



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.: 2024040147279-06**  
**CERTIFICATE OF AUTHORITY NO.: F-24-0075-53**

**CERTIFICATE OF INCORPORATION  
AND AUTHORITY TO OPERATE AS A FINANCING COMPANY**

KNOW ALL PERSONS BY THESE PRESENTS:

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

**GOLDWATER CAP FINANCING CORPORATION**  
**doing business under the name/s and style/s of**  
**Goldwater Cap Financing**

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation and Authority in accordance with the Revised Corporation Code of the Philippines (Republic Act No. 11232) and Republic Act No. 8556, otherwise known as the Financing Company Act of 1998 and its implementing rules and regulations, and copies of said Articles of Incorporation and By Laws are hereto attached.

This Certificate grants juridical personality to the corporation but does not authorize it 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 the Securities and Exchange Commission; nor 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, and time shares/club shares/membership certificate issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute a permit to undertake activities for which other government agencies require a license or permit.

This Certificate **DOES NOT AUTHORIZE INVESTMENT SOLICITATION AND INVESTMENT-TAKING WITHOUT A SECONDARY LICENSE FROM THIS COMMISSION.**

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 to this Certificate at The SEC Headquarters 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this day of 21 May Two Thousand Twenty Four.

**GERARDO F. DEL ROSARIO**  
Director

Company Registration and Monitoring Department

For SEC use only  
K64923 (PSIC as reserved)  
Stock Corporation  
Less Than 5 Incorporators

DOCUMENTARY STAMP TAX PAID





SEC Main Office  
The SEC Headquarters  
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

## electronic Official Receipt

### Transaction Details

<b>eOR Number</b>	20240418-PM-0051320-47
<b>Transaction Number</b>	410911163156
<b>Payment Date</b>	April 18, 2024 07:55 PM
<b>Payment Scheme</b>	visa
<b>Status</b>	COMPLETED
<b>Payment Status</b>	PAYMENT_SUCCESS

### Payment Assessment Details

<b>PAF No.</b>	20240417-10514603
<b>PAF Date</b>	2024-04-17 13:23:00
<b>Payor Name</b>	GOLDWATER CAP FINANCING CORPORATION
<b>Payor Address</b>	GUIMBA, NUEVA ECIJA, REGION III (CENTRAL LUZON), 3115

#	Nature of Collection	Account Code	Amount
1	License fees for Lending and Financing Cos	4020106000(605)	3,080.00
2	By Laws (without DST)	4020102000(606)	1,000.00
3	Registration of Corporation	4020102000(606)	28,000.00
4	Registration of Stock and Transfer Book	4020102000(606)	150.00
5	Name Verification	4020199099(678)	300.00
6	Legal Research Fee (A0823)	2020105000(131)	320.80
7	Documentary Stamp Tax	4010401000(4010401)	30.00
<b>TOTAL</b>			<b>32,880.80</b>

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.

# COVER SHEET

## COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

**REGISTRATION - ESPARC**

COMPANY NAME

**GOLDWATER CAP FINANCING CORPORATION**  
**doing business under the name/s and style/s of Goldwater Cap Financing**

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

**NO. 7 UNIT 300 ONJIANCO ST., SANTA VERONICA DISTRICT (POB.) , GUIMBA, NUEVA  
ECIJA, REGION III (CENTRAL LUZON), 3115**

### COMPANY INFORMATION

Industry Code

Industry Description

**K64923**

**Financing Company Operations**

Company's Email

Company's  
Telephone  
Number/s

Company's Mobile  
Number

**commercials@goldwatercap.net**

**+63 2 8512  
4690 N/A**

**+639171307314**

### CONTACT PERSON INFORMATION

Name of Contact

Email Address

Telephone  
Number/s

Mobile Number/s

**MICHELLE  
BANDALAN  
SORIANO**

**msoriano.chemko@gmail.com**

**N/A**

**+639171307314**

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





Articles of Incorporation  
of  
**GOLDWATER CAP FINANCING CORPORATION**  
doing business under the name/s and style/s of  
**Goldwater Cap Financing**



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

**GOLDWATER CAP FINANCING CORPORATION**  
doing business under the name/s and style/s of  
**Goldwater Cap Financing**

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

To engage in the business of extending credit facilities to consumers and to industrial, commercial, or agricultural enterprises, by direct lending or by discounting or factoring commercial papers or accounts receivable, or by buying and selling contracts, leases, chattel mortgages, or other evidences of indebtedness, or by financial leasing of movable as well as immovable property (Sec. 3. of Republic Act No. 8556 known as the Financing Company Act of 1998). Provided, however, that there shall be continuing compliance of SEC Memorandum Circulars on 1) Prohibition of Unfair Debt Collection Practices of Financing Companies (FC) and Lending Companies (LC) and 2) Disclosure Requirements on Advertisements for Financing Companies and Lending Companies and Reporting of Online Lending Platforms (MC Nos. 18 and 19, Series of 2019, respectively).

**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. 7 UNIT 300 ONJIANCO ST., SANTA VERONICA DISTRICT (POB.) , GUIMBA, NUEVA ECIJA, REGION III (CENTRAL LUZON), 3115;**

Fourth: That the corporation shall have perpetual existence;





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

<b>Name</b>	<b>Nationality</b>	<b>Residence</b>
MICHELLE BANDALAN SORIANO	Philippine, Filipino	95 POPE JOHN PAUL II AVENUE Kasambagan , CEBU CITY (Capital), CEBU, REGION VII (CENTRAL VISAYAS), 6000
KIM TIU SELORIO	Philippine, Filipino	1518 FT BENITEZ ST COR ESCODA Paco - Barangay 675 , CITY OF MANILA, FIRST DISTRICT, NATIONAL CAPITAL REGION (NCR), 1007
CHARLENE FETESIO VELARO	Philippine, Filipino	1937 A Severino Reyes St Santa Cruz - Barangay 305 , CITY OF MANILA, FIRST DISTRICT, NATIONAL CAPITAL REGION (NCR), 1003
MA DANIELLA SANTOS PALANCA	Philippine, Filipino	8G Proscenium at Rockwell Estrella St. Proscenium Residences Guadalupe Nuevo , CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1212

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:

<b>Name</b>	<b>Nationality</b>	<b>Residence</b>
MICHELLE BANDALAN SORIANO	Philippine, Filipino	95 POPE JOHN PAUL II AVENUE Kasambagan , CEBU CITY (Capital), CEBU, REGION VII (CENTRAL VISAYAS), 6000
KIM TIU SELORIO	Philippine, Filipino	1518 FT BENITEZ ST COR ESCODA Paco - Barangay 675 , CITY OF MANILA, FIRST DISTRICT, NATIONAL CAPITAL REGION (NCR), 1007
CHARLENE FETESIO VELARO	Philippine, Filipino	1937 A Severino Reyes St Santa Cruz - Barangay 305 , CITY OF MANILA, FIRST DISTRICT, NATIONAL CAPITAL REGION (NCR), 1003





MA DANIELLA SANTOS Philippine, Filipino  
PALANCA

8G Proscenium at Rockwell  
Estrella St. Proscenium  
Residences Guadalupe Nuevo ,  
CITY OF MAKATI, FOURTH  
DISTRICT, NATIONAL CAPITAL  
REGION (NCR), 1212

Vacant

Seventh: That the authorized capital stock of the corporation is Fourteen Million Pesos (P14,000,000.00), divided into:

a. One Hundred (100) common voting shares with par value of One Hundred Forty Thousand Pesos (P140,000.00) 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
MICHELLE BANDALAN SORIANO	Philippine, Filipino	Common - Voting - with Par	1	P140,000.00
KIM TIU SELORIO	Philippine, Filipino	Common - Voting - with Par	2	P280,000.00
CHARLENE FETESIO VELARO	Philippine, Filipino	Common - Voting - with Par	10	P1,400,000.00
MA DANIELLA SANTOS PALANCA	Philippine, Filipino	Common - Voting - with Par	9	P1,260,000.00
TOTAL			22	P3,080,000.00

Name	Share Type	Mode of Payment	Amount Paid	Add'l Paid-in Capital
MICHELLE BANDALAN SORIANO	Common - Voting - with Par	Cash	P140,000.00	P0.00
KIM TIU SELORIO	Common - Voting - with Par	Cash	P280,000.00	P0.00
CHARLENE FETESIO VELARO	Common - Voting - with Par	Cash	P1,400,000.00	P0.00
MA DANIELLA SANTOS PALANCA	Common - Voting - with Par	Cash	P1,260,000.00	P0.00
TOTAL			P3,080,000.00	P0.00



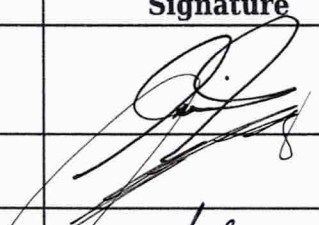

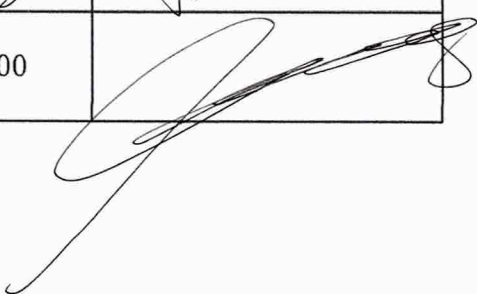


Ninth: That KIM TIU SELORIO has been elected by the subscribers as Treasurer of the Corporation to act as such until after the successor is duly elected and qualified in accordance with the bylaws, that as Treasurer, authority has been given to receive in the name and for the benefit of the corporation, 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 12<sup>th</sup> day of April, 20 24 in the City/Municipality of Manila, Province of NCR, Republic of the Philippines.

Name	TIN	Signature
MICHELLE BANDALAN SORIANO	903-753-382-000	
KIM TIU SELORIO	318-511-115-000	
CHARLENE FETESIO VELARO	352-909-648-000	
MA DANIELLA SANTOS PALANCA	702-553-698-000	
KIM TIU SELORIO Treasurer	318-511-115-000	





## ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)

S.S)

BEFORE ME, a Notary Public, for and in QUEZON CITY, Philippines, this  
\_\_\_\_\_ day of APR 15 2024, personally appeared the following persons:

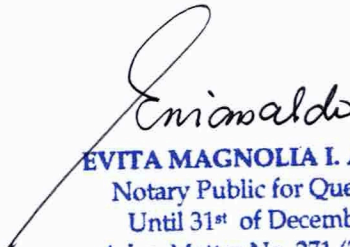
Name	TIN/Passport No.	Date and Place Issued
MICHELLE BANDALAN SORIANO	903-753-382-000	
KIM TIU SELORIO	318-511-115-000	
CHARLENE FETESIO VELARO	352-909-648-000	
MA DANIELLA SANTOS PALANCA	702-553-698-000	
KIM TIU SELORIO <i>Treasurer</i>	318-511-115-000	

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. 144 ;  
Page. No. 31 ;  
Book. No. 2 ;  
Series Of 2024 .

**NOTARY PUBLIC**

  
**EVITA MAGNOLIA I. ANSALDO**  
Notary Public for Quezon City  
Until 31<sup>st</sup> of December 2024  
Adm. Matter No. 271 (2023-2024)  
Unit 701 FSS Building-I 18 Scout Tuason cor. Scout Castor Sts.  
Brgy. Laging Handa, Quezon City  
PTR No. 5544837D/01-02-2024/Quezon City  
IBP No. 423230/01-16-2024/Oriental Mindoro  
Roll of Attorney No. 61215  
MCLE Compliance No. VII-0027015/04-18-2025







BY-LAWS  
OF  
**GOLDWATER CAP FINANCING CORPORATION**  
doing business under the name/s and style/s of  
**Goldwater Cap Financing**

**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 **January 1**.
- 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


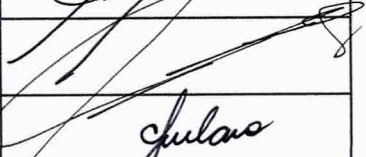


The corporate seal shall be determined by the Board of directors or trustees.

#### 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.



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 12th day of April, 20 24 in the City/Municipality of Manila, Province of NCR, Republic of the Philippines.

Name	TIN	Signature
MICHELLE BANDALAN SORIANO	903-753-382-000	
KIM TIU SELORIO	318-511-115-000	
CHARLENE FETESIO VELARO	352-909-648-000	
MA DANIELLA SANTOS PALANCA	702-553-698-000	







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 REGISTRATION AND MONITORING DEPARTMENT

May 21, 2024

**GOLDWATER CAP FINANCING CORPORATION**  
**doing business under the name/s and style/s of**  
**Goldwater Cap Financing**  
No. 7 Unit 300 Onjianco Street,  
Santa Veronica District (Pob.), Guimba,  
Nueva Ecija 3115  
email address: msoriano.chemko@gmail.com

Subject: **SEC Memorandum Circular No. 10, Series of 2021**

**SEC Memorandum Circular No. 5, Series of 2023**

Attention: **BOARD OF DIRECTORS**

Gentlemen:

We are pleased to present the **Certificate of Incorporation** and **Authority to Operate as Financing Company** of **GOLDWATER CAP FINANCING CORPORATION** doing business under the name/s and style/s of Goldwater Cap Financing ("Corporation").

Please be reminded that the issuance of the aforementioned *Certificate of Incorporation* and *Authority to Operate as Financing Company* does not carry with it the authority to operate Online Lending Platforms ("OLPs"), the operation of which would require prior registration with the Commission. Relative thereto, the Corporation is hereby put on notice that the Commission issued SEC Memorandum Circular No. 10, Series of 2021 which imposed a moratorium on the registration of new OLPs until the pertinent Guidelines on the Registration and Licensing of OLPs be issued. As such, it is emphasized that violation of the subject SEC MC is a ground for institution of administrative action for revocation of the Corporation's *Authority to Operate as Financing Company*, among others.

In addition, the Corporation is likewise notified of the requirement under Section 3.2. ii of SEC Memorandum Circular No. 5, Series of 2023<sup>1</sup>, among others, of providing a statement in its advertising materials and communications that **the Corporation is a financial service provider regulated by the Securities and Exchange Commission.**

For reference, copies of the aforementioned SEC Memorandum Circulars are available at <https://www.sec.gov.ph/mc-financing-lending-companies/mc-no-10-s-2021moratorium-on-new-online-lending-platforms/#gsc.tab=0> and <https://www.sec.gov.ph/mc-2023/sec-mc-no-05-series-of-2023/#gsc.tab=0>, respectively.

Very truly yours,

  
**GERARDO E. DEL ROSARIO**  
Director

Received by:

  
**LOVETTE BITCO**

Signature Over Printed Name

Date: **05/23/24**

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<sup>1</sup> SEC Rules and Regulations of the Financial Products and Services Consumer Protection Act of 2022