**SAMPLE ONLY FOR A ONE PERSON CORPORATION
UNDER THE NAME OF AN ESTATE OR TRUSTEE**

Articles of Incorporation

of

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, OPC

(Name of One Person Corporation)

The undersigned, of legal age, voluntarily forms a One Person Corporation (OPC) under the laws of the Republic of the Philippines and certifies the following:

First: That the name of said corporation shall be \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, OPC;

Second: That the purpose or purposes for which such corporation is incorporated are: (If there are more than one purpose, indicate primary and secondary purposes);

Third: That the principal office of the OPC is located in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_;

Fourth: That the OPC shall have perpetual existence;

(If the OPC has a specific term of existence): That the OPC shall have a term of existence of \_\_\_\_\_\_\_\_\_ years from the date of issuance of the certificate of incorporation;

*State the specific term of existence in words followed by the figure enclosed in parentheses, e.g. fifty (50) years.*

Fifth: That the name, nationality, and residence address of the (trustee, administrator, executor, guardian, conservator, custodian, or any other person exercising fiduciary duties) are as follows:

Name

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Nationality

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Residence

(Specific)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Attach proof of authority to act on behalf of the trust or estate.)

Sixth: That the names, nationalities, and residence addresses of the nominee and alternate nominee are as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | Name | Nationality | Residence |
| Nominee: |  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Alternate:  |  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

Seventh: That the authorized capital stock of the OPC is \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Pesos (P\_\_\_\_\_\_\_\_\_\_\_\_), divided into \_\_\_\_\_\_\_\_\_\_\_\_ shares with par value of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Pesos (P\_\_\_\_\_\_\_) per share.

(In case all the shares are without par value): That the capital stock of the OPC is \_\_\_\_\_\_\_\_\_\_\_\_\_ shares without par value.

(In case some shares have par value and some are without par value): That the capital stock of said corporation consists of \_\_\_\_\_\_\_\_\_\_ shares, of which \_\_\_\_\_\_\_\_\_\_ shares have a par value of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Pesos (P\_\_\_\_\_\_\_\_) each, and of which \_\_\_\_\_\_\_\_\_\_\_\_ shares are without par value.

Eighth: That the number of shares of the authorized capital stock above-stated has been subscribed as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name of Subscriber | Nationality | No. of Shares Subscribed | Amount Subscribed | Amount Paid |
| \_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_ |

Ninth: a) That as self-appointed treasurer of the OPC, I acknowledge to have received in the name and for the benefit of the corporation, all subscriptions paid or given by the subscriber, 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 has been duly received for the benefit and credit of the corporation, and that I shall faithfully administer the corporation’s funds to be received as Treasurer, and to disburse and invest the same in accordance with law and these Articles of Incorporation;

Or:

b) That as Treasurer of the OPC, I acknowledge to have received in the name and for the benefit of the corporation, all subscriptions paid or given by the subscriber, 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 has been duly received for the benefit and credit of the corporation, and that I shall faithfully administer the corporation’s funds to be received as Treasurer, and to disburse and invest the same in accordance with law and these Articles of Incorporation;

Or:

c) That within fifteen (15) days from the issuance of its certificate of incorporation, the OPC shall appoint a treasurer and notify the Commission thereof within five (5) days from appointment.

*Choose only the applicable paragraph, i.e. a) if the single stockholder acts as the treasurer; b) if another person has been appointed as treasurer; and c) if the single stockholder has yet but commits to appoint a treasurer after receipt of the certificate of incorporation.*

Tenth: That I undertake to change the name of the OPC 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, good customs or public policy.

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

Twelfth: That the fiscal year of the OPC shall begin on the \_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_ and shall end on the \_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_of each year. (If not stated in the Articles of Incorporation, it is understood that the fiscal year of said corporation follows the calendar year.)

IN WITNESS WHEREOF, I have hereunto signed these Articles of Incorporation, this \_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_\_\_\_\_\_ in the City/Municipality of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Province of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Republic of the Philippines.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Name and signature of the incorporator)

TIN: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Name and signature of the treasurer)

TIN: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*Nominee and alternate nominee need not sign the Articles of Incorporation, but written consent of the nominee and alternate nominee shall be attached to the application for incorporation. Such consent may be withdrawn in writing any time before the death or incapacity of the single shareholder.*

**ACKNOWLEDGEMENT**

REPUBLIC OF THE PHILIPPINES)

 S.S)

 BEFORE ME, a Notary Public, for and in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Philippines, this \_\_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2019, personally appeared the following persons:

Name

TIN/ Passport No.

Date and Place Issue

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.

**NOTARY PUBLIC**

Doc. No. \_\_\_\_\_\_;

Page No. \_\_\_\_\_\_;

Book No. \_\_\_\_\_\_;

Series of \_\_\_\_\_\_.