



ENFORCEMENT AND INVESTOR PROTECTION DEPARTMENT

In the Matter of:

**FAMILY OF PEOPLE LOVING GOD
CHURCH, INC.**

Company Registration No. CN201625469

X-----X

SEC EIPD Case No. 2024-7722

For: Revocation of Certificate of
Incorporation/Registration

ORDER OF REVOCATION

FAMILY OF PEOPLE LOVING GOD CHURCH INC. is a non-stock corporation registered with the Commission on 03 November 2016 under Company Registration No. CN201625469. Its registered principal address is at 999-A1 Morong St., Manuguit, Tondo, Manila 1013. The Certificate of Incorporation issued to **FAMILY OF PEOPLE LOVING GOD CHURCH INC.** expressly provides:

"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."

Its primary purpose is as follows:

"To communicate the gospel of God, by mean of providing gospel centers to be established in the various ideal places in the Philippines, through instructions and trainings by modern technology, the internet, books and other means as needed."

On the other hand, the following are its incorporators, officers and Board of Trustees per its 2018 General Information Sheet on file with this Commission, to wit:

Name	Incorporator?	Board of Trustees?	Position
Jesus L. Faeldin	Yes		
Casanova T. Nuarin	Yes		
Jean Y. Hidalgo	Yes	Chairman	President
Martin Ronald V. Medez	Yes	Member	OTR ¹
Virginia T. Valencia	Yes	Member	OTR
Jossie Mae Entusiasmo Jaca	No	Member	Corp Sec.
Geoffrey V. Liganao	No	Member	CFO

RELEVANT FACTS

The Commission through the Enforcement and Investor Protection Department (“EIPD”, for brevity) received a *Petition for Revocation of Incorporation* from the District Intelligence Division of Manila Police District (MPD) against **FAMILY OF PEOPLE LOVING GOD CHURCH, INC.** that:

1. It is 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. It is soliciting money from its members with the promise to assist them “to travel abroad, particularly to South Korea in Ansan Gyeonggi Province”; and
3. Complaints were received about the company’s solicitation activities by Barangay 178, Zone 18, District II of the City of Manila.

Acting on this Petition, the EIPD, on 23 May 2024 issued a Show Cause Order (with the attached *Petition for Revocation of Incorporation*) directing **FAMILY OF PEOPLE LOVING GOD CHURCH INC.**, and its Board of Trustees to file an answer in writing within ten (10) days from receipt thereof, why: (1) its Certificate of Incorporation should not be revoked pursuant to Section 6 (i) (2) of Presidential Decree No. 902-A for serious misrepresentation as to what the corporation can do or is doing to the great prejudice of or damage to the general public; and (2) No administrative sanctions should be imposed against the subject corporation and its directors, officers, nominee and alternate nominee for violation of the Revised Corporation Code of the Philippines (RCC) and its failure to file the necessary reports to the Commission such as its:

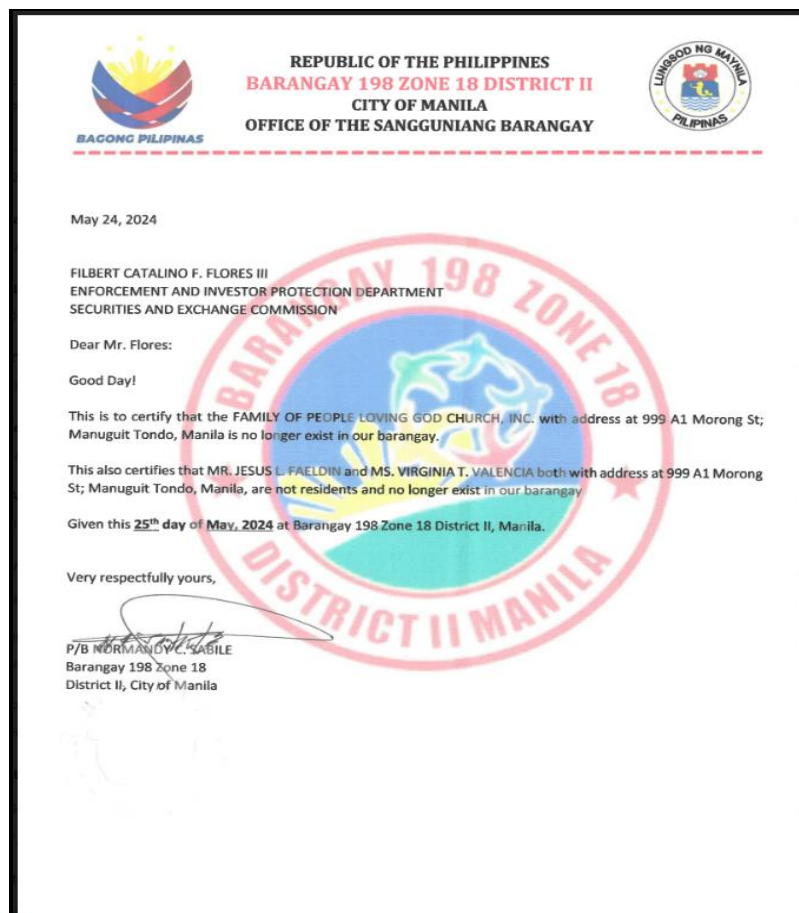
- a. Failure to submit the Mandatory Disclosure Form (MDF) pursuant to SEC Memorandum Circular No.25 series of 2019 in relation to SEC Notice dated 10 August 2022; and

¹ Refer to “Others” as indicated in the GIS.



- b. Failure to submit the Beneficial Ownership Transparency Declaration (BOTD) Form pursuant to Memorandum Circular No. 1 series of 2021.

On 24 May 2024, the said Show Cause Order was endeavored to be delivered by personal service to the registered address of FAMILY OF PEOPLE LOVING GOD CHURCH INC. However, inasmuch as there was no indication that the company is holding office at such address, the Show Cause Order was delivered to the Barangay Hall of Barangay 198 Zone 18 District II, City of Manila. Accordingly, the EIPD also requested from the barangay chairman a Certification as to the existence of FAMILY OF PEOPLE LOVING GOD CHURCH INC., JESUS I. FAELDIN and VIRGINIA T. VALENCIA both with the same address located at 999 A1 Morong St., Manuguit, Tondo, Manila.



Likewise, on 27 May 2024, the Show Cause Order was sent thru the official email addresses of the company per records of the Commission: foplgchurchinc@gmail.com, virginiavalencia616@gmail.com, bolitotigla@gmail.com and faeldinjess@yahoo.com.

To date, despite such notice of the Show Cause Order as detailed above, the company failed to respond, which shall be construed as a waiver of its right to be heard as to matters stated in the aforementioned Show Cause Order.



Hence, we now resolve the instant proceedings on the basis of the available information and evidence gathered.

ISSUE

The sole issue to be resolved is whether or not the Certificate of Incorporation/Registration of **FAMILY OF PEOPLE LOVING GOD CHURCH, INC.** should be revoked pursuant to Section 6(i)(2) of Presidential Decree No. 902-A for serious misrepresentation as to what the corporation can do or is doing to the great prejudice of or damage to the general public.

DISCUSSION

In determining the issue, the primary purpose of **FAMILY OF PEOPLE LOVING GOD CHURCH, INC.** as stated in its Articles of Incorporation is reiterated herein, as follows:

"To communicate the gospel of God, by mean of providing gospel centers to be established in the various ideal places in the Philippines, through instructions and trainings by modern technology, the internet, books and other means as needed."

It is important to emphasize that as a juridical person, **FAMILY OF PEOPLE LOVING GOD CHURCH, 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 opinion², 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

² SEC-OGC Opinion No. 11-33 dated 29 July 2011 addressed to Mr. Jesus B. Lapuz.

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 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)*

A careful scrutiny of the purpose of **FAMILY OF PEOPLE LOVING GOD CHURCH, INC.** would show that it cannot engage in the implementation, either directly or indirectly in public solicitation without the requisite permit or license from the Department of Social Welfare and Development (DSWD). It must be emphasized that before an entity can conduct/implement/engage in public solicitation for charitable and public welfare activities, it is required to register and secure a license from the DSWD under the **"Guidelines in the Processing of Regional and National Public Solicitation Permit."**

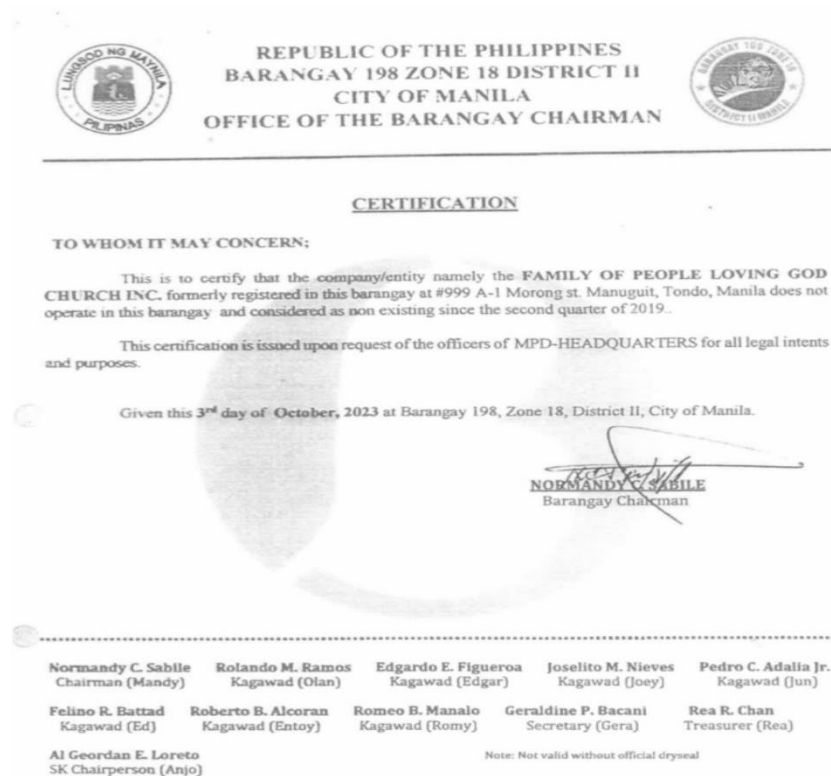
Here, **FAMILY OF PEOPLE LOVING GOD CHURCH, INC.**, its operators and agents were only allowed *"To communicate the gospel of God, by means of providing gospel centers to be established in the various ideal places in the Philippines, through instructions and trainings by modern technology, the internet, books and other means as needed."* It is not allowed to conduct the activities reported by the Manila Police District (MPD) District Intelligence Division such as but not limited to solicitation activities for charitable and public welfare activities. This requires a license or permit from the DSWD.

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 Securities Regulation Code and Section 179 (j) of the Revised Corporation Code of the Philippines 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.

Furthermore, investigation by the EIPD showed that it committed another misrepresentation when it indicated #999 A-1 Morong St., Manuguit, Tondo, Manila as its principal office address pursuant to its official submission per SEC Memorandum Circular No. 28, series of 2020, a notarized document, when in truth and in fact it cannot be found in such address. To support this fact, the Manila Police District also secured a barangay certification, as shown below:



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, **FAMILY OF PEOPLE LOVING GOD CHURCH 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 x (Emphasis ours)

Records of the Commission further showed that, to date, **FAMILY OF PEOPLE LOVING GOD CHURCH 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 **FAMILY OF PEOPLE LOVING GOD CHURCH 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.

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.

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 **FAMILY OF PEOPLE LOVING GOD CHURCH INC.**, as a corporation, is hereby **REVOKED**; and
2. The following incorporators-trustees of **FAMILY OF PEOPLE LOVING GOD CHURCH INC.**, for declaring a false address in the company's Articles of Incorporation and General Information Sheet, a fraudulent act, are hereby **DISQUALIFIED** from being a trustee or director 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:
 - a) **JESUS L. FAELDIN;**
 - b) **CASANOVA T. NUARIN;**
 - c) **JEANY. HIDALGO;**
 - d) **MARTIN RONALD V. MEDEZ;**
 - e) **VIRGINIA T. VALENCIA;**
 - f) **JOSSIE MAE ENTUSIASMO JACA; and**
 - g) **GEOFFREY V. LIGANAO.**

Accordingly, let this Order be posted on 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 the Commission is likewise requested to enter the "**REVOKED**" status of the subject corporations in the electronic/online database of the Commission.

SO ORDERED.

06 June 2024, Makati City, Philippines.


FILBERT CATALINO P. FLORES III
Director