenue Barangay 109 (V & G Subd.) TACLOBAN CITY (Capital), LEYTE, REGION VIII, Philippines, 6500 |
| Mae Pascual Alvero | Filipino | Blk 19 Lot 38 & 40 Ph 2 Dona Gorgonia Avenue Barangay 109 (V & G Subd.) TACLOBAN CITY (Capital), LEYTE, REGION VIII, Philippines, 6500 |
| Maria Marlyn Mercader Sinnathurai | Filipino | Blk 2 Lot 17 Ph 1 Villa Cinco Barangay 88 TACLOBAN CITY (Capital), LEYTE, REGION VIII, Philippines, 6500 |

SEVENTH: That the authorized capital stock of the corporation is Ten Million Pesos (P10,000,000.00) in lawful money of the Philippines, divided into:

a. TEN MILLION (10,000,000) 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:

NO. OF SUBSCRIBED

Brian Ray Veloso

Maria Marlyn Mercader Sinnathurai

Maria Marlyn Mercader Sinnathurai



Maria Marlyn Mercader Sinnathurai

| <u>NAME</u> | <u>NATIONALITY</u> | <u>SHARE TYPE</u> | <u>SHARES</u> | <u>AMOUNT</u> |
|-----------------------------------|--------------------|------------------------|------------------|----------------------|
| Brian Ray Veloso Alvero | Filipino | Common Voting with PAR | 1,750,000 | P1,750,000.00 |
| Jean Paul Veloso Alvero | Filipino | Common Voting with PAR | 125,000 | P125,000.00 |
| Vanessa Alvero Sih | Filipino | Common Voting with PAR | 125,000 | P125,000.00 |
| Mae Pascual Alvero | Filipino | Common Voting with PAR | 375,000 | P375,000.00 |
| Maria Marlyn Mercader Sinnathurai | Filipino | Common Voting with PAR | 125,000 | P125,000.00 |
| | | | <u>2,500,000</u> | <u>P2,500,000.00</u> |

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> |
|-----------------------------------|--------------------|------------------------|-----------------------------------|--------------------------|------------------------|
| Brian Ray Veloso Alvero | Filipino | P437,500.00 | P0.00 | P437,500.00 | Cash |
| Jean Paul Veloso Alvero | Filipino | P31,250.00 | P0.00 | P31,250.00 | Cash |
| Vanessa Alvero Sih | Filipino | P31,250.00 | P0.00 | P31,250.00 | Cash |
| Mae Pascual Alvero | Filipino | P93,750.00 | P0.00 | P93,750.00 | Cash |
| Maria Marlyn Mercader Sinnathurai | Filipino | P31,250.00 | P0.00 | P31,250.00 | Cash |
| | | <u>P625,000.00</u> | <u>P0.00</u> | <u>P625,000.00</u> | |

TENTH: That Mae Pascual Alvero 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.



Brian Ray Alvero

[Signature]

Maria Marlyn Sinnathurai

Mae Pascual Alvero

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 19 and shall end January 18 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 26 day of OCTOBER at TACLOBAN CITY.

Brian Fay Alvaro

Alvaro

Marilyn Sumathuray

Maryanal Alvaro



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/ID/Passport No. | Date & Place Issued |
|-----------------------------------|---------------------|-----------------------------|
| Brian Ray Veloso Alvero | 260 924 871 000 | Tacloban City 05/15/2008 |
| Jean Paul Veloso Alvero | 480 887 568 000 | Tacloban City 02/10/2016 |
| Vanessa Alvero Sih | 250 121 432 000 | Tacloban City |
| Mae Pascual Alvero | 235 378 637 000 | Tacloban City 03/12/2003 |
| Maria Marlyn Mercader Sinnathurai | 100 753 440 000 | Tacloban |

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation constituting of 5 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.

OCT 26 2019

NOTARY PUBLIC

JOMILA A. ALVERO

Notary Public

NC No. 2018-07-83

For Tacloban City, Ormoc & Province of Leyte
Issued on July 31, 2018 Until Dec. 31, 2019

Unit 7, 2F, SDC II Bldg, Brgy. Marasbaras, Tac City

Roll No. 70775

IBP No. 067243 / 1-12-19 / Leyte Chapter

PTR No. 7838757 / 1-7-19 / Tacloban City

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BY -LAWS

OF



Buildtron Construction Corporation

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.

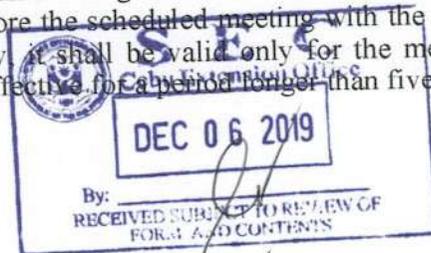
- a) Regular or annual meetings of stockholders shall be held annually on 3rd Saturday of January.
- b) Written notice of regular meetings shall be sent to all stockholders of record at least two (2) weeks prior to the meeting.
- c) Special meetings of stockholders shall be held at any time deemed necessary.
- 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.



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Brian Jay Alvarez

[Signature]

Marlyn Simbahan

[Handwritten notes and signature on the right margin]

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this 26 day of OCTOBER 2019, in the City/Municipality of TACLOBAN, Province of LEYTE, Republic of the Philippines.

| Name | TIN/Passport No. | Signature |
|-----------------------------------|------------------|---------------------------------|
| Brian Ray Veloso Alvero | 260 924 871 000 | <i>Brian Ray Alvero</i> |
| Jean Paul Veloso Alvero | 480 887 568 000 | <i>Jean Paul Alvero</i> |
| Vanessa Alvero Sih | 250 121 432 000 | <i>V Sih</i> |
| Mae Pascual Alvero | 235 378 637 000 | <i>Mae Pascual Alvero</i> |
| Maria Marlyn Mercader Sinnathurai | 100 753 440 000 | <i>Maria Marlyn Sinnathurai</i> |



| Name | TIN/Passport No. | Signature |
|-----------------------------------|------------------|---------------------------------|
| Brian Ray Veloso Alvero | 260 924 871 000 | <i>Brian Ray Alvero</i> |
| Jean Paul Veloso Alvero | 480 887 568 000 | <i>Jean Paul Alvero</i> |
| Vanessa Alvero Sih | 250 121 432 000 | <i>ff</i> |
| Mae Pascual Alvero | 235 378 637 000 | <i>Mae Pascual Alvero</i> |
| Maria Marlyn Mercader Sinnathurai | 100 753 440 000 | <i>Maria Marlyn Sinnathurai</i> |

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Jomila A. Alvero Robel
JOMILA A. ALVERO ROBEL
Notary Public
NC No. 2018-07-83
For Tacloban City, Ormoc & Province of Leyte
Issued on July 31, 2018 Until Dec. 31, 2019
Unit 7, 2F, SDC II Bldg, Brgy. Marasbaras, Tac City
Roll No. 70775
IBP No. 067243 / 1-12-19 / Leyte Chapter
PPR No. 7838757 / 1-7-19 / Tacloban City

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TREASURER'S AFFIDAVIT

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

Buildtron Construction Corporation

I, Mae Pascual Alvero, 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 wit:

| <u>NAME</u> | <u>TOTAL AMOUNT PAID</u> | <u>MODE OF PAYMENT</u> |
|-----------------------------------|--------------------------|------------------------|
| Brian Ray Veloso Alvero | P437,500.00 | Cash |
| Jean Paul Veloso Alvero | P31,250.00 | Cash |
| Vanessa Alvero Sih | P31,250.00 | Cash |
| Mae Pascual Alvero | P93,750.00 | Cash |
| Maria Marlyn Mercader Sinnathurai | P31,250.00 | Cash |
| | <u>P625,000.00</u> | |

Mae Pascual Alvero
Mae Pascual Alvero

(Signature of Treasurer)

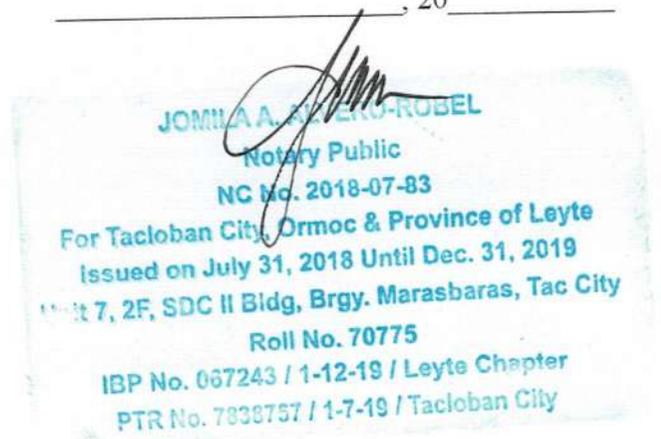
SUBSCRIBED AND SWORN TO before me this ___ day of _____, 20__ at
affiant exhibited to me his/her TIN/ID/Passport with No
235 378 637 issued on _____ at _____.

OCT 26 2019

NOTARY PUBLIC

My commission expires on _____, 20__

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