



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.: A200117708

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

**KNOW ALL PERSONS BY THESE PRESENTS:**

**This is to certify that the Amended Articles of Incorporation of the**

**XURPAS INC**

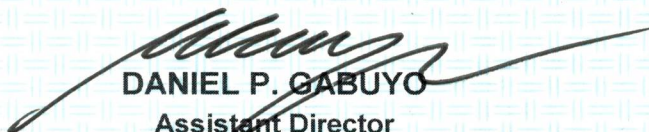
**(Primary Purpose and Change of Principal Office Address)**

copy annexed, adopted on June 27, 2024 by majority vote of the Board of Directors and on August 7, 2024 by the vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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 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 certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, this 4th day of July, Two Thousand Twenty-Five.



  
**DANIEL P. GABUYO**  
Assistant Director  
Company Registration and Monitoring Department



## AMENDED ARTICLES OF INCORPORATION

of

### XURPAS INC.

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 voluntary agreed to form a stock corporation under the laws of the Republic of the Philippines.

#### THAT WE HEREBY CERTIFY:

**FIRST:** That the name of this corporation shall be:

### XURPAS INC.

**SECOND:** A. That the primary purpose of this corporation is:

To develop, produce, sell, buy or otherwise deal in products, goods or services in connection with the transmission, receiving, or exchange of voice, data, video or any form of **digital** communication whatsoever; **to design, develop, test, build, market, distribute, maintain, support, customize and sell software technology products and services, except internet provider services;** to purchase or otherwise acquire, own, hold, develop and manage in pursuit of and related to its principal business, real and personal property of every kind and description and to possess and exercise in respect thereof, all rights, powers and privileges of ownership. *(As amended by the Board of Directors and Stockholders in their respective meetings held on June 27, 2024 and August 7, 2024)*

B. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

**THIRD:** That the place where the principal office of the corporation is to be established at **Unit 804, Antel 2000 Corporate Center, 121 Valero St., Salcedo Village, Makati City, Metro Manila 1227, Philippines.** *(As amended by the Board of Directors and Stockholders in their respective meetings held on June 27, 2024 and August 7, 2024)*

**FOURTH:** That the term for which the corporation is to exist is fifty (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:

Name	Nationality	Residence
Nico Jose S. Nollado	Filipino	LP Three Salcedo Condominium Salcedo Village, Makati City
Fernando Jude Fernando Garcia	Filipino	114 Opal St., Gloria 4, Tandang

Raymond Gerard Sison Racaza	Filipino	Sora, Quezon City 1032 Domingo Poblete St., BF Homes Executive Village, Las Pinas
Wilfredo Oposa Racaza	Filipino	1032 Domingo Poblete St., BF Homes Executive Village, Las Pinas
Mercedita S. Nollo	Filipino	LP Three Salcedo Condominium Salcedo Village, Makati City

**SIXTH:** That the number of directors of the corporation shall be eight (8) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: (As amended by the Board of Directors and Stockholders in their respective meetings held on March 27, 2017 and May 10, 2017, respectively)

Name	Nationality	Residence
Nico Jose S. Nollo	Filipino	LP Three Salcedo Condominium Salcedo Village, Makati City
Fernando Jude Fernando Garcia	Filipino	114 Opal St., Gloria 4, Tandang Sora Quezon City
Raymond Gerard Sison Racaza	Filipino	1032 Domingo Poblete St., BF Homes Executive Village, Las Pinas
Wilfredo Oposa Racaza	Filipino	1032 Domingo Poblete St., BF Homes Executive Village, Las Pinas
Mercedita S. Nollo	Filipino	LP Three Salcedo Condominium Salcedo Village, Makati City

**SEVENTH:** That the authorized capital stock of the corporation is Five Hundred Million (Php 500,000,000.00) in lawful money of the Philippines, divided into Five Billion shares (5,000,000,000) with the par value of Ten Centavos (Php 0.10) per share.

The stockholders shall have no pre-emptive right to subscribe to all issues or disposition of shares of any class.

The corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Boards of the Philippine Stock Exchange dated June 6, 2013.

**EIGHTH:** That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Nico Jose S. Nollo	Filipino	83,332	83,332.00	20,832.25
Fernando Jude Fernando Garcia	Filipino	83,334	83,334.00	20,832.75
Raymond Gerard Sison Racaza	Filipino	83,332	83,332.00	20,833.00
Wilfredo Oposa Racaza	Filipino	1	1.00	1.00
Mercedita S. Nollo	Filipino	1	1.00	1.00
<b>TOTAL</b>		<b>250,000</b>	<b>Php 250,000.00</b>	<b>Php 62,500.00</b>

**NINTH:** No transfer of stock or interest which would 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 stocks certificates issued by the corporation.

**TENTH:** That **RAYMOND GERARD SISON RACAZA** has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

**ELEVENTH:** That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

**IN WITNESS WHEREOF**, we have set our hands this 15<sup>th</sup> day of October, 2001 at Makati City.

**SGD**  
**NICO JOSE S. NOLLEDO**

**SGD**  
**FERNANDO JUDE FERNANDO GARCIA**

**SGD**  
**RAYMOND GERARD SISON RACAZA**

**SGD**  
**WILFREDO OPOSA RACAZA**

**SGD**  
**MERCEDITA S. NOLLEDO**

**WITNESSES:**

**SGD**

**SGD**

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## ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)  
Makati City )S.S.

**BEFORE ME**, a Notary Public in and for Makati City, Philippines, this 6<sup>th</sup> of November, 2001 personally appeared:

<i>Name</i>	<i>Competent Evidence of Identity</i>	<i>Date &amp; Place Issued</i>
Nico Jose S. Nollado	CTC-107994485	1/16/01 Makati City
Fernando Jude Fernando Garcia	CTC-03052741	10/12/01 Quezon City
Raymond Gerard Sison Racaza	CTC-09576484	4/10/01 Imus Cavite
Wilfredo Oposa Racaza	CTC-09576479	4/10/01 Imus Cavite
Mercedita S. Nollado	CTC-04147161	2/07/01 Makati City

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

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

Doc. No. 476;  
Page No. 97;  
Book No. XLVIII;  
Series of 2001.

**SGD**

FRANCISCO A. TIONGSON  
Notary Public – Until 31 Dec 2001  
PTR No. 7738973 – 08 Jan. 2001  
Issued at Makati City  
TIN 132-285-238