



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Bldg, V. Rama Avenue Guadalupe, Cebu City



COMPANY REG. NO.: 2023010082751-04

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

INNOVAR DIGITAL SOLUTIONS INC.

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 this corporation but **DOES NOT AUTHORIZE it:**

- A. 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 this Commission;
- B. To undertake business activities 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 nor engage in investment solicitation and investment taking **requiring a Secondary License** from this Commission.
- C. To act as a permit to undertake activities for which other government agencies require a license or permit.

This Certificate is granted subject to the conditions stated at the back of this document.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at SEC Bldg. V. Rama Avenue Guadalupe, Cebu City, Philippines, this day of 20 January Two Thousand Twenty Three.

SHEARA L. LUPANGO-TAMAYO
Director

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

For SEC use only
J582 (PSIC as reserved)
Stock Corporation
Regular

DOCUMENTARY STAMP TAX PAID

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

REGISTRATION

SEC Registration Number

2023010082751-04

CE050600

COMPANY NAME

INNOVAR DIGITAL SOLUTIONS INC.

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

BLOCK 8 LOT 3 DECA HOMES MACTAN 3 Basak, LAPU-LAPU CITY (OPON), CEBU, REGION VII (CENTRAL VISAYAS), 6015

COMPANY INFORMATION

Industry Code

J582

Industry Description

Software publishing

Company's Email

officinadataservices@gmail.com

Company's

Telephone Number/s

053 (500-9851)

Company's Mobile

Number

09171003921

CONTACT PERSON INFORMATION

Name of Contact

EDEN TERO LUMANZUC

Email Address

mxc.qualisaudit@gmail.com

Telephone Number/s

053 (500-9851)

Mobile Number/s

09171003921

To be accomplished by CRMD Personnel

Assigned

Date

Signature

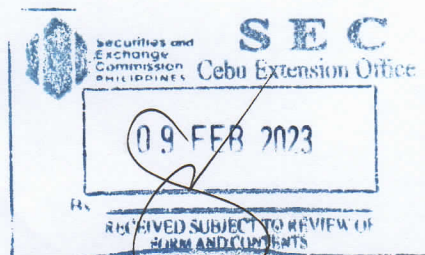
Document
I.D.

N20230120-137

Received by Corporate Filing and Records Division:

Forwarded to:

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





Articles of Incorporation
of
INNOVAR DIGITAL SOLUTIONS INC.

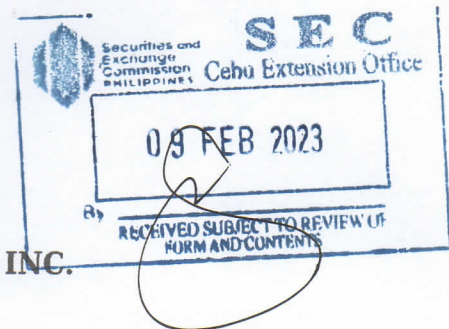
KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day 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

INNOVAR DIGITAL SOLUTIONS INC.



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

To engage in the business of information technology products and services, such as but not limited to the research, software development, production, management, and operation of software and hardware technology, and other information technology applications, and to do all activities directly or indirectly connected therewith or incident thereto.

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 8 LOT 3 DECA HOMES MACTAN 3 BASAK, LAPU-LAPU CITY (OPON), CEBU, REGION VII (CENTRAL VISAYAS), 6015;**

Fourth: That the corporation shall have perpetual existence;

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

Name

Nationality

Residence



REYNALDO JOSEPH
ZALDARRIAGA
HIDALGO

Philippine, Filipino

229 CONGRESSMAN ARTEMIO
MATE AVENUE Barangay 43-A
QUARRY DISTRICT, TACLOBAN
CITY (Capital), LEYTE, REGION
VIII (EASTERN VISAYAS), 6500

ROSALIE ESPINA
GENABE

Philippine, Filipino

BLOCK 8 LOT 3 DECA HOMES
MACTAN 3 Basak , LAPU-LAPU
CITY (OPON), CEBU, REGION VII
(CENTRAL VISAYAS), 6015

MAY FLOR ODITA
ZALDARIAGA

Philippine, Filipino

BLOCK 8 LOT 3 DECA HOMES
MACTAN 3 Basak , LAPU-LAPU
CITY (OPON), CEBU, REGION VII
(CENTRAL VISAYAS), 6015

DENEB SALERA
GENABE

Philippine, Filipino

BLOCK 8 LOT 3 DECA HOMES
MACTAN 3 Basak , LAPU-LAPU
CITY (OPON), CEBU, REGION VII
(CENTRAL VISAYAS), 6015

ROWENA FRANCIA
ESPINA CARCUEVA

Philippine, Filipino

BLOCK 14 LOT 17 DECA HOMES
MACTAN 5 Basak , LAPU-LAPU
CITY (OPON), CEBU, REGION VII
(CENTRAL VISAYAS), 6015

Sixth: That the number of directors of the corporation shall be five (5); and the names, nationalities and residences of the first directors of the corporation are as follows:

Name	Nationality	Residence
REYNALDO JOSEPH ZALDARRIAGA HIDALGO	Philippine, Filipino	229 CONGRESSMAN ARTEMIO MATE AVENUE Barangay 43-A QUARRY DISTRICT, TACLOBAN CITY (Capital), LEYTE, REGION VIII (EASTERN VISAYAS), 6500
ROSALIE ESPINA GENABE	Philippine, Filipino	BLOCK 8 LOT 3 DECA HOMES MACTAN 3 Basak , LAPU-LAPU CITY (OPON), CEBU, REGION VII (CENTRAL VISAYAS), 6015
MAY FLOR ODITA ZALDARIAGA	Philippine, Filipino	BLOCK 8 LOT 3 DECA HOMES MACTAN 3 Basak , LAPU-LAPU CITY (OPON), CEBU, REGION VII (CENTRAL VISAYAS), 6015
DENEB SALERA GENABE	Philippine, Filipino	BLOCK 8 LOT 3 DECA HOMES MACTAN 3 Basak , LAPU-LAPU CITY (OPON), CEBU, REGION VII (CENTRAL VISAYAS), 6015



ROWENA FRANCIA
ESPINA CARCUEVA

Philippine, Filipino

BLOCK 14 LOT 17 DECA HOMES
MACTAN 5 Basak , LAPU-LAPU
CITY (OPON), CEBU, REGION VII
(CENTRAL VISAYAS), 6015

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 Hundred Pesos (P100.00) per share.

Eighth: That the authorized capital stock above has been subscribed and paid as follows:

Name	Nationality	Share Type	No. of Shares Subscribed	Amount Subscribed
REYNALDO JOSEPH ZALDARRIAGA HIDALGO	Philippine, Filipino	Common - Voting - with Par	750	P75,000.00
ROSALIE ESPINA GENABE	Philippine, Filipino	Common - Voting - with Par	1,498	P149,800.00
MAY FLOR ODITA ZALDARIAGA	Philippine, Filipino	Common - Voting - with Par	250	P25,000.00
DENEB SALERA GENABE	Philippine, Filipino	Common - Voting - with Par	1	P100.00
ROWENA FRANCIA ESPINA CARCUEVA	Philippine, Filipino	Common - Voting - with Par	1	P100.00
TOTAL			2,500	P250,000.00

Name	Share Type	Mode of Payment	Amount Paid	Add'l Paid-in Capital
REYNALDO JOSEPH ZALDARRIAGA HIDALGO	Common - Voting - with Par	Cash	P18,750.00	P0.00
ROSALIE ESPINA GENABE	Common - Voting - with Par	Cash	P37,450.00	P0.00
MAY FLOR ODITA ZALDARIAGA	Common - Voting - with Par	Cash	P6,250.00	P0.00
DENEB SALERA GENABE	Common - Voting - with Par	Cash	P25.00	P0.00
ROWENA FRANCIA ESPINA CARCUEVA	Common - Voting - with Par	Cash	P25.00	P0.00

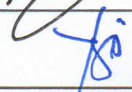
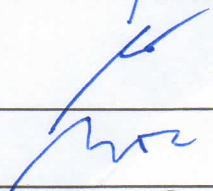
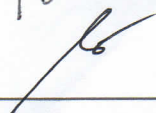


Ninth: That MAY FLOR ODITA ZALDARIAGA has been elected by the subscribers as Treasurer of the Corporation to act as such until after the successor is duly elected and qualified in accordance with the bylaws, that as Treasurer, authority has been given to receive in the name and for the benefit of the corporation, all subscriptions, contributions or donations paid or given by the subscribers or members, who certifies the information set forth in the seventh and eighth clauses above, and that the paid-up portion of the subscription in cash and/or property for the benefit and credit of the corporation has been duly received.

Tenth: 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.

Eleventh: That the incorporators undertake to change the name of the corporation, as herein provided or as amended thereafter, immediately upon receipt of notice from the Commission that another corporation, partnership or person has acquired a prior right to the use of such name, that the name has been declared not distinguishable from a name already registered or reserved for the use of another corporation, or that it is contrary to law, public morals, customs or public policy.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this 20th day of January, 2023 in the City/Municipality of LAPU-LAPU CITY (OPON), Province of CEBU, Republic of the Philippines.

Name	TIN	Signature
REYNALDO JOSEPH ZALDARRIAGA HIDALGO	937-162-275-000	
ROSALIE ESPINA GENABE	222-118-087-000	
MAY FLOR ODITA ZALDARIAGA	435-987-125-000	
DENEB SALERA GENABE	250-322-640-000	
MAY FLOR ODITA ZALDARIAGA Treasurer	435-987-125-000	



CERTIFICATE OF AUTHENTICATION

ANNEX "A"

We, **REYNALDO JOSEPH ZALDARRIAGA HIDALGO, Filipino, ROSALIE ESPINA GENABE, Filipino, MAY FLOR ODITA ZALDARRIAGA, Filipino, DENE SALERA GENABE, Filipino, ROWENA FRANCIA ESPINA CARCUEVA, Filipino,** of legal age, and with office address at **BLOCK 8 LOT 3 DECA HOMES MACTAN 3 BASAK , LAPU-LAPU CITY (OPON), CEBU, REGION VII (CENTRAL VISAYAS), 6015,** hereby certify that:

1. We are the incorporator/s and the duly appointed representative/s of **INNOVAR DIGITAL SOLUTIONS INC.**, 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 **INNOVAR DIGITAL SOLUTIONS INC.**, 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. The documents submitted will be subjected to a post-registration evaluation to determine compliance with the applicable laws, rules, and regulations;
6. 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, **INNOVAR DIGITAL SOLUTIONS INC.** will file the necessary remedial measure within ninety (90) days from receipt of notice of the defect;
7. Notice/s of proceedings relating to the registration of this company may be sent to the incorporators electronically through the following e-mail address : **officinadataservices@gmail.com**;
8. 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

9. All of the incorporator/s whose name/s appear/s below executed the attached Articles of Incorporation, and other incorporation documents of **INNOVAR DIGITAL SOLUTIONS INC.** and that the same are our free and voluntary act and deed.


REYNALDO JOSEPH ZALDARRIAGA HIDALGO

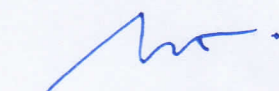
(Name and signature)
TIN: 937-162-275-000
Date: January 20, 2023


ROSALIE ESPINA GENABE

(Name and signature)
TIN: 222-118-087-000
Date: January 20, 2023


MAY FLOR ODITA ZALDARIAGA

(Name and signature)
TIN: 435-987-125-000
Date: January 20, 2023


DENEB SALERA GENABE

(Name and signature)
TIN: 250-322-640-000
Date: January 20, 2023


ROWENA FRANCIA ESPINA CARCUEVA

(Name and signature)
TIN: 310-967-866-000
Date: January 20, 2023





BY-LAWS
OF
INNOVAR DIGITAL SOLUTIONS INC.

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

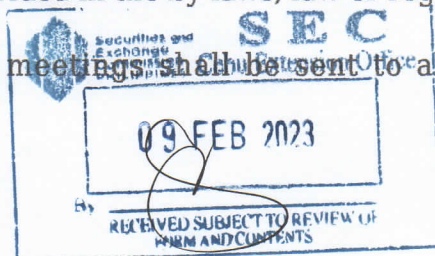
- a) Regular meetings of the board of directors or trustees or trustees of the corporation shall be held monthly unless the by-laws provide otherwise.
- b) Special meetings of the board of directors or trustees may be held at any time upon the call of the president or as provided in the by-laws.
- c) 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 **1st Saturday of June**.
- 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



System generated by the
SEC-ESPARC



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

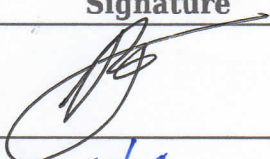
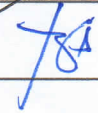
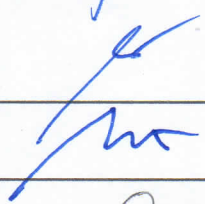
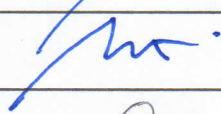
The corporate seal shall be determined by the Board of directors or trustees.

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 20th day of January, 2023 in the City/Municipality of LAPU-LAPU CITY (OPON), Province of CEBU, Republic of the Philippines.

Name	TIN	Signature
REYNALDO JOSEPH ZALDARRIAGA HIDALGO	937-162-275-000	
ROSALIE ESPINA GENABE	222-118-087-000	
MAY FLOR ODITA ZALDARIAGA	435-987-125-000	
DENEB SALERA GENABE	250-322-640-000	
ROWENA FRANCIA ESPINA CARCUEVA	310-967-866-000	





REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Bldg. V, Rama Avenue Guadalupe, Cebu City

Gentlemen:

Please be informed that upon the approval of the application in the Electronic Simplified Processing of Application for Registration of Company (ESPARC) this Commission does not automatically generate the **BIR Corporate Tax Identification Number (Corporate TIN)** and the **PAG-IBIG, PHILHEALTH** and **SSS Employer Registration Number (ERN)**.

However, you may login to the **Philippine Business Hub (PBH)** link shown on the notification sent to the email you provided in the ESPARC.



SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

eOR Number	20230120-PM-0002577-23
Transaction Number	20230120121212800110170323138663503
Payment Date	January 20, 2023 06:46 PM
Payment Scheme	gcash
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20230120-6615204
PAF Date	2023-01-20 17:13:28
Payor Name	INNOVAR DIGITAL SOLUTIONS INC.
Payor Address	LAPU-LAPU CITY (OPON), CEBU, REGION VII (CENTRAL VISAYAS), 6015

#	Nature of Collection	Account Code	Amount
1	By Laws (without DST)	4020102000(606)	1,000.00
2	Registration of Corporation	4020102000(606)	2,000.00
3	Registration of Stock and Transfer Book	4020102000(606)	150.00
4	Name Verification	4020199099(678)	100.00
5	Legal Research Fee (A0823)	2020105000(131)	30.00
6	Documentary Stamp Tax	4010401000(4010401)	30.00
7	Miscellaneous Income - Handling Fee	4020199099(678)	20.00
TOTAL			3,330.00

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.