

Company Profile

INFINITY OMNI SOURCE INTL. CORP.



Reporting date: February 18, 2023¹

<https://companieshouse.ph>

¹ The data in this report is provided by the Philippines Securities and Exchange Commission on the date of the report..

ARTICLES OF INCORPORATION

of

INFINITY OMNI SOURCE INTL. CORP.

Know all men by these presents:

That 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 the said corporation shall be:

INFINITY OMNI SOURCE INTL. CORP.

SECOND: A. That the primary purpose of this Corporation is:

To engage in, conduct, and carry on the business of buying, selling, distributing, marketing at retail and wholesale insofar as may be permitted by law, all kinds of goods, wares and merchandise of every kind and description. Provided that the Corporation shall not solicit, accept or take investment/placements from the public neither shall it issue investment contracts unless a Secondary license from this Commission has been acquired.

B. That the Corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

THIRD: That the place where the principal office of the Corporation is to be established is at:



**BLK 800 ST. JOSEPH COMMERCIAL, BRGY.
LANGGAM SAN PEDRO LAGUNA**

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:

NAMES	NATIONALITIES	RESIDENCES
JENNIFER LIM SANTOS	Filipino	167 PILI DRIVE, AYALA ALABANG MUNTINLUPA CITY
RICO MARTIN SANTOS	Filipino	229 N. GARCIA ST., BEL - AIR MAKATI CITY
SHERYL U. ONG	Filipino	LEXINGTON GARDEN, ELISCO RD. PASIG CITY
RICHARD S. ANG	Filipino	LEXINGTON GARDEN, ELISCO RD. PASIG CITY
HENRY R. SY	Filipino	ISABELLE GARDEN E. RODRIGUEZ AVE., PARAÑAQUE CITY

SIXTH: That the number of directors of the Corporation shall be five (5) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided in the by-laws are as follows:

NAMES	NATIONALITIES	RESIDENCES
JENNIFER LIM SANTOS	Filipino	167 PILI DRIVE, AYALA ALABANG MUNTINLUPA CITY
RICO MARTIN SANTOS	Filipino	229 N. GARCIA ST., BEL - AIR MAKATI CITY
SHERYL U. ONG	Filipino	LEXINGTON GARDEN, ELISCO RD. PASIG CITY
RICHARD S. ANG	Filipino	LEXINGTON GARDEN, ELISCO RD. PASIG CITY
HENRY R. SY	Filipino	ISABELLE GARDEN E. RODRIGUEZ AVE., PARAÑAQUE CITY

SEVENTH: That the authorized capital stock of said Corporation is FIVE HUNDRED THOUSAND PESOS (P500,000.00) in lawful money of the Philippines, divided into Five Thousand (5,000) shares with the par value of One Hundred Pesos (P100.00) per share.

EIGHT: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

NAMES	NATIONALITY	NO. OF SHARES SUBSCRIBED	AMOUNT SUBSCRIBED	AMOUNT
JENNIFER LIM SANTOS	Filipino	1,125	112,500.00	P 28,125.00
RICO MARTIN SANTOS	Filipino	50	5,000.00	1,250.00
SHERYL U. ONG	Filipino	25	2,500.00	625.00
RICHARD S. ANG	Filipino	25	2,500.00	625.00
HENRY R. SY	Filipino	25	2,500.00	625.00
TOTAL		1,250	Php125,000.00	Php 31,250.00

NINTH: That no transfer of stock or interest which will reduce the ownership of the 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.

TENTH: That **RICO MARTIN SANTOS** has been elected by the subscribers as Treasurer of the Corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions or donations paid in by the subscribers.

ELEVENTH: 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 customs or public policy.

In WITNESS WHEREOF, we have hereunto set our hands this 21st day of July 2016 at San Pedro, Philippines.

GILBERT T. LOBOS- Signed
WILFREDO S. TAGLE- Signed
LEONARDO A. TANSECO- Signed
PATRIO A. GUASA- Signed
HARRY HARNUEL B. FAVORITO- Signed

BY- LAWS

of

INFINITY OMNI SOURCE INTL. CORP

ARTICLE I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

SECTION 1: Subscriptions- subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

SECTION 2: Certificate- The stockholder shall be entitled to one or more certificates for fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary and sealed with the corporate seal.

SECTION 3: Transfer of Shares- subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly endorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding such with the certificate book.



SECTION 4: Local Certificates- In case any stock certificate is lost, stolen, or destroyed a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

ARTICLE II

MEETINGS OF STOCKHOLDERS

SECTION 1: Annual/ Regular Meetings- The annual/regular meeting of stockholders shall be held at the principal office on April 20 of each year, if legal holiday, then on the day following.

SECTION 2: Special Meeting- The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock (b) President.

SECTION 3: Place of Meeting: Stockholders meetings, with a regular or special, shall be held in the principal office of the corporation or at any place designated by the board of directors in the city or municipality where the principal office of the corporation is located.

SECTION 4: Notice of Meeting: Notices for regular or special meetings of stockholders may be sent by the secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address . The notice shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if a time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

SECTION 5: Quorum- Unless otherwise provided by law, in all regular or special meetings of stockholders, majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting should be adjourned until the requisite amount of stock shall be present.

SECTION 6: Conduct of Meeting- Meeting of the stockholders shall be presided over by the president, or in his absence, by a chairman to be chosen by the stockholders . The secretary shall act as a secretary of every meeting, but if not present the chairman of the meeting shall appoint a secretary of the meeting.



SECTION 7: Manner of Voting- At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy , it shall be valid only for the meeting at which it has been presented to the secretary. All proxies must be in the hands of the secretary before the time set for the meeting. Proxies filed with a secretary may be revoked by the stockholders either in an instrument and writing duly presented and recorded with the secretary , prior to a scheduled meeting or by their personal present at the meeting.

SECTION 8: Closing of Transfer Books or Fixing of Record Date- For the purpose of determining the stockholders entitled to notice of , or to vote at , any meeting of stockholders or any adjournment thereof or to receive payment of any dividend , the board of directors may provide that the stock and transfer books be closed for 10 (ten) working days immediately preceding such meeting.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1: Powers of the Board- Unless otherwise provided by law , the corporate powers of the corporation shall be exercised , all business conducted and all property of the corporation controlled and held by the board of directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law , the board of directors shall also have the following powers :

- A. From time to time , to make and change rules and regulations not inconsistent with these bylaws for the management of the corporations business and affairs;
- B. To purchase, receive, take or otherwise acquire for and in the name of the Corporation , any and all properties , rights , or privileges , including securities and bonds of other corporations , for such consideration and upon such terms and conditions as the board may deem proper or convenient;
- C. To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized , subject to such stockholders' approval as may be required by law;
- D. To incur such indebtedness as the board may be necessary , to issue evidence of indebtedness including without limitation , notes , deeds of trust, bonds , debentures or securities , Subject to such stockholders approval as may be required by law , and slash or pledge , mortgage , or otherwise encumber all or part of the properties of the corporation;



- E. To establish pension , retirement , bonus , or other types of incentives or compensation plans for the employees , including officers and directors of a corporation;
- F. To prosecute , maintain , defend , compromise or abandoned any lawsuit in which the corporation or its officer are either plaintiff or dependence in connection with the business of the corporation;
- G. To delegate , from time to time , any of the powers of the board which may be lawfully be delegated in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;
- H. To implement these bylaws and to act on any matter not covered by these bylaws , provided such matter does not require the approval or consent of the stockholders under the corporation code.

SECTION 2: Election and Term- The board of directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

SECTION 3: Vacancies- Any vacancy occurring in the Board Of Directors other than by removal by the stockholders or by expiration of term , may be filled by the vote of at least a majority of the remaining directors , if still constituting a quorum , otherwise , the vacancy must be filled by the stockholders at the regular or at any special meeting of stockholders which called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice , or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these bylaws.

SECTION 4: Meetings- Regular meetings of the board of directors shall be held once a month on such dates and at places as may be called by the Chairman Of The Board , or upon the request of a majority of the Directors .

SECTION 5: Notice- Notice of the regular or special meeting of the board , specifying the date , time and place of the meeting , shall be communicated by the Secretary to each director personally , or by telephone , telegraph , or by written message . A director may waive this requirement , either expressly or impliedly.

SECTION 6: Quorum- A majority of the number of directors as fixed in the Articles Of Incorporation shall continue a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

SECTION 7: Conduct of the Meetings- Meetings of the Board of Directors shall be presided over by the Chairman Of The Board , or in his absence , by any other director chosen by the board . The Secretary shall act as a secretary of every meeting , if not present , the chairman of the meeting , shall appoint a secretary of the meeting.

SECTION 8: Compensation- By- resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation , the board shall receive and allocate an amount of not more than ten (10%) percent of the net income before income tax of the corporation during the preceding year . Such compensation shall be determined and apportioned among the directors in such manner as the board may deem proper , subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1: Election/ Appointment- Immediately after their election , the Board Of Directors shall formally organize by electing the President , the Vice President , the Treasure , and the Secretary at said meeting.

The board may , from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more positions may be held concurrently by the same person , except that no one shall act as the President and Treasurer or Secretary at the same time.

SECTION 2: President- The President shall be the Chief Executive Officer of the corporation and shall exercise the following functions:

- A. To preside at the meetings of the stockholders;
- B. To initiate and develop corporate objectives and policies and formulate long range projects , plans and programs for the approval of the Board Of Directors including those for executive training , development and compensation;



- C. To supervise and manage the business affairs of the corporation upon the direction of the Board Of Directors;
- D. To implement the administrative and operational policies of the corporation under his supervision and control;
- E. To appoint, remove, suspend or disciplined employees of the corporation, prescribe their duties, and determine their salaries;
- F. To oversee the preparation of the budgets and the statements of accounts of the corporation;
- G. To represent the cor[poration at all functions and proceedings;
- H. To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors;
- I. To make reports to the Board of Directors, and stockholders;
- J. To sign certificates of stock;
- K. To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

SECTION 3: The Vice President- He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

SECTION 4: The Secretary- The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

- A. To record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minutes of such meetings in the form and manner required by law
- B. to keep record books showing the details required by law with respect to the stock certificates of the corporation including ledger to transfer books showing all shares of the corporation subscribed , issued and transferred
- C. to keep the corporate seal and a fix it to all papers and documents requiring a seal and to assess by his signature all corporate documents requiring the same
- D. to to attend to the giving and serving of all notices of the corporation required by law or these bylaws to be given
- E. To certify to such corporate acts, countersign corporate documents or certificate and make report or statements as may be required of him by law or by government rules and regulations



- F. To Act as inspector at the election of directors and , as such , to determine the number of shares of stock outstanding and entitled to vote , the shares of stock represented at the meeting , the existence of a quorum , the validity and effect of proxies , and to receive votes , ballot or consents , here and determine questions in connection with the right to vote count and tabulate all votes , determine the result , and do such acts as a proper to conduct the election.
- G. To perform such other duties as are incident to his office or as may be assigned to him by the Board Of Directors or the President.

SECTION 5: The Treasurer- The treasurer of the corporation shall have the following duties:

- A. To keep cool and accurate account some receipts and disbursements in the books of the corporation;
- B. To To have custody of and be responsible for all the fun securities on bonds of the corporation;
- C. To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board Of Directors , all the moneys , funds , securities , bonds , and similar valuable effects belonging to the corporation which may come under his control;
- D. To render an annual statement showing the financial condition of the corporation and such other financial reports as the Board Of Directors for the President may from time to time require;
- E. To prepare such financial reports statements certifications and other documents which may from time to time be required by government rules and regulations and to submit the same to the proper government agencies;
- F. To exercise such powers and perform such duties and functions as may be assigned to him by the President.

SECTION 6: Term of Office- The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified.

SECTION 7: Vacancies- Why if any position of the officers becomes vacant by reason of death , resignation , disqualifications or for any other cause , the Board Of Directors , by majority vote may elect a successor who shall hold office for the unexpired term.

SECTION 8: Compensation- The officers shall receive such remuneration as the Board Of Directors may determine . a director shall not be precluded from serving

the corporation in any other capacity as an officer , agent or otherwise , and receiving compensation therefor.

ARTICLE V

OFFICES

SECTION 1: The principal office of the corporation shall be located at the place stated in article III of the Articles Of Incorporation . the corporation may have such other branch offices , either within or outside the philippines as the board of directors may designate .

ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

SECTION 1: External Auditor- Other regular stockholders meeting , the external auditor of the corporation for the ensuing year shall be appointed . the external auditor shall examine , verify and report on the earnings and expenses of the corporation .

SECTION 2: Fiscal Year- the fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

SECTION 3: Dividends- Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash , property , or stock to all stockholders on the basis of outstanding stock held by them , as often and at such times and the Board Of Directors may determine and in accordance with law.

ARTICLE VII

SEAL


SECTION 1: Form and Inscriptions- The corporate seal shall be determined by the board of directors

ARTICLE VII

AMENDMENTS

SECTION 1: These bylaws may be amended or repealed by the affirmative vote of at least a majority of the Board Of Directors and the stockholders representing a





majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However , the power to amend , modify , repeal or adopt new bylaws may be delegated to the Board Of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, That any such delegation of powers to the board of directors to amend , repeal or adopt new bylaws may be revoked only by the vote of stockholders representing a majority of the outstanding capital stock at the regular or special meeting

In WITNESS WHEREOF, we the undersigned stockholders have adopted the forgoing bylaws and hereunto affixed our signatures this 21st day of July 2016 at San Pedro.

JENNIFER LIM SANTOS- Signed

RICO MARTIN SANTOS- Signed

SHERYL U. ONG- Signed

RICHARD S. ANG- Signed

HENRY R. SY- Signed

