



ENFORCEMENT AND INVESTOR PROTECTION DEPARTMENT

In the Matter of:

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

SECRET2SUCCESS INTERNATIONAL CORPORATION

SEC Registration No. CS201739396

X-----X

ORDER OF REVOCATION

This refers to **SECRET2SUCCESS INTERNATIONAL CORPORATION** ("S2S"), a corporation registered with the Commission on 27 November 2017 under Company Reg. No. CS201731930. Its registered principal office address is at Level 22, Suite 22C Tower One Triangle,, 6767 Ayala Ave. cor. Paseo de Roxas, Bel-Air, Makati City, Metro Manila. Its primary purpose is:

"To undertake and/or engage in the business of online tutorial services of different marketing strategy to any private entities and business institutions whether local or foreign; a marketing strategies which serves as a key secret to success of every entrepreneurs."

Through the Commission's i-Message Mo facility, this department has received various queries/information regarding S2S's activities, some of which we quote verbatim:

1. "Good day!

I just want to ask if Secret2Success or S2S is a legal business. I have a friend who told me that S2S is an affiliate marketing company but I have some doubts about it. In order for you to become a member you need to pay 250 pesos. But in order for you to earn a commission, you should recruit people to join you.

I was too skeptic about this since they don't have any products. They only have this "video trainings." Similar to RU Affililates.

Their website is <https://s2smktg.com/> and the owner is Mr. Raf de Andres";

2. "Good afternoon po magtatanung lang ako tungkol sa s2s secret2success o s2s na sa puhunan na 250 my negosyo kana tapos my paymaya card ka pa tapos pwede mo yan mapalago yung pera pag marami kang ma invite na members <https://howpo.info/reviews/secret2success-s2s-legit-scam/> yan po yung blog my facebook page din po sila madami na kasi nag jojoin kasi mura lang yung puhunan na negosyo tapos my downline din saka lumalaki yung kita mo pag marami ng downline sayo Yan lang po para ma warning po sila agad yung mga tao pag scam po yan. Salamat po"; and

3. "Ito po ang detalye about Secret2Success sa puhunang 250 pesos lamang:

1. Ano ang Secret2Success?

- Ang S2S (Secret2Success) is an online academy for financial education that will help you earn while learning.
- Started January 7, 2016
- DTI Registered
- Ang founder/owner ay Philippine's Youngest Coach na si Mr. Rafael de Andres, one of the top & highest paid network marketing & success coach.

2. Ano ang makukuha ko sa P250 ko pag nag invest ako?

- Online academy for Financial Education
- Your own online website na kung saan dito mo makikita kung ilan na ang mga tao mo, mga kinita mo, at iba pa.
- Online and live success coach trainings
- Paymaya ATM card
- Loading business (5-8% discount) through Paymaya App
- Insurance
- Unlimited and high commission rate incomes
- Gadget and travel incentives
- Time & Financial Freedom

3. Paano ako kikita sa Secret2Success?

May 4 main ways tayo dito para kikita ka sa Secret2Success:

- **DIRECT REFERRAL BONUS**
You will earn 40pesos commission for each person na ma-invite at mag join sayo. Unlimited po ito!
- **PAIRING BONUS**
Sa online website mo, may binary system ka (left and right system). For example lang pag may nag join sayo, pwede mo sila ilagay sa left o sa right mo. You will earn 80pesos sa bawat pairing sa left at right mo. Meaning, pag may tao ka sa left at tao ka sa right ay magpi-pair yan.. Maximum of 12 pairs a day or 960pesos a day per account.
- **SPONSORSHIP ROYALTY BONUS**
Ito ang pinakamalupit! PWEDE KANG KUMITA DITO KAHIT WALA KANG INVITE DAHIL SA EFFORT NI UPLINE. You will earn also sa bawat maging downlines mo. (Pwedeng invite mo or invite ng upline mo) meaning kahit wala ka pang invite at kahit 1 side ka pa lang, may kita na! meaning kahit wala ka

pang invite, pwede ng kumita dahil sa effort ni upline! You will earn P5 per downlines (invite mo or invite ng upline mo).

- *PRODUCT INCENTIVE DISCOUNT*
Get up to 50% discount for every products.

4. *Pwede ba ako mag multiple accounts? At mga potential income na kikitain ko?*
 - *Yes pwede kang mag multiple accounts. Maximum of 31 accounts po. The more accounts you have, Malaki ang kikitain mo ☺ 1 account is only 250.*

if 1 account ka lang, pairing bonus will be:

- P960 daily
- P6,720 weekly
- P28,800 monthly

if 3 accounts ka, pairing bonus will be:

- P2,880 daily
- P20,160 weekly
- P86,400 monthly

if 7 accounts ka, pairing bonus will be:

- P6,720 daily
- P47,040 weekly
- P201,600 monthly

if 31 accounts ka, pairing bonus will be:

- P29,760 daily
- P208,320 weekly
- P922,560 monthly"

The Enforcement and Investor Protection Department (EIPD) requested the Markets and Securities Regulation Department (MSRD), Corporate Governance and Finance Department (CGFD), and Company Registration and Monitoring Department (CRMD) to determine if S2S was issued or has a pending application for a permit to offer securities for sale.

In reply to our query, the MSRD certified that:

"CERTIFICATION

*This is to certify that as per records on file with the Markets and Securities Regulation Department, **SECRET2SUCCESS INTERNATIONAL CORPORATION** has not registered any securities pursuant to Sections 8 and 12 of the Securities Regulation Code (SRC). Likewise, the Department has not issued a Permit to Sell securities in favor of **SECRET2SUCCESS INTERNATIONAL CORPORATION** Further, said entity has not filed nor has any pending application for registration/permit to sell securities.*

This negative Certification is limited merely to registration of securities that are under the jurisdiction of this Department and does not cover registration of other securities under the jurisdiction of the Corporate Governance and Finance Department of this Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed this 21st day of February 2018 at Roxas Boulevard, Pasay City, Philippines.

(sgd.)
EMMA A. VALENCIA
Officer-in-Charge",

while the CGFD certified that:

"CERTIFICATION

TO WHOM IT MAY CONCERN:

*This is to certify that based on records on file with this Commission **SECRET2SUCCESS INTERNATIONAL CORPORATION** with **SEC Registration No. CS201739396** is not a registered issuer of **mutual funds, exchange traded funds, proprietary/non-proprietary shares or membership certificates, timeshares and registered but unlisted equity securities** pursuant to Sections 8 and 12 of the Securities Regulation Code and therefore not licensed to offer or sell such securities to the public.*

This certification is issued upon the request of Director Jose P. Aquino of the Enforcement and Investor Protection Department for whatever purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed this February 5, 2018 at Pasay City.

(sgd.)
RACHEL ESTHER J. GUMANTANG-REMALANTE
Officer-in-Charge".

On the other hand, the CRMD issued a Memorandum dated 31 January 2018 stating that:

"Per records, subject corporation was not issued a secondary license as a Broker and/or Dealer of Securities, Dealer in Government Securities, Investment Adviser of an Investment Company, Investment House and Transfer Agent. Further, it has not filed nor has it pending application for any said secondary license with this Department."

After a conduct of investigation, the EIPD issued an Advisory against S2S, stating that:

*"The Commission has received information that individuals or group of persons representing **SECRET2SUCCESS (S2S)** are enticing the public to invest in the said entity online or through the internet.*

*Based on the information communicated and gathered by the Commission, **S2S**, headed by **Mr. Rafael Garcia De Andres** (a.k.a.*

Coach Raf), allegedly invites people to join S2S by just enrolling in its **ONLINE ACADEMY** by paying Two Hundred Fifty Pesos (Php250.00), entitling a member purportedly to the following benefits:

1. Online Academy for Financial Education (money management, different marketing strategies in network marketing, how to earn money, manage & grow money, how to invite without rejection, how to invite negative people, how to close 10 or more referrals in just 1 week, and etc.);
2. Best MLM Trainings;
3. Online account to monitor your earnings;
4. Unlimited income up to 85% commission;
5. Paymaya (VISA ATM card/Load Discount);
6. Insurance;
7. Discount on Coach Raf's other business such as Tshirt; soap, perfume, etc.;
8. Gadget & Travel Incentives; and
9. Free Lifetime Facebook Autoposter.

S2S promises its members income opportunities through its **five (5) Ways to Earn**, to wit:

1. **Referral Commission** where a member who recruits another prospective member shall earn an unlimited Forty Pesos (**Php40.00**) for **every referral** to the Online Academy;
2. **Group Sales Match Bonus** where a member who matches two (2) new recruits is entitled to a total of 80 points (65 points in Cash; and 15 points in Product Voucher) for every match.

Maximum earnings for 12 pairs per day is Php960.00 or Php6,720 per week or Php28,800 per month.

For a maximum account of 31 per member, the latter is entitled as much as Php892,800 commission per month.

3. **Line Up Royalty Bonus** where a member despite of lack of recruits, may earn as much as Php20.00 on his 15th downline;
4. **Company Benefits** which will be available once a member hits his/her minimum encashment of Php1,000.00 such as Company Assistance (i.e. 5k Fire Assistance and 25k Life Cover), PayMaya where the same shall be used as an ATM in debiting the S2S' commissions; and
5. **Gadget and Tour Incentives** where S2S members who qualifies are entitled to gadgets and/or tour incentives.

In addition, aside from Php250 package (a.k.a. Marketer plan), there is Businessman Package worth Php2,988.00 and Investor Package worth Php15,888.00 which have higher returns and incentives.

Likewise, S2S is starting to promote the use of bitcoins as platform for the investment and/or distribution of commission/bonus.

The public is hereby warned that such investment schemes whether with the use of bitcoins or money are considered as securities subject to the regulatory authority of this Commission. The recruitment of investor members under the guise of sponsoring a person into the system is likewise considered a form of investment solicitation or a sale of securities. The offering or sale of securities to the public without a permit or license from the Commission is a violation of Section 8.1 of the Securities Regulation Code (SRC).

Regarding the use of Bitcoin in the investment scheme, the public is further informed that pursuant to Memorandum Circular No. 944, s. 2017, **"The Bangko Sentral does not intend to endorse any VC (virtual currency), such as bitcoin, as a currency since it is neither issued or guaranteed by a central bank nor backed by any commodity. Rather, the BSP aims to regulate VCs when used for delivery of financial services, particularly, for payments and remittances, which have material impact on anti-money laundering (AML) and combating the financing of terrorism (CFT), consumer protection and financial stability."**

The public is hereby informed that SECRET2SUCCESS or S2S, despite having been registered with the Commission as a corporation, is **NOT authorized to solicit investments from the public** as it has not secured the necessary license or permit from the Commission as required under Sections 8 and 12 of the Securities Regulation Code (SRC).

Consequently, those who act as salesman, brokers, dealers or agents of SECRET2SUCCESS in selling or convincing people to invest in the investment scheme being offered by SECRET2SUCCESS including solicitations or recruitment through the internet may likewise be prosecuted and held criminally liable under Section 28 of the Securities Regulation Code 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.

Accordingly, those who invite or recruit other people to join or invest in this venture or offer contracts or securities to the public may be held liable or accordingly sanctioned or penalized in accordance with the Supreme Court decision in the case of SEC vs. Oudine Santos (G.R. No. 195542, March 19, 2014).

In view thereof, the public is hereby advised to exercise caution before investing in these kinds of activities and to take the necessary precaution in dealing with SECRET2SUCCESS or its representatives.

Should you have any information regarding the operation of the subject entity, please call the Enforcement and Investor Protection Department at telephone numbers 818-6047.

For guidance of the public."

On 7 March 2018, representatives of S2S (Messrs. Rafael de Andres and Alexander L. Salvador) appeared before the EIPD and confirmed the correctness of the material contents of the abovementioned Advisory.

On 28 January 2020, a **Show Cause Order** was issued against S2S addressed to the company's registered principal office address, all of its incorporators, and officers ***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.***

On 12 February 2020, Messrs. Rafael de Andres, Alexander L. Salvador, and John Mark P. Alcalde appeared personally before the EIPD where they were advised to answer the issued Show Cause Order not later than 18 February 2020.

On 18 February 2020, Mr. Rafael G. de Andres (S2S' President) wrote a letter acceding to the revocation of S2S' Certificate of Registration as he confirmed that S2S has stopped its operations from the day that the EIPD posted an Advisory against S2S nor did he oppose any of the allegations stated in the Show Cause Order.

To reiterate, 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."

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 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 provide 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 and in relation to SRC Rule 26.3.5 of the 2015 SRC IRR must be registered before the same can be ***sold or offered*** for distribution to the public. 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 S2S 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 S2S as follows:

- **A contract, transaction or scheme** – A prospective member must enroll with S2S' "ONLINE ACADEMY" before he/she can be admitted to the company;
- **Investment of money** – The enrollment for the admission to the company can only be accomplished upon investment of Php250.00 and for the members to be entitled to the ways of earnings;
- **A common enterprise** - The Php250.00 invested by the public goes to S2S;
- **Expectation of profits** – S2S members who invested Php250.00 are entitled to the different ways of earning profits previously described above; and
- **Profits arises primarily from the entrepreneurial and managerial efforts of others** - S2S distributes profits to its members without any effort on the part of the investor (Line Up Royalty Bonus)

It is important to emphasize that S2S, as a juridical person, is only allowed to exercise powers inherent to its corporate existence as provided in the 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.

In S2S' AOI as approved by the Commission, it is clearly provided that the business of the subject company is primarily, **"To undertake and/or engage in the business of online tutorial services of different marketing strategy to any private entities and business institutions whether local or foreign; a marketing strategies which serves as a key secret to success of every entrepreneurs.."** Moreover, nothing is provided in its secondary purpose allowing the subject company to engage in the selling or offering for sale or distribution of securities in the Philippines.

In fact, the Certificate of Incorporation of S2S expressly states:

*xxx"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 dealers (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 a **permit to undertake activities for which other government agencies require a license or permit.**xxx (emphasis ours)*

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 and 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.

It is worth emphasizing that in the first conference on 7 March 2018 to date, S2S' representatives did not make any opposition and in fact, confirmed the material contents of the Advisory and to the issued Show Cause Order. To highlight, S2S' schemes of Referral Commission, Group Sales Match Bonus, and Line Up Royalty Bonus which were to be given to existing members shall come primarily from the purported enrollment fee amounting to Two Hundred Fifty Pesos (Php250.00) of the new member. Thus, S2S is engaged in a Ponzi scheme¹ which is prohibited under Section 26 of the Securities Regulation Code, specifically provides for:

¹ 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 bonds 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

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

Finally, Section 6 of Presidential Decree 902-A declared 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. Under the 2016 Rules of Procedure of the Securities and Exchange Commission, 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 Corporation Code;
- 2. Petitions for revocation² of corporate registration in all cases, except those which fall under the original authority of CMD
- 3. Administrative actions for fraudulent transactions involving securities;
- 4. Administrative actions for all other violations under PD902-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, SEC Admin Case No. 11-10-124 entitled *In re: PHILBIO Renewable Energy Resources Corp.*, promulgated on 27 April 2016 provides what constitute serious misrepresentation, to wit:

realizing this same extravagant rate of return themselves. (*People of the Philippines v. Priscilla Balasa, et. al.*, G.R. 106357, dated September 3, 1998)

² Revocation refers to involuntary dissolution of corporate registration pursuant to Section 121 of the then 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."*

Considering that nowhere it is stated in the primary purpose that S2S is authorized to engage in the selling or offering for sale of securities to the public, the activity of S2S of selling or offering for sale of investments is considered an *ultra vires act* and therefore constitute serious misrepresentation.

WHEREFORE, for violation of Section 45 of the then Corporation Code of the Philippines (now Section 44 of the Revised Corporation Code of the Philippines) in relation to P.D. 902-A, the Certificate of Incorporation and the registration of **SECRET2SUCCESS INTERNATIONAL CORPORATION** 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

Pasay City, 27 February 2020.


OLIVER O. LEONARDO
Officer-in-Charge