



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC Complex,
Pasay City, Metro Manila



COMPANY REG. NO.: 2021030008217-02

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

IRONSIDE BUILDERS AND DEVELOPMENT 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 Ground Floor, Secretariat Building, PICC Complex, Pasay City, Metro Manila, Philippines, this day of 05 March Two Thousand Twenty One.

GERARDO E. DEL ROSARIO
Director

Company Registration and Monitoring Department

For SEC use only
F429 (PSIC as reserved)
Stock Corporation
Less Than 5 Incorporators

DOCUMENTARY STAMP TAX PAID

TIN: 776-176-346-000

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

REGISTRATION

COMPANY NAME

IRONSIDE BUILDERS AND DEVELOPMENT CORPORATION

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

BLK 1 LOT 8 DIVIDEND HOMES SUBD. DURIAN ST. San Juan, TAYTAY, RIZAL, REGION IV-A
(CALABARZON), 1920

COMPANY INFORMATION

Industry Code

Industry Description

F429

Construction of other civil engineering projects

Company's Email

Company's
Telephone
Number/s

Company's Mobile
Number

roi.villanueva27@gmail.com

N/A N/A

09064082712

CONTACT PERSON INFORMATION

Name of Contact

Email Address

Telephone
Number/s

Mobile Number/s

ROI VINCENT C.
VILLANUEVA

roi.villanueva27@gmail.com

N/A

09064082712

To be accomplished by CRMD Personnel

Assigned

Date

Signature

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



Certification

I, **ROI VINCENT C. VILLANUEVA**, Filipino, of legal age, and with office address at _____,
after having been sworn in accordance with law, hereby certify that:

1. I am the duly appointed representative of **IRONSIDE BUILDERS AND DEVELOPMENT CORPORATION** and its incorporators which is currently in the process of securing their business registrations;

2. I have read and understood the Interim Registration System (IRS)'s Terms of Use and Privacy Policy;

3. Upon verification with the incorporators, the true and correct information for the pursuance of the application of **IRONSIDE BUILDERS AND DEVELOPMENT CORPORATION** for registration has been ascertained, and thereafter personally encoded by me through the Interim Registration System;

4. That fully-accomplished physical copies of the documents submitted in support of the application for registration have been reviewed by me and I confirm that the information indicated therein accurately reflect and match the data already provided through the IRS;

5. The documents submitted will be subjected to a post-registration evaluation to determine compliance with the applicable laws, rules and regulations;

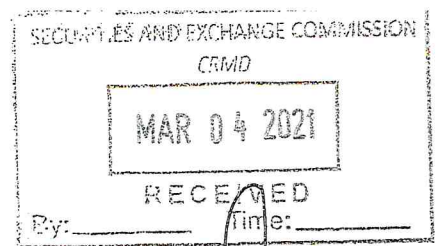
6. Any defect in the Articles of Incorporation and/or By-laws shall constitute a valid ground to revoke the registration and cancel the certificate this issued. Provided, however, that if the defect may be cured by a Petition for Correction, or an application for amendment, of the Articles of Incorporation and/or By-laws, **IRONSIDE BUILDERS AND DEVELOPMENT CORPORATION** will file the necessary remedial measure within ninety (90) calendar days from notice of the defect.

ROI VINCENT C. VILLANUEVA
Representative/Incorporator
TIN: 459-828-309-000

NOTARY PUBLIC

Doc. No. 181;
Page No. 37;
Book No. 99;
Series Of 22.

ATTY. ~~JOSE~~ J. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
AMAAdm. No. Com. No. NP-1241-12-18 until 12-31-2020
Commission Expiration Date: June 30, 2021
as per SEC. 14733 of RA 9298 dated 1/31/2020
JPP O.R. No. 130104 MD 2061 & JPP O.R. No. 130176 MD 2002
TIN O.R. No. 0636112 D 14/21 / P.O. No. 25012 / TIN 129-871 000
JPP O.R. No. 130104 MD 2061 valid from 12/16/19 valid until 04/14/22 Quezon City
JPP O.R. No. 130176 MD 2002 valid from 12/16/19 valid until 04/14/22 Quezon City



Articles of Incorporation
of
IRNSIDE BUILDERS AND DEVELOPMENT 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

IRNSIDE BUILDERS AND DEVELOPMENT CORPORATION

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

To engage in general construction including the constructing, enlarging, repairing, removing, developing, or otherwise engaging in any work upon buildings, residential houses, roads, highways, manufacturing plants, bridges, airfields, piers, docks, mines, shafts, waterworks, railroads, railway structures, all iron, steel, wood, masonry, and earth construction, and to make, execute, bid for and take or receive any contracts or assignment of contracts therefore, or in relation thereto, or connected therewith and to engage in other related activities and services.;

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 BLK 1 LOT 8 DIVIDEND HOMES SUBD. DURIAN ST. San Juan, TAYTAY, RIZAL, REGION IV-A (CALABARZON), 1920;

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:

Name	Nationality	Residence
BRIGIDA C. VILLANUEVA	Philippine, Filipino	BLK 1 LOT 8 DIVIDEND HOMES SUBD. DURIAN ST. San Juan, TAYTAY, RIZAL, REGION IV-A (CALABARZON), 1920
ROI VINCENT C. VILLANUEVA	Philippine, Filipino	BLK 1 LOT 8 DIVIDEND HOMES SUBD. DURIAN ST. San Juan, TAYTAY, RIZAL, REGION IV-A (CALABARZON), 1920
KEITH JASPER C. VILLANUEVA	Philippine, Filipino	BLK 1 LOT 8 DIVIDEND HOMES SUBD. DURIAN ST. San Juan, TAYTAY, RIZAL, REGION IV-A (CALABARZON), 1920
TYRONE JOSHUA C. VILLANUEVA	Philippine, Filipino	BLK 1 LOT 8 DIVIDEND HOMES SUBD. DURIAN ST. San Juan, TAYTAY, RIZAL, REGION IV-A (CALABARZON), 1920

Sixth: That the number of directors of the corporation shall be four (4); and the names, nationalities and residences of the first directors of the corporation are as follows:

Name	Nationality	Residence
BRIGIDA C. VILLANUEVA	Philippine, Filipino	BLK 1 LOT 8 DIVIDEND HOMES SUBD. DURIAN ST. San Juan, TAYTAY, RIZAL, REGION IV-A (CALABARZON), 1920
ROI VINCENT C. VILLANUEVA	Philippine, Filipino	BLK 1 LOT 8 DIVIDEND HOMES SUBD. DURIAN ST. San Juan, TAYTAY, RIZAL, REGION IV-A (CALABARZON), 1920
KEITH JASPER C. VILLANUEVA	Philippine, Filipino	BLK 1 LOT 8 DIVIDEND HOMES SUBD. DURIAN ST. San Juan, TAYTAY, RIZAL, REGION IV-A (CALABARZON), 1920
TYRONE JOSHUA C. VILLANUEVA	Philippine, Filipino	BLK 1 LOT 8 DIVIDEND HOMES SUBD. DURIAN ST. San Juan, TAYTAY, RIZAL, REGION IV-A (CALABARZON), 1920

Seventh: That the authorized capital stock of the Corporation is Thirty Million Pesos (P30,000,000.00), divided into 300,000 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
BRIGIDA C. VILLANUEVA	Philippine, Filipino	Common	37,500	P3,750,000.00
ROI VINCENT C. VILLANUEVA	Philippine, Filipino	Common	37,500	P3,750,000.00
KEITH JASPER C. VILLANUEVA	Philippine, Filipino	Common	37,500	P3,750,000.00
TYRONE JOSHUA C. VILLANUEVA	Philippine, Filipino	Common	37,500	P3,750,000.00
TOTAL			150,000	P15,000,000.00

Name	Share Type	Mode of Payment	Amount Paid	Add'l Paid-in Capital
BRIGIDA C. VILLANUEVA	Common	Cash	P3,000,000.00	P0.00
ROI VINCENT C. VILLANUEVA	Common	Cash	P3,000,000.00	P0.00
KEITH JASPER C. VILLANUEVA	Common	Cash	P3,000,000.00	P0.00
TYRONE JOSHUA C. VILLANUEVA	Common	Cash	P3,000,000.00	P0.00
TOTAL			P12,000,000.00	P0.00

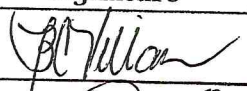
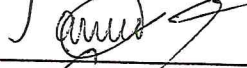
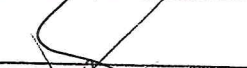

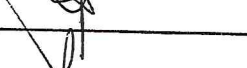
Ninth: That TYRONE JOSHUA C. VILLANUEVA has been elected by the subscribers as Treasurer of the Corporation to act as such until after the successor is duly elected and qualified in accordance with the bylaws, that as Treasurer, authority has been given to receive in the name and for the benefit of the 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 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, good customs or public policy.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this 03 day of MAR 2021, 2021 in the City/Municipality of MANILA, Province of MANILA, Republic of the Philippines.

Name	TIN/Passport	Signature
BRIGIDA C. VILLANUEVA	136-917-677-000	
ROI VINCENT C. VILLANUEVA	459-828-309-000	
KEITH JASPER C. VILLANUEVA	724-024-729-000	
TYRONE JOSHUA C. VILLANUEVA	741-388-373-000	
TYRONE JOSHUA C. VILLANUEVA Treasurer	741-388-373-000	

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:

MAR 03 2021

Name	TIN/Passport No.	Date and Place Issued
BRIGIDA C. VILLANUEVA	136-917-677-000	
ROI VINCENT C. VILLANUEVA	459-828-309-000	
KEITH JASPER C. VILLANUEVA	724-024-729-000	
TYRONE JOSHUA C. VILLANUEVA	741-388-373-000	
TYRONE JOSHUA C. VILLANUEVA <i>Treasurer</i>	741-388-373-000	

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

Doc. No. 162;
Page. No. 37;
Book. No. 49;
Series Of 2021.

ATTY. RICARDO S. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
AM Adm. Not. Com. No. NP-134 1-12-18 and 12-31-2020
Commission Extended until Dec 31, 2021
as per SC ENB-113 1-12-18 and 12-31-2020
IBP O.R. No. 132134 MD 2021 & ICP O.R. No. 133376 MD 2021
PTR O.R. No. 0805112 D 14/21 / R.O. No. SC/32 / TPA/ 179 C 1-21
MCLE No. VI-0003602 valid from 12/15/18 and until 6/30/22 Quezon City
Address: 31-F Harvard St. Cubao, Q.C.

NOTARY PUBLIC



BY-LAWS
OF
IRONSIDE BUILDERS AND DEVELOPMENT 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 **APRIL 30**.
- 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.


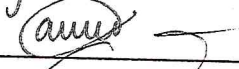

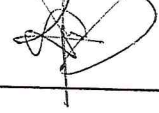
VIII. SEAL

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

IX. MISCELLANEOUS PROVISIONS:

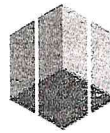
Matters not covered by the provisions of these by-laws shall be governed by the provisions of the Revised Corporation Code of the Philippines.

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 MAR 9 day of _____ at _____.

Name	TIN/Passport	Signature
BRIGIDA C. VILLANUEVA	136-917-677-000	
ROI VINCENT C. VILLANUEVA	459-828-309-000	
KEITH JASPER C. VILLANUEVA	724-024-729-000	
TYRONE JOSHUA C. VILLANUEVA	741-388-373-000	



OFFICIAL RECEIPT
Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307



Accountable Form No. 51 Revised 2006	ORIGINAL
DATE March 04, 2021	No. 1971652

PAYOR IRONSIDE BUILDERS AND DEVELOPMENT CORPORATION
TAYTAY RIZAL

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
Registration of Corporation	40201021000000		60,000.00
Registration of Stock and	40201021000000		150.00
Transfer of Stock	40201021000000		
By Law	40201021000000		1,000.00
Name Verification Fee	40201021000000		100.00
Documentary Stamp Tax	40201021000000		30.00
Legal Reserve Fee (40223)	40201021000000		610.00

TOTAL PHP 61,890.00

AMOUNT IN WORDS

SIXTY ONE THOUSAND EIGHT HUNDRED NINETY FEEDS AND 00/100

Received <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above
	Rudina S. Atienza COLLECTING OFFICER
Treasury Warrant, Check, Money Order Number	
Date of Treasury Warrant, Check, Money Order	O.R. No. 1971652

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.