



Articles of Incorporation

Of

**ZKTECO 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  
**ZKTECO SOLUTIONS INC.**

SECOND: That the primary purpose for which such corporation is incorporated:  
**To engage in trading of security software system, development, distribution and accessories like CCTV at wholesale.** ✓

**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  
**10TH FLR SUNNYMEDE ITCENTER QUEZON AVE. South Triangle**  
**QUEZON CITY, SECOND DISTRICT, NCR, Philippines, 1103**

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:

<b>NAME</b>	<b>NATIONALITY</b>	<b>RESIDENCE</b>
RAINIER TORRES MANUEL	Filipino	B2009 CYPRESS TOWERS C5 ROAD Ususan TAGUIG CITY, FOURTH DISTRICT, NCR, Philippines, 1630
EDWARD CAMONGOL MANIBO	Filipino	457 MACAYA CPD Talipapa QUEZON CITY, SECOND DISTRICT, NCR, Philippines, 1116
REGINALD TORRES MANUEL	Filipino	DAMPALIT Santa Lucia (Pob.) LUBAO, PAMPANGA, REGION III, Philippines, 2005
RAINALD TORRES MANUEL	Filipino	DAMPALIT Santa Lucia (Pob.) LUBAO, PAMPANGA, REGION III, Philippines, 2005



YUK SHU SO	Chinese	RM 506, 5F TOA YUEN HOUSE, SHUCK YUEN NORTH ESTATE, WONG TAI SIN, KOWLOON, Hong Kong
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SIXTH: That the number of directors of the corporation shall be **5** ; and the names, nationalities and residences of the first directors of the corporation are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
RAINIER TORRES MANUEL	Filipino	B2009 CYPRESS TOWERS C5 ROAD Ususan TAGUIG CITY, FOURTH DISTRICT, NCR, Philippines, 1630
EDWARD CAMONGOL MANIBO	Filipino	457 MACAYA CPD Talipapa QUEZON CITY, SECOND DISTRICT, NCR, Philippines, 1116
REGINALD TORRES MANUEL	Filipino	DAMPALIT Santa Lucia (Pob.) LUBAO, PAMPANGA, REGION III, Philippines, 2005
RAINALD TORRES MANUEL	Filipino	DAMPALIT Santa Lucia (Pob.) LUBAO, PAMPANGA, REGION III, Philippines, 2005
YUK SHU SO	Chinese	RM 506, 5F TOA YUEN HOUSE, SHUCK YUEN NORTH ESTATE, WONG TAI SIN, KOWLOON, Hong Kong

SEVENTH: That the authorized capital stock of the corporation is Ten Million Pesos  
(P10,000,000.00) in lawful money of the Philippines, divided into:

a. TEN MILLION (10,000,000) common voting shares with par value of One Peso  
(P1.00) per share;

EIGHTH: That at least twenty five (25%) percent of the authorized capital stock above has been  
subscribed as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>SHARE TYPE</u>	<u>NO. OF SHARES</u>	<u>SUBSCRIBED AMOUNT</u>
RAINIER TORRES MANUEL	Filipino	Common	1,275,000	P1,275,000.00
EDWARD CAMONGOL MANIBO	Filipino	Common	125,000	P125,000.00
REGINALD TORRES				





MANUEL	Filipino	Common	50,000	P50,000.00
RAINALD TORRES	Filipino	Common	50,000	P50,000.00
MANUEL	Filipino	Common	50,000	P50,000.00
YUK SHU SO	Chinese	Common	1,000,000	P1,000,000.00
			<u>2,500,000</u>	<u>P2,500,000.00</u>

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 PAYMENT</u>
RAINIER TORRES MANUEL	Filipino	P1,275,000.00	P0.00	P1,275,000.00	Cash
EDWARD CAMONGOL MANIBO	Filipino	P125,000.00	P0.00	P125,000.00	Cash
REGINALD TORRES MANUEL	Filipino	P50,000.00	P0.00	P50,000.00	Cash
RAINALD TORRES MANUEL	Filipino	P50,000.00	P0.00	P50,000.00	Cash
YUK SHU SO	Chinese	P1,000,000.00	P0.00	P1,000,000.00	Cash
		<u>P2,500,000.00</u>	<u>P0.00</u>	<u>P2,500,000.00</u>	

TENTH: That REGINALD TORRES MANUEL 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 donations 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 3rd day of January, 2020, in the City/Municipality of QC, Province of Manila, Republic of the Philippines.



Name	TIN/Passport No.	Signature
RAINIER TORRES MANUEL	214 248 886 000	
EDWARD CAMONGOL MANIBO	236 069 300 000	
REGINALD TORRES MANUEL	253 033 454 000	
RAINALD TORRES MANUEL	267 343 438 000	
YUK SHU SO	000 K03308010	

