



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS201506895
COMPANY TIN 009-005-193

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

TECHASIA PORTAL CORP.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but does not authorize it 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 company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

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 at Mandaluyong City, Metro Manila, Philippines, this 8th day of April, Twenty Fifteen. AM

www.sec.gov.ph

Use Name: OGwaguer
MARY ANNE V. MORALES-LAGURA
Officer-in-Charge
Company Registration and Monitoring Department

COVER SHEET

for Applicant at
COMPANY REGISTRATION AND MONITORING SYSTEM

Nature of Applicant

Registration

S.E.C. Registration Number

Company Name

T E C H A S I A P O R T A L C O R P .

Principal Office (No./Street/Barangay/City?town?Province)

U N I T 4 1 7 P E N I N S U L A C O U R T
M A K A T I A V E . C O R . P A S E O D E
R O X A S M A K A T I C I T Y

COMPANY INFORMATION

Company Email Address

Company's Telephone Numbers

Company's Fascimile Number's

CONTACT PERSON INFORMATION

Name of Contact Person

Email Address

Telephone Numbers

Fascimile Number

Atty. Gaile Dante A. Caraan

9178434327

Contact person's Address

1272 Metrica St., Sampaloc Manila

To be accomplished by SEC Personnel concerned

Assigned Processor

MS ARCEO

Date

4/7/15 4:28

Signature

Document I.D.

20150429-154


Received by Corporate Filing and Records Division (CFRD)

Forwarded to:


Date: 22-6-2017 Time: 10:6:35 AM

- Corporate and Partnership Registration Division
- Green Lane unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

User Name: 06wequerrera



Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



PAYMENT ASSESSMENT FORM No. 04072015-926873

DATE 04/07/2015	RESPONSIBILITY CENTER (DEPARTMENT) CRMD
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PAYOR: TECHASIA PORTAL CORP.
 MAKATI CITY

NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT
REGISTRATION	606	4,000.00
LRP (A0823)	131	50.00
BY-LAWS	606	500.00
TOTAL AMOUNT TO BE PAID		Php 4,550.00

Assessed by:
 BLESS

Machine Validation:

CS 201506895

ORD: 1257767 Apr 7, 2015 05:13PM REF No: sec
 0370701 PHP 4,550.00

Date: 22-6-2017 Time: 10:6:36 AM

SECURITIES AND EXCHANGE COMMISSION
 Green Lane Unit CRMD

APR 07 2015

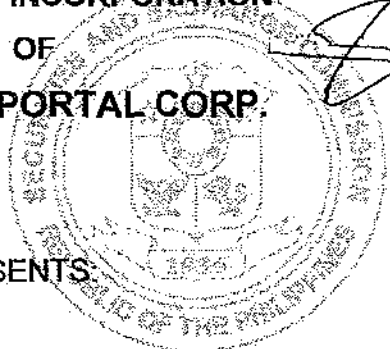
By: *[Signature]*
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User: *[Signature]* @dev/queerrarc

SECURITIES AND EXCHANGE COMMISSION
Green Lane Unit, CMO
APR 07 2015
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Time: *1:15*

ARTICLES OF INCORPORATION
OF
TECHASIA PORTAL CORP.



KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned incorporators, all of legal age and all 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.

THAT WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be:

TECHASIA PORTAL CORP.

SECOND: That the primary purpose for which the said Corporation is formed is:

To provide IT consultancy services, IT support services, network hardware and software development distribution, licensing, installation and support, website software design, development maintenance and support.

Secondary Purposes:

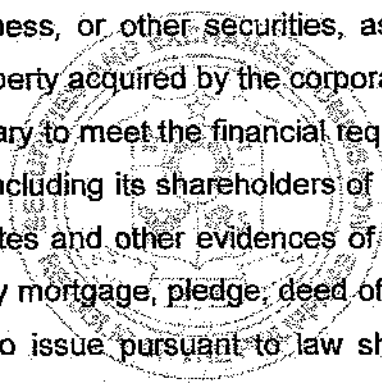
except financial leasing,

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures.

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and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

2. To borrow or raise money necessary to meet the financial requirements from not more than nineteen (19) lenders including its shareholders of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the process of its lawful business;
3. To invest and deal with the money and properties of corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;
4. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;
5. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;
6. To establish and operate one or more branch office or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;



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7. To distribute the surplus profits of the corporation to the stockholders thereof in cash or in kind, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and
8. To conduct and transact any and all lawful activities and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within and without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the place where the principal office of the corporation is to be established is at Unit 417, Peninsula Court, Makati Avenue corner Paseo de Roxas, Makati City.

FOURTH: That the term for which the Corporation is to exist is **FIFTY (50)** years from and after the date of issuance of the certificate of incorporation.

FIFTH: The names, citizenship, and residences of the incorporators are as follows:

<u>Names</u>	<u>Citizenship</u>	<u>Residence</u>
Atty. Gaile Dante A. Caraan	Filipino	1272 Metrica St., Sampaloc, Manila
Atty. Frances Urmyne P. Imbong	Filipino	3A Villa Caridad I, Enriquez St., Poblacion, Makati City
Marlene C. Guycoa	Filipino	1272 Metrica St., Sampaloc, Manila
Ivy C. Soon	Filipino	3A Villa Caridad I, Enriquez St., Poblacion, Makati City
Kim Andreas Bertil Jonson	Sweden	Unit 417, Peninsula Court, Makati Ave cor. Paseo de Roxas, Makati City

Date: 22-6-2017 10:06:39 AM

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

<u>Names</u>	<u>Citizenship</u>	<u>Residence</u>
Atty. Gaile Dante A. Caraan	Filipino	1272 Metrica St., Sampaloc, Manila
Atty. Frances Urmyne P. Imbong	Filipino	3A Villa Caridad I, Enriquez St., Poblacion, Makati City
Ivy C. Soon	Filipino	3A Villa Caridad I, Enriquez St., Poblacion, Makati City
Marlene C. Guycoa	Filipino	1272 Metrica St., Sampaloc, Manila
Kim Andreas Bertil Jonson	Sweden	Unit 417, Peninsula Court, Makati Ave. cor. Paseo de Roxas, Makati City

SEVENTH: That the authorized capital stock of the Corporation is Two Million Pesos (Php 2,000,000.00) in lawful money of the Philippines, divided into Two Million (2,000,000) shares with the par value of One Peso (Php 1.00) per share.

EIGHTH: That the subscribers to the capital stock and the amount paid – in to their subscriptions are as follows:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>	<u>Amount Paid</u>
Atty. Gaile Dante A. Caraan	Filipino	149,999	149,999	24,999
Atty. Frances Urmyne P. Imbong	Filipino	149,999	149,999	24,999
Ivy C. Soon	Filipino	1	1	1
Marlene C. Guycoa	Filipino	1	1	1
Kim Andreas Bertil Jonson	Sweden	200,000	200,000	200,000
TOTAL		500,000	500,000	250,000

Date: 22-6-2017 Time: 10:6:40 AM

NINTH: That no transfer of stock or interest which would reduce the stock 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

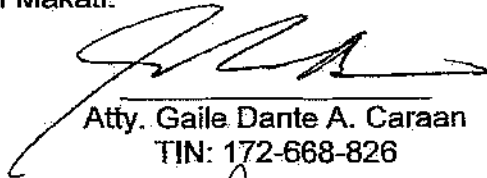
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 Jim
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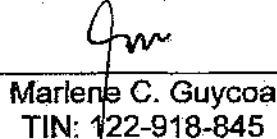
books of the corporation and this restriction shall be indicated in the stock certificates issued by the corporation.

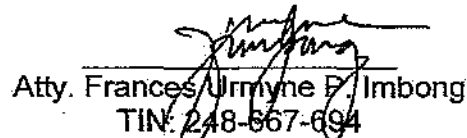
TENTH: That XIN ZHAO has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

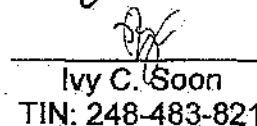
ELEVENTH: That the incorporators and directors undertake to change the name of the corporation as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior 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 custom or public policy.

IN WITNESS WHEREOF, we have set our hands this 4th of April 2015 in the City of Makati.


Atty. Gaile Dante A. Caraan
TIN: 172-668-826


Marlene C. Guycoa
TIN: 122-918-845


Atty. Frances Urrymyne P. Imbong
TIN: 248-667-694


Ivy C. Soon
TIN: 248-483-821

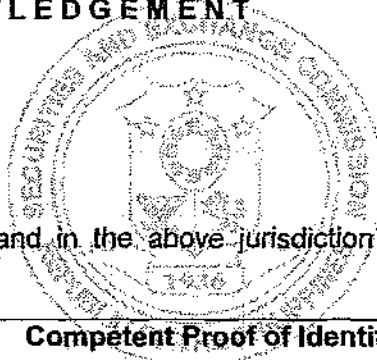

Kim Andreas Bertil Jonson
Passport No. 84940106

Witnesses:

Date: 22-6-2017 Time: 10:6:41 AM

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF S. MAKATI) S.S.



BEFORE ME, a Notary Public for and in the above jurisdiction this _____ personally appeared:

Name	Competent Proof of Identity
Atty. Gaile Dante A. Caraan	TIN No. 172-668-826
Atty. Frances Umyne P. Imbong	TIN No. 248-667-694
Ivy C. Soon	TIN No. 248-483-821
Marlene C. Guycoa	TIN No. 122-918-845
Kim Andreas Bertil Jonson	Passport No. 84940106

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

MAKATI CITY

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

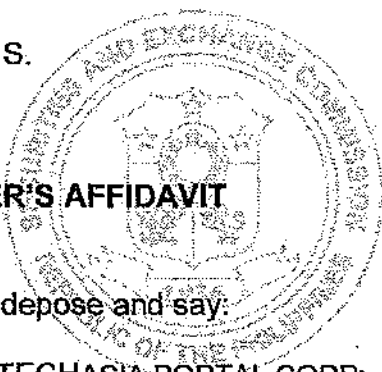
~~ATTY. VIRGILIO R. BATALLA~~
 NOTARY PUBLIC FOR MAKATI CITY
 NOTARY PUBLIC
 APPOINTMENT NO. M 32
 UNTIL DECEMBER 31, 2016
 ROL OF ATTY. NO. 48348
 MCLE COMPLIANCE NO. IV-0015333/4-10-2013
 IBP NO. 705752 - LIFETIME MEMBER
 PTR. NO. 474 - 2530 JAN 05, 2015
 EXECUTIVE BLDG. CENTER
 MAKATI AVE., COR., JUPITER

Doc. No. 48 ;
 Page No. 92 ;
 Book No. 778 ;
 Series of 2015.

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Date: 22-6-2017 Time: 10:6:43 AM

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.



TREASURER'S AFFIDAVIT

I, XIN ZHAO, being duly sworn to, depose and say:

That I am the elected Treasurer of TECHASIA PORTAL CORP.:

That as Treasurer, I am authorized to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation;

That I certify that Twenty-five Percent (25%) of the authorized capital stock of the abovementioned corporation has been subscribed and 50% of which is paid in the amount of TWO HUNDRED FIFTY THOUSAND PESOS ONLY (PHP 250,000.00), and received by me in cash/property for the benefit and credit of the corporation. *That, I shall relinquish my position after the incorporation*

IN WITNESS WHEREOF, I hereby sign this Affidavit on the 4th day of April 2015 in MAKATI CITY.

XIN ZHAO
Treasurer

SUBSCRIBED AND SWORN TO before me this APR 07 2015 day of _____, 2015 at MAKATI CITY affiant exhibited to me his E02240527

~~ATTY. VIRGILIO R. BATALLA~~
NOTARY PUBLIC FOR MAKATI CITY
APPOINTMENT NO. M-32
UNTIL DECEMBER 31, 2016
Notary Public
ROLL OF ATTY. NO. 42348
MCLC COMPLIANCE NO. 70-0938893/4-10-2013
IBP NO. 705762 -- LIFE TIME MEMBER
PTR. NO. 474 - 2010 JAN 05, 2015
EXECUTIVE BLDG. CENTER
MAKATI AVE., COR., JUPITER

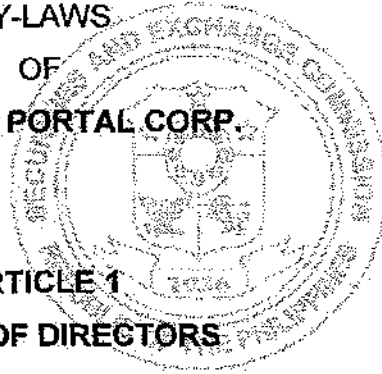
Doc. No. 42
Page No. 28
Book No. 118
Series of 2015.

Date: 22-6-2017 Time: 10:6:44 AM

BY-LAWS
OF
TECHASIA PORTAL CORP.

ARTICLE 1

BOARD OF DIRECTORS



Section 1. The Board – The Board of Directors shall conduct all the business, control all property of the corporation and exercise the following corporate powers of the corporation:

- a) To sue and be sued in the name of the corporation;
- b) To adopt and use a corporate seal;
- c) To amend the articles of incorporation in accordance with the Corporation Code of the Philippines;
- d) To adopt by-laws, not contrary to law, morals, or public policy, and to amend or repeal the same;
- e) To issue or sell stocks to subscribers and to sell treasury stocks in accordance with the provisions of the Corporation Code of the Philippines;
- f) To purchase, receive, take or grant, hold, convey, sell, lease, pledge, mortgage and otherwise deal with such real and personal property, including securities and bonds of other corporations, as the transaction of the lawful business of the corporation may reasonably and necessarily require, subject to the limitations prescribed by law and the Constitution;
- g) To enter into merger or consolidation with other corporations;
- h) To make reasonable donations, including those for the public welfare or for hospital, charitable, cultural, scientific, civic, or similar purposes;
- i) To establish pension, retirement, and other plans for the benefit of its directors, officers and employees; and
- j) To exercise such other powers as may be essential or necessary to carry out the purposes of the corporation.

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Date: 22-8-2017 Time: 20:07:50 AM

Section 2. Directors – The members of the Board of Directors must have at least one (1) share of the capital stock of the corporation. They shall serve for a period of one (1) year and until their successors are elected and qualified.

Section 3. Election – The directors shall be elected from among the stockholders during the annual meeting of the stockholders at the principal office of the corporation.

Section 4. Disqualification – No stockholder convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines, committed within five (5) years prior to the date of election shall qualify as a director.

Section 5. Compensation – The directors shall receive, as such directors, reasonable per diems for their attendance at each meeting of the Board. Any compensation other than per diems, may be allowed subject to the approval of stockholders representing at least a majority of the outstanding capital stock and in accordance with Section 30 of the Corporation Code.

Section 6. 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 quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting 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.

ARTICLE II

MEETINGS OF DIRECTORS

Date: 22-6-2017 Time: 10:6:46 AM

Section 1. Meetings – Regular meetings of the Board of Directors shall be held anywhere in or outside of the Philippines on a date adopted by the Board. Special

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User Name: 06weguerrerc

meetings may be called at any time, for any purpose or purposes, by the President or upon the request of a majority of the directors.

Section 2. Notice – The notice of the meeting shall be communicated by the Secretary to each director personally, or by telephone or by written or electronic message at least one (1) day prior to the scheduled meeting. It shall indicate the date, time and place of the meeting. A director may waive this requirement, either expressly or impliedly.

Section 3. Quorum – A majority of the number of directors as fixed in the Articles of Incorporation shall constitute 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 4. Conduct of the Meeting – The President shall preside at the meetings of the Board, or in his absence, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, if not present, the President shall appoint a secretary for the meeting. The directors cannot attend or vote by proxy at board meetings.

ARTICLE III OFFICERS

Section 1. Election/Appointment – Immediately after their election, the Board of Directors shall formally organize by the election of the President and the Vice-President, both of whom must be directors, a Treasurer, who may or may not be a director, and a Secretary, who shall be a citizen and resident of the Philippines.

Date: 22-6-2017 Time: 10:08:47 AM

The Board may appoint other officers in addition to the above-mentioned officers. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Term of Office – All officers of the corporation shall serve for a term of one (1) year and until their successors are duly elected and qualified.

Section 3. Vacancies – All vacancies in the position of the officers shall be filled by a majority vote of the Board of Directors. The elected successor shall hold office for the unexpired term.

Section 4. Compensation – The Board of Directors shall determine the compensation of all officers, as well as, directors who may serve in any other capacity as officer or agent of the corporation.

ARTICLE IV DUTIES AND FUNCTIONS OF OFFICERS

Section 1. President – The President shall supervise and manage the business affairs of the corporation; initiate and develop corporate policies, projects, plans and programs; implement the administrative and operational policies of the corporation; execute on behalf of the corporation all contracts, agreements and other instruments affecting the interest of the corporation; represent the corporation at all functions and proceedings; preside at the meetings of the Board of Directors and the stockholders; appoint, remove, suspend or discipline employees of the corporation; oversee the preparation of the budgets and the statements of accounts of the corporation; and perform such other duties as are incident to his office or are entrusted to him by the Board of Directors;

Section 2. 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 the President.

Section 3. Secretary – The Secretary shall record the minutes of all meetings of the directors and the stockholders; keep record books including ledgers and stock and transfer books; keep the corporate seal and affix it to all papers and documents or certificates, and make reports or statements as may be required by law or by government rules and regulations; send all notices of the corporation and determine the attendance in the meetings of the Board of Directors and stockholders; the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meetings; and 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.

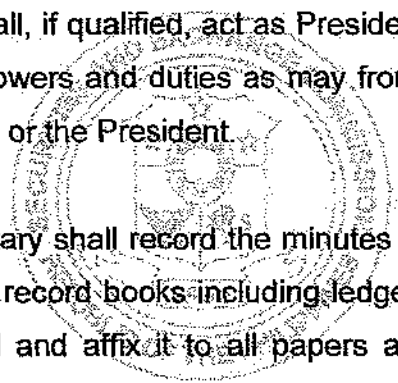
Section 4. Treasurer – The Treasurer of the corporation shall have custody of, and be responsible for all the funds, securities and bonds of the corporation and deposit them in the name and to the credit of the corporation; keep full and accurate accounts of receipts and disbursements in the books of the corporation; prepare and render an annual statements showing the financial condition of the corporation and such other financial reports, certifications or documents as the Board of Directors, or the President or government agencies may require; and perform such duties and functions as may be assigned to him by the Board of Directors or the President.

ARTICLE V
STOCKS AND STOCKHOLDERS

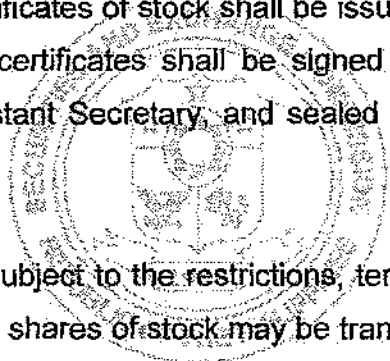
Section 1. Stockholders – Stockholders of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. They shall pay interest on all unpaid subscriptions from the date of subscription at the rate of interest fixed in the subscription agreement.

Date: 22-8-2017 Time: 10:01:47 AM

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Section 2. Stock Certificate – Certificates of stock shall be issued to stockholders with fully paid stock subscription. The certificates 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 of stock may be transferred by delivery of the certificates duly indorsed by the owner, his attorney-in-fact, or other legally authorized person. No transfer shall be valid, except as between the parties, until the transfer is recorded in the books of the corporation so as to show the names of the parties to the transaction, the date of the transfer, the number of certificate or certificates and the number of shares transferred.

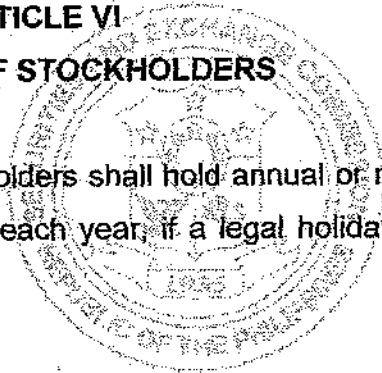
No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

Section 4. Rights of Stockholders – All stockholders of the corporation shall have the following rights:

- a) To participate and vote during the meetings of the stockholders;
- b) To vote and be voted as director or officer of the corporation;
- c) To inspect the records of all business transactions of the corporation and the minutes of any meeting at reasonable hours on business days and may demand, in writing, for a copy of excerpts from said records or minutes, at his expense;
- d) To exercise pre-emptive rights to subscribe to all issues or disposition of shares of stock, in proportion to their respective shareholdings, unless such right is denied by the articles of incorporation or an amendment thereto;
- e) To exercise appraisal right on instances stated in Section 81 of the Corporation Code;
- f) To receive dividends declared by the board of directors; and
- g) To share in the distribution of the remaining assets of the corporation after its dissolution and liquidation of its assets.

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Middle: A signature that appears to be "J. M. ..."
Bottom: A signature that appears to be "G. ..."

ARTICLE VI
MEETINGS OF STOCKHOLDERS



Section 1. Meetings – The stockholders shall hold annual or regular meetings of the corporation on the 30th of March of each year; if a legal holiday, then on the day following.

Special meetings may be called by any of the following: (a) Board of Directors, at its own instance, or at request of stockholders representing a majority of the outstanding capital stock, or (b) the President.

Section 2. Place of Meeting – Stockholders meetings shall be held in the principal office of the corporation stated in Article III of the articles of incorporation or at any place designated by the Board of Directors in the city or municipality indicated therein.

Section 3. Notice – Notices for the meetings shall be sent by the Secretary by personal delivery, by mail or electronic message at least two (2) weeks for regular meetings and one (1) week for special meetings 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 for which the meeting is called.

When the meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the 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.

Date: 22-6-2017 Time: 10:6:52 AM

Section 4. Quorum – Unless otherwise provided by law, in all meetings of stockholders, a majority of the outstanding capital stock must be present or represented

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www.sec.gov.ph

User Name: 06waguerrero

in order to constitute quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite number of stock shall be present.

Section 5. Conduct of Meeting – Meeting shall be presided over by the President, or in his absence, by a chairman to be chosen by the Board of Directors. The Secretary shall act as secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.

Section 6. Proxy – Stockholders may vote in person or by proxy in all meetings of stockholders. Proxies shall be in writing, signed by the stockholder and filed before the scheduled meeting with the corporate secretary. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended.

ARTICLE VII DIVIDENDS

Section 1. Dividends – The Board of Directors may declare dividends out of the unrestricted retained earnings of the corporation which shall be payable in cash, property, or stock to all stockholders of record. Stock dividends can not be issued without the approval of the stockholders representing not less than two-thirds (2/3) of the outstanding capital stock.

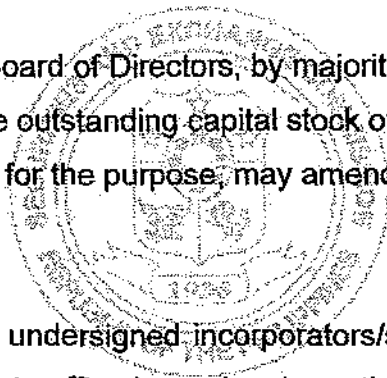
ARTICLE VIII FISCAL YEAR

Section 1. 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.


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ARTICLE IX AMENDMENTS


Section 1. Amendments – The Board of Directors, by majority vote thereof, and the owners of at least a majority of the outstanding capital stock of the corporation, at a regular or special meeting duly called for the purpose, may amend or repeal these by-laws or adopt new by-laws.



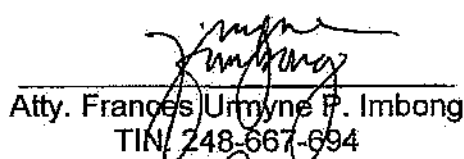
IN WITNESS WHEREOF, we, the undersigned incorporators/stockholders have adopted the foregoing by-laws and hereunto affixed our signatures this 4th day of April, 2015 in Makati City, Philippines.



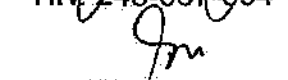
Atty. Gaile Dante A. Caraan
TIN: 172-668-826



Ivy C. Soon
TIN: 248-483-821



Atty. Frances Urmyne P. Imbong
TIN: 248-667-694



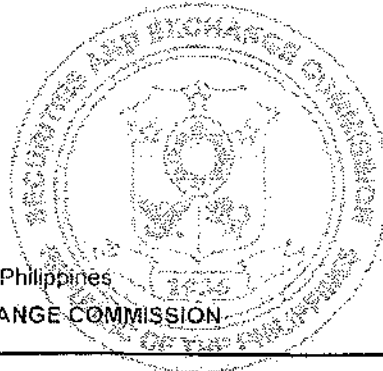
Marlene C. Guycoa
TIN: 122-918-845



Kim Andreas Bertil Jonson
Passport No. 84940106

Date: 22-6-2017 Time: 10:6:55 AM

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Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **TECHASIA PORTAL CORP.** has been reserved from **April 3, 2015** to **May 3, 2015**.

Reference Reservation Number (RRN): **RRN20150403221140485**

Type of Industry: **Research & Experimental Dev. In Information Technology**

Breakdown of Fees:

Reservation Fee: **Php 40.00**

TOTAL: Php 40.00

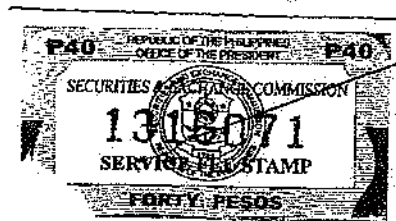
Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

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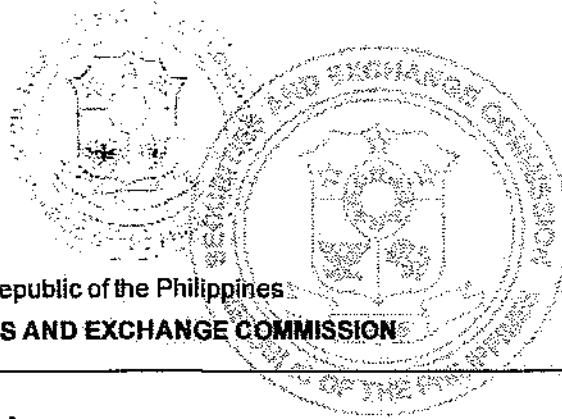


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www.sec.gov.ph

User Name: 06waguerrerc

Print Finish



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Notice:

This certifies that the name **TECHASIA PORTAL CORP.** has been reserved from **April 3, 2015** to **May 3, 2015** by **FRANCES IMBONG**.

Reference Reservation Number (RRN): **RRN20150403221140485**

Type of Industry: [K73300] Research & Experimental Dev. In Information Technology

Payment Transaction Number: (refer to SEC Teller)

Reservation Fee: **Php 40.00**

Important Reminders:

Please pay within 4 days (on or before **April 7, 2015**, except on Saturdays and Sundays) at any SEC office or at selected UnionBank branches.

Please file your SEC Registration forms within the reservation period at SEC office.

You may also accomplish and print your SEC Registration forms online. For more details, please visit the **SEC i-Register** site at iregister.sec.gov.ph. In case you don't have an internet access, you may go to the nearest SECCCU Internet desk. You will be assisted by SECCCU staff during your online registration.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer.

You may reserve a company name for a maximum of 90 calendar days.

If you have not completed your company registration within the reservation period, you may apply for reservation extension online or at any SEC office.

If the reservation period has elapsed and you still have not completed your company registration, your company name reservation will be forfeited. In this case, you should verify and reserve the company name again.

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

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