



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.: 2024110175407-01

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
Passivhaus Philippines Inc.
(Purpose)

copy annexed, adopted on February 19, 2025 by majority vote of the Board of Trustees and by the vote of at least two-thirds (2/3) of the members of the association, and certified under oath by the Corporate Secretary and a majority of the Board of Trustees of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have 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, this 28th day of July, Two Thousand Twenty-Five.



GERARDO F. DEL ROSARIO
Director
Company Registration and Monitoring Department

Amended Articles of Incorporation
of
Passivhaus Philippines Inc.

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 non-stock corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

First: That the name of said corporation shall be

Passivhaus Philippines Inc.

Second: As amended on February 19, 2025, That the purpose or purposes for which such corporation is incorporated are:

Passivhaus Philippines is a national non-profit professional association of Passive House volunteer stakeholders (architects, engineers, planners, policymakers, contractors, academe, suppliers, and public) in the Philippines. We work to promote the Passive House Standard and foster a greater public understanding of highly-energy efficient and low-carbon buildings that reduce greenhouse gas emissions and provide resilient structures that can withstand extreme weather related to climate change. Our vision is that all Filipinos live and work in healthy, comfortable, low-energy, resilient buildings by 2050. We aspire for a Philippines with highly energy-efficient and low-carbon buildings that are solutions to the world's climate change crisis. Our mission is to make the International Passive House standard of building performance understood, achievable, and adopted by stakeholders in the Philippines through education, technical support, and advocacy. The Association shall have the following objectives or purposes:

- a) Training and development of professionals - To raise awareness and build capacity of Filipino designers (professional architects and engineers) and builders to become Passive House designers and tradespersons by upskilling the local industry through training and development of courses and events;
- b) To increase projects in the Philippines built and certified to the Passive House standard by assisting stakeholders in delivering their projects to Passive House standard; and

- c) To have Passive House standard be mandated in building code, policies, and tender specifications by lobbying and campaigning for necessary actions from governments and organizations to adopt the Passive House standard towards achieving net-zero.

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 UNIT 313 NATIONAL ENGINEERING CENTER UNIVERSITY OF THE PHILIPPINES DILIMAN U.P. VILLAGE DISTRICT 4, QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1101;

Fourth: That the corporation shall have a term of existence of fifty (50) years from the date of issuance of the certificate of incorporation;

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

Name	Nationality	Residence
NORMAN ACERON GARCIA	Philippine, Filipino	1 COMMISSIONER ST. MENREY VILLAGE Gulod DISTRICT 5, QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1117
JUSTINN LEGASPI VALERIO	New Zealand, NZ	46 TOCLONG ST. Toclong II-A, IMUS CITY, CAVITE, REGION IV- A (CALABARZON), 4103
MICHAEL ARTHUR CLARO SAGCAL	Philippine, Filipino	34 WALING - WALING ST. TAHANAN VILLAGE B. F. Homes DISTRICT 4, CITY OF PARAÑAQUE, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1718
JACQUELINE REYES GEBHARD	Philippine, Filipino	9V TOWER B PARK MCKINLEY WEST LE GRAN AVE. Pinagsama, TAGUIG CITY, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1632
JOHN HOWARD ACERON GARCIA	Philippine, Filipino	1 COMMISSIONER ST. MENREY VILLAGE Greater Lagro DISTRICT 5, QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1117

MIKAEL FEDORE II
MONTEJO YAP

Philippine, Filipino

31 ROXAS ST. XAVIERVILLE III
HEIGHTS Loyola Heights ,
QUEZON CITY, SECOND
DISTRICT, NATIONAL CAPITAL
REGION (NCR), 1108

Sixth: That the number of trustees of the corporation shall be six (6); and the names, nationalities and residences of the first trustees of the corporation are as follows:

Name	Nationality	Residence
NORMAN ACERON GARCIA	Philippine, Filipino	1 COMMISSIONER ST. MENREY VILLAGE Gulod DISTRICT 5, QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1117
JUSTINN LEGASPI VALERIO	New Zealand, NZ	46 TOCLONG ST. Toclong II-A , IMUS CITY, CAVITE, REGION IV-A (CALABARZON), 4103
MICHAEL ARTHUR CLARO SAGCAL	Philippine, Filipino	34 WALING - WALING ST. TAHANAN VILLAGE B. F. Homes DISTRICT 4, CITY OF PARAÑAQUE, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1718
JACQUELINE REYES GEBHARD	Philippine, Filipino	9V TOWER B PARK MCKINLEY WEST LE GRAN AVE. Pinagsama , TAGUIG CITY, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1632
JOHN HOWARD ACERON GARCIA	Philippine, Filipino	1 COMMISSIONER ST. MENREY VILLAGE Greater Lagro DISTRICT 5, QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1117
MIKAEL FEDORE II MONTEJO YAP	Philippine, Filipino	31 ROXAS ST. XAVIERVILLE III HEIGHTS Loyola Heights , QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1108

Seventh: That the total contribution of the corporations is Fifty Thousand Pesos (P50,000).

Eighth: That JOHN HOWARD ACERON GARCIA has been elected by the members 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 contributions or donations paid or given by the members.

Ninth: That no part of its income is distributable as dividends to its members, trustees or officers subject to the provisions of the Corporation Code of the Philippines on dissolution. Provided, that any profit obtained by the association as an incident to its operation shall, whenever necessary or proper shall be used for the furtherance of the purposes enumerated in Article II, subject to the provision of Title XI of the Corporation Code of the Philippines.

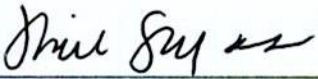
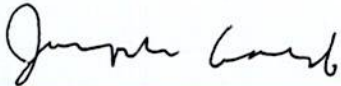
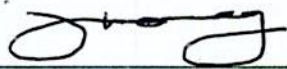
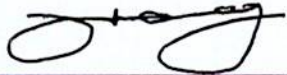
Tenth: That no member of the Board of Trustees shall receive any compensation or remuneration in cash or in kind for services rendered to the corporation as members.

Eleventh: That the level of administrative expenses of the corporation shall not, on an annual basis, exceed thirty percent (30%) of the total donations received and total expenses for the taxable year.

Twelfth: That in the event of dissolution, the assets of the corporation shall be distributed to another corporation, organization or association whose purpose/ purposes are similar to the purpose/ purposes of the dissolved corporation, or to the State for public purpose/purposes, or shall be distributed in accordance with an Order issued by a court of competent jurisdiction.

Thirteenth: 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 this Amended of Articles of Incorporation, this 28th day of March, 2025 in the City/Municipality of Quezon, Province of Metro Manila, Republic of the Philippines.

Name	TIN/Passport/ID #	Signature
NORMAN ACERON GARCIA	198-012-499-000	
JUSTINN LEGASPI VALERIO	212-887-737-000/LM878658	
MICHAEL ARTHUR CLARO SAGCAL	213-605-015-000	
JACQUELINE REYES GEBHARD	487-754-006-000	
JOHN HOWARD ACERON GARCIA	236-709-978-000	
MIKAEL FEDORE II MONTEJO YAP	244-732-120-000	
JOHN HOWARD ACERON GARCIA <i>Treasurer</i>	236-709-978-000	

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
S.S)

BEFORE ME, a Notary Public, for and in **QUEZON CITY**, Philippines, this _____ day of JUN 13 2025, personally appeared the following persons:

Name	TIN/Passport No./ID	Date and Place Issued
NORMAN ACERON GARCIA	198-012-499-000	

JUSTINN LEGASPI VALERIO	212-887-737-000/LM87 8658	
MICHAEL ARTHUR CLARO SAGCAL	213-605-015-000	
JACQUELINE REYES GEBHARD	487-754-006-000	
JOHN HOWARD ACERON GARCIA	236-709-978-000	
MIKAEL FEDORE II MONTEJO YAP	244-732-120-000	
JOHN HOWARD ACERON GARCIA <i>Treasurer</i>	236-709-978-000	

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation constituting of 6 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. 804 ;
Page. No. 5 ;
Book. No. viii ;
Series Of 2025 .

Atty. CONRADO M. BRIONES
Notary Public
Expires December 31, 2025
Roll of Attorneys No. 61965
IBP OR NO. 198576/11.22/QC
PTR No. 0149830/02.04.22/QC
MCLE No. VII-0017533
Administrative Matter NP-
Address: Lot 10C Block 3, Alfa Street
North Fairview Park Subdivision
Brgy. North Fairview Quezon City

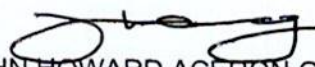


SEC Headquarters - Main Office
AFFIDAVIT OF UNDERTAKING

I, JOHN HOWARD ACERON GARCIA, of legal age, Filipino and with address at 1 COMMISSIONER ST. MENREY VILLAGE GREATER LAGRO DISTRICT 5, QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1117, on oath state that:

1. I am the Corporate Secretary/Authorized Representative of Passivhaus Philippines Inc., a corporation duly organized and existing under Philippine laws under SEC Registration No. 2024110175407-01, with office address at UNIT 313 NATIONAL ENGINEERING CENTER U.P. VILLAGE UNIVERSITY OF THE PHILIPPINES DILIMAN QUEZON CITY(1101), SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR);
2. The Corporation has a pending application for amendment of Articles of Incorporation and/or By-laws with the SEC Headquarters - Main Office;
3. One of the requirements for the processing of the said application is a Monitoring Clearance issued by the Compliance Monitoring Division (CMD) of the CRMD.
4. In view of the foregoing, the Corporation undertakes to comply with the Monitoring Clearance requirement immediately and pay the assessed fines and penalties, if any;
5. Consequently, the Corporation consents to the post-evaluation of its application for amendment and shall thereby comply with whatever directive the Commission may provide. Otherwise, the approved amendment to the Articles of Incorporation and/or By-laws may be deemed cancelled and the amount paid in relation thereto shall be forfeited in favor of the Commission.
6. I am authorized by the board of directors to execute this undertaking pursuant to a resolution duly approved at the regular/special meeting held on FEBRUARY 19, 2025 at the principal office of the corporation.

I declare under the penalties of perjury, that these statements have been made in good faith, verified by me and I attest to the correctness and completeness of the declaration therein.



JOHN HOWARD ACERON GARCIA

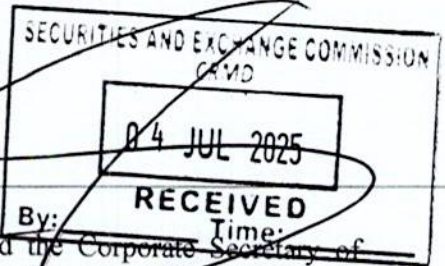
Corporate Secretary/Authorized Representative

SUBSCRIBED AND SWORN TO before me on this _____ day of JUN 13 2025 in QUEZON CITY Philippines, affiant exhibiting to me his/her _____ issued on JUN 13 2025 at QUEZON CITY

Doc.No. 807
Page No. 5
Book No. VIII
Series of 2025

Atty. CONRADO M. BRIONES
Notary Public
Expires December 31, 2025
Roll of Attorneys No. 61265
IBP OR NO. 198576/1.1.22/QC
PTR No. 0149830/01.04.22/QC
MCLE No. VII-001/533
Administrative Matter NP-
Address: Lot 10C Block 3, Alfa Street
North Fairview Park Subdivision
Brgy. North Fairview Quezon City

TRUSTEES' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned majority of the Board of Trustees and the Corporate Secretary of PASSIVHAUS PHILIPPINES INC., do hereby certify that the Articles of Incorporation and By-laws of said corporation was amended by a majority vote of the trustees and by the vote of at least two-thirds of its membership, at a meeting held on FEBRUARY 19, 2025 at the principal office of the corporation.

The amended provisions of the attached Articles of Incorporation and By-Laws refer to:

- Articles of Incorporation - change in primary purpose.
- By-laws - revision of whole By-Laws.

We further certify that the attached Articles of Incorporation and By-Laws is a true and correct copy thereof.

IN WITNESS WHEREOF, we hereby signed this Trustees Certificate this 28th day of March 2025 at Quezon City.

NORMAN ACERON GARCIA
TIN: 198-012-499-000

JUSTINN LEGASPI VALERIO
TIN: 212-887-737-000

MICHAEL ARTHUR CLARO SAGCAL
TIN: 213-605-015-000

JACQUELINE REYES GEBHARD
TIN: 487-754-006-000

JOHN HOWARD GARCIA
Corporate Secretary
TIN: 236-709-978-000

MIKAEL FEDORE II MONTEJO YAP
TIN: 244-732-120-000

SUBSCRIBED AND SWORN TO before me this 28TH day of March 2025 at Quezon City,
affiants exhibiting to me their respective government IDs as follows:

Name	TIN NO:	Date of Issue/Expiry
NORMAN ACERON GARCIA	198-012-499-000	APRIL 1, 2000
JUSTINN LEGASPI VALERIO	212-887-737-000/ LM878658	AUGUST 9, 2018
MICHAEL ARTHUR CLARO SAGCAL	213-605-015- 000/P9713616B	APRIL 22, 2022
JACQUELINE REYES GEBHARD	487-754-006-000	JULY 28, 2016
JOHN HOWARD ACERON GARCIA	236-709-978-000	APRIL 4, 2000
MIKAEL FEDORE II MONTEJO YAP	244-732-120-000	APRIL 4, 2000

Doc. No. 995
Page No. 5
Book No. viii
Series of 2025

Atty. CONRADO M. BRIONES
NOTARY PUBLIC
Expires December 31, 2025
Roll of Attorneys No. 62965
IBP OR NO. 198576/11.22/QC
PTR No. 0149830/07.04.22/QC
MCLE No. VII-0017533
Administrative Matter NP-
Address: Lot 10C Block 3, Alfa Street
North Fairview Park Subdivision
Brgy. North Fairview Quezon City



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

electronic Official Receipt

Transaction Details

eOR Number	20250625-PM-0079319-21
Transaction Number	072891625586
Payment Date	June 25, 2025 11:34 AM
Payment Scheme	maya-wallet
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20250624-12985885
PAF Date	2025-06-24 15:51:47
Payor Name	Passivhaus Philippines Inc.
Payor Address	BRGY. U.P. VILLAGE QUEZON CITY NCR

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Amended By Laws	4020102000(606)	1,000.00
3	Legal Research Fee (A0823)	2020105000(131)	20.00
4	Documentary Stamp Tax	4010401000(4010401)	60.00
TOTAL			2,080.00

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

SEC Registration Number

AMENDMENT

2 0 2 4 1 1 0 1 7 5 4 0 7 0 1

Company Name

P A S S I V H A U S P H I L I P P I N E S I N C .

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

U N I T 3 1 3 N A T I O N A L E N G I N E E R I N G

C E N T E R U N I V E R S I T Y O F T H E

P H I L I P P I N E S D I L I M A N U . P .

V I L L A G E Q U E Z O N C I T Y

ZIP CODE

1 1 0 1

COMPANY INFORMATION

Company's Email Address

info@passivhausph.org

Company's Telephone

Mobile Number

6.39175E+11

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact

NORMAN ACERON GARCIA

Email Address

baatsbote@gmail.com

Telephone Number/s

Mobile Number

09171563569

Contact Person's Address

1 COMMISSIONER ST. MENREY VILLAGE GULOD DISTRICT 5, QUEZON CITY

To be accomplished by CRMD Personnel

Assigned Processor :

Dat

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded
to:

☐
☐
☐

Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

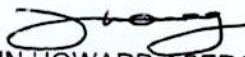
SECRETARY'S CERTIFICATE

I, JOHN HOWARD ACERON GARCIA, legal age, a Filipino, and resident of 1 COMMISSIONER ST. MENREY VILLAGE GREATER LAGRO DISTRICT 5, QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1117, after having been sworn to in accordance with law hereby depose and state that:

I am the duly elected and qualified Corporate Secretary of Passivhaus Philippines Inc., a corporation duly registered with the Commission and in good standing, with principal office at UNIT 313 NATIONAL ENGINEERING CENTER U.P. VILLAGE UNIVERSITY OF THE PHILIPPINES DILIMAN QUEZON CITY(1101), SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR).

To the best of my knowledge, from the date of approval of the amendment/s by the Board of Directors/Trustees in a meeting held on February 19, 2025 and the Stockholders/Members in a meeting held on February 19, 2025 up to the date of filing of the application for amendment of Articles of Incorporation and/or By-Laws with the Commission, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or any claim by any person or group against the board of directors/trustees, individual director/trustee and/or major corporate officer/s of the Corporation as its duly elected and/or appointed director/trustee or officer or vice versa.

IN WITNESS WHEREOF, I hereby signed this ____ day of JUN 13 2025 at QUEZON CITY


JOHN HOWARD ACERON GARCIA

Corporate Secretary/Authorized Representative

SUBSCRIBED AND SWORN to before me on this ____ day of JUN 13 2025 in QUEZON CITY affiant/s exhibited to me his/her Identification Documents/Government issued ID/s as follows:

Doc.No. 806
Page No. 5
Book No. III
Series of 2025

NOTARY PUBLIC

Atty. CONRADO M. BIONES

Notary Public
Expires December 31, 2025
Roll of Attorneys No. 61265
IBP OR NO. 198576/1.17.22/QC
PTR No. 0149830/01.04.22/QC
MCLE No. VII-0017533
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Brgy. North Fairview Quezon City