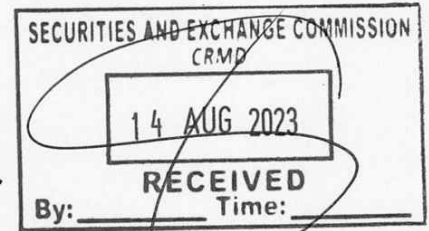




Articles of Incorporation
of
MANUCHAR AGRO PHILIPPINES, INC.



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

MANUCHAR AGRO PHILIPPINES, INC.

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

Primary:

To engage in, conduct and carry on the business of importation, wholesale, trading, warehousing, transportation, and distribution of fertilizers and other agricultural products to and from the local Philippine industry, and to act as an indenter.

Secondary:

To provide clients with goods and products; to engage in, conduct and carry the business of trading, wholesale, transport, trucking, hauling, handling, warehousing, repacking, general logistics services, manufacturing, blending, and compounding of organic and synthetic fertilizers.

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 **UNIT 1110, 11TH FLOOR, CAPITAL HOUSE 9TH AVENUE COR. 34TH STREET FORT BONIFACIO , TAGUIG CITY, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1630;**

Fourth: That the corporation shall have perpetual existence;



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

Name	Nationality	Residence
MANUCHAR PHILIPPINES INC.	Belgian	UNIT 1110, 11TH FLOOR, CAPITAL HOUSE 9TH AVENUE COR. 34TH STREET Fort Bonifacio , TAGUIG CITY, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1630
Represented by: ROMMEL B. RIVERA	Philippine, Filipino	UNIT 1110, 11TH FLOOR, CAPITAL HOUSE 9TH AVENUE COR. 34TH STREET Fort Bonifacio , TAGUIG CITY, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1630
ANTHONY GSB MAAS	Belgian	FLAT 29C, SEASHORE LANE, DISCOVERY BAY, LANTAU ISLAND, HONG KONG Hong Kong
ROMMEL B. RIVERA	Philippine, Filipino	UNIT 1110, 11TH FLOOR, CAPITAL HOUSE 9TH AVENUE COR. 34TH STREET Fort Bonifacio , TAGUIG CITY, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1630
ALLAN JOCSON	Philippine, Filipino	19921 WALNUT STREET EXECUTIVE HEIGHTS, Sun Valley , CITY OF PARAÑAQUE, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1700
CARMELA T. ESQUIVEL	Philippine, Filipino	UNIT 1110, 11TH FLOOR, CAPITAL HOUSE 9TH AVENUE COR. 34TH STREET Fort Bonifacio , TAGUIG CITY, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1630
CLARO C. ARRIOLA, JR.	Philippine, Filipino	NO. 3 PALOMINO STREET, RANCHO ESTATE 1, Concepcion Dos , CITY OF MARIKINA, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1811

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:



ANTHONY GSB MAAS	Belgian	Common - Voting - with Par	1	P55,961.00
ROMMEL B. RIVERA	Philippine, Filipino	Common - Voting - with Par	1	P55,961.00
ALLAN JOCSO	Philippine, Filipino	Common - Voting - with Par	1	P55,961.00
CARMELA T. ESQUIVEL	Philippine, Filipino	Common - Voting - with Par	1	P55,961.00
CLARO C. ARRIOLA, JR.	Philippine, Filipino	Common - Voting - with Par	50	P2,798,050.00
TOTAL			200	P11,192,200.00

Name	Share Type	Mode of Payment	Amount Paid	Add'l Paid-in Capital
MANUCHAR PHILIPPINES INC. Represented by: ROMMEL B. RIVERA	Common - Voting - with Par	Cash	P8,170,306.00	P0.00
ANTHONY GSB MAAS	Common - Voting - with Par	Cash	P55,961.00	P0.00
ROMMEL B. RIVERA	Common - Voting - with Par	Cash	P55,961.00	P0.00
ALLAN JOCSO	Common - Voting - with Par	Cash	P55,961.00	P0.00
CARMELA T. ESQUIVEL	Common - Voting - with Par	Cash	P55,961.00	P0.00
CLARO C. ARRIOLA, JR.	Common - Voting - with Par	Cash	P2,798,050.00	P0.00
TOTAL			P11,192,200.00	P0.00

Ninth: That CARMELA T. ESQUIVEL 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.

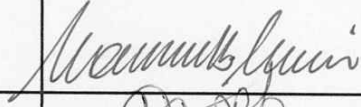
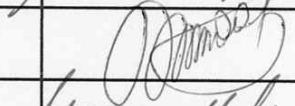
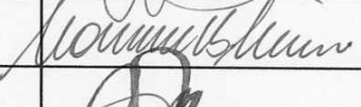

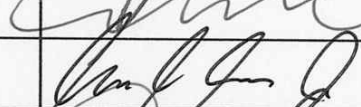
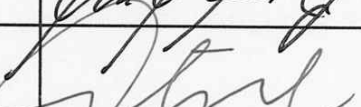
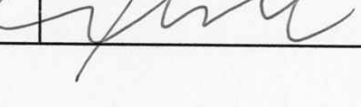
Tenth: That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided



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 1st day of August, 2023 in the City/Municipality of Taguig City, Province of _____, Republic of the Philippines.

Name	TIN/Passport	Signature
MANUCHAR PHILIPPINES INC. Represented by: ROMMEL B. RIVERA	006-974-110-000 173-908-003-000	
ANTHONY GSB MAAS	448-127-440-000/ ES985434	
ROMMEL B. RIVERA	173-908-003-000	
ALLAN JOCSON	205-687-949-000	
CARMELA T. ESQUIVEL	174-123-364-000	
CLARO C. ARRIOLA, JR.	151-606-206-000	
CARMELA T. ESQUIVEL Treasurer	174-123-364-000	



ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)

TAGUIG CITY S.S)

BEFORE ME, a Notary Public, for and in **TAGUIG CITY**, Philippines, this
day of **AUG 01, 2023**, personally appeared the following persons:

Name	TIN/Passport No.	Date and Place Issued
MANUCHAR PHILIPPINES INC. Represented by: ROMMEL B. RIVERA	006-974-110-000 173-908-003-000	
ANTHONY GSB MAAS	448-127-440-000/ ES985434	
ROMMEL B. RIVERA	173-908-003-000	
ALLAN JOCSON	205-687-949-000	
CARMELA T. ESQUIVEL	174-123-364-000	
CLARO C. ARRIOLA, JR.	151-606-206-000	
CARMELA T. ESQUIVEL Treasurer	174-123-364-000	

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation constituting of 6 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. 212 ;
Page. No. 44 ;
Book. No. I ;
Series Of 2023 .



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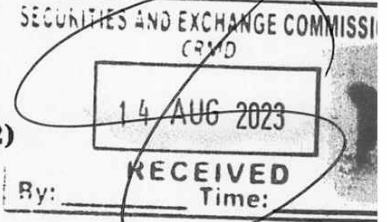
NOTARY PUBLIC

ATTY. SIFERD P. ANGELES
Notary Public for the City of Taguig
Appointment no. 77 until December 31, 2023
Unit A 25th Flr., Capital House, 9th ave., cor. 34th St.
Bonifacio Global City, Taguig City 1635
Roll of Attorneys No. 74109
IBP No. 259305/01-03-2023/Laguna
PTR No. A-56982110-002-2023/Taguig City
MCLE Compliance No. VII-0003341/ April 25, 2023



**APPLICATION TO DO BUSINESS UNDER THE
FOREIGN INVESTMENTS ACT OF 1991 (R.A. 7042)**

MANUCHAR AGRO PHILIPPINES, INC.



hereby applies for authority to do business under the Foreign Investments Act of 1991, as amended by R.A. No. 8197 and submits the following statements and accompanying documents:

1. That the applicant is a new corporation with **73.500%** foreign equity and intends to operate a domestic market enterprise

2. That the purpose or purposes of said corporation is

Primary:

To engage in, conduct and carry on the business of importation, wholesale, trading, warehousing, transportation, and distribution of fertilizers and other agricultural products to and from the local Philippine industry, and to act as an indenter.

Secondary:

To provide clients with goods and products; to engage in, conduct and carry the business of trading, wholesale, transport, trucking, hauling, handling, warehousing, repacking, general logistics services, manufacturing, blending, and compounding of organic and synthetic fertilizers.

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

3. That the principal office of the corporation is in **UNIT 1110, 11TH FLOOR, CAPITAL HOUSE 9TH AVENUE COR. 34TH STREET FORT BONIFACIO, TAGUIG CITY, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1630**

4. That the authorized capital stock, outstanding and paid-up capital of the applicant are as follows:

AUTHORIZED
P 11,192,200.00

OUTSTANDING
P 11,192,200.00

PAID-UP
P 11,192,200.00

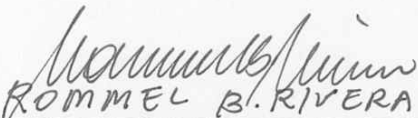


5. That the alien subscriber(s) of the applicant who are stockholders/partners of an existing corporation/partnership in the Philippines which is engaged in the same line of business as that of the applicant are as follows:

NAME	NAME OF CORPORATION PARTNERSHIP	PERCENTAGE OF HOLDINGS	NO. OF DIRECTORS /PARTNERS
MANUCHAR PHILIPPINES INC.	MANUCHAR PHILIPPINES INC.	73%	3
ANTHONY GSB MAAS	MANUCHAR PHILIPPINES INC.	0.5%	1

6. 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, I, the authorized representative of the applicant hereby signed this application this _____ day of AUG 01 2023, 20__ in TAGUIG CITY.

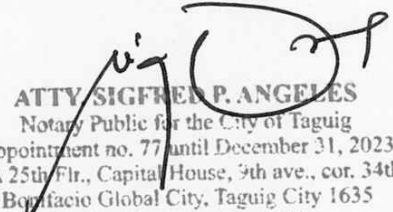

ROMMEL B. RIVERA
(signature over printed name of Authorized Representative)

(position)

SUBSCRIBED AND SWORN TO before me, this _____ day of AUG 01 2023, 20__, affiant exhibiting to me his/her Tax Identification Number P4620523B issued on DFA MANILA JAN 29, 2020

NOTARY PUBLIC

Doc. No. 211 ;
Page. No. 44 ;
Book. No. 1 ;
Series Of 2023 .


ATTY. SIGFREDO P. ANGELES
Notary Public for the City of Taguig
Appointment no. 77 until December 31, 2023
Unit A 25th Flr., Capital House, 9th ave., cor. 34th St.
Bonifacio Global City, Taguig City 1635
Roll of Attorneys No. 74109
IBP No. 259305/01-03-2023/Laguna
PTR No. A-5699314/01-03-2023/Taguig City
MCLE Compliance No. VII-0003341/ April 25, 2025

