



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. CS201801960

**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

ZHARBIZ INTERNATIONAL, INC.

(Amending Article II Primary Purpose and by introducing
Secondary Purpose thereof)

copy annexed, adopted on February 14, 2019 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds 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 Pasay City, Metro Manila, Philippines, this 29th day of July, Twenty Nineteen.


DANIEL P. GABUYO
Assistant Director

SO Order 1188 Series of 2018

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AMENDMENT OF PURPOSE

C S Q 0 1 8 0 1 9 6 0

Company Name

Z H A R B I Z I N T E R N A T I O N A L I N C

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

1 5 K C Y B E R D A V E M A L L E A S T W O O D

C I T Y B A G U M B A Y A N B U E Z O N C I T Y

ZIP CODE

1 1 1 0

COMPANY INFORMATION

Company's Email Address

zharbizinternational@gmail.com

Company's Telephone Number/s

633 8536

Mobile Number

09171808119

CONTACT PERSON INFORMATION

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

Name of Contact Person

Mary Grace Cabaluna

Email Address

grace-zharbizinternational@gmail.com

Telephone Number/s

633 8536

Mobile Number

09662360167

Contact Person's Address

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor : _____

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

☐
☐
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☐

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

AMENDED
Articles of Incorporation
Of
ZHARBIZ INTERNATIONAL, 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

ZHARBIZ INTERNATIONAL, INC.

“SECOND: That the purpose/s for which such corporation is incorporated:

PRIMARY PURPOSE

(As Amended on February 14, 2019)

To engage in, conduct, and carry on the business of general consultancy & management and supply services relating to proven Technology applicable to Information, except management of funds, securities, properties of similar assets of managed entity.

SECONDARY PURPOSE

To supply technology equipment and contractor for implementation of proven related Technology for education, health, environment, agriculture and construction.

To engage in buying, selling, distributing, marketing at wholesale or retail, in so far as may be permitted by law, all kinds of goods, merchandise, commodities or equipment, or materials of every kind and

description pertinent to any activities relative to pursuing the purpose of the company.

To enter into all kinds of contracts for the export, import, purchase, acquisition, sale at wholesale or retail and other dispositions for its own account as principal or representative capacity as manufacturing representatives, merchandise broker, indenter, commission merchant, factors or agents upon consignment of all kinds of goods, materials, wares, merchandise or product whether natural or artificial.

To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities as may be deemed expedient, for any business or property acquired by the corporation;

To enter into any lawful arrangement for sharing profits, union of interest, utilization, reciprocal concession, or cooperation, with any corporation, association, cooperative, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

To establish and operate one or more branch offices of agencies and to carry on any of all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

To conduct and transact any and all lawful activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

To exercise all the express powers of a corporation as provided for under the Corporation Code of the Philippines.

To perform any acts necessary or incidental to the purpose of the corporation, as allowed within the parameters of the express powers of a corporation as provided for by the Corporation Code of the Philippines. (As amended on February 14, 2019)

Provided that the corporation shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts for the public.

THIRD: That the principal office of the corporation is located in

7Q CYBER ONE MALL, EASTWOOD CITY, Bagumbayan, QUEZON CITY, SECOND DISTRICT, NCR, PHILIPPINES, 1110

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>
AZHAR A. KHAN	Pakistani	UNIT 10A EASTWOOD EXCELSIOR TOWER 1, EASTWOOD, LIBIS Bagumbayan QUEZON CITY, SECOND DISTRICT, NCR, Philippines, 1110
JOSE J. CRUEL	Filipino	235 MATAHIMIK ST. TAWIRAN EXT., Santolan CITY OF PASIG, SECOND DISTRICT, NCR, Philippines, 1610
KENN RYAN OTARRA	Filipino	50 CIUDAD GRANDE 2, MONACO ST., Santa Lucia CITY OF PASIG, SECOND DISTRICT, NCR, Philippines, 1608
RAMONA T. PADILLA	Filipino	10 SAN ANTONIO VALLEY 3, CRISTO REY ST., San Antonio CITY OF PARANAQUE, FOURTH DISTRICT, NCR, Philippines, 1715

<u>NAME</u>	<u>NATIONALITY</u>	<u>SHARE TYPE</u>	<u>NO. OF SHARES</u>	<u>SUBSCRIBED AMOUNT</u>
AZHAR A. KHAN	Pakistani	Common	10,000	P1,000,000.000.00
JOSE J. CRUEL	Filipino	Common	250	P25,000.00
KENN RYAN OTARRA	Filipino	Common	250	P25,000.00
RAMONA T. PADILLA	Filipino	Common	250	P25,000.00
JODIELYN G. MILITAR	Filipino	Common	250	P25,000.00
HIPBIZ HOLDINGS INC	Filipino	Common	14,000	P1,400,000.00
			25,000	P2,500,000.00

NINTH: That the above-named subscribers have paid at least twenty-five (25%) percent of the total subscription as follows;

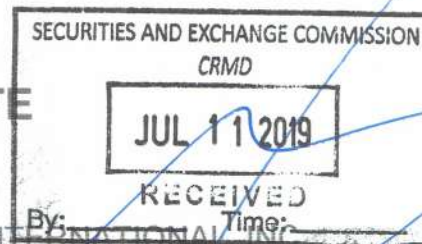
<u>NAME</u>	<u>NATIONALITY</u>	<u>PAID UP CAPITAL</u>	<u>ADDITIONAL PAID-IN CAPITAL</u>	<u>TOTAL AMOUNT PAID</u>	<u>MODE OF PAYMENTS</u>
AZHAR A. KHAN	Pakistani	P600,000.00	P0.00	P600,000.00	Cash
JOSE J. CRUEL	Filipino	P15,000.00	P0.00	P15,000.00	Cash
KENN RYAN OTARRA	Filipino	P15,000.00	P0.00	P15,000.00	Cash
RAMONA T. PADILLA	Filipino	P15,000.00	P0.00	P15,000.00	Cash
JODIELYN MILITAR	Filipino	P15,000.00	P0.00	P15,000.00	Cash
HIPBIZ HOLDINGS INC.	Filipino	P840,000.00	P0.00	P840,000.00	Cash
		P1,500,000.00	P0.00	P1,500,000.00	

- TENTH: That JODIELYN G. MILITAR 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 donation 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.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this
February 7, 2018 in the City/Municipality of _____, Province of
_____, Republic of _____ the Philippines.

Name	TIN/Passport No.	Signature
AZHAR A. KHAN	247 831 293 000	SIGNED
JOSE J. CRUEL	419 307 499 000	SIGNED
KENN RYAN OTARRA	413 010 624 000	SIGNED
RAMONA T. PADILLA	305 261 879 000	SIGNED
JODIELYN G. MILITAR	280 998 740 000	SIGNED

DIRECTOR'S CERTIFICATE



We, the undersigned Directors of ZHARBIZ INTERNATIONAL, INC. (hereinafter referred to as - ZHARBIZ), after having been duly sworn to in accordance with law, hereby certify:

1. That we are the Directors of ZHARBIZ, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office and place of business at 15K CyberOne Bldg, Eastwood City Libis, Brgy. Bagumbayan, Quezon City, Philippines;

2. That a Special Director's Meeting was held on February 14, 2018, at 15K CyberOne Bldg, Eastwood City Libis, Brgy. Bagumbayan, Quezon City;

3. That, in the aforementioned Special Director's Meeting, it was unanimously agreed by all the Directors that an amendment to the Articles of Incorporation should be effected to fully reflect the intent and direction of the company. The move to pursue the Amendments, as detailed below, was unanimously approved by the Directors. The same was thereafter ratified by ALL stockholders who are the same Directors signed below.

4. The Amended portion/provisions of the Articles of Incorporation shall reflect as follow:

"SECOND: That the purpose/s for which such corporation is incorporated:

PRIMARY PURPOSE

To engage in, conduct, and carry on the business of general consultancy & management and supply services relating to proven Technology applicable to Information, except management of funds, securities, properties of similar assets of managed entity.

SECONDARY PURPOSE

To supply technology equipment and contractor for implementation of proven related Technology for education, health, environment, agriculture and construction.

To engage in buying, selling, distributing, marketing at wholesale or retail, in so far as may be permitted by law, all kinds of goods,

merchandise, commodities or equipment, or materials of every kind and description pertinent to any activities relative to pursuing the purpose of the company.

To enter into all kinds of contracts for the export, import, purchase, acquisition, sale at wholesale or retail and other dispositions for its own account as principal or representative capacity as manufacturing representatives, merchandise broker, indenter, commission merchant, factors or agents upon consignment of all kinds of goods, materials, wares, merchandise or product whether natural or artificial.

To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities as may be deemed expedient, for any business or property acquired by the corporation;

To enter into any lawful arrangement for sharing profits, union of interest, utilization, reciprocal concession, or cooperation, with any corporation, association, cooperative, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

To establish and operate one or more branch offices of agencies and to carry on any of all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

To conduct and transact any and all lawful activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

To exercise all the express powers of a corporation as provided for under the Corporation Code of the Philippines.

To perform any acts necessary or incidental to the purpose of the corporation, as allowed within the parameters of the express powers of a corporation as provided for by the Corporation Code of the Philippines.

Xxx

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xxx “

5. This Certification is issued for the purpose of effecting the amendments to the Article of Incorporation of ZHARBIZ INTERNATIONAL INC., and for whatever legal purposes this document may serve.

REPUBLIC OF THE PHILIPPINES }
} S.S.

BEFORE ME, a Notary Public, for and in CITY OF MANILA,
Philippines, this _____ day of 1 JUL 2019, 20 _____, personally
appeared the following persons:

Name of subscriber	TIN/ID/Passport No.	Date & Place of Issue
AZHAR A. KHAN	TIN NO. 247 831 293 000	
JOSE J. CRUEL	PASSPORT NO. EC1940734 Valid Until 19 AUG 19	
KENN RYAN OTARRA	PASSPORT NO. EC5811858 Valid Until 26 OCT 20	
RAMONA T. PADILLA	LICENSE NO. N25-16-029296 Valid Until 22 MAR 21	
JODIELYN G. MILITAR	UMID NO. 0111-5721852-4	

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation constituting of four (4) 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.

NOTARY PUBLIC

ATTY. RUBEE RUTH C. CAGASCA-EVANGELISTA

Notary Public - City of Manila

Commission No. 2018-001 Valid Until 31 Dec 2020

Roll of Attorney No. 63379

IBP Lifetime No. 018821/17 Jan 2018, IBP Manila

Tin # 205-200-146-000/PTR No. 8068936/03 Jan 2019

MCLE Compliance No.: VI-0018305 Valid 1 Aug 2018

1560-B Diamante St. San Andres Bukid, Manila

Cell No. 09158787188

Doc. No. 10

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Book No. VIII

Series of 2019