



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
2F Legislative Bldg. Tarlac City



COMPANY REG. NO.: 2023110123144-01

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

MR. MOO'S DAIRY PRODUCTS 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 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 2F Legislative Bldg. Tarlac City, Philippines, this day of 03 November Two Thousand Twenty Three.

RICHARD R. LAUS
Director

For SEC use only
G466 (PSIC as reserved)
Stock Corporation
Regular

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



Articles of Incorporation
of
MR. MOO'S DAIRY PRODUCTS INC. NOV 06 2023

KNOW ALL MEN BY THESE PRESENTS:

10
11/450M

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

MR. MOO'S DAIRY PRODUCTS INC.

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

Primary:

To engage in the business of export, import, buying, selling, distributing, marketing, processing, trading of dairy products such as Desserts, Flavored Milk, Ice Cream, Butter, Fermented, Yogurt, Cheese, Custard, Frozen, Pastillas, dairy candies, and other related business activities thereto on wholesale/retail basis; provided that the corporation shall not solicit, accept or take investment/placements from the public neither shall it issue investment contracts.

Secondary:

To engage in the business of franchising of all kinds of dairy products

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 **PUROK 1, BRGY. NAMNAMA , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300**

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
TRISHA MARIE B. ASTADAN	Philippine, Filipino	PUROK 7, ARRANZA ST. BRGY. Calamagui 2nd , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
MARIA ISABELLA G. SINGSON	Philippine, Filipino	PUROK 7, ARRANZA ST. BRGY. Calamagui 2nd , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
MARIA CARMINA TAN	Philippine, Filipino	PUROK 7, ARRANZA ST. BRGY. Calamagui 2nd , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
DHAN MICHAEL CARREON	Philippine, Filipino	PUROK 7, ARRANZA ST. BRGY. Calamagui 2nd , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
BERNADETTE JOANNE BAYABO	Philippine, Filipino	PUROK 1, BRGY. Osmeña (Sinippil) , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
JOMEL B. GANGAN	Philippine, Filipino	PUROK 3, BRGY. Allinguigan 2nd , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
DANVER ALBERT R. ARZAGA	Philippine, Filipino	FRANCISCA VILLAGE, BRGY. Baligatan , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
DEAN ANTHONY ARZAGA	Philippine, Filipino	VILLA JESUSA, BRGY. Imelda Bliss Village , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
JUAN MIGUEL MERCADO	Philippine, Filipino	PH3 B15 L6, AVIDA NOVALI, BRGY. Canlubang , CITY OF CALAMBA, LAGUNA, REGION IV- A (CALABARZON), 4027

Sixth: That the number of directors of the corporation shall be nine (9); and the names, nationalities and residences of the first directors of the corporation are as follows:



Name	Nationality	Residence
TRISHA MARIE B. ASTADAN	Philippine, Filipino	PUROK 7, ARRANZA ST. BRGY. Calamagui 2nd , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
MARIA ISABELLA G. SINGSON	Philippine, Filipino	PUROK 7, ARRANZA ST. BRGY. Calamagui 2nd , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
MARIA CARMINA TAN	Philippine, Filipino	PUROK 7, ARRANZA ST. BRGY. Calamagui 2nd , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
DHAN MICHAEL CARREON	Philippine, Filipino	PUROK 7, ARRANZA ST. BRGY. Calamagui 2nd , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
BERNADETTE JOANNE BAYABO	Philippine, Filipino	PUROK 1, BRGY. Osmeña (Sinippil) , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
JOMEL B. GANGAN	Philippine, Filipino	PUROK 3, BRGY. Allinguigan 2nd , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
DANVER ALBERT R. ARZAGA	Philippine, Filipino	FRANCISCA VILLAGE, BRGY. Baligatan , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
DEAN ANTHONY ARZAGA	Philippine, Filipino	VILLA JESUSA, BRGY. Imelda Bliss Village , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300
JUAN MIGUEL MERCADO	Philippine, Filipino	PH3 B15 L6, AVIDA NOVALI, BRGY. Canlubang , CITY OF CALAMBA, LAGUNA, REGION IV-A (CALABARZON), 4027

Seventh: That the authorized capital stock of the corporation is Eighty Million Pesos (P80,000,000.00), divided into:

- a. Eight Hundred Thousand (800,000) 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
TRISHA MARIE B. ASTADAN	Philippine, Filipino	Common - Voting - with Par	40,000	P4,000,000.00
MARIA ISABELLA G. SINGSON	Philippine, Filipino	Common - Voting - with Par	40,000	P4,000,000.00
MARIA CARMINA TAN	Philippine, Filipino	Common - Voting - with Par	40,000	P4,000,000.00
DHAN MICHAEL CARREON	Philippine, Filipino	Common - Voting - with Par	10,000	P1,000,000.00
BERNADETTE JOANNE BAYABO	Philippine, Filipino	Common - Voting - with Par	10,000	P1,000,000.00
JOMEL B. GANGAN	Philippine, Filipino	Common - Voting - with Par	10,000	P1,000,000.00
DANVER ALBERT R. ARZAGA	Philippine, Filipino	Common - Voting - with Par	10,000	P1,000,000.00
DEAN ANTHONY ARZAGA	Philippine, Filipino	Common - Voting - with Par	30,000	P3,000,000.00
JUAN MIGUEL MERCADO	Philippine, Filipino	Common - Voting - with Par	10,000	P1,000,000.00
TOTAL			200,000	P20,000,000.00

Name	Share Type	Mode of Payment	Amount Paid	Add'l Paid-in Capital
TRISHA MARIE B. ASTADAN	Common - Voting - with Par	Cash	P4,000,000.00	P0.00
MARIA ISABELLA G. SINGSON	Common - Voting - with Par	Cash	P4,000,000.00	P0.00
MARIA CARMINA TAN	Common - Voting - with Par	Cash	P4,000,000.00	P0.00
DHAN MICHAEL CARREON	Common - Voting - with Par	Cash	P1,000,000.00	P0.00
BERNADETTE JOANNE BAYABO	Common - Voting - with Par	Cash	P1,000,000.00	P0.00

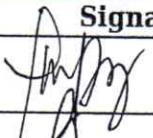
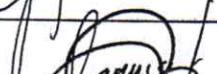
JOMEL B. GANGAN	Common - Voting - with Par	Cash	P1,000,000.00	P0.00
DANVER ALBERT R. ARZAGA	Common - Voting - with Par	Cash	P1,000,000.00	P0.00
DEAN ANTHONY ARZAGA	Common - Voting - with Par	Cash	P3,000,000.00	P0.00
JUAN MIGUEL MERCADO	Common - Voting - with Par	Cash	P1,000,000.00	P0.00
TOTAL			P20,000,000.00	P0.00

Ninth: That MARIA ISABELLA G. SINGSON 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 18 OCT 2023 day of _____, ^{City of Ilagan, Isabela} in the City/Municipality of _____, Province of _____, Republic of the Philippines.

Name	TIN	Signature
TRISHA MARIE B. ASTADAN	602-262-345-000	
MARIA ISABELLA G. SINGSON	705-932-324-000	
MARIA CARMINA TAN	766-571-396-000	
DHAN MICHAEL CARREON	480-486-036-000	



BERNADETTE JOANNE BAYABO	194-037-378-000	
JOMEL B. GANGAN	511-050-114-000	
DANVER ALBERT R. ARZAGA	845-093-559-000	
DEAN ANTHONY ARZAGA	239-422-713-000	
JUAN MIGUEL MERCADO	228-624-542-000	
MARIA ISABELLA G. SINGSON <i>Treasurer</i>	705-932-324-000	

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)

S.S)

City, of Ilagan, Isabela.

BEFORE ME, a Notary Public, for and in _____, Philippines, this
____ day of 18 OCT 2023, 20____, personally appeared the following persons:

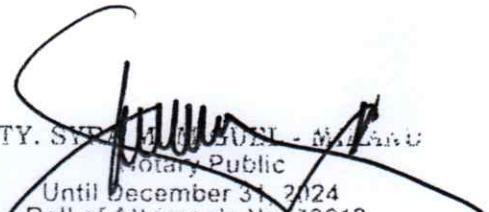
Name	TIN/Passport No.	Date and Place Issued
TRISHA MARIE B. ASTADAN	602-262-345-000	
MARIA ISABELLA G. SINGSON	705-932-324-000	
MARIA CARMINA TAN	766-571-396-000	
DHAN MICHAEL CARREON	480-486-036-000	
BERNADETTE JOANNE BAYABO	194-037-378-000	
JOMEL B. GANGAN	511-050-114-000	
DANVER ALBERT R. ARZAGA	845-093-559-000	
DEAN ANTHONY ARZAGA	239-422-713-000	
JUAN MIGUEL MERCADO	228-624-542-000	
MARIA ISABELLA G. SINGSON <i>Treasurer</i>	705-932-324-000	

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.

NOTARY PUBLIC

Doc. No. 120 ;
Page. No. 25 ;
Book. No. 1 ;
Series Of 1023.


ATTY. SIMEON M. MALANG
Notary Public
Until December 31, 2024
Roll of Attorney's No. 79612
IBP O.R No. 230706 (DY 2023)
PTR No. PGI 16136512 Isabata (01/03/2023)
MCL-E Compliance No. VNU-0000413

CERTIFICATE OF AUTHENTICATION

ANNEX "A"

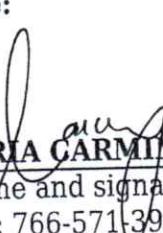
We, TRISHA MARIE B. ASTADAN, Filipino, MARIA ISABELLA G. SINGSON, Filipino, MARIA CARMINA TAN , Filipino, DHAN MICHAEL CARREON , Filipino, BERNADETTE JOANNE BAYABO, Filipino, JOMEL B. GANGAN, Filipino, DANVER ALBERT R. ARZAGA, Filipino, DEAN ANTHONY ARZAGA, Filipino, JUAN MIGUEL MERCADO, Filipino, of legal age, and with office address at PUROK 1, BRGY. NAMNAMA , ILAGAN CITY (Capital), ISABELA, REGION II (CAGAYAN VALLEY), 3300, hereby certify that:

1. We are the incorporator/s and the duly appointed representative/s of **MR. MOO'S DAIRY PRODUCTS 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 **MR. MOO'S DAIRY PRODUCTS 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, **MR. MOO'S DAIRY PRODUCTS 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 : **darzaga1@yahoo.com.ph**;
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

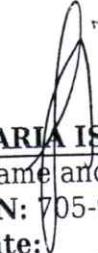
9. All of the incorporator/s whose name/s appear/s below executed the attached Articles of Incorporation, and other incorporation documents of **MR. MOO'S DAIRY PRODUCTS INC.** and that the same are our free and voluntary act and deed.

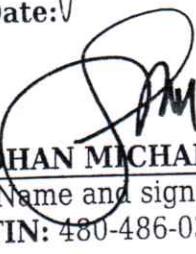

TRISHA MARIE B. ASTADAN
(Name and signature)
TIN: 602-262-345-000
Date:


MARIA CARMINA TAN
(Name and signature)
TIN: 766-571-396-000
Date:


BERNADETTE JOANNE BAYABO
(Name and signature)
TIN: 194-037-378-000
Date:


DANVER ALBERT R. ARZAGA
(Name and signature)
TIN: 845-093-559-000
Date: 10-20-23


MARIA ISABELLA G. SINGSON
(Name and signature)
TIN: 705-932-324-000
Date:


DHIAN MICHAEL CARREON
(Name and signature)
TIN: 480-486-036-000
Date:


JOMEL B. GANGAN
(Name and signature)
TIN: 511-050-114-000
Date:


DEAN ANTHONY ARZAGA
(Name and signature)
TIN: 239-422-713-000
Date:


JUAN MIGUEL MERCADO
(Name and signature)
TIN: 228-624-542-000
Date:



BY-LAWS
OF
MR. MOO'S DAIRY PRODUCTS 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 **March 15**.
- 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.

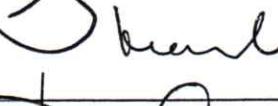
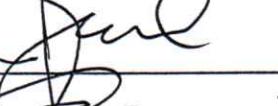
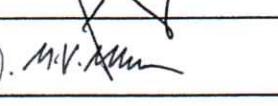
VIII. SEAL

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 18th day of Oct, 2023 in the City/Municipality of Dagah Isabita, Province of _____, Republic of the Philippines.

Name	TIN	Signature
TRISHA MARIE B. ASTADAN	602-262-345-000	
MARIA ISABELLA G. SINGSON	705-932-324-000	
MARIA CARMINA TAN	766-571-396-000	
DHAN MICHAEL CARREON	480-486-036-000	
BERNADETTE JOANNE BAYABO	194-037-378-000	
JOMEL B. GANGAN	511-050-114-000	
DANVER ALBERT R. ARZAGA	845-093-559-000	
DEAN ANTHONY ARZAGA	239-422-713-000	
JUAN MIGUEL MERCADO	228-624-542-000	