



Articles of Incorporation
of
JIMBEC FOOD PRODUCTS CORP.

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

JIMBEC FOOD PRODUCTS CORP.

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

To engage in the business of operating a food processing plant. To offer processed, frozen, and fresh food products, including frozen meats by wholesale and/or retail distribution throughout store channels and other tertiary organizations in need of food products. To provide quality products which adheres to good manufacturing processes and industry-standards.

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 NO. 1262 BUENAVISTA MALINTA, CITY OF VALENZUELA, THIRD DISTRICT, NATIONAL CAPITAL REGION (NCR), 1440;

Fourth: That the corporation shall have perpetual existence;

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

Name	Nationality	Residence
------	-------------	-----------



JIMMY TOPACIO	Philippine, Filipino	BLOCK 1 LOT 1 EVERLASTING ST. CAMELLA ALORA NOVA ROMANIA Barangay 168 , CALOOCAN CITY, THIRD DISTRICT, NATIONAL CAPITAL REGION (NCR), 1420
REBECCA CUNNINGHAM TOPACIO	Philippine, Filipino	BLOCK 1 LOT 1 EVERLASTING ST. CAMELLA ALORA NOVA ROMANIA Barangay 168 , CALOOCAN CITY, THIRD DISTRICT, NATIONAL CAPITAL REGION (NCR), 1420
AARON MOSES CUNNINGHAM TOPCIO	Philippine, Filipino	BLOCK 4 LOT 1 CAMELLA ALORA NOVA ROMANIA Barangay 168 , CALOOCAN CITY, THIRD DISTRICT, NATIONAL CAPITAL REGION (NCR), 1420
JEROME PASCUAL PARPAN	Philippine, Filipino	NO. 809 DEODATO ST. Tondo I/II - Barangay 53 , CITY OF MANILA, FIRST DISTRICT, NATIONAL CAPITAL REGION (NCR), 1012
BENITO JR PASCUAL AMURAO	Philippine, Filipino	106 2B 8505 SANDOVAL AVE PALMDALE HEIGHTS Pinagbuhatan , CITY OF PASIG, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1602

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:

Name	Nationality	Residence
JIMMY TOPACIO	Philippine, Filipino	BLOCK 1 LOT 1 EVERLASTING ST. CAMELLA ALORA NOVA ROMANIA Barangay 168 , CALOOCAN CITY, THIRD DISTRICT, NATIONAL CAPITAL REGION (NCR), 1420
REBECCA CUNNINGHAM TOPACIO	Philippine, Filipino	BLOCK 1 LOT 1 EVERLASTING ST. CAMELLA ALORA NOVA ROMANIA Barangay 168 , CALOOCAN CITY, THIRD DISTRICT, NATIONAL CAPITAL REGION (NCR), 1420



AARON MOSES
CUNNINGHAM TOPCIO

Philippine, Filipino

BLOCK 4 LOT 1 CAMELLA
ALORA NOVA ROMANIA
Barangay 168 , CALOOCAN CITY,
THIRD DISTRICT, NATIONAL
CAPITAL REGION (NCR), 1420

JEROME PASCUAL
PARPAN

Philippine, Filipino

NO. 809 DEODATO ST. Tondo I/II
- Barangay 53 , CITY OF MANILA,
FIRST DISTRICT, NATIONAL
CAPITAL REGION (NCR), 1012

BENITO JR PASCUAL
AMURAO

Philippine, Filipino

106 2B 8505 SANDOVAL AVE
PALMDALE HEIGHTS
Pinagbuhatan , CITY OF PASIG,
SECOND DISTRICT, NATIONAL
CAPITAL REGION (NCR), 1602

Seventh: That the authorized capital stock of the corporation is Five Hundred Thousand Pesos (P500,000.00), divided into:

a. Five Hundred Thousand (500,000) common voting shares with par value of One Peso (P1.00) 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
JIMMY TOPACIO	Philippine, Filipino	Common - Voting - with Par	480,000	P480,000.00
REBECCA CUNNINGHAM TOPACIO	Philippine, Filipino	Common - Voting - with Par	5,000	P5,000.00
AARON MOSES CUNNINGHAM TOPCIO	Philippine, Filipino	Common - Voting - with Par	5,000	P5,000.00
JEROME PASCUAL PARPAN	Philippine, Filipino	Common - Voting - with Par	5,000	P5,000.00
BENITO JR PASCUAL AMURAO	Philippine, Filipino	Common - Voting - with Par	5,000	P5,000.00
TOTAL			500,000	P500,000.00

Name	Share Type	Mode of Payment	Amount Paid	Add'l Paid-in Capital
------	------------	-----------------	-------------	-----------------------



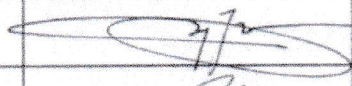
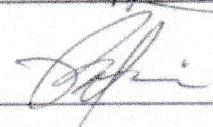
JIMMY TOPACIO	Common - Voting - with Par	Cash	P480,000.00	P0.00
REBECCA CUNNINGHAM TOPACIO	Common - Voting - with Par	Cash	P5,000.00	P0.00
AARON MOSES CUNNINGHAM TOPCIO	Common - Voting - with Par	Cash	P5,000.00	P0.00
JEROME PASCUAL PARPAN	Common - Voting - with Par	Cash	P5,000.00	P0.00
BENITO JR PASCUAL AMURAO	Common - Voting - with Par	Cash	P5,000.00	P0.00
TOTAL			P500,000.00	P0.00

Ninth: That AARON MOSES CUNNINGHAM TOPACIO 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.

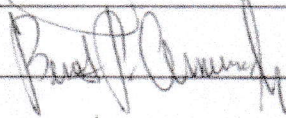
Tenth: That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated 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.

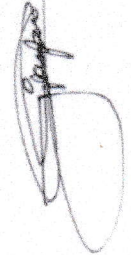
IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this February day of 14, 20 24 in the City/Municipality of Valenzuela, Province of Metro Manila, Republic of the Philippines.

Name	TIN	Signature
JIMMY TOPACIO	156-299-854-000	
REBECCA CUNNINGHAM TOPACIO	186-479-141-000	



AARON MOSES CUNNINGHAM TOPCIO	366-571-560-000	At
JEROME PASCUAL PARPAN	335-621-864-000	
BENITO JR PASCUAL AMURAO	507-092-100-000	
AARON MOSES CUNNINGHAM TOPACIO Treasurer	366-571-560-000	- At







ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)

Valenzuela City)

S.S)

BEFORE ME, a Notary Public, for and in Valenzuela City, Philippines, this
____ day of FEB 16, 2024, personally appeared the following persons:

Name	TIN/Passport No.	Date and Place Issued
JIMMY TOPACIO	156-299-854-000	
REBECCA CUNNINGHAM TOPACIO	186-479-141-000	
AARON MOSES CUNNINGHAM TOPCIO	366-571-560-000	
JEROME PASCUAL PARPAN	335-621-864-000	
BENITO JR PASCUAL AMURAO	507-092-100-000	
AARON MOSES CUNNINGHAM TOPACIO Treasurer	366-571-560-000	

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.

Doc. No. 303;
Page. No. 62;
Book. No. 58;
Series Of 224.



CERTIFICATE OF AUTHENTICATION

ANNEX "A"

We, **JIMMY TOPACIO, Filipino, REBECCA CUNNINGHAM TOPACIO, Filipino, AARON MOSES CUNNINGHAM TOPCIO, Filipino, JEROME PASCUAL PARPAN, Filipino, BENITO JR PASCUAL AMURAO, Filipino,** of legal age, and with office address at **NO. 1262 BUENAVISTA MALINTA , CITY OF VALENZUELA, THIRD DISTRICT, NATIONAL CAPITAL REGION (NCR), 1440,** hereby certify that:

1. We are the incorporator/s and the duly appointed representative/s of **JIMBEC FOOD PRODUCTS CORP.**, 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 **JIMBEC FOOD PRODUCTS CORP.**, 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. As part of our compliance on Memorandum Circular No. 28, series of 2020, we have provided the **principal and alternate email address** as well as the **principal and alternate contact numbers** in the registration system. Moreover, we have reviewed the encoded data and confirm that the information indicated therein is complete, true, and correct;
6. The documents submitted will be subjected to a post-registration evaluation to determine compliance with the applicable laws, rules, and regulations;
7. 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, **JIMBEC FOOD PRODUCTS CORP.** will file the necessary remedial measure within ninety (90) days from receipt of notice of the defect;
8. Notice/s of proceedings relating to the registration of this company may be sent to the incorporators electronically through the following e-mail address :
mz_becky620@hotmail.com
jymm012566@gmail.com



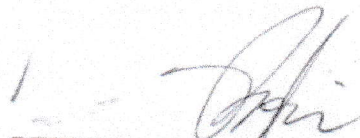
9. We are fully aware that the formation of a corporation through fraud, as well as assisting directly or indirectly thereto, is punishable under Section 164 of the Revised Corporation Code, and that the willful certification of a report required under the Revised Corporation Code, knowing that the same contains incomplete, inaccurate, false, or misleading information or statements, is likewise punishable under Section 162 of the Revised Corporation Code; and
10. All of the incorporator/s whose name/s appear/s below executed the attached Articles of Incorporation, and other incorporation documents of **JIMBEC FOOD PRODUCTS CORP.** and that the same are our free and voluntary act and deed.


JIMMY TOPACIO

(Name and signature)

TIN: 156-299-854-000

Date: 2/16/24


REBECCA CUNNINGHAM TOPACIO

(Name and signature)

TIN: 186-479-141-000

Date: 2/16/24


AARON MOSES CUNNINGHAM TOPACIO

(Name and signature)

TIN: 366-571-560-000

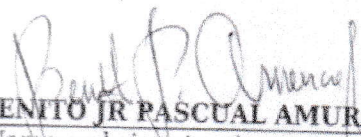
Date: 2/16/24


JEROME PASCUAL PARPAN

(Name and signature)

TIN: 335-621-864-000

Date: 2/16/24


BENITO JR PASCUAL AMURAO

(Name and signature)

TIN: 507-092-100-000

Date: 2/16/24

SUBSCRIBED AND SWORN TO BEFORE ME FEB 16 2024
Valenzuela City sufficient exhibiting a valid
his/her Valid ID _____ valid until _____

DOC NO. 302
PAGE NO. 67
BOOK NO. 58
SERIES OF 2024





BY-LAWS
OF
JIMBEC FOOD PRODUCTS CORP.

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 **2nd Monday of January**.
- 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.



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

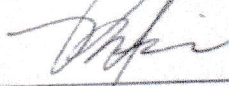
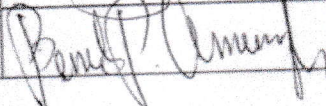
The corporate seal shall be determined by the Board of directors or trustees.

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 February day of 19, 2024 in the City/Municipality of Valenzuela, Province of Metropolitan Manila, Republic of the Philippines.

Name	TIN	Signature
JIMMY TOPACIO	156-299-854-000	
REBECCA CUNNINGHAM TOPACIO	186-479-141-000	
AARON MOSES CUNNINGHAM TOPCIO	366-571-560-000	
JEROME PASCUAL PARPAN	335-621-864-000	
BENITO JR PASCUAL AMURAO	507-092-100-000	

FEB 19 2024

SUBSCRIBED AND SWORN TO BEFORE ME this 19 day of February, 2024 at Valenzuela City, affiant exhibiting to me his/her Valid ID _____ valid until _____.

DOC NO. 306
PAGE NO. 63
BOOK NO. 88
SERIES OF 2024

ATTY. BUENAVENTURA S.G. SANGUYO III
Notary Public Commissioned in Valenzuela City
Until December 31, 2024
Notarial Commission No. 9-V-23
2nd Floor Metrobank Building Mac Arthur Highway
Malinta, Valenzuela City
PTR No. 8793709, 01-02-2024, Valenzuela City
IBP No. 387913, 01-02, 2024, Bulacan
Roll No. 45199



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

REGISTRATION - ESPARC

SEC Registration Number

2024020138493-03

COMPANY NAME

JIMBEC FOOD PRODUCTS CORP.

Principal Office (No./Street/Barangay/City/Town/Province)

**NO. 1262 BUENAVISTA MALINTA , CITY OF VALENZUELA, THIRD DISTRICT, NATIONAL
CAPITAL REGION (NCR), 1440**

COMPANY INFORMATION

Industry Code

C107

Industry Description

Manufacture of other food products

Company's Email

mz_beky620@hotmail.com

Company's Telephone
Number/s

0275085307

Company's Mobile Number

+639173280957

CONTACT PERSON INFORMATION

Name of Contact

JIMMY TOPACIO

Email Address

mz_beky620@hotmail.com

Telephone Number/s

0275085307

Mobile Number/s

+639173280957

To be accomplished by CRMD Personnel

Assigned

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division:

Forwarded to:

- ☐ Corporate and Partnership Registration
- ☐ Green Lane Unit
- ☐ Financial Analysis and Audit Division
- ☐ Licensing Unit

