



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 MV HOLDINGS, INC.
(Formerly: GOLDEN BRIA HOLDINGS, INC.)
(Amending Article I thereof)

copy annexed, adopted on November 23, 2020 by a majority vote of the Board of Directors and on December 12, 2020 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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, 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 as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 27th day of January, Twenty Twenty One.


DANIEL P. GABUYO
Assistant Director
SO Order 1488 Series of 2018

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 B R I A H O L D I N G , I N C .

New Company Name

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

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

S A N E Z E K I E L C S E X T E N S I O N L A S
P I N A S C I T Y M E T R O M A N I L A

COMPANY INFORMATION

Company's Email Address

NA

Company's Telephone Number/s

NA

Company's Fascimile Number/s

CONTACT PERSON INFORMATION

Name of Contact Person

Kaye Adolfo

Email Address

ckbongalos_adolfo@yahoo.com

Tel. Number/s

09175377248

Fax Number/s

NA

Contact Person's Address

3L Starmall Las Pinas Cvstarr Avenue Philamlife Village Pamplona Las Pinas 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	_____	_____

**AMENDED
ARTICLES OF INCORPORATION**

OF

GOLDEN MV HOLDINGS, INC.
(Formerly, Golden Bria Holdings, Inc.)

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 MV HOLDINGS, INC.¹

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

¹ As approved by the Board of Directors on 23 November 2020 and by the written assent of stockholders of record as of 10 December 2020 on 11 December 2020.

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	
Corazon C. Manalon-Davila	Filipino	
Rosario H. Javier	Filipino	
Edna C. Advincula	Filipino	
Catherine B. Rivera	Filipino	

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	
Corazon C. Manalon-Davila	Filipino	
Rosario H. Javier	Filipino	
Edna C. Advincula	Filipino	
Catherine B. Rivera	Filipino	

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.)*

EIGHT: 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		2,610	261,000
CORAZON C. MANALON-DAVILA		2,610	261,000
ROSARIO H. JAVIER		1,350	135,000
EDNA C. ADVINCULA		1,350	135,000
CATHERINE B. RIVERA		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		145,000.00
CORAZON C. MANALON-DAVILA		145,000.00
ROSARIO H. JAVIER		75,000.00
EDNA C. ADVINCULA		75,000.00

CATHERINE B. RIVERA		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

said corporation is formed are as follows:

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

UNDERTAKING TO CHANGE NAME


I, **MARIBETH C. TOLENTINO**, of legal age, Filipino and with office address at San Ezekiel, C5 Extension, Las Piñas City, hereby certify that:

1. I am the incumbent President of **GOLDEN BRIA HOLDINGS, INC.** (the "**Corporation**"), which is in the process of applying with the Securities and Exchange Commission for the amendment of its Articles of Incorporation to change its corporate name to "**GOLDEN MV HOLDINGS, INC.**".

2. On behalf of the Corporation, I hereby undertake to change its corporate name 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 or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

3. This Affidavit is executed as part of the requirements of the Securities and Exchange Commission in relation to the amendment of the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this JAN 25 2021 at MAKATI CITY, Philippines.


MARIBETH C. TOLENTINO
President

SUBSCRIBED AND SWORN to before me this JAN 25 2021, affiants exhibiting to me her _____ issued on _____.

Doc. No. 438 ;
Book No. 89 ;
Page No. III ;
Series of 2021.


JEAH MAUREEN P. DOMINGUEZ
Appointment No. M-237
Notary Public for Makati City
Until December 31, 2021
Liberty Center- Picazo Law
104 N.Y. Dela Cruz Street, Makati City
Roll of Attorney's No. 73253
PTR No. 8535725/Makati City/01-05-2021
ISP No. 137917/Makati City/01-05-2021
MCLE Exempted-Admitted to the bar in 2019




**DIRECTORS' CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF
GOLDEN BRIA HOLDINGS, INC.**


KNOW ALL MEN BY THESE PRESENTS:


The undersigned, being the Chairman and majority of the members of the Board of Directors and the Corporate Secretary of **GOLDEN BRIA HOLDINGS, 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, do hereby certify that the accompanying copy of the Amended Articles of Incorporation, embodying the underscored amendment to the Title and the First Article thereof, changing the name of the Corporation to **GOLDEN MV HOLDINGS, INC.**, is 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 23 November 2020 at the principal office of the Corporation, and ratified on 12 December 2020 by the written assent of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation as of 10 December 2020.

- SIGNATURE PAGE FOLLOWS -

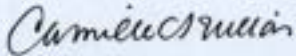
IN WITNESS WHEREOF, we have hereunto signed this Certificate this 13th day of
December 2020 at _____

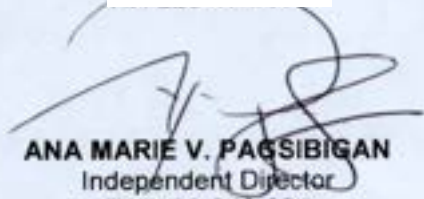

MANUEL B. VILLAR, JR.
Chairman

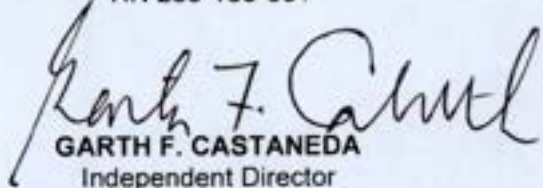

MARIBETH C. TOLENTINO
Director

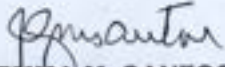

RIZALITO J. ROSALES
Director


FRANCES ROSALIE T. COLOMA
Director


CAMILLE A. VILLAR
Director


ANA MARIE V. PASSIBIGAN
Independent Director


GARTH F. CASTANEDA
Independent Director


GEMMA M. SANTOS
Corporate Secretary
TEL 444-272-150

SUBSCRIBED AND SWORN to before me this 13th day of December 2020 at
DEC 13 2020 by the following persons:

Name	Valid ID	Date and Place Issued
Manuel B. Villar, Jr.		
Maribeth C. Tolentino		
Rizalito J. Rosales		
Frances Rosalie T. Coloma		
Camille A. Villar		
Ana Marie V. Pagsibigan		
Garth F. Castaneda		
Gemma M. Santos		

Doc. No. 171 :
Page No. 36 :
Book No. 1 :
Series of 2020.


MARIELA P. ROCILLO
Appointment No. M-372
Notary Public for Makati City
Until December 31, 2021
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 73888
PTR No. 8148377/Makati City/01-20-2020
IBP No. 101864/Makati City/01-07-2020
MCLE Exempted-Admitted to the bar in 2019

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

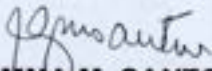
CERTIFICATION

I, **GEMMA M. SANTOS**, Filipino, of legal age, with business address at Liberty Center – Picazo Law, 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 BRIA HOLDINGS, INC.**, (the "**Corporation**"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 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 _____
in Makati City, Metro Manila.


GEMMA M. SANTOS
Corporate Secretary

ACKNOWLEDGMENT

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

SUBSCRIBED AND SWORN to before me this DEC 13 2020 in Makati City, Metro Manila, affiants exhibiting to me the following:

<u>Name</u>	<u>Government ID</u> Passport No.	<u>Date & Place Issued</u>
Gemma M. Santos	[REDACTED]	DFA North / 29 September 2017

known to me and by me known to be the same person who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and in the place first above written.

Doc. No. 172 ;
Book No. 36 ;
Page No. I ;
Series of 2020.


MARIELA P. ROCILLO
Appointment No. M-372
Notary Public for Makati City
Until December 31, 2021
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 73888
PTR No. 8148377/Makati City/01-20-2020
IBP No. 101864/Makati City/01-07-2020
MCLE Exempted-Admitted to the bar in 2019