



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City, 1209, Metro Manila



COMPANY REG. NO.: 2024120179624-01

## CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

### CENTRUM SOURCING CORPORATION

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Revised Corporation Code of the Philippines (Republic Act No. 11232), which took effect on February 23, 2019 and copies of said Articles of Incorporation 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 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 The SEC Headquarters 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this day of 03 December Two Thousand Twenty Four.

**GERARDO F. DEL ROSARIO**

Director

Company Registration and Monitoring Department

*This is a computer generated certificate.  
signature is not required.*

For SEC use only  
G469 (PSIC as reserved)  
Stock Corporation  
Less Than 5 Incorporators

DOCUMENTARY STAMP TAX PAID



Articles of Incorporation  
of  
**CENTRUM SOURCING 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

**CENTRUM SOURCING CORPORATION**

Second: That the purpose or purposes for which such corporation is incorporated are:

Primary:

To engage in, conduct and carry on the business of buying, selling, distributing, marketing in accordance with law all kinds of goods, wares, merchandise and commodities of every kind and description, and enter into all kinds of contracts for export, import, purchase, acquisition, sale in accordance with law and other disposition for its own account as principal or representative capacity as main distribution, manufacturer's representative, merchandise broker, indenter, commission, merchant, factors or agents, upon consignment of all kinds of goods, services, merchandise or products whether natural or artificial.

Secondary:

**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 **MTS BLDG., FRONTING Z OIL, ROADSIDE, MARIA CLARA LORENZO ST., PUTIK, ZAMBOANGA CITY, ZAMBOANGA DEL SUR, REGION IX (ZAMBOANGA PENINSULA), 7000;**



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Fourth: That the corporation shall have a term of existence of **fifty (50)** years from the date of issuance of the certificate of incorporation;

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

<b>Name</b>	<b>Nationality</b>	<b>Residence</b>
SHERHAN IRIN ISA	Philippine, Filipino	3A Acejaz Drive, Zone 1A, Lumbangan DISTRICT 2,, ZAMBOANGA CITY, ZAMBOANGA DEL SUR, REGION IX (ZAMBOANGA PENINSULA), 7000
FARHAIDA HAWARI DANIAL	Philippine, Filipino	3A Acejaz Drive, Zone 1A, Lumbangan DISTRICT 2,, ZAMBOANGA CITY, ZAMBOANGA DEL SUR, REGION IX (ZAMBOANGA PENINSULA), 7000
ISAAC YEE QINGNIAN	Singaporean	33 ROCHESTER DRIVE, #13-10 SINGAPORE 138638 Singapore

Sixth: That the number of directors of the corporation shall be three (3); and the names, nationalities and residences of the first directors of the corporation are as follows:

<b>Name</b>	<b>Nationality</b>	<b>Residence</b>
SHERHAN IRIN ISA	Philippine, Filipino	3A Acejaz Drive, Zone 1A, Lumbangan DISTRICT 2,, ZAMBOANGA CITY, ZAMBOANGA DEL SUR, REGION IX (ZAMBOANGA PENINSULA), 7000
FARHAIDA HAWARI DANIAL	Philippine, Filipino	3A Acejaz Drive, Zone 1A, Lumbangan DISTRICT 2,, ZAMBOANGA CITY, ZAMBOANGA DEL SUR, REGION IX (ZAMBOANGA PENINSULA), 7000
ISAAC YEE QINGNIAN	Singaporean	33 ROCHESTER DRIVE, #13-10 SINGAPORE 138638 Singapore

Seventh: That the authorized capital stock of the corporation is One Million Pesos (P1,000,000.00), divided into:

- a. Ten Thousand (10,000) common voting shares with par value of One



## CERTIFICATE OF AUTHENTICATION

ANNEX "A

We, **SHERHAN IRIN ISA**, Filipino, **FARHAIDA HAWARI DANIAL**, Filipino, **ISAAC YEE QINGNIAN**, Singaporean, of legal age, and with office address at **MTS BLDG., FRONTING Z OIL, ROADSIDE, MARIA CLARA LORENZO ST., PUTIK, ZAMBOANGA CITY, ZAMBOANGA DEL SUR, REGION IX (ZAMBOANGA PENINSULA), 7000**, hereby certify that:

1. We are the incorporator/s and the duly appointed representative/s of **CENTRUM SOURCING CORPORATION**, which is currently in the process of securing business registration;
2. We have read and understood the registration system's terms of use and privacy policy;
3. In pursuance of the application for corporate registration of **CENTRUM SOURCING CORPORATION**, and after verification with all of the incorporator/s, the complete, true, and correct information has been ascertained and personally encoded by an authorized representative of the corporation through the registration system;
4. The fully-accomplished physical copies of the incorporation documents submitted in support of the application for registration have been reviewed by all incorporator/s and we confirm that the information indicated therein is complete, true, and correct, and that the same accurately reflects and matches the data already provided through the registration system;
5. As part of our compliance on Memorandum Circular No. 28, series of 2020, we have provided the **principal and alternate email address** as well as the **principal and alternate contact numbers** in the registration system. Moreover, we have reviewed the encoded data and confirm that the information indicated therein is complete, true, and correct;
6. The documents submitted will be subjected to a post-registration evaluation to determine compliance with the applicable laws, rules, and regulations;
7. Any defect in the Articles of Incorporation and/or Bylaws, as well as other incorporation document/s, shall constitute a valid ground for the revocation of the registration and cancellation of the certificate thus issued; *Provided, however, that if the defect may be cured by a Petition for Correction, or an application for amendment, of the Articles of Incorporation and/or Bylaws, CENTRUM SOURCING CORPORATION will file the necessary remedial measure within ninety (90) days from receipt of notice of the defect;*
8. Notice/s of proceedings relating to the registration of this company may be sent to the incorporators electronically through the following e-mail address :  
**kal\_sabid@yahoo.com**  
**sabidjoan@gmail.com**

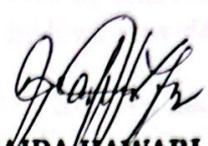


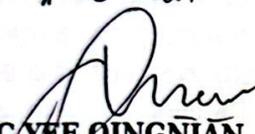
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9. We are fully aware that the formation of a corporation through fraud, as well as assisting directly or indirectly thereto, is punishable under Section 164 of the Revised Corporation Code, and that the willful certification of a report required under the Revised Corporation Code, knowing that the same contains incomplete, inaccurate, false, or misleading information or statements, is likewise punishable under Section 162 of the Revised Corporation Code; and
10. All of the incorporator/s whose name/s appear/s below executed the attached Articles of Incorporation, and other incorporation documents of **CENTRUM SOURCING CORPORATION** and that the same are our free and voluntary act and deed.

  
**SHERHAN IRIN ISA**  
(Name and signature)  
TIN: 434-899-578-000  
Date: 11-28-2024

  
**FARHAIDA HAWARI DANIAL**  
(Name and signature)  
TIN: 602-703-704-000  
Date: 11-28-2024

  
**ISAAC YEE QINGNIAN**  
(Name and signature)  
TIN:  
Date: 11-28-2024





**BY-LAWS  
OF  
CENTRUM SOURCING CORPORATION**

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

- a) Regular meetings of the board of directors or trustees or trustees of the corporation shall be held monthly unless the by-laws provide otherwise.
- b) Special meetings of the board of directors or trustees may be held at any time upon the call of the president or as provided in the by-laws.
- c) Meetings of directors or trustees of corporations 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 two (2) days prior to the scheduled meeting, unless a longer time is provided in the by-laws. A director or trustee may waive this requirement, either expressly or impliedly.
- d) Directors or trustees who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate. Directors or trustees cannot attend or vote by proxy at board meetings.

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

- a) Regular or annual meetings of stockholders or members shall be held annually on **2nd Monday of April**.
- b) Written notice of regular meetings shall be sent to all stockholders of record or members at least twenty-one (21) days prior to the meeting, unless a different period is required in the by-laws, law, or regulation: Provided, further, That written notice of regular meetings may be sent to all stockholders of record or members through electronic mail or such other manner as the Commission shall allow under its guidelines.
- c) Special meetings of Stockholders or members shall be held at any time deemed necessary or as provided in the by-laws: Provided, however, That at least one (1) week written notice shall be sent to all Stockholders or members, unless a different period is provided in the by-laws, law or regulation.
- d) Written notice of special meetings shall be sent to all stockholders or



members at least one week prior to the meeting.

e) Stockholders or members' meetings, whether regular or special, shall be held in the city or municipality where the principal office of the corporation is located, Provided, That any city or municipality in Metro Manila, Metro Cebu, Metro Davao, and other Metropolitan areas shall, for purposes of this section, be considered a city or municipality.

### III. THE REQUIRED QUORUM IN MEETINGS OF STOCKHOLDERS OR MEMBERS

The required quorum in meetings of Stockholders or members shall consist of the stockholder/s representing a majority of the outstanding capital stock or a majority of the members in the case of non-stock corporations.

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

Stockholders or members may vote in person or by proxy in all meetings of Stockholders or members. Proxies shall be in writing, signed and filed, by the stockholder or member, in any form authorized in the by-laws and received by the corporate secretary within a reasonable time before the scheduled meeting. Unless otherwise provided in the proxy form, 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 OR TRUSTEES

a) A person shall be disqualified from being a director, trustee or officer of any corporation if, within five (5) years prior to the election or appointment as such, the person was:

(a) Convicted by final judgment:

(1) Of an offense punishable by imprisonment for a period exceeding six (6) years;

(2) For violating this Code; and

(3) For violating Republic Act No. 8799, otherwise known as "The Securities Regulation Code";

(b) Found administratively liable for any offense involving fraudulent acts; and

(c) By a foreign court or equivalent foreign regulatory authority for acts, violations or misconduct similar to those enumerated in paragraphs (a) and (b) above.

Directors shall be elected for a term of one (1) year from among the holders of



stocks registered in the corporation's books, while trustees shall be elected for a term not exceeding three (3) years from among the members of the corporation. Each director and trustee shall hold office until the successor is elected and qualified. A director who ceases to own at least one (1) share of stock or a trustee who ceases to be a member of the corporation shall cease to be such.

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 or trustees 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 or trustees shall not receive any compensation, as such directors or trustees, except for reasonable per diems. Any compensation may be granted to directors or trustees by the vote of the stockholders representing at least a majority of the outstanding capital stock or by majority of the members at a regular or special 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 OR TRUSTEES

Immediately after their election, the directors or trustees of a corporation must formally organize by the election of a **PRESIDENT**, who shall be a director or member, a **TREASURER** who must be a resident, a **SECRETARY** who shall be a citizen and resident 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 shall manage the corporation and perform such duties as may be provided in the bylaws and/or as resolved by the board of directors or trustees.

#### VII. FISCAL YEAR

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

#### VIII. SEAL

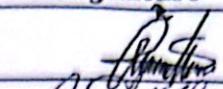
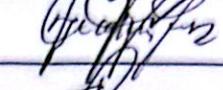
The corporate seal shall be determined by the Board of directors or trustees.

#### IX. MISCELLANEOUS PROVISIONS:

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



IN WITNESS WHEREOF, we, the undersigned incorporators present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 28<sup>th</sup> day of November, 2024 in the City/Municipality of Zamboanga, Province of Zamboanga del Sur, Republic of the Philippines.

Name	TIN/Passport	Signature
SHERHAN IRIN ISA	434-899-578-000	
FARHAIDA HAWARI DANIAL	602-703-704-000	
ISAAC YEE QINGNIAN	K2467863K	

