



Republic of the Philippines
Department of Finance
Securities and Exchange Commission

ENFORCEMENT AND INVESTOR PROTECTION DEPARTMENT

**In the matter of
SOPHIA FRANCISCO HOLDING OPC
SEC Registration No. 2022070060502-58**

SEC EIPD Case No. 2022-6899

For Revocation of Certificate of Incorporation for violation of the Corporation code of the Philippines in relation to 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

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ORDER OF REVOCATION

SOPHIA FRANCISCO HOLDING OPC is a One-Person Corporation registered with the Commission on 19 June 2022 under Company Reg. No. 2022070060502-58. Its principal office address is located at Lazaro St., Canumay West (Canumay), City of Valenzuela, Third District, National Capital Region (NCR) 1443. Its primary purpose as stated in its Articles of Incorporation is:

“To invest in, purchase, or otherwise acquire and own, hold, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real property and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefore in money or by exchanging thereof stocks, bonds and other evidences of indebtedness or securities of this or any other corporation, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of interest, dividends, and income arising from such property, and while the owner or holder thereof, to exercise all the rights, powers and privileges of ownership, including all voting powers of any stock so owned; provided that it shall not act as stock broker or dealer in securities nor solicit, take, accept and/or issue investments and/or investment contracts from investors.;

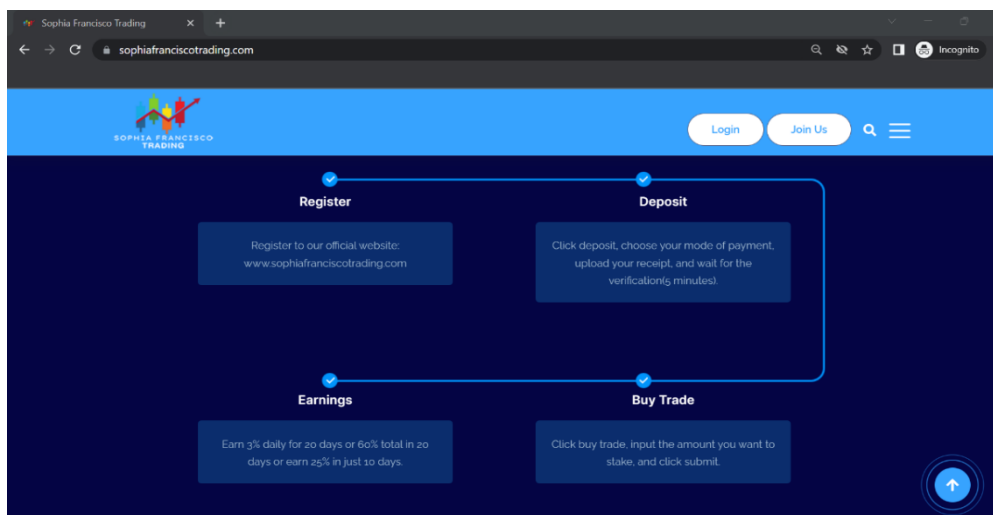
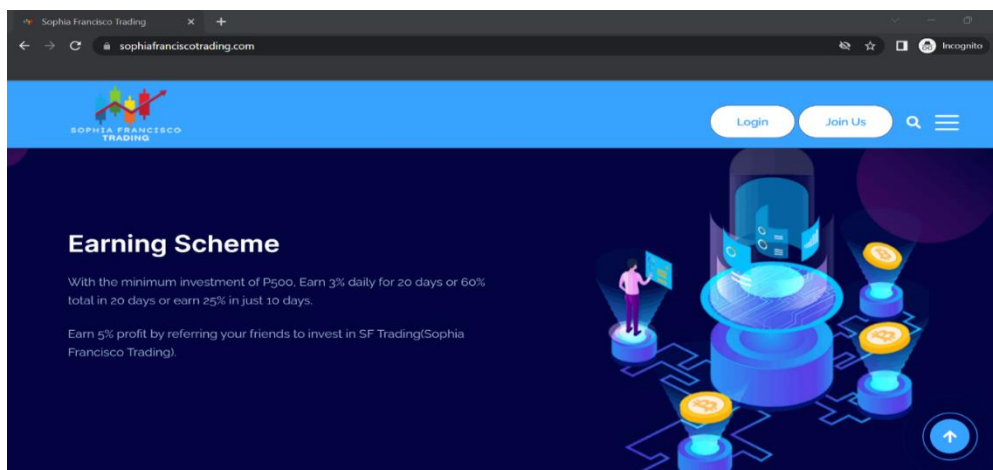
Provided that the corporation shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts.”

Its single stockholder-director-president, nominee, alternate nominee are:

NAMES	ADDRESS	NATIONALITY
Gregorio Ramirez Dela Cruz (single stockholder-director-president)	Canumay West, City of Valenzuela, Third District, National Capital Region, 1443	Filipino
Yolanda Ramirez Francisco (Nominee)	Canumay West, City of Valenzuela, Third District, National Capital Region, 1443	Filipino
John Mark Henarez Francisco (Alternate)	Canumay West, City of Valenzuela, Third District, National Capital Region, 1443	Filipino

The Department received numerous emails inquiring and/or reporting about **SOPHIA FRANCISCO HOLDING OPC / FINANCIAL CONSULTANCY SERVICES SOPHIA-FRANCISCO / SOPHIA FRANCISCO TRADING** and its alleged investment-taking activities where it promised guaranteed return of investments.

Investigation conducted by the Department revealed that **SOPHIA FRANCISCO HOLDING OPC** offers investments to the public for minimal amount of PHP500.00 per account. Investors may earn 3% daily for 20 days or 60% total in 20 days or earn 25% in just 10 days. Furthermore, a 5% referral fee is awarded to those who would be able to entice others to invest in **SOPHIA FRANCISCO HOLDING OPC**.



Further, **SOPHIA FRANCISCO HOLDING OPC** entices the public to invest in its scheme by showcasing Sophia Francisco's (a.k.a. Sophia Maria Andrea Ramirez Francisco) alleged expert skills in crypto trading by assuring investors with her **monthly win rate of 4% daily, 27% weekly, or 112% monthly**.

Since what is being offered for sale by **SOPHIA FRANCISCO HOLDING OPC** are securities, the Securities Regulation Code (SRC) requires that said offer and sale of securities must be duly registered with the Commission and that the concerned corporation and/or its agents have appropriate registration and/or license to sell such securities to the public.

However, **SOPHIA FRANCISCO HOLDING OPC** is **NOT AUTHORIZED** to solicit, accept or take investments/placements from the public nor to issue investment contracts and other forms of securities defined under Section 3 of the Securities and Regulation Code (SRC) as it has not applied for or has been issued a Secondary License to offer and/or sell securities to the public.

Thus, on 22 September 2022, an SEC Advisory was issued and posted on the Commission's website informing the public, that:

The records of the Commission show that **SOPHIA FRANCISCO HOLDING OPC** is registered with the Commission as a One Person Corporation (OPC), while **FINANCIAL CONSULTANCY SERVICES SOPHIA-FRANCISCO/SOPHIA FRANCISCO TRADING** has been apparently granted a Certificate of Business Name Registration by the Department of Trade and Industry. On the other hand, **SOPHIA FRANCISCO** not registered with the Commission as a corporation or partnership. However, **SOPHIA FRANCISCO HOLDING OPC, FINANCIAL CONSULTANCY SERVICES SOPHIA-FRANCISCO and SOPHIA FRANCISCO TRADING FRANCISCO HOLDING OPC** are **NOT AUTHORIZED** to solicit investments from the public since it has not secured prior registration and/or license from the Commission as prescribed under Sections 8 and 28 of the Securities Regulation Code.

Hence, the public is advised **NOT TO INVEST** or **STOP INVESTING** in any investment scheme being offered by any individual or group of persons allegedly for or on behalf of and to exercise caution in dealing with any individuals or group of persons soliciting investments for and on behalf of it.

Despite the issuance of the above-mentioned SEC Advisory against **SOPHIA FRANCISCO HOLDING OPC**, the said continued its investment-taking activities.

Thus, on 02 December 2022, a Cease and Desist Order was issued by the Commission against **SOPHIA FRANCISCO HOLDING OPC** and its affiliate entities, **FINANCIAL CONSULTANCY SERVICES SOPHIA-FRANCISCO** and **SOPHIA FRANCISCO TRADING** and its responsible officers and agents, as follows:

WHEREFORE, premises considered, **SOPHIA FRANCISCO HOLDING OPC, FINANCIAL CONSULTANCY SERVICES SOPHIA-FRANCISCO**, and **SOPHIA FRANCISCO TRADING**, together with **SOPHIA MARIA ANDREA. FRANCISCO** (DTI-Registered Owner and Agent), **GREGORIO RAMIREZ DELA CRUZ** (Single Stockholder, Director, and President), **YOLANDA RAMIREZ FRANCISCO** (Nominee), **JOHN MARK HENAREZ FRANCISCO** (Alternate Nominee), and all persons, conduit entities and subsidiaries claiming and acting for and its behalf, are hereby ordered to **IMMEDIATELY CEASE AND DESIST** from further engaging in activities of selling and/or offering for sale securities in the form of investment contracts or any others of the same nature, as discussed in this *Cease and Desist Order*, until the requisite registration statement is duly filed and approved by the Commission.

SOPHIA FRANCISCO HOLDING OPC, FINANCIAL CONSULTANCY SERVICES SOPHIA-FRANCISCO, and **SOPHIA FRANCISCO TRADING**, its operators, directors, officers, representatives, salesmen, agents, and any and all persons claiming and acting for and in their behalf are likewise directed to **CEASE** their internet presence relating to the transactions and investment scheme covered by this *Cease and Desist Order*. The Commission will institute the appropriate administrative and criminal action against any persons or entities found to act as solicitors, information providers, salesmen, agents, brokers, dealers, or the like for and in their behalf.

Finally, the Commission hereby **PROHIBITS SOPHIA FRANCISCO HOLDING OPC, FINANCIAL CONSULTANCY SERVICES SOPHIA-FRANCISCO**, and **SOPHIA FRANCISCO TRADING** and its operators, directors, officers, representatives, salesmen, agents and any all persons claiming and acting for and in their behalf from transacting any business involving funds in its depository banks, and from transferring, disposing, or conveying in any manner, any and all assets, properties, real or personal, including bank deposits, if any, of which the named persons herein may have interest, claim or participation, whether directly or indirectly, under their custody, to ensure the preservation of the assets of the investors.

Accordingly, a ***Show Cause Order*** was issued against **SOPHIA FRANCISCO HOLDING OPC** via email to its official email per records of the Commission (sofiafrancisco44@gmail.com) on 07 November 2022 and via registered mail on 08 November 2022 sent to its principal address indicated in its Articles of Incorporation and to the incorporator and nominees of the said entity (**GREGORIO RAMIREZ DELA CRUZ, YOLANDA RAMIREZ FRANCISCO, and JOHN MARK HENREZ FRANCISCO**), ***directing the company to show cause why its Certificate of Incorporation should not be revoked 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 for committing fraud in the procurement of its Certificate of Incorporation and to show cause why no administrative sanction and/or criminal charges should be filed against SOPHIA FRANCISCO HOLDING OPC for violation of the Securities Regulation Code.***

To date, despite such receipt and presumptive 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, the factual backdrop having been laid, we now resolve the instant case on the basis of available evidence.

Section 3.1 of the Securities Regulation Code (SRC) defines securities as:

“3.1 “Securities” are shares, participation or interest in a corporation or in a commercial enterprise or profit-making venture and evidenced by a certificate, contract, instrument, whether written or electronic in character. It includes:

- (a) Shares of stocks, bonds, debentures, notes, evidences of indebtedness, asset-backed securities;
- (b) ***Investment contracts***, certificates of interest or participation in a profit-sharing agreement, certificates of deposit for a future subscription;
- (c) Fractional undivided interests in oil, gas or other mineral rights;
- (d) Derivatives like option and warrants;
- (e) Certificates of assignments, certificates of participation, trust certificates, voting trust certificates or similar instruments;
- (f) Proprietary or non-proprietary membership certificates in corporations; and
- (g) Other instruments as may in the future be determined by the Commission. “

An *investment contract* on the other hand, is defined under *SRC Rule 26.3.5 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code (2015 SRC IRR)*, as follows:

“An **investment contract** means a contract, transaction or scheme (collectively “contract”) whereby a person invests his money in a common enterprise and is led to expect profits primarily from the efforts of others.

A common enterprise is deemed created when two (2) or more investors “pool” their resources, creating a common enterprise, even if the promoter receives nothing more than a broker's commission.”

Further, the elements of an investment contract were enumerated in the case of *Power Homes Unlimited Corporation vs. SEC* which traces its roots from the US case of *SEC vs. Howey Co.* and was later modified in the case of *SEC vs. Glenn W. Turner Enterprises, Inc.* as follows:

- A contract, transaction or scheme
- An investment of money
- A common enterprise
- Expectation of profits
- Profits arises primarily from the entrepreneurial and managerial efforts of others.

Section 8, in relation to *Section 12* of the SRC provides, that:

“SEC. 8. **Requirement of Registration of Securities.** – 8.1. **Securities shall not be sold or offered for sale or distribution within the Philippines, without a registration statement** duly filed with and approved by the Commission. Prior to such sale, information on the securities, in such form and with such

substance as the Commission may prescribe, shall be made available to each prospective purchaser.

“SEC. 12. Procedure for Registration of Securities. - 12.1. All securities required to be registered under Subsection 8.1 shall be registered through the filing by the issuer in the main office of the Commission, of a sworn registration statement with respect to such securities, in such form and containing such information and documents as the Commission shall prescribe. The registration statement shall include any prospectus required or permitted to be delivered under Subsections 8.2, 8.3 and 8.4.”

Securities, such as investment contracts, as defined by the SRC in relation to *SRC Rule 26.3.5 of the 2015 SRC IRR*, must be registered before the same can be ***sold or offered*** or distributed to the public. Hence, as a form of security, investment contracts must be registered under Section 8 of the SRC before they can be sold or offered to the public.

Rule 3.1.17 of the 2015 SRC IRR defined ***Public Offering*** as “any offering of securities to the public or to anyone, whether solicited or unsolicited. Any solicitation or presentation of securities for sale through any of the following modes shall be presumed to be a public offering:

3.1.17.1 Publication in any newspaper, magazine or printed reading material which is distributed within the Philippines or any part thereof;

3.1.17.2 Presentation in any public or commercial place;

3.1.17.3 ***Advertisement or announcement*** on radio, television, telephone, ***electronic communications, information communication technology or any other forms of communication***; or

3.1.17.4 Distribution and/or making available flyers, brochures or any offering material in a public or commercial place, or to prospective purchasers through the postal system, ***information communication technology*** and ***other means of information distribution.***” (Emphasis supplied)

On the other hand, a “*Broker*” is defined under Section 3.3. of the SRC, as a person engaged in the business of buying and selling securities for the account of others while “*Salesman*” is defined under 3.13 of the SRC as a natural person, employed as such or as an agent, by a dealer, issuer or broker to buy and sell securities.

Consequently, Section 28 of the SRC provides that:

“SEC. 28. ***Registration of Brokers, Dealers, Salesman and Associated Persons.*** – 28.1. No person shall engage in the business of buying or selling securities in the Philippines as a broker or dealer, or act as a salesman, or an associated person of any broker or dealer unless registered as such with the Commission.

Thus, any person, without proper license from the Commission who acts as brokers, dealers or agents of a company selling or convincing people to invest in the investment scheme including solicitations or recruitment through the internet may likewise be prosecuted and held criminally liable under Section 28 of the SRC and penalized with a maximum fine of Five Million pesos (P5,000,000.00) or penalty of Twenty-One (21) years imprisonment or both pursuant to Section 73 of the SRC.

In this particular case, the Department carefully examined the characteristics of the investments offered by against **SOPHIA FRANCISCO HOLDING OPC** to determine if they satisfy the elements of an investment contract. In our evaluation, indeed, the elements of investment contracts are manifested in the investments being offered by against **SOPHIA FRANCISCO HOLDING OPC** as follows:

- First, there was an **investment of money** by the public in the investment scheme of **SOPHIA FRANCISCO HOLDING OPC** who were enticed to invest in their scheme;
- Second, there was a **common enterprise** in the sense that the investors monies were pooled in respondent **SOPHIA FRANCISCO HOLDING OPC** alleged profit-making venture;
- Third, there was clearly an **expectation of profits** on the part of its investors who were promised that their money would earn 5-8% depending on their chosen plan; and
- Lastly, the expectation of profits is **derived primarily from the efforts of others. Here the investors had no hand in the management of SOPHIA FRANCISCO HOLDING OPC and earned profits by merely investing in said entity.**

It is important to emphasize that as a juridical person, **SOPHIA FRANCISCO HOLDING OPC** 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.

The purpose clause in the Articles of Incorporation of **SOPHIA FRANCISCO HOLDING OPC** clearly and explicitly state, among others, that:

“...provided that it shall not act as stock broker or dealer in securities nor solicit, take, accept and/or issue investments and/or investment contracts from investors.;

Provided that the corporation shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts.”

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. In fact, the purpose in against **SOPHIA FRANCISCO HOLDING OPC**’s Articles of Incorporation ***prohibited them to operate an investment-taking scheme.***


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 opinion¹, 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.”

Likewise, the Certificate of Registration issued to **SOPHIA FRANCISCO HOLDING OPC** explicitly states that:



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC Complex,
Pasay City, Metro Manila



COMPANY REG. NO.: 2022070660502-58

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:
This is to certify that the Articles of Incorporation of:

Sophia Francisco Holding Opc

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Revised Corporation Code of the Philippines (Republic Act No. 11232), which took effect on February 23, 2019 and copies of said Articles of Incorporation are hereto attached.

This Certificate grants juridical personality to this corporation but **DOES NOT AUTHORIZE IT:**

- A. 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 this Commission;
- B. To undertake business activities 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 certificate issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange nor engage in investment solicitation and investment taking requiring a Secondary License from this Commission.
- C. To act as a permit to undertake activities for which other government agencies require a license or permit.

This Certificate is granted subject to the conditions stated at the back of this document.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of the Commission to be affixed to this Certificate at Ground Floor, Secretariat Building, PICC Complex, Pasay City, Metro Manila, Philippines, this day of 19 July 2020 Thousand Twenty Two

KENNETH JOY A. QUIMIO
Officer-in-Charge
Company Registration and Monitoring Department

*This is a computer generated certificate,
signature is not required.*

For SEC use only
K662 (PSIC as reserved)
Stock Corporation
One Person Corporation

DOCUMENTARY STAMP TAX PAID

The original copy of this Certificate must be secured within one year from the date of registration

¹ SEC-OGC Opinion No. 11-33 dated 29 July 2011 addressed to Mr. Jesus B. Lapuz.

The act of **SOPHIA FRANCISCO HOLDING OPC** in allowing certain persons acting as their agents or representatives to make public presentations of their investment scheme, inviting the public to invest in the companies through social media renders it liable for the unauthorized public offering of securities and the misrepresentation committed in connection with such public offering.

Likewise, the investment scheme of respondent **SOPHIA FRANCISCO HOLDING OPC** promising a return of 3% daily for 20 days or 60% total in 20 days or 25% in just 10 days has the characteristics of a Ponzi scheme. A **Ponzi scheme** is an investment program that offers impossibly high returns and pays these returns to early investors out of the capital contributed by later investors. Named after Charles Ponzi who promoted the scheme in the 1920s, the original scheme involved the issuance of bonds² which offered 50% interest in 45 days or a 100% profit if held for 90 days. Basically, Ponzi used the money he received from later investors to pay extravagant rates of return to early investors, thereby inducing more investors to place their money with him in the false hope of realizing this same extravagant rate of return themselves. Such scheme is prohibited under Section 26 of the SRC:

“SEC. 26. **Fraudulent Transactions.** – It shall be unlawful for any person, directly or indirectly, in connection with the purchase or sale any securities to:

26.1. Employ any device, scheme, or artifice to defraud;

26.2. Obtain money or property by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statement made, in the light of the circumstances under which they were made, not misleading; or

26.3. Engage in any act, transaction, practice or course of business which operates or would operate as a fraud or deceit upon any person.”

In the case of *People of the Philippines vs. Palmy Tibayan and Rico Z. Puerto* (G.R. Nos. 209655-60, 14 January 2015), the Supreme Court held that:

“To be sure, a Ponzi scheme is a type of investment fraud that involves the payment of purported returns to existing investors from funds contributed by new investors. **Its organizers often solicit new investors by promising to invest funds in opportunities claimed to generate high returns with little or no risk.** In many Ponzi schemes, the **perpetrators focus on attracting new money to make promised payments to earlier-stage investors to create the false appearance that investors are profiting from a legitimate business.** It is not an investment strategy but a gullibility scheme, which works only as long as there is an ever increasing number of new investors joining the scheme. It is difficult to sustain the scheme over a long period of time because the operator needs an ever larger pool of later investors to continue paying the promised profits to early investors. The idea behind this type of swindle is that the “con-man” collects his money from his second or third round of investors and then absconds before anyone else shows up to collect. Necessarily, Ponzi schemes only last weeks, or months at the most.” (Underscoring added for emphasis)

² Actually, postal reply coupons

The offering and selling of securities in the form of investment contracts using the **“Ponzi Scheme”** which is fraudulent and unsustainable, is **NOT** a registrable security. The Commission will not issue a License to Sell Securities to the Public to persons or entities that are engaged in this business or scheme.

The investment scheme of **SOPHIA FRANCISCO HOLDING OPC** also operates to defraud investors as it deceives the investing public by making it appear that they have the authority to deal in securities. This also amounts to serious misrepresentation as to what they can do or are doing to the damage and prejudice of the investing public.

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.

Under the 2016 Rules of Procedure of the SEC, the EIPD shall exercise authority over persons and entities, whether under the primary authority of other Operating Departments, involved in the following:

- xxx “1. Investigations and administrative actions involving the following:
 - xxx c) Selling, offering or transacting unregistered securities by entities without secondary license;
 - d) *Ultra Vires* acts committed in violation of the Revised Corporation Code;
2. Petitions for revocation³ of corporate registration in all cases, except those which fall under the original authority of CRMD;
3. Administrative actions for fraudulent transactions involving securities;
4. Administrative actions for all other violations under PD 902-A, except those cases which fall under the original authority of other Operating Departments;
5. All other matters involving investor protection filed by the public, referred by self-regulatory organizations, or referred by other Operating Departments after initial evaluation or findings that there is a possible violation of laws, rules or regulations that the Commission implements but do not fall under their respective original authority.”

Further, in SEC Admin Case No. 11-10-124 entitled *In re: PHILBIO Renewable Energy Resources Corp.*, promulgated on 27 April 2016, the Commission provided what constitutes serious misrepresentation, to wit:

³ Revocation refers to involuntary dissolution of corporate registration pursuant to Section 138 of the Revised Corporation Code.

*“From the foregoing, it is indubitable that PHILBIO misrepresented itself to the public that it can solicit investments despite the fact that it is **not one of the purposes of the corporation**. Worse, it **does not have a license to offer/sell securities**. PHILBIO operates an investment-taking scheme which is therefore considered an **ultra vires act**. These constitute serious misrepresentation as to what the corporation can do or doing to the great prejudice to the general public.”*

In the case of *SEC vs. CJH DEVELOPMENT CORPORATION* (G.R. No. 210316, 28 November 2016) the Supreme Court held that:

“The act of selling unregistered securities would necessarily operate as a fraud on investors as it deceives the investing public by making it appear that respondents have authority to deal on such securities. **Section 8.1 of the SRC** clearly states that securities shall not be sold or offered for sale or distribution within the Philippines without a registration statement duly filed with and approved by the SEC and that prior to such sale, information on the securities, in such form and with such substance as the SEC may prescribe, shall be made available to each prospective buyer.”

Considering that nowhere is it stated in the primary purpose **SOPHIA FRANCISCO HOLDING OPC** that it is authorized to engage in the selling or offering for sale of securities to the public, compounded by the fact that it does not have the required Secondary License from the Commission to offer or sell securities to the public, its activity of selling or offering to the public securities or investment contracts is considered an *ultra vires act* and therefore constitutes serious misrepresentation as to what the corporation can do to the great prejudice or damage to the general public which is a ground for the revocation of a corporation’s primary franchise or certificate of registration/ incorporation under PD 902-A.

WHEREFORE, for violation of Section 44 of the Revised Corporation Code of the Philippines (R.A. No. 11232) in relation to Sections 8.1, 26 and 28.1 of the Securities Regulation Code and Section 6 (i)(2) of P.D. 902-A, the Certificate of Incorporation/the registration of **SOPHIA FRANCISCO HOLDING OPC** as a corporation is hereby **REVOKED**.

Accordingly, let this Order be 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, 26 April 2023.


OLIVER O. LEONARDO
Director