



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

COMPANY REG. NO. 108270

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

GOLDEN HAVEN, INC.

(Formerly: GOLDEN HAVEN MEMORIAL PARK, INC.)
(Amending Articles I & II Primary Purpose thereof.)

copy annexed, adopted on September 04, 2017 by majority vote of the Board of Directors and on October 16, 2017 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate 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 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.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 20th day of October, Twenty Seventeen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

COVER SHEET

for Application at

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDED

SEC Registration Number

0 0 0 0 1 0 8 2 7 0

Company Name

G O L D E N H A V E N M E M O R I A L P A R K I N C .

New Company Name

G O L D E N H A V E N , I N C .

Principal Office (No./Street/Barangay/City/Town/Province)

S A N E Z E K I E L C 5 E X T E N S I O N , L A S P I Ñ A S C I T Y

COMPANY INFORMATION

Company's Email Address

NA

Company's Telephone Number/s

873-2922

Company's Facsimile Number/s

873-2922

CONTACT PERSON INFORMATION

Name of Contact Person

FRANCES ROSALIE T. COLOMA

Email Address

NA

Tel. Number/s

873-2922

Fax Number/s

873-2922

Contact Person's Address

SAN EZEKIEL C5 EXTENSION, LAS PIÑAS CITY

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor:

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership registration Division	_____
<input type="checkbox"/>	Green Lane Unit	_____
<input type="checkbox"/>	Financial Analysis and Audit Division	_____
<input type="checkbox"/>	Licensing Unit	_____
<input type="checkbox"/>	Compliance Monitoring Division	_____



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

G/F Secretariat Bldg, PICC Complex
Roxas Boulevard, Manila, 1307

COMPANY REGISTRATION AND MONITORING DEPARTMENT

C E R T I F I C A T I O N

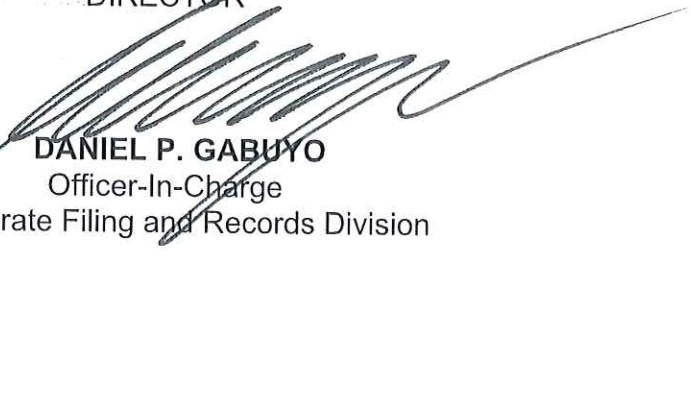
This is to certify that based on the records of the Securities and Exchange Commission, as of October 11 2017, **GOLDEN HAVEN MEMORIAL PARK INC.** with **SEC No. 0000108270** has not been dissolved nor has this Commission received any information derogatory to said corporation that would prevent it from exercising its primary franchise.

This Certification, however, does not constitute as waiver of any fine or penalty for deficiencies in reportorial requirements due from, or may hereafter be assessed against, the corporation nor does it preclude the institution of any action against the corporation for violation of any of the provisions of the Corporation Code of the Philippines, the Securities Regulation Code, and its implementing rules and regulations, and other pertinent laws, rules and regulations implemented by the Commission.

In witness whereof, I have set my hand and caused the seal of this Commission to be affixed to this certification at Secretariat Bldg., PICC Complex, Roxas Blvd., Pasay City, Philippines this 12th of October, Twenty Seventeen.

FERDINAND B. SALES
DIRECTOR

By:


DANIEL P. GABUYO
Officer-In-Charge
Corporate Filing and Records Division

Not valid without SEC seal.

OR No. : 1592021
Date : 2017-10-12
Amount : P 500.00
TRN No. : CRMD 2017-10-12-034

Printed Date: 10/12/2017 02:42:37



[Print](#) [Finish](#)

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **GOLDEN HAVEN, INC.** has been reserved from **October 10, 2017** to **November 9, 2017**.

Reference Reservation Number (RRN): **RRN20171010152557911**

Type of Industry: Cemetery Development And Sale

Breakdown of Fees:

Reservation Fee: Php 40.00

TOTAL: Php 40.00

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

For SEC use only:

Override By: sapaguyo

Reason: Other Override Remark(s) - w/ board resolution to amend the name of GOLDEN HAVEN MEMORIAL PARK INC.-000C108270 approved by atty. d. gabuyo dtd. 10.10.2017

2004 SEC-iRegister

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www.sec.gov.ph





**DIRECTOR'S CERTIFICATE ON THE AMENDMENT OF THE
ARTICLES OF INCORPORATION AND BY LAWS**

OF

GOLDEN HAVEN MEMORIAL PARK, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being the majority of the members of the Board of Directors of **GOLDEN HAVEN MEMORIAL PARK, INC.** (hereinafter the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at San Ezekiel, C5 Extension, Las Piñas City, and the Chairman and Secretary of the special meeting of the stockholders of the Corporation held on 16 October 2017, at the principal office of the Corporation, do hereby certify that the accompanying copy of the Amended Articles of Incorporation and By-laws are true and correct and was approved by the affirmative vote of at least a majority of the members of the Board of Directors at their duly constituted meeting held on 4 September 2017 at the principal office of the Corporation, and ratified by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their special meeting held on 16 October 2017 at the principal place of business of the Corporation, so that, in respect of the Corporation's Articles of Incorporation, the following articles shall read as follows:

FIRST: That the name of said corporation shall be:

GOLDEN HAVEN, INC.
(As amended on 4 September 2017)

SECOND: A. That the purposes for which the said corporation is formed are as follows:

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, exchange, develop, manage or otherwise dispose of real property, such as but not limited to memorial lots and chapels, or 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, associations, domestic or foreign, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned and to assume or undertake or guarantee or secure loans, whether as solidary obligor, surety, guarantor or in any other capacity either on its general credit or on the mortgage, pledge, deed of trust, assignment and/or other security arrangement of any of its direct and indirect subsidiaries or investee companies, without engaging in the business of a financing company or lending investor. (As amended on 4 September 2017 and 3 October 2017)

The following section of the By-laws of the Corporation shall read as follows:

AMENDED BY LAWS

OF

GOLDEN HAVEN, INC.

(As approved by the Board of Directors on 4 September 2017 and by the stockholders on 16 October 2017)

ARTICLE VI – SEAL


The corporate seal of the corporation shall bear the following works:


GOLDEN HAVEN, INC.


(As approved by the Board of Directors on 4 September 2017 and by the stockholders on 16 October 2017)


- SIGNATURE PAGE FOLLOWS -


IN WITNESS WHEREOF, we have hereunto signed this Certificate this
ACT 16 2017 day of _____ at MAKATI CITY.



MARIBETH C. TOLENTINO
Director and President
TIN 123-236-077


FRANCES ROSALIE T. COLOMA
Director, CIO and CFO
TIN 225-474-574


JOY A. FERNANDEZ
Director & Treasurer
TIN 119-618-291


ANA MARIE V. PAGSIBIGAN
Independent Director
TIN 130-342-324


GARTH F. CASTANEDA
Independent Director
TIN 248-536-734


TIMOTHY JOSEPH M. MENDOZA
Corporate Secretary
TIN 211-506-975

OCT 16 2017

SUBSCRIBED AND SWORN to before me this _____ day of _____ at MAKATI CITY by the following persons:

Name	Valid ID	Date and Place Issued
Maribeth C. Tolentino	SSS ID No. 03-7209295-3	-
Joy J. Fernandez	PP No. PO953328A	18 November 2016, DFA Manila
Frances Rosalie T. Coloma	PP No. EB6724938	10 November 2017, DFA NCR East
Ana Marie V. Pagsibigan	IBP Card Roll of Attorney's No. 42119	Pasig City
Garth F. Castaneda	PP No. PO921667A	16 November 2016, DFA Puerto Princesa
Timothy Joseph M. Mendoza	PP No. EB7903656	17 April 2013, DFA Manila

Doc. No. 449 ;
Page No. 91 ;
Book No. 16 ;
Series of 2017.

Keith Elbert C. King

KEITH ELBERT C. KING
Appointment No. M-244
Notary Public for Makati City
Until December 31, 2018
Penthouse, Liberty Center
104 H.V. Dela Costa Street, Makati City
Roll No. 66583
PTR No. 5910733/ Makati City/ 01-04-2017
IBP No. LRN-016107/ Quezon City

Republic of the Philippines)
MANDALUYONG CITY)S.S.

UNDERTAKING TO CHANGE NAME

I, **MARIBETH C. TOLENTINO**, of legal age, Filipino, and a resident of Blk 1 Lot 2 Merida Subd. BF Resort Village, Talon, Las Pinas City, after having been sworn to in accordance with law hereby depose and state that:

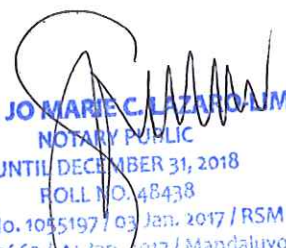
1. I am the President of **GOLDEN HAVEN, INC.**, which is in the process of amending its corporate name with the Securities and Exchange Commission.
2. I, in behalf of said corporation, hereby undertake to change its corporate name as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name of that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good custom or public policy.
3. This Affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, I hereby sign this affidavit this OCT 16 2017 day of _____ at MANDALUYONG CITY.


MARIBETH C. TOLENTINO
Affiant

SUBSCRIBED AND SWORN to before me this OCT 16 2017 day of _____ at MANDALUYONG CITY, affiant exhibiting to me her TIN 123-236-077 issued at Quezon City, Philippines.

Doc. No. 309
Page No. 42
Book No. 181
Series of 2017.


ATTY. JO MARIE C. LAZARO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2018
ROLL NO. 48438
IBP No. 1055197 / 03 Jan. 2017 / RSM
PTR No. 3015662 / 03 Jan. 2017 / Mandaluyong City
MCLE Compliance No. 1002314, Issued dated 31 May 2017
Notarial Commission Appointment No. 0254-17
Vista Corporate Center, Upper Ground Floor,
Worldwide Corporate Center, Shaw Blvd., Mandaluyong City

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

CERTIFICATION

I, **TIMOTHY JOSEPH M. MENDOZA**, Filipino, of legal age, with business address at Penthouse, Liberty Center, 104 H.V. Dela Costa Street, Salcedo Village, Makati City, being duly sworn in accordance with law, hereby certify that:

1. I am the Corporate Secretary of **GOLDEN HAVEN MEMORIAL PARK, INC.**, (the "Company"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at the San Ezekiel, C5 Extension, Las Piñas City, Metro Manila.


2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving any intra-corporate dispute and/or a claim by any person or group against the Board of Directors, individual directors and/or corporate officers of the Corporation as its duly elected and appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this OCT 16 2017
in Makati City, Metro Manila.


TIMOTHY JOSEPH M. MENDOZA
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this OCT 16 2017, at Makati City, Metro Manila affiant exhibited to me his Passport with No. EB7903656 issued on 17 April 2013 at DFA, Manila.

Doc. No. 148 ;
Page No. 91 ;
Book No. II ;
Series of 2017.


KEITH ELBERT C. KING
Appointment No. M-244
Notary Public for Makati City
Until December 31, 2018
Penthouse, Liberty Center
104 H.V. Dela Costa Street, Makati City
Roll No. 66583
PTR No. 5913738/ Makati City/ 01-04-2017
IBP No. LRN-015100/ Quezon City

AMENDED ARTICLES OF INCORPORATION

OF

GOLDEN HAVEN, INC.

(As approved by the Board of Directors on 4 September 2017 and by the stockholders on 16 October 2017)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age and citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be:

GOLDEN HAVEN, INC.

(As approved by the Board of Directors on 4 September 2017 and by the stockholders on 16 October 2017)

SECOND: A. That the purposes for which the said corporation is formed are as follows:

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, exchange, develop, manage or otherwise dispose of real property, such as but not limited to memorial lots and chapels, or 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, associations, domestic or foreign, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned and to assume or undertake or guarantee or secure loans, whether as solidary obligor, surety, guarantor or in any other capacity either on its general credit or on the mortgage, pledge, deed of trust, assignment and/or other security arrangement of any of its direct and indirect subsidiaries or investee companies, without engaging in the business of a financing company or lending investor. *(As approved by the Board of Directors on 4 September 2017 and by the stockholders on 16 October 2017)*

SECONDARY PURPOSE

- a. To buy, acquire, invest, hold, sell, dispose or otherwise deal in stocks, bonds, notes, drafts, debentures, acceptances, bills of exchange, commercial papers, warrants or other negotiable securities of other companies without necessarily engaging in the business as stock broker or dealer;

- b. To buy, sell, mortgage, encumber, hold, own, exchange, rent or otherwise acquire and dispose or, and to develop, improve, manage and generally to deal and trade in real property, improved and unimproved and wheresoever situated, and to build, erect, construct, alter, maintain, sell or otherwise dispose of buildings, structures, and other improvements on real property; without however engaging in real estate subdivision business;
- c. Conduct researches, investigations, and examinations, of business and enterprise of every kind and description, throughout the world with the aim of securing information and particulars for the investment and employment of capital;
- d. To undertake and transact all kinds of business relating to the gathering and distribution of financial and investment information and statistics throughout the world;
- e. To borrow or raise money for any of the purpose of the corporation, and from time to time to draw, make, accept, endorse, execute, and issue bonds, debentures, notes, drafts, acceptances, bills of exchange, warrants and other negotiable and non-negotiable instruments and evidences of indebtedness and other securities; and to secure the payment thereof and of the interest thereon by mortgage upon or pledge of, or conveyance or assignment in trust of, the whole or any part of the property and franchises of the corporation, real, personal, and mixed, tangible or intangible, and wheresoever situated, whether at the time owned or thereafter acquired; and to issue, negotiate, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;
- f. To acquire all or any part of the goodwill, right, property and business of any individual, association, or corporation, to pay for the same in cash or in shares of stock, bonds, notes or other obligations of the corporation, or otherwise to hold, utilize, operate, reorganize, liquidate and in any manner dispose of the whole or any part of the goodwill, rights, property and business of the whole or any part of the goodwill, rights, property and business so acquired, to assume in connection therewith the whole or any part of the liabilities and obligations of any such person, association or corporation; and to conduct in any lawful manner the whole or any part of the business thus acquired;
- g. To carry on the business of exporter and importer, as principal, factor, agent, or commission merchant in respect to buying, selling, trading, or dealing in any kind of goods, as well as to carry on the business of warehousing, merchandising and general commercial brokerage;
- h. To produce, process, manufacture, buy, sell or otherwise deal in any and all commodities, wares, equipment, facilities, supplies and merchandise of whatever kind and nature which may be deemed desirable and are legal objects of commerce except the manufacture of food, drugs, and cosmetics;
- i. To conduct its business and maintain branch offices both within and outside the Philippines and any foreign countries and places and to purchase or otherwise acquire, hold, possess, convey, transfer or otherwise dispose of real and personal properties therein up to the extent that the same may be permissible under their respective laws;
- j. To enter, make, perform and carry out contracts of every kind and for any lawful purposes pertaining to the business of the corporation;

- k. To apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, use, pledge, lease, sell, assign, or otherwise dispose of formulas, secret processes, distinctive marks, improvements, processes, trade names, trademarks, copyrights, patents, licenses, concessions and the like, whether used in connection with or secured under letters patent of, or issued by any country or authority; and to exercise, develop and grant licenses in respect thereof or otherwise turn the same to account;
- l. To carry out all or any part of the foregoing objects and purposes and to exercise any or all of the foregoing rights and powers, and to do any and all of the foregoing acts and things, as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with or jointly with, any individual, association or corporation;
- m. In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the Philippines upon corporations formed under the Corporation Law.

The foregoing clauses shall each be construed as purposes, object and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the corporation, and that they are in furtherance of, and in addition to, and not in limitation of, the general powers conferred upon the corporation by the laws of the Philippines or otherwise; nor shall be enumeration of one thing to be deemed to exclude another, although it is of like nature, not expressed.

THIRD: That the place where the principal office of the corporation is to be established or located is in San Ezekiel, C5 Extension, Las Piñas City, Metro Manila. (As amended on March 8, 2016 and approved by the Securities and Exchange Commission on March 17, 2016.)

FOURTH: That the term for which the corporation is to exist is FIFTY (50) YEARS from and after the date of incorporation.

FIFTH: That the names and residences of the incorporators are as follows:

Names	Citizenship	Address
Edita Tan-Ong	Filipino	Polo, Valenzuela, Metro Manila
Corazon C. Manalon-Davila	Filipino	4426 Calatagan St., Makati, Metro Manila
Rosario H. Javier	Filipino	Fruto Santos Avenue, Zapote, Las Piñas Metro Manila
Edna C. Advincula	Filipino	316 P. Justo St., Caridad, Cavite City
Catherine B. Rivera	Filipino	Y. Alfon St., BF Resort Village, Pamplona, Las Piñas, Metro Manila

SIXTH: That the number of directors of said corporation shall be **SEVEN (7)** and the names, citizenship and residences of the directors who are to serve until their successors are elected and qualified as provided by laws are as follows: (As amended on March 21, 2016.)

Names	Citizenship	Address
Edita Tan-Ong	Filipino	Polo, Valenzuela, Metro Manila
Corazon C. Manalon-Davila	Filipino	4426 Calatagan St., Makati, Metro Manila
Rosario H. Javier	Filipino	Fruto Santos Avenue, Zapote, Las Piñas Metro Manila
Edna C. Advincula	Filipino	316 P. Justo St., Caridad, Cavite City
Catherine B. Rivera	Filipino	Y. Alfon St., BF Resort Village, Pamplona, Las Piñas, Metro Manila

SEVENTH: That the capital stock of the said Corporation is One Billion Pesos (Php1,000,000,000.00) divided into Nine Hundred Ninety Six Million (996,000,000) common shares with a par value of One Peso (Php 1.00) per share and Four Hundred Million (400,000,000) voting, non-cumulative, non-participating, non-convertible and non-redeemable preferred shares with a par value of One Centavo (Php 0.01) per share. *(As amended on March 8, 2016 and approved by the Securities and Exchange Commission on March 17, 2016.)*

Preferred Shares may be issued from time to time in one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of preferred shares, to fix the number of shares to be included in each of such series, and to determine the dividend rate, which shall not be more than five percent (5%) per annum or the 1-year PDST-R1 rate whichever is lower, issue price and other terms and conditions for each such shares. Dividends shall be non-cumulative but no dividends shall be declared or paid on the common shares unless dividends on all preferred shares shall have been declared and paid by the Corporation. Preferred shares of each and any series shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the preferred shares. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each series of preferred shares shall be specified in such resolutions as may be adopted by the Board of directors prior to the issuance of such series (the Enabling Resolutions) which resolution(s) shall thereupon be deemed a part of these Articles of Incorporation, as amended.

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of any class of the Corporation. *(As amended on March 8, 2016 and approved by the Securities and Exchange Commission on March 17, 2016.)*

That no transfer of share or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock ownership shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall appear in all of its stock certificates.

In connection with the initial public offering and listing on the Philippine Stock Exchange of 74,117,647 common shares (the "Subject Shares", the Corporation shall cause its existing stockholders who own an equivalent of at least 10% of the issued and outstanding shares of stock of the company to refrain from selling, assigning or in any manner disposing of their shares for a period of:

i. One hundred eighty (180) days after the listing of the Subject Shares if the Corporation meets the track record requirements in Section 1 of the PSE Revised Listing Rules; or

ii. Three hundred sixty-five (365) days after the listing of the Subject Shares if the Corporation is exempt from the track record and operating history requirements of the Rules.

If there is any issuance or transfer of shares (i.e., private placement, asset for shares swap or a similar transaction) or of instruments which leads to an issuance or transfer of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within one hundred eighty (180) days prior to the start of the Offering Period for the Subject Shares, and the transaction price is lower than that of the offer price in the Initial Public Offering, all shares availed of shall be subject to a lock-up period of at least three hundred sixty-five (365) days from the full payment of the aforesaid shares. *(As amended on March 21, 2016 and approved by the Securities and Exchange Commission on June 2, 2016.)*

EIGHTH: That the amount of capital stock which has been actively subdivided is NINE HUNDRED THOUSAND PESOS (Php 900,000.00) Philippine Currency. The following persons have subscribed for the number of common shares and the amount of capital stock set out after their respective names:

NAMES	ADDRESS	COMMON SHARES	CAPITAL STOCK SUBSCRIBED
EDITA TAN-ONG	Polo, Valenzuela, Metro Manila	2,610	261,000
CORAZON C. MANALON-DAVILA	4426 Calatagan St., Makati, Metro Manila	2,610	261,000
ROSARIO H. JAVIER	Fruto Santos Avenue, Zapote, Las Piñas Metro Manila	1,350	135,000
EDNA C. ADVINCULA	316 P. Justo St., Caridad, Cavite City	1,350	135,000
CATHERINE B. RIVERA	Y. Alfon St., BF Resort Village, Pamplona, Las Piñas, Metro Manila	1,080	108,000
		9,000	900,000.00

NINTH: That the following persons have paid on the shares of capital stock for which they subscribed the amount set out after their respective names:

NAME	ADDRESS	AMOUNT PAID ON SUBSCRIPTION
EDITA TAN-ONG	Polo, Valenzuela, Metro Manila	145,000.00
CORAZON C. MANALON-DAVILA	4426 Calatagan St., Makati, Metro Manila	145,000.00
ROSARIO H. JAVIER	Fruto Santos Avenue, Zapote, Las Piñas Metro Manila	75,000.00
EDNA C. ADVINCULA	316 P. Justo St., Caridad, Cavite City	75,000.00
CATHERINE B. RIVERA	Y. Alfon St., BF Resort Village, Pamplona, Las Piñas, Metro Manila	60,000.00
		500,000.00

TENTH: That **CATHERINE B. RIVERA**, has been elected by the subscribers as Treasurer of the corporation until her successor is duly elected and qualified in accordance with the By-Laws and that as Treasurer, she has been authorized to receive for the corporation

and to receive for the corporation and to receive in its name for all subscriptions paid by said subscribers.

ELEVENTH: That all officers of said corporation shall receive such compensation as the Board of Directors may provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of September 1982 at the City of Manila.

SGD EDITA TAN-ONG
Director

SGD CORAZON C. MANALON-DAVILA
Director

SGD ROSARIO H. JAVIER
Director

SGD. EDNA C. ADVINCULA
Director

SGD. CATHERINE B. RIVERA
Director

WITNESS

AVELINA B. PALENCIA

CAROLINA R. ROMAN

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.

BEFORE ME, this day of Sep 30, 1982, personally appeared.

NAME	RES. CERT. #	DATE & PLACE OF ISSUE
Edita Tan-Ong	6634037	4/13/82;Valenzuela MM
Corazon C. Manalon-Davila	1180363	7/5/82;Cavite City
Rosario H. Javier	5139688	3/2/82;LPMM
Edna C. Advincula	5140354	3/1/82;LPMM
Catherine B. Rivera	5130278	2/1/82;LPMM

Known to me and to me known to be the same persons who have executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed. The foregoing instrument consist of nine (9) pages refer to as Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto signed and sealed these presents at the place and on the date above written.

Doc. No. 572
Page No. 40
Book No. 72
Series of 1982.

SGD. CRISANTO P. REALUBIN



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

COMPANY REG. NO. 108270

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

GOLDEN HAVEN, INC.

(Formerly: GOLDEN HAVEN MEMORIAL PARK, INC.)

copy annexed, adopted on September 04, 2017 by majority vote of the Board of Directors and on October 16, 2017 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 20th day of October, Twenty Seventeen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

AMENDED BY LAWS

OF

GOLDEN HAVEN, INC.

(As approved by the Board of Directors on 4 September 2017 and by the stockholders on 16 October 2017)

ARTICLE I – CAPITAL STOCK

Section 1. CERTIFICATE OF STOCK. Certificate of Stock shall be issued to each holder of fully paid stock subscriptions in numerical order from the stock certificate book, and shall be signed by the President and countersigned by the Secretary and sealed by the Secretary with the corporate seal. A record of each certificate issued shall be kept on the stub thereof and upon the stock registry of the corporation.

Section 2. TRANSFER OF STOCK. Transfer of stock shall be made by indorsement of the certificate and delivery thereof, or by written instructions to the Corporate Secretary in case of uncertificated shares, but the transfer shall not be effective and binding so far as the corporation is concerned until duly registered upon the books of the corporation. *(As Amended on March 21, 2016.)*

Section 3. LOST CERTIFICATE. Lost certificates may be replaced in accordance with the provisions of the Corporation Code of the Philippines.

ARTICLE II – STOCKHOLDERS MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of stockholders of this corporation shall be held on the 15th of July each year, if it falls on a Saturday, Sunday or holiday, on the following business day, at any time of the day and the venue of the Company's annual stockholders meeting may be called at the principal office of the Company or at any place designated by the Board of the Directors in the city or municipality where the principal office of the Company is located. *(as Amended on April 1, 2017)*

Section 2. SPECIAL MEETING. Special meetings of the stockholders may be called at the principal office of the Company or at any place designated by the Board of Directors in the city or municipality where the principal office of the Company is located at any time by resolution of the Board of Directors or by order of the President, or upon the written request of stockholders registered as the owners of ONE THIRD (1/3) of the total outstanding capital stock. *(as Amended on April 1, 2017)*

Section 3. NOTICE. Notice of meetings for every meeting, regular or special, shall be made in writing and sent by personal delivery or mailed to the registered post office address of each stockholder not less than fifteen (15) business days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same. *(As amended on March 21, 2016.)*

Section 4. QUORUM. A quorum at any meeting of the stockholders shall consist of a majority of the outstanding capital stock of the corporation represented in person or by proxy, and a majority of each quorum shall decide any question that may come before the

meeting, save and except in those matters in which the Corporation Laws require the affirmative vote of a greater proportion.

Section 5. PROXIES. Stockholders may vote at all meetings the number of shares registered in their respective names either in person or by proxy only given in writing and presented to the Secretary for inspection and record at or prior to the opening of such meeting.

Section 6. ELECTION. Election of the Board of Directors shall be held in the month of April, and at each meeting therefore, and shall be conducted in this manner and machinery as the officer presiding at the meeting shall then and there determine and provide.

Section 7. ORDER OF BUSINESS. The order of business at the annual and special meetings of the stockholders shall be as follows:

1. Calling the roll
2. Secretary's proof of due notice of the meeting
3. Reading and disposal of any unapproved minutes
4. Reports of officers, annual and otherwise
5. Election of Directors
6. Unfinished business
7. New business
8. Adjournment

Section 8. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE. For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, or of making a determination of stockholders for any other purpose, the Board of Directors may provide that the stock transfer books be closed for a stated period of at least twenty (20) business days immediately preceding the date of any meeting of the stockholders, or the date for the payment of any dividend, or the date for the allotment of rights or the date when the any change or conversion or exchange of capital shall go into effect, unless the applicable rules and regulations of the Securities and Exchange Commission or the Philippine Stock Exchange provide for a different period. *(As amended on March 21, 2016.)*

ARTICLE III - BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS. The business and property of the corporation shall be managed by a Board of SEVEN (7) DIRECTORS who shall be stockholders and who shall be elected annually by the stockholders for the term and shall serve until the election and acceptance of their duly qualified successors. Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, said vacancies must be filled by the stockholders in a regular or special meeting called for that purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Any vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or any special meeting of the stockholders called for the purpose, after giving notice as prescribed in these By-Laws. *(As amended on March 21, 2016.) (As amended on March 21, 2016.)*

SECTION 2. INDEPENDENT DIRECTORS. There shall be at least two (2) independent directors or such number of independent directors that constitutes twenty percent (20%) of the members of the Board, whichever is lesser, but in no case less than two (2). For this purpose, an independent director shall mean a person other than an officer or employee of the corporation, its parent or subsidiaries, or any other individual having relationship with the corporation, which would interfere with the exercise of independent judgment in the fulfillment of the responsibilities of a director and as may be further defined by law or regulations from time to time.

The conduct of election of independent directors shall be in accordance with the standard election procedures for regular directors as provided in these By-Laws, subject to such special rules as may be required by law or regulation from time to time.

It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors, and to ensure that independent directors are elected during the stockholders' meeting.

Specific slots for independent directors shall not be filled up by the unqualified nominees.

In case of failure of election for independent director, a separate election shall be called to fill up the vacancy. *(As amended on March 21, 2016.)*

Section 3. REGULAR MEETINGS. The regular meeting of the Board of Directors shall be held at the principal office of the corporation and may be called by the President at any time held in the principal office of the corporation and may be called by the President at any time or by any three members of the Board, or such special meetings may be held at any time or place without notice by the unanimous written consent of all the members of the Board. *(As amended on March 21, 2016.)*

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held in the principal office of the corporation and maybe called by the President at any time or by any three members of the Board, or such special meetings may be held at any time or place without notice by the unanimous written consent of all the members of the Board. *(As amended on March 21, 2016.)*

Section 5. NOTICES. Notices of any meetings, regular or special, shall be mailed by the Secretary to each member of the Board of Directors not less than two (2) days before such meeting, and notices of special meetings shall state the object and purpose thereof. *(As amended on March 21, 2016.)*

Section 6. QUORUM. A quorum at any meeting of the Board of Directors shall consist of a majority of the entire membership of the Board and unless otherwise provided or required by law, every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act. Meetings may be attended by the Directors either in person or through video or teleconference or such other means as may subsequently be permitted by applicable law or regulation. *(As amended on March 21, 2016.)*

Section 7. ELECTION OF OFFICERS. Officers of the corporation as provided by the by-laws, shall be elected by the Board of Directors at their first meeting after the election of Directors. If any office become vacant during the year, the Board of Directors shall fill the same for the unexpired terms. The compensation of all officers and employees shall be fixed by the Board of Directors. *(As amended on March 21, 2016.)*

Section 8. ORDER OF BUSINESS. The order of business at any regular or special meeting of the Board of Directors shall be:

1. Calling the roll
2. Secretary's proof of due notice of meeting
3. Reading and disposal of unapproved minutes
4. Reports of officers
5. Unfinished business
6. New business
7. Adjournment

(As amended on March 21, 2016.)

Section 9. NOMINATION COMMITTEE. The Nomination Committee of the Board shall have at least three (3) members, all of whom should be directors and at least one of whom shall be an independent director. The Nomination Committee shall promulgate the guidelines for the nomination and screening of the regular and independent directors consistent with the current requirements of applicable laws or regulations.

Only a stockholder of record entitled to notice and to vote at the regular or special meeting of the stockholders for the election of directors shall be qualified to be nominated and elected as a regular or independent director of the Corporation. *(As amended on March 21, 2016.)*

SECTION 10. AUDIT COMMITTEE. The Audit Committee shall be composed of at least three (3) directors as members, preferably with accounting and finance background, at least one of whom shall be an independent director and another should have related audit experience. The Chairman of this Committee should be an independent director. The Audit Committee shall be responsible for inculcating in the minds of the Board Members the importance of management responsibilities in maintaining a sound system of internal control and the Board's oversight responsibility.

The Audit Committee shall perform the following specific functions:

- a. Provide oversight over the senior management's activities in managing credit market liquidity, operational, legal, and other risks of the Corporation. This function shall include receiving from senior management periodic information on risk exposures and risk management activities;
- b. Provide oversight of the Corporation's internal and external auditors;
- c. Review and approve audit scope and frequency and the annual internal audit plan;
- d. Discuss with the external auditor before the audit commences the nature and the scope of the audit, and ensure coordination where more than one audit firm is involved;
- e. Be responsible for setting up an internal audit department and consider the appointment of an internal auditor as well as an independent external auditor, the audit fee, and any question of resignation or dismissal;
- f. Monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system;

- g. Receive and review reports of internal and external auditors and regulatory agencies, where applicable, and ensure that management is taking appropriate corrective actions, in a timely manner in addressing control and compliance functions with regulatory agencies;
- h. Review the quarterly, half year and annual financial statements before submission to the Board, focusing particularly on:
 - i. Any change/s in accounting policies and practice;
 - ii. Major judgmental areas;
 - iii. Significant adjustments resulting from the audit;
 - iv. Going concern assumption;
 - v. Compliance with accounting standards; and
 - vi. Compliance with tax, legal and stock exchange requirements;
- i. Be responsible for coordinating, monitoring, and facilitating compliance with existing laws, rules and regulations. It may also constitute a Compliance Unit for this purpose;
- j. Evaluate and determine non-audit work by external auditor and keep under review the non-audit fees paid to the external auditor both in relation to their significance to the auditor and in relation to the Corporation's total expenditure on consultancy. The non-audit work should be disclosed in the annual report;
- k. Establish and identify the reporting line of the chief audit executive so that the reporting level allows the internal audit activity to fulfill its responsibilities. The chief audit executive shall report directly to the Audit Committee functionally. The Audit Committee shall ensure that the internal auditors have free and full access to all the Corporation's records, properties and personnel relevant to the internal audit activity and that the internal audit activity should be free from interference in determining the scope of the internal auditing examinations, performing work, and communicating results and shall provide a venue for the Audit Committee to review and approve the annual internal audit plan. *(As amended on March 21, 2016)*

SECTION 11. COMPENSATION COMMITTEE. The Board may constitute a Compensation and Remuneration Committee which shall be composed of at least three (3) directors as members, at least one (1) of whom should be an independent director. The Compensation Committee may establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Corporation's culture, strategy and control environment. *(As amended on March 21, 2016)*

ARTICLE IV – OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a President, a Vice-President, a Treasurer, a Secretary, and these officers shall be elected to hold office for the term of one year and shall serve until their successors are elected and qualified.

Section 2. PRESIDENT. The President elected by the Board from among its members shall preside at all meetings. He shall have the power to sign certificates of stock, to sign and execute all contracts and instruments of conveyance in the name of the corporation, to sign checks, drafts, note, and orders for the payment of money and to appoint and discharge agents and employees, subject to the approval of the Board of Directors. He shall have general and active management of the business of the corporation and shall perform all the duties incident to the office of the President.

Section 3. VICE-PRESIDENT. The Vice-President shall have such power to perform each duties as may be delegated to them by the Board of Directors. In the absence or disability of the President, he shall perform the duties and exercise the powers of the President, if qualified.

Section 4. TREASURER. The Treasurer shall have custody of all funds and securities of the corporation which may come into his hands. He shall render to the President or to the Board of Directors a financial statement of the corporation and all transactions made by him as Treasurer. He shall keep correct books of account of all business transactions of the corporation.

Section 5. SECRETARY. Thee Secretary, who must be a citizen and residents of the Philippines, shall issue notices of all meetings, shall keep the minutes if all meetings shall have charge of the seal and the corporate books. He shall countersign the signatures, and shall make such reports and perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

ARTICLE V – DIVIDENDS

Section 1. FISCAL YEAR. The fiscal year of the corporation shall commence with the opening of the business day on the first day of January of each calendar year, and shall close on the thirty first day of December of the same year.

Section 2. DIVIDENDS. Dividends shall be declared only from the unrestricted retained earnings of the Company and shall be payable at such times and in such amounts on the Board of Directors shall determine, and shall be payable in cash or in shares of the unissued stock of the corporation or both, as said Board of Directors shall determine. No dividends shall be declared that will impair the capital of the corporation and no stock dividends may be issued without the approval of the stockholder representative of at least two-thirds (2/3) of all capital stock then outstanding and entitled to vote.

Section 3. AUDITORS. Auditors shall be designated by the Board of Directors prior to the close of business in each fiscal year, who shall audit and examine the book of accounts of the corporation, and shall certify to the Board of Directors and the stockholders the annual balance of said books which shall be prepared at the close of the said year, under the direction of the treasurer. No director or officer of the corporation, and no firm or corporation of which such officer or Director is a member, shall be eligible to discharge the duties of Auditor. The compensation of the auditor shall be fixed by the Board of Directors.

Section 4. INSPECTION. Inspection of accounts by any member of the Board of Directors in person may be made at any and all times during the business hours of the corporation and such inspection may embrace all books, records, and vouchers of the corporation.

Inspection of the books, accounts and records of the corporation by the stockholders shall be made on such reasonable hours of every business day.

ARTICLE VI – SEAL

The corporate seal of the corporation shall bear the following works:

GOLDEN HAVEN, INC.

(As approved by the Board of Directors on 4 September 2017 and by the stockholders on 16 October 2017)

ARTICLE VII – AMENDMENTS

These By-Laws may be amended, repealed or altered in whole or in part in accordance with the provisions of the Corporation Law by the vote of the majority of the outstanding capital stock and majority of the Board of Directors.

The foregoing By-Laws consisting of seven pages were adopted by the unanimous consent of all the owners of the outstanding stock of the corporation at the First Meeting of the Stockholders held in National Road, Pamplona, Las Piñas, Metro Manila, on September 30, 1982.

IN WITNESS WHEREOF, we the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said By-Laws, have hereunto subscribed our names and with the Secretary and with the Chairman of the same do likewise with our signature attest.

SGD EDITA TAN-ONG
Chairman

SGD CORAZON C. MANALON-DAVILA
Director

SGD ROSARIO H. JAVIER
Director

SGD. EDNA C. ADVINCULA
Director

SGD. CATHERINE B. RIVERA
Director

KNOW ALL MEN BY THESE PRESENTS

That we, the undersigned members of the Board of Directors and the Secretary of the Corporation denominated GOLDEN HAVEN MEMORIAL PARK, INC. do hereby certify that the attached Code of By-Laws is a true and correct copy of the By-Laws which was unanimously adopted at a meeting of the stockholders of the said corporation held on September 30, 1982 at National Road, Pamplona, Las Piñas, Metro Manila, at which all the stockholders are present.

SGD EDITA TAN-ONG
Chairman

SGD CORAZON C. MANALON-DAVILA
Director

SGD ROSARIO H. JAVIER
Director

SGD. EDNA C. ADVINCULA
Director

SGD. CATHERINE B. RIVERA
Director

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S. S.

Before me, this September 30, 1982, personally appeared:

Name	Res. Cert. #	Date & Place of Issue
Edita Tan-Ong	6634037	4/13/82I Valenzuela, M.M.
Corazon C. Manalog-Cavila	1180313	7/5/82; Cavite City
Rosario H. Javier	5140354	3/2/82; LPMM
Edna C. Advincula	5140354	3/1/82' LPMM
Catherin B. Rivera	513-278	2/1/92; LPMM

Known to me and to me known to be the same persons who have executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed. The foregoing instrument consist of eight pages refer to as By-Laws.

IN WITNESS WHEREOF, I have hereunto signed and sealed these presents at the place and on the date above written.

Doc. No. 583;
Page No. 40;
Book No. 20;
Series of 1982.

SGD. ATTY. REALUS
Notary Public

ACKNOWLEDGEMENT

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CITY OF MANILA) S. S.

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Page No. 40;
Book No. 20;
Series of 1982.

SGD. ATTY. CRISANTO P. REALUBIN
Notary Public