REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO.: 2026060255366-04

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

Nexii Tech Solutions Inc.

were 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 digitally signed and digitally authenticated Articles of Incorporation and By Laws automatically form part of the records of the corporation in the Commission.

This electronically issued digital Certificate grants juridical personality to this corporation but **DOES NOT AUTHORIZE it:**

A. 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 this Commission;

B. To undertake business activities 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 nor engage in investment solicitation and investment taking **requiring a Secondary License** from this Commission.

C. To act as a permit to undertake activities for which other government agencies require a license or permit.

This Certificate is granted subject to the conditions on the next page of this document.

This Certificate is issued at The SEC Headquarters 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, on this day of 19 June Two Thousand Twenty Six.

GERARDO F. DEL ROSARIO
Director
Company Registration and Monitoring Department

For SEC use only
J582 (PSIC as reserved)
Stock Corporation
Regular

DOCUMENTARY STAMP TAX PAID

Please be advised on the following guidelines as failure to comply with these requirements hereby detailed within shall be a ground for the revocation and/or cancellation of the Certificate of Incorporation.

- Any falsity, misrepresentation or fraud determined contained in the Articles of Incorporation and/or Bylaws shall constitute a valid ground for revocation of the registration and/or cancellation of the COI issued, including forfeiture of the filing fees, without prejudice to the filing of criminal charges against persons responsible for violation of Title XVI of the Revised Corporation Code of the Philippines as well as other applicable laws, rules and, regulations. However, minor corrections may be cured by either (1) filing a Petition for Correction, if allowed, or (2) filing an application for amendment of the Articles of Incorporation and/or Bylaws.
- Actions such as request for Certified True Copies, submission of reportorial requirements, application for Amendment of Articles of Incorporation and/or By-laws and such other applications deemed necessary in the operation of its business may be acted upon the issuance of digital certificate
- That the information downloaded from this system bears a unique QR code of the Commission.
- That the Commission shall not be responsible for any damage that may result from the unauthorized use of the aforementioned QR code.
- As a registered corporation, it shall submit annually to this Commission the reports indicated below.

REPORTORIAL REQUIREMENTS for
DOMESTIC STOCK CORPORATIONS WITH 2-15 INCORPORATORS

1.) **General Information Sheet**
Annual Filing: within thirty (30) days from the actual date of Annual Stockholders' Meeting

2.) **Financial Statements (FS)**
Fiscal Year end: December 31
- Check schedule of filing through SEC website: www.sec.gov.ph
Fiscal Year end: Other than December 31
- Within one hundred twenty (120) days from date of fiscal year indicated in the FS

Note: Annual Financial Statements audited by an independent Certified Public Accountant: ***Provided*, that if the total assets or total liabilities of the corporation are less than Six Hundred Thousand Pesos (P600,000.00)**, the financial statements shall be certified under oath by the Corporation's President and Treasurer

3.) **Stock and Transfer Book**
Must be stamped within thirty (30) days from date of issuance of Certificate of Incorporation.

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Gentlemen:

Please be informed that upon the approval of the application in the Electronic Simplified Processing of Application for Registration of Company (ESPARC) this Commission does not automatically generate the **BIR Corporate Tax Identification Number (Corporate TIN)** and the **PAG-IBIG**, **PHILHEALTH** and **SSS Employer Registration Number (ERN)**.

However, you may login to the **Philippine Business Hub (PBH)** link shown on the notification sent to the email you provided in the ESPARC.