

#### REPUBLIC OF THE PHILIPPINES

#### SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills City Of Mandaluyong, Metro Manila

COMPANY REG. NO. ASO95-003836

# CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

#### PROTON MICROSYSTEMS, INC.

DOING BUSINESS UNDER THE NAME AND STYLE OF
OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER
SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; AND UNISO
(Formerly: PROTON MICROSYSTEMS, INC. doing business under the name and style of
OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET
WORLD; AND OCTAGON MOBILE)
(Amending Article I thereof.)

copy annexed, adopted on August 05, 2016 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate 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 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.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this \_\_\_\_\_\_\_ day of October, Twenty Sixteen.

FERDINAND B. SALES

Director

Company Registration and Monitoring Department

### **COVER SHEET**

# for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

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## AMENDED ARTICLES OF INCORPORATION OF

PROTON MICROSYSTEMS, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; AND UNISO

Formerly: Proton Microsystems, Inc. Doing Business Under the name and style of Octagon Computer Superstore; Microvalley Computer Superstore; Gadget World; and Octagon Mobile

#### KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

#### AND WE HEREBY CERTIFY:

FIRST:

That the name of the said corporation shall be:

PROTON MICROSYSTEMS, INC.

<u>DOING BUINESS UNDER THE NAME AND STYLE OF OCTAGON</u>

<u>COMPUTER SUPERSTORE; MISCROVALLEY COMPUTER</u>

<u>SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; AND UNISO</u> (As amended on August 05, 2016)

**SECOND:** That the purposes for which the said corporation is formed are:

#### PRIMARY PURPOSE

To engage in, conduct, and carry on the business of buying, selling, distributing, marketing at wholesale and retail in so far as may be permitted by law, all kinds of goods, commodities, wares, and merchandise of every kind and description such as but not limited to computer hardware equipment, telecommunication equipment and other similar products, to enter into all kinds of contracts for the export, import, purchase, acquisition, sale at wholesale and retail and other disposition for its own account as principal or in representative capacity as manufacturer's representative, merchandise broker, indentor, commission merchant, factors or agents, upon consignment of all kind of goods, wares, merchandise or products whether natural of artificial and to perform after sales services such as warranties, repairs and other services related thereto. (As amended on August 24, 2005)



- 1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouse and machineries, equiptment 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 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 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 or lieu 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 of porperties acquired by the corporation or for money borrowed in the prosecution of its lawful business.
- 3. To invest and deal with the money and properties of the 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;

estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidence of indebtedness, contracts, or obligations of which are held by or for this

otherwise.



- 5. To enter into any lawful arrangement for sharing profits, union of interes, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or gevernmental, 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 corpration;
- 6. 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, exception, licenses and concessions as may be conducive to any of the objects of the corporation;
- 7. To establish and operate one of more branch offices of agencies and to carry on any of 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;
- 8. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign 26 countries, and to do everydising necessary, desirable or incidental to the

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accomplishment of the purposes or the exercise of any one of more of the powers herein enumerated, or which shall at any time appear conductive to or expedient for the protection or benefit of the corporation.

THIRD: That the place where the principal effice of the corporation is to be established or located is at 747 Romnaldez Street, Ermita, Matrila, (ascamended on Dec. 5, 2008)

FOURTH: That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH: That the names, nationalities and residences of the incorporators of said corporation are as follows:

Name

Nationality

Residence

Ricardo Loc

William Lim

Ruby Molina Wong

Wilson Taneda

Chun Sang Ong

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SIXTH: That the number of directors of said comoration shall be Five

(5) and that the names, nationalities and residences of the directors who are
to serve until their successors are elected and qualified as provided by the bylaws are as follows: (as amended on May 30, 2013)

Name

Nationality

Ricardo Lee

William Lim

Ruby Molina Wong

Wilson Taneda

Chun Sang Ong

Date: 19-5-2014 Time: 9:32:59 AM

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SEVENTH: That the authorized capital stock of said corporation is ONE HUNDRED FIFTY MILLION Pesos (P 150,000,000,00), Philippine Currency, and said capital stock is divided into ONE MILLION FIVE HUNDRED

THOUSAND share (1,500,000) with par value of ONE HUNDRED PESOS (P 100.00) each (as amended on May 30,2013)

EIGHT: That the amount of said capital stock which has been actually subscribed is One Million Two Hundred Fifty Thousand Pesos (1,250,000,00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

Name	Citizenship	No. of shares		Amount subscribed
Ricardo Lee		2,500 .	Php	250,000.00 /
William Lim		2,500/		250,000.00
Ruby Molina Wong		2,500 /		250,000.00/
Wilson Taneda		2,500		250,000.00 /
Chun Sang Ong		2,500 /	×	250,000.00 /
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NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed; the amount set sout after their respective names;

	Name	Amount Paid					
1.	Ricardo Lee	Php 62,50	0.00				
	William Lim /	62,50	0.00				
3.	Ruby Molina Wong	62,50	0.00				
4.	Wilson Taneda	62,50	0.00				
5.	Chun Sang Ong	62,50	00.00				
		Php 312.5	00.00				

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TENTIL: That no issuance or transfer of share of stock of the corporation which would reduce the stock ownership of Filipino causeus to less than the percentage of the outcoming capital stock required by law to be owned by Filipino causeus, shall be attorned or permitted to be moorded in the books of the corporation. The respection shall be privated or indicated in all the certificates of stock to be aqued by the corporation.

PLEVENTH: That Chun Sang Ong Los Toter elected by admissible seribers as Treasurer of the corporation to act as such until his her successor is duly elected and shall have equalified in accordance with the by-laws; and that, as such intensifier, beight him been authorized to receive for the corporation, and to issue in its name receipts to a manufacture of the subjections paid in by the subjections.

IN WITNESS WHEREOF, we have become set our hands this Beb. day Yourness 19 95 Nanila Philippines.

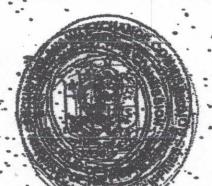
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all knows to use and to use known to be the greater, who executed the fivegoing Articles of Incorporation and they acknowledged to use that the same is their free and voluntary set and deed.

IN TESTIDIONY WHEREOF, I have hereunto not my hand and affined my notation lead on the date and at the plan first above - written.

(Sgd.) NOTARY PUBLIC ATTY JOSE S. TAYO UNTIL DBC. 31, 1995 TAN, 6175-731-8 PIR 061206 4, 1-2-95

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Book No. - 19 · · 3

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#### SECRETARY'S CERTIFICATE

I, Dennis Uy, of legal age, married, with office address at 747 Romualdez Street, Ermita, Manila being duly sworn, depose and state that:

- I am the duly elected and qualified Corporate Secretary of Proton Microsystems, Inc., doing
  business under the name and style of Octagon Computer Superstore; Microvalley Computer
  Superstore; Gadget World; and Octagon Mobile a corporation duly organized and existing
  under and by virtue of the Republic of the Philippines with principal office at No. 747
  Romualdez Street, Ermita, Manila which we are in the process of amending its business name
  with the Securities and Exchange Commission;
- 2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or vice versa.

City of Manila 5th day of August, 2016.

DENNIS UY Corporate Secretary

17 AUG 2016

SUBSCRIBED AND SWORN TO before me on this

day of \_

2016. in

Philippines, affiant exhibiting to me his TIN

**Notary Public** 

Series of 2016

MY COMMISSION NO. 2015-058
UNTIL DECEMBER 31, 2016
IBP NO. 949468/MANILA 11/5/2014
PTR NO. 4923748 12/29/2015
ROLL NO. 34439

WOLE COMPLIANCE NO. IV-023974

## MANILA

#### JOINT AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

We, Ricardo A. Lee and Lawrence Ong Lee, both of legal age, Filipinos, and residents of 747 Romualdez Street, Ermita, Manila, after having been sworn to in accordance with law hereby depose and state:

That we are the Chairman of the Board and President, respectively, of Proton Microsystems, Inc. doing business under the name and style of Octagon Computer Superstore; Microvalley Computer Superstore; Gadget World; Octagon Mobile; and <u>UNISO</u> (Formerly: Proton Microsystems, Inc. doing business under the name and style of Octagon Computer Superstore; Microvalley Computer Superstore; Gadget World; and Octagon Mobile) which we are in the process of amending its business name and style with the Securities and Exchange Commission.

That we, in behalf of said corporation, hereby undertake to change its corporate name immediately upon receipt of notice or directive from the 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.

This affidavit is executed to attest to the truth of the foregoing and for whatever legal

IN WITNESS WHEREOF, we hereby signed this affidavit this 5<sup>th</sup> day of Argust 2016 in Manila.

RICARDO LEE

AFFIANT

LAWKENGE ONG LEE

AFFIANT

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_ 2016 in by the above-named persons who exhibited to me their Tax Identification Number (TIN) as follows:

NAME Ricardo A. Lee TIN

Ricardo A. Lee Lawrence O. Lee

**NOTARY PUBLIC** 

DOC No.
Page No.
Book No.
Series of 2016.

ATTY. RICARDO C. NERI MY COMMISSION NO. 2015-056 UNTIL DECEMBER 31, 2016 IBP NO. 949460/MANILA 11/5/2014 PTR NO. 4923748 12/29/2015 ROLL NO. 34439 MCLE CCMPLIANCE NO. IV-023974 Print Finish



wight to

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

## Reservation Payment Confirmation

This certifies that the name PROTON MICROSYSTEMS, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; AND UNISO has been reserved from September 8, 2016 to October 8, 2016.

Reference Reservation Number (RRN): RRN20160908110917278

Type of Industry: Wholesale Trade And Commission Trade, Except Of Motor Vehicles

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.



Finish



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

## Reservation Payment Confirmation

This certifies that the name UNISO has been reserved from September 8, 2016 to October 8, 2016.

Reference Reservation Number (RRN): RRN20160908110321672

Type of Industry: Computer & Related Activities

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.

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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.

For SEC use only:
Override By: cmfurugganan
Reason: Other Override Remark(s) - w/ previous approval of Atty. Gabuyo dtd. 8.5.16;
w/ appeal letter to use as add'l. style/trade name of Proton Microsystems
Inc.-AS95003836



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Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

## Reservation Payment Confirmation

This certifies that the name PROTON MICROSYSTEMS, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; AND UNISO has been reserved from August 8, 2016 to September 7, 2016.

Reference Reservation Number (RRN): RRN20160808121143828

Type of Industry: Wholesale Trade And Commission Trade, Except Of Motor Vehicles

Breakdown of Fees:

Reservation Fee: Php 40.00

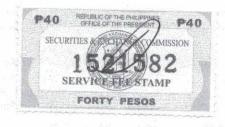
TOTAL: Php 40.00

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.

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## Republic of the Philippines SECURITIES AND EXCHANGE COMMISSION

## Reservation Payment Confirmation

This certifies that the name UNISO has been reserved from August 8, 2016 to September 7, 2016.

Reference Reservation Number (RRN): RRN20160808084224157

Type of Industry: Computer & Related Activities

Breakdown of Fees:

Reservation Fee: Php 40.00

TOTAL: Php 40.00

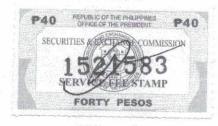
Important Reminders:

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.

For SEC use only:
Override By: cmfurugganan
Reason: Other Override Remark(s) - w/ appeal letter to use as add'l. style/trade name
of Proton Microsystems Inc.-AS95003836; approved by Atty. D. Gabuyo dtd. 8.5.16



# SECURITIES AND EXCHANGE COMMISSION

#### **DIRECTORS' CERTIFICATE**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the directors and the Corporate Secretary of Proton Microsystems, Inc., doing business under the name and style of Octagon Computer Superstore; Microvalley Computer Superstore; Gadget World; and Octagon Mobile do hereby certify that the Articles of Incorporation of said corporation was amended by the majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on August 5, 2016 at the principal office of the corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to (Amended business name) Proton Microsystems, Inc. doing business under the name and style of Octagon Computer Superstore, Microvalley Computer Superstore, Gadget World, Octagon Mobile and UNISO.

We further certify that the attached amended Articles of Incorporation is the true and correct copy thereof.

In witness whereof, we have hereunto signed this certificate this 5<sup>th</sup> day of August, 2016 at Manila, Philippines.

RICARDO LEE
TIN:

ANITA LIM
TIN:

LAWRENCE ONGLEE
TIN:

DENNIS UY
Corporate Secretary
TIN:

17 AUG 2016

SUBSCRIBED AND SWORN to before me this \_\_\_ day of \_\_\_\_ 2016 in by the above-named persons who exhibited to me their Passport No. as follows:

**NAME** 

PASSPORT NO.

DATE/PLACE ISSUED

Ricardo Lee Anita Lim Lawrence Ong Lee Dennis Uy

 MY COMMISSION NO. 2015-056 UNTIL DECEMBER 31, 2016
185 NO. 949468/MANILA 11/5/2014
PIR NO. 4923748 12/29/2015
40LL NO. 34439
WELE CUMPLIANCE NO. 10-0239/4