



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

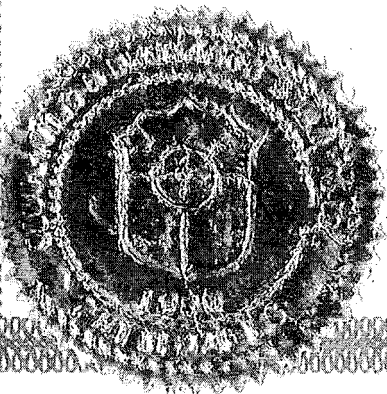
**GOLDEN HAVEN, INC.**

(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 20<sup>th</sup> 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

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Company Name

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New Company Name

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

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### COMPANY INFORMATION

Company's Email Address

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|----|
| NA |
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Company's Telephone Number/s

|          |
|----------|
| 873-2922 |
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Company's Fascimile Number/s

|          |
|----------|
| 873-2922 |
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### 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:

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Document I.D.

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Received by Corporate Filing and Records Division (CFRD)

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Forwarded to:

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|  | Corporate and Partnership registration Division |  |
|  | Green Lane Unit                                 |  |
|  | Financial Analysis and Audit Division           |  |
|  | Licensing Unit                                  |  |
|  | 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.

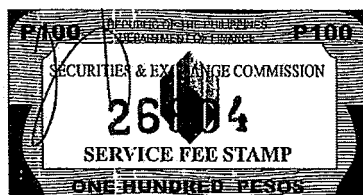
Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

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.-030C108270 approved by atty. d. gabuyo dtd. 10.10.2017

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[www.sec.gov.ph](http://www.sec.gov.ph)



SEC - SATULIPUVA R. BINSONS  
GALATI  
RECEIVED  
10/17/17

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.**

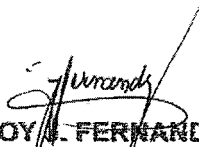
*(As approved by the Board of Directors on 4 September 2017 and by the stockholders on 16 October 2017)*

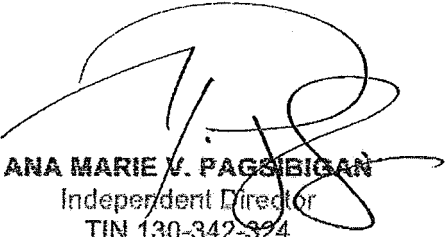
- SIGNATURE PAGE FOLLOWS -

IN WITNESS WHEREOF, we have hereunto signed this Certificate this  
OCT 15 2017 day of \_\_\_\_\_ at \_\_\_\_\_.


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

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

  
**JOY V. 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.<br>03-7209295-3               | -  |
| Joy J. Fernandez          | PP No. PO953328A                         | 18 November 2016, DFA<br>Manila          |
| Frances Rosalie T. Coloma | PP No.<br>EB6724938                      | 10 November 2017,<br>DFA NCR East        |
| Ana Marie V. Pagsibigan   | IBP Card Roll of<br>Attorney's No. 42119 | Pasig City                               |
| Garth F. Castaneda        | PP No.<br>PO921667A                      | 16 November 2016,<br>DFA Puerto Princesa |
| Timothy Joseph M. Mendoza | PP No. EB7903656                         | 17 April 2013,<br>DFA Manila             |

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

*Keith King*

KEITH KING, Esq.  
Appointment No. 1-34-  
Notary Public for Makati City  
Until December 31, 2018  
Penthouse, Liberty Center  
104 H.V. Dela Cruz Street, Pasig City  
Mail No. 69940  
PTR No. 60107627 (Makati City) 1-34-  
IBP No. 113407 (2017) 1-34-  
1-34-



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:

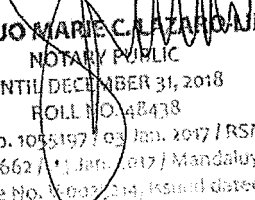
1. I am the President of **GOLDEN HAVEN, INC.**, which is in the process of amending its corporate name with the Securities and Exchange Commission.
2. I, in behalf of said corporation, hereby undertake to change its corporate name as herein provided, or as amended thereafter, immediately upon receipt 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 exhibiting to me her TIN 123-236-077 issued at Quezon City, Philippines.

Doc. No. 309  
Page No. 82  
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 / \*1 Jan. 2017 / Mandaluyong City  
MCLE Compliance No. 8603 / 214 / 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.

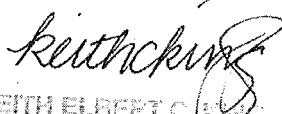
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving any intra-corporate dispute and/or a claim by any person or group against the Board of Directors, individual directors and/or corporate officers of the Corporation as its duly elected and appointed 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. NINO**  
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-015109/ 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                  |
|                           |  | <b>9,000</b>  | <b>900,000.00</b>        |

**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                   |
|                           |  | <b>500,000.00</b>           |

**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 30<sup>th</sup> 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