Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila

30 March 2006

SEC Opinion No. 06-24
Principal Office Address; SEC Memo Circular No. 3, s. 2006

PHILIPPINE COUNCIL
FOR NGO CERTIFICATION
6/F SCC Bldg., CFA-MA Compound
4427 Interior Old Sta. Mesa Road
Sta. Mesa, Manila 1016

Attention: **Ms. Fely I. Soledad**
Executive Director

Madam:

This refers to your letter dated 15 March 2006 requesting revisit of SEC Memorandum Circular No. 3, s. 2006 due to the impractical effect of such policy.

In reply, please be informed that Memorandum Circular No. 3, s. 2006 only applies to corporations and partnerships **applying for registration** with the Commission from 28 February 2006 onwards[1]. It does not apply to those entities that are already registered with the Commission before said date.

There is no need to amend the articles of incorporation of a corporation when it changes its principal office address from one street to another, or from one floor to another of the same building, for as long as the address is in the same municipality or city as the one indicated in the articles of incorporation on file with the Commission. The corporation only has to reflect this change of address in the General Information Sheet submitted to the SEC that will form part of the official records of the corporation on file with the Commission.

[1] SEC Memo Circ. No. 3, s. 2006 provides that it shall take effect after publication in a newspaper of general circulation. The circular was first published in the Phil. Daily Inquirer on 28 February 2006.

However, "to legally effect the change of the principal office from one municipality or city to another, say from Manila to Quezon City (SEC opinion dated September 11, 1989, Mr. Joaquin T. Ortega) or from Quezon City to Makati (SEC opinion dated April 13, 1989, Mr. Benigno P. Aquino), it is necessary that the articles of incorporation, not only the by-laws shall be amended in accordance with law."[2]

The Commission is the regulatory agency that exercises supervision and control over corporations. To facilitate its monitoring of the latter, the Commission, through the aforementioned circular, requires corporations and partnerships applying for registration to state the following in the Articles of Incorporation, namely: (i) specific address of the corporation's principal office, which shall include, if feasible, the street number, street name, barangay, city or municipality; and (ii) specific residence address of each stockholder, officer, director or trustee. "Metro Manila" shall no longer be allowed as address of the principal office.

Show cause letters and the like issued by the Commission have to be addressed to the specific place where the principal office of the corporation is to be found so that these can be suitably received by the parties. Furthermore, the circular seeks to facilitate the addressee's receipt of any and all communications, as well as be properly served of court and any other processes. It is in this light that the said circular, for good and valid reasons, was issued by the Commission.

In addition, other government agencies, as well as the public, rely on the Commission to provide accurate and up-to-date information regarding corporations registered with it.

Please be advised accordingly.

Very truly yours,

VERNETTE G. UMALI-PACO
General Counsel

[2] SEC Opinion No. 67-03, letter to Mr. Artemio U. Lim, December 8, 2003

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