



ENFORCEMENT AND INVESTOR PROTECTION DEPARTMENT

In the Matter of:

SEC EIPD CASE NO. 2024-7723

For Revocation of Certificate of Incorporation for violation of the Revised Corporation Code of the Philippines (R.A. 11232) in relation to Section 6 i (2) of Presidential Decree No. 902-A for serious misrepresentation as to what the corporation can do to the great prejudice of or damage to the general public

ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.,
SEC Reg. No. 2023020087653-25, 23 February 2023

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E-mail: ontoy_09@yahoo.com

ORDER OF REVOCATION

ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC., is a non-stock corporation registered with the Commission on *23 February 2023* under *SEC Reg. No. 2023020087653-25*. Its registered principal office address is at No. 21 Doña Juliana Street, San Agustin Village, Novaliches, Proper Fifth District, Quezon City, Second District, National Capital Region (NCR) 1121. The Certificate of Incorporation issued to **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.** states, as follows:

"This Certificate grants juridical personality to the corporation but does not authorize it to issue, sell or offer for sale to the public, securities such as but not limited to shares of stock, investment contracts, debt instruments and virtual currencies without prior Registration Statement approved by the Securities and Exchange Commission, nor 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/lending company and time shares/club shares/membership certificates issuers or selling agents

thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit. (Underscoring ours)

Its primary purpose is:

"To administer the temporalities and management of the affairs, estate and properties of the religious church."

Based on its corporate records, the following individuals are its incorporators namely: 1) Jun Jun Poyaoan, 2) Jayneth Estillore Tingle; 3) Ceasar Alegre Pasaylo; 4) Ian Von Vergara Vega; and 5) Elsa Ordinario Auguis.

RELEVANT FACTS

The Commission received a *Petition for Revocation of Incorporation* from the Manila Police District (MPD) District Intelligence Division that **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.** is:

1. Representing to the public that it can generate funds from the public for social, public welfare and charitable purposes without necessary permit from DSWD;
2. Soliciting money from its members with the promise *"to travel abroad, particularly to South Korea in Ansan Gyeonggi Province"*; and
3. That complaints were received by Barangay 178, Zone 18, District II of the City of Manila that the company is engaged in solicitation activities.

On 24 May 2024, the Commission issued a **SHOW-CAUSE ORDER**¹ directing **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.**, to answer in writing, within ten (10) days, the *Petition for Revocation of Incorporation* from the Manila Police District (MPD) District Intelligence Division and the fact that it failed to file the required forms/necessary reports to the Commission:

- a. *Accomplished Submission of Email Addresses and Mobile Numbers Form* pursuant to Memorandum Circular No. 28, series of 2020;
- b. Failure to submit the Mandatory Disclosure Form (MDF) pursuant to SEC Memorandum Circular No. 25 series of 2019² in relation to SEC Notice dated 10 August 2022.³; and

¹ Enclosed the *Petition for Revocation* filed by the Ang Iglesia Ng Makapangyarihang Diyos, Inc.

² <https://www.sec.gov.ph/mc-2019/mc-no-25-s-2019-2019-guidelines-for-the-protection-of-sec-registered-non-profit-organizations-from-money-laundering-and-terrorist-financing-abuse-2019-npo-guidelines/#gsc.tab=0>

³ <https://www.sec.gov.ph/notices/mandatory-disclosure-form-mdf-submission-from-september-1-2022-onwards/#gsc.tab=0>

- c. Failure to submit the Beneficial Ownership Transparency Form pursuant to Memorandum Circular No. 1 series of 2021.

The Show Cause Order was endeavored to be delivered by personal service upon the principal address of **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.** located at No. 21 Doña Juliana Street, San Agustin Village, Novaliches, Proper Fifth District, Quezon City, Second District, National Capital Region (NCR) 1121 but the representatives of the Department did not find such address. Thereafter, they proceeded to the village Homeowners Association.

The representatives of the Department were able to talk to the Administrative Officer of **DOÑA CARMEN HEIGHTS HOMEOWNERS ASSOCIATION INC.** who confirmed the existence of the street, "Doña Juliana" but denied the existence of No. 21 thereat. She also avowed that there was no San Agustin Village inside the **DOÑA CARMEN HEIGHTS HOMEOWNERS ASSOCIATION INC.**

A copy of the Show-Cause Order dated 23 May 2024 was also sent to the e-mail of **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.** per the records of the Commission.⁴

To date, despite due notice and the lapse of sufficient time given, no answer was submitted to this Department. Hence, it is deemed to have waived its right to be heard as to matters stated in the aforementioned Show Cause Order.

ISSUE

The sole issue to be resolved is whether or not the Certificate of Incorporation/Registration of **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.** of **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.** should be revoked pursuant to Section 6(i)(2) of Presidential Decree No. 902-A for serious misrepresentation as to what it can do or is doing to the great prejudice of or damage to the general public, on the basis of available evidence.

DISCUSSION

In determining the issue, the primary purpose of **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.**, as stated in its Articles of Incorporation is reiterated herein, as follows:

"To administer the temporalities and management of the affairs, estate and properties of the religious church."

⁴ Sent to ontoy_09@yahoo.com on 27 May 2024.

It is important to emphasize that as a juridical person, **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.**, is only allowed to exercise powers inherent to its existence as provided in the Revised Corporation Code of the Philippines and those conferred in its Articles of Incorporation (AOI). **In other words, what a corporation can do is necessarily circumscribed by its primary purpose clause in its AOI.**

Nonetheless, the purpose stated in the Articles of Incorporation need not set out with particularity the multitude of activities in which the corporation may engage. The effect of broad purposes or objects is to confer wide discretionary authority upon the directors or management of the corporation as to the kinds of business in which it may engage. However, ***dealings which are entirely irrelevant*** to the purposes are unauthorized and called ***ultra vires***. The purpose clause of the articles of incorporation indicates the extent as well as the limitations of the powers which a corporation may exercise.

Section 44 of the Revised Corporation Code of the Philippines, provides:

“SEC. 44. Ultra Vires Acts of Corporations. — No corporation shall possess or exercise corporate powers other than those conferred by this Code or by its articles of incorporation and except as necessary or incidental to the exercise of the powers conferred.”

In an opinion⁵, the Commission pronounced that:

“It is the corporation’s primary purpose clause which confers, as well as limits, the powers which a corporation may exercise and the character of a corporation is usually determined by the objects of its formation and the nature of its business as stated in the articles. The primary purpose of the corporation, as stated in its articles of incorporation, is the first business to be undertaken by the corporation. Hence, the primary purpose determines its classification.”

Corollary to the Articles of Incorporation is the **Certificate of Incorporation issued by the Commission which states that such Certificate is not a permit to undertake activities for which other government agencies require a license or permit**, to wit:

“This Certificate grants juridical personality to the corporation but does not authorize it to issue, sell or offer for sale to the public, securities such as but not limited to shares of stock, investment contracts, debt instruments and virtual currencies without prior Registration Statement approved by the Securities and Exchange Commission, nor 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

⁵ SEC-OGC Opinion No. 11-33 dated 29 July 2011 addressed to Mr. Jesus B. Lapuz.

*exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. **Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.** (Underscoring ours)*

Here, **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.**, its operators and agents were only allowed ***“to administer the temporalities and management of the affairs, estate and properties of the religious church.***

The Manila Police District (MPD) District Intelligence Division reported to the Commission that **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.** has been engaging in solicitation activities; that it is representing that it is an international organization; and that it is conducting fellowship activities. These activities are not incidental or necessary to the above-mentioned purpose of **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.** By engaging in such activities without the requisite authority from the Commission and concerned government agencies, the continuous operation has or had advanced a fraudulent purpose or can be reasonably expected to cause significant, imminent and irreparable danger or injury to the public safety and welfare and can take advantage of the credulity of the public with regard to the actual operation of **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.**

Records of the Commission further showed that, to date, **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.**, has not submitted its MDF. Under Section 9.1 and 9.2 of Chapter IX of Memorandum Circular No. 25 series of 2019, registered non-stock corporations such as **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.** are required to accomplish a **revised Mandatory Disclosure Form (MDF)** and submit the same to the Commission through the Anti-Money Laundering Division (AMLDD) of this Department or the SEC Extension Office.

Under Section 9.5. of said memorandum provides **that failure to comply with MC No. 25. s. 2019 is a cause for revocation** of the certificate of incorporation of the non-complying non-stock corporation.

Other infractions of **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.**, are its failure to file the: 1) Accomplished *Submission of Email Addresses and Mobile Numbers Form* pursuant to Memorandum Circular No. 28 series of 2020; and 2) Failure to submit the Beneficial Ownership Transparency Form pursuant to Memorandum Circular No. 1 series of 2021

Furthermore, investigation by the EIPD showed that **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.** committed another misrepresentation when it indicated No. 21 Doña Juliana Street, San Agustin Village, Novaliches, Proper Fifth District, Quezon City, Second District, National Capital Region (NCR) 1121 as its principal office address in its Articles of Incorporation, when in truth and in fact, such address is inexistent.

Providing a false address or fictitious principal office address constitutes fraud in the procurement of registration under P.D. 902-A and pursuant to a Resolution adopted by the Commission *en banc* enumerating the grounds for revocation on the basis of fraud in the procurement of registration, i.e., falsity in any of the information provided by applicants in the registration documents.

Thus, **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.** by providing false or fictitious principal office, its registration as a corporation shall be revoked for fraud in the procurement of registration. This very same act is also a violation of Section 54.1 (c) of the Securities Regulation Code, to wit:

*c) Any registrant or **other person** has, in a registration statement or **in other reports, application, accounts, records or documents required by law or rules to be filed with the Commission**, made **any untrue statement of a material fact** or omitted to state any material fact required to be stated therein or necessary to make the statements therein not misleading; x x (Emphasis ours)*

Under Section 6 of Presidential Decree 902-A, the Commission has the power to suspend, or revoke, after proper notice and hearing, the franchise or certificate of registration of corporations, partnerships and associations, on the ground of serious misrepresentation as to what the corporation can do or is doing to the great prejudice of or damage to the general public. Likewise, Section 5.1 (m) of the SRC and Section 179 (j) of the Revised Corporation Code of the Philippines (RCCP) empower the Commission to revoke the franchise or Certificate of Incorporation/registration of corporations registered with it.

Incorporation is not a matter of right but a mere privilege granted by the state. The grant being a mere privilege, the state has the continuing interest in the existence of a corporation in a sense that this privilege be acquired only under the conditions of law including compliance with the mandatory requirements of the corporation.

The Certificate of Registration as a corporation does not grant a license or authority to implement or intending to implement either directly or indirectly, social welfare and development programs and services without approval from the relevant government agency. These activities or functions are outside the scope that can be conferred by the Revised Corporation Code of the Philippines or by the Commission, nor the aforementioned activities be considered as incidental to or part of their express powers as a corporation.

Considering that these acts and practices blatantly constitutes *ultra vires* acts and therefore constitute serious misrepresentation that could advance fraudulent purpose or can be reasonably expected to cause significant, imminent and irreparable danger or injury to the public safety and welfare, the issuance of this **ORDER** is warranted.

WHEREFORE, premises considered:

1. For violation of Section 6(i)(2) and 3 of Presidential Decree 902-A, the corporate registration or Certificate of Incorporation/Registration of **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.**, as a corporation, is hereby **REVOKED**; and
2. The following incorporators-trustees of **ANG IGLESIA NG MAKAPANGYARIHANG DIYOS, INC.**, for declaring a false address in the company's Articles of Incorporation, a fraudulent act, are hereby **DISQUALIFIED** from being a trustees or directors of a corporation for a period of five (5) years from date of this Order pursuant to Section 26 of the Revised Corporation Code of the Philippines, to wit:

1. **Jun Jun Poyaoan;**
2. **Jayneth Estillore Tingle;**
3. **Cesar Alegre Pasaylo;**
4. **Ian Von Vergara Vega; and**
5. **Elsa Ordinario Auguis.**

Accordingly, let this Order be posted at the SEC website and attached by the Corporate Filing and Records Division of the Company Registration and Monitoring Department (CRMD) to the records of the corporation on file with the Commission. Further, the Information and Communications Technology Department (ICTD) of this Commission is likewise requested to enter the "*revoked*" status of subject corporation in the online database of the Commission.

SO ORDERED.

Makati City, 06 June 2024.


FILBERT CATALINO F. FLORES III
Director