

Email: universitypresident@minsu.edu.ph Website: www.minsu.edu.ph Mobile: +63 977 846 72 28



### University Bids and Awards Committee Resolution No. <u>03</u>, S. 2024

RESOLUTION RECOMMENDING THE AWARD OF CONTRACT FOR THE RENEWAL OF ONLINE SUBSCRIPTION OF DEDICATED SERVER FOR THE HOSTING OF MINSU WEBSITE THROUGH NEGOTIATED PROCUREMENT- DIRECT RETAIL PURCHASE UNDER SECTION 53.14 OF THE 2016 REVISED IMPLEMENTING RULES AND REGULATIONS (IRR) OF REPUBLIC ACT (RA) NO. 9184

WHEREAS, the Mindoro State University through Bids and Awards Committee (BAC) intends to renew a subscription for dedicated server to sustain the hosting services in Mindoro State University (MinSU) with the contract amount of Three Hundred Nineteen Thousand Eight Hundred Seventy-two Pesos (Php319,872.00);

WHEREAS, the Government Procurement Policy Board (GPPB) issued Resolution No. 05-2022 entitled "Approving the Inclusion of Online Subscription to Negotiated Procurement- Direct Retail Purchase Under Section 53.14 of the 2016 Revised Implementing Rules and Regulations of the Republic Act No. 9184, Including the Related Guidelines under Annex "H" Thereof" so that the procuring entities may procure online subscriptions due to the here quoted clauses;

WHEREAS, consistent with the emerging trends in technology, and trade and industry practices in the delivery of goods and services, as well as the adoption of flexible work arrangements where productivity applications would be fully utilized, the GPPB, through its Technical Support Office (TSO), studied the available online products and services and the application of the existing procurement modalities to validate if there are any gaps or challenges in the process of procurement;

WHEREAS, to ensure that audit rules on digital payments are likewise aligned, the GPPB-TSO wrote the Commission on Audit (COA) last 16 July 2020, to inquire, among others, on the issuance of official payment receipts for online transactions and related guidelines on digital payments. This was made in anticipation of inquiries from suppliers on digital payment facilities, particularly for the payment of Bidding Documents fee considering that online Bids and Awards Committee meetings, 1 use of digital signature, 2 and electronic bid submissions 3 have been previously allowed by the GPPB;

WHEREAS, in gathering relevant data on the procurement of online subscriptions, the GPPB – TSO conducted a survey among representatives of government agencies and the GPPB recognized trainers5 with the following findings, among others: (i) most of the required online subscriptions have limited local suppliers or service providers, (ii) the terms of payment for online subscription are considered challenging by the respondents since the same would usually require credit cards, and (iii) there is a need for an issuance regarding online subscriptions, particularly on the documentary requirements;

vy"

**WHEREAS**, Section 53.14 of the 2016 Revised Implementing Rules and Regulation (RIRR) of Republic Act (R.A.) No. 9184 allows the PEs to procure direct online subscriptions subject to compliance with conditions laid down in Sec. 53.14, Annex "H" thereof, which provides in pertinent part:

### "SECTION 53. NEGOTIATED PROCUREMENT

XXX

53.14. Direct Retail Purchase of Petroleum Fuel, Oil and Lubricant (POL) Products, Airline Tickets, and Online Subscriptions. Were Goods and Services are required by a Procuring Entity for the efficient discharge of its principal mandate, governmental functions, or day-to-day operations, direct retail purchase of (i) petroleum fuel, oil and lubricant (POL) products; (ii) airline tickets; and (iii) online subscriptions may be made by end-users delegated to procure the same from identified direct suppliers or service providers:

ONLINE SUBSCRIPTION SHALL COVER (I) electronic publications, reference materials, and journals; (ii) computer software and applications such as video conferencing applications, computer aided design and drafting applications, office productivity tools, and system protection software; (iii) web-based services such as news and social media monitoring tools; and (iv) off-the-shelf information systems, except internet and cloud computing services.



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WHEREAS, in Part IV (J), Annex "H" of the 2016 RIRR of RA 9184 allows the BAC and the Head of Procuring Entity through a resolution and issuance of the purpose to delegate to specific official, personnel, committee or office in the PE the conduct of Direct Retail of online subscriptions to efficiently and expeditiously deal with the pressing need sought to be addressed;

WHEREAS, for the renewal, the Mindoro State University through this Bids and Awards Committee negotiated with Cloudworkx Inc. in the amount of Three Hundred Nineteen Thousand Eight Hundred Seventy-two Pesos (Php319,872.00) which could undertake the project at more valuable terms:

**WHEREAS**, the negotiation with the said provider is concluded as technically, legally and financially capable based on their legal documents and their performance indicated in the certification issued by the end-user unit;

NOW, THEREFORE, the members of Bids and Awards Committee (BAC), above premises considered, hereby RESOLVE as it is hereby RESOLVED to recommend the Head of Procuring Entity, the Award of Contract to Cloudworkx Inc. through Negotiated Procurement- Direct Retail Purchase under Section 53.14 of The 2016 Revised Implementing Rules and Regulations (IRR) of Republic Act (RA) No. 9184 for Mindoro State University chargeable against Maintenance and Other Operating Expenses (MOOE)- Other Subscription.

**RESOLVED,** at MinSU – Main Campus, Alcate, Victoria, Oriental Mindoro, this 29<sup>th</sup> day of January,2024.

NEMESIO H. DAVALOS, Ph.D. BAC Chairperson

ANSELMO R. ULEP, JR. BAC Vice Chairperson

Engr. MARK KEYLORD S. ONAL BAC Member BAC Member

CIEDELLE P. SALAZAR Ph.D BAC Member

Approved/Disapproved

CHRISTIAN ANTHONY C. AGUTAYA Ph.D. OIC, Office of the University President

Date:

# REPUBLIC OF THE PHILIPPINES MINDORO STATE UNIVERSITY Alcate, Victoria, Oriental Mindoro

### CONTRACT OF SERVICE

### KNOW ALL MEN BY THESE PRESENTS:

This Contract of Service, made and entered into this 11<sup>th</sup> day of January 2024 at Alcate, Victoria, Oriental Mindoro, Philippines by and between:

MINDORO STATE UNIVERSITY is a government organization existing under the laws of the Republic of the Philippines, with principal office address at Alcate, Victoria, Oriental Mindoro and represented in this contract of service by its Officer-in-Charge of the Office of the President, DR. CHRISTIAN ANTHONY C. AGUTAYA, hereinafter referred to as "MinSU".

-and-

CLOUDWORX INC., an IT-related services provider existing under the laws of the Republic of the Philippines, with address at 111 TOMAS MORATO AVE., BRG OBRERO, QUEZON CITY and represented by its president, ROBERTO A. DELURIA, hereinafter referred to as "CLOUDWORX INC."

### WITNESSETH: THAT

Whereas, **CLOUDWORX INC.** has the technical capability to provide Managed Virtual Private Server for hosting **MinSU's** website.

Now, therefore, for and in consideration of the above premises and mutual contracts, requirements and stipulations hereinafter set forth, **CLOUDWORX INC.** and **MinSU** agree to the following:

- 1. CLOUDWORX INC. shall provide the following services to MinSU as described in the Terms and Conditions in Annex A which forms part of this service contract.
- For the provision of the service, MinSU shall pay CLOUDWORDX INC. Three
  Hundred Nineteen Thousand Eight Hundred Seventy-Two Pesos (Php319,872.00) per
  vear.
- 3. This contract shall take effect immediately upon signing of the parties hereto and shall remain in force for a period effective January 01, 2024 to December 31, 2024. However, the parties may terminate this contract by serving written notice upon the other party sixty (60) days prior to the effectivity of the termination.
- **4.** This contract may be renewed at the end of this period upon mutual written agreement by both parties. The provision of this contract may only be amended or waived upon mutual written agreement by both parties.

In witness hereof, the parties hereto, through their duly authorized representatives, have signed this contract of service this 11<sup>th</sup> day of January 2024.

CLOUDWORX INC.

MINDORO STATE UNIVERSITY

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Represented by:

ROBERTO A. DELURIA

President / CEO

**CHRISTIAN ANTHONY C. AGUTAYA** 

Officer-in-Charge

Office of the University President

WITNESSES:

PAMELA C. DELURIA

Head, Business Development

JOELENE C. LEVNES

VP for Admin and Finance

### **ACKNOWLEDGEMENT**

Republic of the Philippines) Province of Oriental Mindoro))S.S.

Before me, this \_\_day of \_\_\_\_\_2024, personally appeared:

Name	ID Presented	Date/Place Issued		
DR. CHRISTIAN C. AGUTAYA	PRC # 0796092	December 11, 2002 / Manila		
MR. ROBERTO A. DELURIA				

who executed the foregoing instrument consisting of two (2) pages signed on every page thereof, including this page on which this acknowledgement is written and acknowledged the same to be their own free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand, the day, the year, and the place above written.

Doc. No. Page No. \_ Book No. Series of 2014

. RAYMOND JOEL L. BALBUS Roll of Attorney's No. 61087

IBP Lifetime No. 010769

PTR No. 1218347 - Calapan City

MCLE Compliance No. VII-0005057

Notarial Commission until December 31, 2024

Page 2 of 2 Contract of Service: Dedicated Server Website Hosting Services for MinSU

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### Annex A

# TERMS AND CONDITIONS MinSU Website Hosting

- Provision of the Service. CLOUDWORX INC. shall provide the Managed virtual private server for hosting the MinSU website.
- Use of the Service. The service shall be reserved and used exclusively for MinSU website.
  The use of the service shall be restricted for website concerning and related to the
  business and other lawful business activities of MinSU, and the service shall not be used
  for any other purpose.
- 3. Software and Service: CLOUDWORX INC. shall provide one (1) virtual private server with the following specifications: 8 Core/16 Thread Intel Xeon-E5 CPU Processor, 32GB RAM, 2TBx4TB SATA3 WITH RAID-1 Disk Space, Unmetered Monthly Bandwidth, Linux OS, data centre level DDOS protection, cPanel for backend management (license included), 3-5 Dedicated IPv4 IPs, RAID-1 Configuration, Unlimited Databases, Fully Redundant Network, High Volume-capable DNS Server, 24/7 availability, 99% uptime guarantee.
  - 3.1. This is a Managed dedicated server service. CLOUDWORX INC. shall provide support that is limited to: Software installation/configuration, software and OS updates/patches, server migration, firewall and SSL Configuration, Server debugging, analysis and resolution, Domain Name Administration, cpanel setup/configuration, maximum of Five (5) man-hour per month, Ping/Server Uptime Monitoring, Email Notifications for server status, Phone and Email Support, Server Updates (OS, cPanel and Kernel updates), 4-hour hardware replacement if necessary. Should there be any other technical problem with the server's operation, CLOUDWORX INC. shall make the necessary repairs with additional payment of PHP 1,500/man-hour from MinSU.
  - 3.2. Special actions that may be requested to be performed in the server such as change of IP addresses and name servers, hardware upgrades, and movement of files from one server to another require additional fees of PHP 1,500/man-hour from MinSU.
  - 3.3. CLOUDWORX INC. is neither liable nor responsible to any content that the MinSU will display or upload to the website. Use of CLOUDWORX INC. server services to infringe upon any copyright or trademark is prohibited.
- 4. Charges. For the provision of the service, MinSU shall pay CLOUDWORX INC. a total of Three Hundred Nineteen Thousand Eight Hundred Seventy-Two pesos (PHP 319,872.00) inclusive of 5% or PHP 13,600.00 increase and 12% tax per year. In the event of any change in charges including taxes as may be mandated by pertinent government authority of the Republic of the Philippines, CLOUDWORX INC. reserves the right to unilaterally implement corresponding billing adjustment with prior notice. MinSU agrees to abide by such adjustment of the approved rates as of the mandated date of effectivity; provided that there is an appropriate advice thereof. Provided further, that the rates herein agreed shall be reviewed by the parties annually.
- 5. Effectivity and Termination. This contract of service shall take effect on January 1, 2024, and shall continue to be in effect for a period of one (1) year.

A party receives a written notice of termination:

a. From CLOUDWORX INC., if it becomes impossible due to reasons beyond the control of CLOUDWORX INC., to maintain the service without serious impairment to its ability or capacity to render service to MinSU.

Page 1 of 3 Annex A. Terms and Conditions of the Contract of Service: Dedicated Server Website Hosting Services for MinSU

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- b. From the aggrieved party, if a breach of this contract has been committed by the other party at fault is accepted by the aggrieved part; in such event, both parties will act in good faith and shall attempt to resolve their dispute.
- 5.1. Termination shall not prejudice **CLOUDWORX INC.**' right to collect any accrued and unpaid charges, nor the right of **MinSU** to receive any unused portion of its payments.
- 5.2. On the date of effectivity of the termination, **CLOUDWORX INC.** shall have the right to discontinue the service.

CLOUDWORX INC.

MINDORO STATE UNIVERSITY

Represented by:

MR. ROBERTO A. DELURIA

President

**CHRISTIAN ANTHONY C. AGUTAYA** 

Officer-in-Charge

Office of the University President

Cacasto

WITNESSES:

PAMELA RAE DELURIA

Head, Business Development

JOELENE C. LEVNES

### **ACKNOWLEDGEMENT**

Republic of the Philippines ) Province of Oriental Mindoro))S.S.

Name	ID Presented	Date/Place Issued		
DR. CHRISTIAN C. AGUTAYA	PRC # 0796092	December 11, 2002 / Manila		
MR. ROBERTO A. DELURIA				

who executed the foregoing instrument consisting of three (3) pages signed on every page thereof, including this page on which this acknowledgement is written and acknowledged the same to be their own free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand, the day, the year, and the place above written.

Doc. No. 308 ;
Page No. 43 ;
Book No. 12b ;

Series of 20 14

ATTY RAYMOND JOEL L. BALBUEN Roll of Attorney's No. 61087 IBP Lifetime No. 010769 TR No. 1218347 - Calapan City MCLE Compliance No. VII-6005057 Notarial Commission until December 31, 2024

Page 3 of 3 Annex A. Terms and Conditions of the Contract of Service: Dedicated Server Website Hosting Services for MinSU

Julia C. for Cacoff

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2/20/24, 2:08 PM **PhilGEPS** 

My PhilGEPS

My Organization

My Profile

**Opportunities** 

Catalogue

Buyers | CSO | Auditor | Suppliers

Tuesday, February 20, 2024 02:08 PM

### Organization Profile

### **CLOUDWORX INC. DOING BUSINESS UNDER THE NAME & STYLE OF IMANILA**

7/F Hanston Bldg. F. Ortigas, Jr. Road, Ortigas Center

Pasig City

Metro Manila

**NCR** 

Philippines

**Organization Member Type:** 

Supplier

**Organization Number:** 

120526

**Registration Date:** 

21-May-2014

Registration Type:

Red

Form of Organization:

Corporation

**Organization Type:** 

Services

**Business Category:** 

Information Technology

**Business Tax Identification Number:** 

008703202000

**SEC Certificate Number:** 

CS201401951

**SEC Registration Date:** 

30-Jan-2014

Capitalization:

Php 1,000,000.00

**Agency Registration:** 

Venus, Marie Joy Vargas

No

Blacklisted:

No

Contact

63-2-4900000 Ext.3011

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Cloudworx Inc. doing business under the name and style of IMANILA

SEC Reg CS201401951 TIN 008-703-202-001 3rd Flr., Rm. 303 Hanston Bldg., F. Ortigas Jr. Road, Ortigas Pasig City Metro Manila 1605 Philippines

# Statement of Account

SOA No. 201401339917

Balance Due PHP319,872.00

Bill To

Mindoro State University

TIN 004-178-211-000

Victoria,

Oriental Mindoro

5205

Philippines

SOA Date: 15 Feb 2024

> Terms: Custom

Due Date: 29 Feb 2024

Sales Person: Prescilla Pamplona

Item & Description Rate Qty **Amount** HOSTING - DEDICATED SERVER 285 600 00 285,600.00 Standard Managed Dedicated Server Hosting Service Domain Name: minscat.edu.ph Annual Renewal Service Rate - Php 272,000.00 Addt'l. 5% - Annual Price Adjustment Increase - Php 13,600.00 Total Amount Bill - Php 285,600.00 \* Price Increase adjustment start on January 1,2024 \*

CPU Specification: Intel Xeon E5-1620V3/V4 RAM Memory: 32G Disk Space Storage: 2 x 4TB SATA3 with RAID-1 Software Monthly Data Transfer: 30TB with 100Mbps LAN Connection IP: /29 Subnet with 5 IP Numbers

Renewal Date: Every 25th of March Billing Period: March 25, 2025 to March 24, 2026

285,600.00	Sub Total
34,272.00	VAT (12%)
PHP319,872.00	Total
PHP319,872.00	Balance Due

### Notes

THIS IS A SYSTEM -GENERATED BILLING STATEMENT, NO SIGNATURE IS REQUIRED.

ALL CHECKS MUST BE PAYABLE TO CLOUDWORX INC.

YOU MAY SETTLE YOUR ACCOUNT AT ANY BRANCH OF EASTWEST BANK and Banco de Oro (BDO)

BDO ACCOUNT NO.: 002860249261 ACCOUNT NAME: CLOUDWORX INC. Savings Account

EWB SAVING ACCOUNT # 200005650851 ACCOUNT NAME: CLOUDWORX INC.

AFTER YOUR PAYMENT HAS BEEN DEPOSITED , KINDLY EMAIL TO BILLING @ MANILA.PH THE VALIDATED DEPOSIT SLIP .

Payment Options PayPai



### Terms & Conditions

This statement is considered accurate if no error is reported within 15 days from billing date. For any questions regarding your bill or service, contact Billing & Collection telephone no. 8876-1925 or email to billing@imanila.ph .

Any payments not made within the specified Due Date on the invoices shall incur a LATE PAYMENT FEE equivalent to Three Percent (3%) on outstanding balances due each month or a fraction thereof until paid. Should there be a need for iManila to take legal action for payments of outstanding invoices, the Client shall reimburse iManila for all legal fees and additional costs incurred by such actions.



# REPUBLIC OF THE PHILIPPINES City Government of Pasig Business Permit and Licensing Department MAYOR'S PERMIT



(3/2			UMAAGOS ANG PAG-AS
layor's Permit Number	SER 23-04029	Date	FEBRUARY 1 2023

This certifies that CLOUDWORX INC.,

Business / Trade Name DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA

with business address UNIT 701-709, 7/F HANSTON BLDG. DON F. ORTIGAS JR. ROAD ORTIGAS

has been granted a BUSINESS PERMIT to operate the following business/es hereunder indicated, pursuant to PASIG REVENUE CODE, LOCAL GOVERNMENT CODE and SUBJECT to such other pertinent laws, ordinances and other related administrative implementary regulations.

# VALID UNTIL DECEMBER 31, 2023 BUSINESS RENEWAL



SE



KIND OF BUSINESS	AMOUNT PAID	O.R. NO.	DATE	REMARKS
ERIT COMPANY	900.00	229982-AA	01/23/2023	PhP 70,910.71
				2023, 1st
				Paid Quarterly

### SUBJECT TO CONDITIONS STATED HEREOF

### REMINDERS

- 1. Permit granted is a privilege and not a right. Violation of any City Ordinance or prevailing laws immediately revokes your permit to conduct business in the City of Pasig.
- 2. This permit shall be posted conspicuously at the place where the business/es is/are being conducted and shall be presented and/or surrendered to competent authorities upon demand.
- 3. This Permit is not transferable and not valid without the corresponding official receipts showing the payments of Mayor's Permit Fees and City Business Taxes.
- 4. In case of closure of business, surrender this permit to the City Treasurer for official retirement.
- 5. This PERMIT is issued temporarily subject to compliance with the requirements that may be imposed by the City Building Official, City Environment and Natural Resources Office, the Chief of Fire Department, the City Health Office and the Station Commander of EPD, as to building, environmental protection, fire safety, sanitation and peace and order requirements, respectively.

Approved by :

ATTY. CHRISTIAN B. VILLAR HON. V

HON. VICTOR MA. REGIS N. SOTTO

City Mayor

For and By the Authority of The City Mayor:

MELANIE B. DE MESA

Asst. Department Head, BPLD

Authorized by the City Mayor

### Omnibus Sworn Statement

For partnership, corporation, cooperative, or joint venture

### REPUBLIC OF THE PHILIPPINES

### CITY/MUNICIPALITY OF PASIG S.S.

### **AFFIDAVIT**

- I, Roberto A. Deluria, of legal age, Married, Filipino, and residing at 5 Alabama Street Quezon City, after having been duly sworn in accordance with law, do hereby depose and state that:
- 1. I am the duly authorized and designated representative of Cloudworx, Inc. doing business under the name and style of iManila with office address at 3<sup>rd</sup> Floor, Hanston Building, Ortigas Ave. Jr. Road, Ortigas Center, Pasig City;
- 2. I am granted full power and authority to do, execute and perform any and all acts necessary and/or to represent the Cloudworx, Inc. doing business under the name and style of iManila in the bidding as shown in the attached SEC Certificate;
- 3. Cloudworx, Inc. doing business under the name and style of iManila is not "blacklisted" or barred from bidding by the Government of the Philippines or any of its agencies, offices, corporations, or Local Government Units, foreign government/foreign or international financing institution whose blacklisting rules have been recognized by the Government Procurement Policy Board;
- 4. Each of the documents submitted in satisfaction of the bidding requirements is an authentic copy of the original, complete, and all statements and information provided therein are true and correct;
- 5. Cloudworx, Inc. doing business under the name and style of iManila is authorizing the Head of the Procuring Entity or its duly authorized representative(s) to verify all the documents submitted;
- 6. None of the officers / directors / controlling stockholders / members of Cloudworx, Inc. doing business under the name and style of iManila is related to the Head of the Procuring Entity, members of the Bids and Awards Committee (BAC), the Technical Working Group, and the BAC Secretariat, the head of the Project Management Office or the end-user unit, and the project consultants by consanguinity or affinity up to the third civil degree;

- 7. Cloudworx, Inc. doing business under the name and style of iManila complies with existing labor laws and standards;
- 8. It did not give or pay directly or indirectly, any commission, amount, fee, or any form of consideration, pecuniary or otherwise, to any person or official, personnel or representative of the government in relation to any procurement project or activity; and
- 9. Cloudworx, Inc. doing business under the name and style of iManila is aware of and has undertaken the following responsibilities as a Bidder:
  - a) Carefully examine all of the Bidding Documents;
- b) Acknowledge all conditions, local or otherwise, affecting the implementation of the Contract;
- c) Made an estimate of the facilities available and needed for the contract to be bid, if any; and

e	) Inquir	e or secure	Suppl	emental/E	Bid Bulle	tin(s)	issued for	the	

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of February, 2021 at Pasig City, Philippines.

Roberto A. Deluria

Bidder's Representative/Authorized Signatory

SUBSCRIBED AND SWORM TO before me thisday of Calapan City, Philippines. The affiant exhibiting to me h	AN 2 4 2024 is/her issued by the
oc. No. 309 age No. 63 pok No. 120	A TY. RAYMUND JOEL L BALBUEYA Roll of Attorney's No. 61067 IBP Lifetime No. 010769 PTR No. 1218347 - Calapan City MCLE Compliance No. VII-6005057 Notarial Commission until December 31, 2024

REPUBLIKA NG PILIPINAS KAGAWARAN NG PANANALAPI KAWANIHAN NG RENTAS INTERNAS REVENUE REGION NO. 007 REVENUE DISTRICT NO. 039

Form No. 2303 Revised July 1997

TIN

OCN 3RC0000649987

**BUSINESS REGISTRATION** DATE:

### CERTIFICATE OF REGISTRATION

008-703-202-000

NAME

REGISTRATION DATE

CLOUDWORX INC.

05/05/2014

REGISTERED ADDRESS

NO. 111 TOMAS MORATO AVE. BRGY KRISTONG HARI QUEZON CITY

REGISTERED ACTIVITY(IES)

TAX TYPE

INCOME TAX VALUE - ADDED TAX WITHHOLDING TAX - EXPANDED/OTH REGISTRATION FEE WITHHOLDING TAX - COMPENSATION

TRADE NAME

**IMANILA** 

LINE OF BUSINESS / INDUSTRY

7229 OTHER SOFTWARE AND CONSULTANCY AND SUPPLY

### REMINDERS:

FILING OF REQUIRED TAX RETURN/S TO CONFORM WITH THE ABOVE TAX TYPE/S WITH OR WITHOUT OPERATION TO AVOID PENALTIES

	OPRIETOR	CORPI PARTIASSOC 1702Q		
1st Quarter	APR 15	1st Quarter	MAY 30	
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WITHIN 30 DAYS FROM REGISTRATION DATE THE FOLLOWING SHOULD BE ACCOMPLISHED: \* BOOKS OF ACCOUNTS

\* AUTHORITY TO PRINT INVOICES / RECEIPTS

RENEWAL OF ANNUAL REGISTRATION FEE ON OR BEFORE JANUARY 31 USING BIR FORM 0605

IMMEDIATELY INFORM THIS DISTRICT OFFICE IN CASE OF TRANSFER/ CESSATION OF REGISTRATION AND OTHER CONCERNS BY FILING FORM 1905

MAY 0 6 2014



I HEREBY CERTIFY THAT THE ABOVE NAMED PERSON IS REGISTERED AS INDICATED ABOVE, UNDER THE PROVISIONS OF THE NATIONAL INTERNAL REVENUE CODE, AS AMENDED.

FLORANTE R. ANINAG

REVENUE DISTRICT OFFICER (signature over printed name)

THIS CERTIFICATE MUST BE XHIBITED COXSPICUOUSLY IN THE PLACE OF BUSINESS

### **COVER SHEET**

for AUDITED FINANCIAL STATEMENTS

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								3F	Hans	ton	Bldg.	, F. C	rtiga	es Jr.	Road	I, Or	tigas	Cent	ter, P	asig	City								

NOTE: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete details of the new contact person designated.

### Dominena Raña-Lopez

### CERTIFIED PUBLIC ACCOUNTANT

Block 161 Lot 7 San Francisco Street, Rizal, Makati City Telefax No. 955-7997 Mobile No. 09178906660 E-mail: nenalopez424@yahoo.com.

### REPORT OF INDEPENDENT AUDITOR

The Stockholders and the Board of Directors
CLOUDWORX, INC. "DOING BUSINESS UNDER
THE NAME AND STYLE OF IMANILA"
111 Tomas Morato Avenue, Brgy. Kristong Hari
Quezon City

### Report on the Audit of the Financial Statements

### Opinion

I have audited the financial statements of CLOUDWORX, INC. "DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA", which comprise the statements of financial position as at December 31, 2021 and 2020, and the statements of income, statements of changes in equity and statements of cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as at December 31, 2021 and 2020, and of its financial performance and its cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRS) for Small Entities (SEs).

### **Basis For Opinion**

I conducted my audit in accordance with Philippine Standards on Auditing (PSAs). My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Corporation in accordance with the Code of Ethics for Professional Accountants in the Philippines, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRS for SEs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with PSAs, I exercises professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

# Report on the Supplementary Information Required Under Revenue Regulations 15-2010

My audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information on taxes, duties and license fees in Note 17 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of management. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements. In my opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as whole.

Nominera Tana Topez DOMINENA RANA-LOPEZ CPA Certificate No. 035482

PRC ID Expiry date October 12, 2025

PTR No.MKT8893878 issued at Makati City on Feb. 02, 2022

TIN: 131-943-919-000

BIR A/N - 08-004471-001-2021; issued on Feb. 1, 2021

Valid until Jan. 31, 2024

BOA A/N -1257 issued on Jan. 8, 2021

Valid until Oct. 12, 2024

April 12, 2022

Makati City, Philippines

CLOUDWORX INC.
DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA

111 Tomas Morato Ave., Barangay Kristong Hari, Quezon City

# BALANCE SHEETS (Amounts in Philippine Pesos)

		Dece	mber 31
	Notes	2021	2020
ASSETS			
CURRENT ASSETS			
Cash			
Trade and other receivables	3	P343,834	P761,603
Other current assets	4	2,694,326	3,013,155
Total current assets	5	2,494,927	2,330,386
		5,533,087	6,105,144
NON-CURRENT ASSETS			
Property and equipment, net	6		
Rental deposit	7	67,180	25,672
Deferred charge	8	264,964	264,694
Total non-current assets	0	309,054	295,075
		640,928	585,441
TOTAL ASSETS		50 /5 /	
LIABILITIES AND STOCKHOLDERS' EQUITY		P6,174,015	<b>₽</b> 6,690,585
CURRENT LIABILITIES Trade and other payables	9		₱6,690,585
CURRENT LIABILITIES Trade and other payables Taxes payable	9 10	P35,798,534	<b>P</b> 29,001,998
CURRENT LIABILITIES Trade and other payables		₱35,798,534 64,905	₱29,001,998 492,150
CURRENT LIABILITIES  Trade and other payables  Taxes payable  Total current liabilities		P35,798,534	<b>P</b> 29,001,998
CURRENT LIABILITIES  Trade and other payables Taxes payable  Total current liabilities  ION-CURRENT LIABILITIES		₱35,798,534 64,905	₱29,001,998 492,150
CURRENT LIABILITIES  Trade and other payables  Taxes payable  Total current liabilities		₱35,798,534 64,905 35,863,439	₱29,001,998 492,150 29,494,148
Trade and other payables Taxes payable Total current liabilities  ION-CURRENT LIABILITIES Due to stockholders	10	P35,798,534 64,905 35,863,439 5,129,840	₱29,001,998 492,150
Trade and other payables Taxes payable Total current liabilities  ION-CURRENT LIABILITIES Due to stockholders  Total Liabilities	10	₱35,798,534 64,905 35,863,439	\$29,001,998 492,150 29,494,148 2,888,421
Trade and other payables Taxes payable Total current liabilities  ION-CURRENT LIABILITIES Due to stockholders  Total Liabilities  APITAL DEFICIENCY	10	P35,798,534 64,905 35,863,439 5,129,840	₱29,001,998 492,150 29,494,148
Trade and other payables Taxes payable Total current liabilities  ION-CURRENT LIABILITIES Due to stockholders  Total Liabilities  APITAL DEFICIENCY	10	P35,798,534 64,905 35,863,439 5,129,840 40,993,279	\$29,001,998 492,150 29,494,148 2,888,421
Trade and other payables Taxes payable Total current liabilities  ION-CURRENT LIABILITIES Due to stockholders  Total Liabilities  APITAL DEFICIENCY Share capital Deficits	11 12	P35,798,534 64,905 35,863,439 5,129,840 40,993,279 250,000	\$\begin{align*} 29,001,998 \\ 492,150 \\ 29,494,148 \\ 2,888,421 \\ 32,382,569 \\ 250,000
Trade and other payables Taxes payable Total current liabilities  ION-CURRENT LIABILITIES Due to stockholders  Total Liabilities  APITAL DEFICIENCY Share capital Deficits	10	P35,798,534 64,905 35,863,439 5,129,840 40,993,279 250,000 (35,069,264)	\$\begin{align*} 29,001,998 & 492,150 & 29,494,148 & & & & & & & & & & & & & & & & & & &
Trade and other payables Taxes payable Total current liabilities  ION-CURRENT LIABILITIES Due to stockholders  Total Liabilities  APITAL DEFICIENCY Share capital	11 12	P35,798,534 64,905 35,863,439 5,129,840 40,993,279 250,000	\$\begin{align*} 29,001,998 \\ 492,150 \\ 29,494,148 \\ 2,888,421 \\ 32,382,569 \\ 250,000

See Accompanying Notes to the Financial Statements



# CLOUDWORX INC. DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA 111 Tomas Morato Ave., Barangay Kristong Hari, Quezon City

# STATEMENTS OF INCOME (Amounts in Philippine Pesos)

		For the Years Ende	ed December 31
	Notes	2021	2020
SERVICE REVENUES	13	₱12,130,614	<b>P</b> 9,468,074
COST OF SERVICE	14	9,940,823	7,884,105
GROSS PROFIT		2,189,791	1,583,969
OPERATING EXPENSES	15	11,318,074	11,555,550
NET LOSS FROM OPERATIONS		9,128,283	9,971,581
INTEREST INCOME	3	1,003	-
NET LOSS BEFORE INCOME TAX		9,127,280	9,971,581
PROVISION FOR INCOME TAX	16		_
NET LOSS DURING THE YEAR		<b>P</b> 9,127,280	<b>P</b> 9,971,581

See Accompanying Notes to the Financial Statements



CLOUDWORX INC.
DOING BUSINESS UNDER THE NAME AND STYLE IMANILA
111 Tomas Morato Ave., Barangay Kristong Hari, Quezon City

# STATEMENTS OF CHANGES IN EQUITY (Amounts in Philippine Pesos)

		For the Years End	ed December 31
	Notes	2021	2020
SHARE CAPITAL			
Authorized : 1,000,000 shares @ ₱1 par value			
Subscribed: 1,000,000 shares			
Paid up: 250,000 shares	12	₱250,000	<b>P</b> 250.000
		. 200,000	1 230,000
DEFICITS			
Balance, January 1		25,941,984	15,970,403
Net loss during the year		9,127,280	9,971,581
Balance, December 31	11	35,069,264	25,941,984
TOTAL CAPITAL DEFICIENCY		P34,819,264	P25,691,984

See Accompanying Notes to Financial Statements

CLOUDWORX INC.
DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA

111 Tomas Morato Ave., Barangay Kristong Hari, Quezon City

# STATEMENTS OF CASH FLOWS (Amounts in Philippine Pesos)

		For the Years End	ded December 31
	Notes	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income (loss) during the year		P(9,127,280)	P(9,971,581
Adjustment to reconcile net income to cash provided by operating activities:		. (0,,200)	1 (0,071,001
Depreciation	6	39,108	392.042
Operating income (loss) before changes in working capital		(9,088,172)	(9,579,540
Changes in working capital			
Decrease (Increase) in:			
Trade and other receivables	4	318,829	1.917.573
Other current assets	5	(164,541)	(331,578)
Increase (Decrease) in:		, , , , ,	(001,010
Trade and other payables	9	6,796,535	5,225,314
Taxes payable	10	(427,245)	(242.805
Net cash flows from operating activities		(2,564,594)	(3,011,036)
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of equipment	6	(90 646)	
Rental deposit	7	(80,616)	1 001 010
Deferred charge	8	(12 670)	1,824,049
Net cash flows used in investing activities		(13,679) (16,771)	(41,529)
tion oder notic acca in investing activities		(10,771)	1,782,519
CASH FLOWS FROM FINANCING ACTIVITIES			
Advances from stockholders	11	2,241,419	1,410,014
NET INCREASE (DESPENSE) IN CASH			
NET INCREASE (DECREASE) IN CASH		(44,788)	181,497
CASH BALANCE			
January 1		761,603	580,106
December 31	3	P343.834	₱761,603

See Accompanying Notes to the Financial Statements

### CLOUDWORX, INC.

### DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA

No.111 Tomas Morato Avenue, Brgy. Kristong Hari, Quezon City

### NOTES TO THE FINANCIAL STATEMENTS

As of and for the Years Ended December 31, 2021 and 2020

(Amounts in Philippine Pesos)

### Note 1. Corporate Information

**CLOUDWORX, INC.** DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA (the "Company") was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on January 30, 2014 with SEC Registration No. 201401951.

The Company's primary purpose is to engage in, conduct and carry on business of providing IT solutions and other related fields including but not limited to Digital Marketing, Web Designing and Development, Application Programming, Web Hosting, Network Design, and Implementation, Graphic Design, Project Coordination and Management, System Administration and Technical Support services insofar as may be permitted by law; to enter into all kinds of contracts for the fulfillment of the foregoing for its own account as principal or as representative capacity without ever engaging as internet service provider.

The accompanying financial statements for the year ended December 31, 2021 (with comparative for the year ended December 31, 2020 were authorized for issue by the Board of Directors on April 12, 2022.

### Note 2. Significant Accounting Policies

### 2.1 Basis of preparation

The accompanying financial statements have been prepared on a historical cost convention and are presented in Philippine Peso. Amounts are rounded off to the nearest Philippine peso, except, when otherwise indicated. These have been prepared on a going concern basis, which contemplate the realization of assets and settlement of liabilities in the normal course of business.

The financial statements of the Company have been prepared in accordance with the Philippine Financial Reporting Standards for Small Entities (the 'Framework') as approved by the Financial Reporting Standards Council, Board of Accountancy, and Securities and Exchange Commission (SEC).

### 2.2 Financial instruments

A financial instrument is any contract that gives rise to both a financial asset of one entity and a financial liability or equity instrument of another entity. A financial instrument is recognized when the entity becomes a party to its contractual provisions. The Company classifies its financial instruments into the following categories: (a) basic financial instruments; and (b) complex financial instrument.

As at December 31, 2021 and 2020, the Company's financial instruments are of the nature of basic financial instruments.

### 2.3 Basic financial instruments

Initial measurement

On initial recognition, a debt financial instrument is measured at transaction price (including transaction costs), unless the arrangement is in effect a financing transaction. In this case, it is measured at present value of the future payment discounted using a market rate of interest for a similar debt instrument.

Subsequent measurement

The Company's debt financial instruments are subsequently measured at amortized cost using the effective interest method.

Impairment of financial instruments measured at amortized cost

At each reporting date, the Company reassesses whether there is objective evidence of impairment on any financial assets that are measured at amortized cost. Where there is any objective evidence of impairment, an impairment loss is recognized immediately in profit or loss.

The impairment loss is the difference between the asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate.

Derecognition of financial assets

An entity only derecognizes a financial asset when the contractual rights to the cash flows from the assets have expired or are settled, or the entity has transferred to another party substantially all the risks and rewards of ownership relating to the financial asset.

Derecognition of financial liabilities

Financial liabilities are derecognized only when these are extinguished - that is, when the obligation is discharged, cancelled or has expired.

### 2.4 Cash and cash equivalents

Cash and cash equivalents include cash on hand, demand deposits and other short-term highly liquid investments with original maturities of three months or less.

### 2.5 Trade receivables

Trade receivables are recognized initially at the transaction price. They are subsequently measured at amortized cost using the effective interest method. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

### 2.6 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

Land is not depreciated. Depreciation of other classes of property, plant and equipment is charged so as to allocate cost of assets less their residual values over their estimated useful lives, using the straight-line method.

The estimated useful lives of the Company's depreciable assets are as follows:

Communication and office equipment 5 years
Furniture and fixtures 5 years
Leasehold improvement 5 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, if there is an indication of a significant change since the last reporting date.

### 2.7 Impairment of assets other than inventories

Assets such as property, plant and equipment, investment property, intangible assets and investment in associate are assessed at each reporting date to determine whether there is any indication that the assets are impaired. When an impairment indicator is identified, the carrying value of the asset is tested for impairment. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. If the recoverable amount cannot be estimated for an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are independent of the cash flows from other assets within the Company.

If an impairment indicator no longer exists or the recoverable amount has increased subsequently, the Company will determine the amount of impairment loss that can be reversed to the extent that the reversal should not result in a carrying amount of the asset that is higher had no impairment loss was recognized in the prior years.

### 2.8 Trade and other payables

Trade and other payables are recognized initially at the transaction price and subsequently measured at amortized cost using the effective interest method.

### 2.9 Employee Benefits

Employee benefits are all forms of consideration given by the company in exchange for services rendered by employees, including directors and management.

### 2.10 Retirement benefits

These are benefits that are payable after the completion of employment. The Company employed not more than ten regular employees or workers in its operation, thus, exempted from the requirements of Republic Act 7641.

### 2.11 Equity

(a) Share capital

Share capital is measured at par value for all shares issued.

### (b) Retained earnings

Retained earnings consist of accumulated profits and losses less any amounts distributed to the shareholders.

### (c) Cash dividend distribution

Cash dividends to shareholders are recognized as a liability and deducted from equity when approved by the Company's Board of Directors.

### 2.12 Revenue recognition

Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, returns and value-added tax. The Company recognizes revenue to the extent that it is probable that future economic benefits will flow to the entity and that the amount of revenue can be

reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

### (a) Rendering of services

Service income is recognized upon rendering of service to the customer.

### (c) Interest income

Interest income is recognized using the effective interest method. Interest income is included in 'other income' account in the statement of income.

### 2.13 Leases

All contracts will be treated as operating lease, and rental expense/income will be recognized when incurred/earned. There is no requirement to do straight-lining of total rent expense/income.

### 2.14 Income tax expense

The Company uses the taxes payable method to account for income taxes. Under this method, the Company recognizes income tax expense and liability based on the taxable income for the year using tax rates that have been enacted or substantively enacted at the reporting date.

### 2.15 Related Party Transactions and Relationships

Related party relationships exist when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting enterprise, or between and/or among the reporting enterprises and their key management personnel, directors, or its stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

Transactions between related parties are accounted for at arm's length prices or on terms similar to those offered to non-related entities in an economically comparable market.

### 2.16 Provisions

Provisions are recognized when: the Company has an obligation as a result of a past event; it is probable that a transfer of economic benefits will be required to settle the obligation; and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

When the effect of time value is material, provisions are measured at the present value of the amount expected to be required to settle the obligation using a pre-tax rate(s) that reflect(s) current market assessments of the time value of money and the risks specific to the obligation. Changes in the provision due to passage of time are recognized in profit or loss.

### 2.17 Events after the reporting date

Post year-end events that provide additional information about the Company's position at the reporting date (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the financial statements when material.

### Note 3. Cash

This account consists of:

	2021	2020
Cash in bank	₱333,834	P751,603
Petty cash fund	10,000	10,000
Total	P343,834	P761,603

Cash in banks generally earn interest at the respective bank deposit rates. Interest income on deposits net of withholding tax amounted to P1,003 as at December 31, 2021.

### Note 4. Trade and Other Receivables

	2021	2020
Accounts receivable	P2,610,966	P2,216,946
Advances to employees	32,127	161,977
Other receivables	51,233	634,233
Total	₱2,694,32 <b>6</b>	P3,013,156

Accounts receivable pertains to short-term noninterest-bearing amounts due from customers for services rendered. The Company has no provision for impairment loss on Trade Receivables due to certainty of its collection.

Advances to employees represent those short-term, noninterest-bearing and unsecured advances made to employees and are payable through payroll deductions.

### Note 5. Other Current Asset

	2021	2020
Balance, January 1	₱1,784,939	P1,998,808
Additions during the year	178,520	363,257
Prior year's adjustment under CREATE Act	7,919	
Applied during the year	(21,898)	(31,679)
Balance, December 31	P2,494,927	P1,784,939

Other current asset pertains to creditable taxes withheld at source computed at 2% of gross receipts (net of VAT) which can be applied against future income tax liabilities of the Company.

### Note 6. Property and Equipment

Details of this account is as follows:

COST	Comm. Equipment	Office Equipment	Furniture & Fixtures	Leasehold improvement	Total
Balance, January 1, 2020 Acquisition/(Disposal), 2020	₱2,185,220 -	₱336,179 -	₱604,108 -	₱1,403,828 -	P4,529,335
Balance, December 31, 2020 Acquisition, 2021	2,185,220	336,179 80,616	604,108	1,403,828	4,529,335 80,616
Balance, December 31, 2021	2,185,220	416,795	604,108	1,403,828	4,609,951

December 31, 2020	<b>P</b> 25.672	0	0	0	₱25.672
CARRYING AMOUNTS					7,072,111
Balance, December 31, 2021	2,185,220	349,615	604.108	1,403,828	4,542,771
Depreciation – 2021	25,672	13,436		1,400,020	39,108
Balance, December 31, 2020	2,159,548	336,179	604,108	1,403,828	4,503,663
Depreciation – 2019	362,425	-	29.617	- 1,403,020	P4,111,620 392,042
Balance, January 1, 2020	P1,797,123	P336,179	P574.491	P1,403,828	94 114 000

### Note 7. Rental Deposit

6.1	2021	2020
Balance, January 1 Utilization during the year	<b>P</b> 264,694	P2,088,743
Balance, December 31		(1,824,049)
Data loc, December 31	P264,694	P264,694

### Note 8. Deferred Charges-MCIT

P295,075 21,898	P253,545
24 909	
	41,530
	P295.075
	(7,919) <b>P</b> 309,054

### Note 9. Trade and Other Payables

	2021	2020
Deferred credits	P28,162,773	P21,785,172
Accrued expenses	2,735,950	3,497,074
Accounts payable	1,968,407	2,610,431
Loan payable	2,000,000	2,010,401
SSS, Philhealth & Pag-ibig payables	931,405	1,109,320
Total	P35,798,534	P29.001,998

Accounts payable pertains mainly to unsettled obligations to suppliers of goods and services as at yer-end. These are unsecured, noninterest-bearing and due within twelve months.

### Note 10. Taxes Payable

	2020	2020
VAT payable	P (16,141)	P 45.513
Withholding tax =expanded	10,172	211.886
Withholding tax – compensation	70,874	234.751
Marie Completion of the Comple	P64,905	P492,150

These are remitted to the Bureau of Internal Revenue on their respective due dates.

### Note 11. Related Party Transactions

Details of related party transactions as of December 31, 2020 and 2019, are as follows:

### a) Advances from Related Parties

ACCURATION AND ADMINISTRATION OF THE PARTY O	2020	2020
Balance, January 1	P2,888,421	P1,478,407
Addition during the year	3,048,579	1,410,014
Payments during the year	(807,160)	_
Balance, December 31	₱ 5,129,840	P 2,888,421

### b) Compensation of Key Management Personnel

Aside from the mandatory salaries and benefits, the key management personnel received no special benefits or compensation.

### Note 12. Equity

### a. Share capital

Capital Stock. Capital stock as at December 31, 2021 and 2020, amounted to P250,000 which comprise 250,000 fully paid, issued and outstanding common shares with par value of P1 Authorized capital stock as at December 31, 2021 and 2020 comprise 1,000,000 common shares at P1 par value.

Under Section 96 of the Philippine Corporate Law, the Company is classified as a closely held corporation, in which all of the issued stocks were held by a specified number of persons, not exceeding twenty (20) and that the Corporation was not listed with any stock exchange. The Corporation is governed but not limited to, under the existing laws of Philippine close corporations and other statutory provisions.

Said capital structure of the Company has complied with the capitalization requirements as set forth by the Securities and Exchange Commission.

### b. Deficits.

As at December 31, 2021 and 2020, the Company's deficits amounted to \$\mathbb{P}\$35,069,264 and \$\mathbb{P}\$25,941,984, respectively, that may raised substantial doubt about its ability to continue as a going concern. Accordingly, Management is taking all the necessary measures to maintain the business' viability. It has also affirmed their intention to continually provide funds to defray the working capital requirements of the Company and declared that the Company will remain in business for the foreseeable future with neither the intention nor the necessity of liquidation. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### Note 13. Revenues

	2021	2020
Web services	P4,704,338	P2,382,894
Internet services	3,861,867	3,049,429
Applications and programs	2,020,332	1,617,183
Technical services	1,544,078	2,418,569
Total	P12,130,614	P9,468,074

### Note 14. Cost of Service

	2021	2020
Salaries and wages	<b>P</b> 4,747,309	P 4,632,640
Contractors' fees	3,022,514	1,347,015
Communication lines	1,090,561	1,256,417
Dues and fees	686,250	197,517
SSS, Philhealth and Pag-ibig contributions	327,723	-
Depreciation (Note 6)	39,108	-
Transportation and travel	22,682	31,834
Light and water	4,675	321,495
Advertising and promotions	den swap who exists . •	97,187
Total	₱9,940,823	P7,884,105
		THE RESERVE OF THE PARTY OF THE

### Note 15. Operating Expenses

	2021	2020
Salaries and wages	₱7,649,668	P6,864,889
Interest expense	1,099,154	-
Rent	647,926	1601,141
SSS, Philhealth and Pag-ibig contributions	528,084	535,843
Employees benefits	315,610	49,290
Light and water	261,112	201,972
Dues and fees	237,308	95,568
Communication lines	236,009	568,219
Taxes and licenses (Note 17)	80,446	673,707
Transportation and travel	57,403	47,828
Office supplies and printing	37,332	32,739
Repairs and maintenance	31,753	93,404
Professional fees	22,222	-
Representation	9,342	24,358
Insurance		133,929
Depreciation (Note 6)		392,042
Miscellaneous	104,705	240,622
Total	₱11,318,074	P11,555,550

### Note 16 Provision for income tax

The Company is subject to regular corporate income tax rate (RCIT) of 20% and minimum corporate income tax (MCIT) of 1% on modified gross income.

A reconciliation of income taxes computed at statutory rate to the current provision of income tax reflected in the statements of income for the year ended December 31, 2021 and 2020 are as follows:

Minimum Corporate Income Tax (MCIT)	2021	2020
Gross profit	P2,189,791	₱1,583,969
MCIT rate	1%	2%
MCIT	P21,898	<b>P</b> 31,679

Regular Corporate Income Tax (RCIT)	2021	2020
Taxable income		
RCIT rate	20%	30%
RCIT		
Excess of MCIT over RCIT (Deferred charge –MCIT)	₱21,898	₱31,679
Tax due - MCIT	21,898	31,679
Less: Tax credits/payments:		
Prior years' excess credits	1,778,859	1,636,378
Income tax payments (MCIT) Q1 – Q3		2004-0-70-0-00-0 2004-0-70-0-00-0
Creditable withholding taxes Q1 – Q3	141,508	135,486
Creditable withholding taxes Q4	80,032	36,835
CREATE Act adjustment (2020 ave. 1.5%)	(7,919)	1,840
Total •	1,992,480	1,810,539
Prepaid income tax	P (1,970,582)	P (1,778,859)

# Note 17- Supplementary information required by the Bureau of Internal Revenue (BIR)

The following supplementary information are presented for purposes of filing with the BIR and are not a required part of the basic financial statements.

### Revenue Regulations No. 15-2010

### 1. Value-added Tax

Details of the Company's output VAT declared during the year are as follows:

	2021	2020
VAT taxable revenues/receipts	₱12,130,614	P2,382,894
Output VAT rate	12%	12%
Output tax	P1,455,674	₱285,947

### II. Input Tax

Details of input VAT during the year follows:

Beginning balance	P .	P -
Add: Current year's domestic purchases/payments for:		
Purchase of Goods and Services	543,716	240,433
Claims for tax credit / refund and other adjustments	(408,378)	(240,433)
Ending balance	P135,337	₽ -

### III. Other Taxes and Licenses

		2021	2020
Local -			
	Mayor's permit	₱74,456	P646,717
	Barangay Clearance	1,243	12,203
	Community Tax Certificate	2,280	12,408

### National -

Documentary stamp tax	1,467	1,379
BIR Annual registration	1,000	1,000
Total Taxes and Licenses (Note 14)	P80,446	P673.707

### IV. Withholding Taxes - accrued

	2021	2020
Withholding taxes on compensation	P70,874	P211,886
Expanded withholding taxes	10,172	234,751
Total	P81,046	P446.637

### V. Tax Assessment

The Company has no pending Letter of Authority (LOA) issued by the Bureau of Internal Revenue.

### VI. Tax cases

There are no pending tax cases in courts or bodies outside the BIR.

### Revenue Regulations No. 34-2020

The Company is not covered by the requirements and procedures for related party transactions under Section 2 of Revenue Regulations No. 34-202

### Note 18. CREATE ACT

On March 26, 2021, the Republic Act (RA) 11534, known as "The Corporate Recovery or Tax incentives for Enterprises Act" (Create Act), was passed into law. The salient provisions of the Create Act applicable to the Company are as follows:

- Effective July 1, 2020, the corporate income tax rate is reduced from 30% to 20% for domestic
  corporations with net taxable income not exceeding P5,000,000 and with total assets not
  exceeding P100,000,000, excluding land on which the particular business entity's office, plant,
  and equipment are situated during the taxable year for which the tax is imposed at 20%. All
  other domestic corporations and resident foreign corporations will be subject to 25% income
  tax:
- Minimum corporate income tax (MCIT) rate reduced from 2% to 1% effective July 1, 2020, to June 20, 2023;
- 3. Percentage tax reduced from 3% to 1% effective July 1, 2020, to June 30, 2023; and
- 4. The imposition of improperly accumulated earnings is repealed.

The impact of the RA 11534 on the Company's financial statements as at and for the year ended December 31, 2020, is presented below:

	As at December 31, 2020	Effect of changes in tax rates	Adjusted amounts based on reduced tax rates
Statement of Income			
Current tax expense			
Deferred tax benefit -MCIT	31,679	(7,919)	23,760
Statement of Financial Position			
Prepaid income tax	31,679	7,919	23,760
Deferred tax liability			

## Dominena Raña-Lopez

### CERTIFIED PUBLIC ACCOUNTANT

Block 161 Lot 7 San Francisco Street, Rizal, Makati City Telefax No. 955-7997 Mobile No. 09178906660 E-mail: nenalopez4244@yahoo.com.

### SUPPLEMENTAL REPORT OF INDEPENDENT AUDITOR

The Stockholders and the Board of Directors CLOUDWORX, INC. "DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA" 111 Tomas Morato Avenue, Brgy. Kristong Hari Quezon City

I have examined the financial statements of CLOUDWORX, INC. "DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA" for the year ended December 31, 2021, on which I have rendered the attached report dated April 12, 2022.

In compliance with SRC Rule 68, I am stating that the said company has five (5) stockholders who own 100 shares or more each.

Mominera fore to DOMINENA RANA-LORE CPA Certificate No. 035482

PRC ID Expiry date October 12, 2025

PTR No.MKT8893878 issued at Makati City on Feb. 02, 2022

TIN: 131-943-919-000

BIR A/N - 08-004471-001-2021; issued on Feb. 1, 2021

Valid until Jan. 31, 2024

BOA A/N -1257 issued on Jan. 8, 2021

Valid until Oct. 12, 2024

April 12, 2022 Makati City, Philippines

2 2 APR 2022

7/F Hanston Bldg., Emerald Avc., Ortigas Center, Pasig City 1605 Tel. No. 8636-8050

# STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of CLOUDWORX, INC. (DBU IMANILA) is responsible for the preparation and fair presentations of the financial statements for the years ended December 31, 2021 and 2020, including the additional components attached therein, in accordance with the prescribed financial reporting framework indicated therein. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors reviews the financial statements before such statements are approved and submitted to the stockholders of the Company.

Ms. Dominena Raña-Lopez, the independent auditor appointed by the Board of Directors, has examined the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the members has expressed her opinion on the fairness of presentation upon completion of such examination.

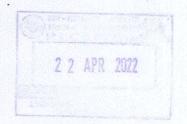
Issued in Pasig City, April 12, 2022.

ROBERTO A.DELURIA

President / CEO

LEA VERONICA T. RECOMITE

Treasurer





# REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

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

> COMPANY REG. NO. CS201401951 COMPANY TIN 008-703-202

### CERTIFICATE OF INCORPORATION

### KNOW ALL PERSONS BY THESE PRESENTS:

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

# CLOUDWORX INC. DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA

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 \_\_\_\_\_\_ day of January, Twenty Fourteen.

FERDINAND B. SALES
Acting Director
Company Registration and Monitoring Department



# SECURITIES AND EXCHANGE COMMISSION SEC Building, EDSA, Greenhills City of Mandaluyong, Metro Mania

Company Registration and Monitoring Department

(Principal office address) II Towar Morado Ave., Quezon City

Gentlemen:

Transmitted herewith is the Certificate of Incorporation/Recording of the above-named corporation/partnership bearing its SEC Registration Number and Corporate Tax Identification Number (TIN) Please be informed that the corporate TIN as indicated therein is only a computer-system pre-generated number issued pursuant to BIR's Memorandum of Agreement with this Commission. The corporation/partnership must immediately register said TIN with the appropriate BIR Regional District Office located in the city or municipality where it holds its principal office.

and its location, which denied its registration, the RDO's contact person and RDO's contact number to facilitate our coordination with the Should the pre-generated TIN be denied confirmation, kindly report the matter to this Department with indication of the RDO

A replacement certificate shall only be issued by this Office to reflect any change or correction of TIN upon confirmation by the BIR.

FERDINAND B. SALES
Acting Director

#### SEC GREEN LANE FORM: GLF -SC2012 ARTICLES OF INCORPORATION / BY-LAWS (FOR STOCK CORPORATION)



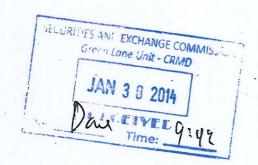
#### COVER SHEET

Na.	ame of Corporation	
111 Tomas N	Morato Ave., Quezon City	
Prin	ncipal Office Address	
Arnold A. del Mundo		636-8050
Name of Filer/Contact Person		Cell/Telephone Number
MINDERS		
legibly. Arrange into five (5) sets incorporation, treasurer's affidave.  2. Present these forms together with of other government agencies (if	s. One set consists of it and by-laws. In name verification sl required), for pre-pre	ocessing and filing to the
incorporation, treasurer's affidave.  2. Present these forms together with of other government agencies (if Green Lane Unit of the Company)	s. One set consists of it and by-laws. In name verification sl required), for pre-pre	the cover sheet, articles of lip, and, endorsement occassing and filing to the conitoring Department, SEC.
2. Present these forms together with of other government agencies (if Green Lane Unit of the Company	s. One set consists of it and by-laws. In name verification sland required), for pre-pro y Registration and M	the cover sheet, articles of lip, and, endorsement occassing and filing to the conitoring Department, SEC.
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	Processor	
-	Date	

GLF - SC2012

#### ARTICLES OF INCORPORATION



of

#### CLOUDWORX INC. DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA

(Name of Corporation)

#### KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigned incorporators, all of legal age, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

#### THAT WE HEREBY CERTIFY:

Article I: That the name of this corporation shall be

#### CLOUDWORX INC. DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA

Article II: That the purposes for which this corporation is formed are:

#### PRIMARY PURPOSE

To engage in, conduct and carry on business of providing IT solutions and other related fields including but not limited to Digital Marketing, Web Design and Development, Application Programming, Web Hosting, Network Design and Implementation, Graphic Design, Project Coordination and Management, System Administration and Technical Support services insofar as may be permitted by law; to enter into all kinds of contracts for the fulfillment of the of the foregoing for its for its own account as principal or representative capacity, when the wester engagement as intermed from the provided provided the contract of the the co

#### SECONDARY PURPOSES

- 1. To purchase, acquire, own, lease, sell and convey to the extent allowed by law, property of every kind and description as may be necessary or incidental to the conduct of its corporate business,
- 2. To raise capital or borrow money from not more than nineteen (19) lenders, including its stockholders, to meet the financial requirements of its business.
- 3. To invest in other companies and enter into joint venture agreements with any company, partnership, persons or government entities, domestic or foreign, for the advancement of its interest and in carry out its primary purpose;
- 4. To establish and operate branch offices or agencies to carry out any or all of its operations and business without any restriction as to place or amount;
- 5. To do and perform all acts and things necessary or incidental to the accomplishment of the foregoing purposes or the exercise of any or all the powers of a corporation for the benefit of this corporation and its stockholders.

Article III: That the corporation shall have its principal office at:

No./Street	111 Tomas Morato Ave.	
City/Town	Quezon City	**
Province	Metro Manila	

Article IV: That the term for which said corporation is to exist is FIFTY (50) years from and after the date of issuance of the certificate of incorporation.

Article V:That the names, nationalities, and residences of the incorporators, majority of whom are residents of the Philippines, are as follows:

Name	Nationality	Residence (complete address)	
Roberto A. Deluria	Filipino 5 Alabama	a St., Quezon City	
Mari« Antoinette D. Dimanche	Filipino B 7 L24 Rafa	ael Corpus West, Exec. Vill BF Homes , Las Pinas	
David Juan A. Deluria	Filipino 5 Alabama	a St., Quezon City	
Jose Arnold S. Bagabaldo	Filipino U4001 Gran	d Emerald Tower , F Ortigas Rd. , Pasig Cty	
Lea Veronica T. Recomite	Filipino 13 San Ma	tias St. San Antonio Valley 10, Paranaque City	

		· ,
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		five
Article VI: That the	number of directors of the	he corporation shall be
ajority of whom are resider Name	Nationality	Residence
	·	(complete address)
Roberto A. Deluria	Filipino 5 Alabama	St., Quezon City
Mari@Antoinette D. Dimanche	Filipino B 7 L24 Rafael	Corpus West, Exec. Vill BF Homes , Las Pinas
David Juan A. Deluria	Filipino 5 Alabama	St., Quezon City
Jose Arnold S. Bagabaldo	Filipino U4001 Grand E	Emerald Tower, F Ortigas Rd., Pasig Cty
Lea Veronica T. Recomite	Filipino 13 San Mattas	s St. San Antonio Valley 10, Paranaque City
		1
*		
		All the state of t

Article VII: The	nat the autho	rized capital s		
One million only noney of the Philippines, di	vidad inta	One million (P_	1,000,000.00)	pesos in law
1,000,000 shares	vided into		one /	P 1.00
esos per share.	with the par	value of	· · · · · · · · · · · · · · · · · · ·	r
	*	**		
Article VIII: That	t the following	g persons have	subscribed to	the authoriz
apital stock; and at least 25	% of the author	orized capital sto	ck has been sul	oscribed and
east 25% of the total subscri	iption has been	paid as follows:		
		No. of Shares	Amount	Amount
Name	Nationality		Subscribed	Paid
		3 4 3 5 4 1 3 4 4	Substitute	1 414
oberto A. Deluria	Filipino	200,000	200,000.00	50,000.00
arie Antoinette D. Dimanche	Filipino	200,000	200,000.00	50,000.00
avid Juan A. Deluria	Filipino	200,000	200,000.00	50,000.00
ose Arnold S. Bagabaldo	Filipino	200,000		
•	гирию	200,000	200,000.00	50,000.00
a Veronica T. Recomite	Filipino	200,000	200,000.00	50,000.00
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ndicate TIN of corporate subscriber	Total	1.000.000p	1,000,000.00 p	250.000.00

Total

\*indicate TIN of corporate subscriber

Article IX: That no trownership of Filipino citizens provided by existing laws shabooks of the corporation and issued by the corporation.	to less than the required per all be allowed or permitted	to be recorded in the proper
Article X: Thatsubscribers as Treasurer of the elected and qualified in accord been authorized to receive for subscriptions paid by the subscriptions paid by the subscriptions.	lance with the by-laws; and and in the name and for the ribers.	ch until his successor is duly that as such Treasurer, he has benefit of the corporation, all
Article XI: That the inc the corporation as herein provide notice or directive from the corporation, partnership or per that the name has been declar registered name, or contrary to	ded, or as amended thereafter e Securities and Exchangerson has acquired a prior rigared as misleading, decept	ge Commission that another ght to the use of that name or ive, confusingly similar to a
IN WITNESS WHER Januar@0 14at	REOF, we have set our Pasig City	hands this 20th day of Philippines
Roberlo A. Deluria TIN - 101-67-391-000  Jose Arnold S. Bagabaldo	Marie Antoinette D. Dimanche TIN - 2269852-451-000  Lea Veronica T. Recomite	David Juan A. Deluria TIN - /198-652-119-000
TIN -912-464-614-000	TIN - / 101-265-363-000	TIN -
TIN -	TIN -	TIN -
TIN -	TIN -	TIN -
TIN -	TIN -	TIN -

Arnold A. del Mundo

Signed in the presence of Nora J Tabudlong

#### ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES) QUEZON CIT )SS

BEFORE ME, a Philippines, this th d	Notary Public in lay of		Sonally appeared:
Name	TIN / ID / Passport	No. Date	e & Place Issued
Roberto A. Deluria	a TIN 101-86	7-391-000	
Maris Antoinette D.	Dimanche TIN 226-85	2-451-000	
David Juan A. De	luria TIN 198-65	2-119-000	
Jose Arnold S. Ba	gabaldo TIN 912-46	4-614-000	
Lea Veronica T. R	Recomite TIN 101-26	5-363-000	

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.

In witness whereof, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc. No. 370 Page No. 74

Book No. 27

Series of 20- 1

ATTY TOMAS F. DULAY IR.
NOTARY PUBLIC Until December 2 Pablic
ADM MATTER #. NP-061-2014-2015
PTR# 904238301-02 /01-07-14 Q.C.
IBP# 915073 CY-2014 Q.C. Roll No. 16583/03/13-61 TIN# 410225916

Add. 92 Legaspi St. Proj. 4 Q.C. MCLE EXEMPTED # 000838

#### 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 bylaws or adopt new by-laws.

nuary , 2014 in Pas	sig City , Philippines .
Roberto A. Deluria	Marie Antoinette D. Dimanche
David Juan A. Deluria	Jose Arneld S. Bagabaldio -
Lea Veronica T. Recomite	

REPUBLIC OF THE PHILIPPINES )

OUT OF THE PHILIPPINES )

S S

### TREASURER'S AFFIDAVIT

I,	Lea veronica 1. Recomite	being duly sworn to, depose and say:
TI		once Inc. doing business under the name and style of Imanila ;
Tl elected ar	at as Treasurer, I am authorized to ac d qualified in accordance with the by-	t as such until my successor has been duly laws of the corporation;
stock of (25%) of (P	he abovementioned corporation has the subscription in the amount of	percent (25%) of the authorized capital been subscribed and at least twenty five  Two hundred fifty thousand only ed by me in cash / property for the benefit
IN	WITNESS WHEREOF, I hereby sig	gn this Affidavit this th day of
		Lea Veronica T. Recomite  Treasurer
at QU	BSCRIBED AND SWORN TO before affiant exhibited to the state of the sta	re me this day of, 20 o me his/her TIN/ID/Passport with No. at
Doc. No. Page No. Book No. Series of	27- 29- 2014	ATTY TOMAS F. DULAY JR. NOTABY PUBP GIBLIC  Until December 31, 2014  ADM MATTER N. NP-061-2614-2615  PTRH 904238301-02/01-07-14 Q.C. IBPH 915073 CY-2014 Q.C. Roll No. 16583/03/13-61  TINN 410225916  Add. 92 Legaspi St. Proj. 4 Q.C. MCLE EXEMPTED # 000838

#### **BY-LAWS**

OF

## CLOUDWORX INC. DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA (Name of corporation)

#### ARTICLE I

#### **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.
- 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 a 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

- 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 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.

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

Section 4. 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.

Section 5. Quorum - Unless otherwise provided by law, in all meetings of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite number of stock shall be present.

Section 6. Conduct of Meeting - Meetings 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 7. 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 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.



# REPUBLIC OF THE PHILIPPINES ) QUEZON CITA ) S S

#### AFFIDAVIT

I, David Juan A. Deluria, of legal age, Filipino and resident of	
No. 5 Alabama St. Quezon City	
duly sworn to in accordance with law, hereby depose and state that:  Cloudworx Inc. doing business under the n	
Cloudwork Inc. doing business and state that:	
I am an incorporator of and style of Imanila	am
which is in the process of incorporation with the Securities and Exchange Commission;	
I confirm that all corrections made in the Articles of Incorporation and by-laws of	
the said corporation were made prior to notarization and with full knowledge and consent	
of all the other incorporators;	
I assume full responsibility for the corrections indicated in the said Articles of	
Incorporation and by-laws;	
Further, affiant sayeth naught.	
January IN WITNESS WHEREOF, I hereby signed this affidavit this 28th day of	
20 14 Pasig City moss, signed this amdavit this day of	
David Juan A. Deluria	
<del></del>	
Affiant //	
JAN 2 9 20%	
SUBSCRIBED AND SWORN TO before me this day of 20	
at OUEZON CITY affiant exhibited to me his issued on	
at A- Orman a	
ATTY TOMAS F DULLAY IR	
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(To be submitted if there are erasures or corrections in the articles of incorporation/hy-laws)	

(10 be submitted if there are erasures or corrections in the articles of incorporation/by-laws)

Print | Finish

# Republic of the Philippines SECURITIES AND EXCHANGE COMMISSION

### Reservation Payment Confirmation

This certifies that the name CLOUDWORX INC. DOING BUSINESS UNDER THE NAME AND STYLE OF IMANILA has been reserved from January 27, 2014 to February 26, 2014.

Reference Reservation Number (RRN): RRN20140127130236534

Type of Industry: Activities, Gen. Public Services, N.E.C.

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.



Print | Finish

# Republic of the Philippines SECURITIES AND EXCHANGE COMMISSION

# Reservation Payment Confirmation

This certifies that the name IMANILA has been reserved from January 16, 2014 to February 15, 2014.

Reference Reservation Number (RRN): RRN20140116120753073

Type of Industry: Other Svc. 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 nullifles 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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Email: universitypresident@minsu.edu.ph Website: www.minsu.edu.ph Mobile: +63 977 846 72 28





### **CERTIFICATION**

This certificate is presented to Cloudworx.inc in recognition of their excellent website hosting services for Mindoro State University.

Cloudworx.inc has consistently demonstrated a high level of expertise and commitment to providing reliable and efficient website hosting services for Mindoro State University. Their services have enabled the university to provide fast and reliable access to its websites, which has greatly benefited the students, faculty, staff, and the community.

Cloudworx.inc's technical support team has been instrumental in ensuring that the university's websites are always available and running smoothly. They have responded promptly and efficiently to any technical issues that have arisen and have provided timely and effective solutions.

The Mindoro State University commends Cloudworx.inc for their outstanding services and dedication to ensuring that the university's website hosting needs are met. This certificate serves as a testament to the excellent quality of service provided by Cloudworx.inc.

KRISTIA INF ALEZA MARIE L. JAVIER
OIC-Director, Management Information System

Email: universitypresident@minsu.edu.ph Website: www.minsu.edu.ph Mobile: +63 977 846 72 28



February 20, 2024

CHRISTIAN C. AGUTAYA, PhD OIC - Office of the President This University

Dear Sir,

Greetings!

MINDORO STATE UNIVERSITY RECEIVED



I am writing to request for your approval for the renewal of hosting services for the Mindoro State University's website. Our current hosting services contract is coming to an end, and after careful consideration and evaluation, we have determined that Cloudworx.inc offers the best options for our university's hosting needs.

Cloudworx.inc provides a range of hosting solutions that are designed to meet the specific requirements of educational institutions like ours. Their services are highly reliable and their support team is available 24/7 to assist us with any issues that may arise. Their hosting services currently caters to our online platforms mainly our official website, library website, mailing services and payroll viewer portal.

In line with this, I would like to inform you that payment of Php. 319,872 (VAT included) for standard managed dedicated server remains the same. I believe that this investment is necessary to ensure the optimal performance and security of our website.

I would like to request your approval to renew our hosting services with Cloudworx.inc for another year. I am confident that this decision will provide the university with the best possible hosting solution and ensure that our website continues to perform effectively and efficiently.

Attached are the billing statement and the updated contract of service for your reference.

Thank you for your time and consideration. I look forward to your favorable response.

Sincerely,

MDS -14- 7 101-200 -02140 50 299170W

KRISTIANNE ALEZA MARIE L. JAVIER, MSIT OIC - Director, Management Information System

Recommending Approval:

Vice-President for Admin and Finance

Approved:

DR. CHRISTIAN C. AGUTAYA OIC - Office of the President

Denot