



SEC REGISTRATION REQUIREMENTS

Stock Corporations

Basic Requirements

1. Name Verification Slip (secure online or from SEC Name Verification Unit)
2. Articles of Incorporation and By-Laws
3. Treasurer's Affidavit
4. Affidavit of incorporator or director undertaking to change corporate name (not required if Articles of Incorporation has provision on this commitment)
5. Registration Data Sheet

Additional Requirements

6. Indorsements/clearances from other government agencies, if applicable.
7. For corporations with foreign equity, submit Proof of Remittance by non-resident aliens and foreign corporate subscribers who want to register their investment with Bangko Sentral ng Pilipinas (BSP)
8. For corporations with more than 40% foreign equity, submit Application Form F- 100 **minimum of US\$200,000.00 paid-capital is required.**
9. If the primary purpose is custom brokerage, at least two (2) directors or officers must be custom brokers, submit copies of their PRC license
10. Additional requirements based on kind of payment of subscription indicated hereunder

a. Cash

1. Bank Certificate of deposit of paid up capital notarized in place where executed
2. Proof of remittance or bank certificate (only for those corporations with foreign subscribers who want to register their investment with the BSP)

b. Land and/ Building/Condominium Units

1. Detailed schedule of the property showing its registered owner, location, area, TCT No., Tax declaration number and the basis of transfer value (market value / assessed value / Zonal value or appraised value)
2. Copy(ies) of TCT/CCT and tax declaration sheet(s) certified by Register of Deeds and Assessor's Office respectively
3. Latest zonal valuation certified by BIR , if transfer value is based on zonal value
4. Appraisal report by a licensed real estate appraiser, if transfer value is based on appraised value (not more than 6 months old)
5. Deed of assignment with primary entry by Register of Deeds
6. If property is mortgaged, submit mortgagee/creditor's certification on the outstanding loan balance and his consent to the transfer of property

7. For assignment of buildings where assignor is not the owner of the land, submit the lease contract on the land and consent of the land owner to the transfer

c. Inventories / Furniture / Personal Properties

1. Detailed schedule of the property showing its description and the basis of transfer value (market value or book value)
2. Special audit report by an independent CPA on the verification and valuation of the property
3. Deed of assignment of property to the corporation

d. Heavy Equipment and Machinery

1. Detailed schedule of the property showing its description and the basis of transfer value (book value or appraised value)
2. Appraisal report by a licensed mechanical engineer (not more than 6 months old). If the property is imported, valuation report by the Bangko Sentral ng Pilipinas should be submitted instead
3. Deed of assignment of property to the corporation

e. Shares of Stock

1. Detailed schedule of the shares of stock indicating the stockholder, stock certificate number, no. of shares and the basis of transfer value (market value or book value)
2. Audited financial statements of the investee company as of the last fiscal year duly stamped received by BIR and SEC
3. Deed of assignment of the shares of stock to the corporation
4. Certification by the Corporate Secretary of the investee company that the shares are outstanding in the name of the assignor
5. Photocopy(ies) of the stock certificates (present original for verification)
6. Latest market quotation in the newspaper or certification from the stock exchange/broker as to the latest market price of the shares of stock (if same are listed in the stock exchange)

f. Motor Vehicles

1. Detailed inventory of the motor vehicles showing the registered owner, make/model, plate number, chassis number, motor number, certificate of registration number, and market value
2. Photocopy of the Certificate of Registration and official receipt of annual registration fee (present original for verification)
3. Appraisal report by a licensed mechanical engineer (not more than 6 months old)
4. Deed of assignment of the motor vehicle to the corporation

g. Sea Vessel / Aircraft

1. Detailed inventory of the vessel/aircraft showing the registered owner, registry number, technical description, and appraised value
2. Certified true copy of the certificate of ownership
3. Certificate of seaworthiness / airworthiness issued by appropriate government agency
4. Appraisal report by a licensed mechanical engineer (not more than 6 months old)
5. Deed of assignment of the vessel/aircraft to the corporation

h. Intangibles

1. Copy of the mining permit (for mining claims/rights)
2. Appraisal report by an accredited appraisal company (not more than 6 months old)
3. Deed of assignment of intangibles to the corporation

i. Net Assets (By Way of Conversion of Single Proprietorship/Partnership into Corporation or By Way of Spin-Off)

1. Articles of Dissolution of Partnership
2. Audited financial statements of the single proprietorship/partnership/division of a corporation (for spin off) as of the last fiscal year
3. Long-form audit report of item no. 2
4. Deed of assignment of the assets and liabilities to the corporation
5. Separate deed of the assignment for land with primary entry by Register of Deeds
6. List of creditors with the amount due to each of them and their consent certified by the company accountant
7. Detailed schedule of the properties with certificate of registration/titles and their respective book values
8. Photocopy(ies) of the certificate of registration of the motor vehicle (present original for verification)
9. Copy(ies) of TCT/CCT and tax declaration sheet(s) certified by the Register of Deeds and Assessor's Office, respectively
10. DTI Certificate of Registration (for single proprietorship)

Note :

1. Item nos. 5 to 10 shall be complied with only if the same are applicable
2. Corporation should use the name of the partnership dropping only the word "company" and adding either the words "corporation" or "incorporated" or their abbreviation.
3. Filing of Articles of Dissolution and Articles of Incorporation or Increase of authorized capital stock should be simultaneous.