

COVER SHEET

For applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amended Articles of
Incorporation

SEC Registration Number

1	3	4	8	0	0
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Former Company Name

J	O	L	L	I	V	I	L	L	E		H	O	L	D	I	N	G	S				
C	O	R	P	O	R	A	T	I	O	N												

AMENDED TO:

New Company Name

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

4/	F		20		L	A	N	S	B	E	R	G	H		P	L	A	C	E		B	L	D	G.
1	7	0			T	O	M	A	S		M	O	R	A	T	O		A	V	E.		C	O	R.
S	C	O	U	T		C	A	S	T	O	R		S	T.,		Q	U	E	Z	O	N			
C	I	T	Y																					

Company's Telephone Number/s

373-3038

Contact Person

JO ANN S. BALDERAMA

Contact Person's Telephone Number

373-3038 loc. 112

Contact Person's Address

4/F 20 Lansbergh Place Bldg. 170 Tomas Morato Ave. Quezon City

To be accomplished by CRMD Personnel

Assigned Processor _____

Date

Signature

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
JOLLIVILLE HOLDINGS CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, 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:

JOLLIVILLE HOLDINGS CORPORATION

SECOND: That the purposes for which said corporation is formed are:

PRIMARY PURPOSE

"To purchase, subscribe for, invest in, acquire, obtain an interest in, own, hold, sell, exchange, exercise any and all rights, powers, and privileges pertaining to or otherwise dispose of and generally deal in and with securities of every kind and description of or issued by any individual or trust, or any state or other political or association, joint venture or entity wheresoever located or organized including (without limiting the generality of the foregoing) trust certificates, commercial papers, choses in action, evidences of indebtedness, certificates of interest, shares of stock, voting trust certificates, membership certificates, bonds, mortgages, debentures, notes, warrants, rights, option, scripts, or other securities of any nature howsoever evidences (without in any way acting as investment house, or securities dealer or broker), and to purchase, lease or otherwise acquire lands or interest in lands, and to build, construct or erect thereon buildings, factories, or other structures and to own, hold, improve, develop, manage, sell, lease, exchange or otherwise dispose of any such lands or interest in lands and/or such buildings, factories or structures."

SECONDARY PURPOSES

1. To carry on a general import and export business; to buy, sell, or otherwise deal in all goods, merchandise, and articles of whatever kind and description which are the lawful objects of commerce; and to act as manufacturers' representatives, indentors, commission merchants, agents, or in any other representative capacity for natural and juridical persons, whether domestic or foreign;

2. To engage in and carry on any lawful manufacturing enterprise in the Philippines for the production of articles for domestic use or consumption or for export; to import, buy, sell, and generally deal in and with all machinery, equipment, appliances, and devices as well as in the raw materials and supplies required for such manufacturing operations; and to lease, purchase, or otherwise acquire, own, maintain, and operate mills, warehouses, and other buildings necessary or incidental to the conduct of such manufacturing enterprises;

3. To enter into, make, perform, and carry out contracts of every kind and for any lawful purposes, pertaining to the business of the corporation in any manner incident thereto, as principals, agents, or otherwise, with any person, firm, association, or corporation;

4. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes, and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue, pursuant to law, shares of its capital stock, bonds, debentures, and other evidences of indebtedness in payment for property acquired by the corporation or for money borrowed in the prosecution of its lawful business;

5. To engage in the business of realty brokerage and/or act as agents of any person, firm, or corporation, domestic or foreign, for and in transactions relative to the acquisition, sale, lease, mortgage, subdivision, administration and development of real estate and improvements thereon;

6. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its corporate business as well as that of its subsidiaries and other related companies, including but not limited to, the power to secure obligations contracted by it and/or its subsidiaries and other related companies;

7. To enter into any arrangement for sharing profits, union of interests, joint venture, reciprocal concession or otherwise with any person or company engaging in or about to engage in any business or transaction which the Corporation is authorized to carry on or engage in any business or transaction that may directly or indirectly benefit the Corporation;

8. In general, to do and perform everything necessary, proper or expedient for the accomplishment of any of the purposes or the attainment of any of the objects herein set forth and to do every act and thing incidental or connected therewith, provided that the same are not forbidden by law.

THIRD - That the place where the principal office of the corporation is to be established or located is at 4/F 20 Lansbergh Place Bldg. 170 Tomas Morato Ave. cor. Scout Castor St., Quezon City. (as amended on May 13, 2015)

FOURTH - That the term for which said corporation is to exist is FIFTY (50) years from and after the date of its incorporation.

FIFTH - That the names, citizenships, and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Citizenship</u>	<u>Residence</u>
JOLLY L. TING	Filipino	466 San Rafael St., San Miguel, Manila
LOURDES G. TING	Filipino	466 San Rafael St., San Miguel, Manila
LENY TING	Filipino	7-A Inocando St., Galas, Quezon City
DANILO TING	Filipino	1408 Sto. Sepulero St., Paco, Manila
AVELINA BANSIL DY	Filipino	346-B Gunao St., Quiapo, Manila
ROLANDO TING	Filipino	611 Estraude St., Binondo, Manila

SIXTH - That the number of directors of the said corporation shall be FIVE (5) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided in the by-laws are as follows:

<u>Name</u>	<u>Residence</u>
JOLLY TING	466 San Rafael St., San Miguel, Manila
LOURDES G. TING	466 San Rafael St., San Miguel, Manila
LENY TING	7-A Inocando St., Galas, Quezon City
DANILO TING	1408 Sto. Sepulero St., Paco, Manila
AVELINA BANSIL DY	346-B Gunao St., Quiapo, Manila

SEVENTH - That the authorized capital stock of said corporation is ONE BILLION PESOS (P1,000,000,000.00) in lawful currency of the Philippines, divided into ONE BILLION (1,000,000,000) shares with the par value of ONE PESO (P1.00) per share.

No stockholder shall have a right to purchase or subscribe to any additional share of the capital stock of the Corporation whether such shares of capital stock are now or hereafter authorized, whether or not such stock is convertible into or exchangeable for any stock of the Corporation or of any other class, and whether out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment

thereof, or out of shares of the capital stock of any class of the Corporation acquired by it after the issue thereof; nor shall any holder of any such stock of any class, as such holder, have any right to purchase or subscribe for any obligation which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the capital stock of any class of the Corporation or to which shall be attached or appertain any warrant or warrants or any instrument or instruments that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe for, or to purchase from the Corporation, any shares of its capital stock of any class.

“The Board of Directors of the Corporation may, from time to time and for a purpose necessary or desirable for the Corporation to effect joint ventures, reciprocal right agreements and other arrangements to carry put the purposes of the Corporation, allocate, sell, grant options or warrants, dispose of or otherwise transfer and convey shares of stock of the Corporation of a class or classes to be determined by the Board.”

EIGHTH - That at least fifty (50%) percent of the authorized capital stock above stated has been subscribed and fully paid for by the following stockholders, to wit:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares Subscribed</u>	<u>Total Paid-in</u>
JOLLY L. TING	Filipino	9,000	P 900,000
LOURDES G. TING	Filipino	4,800	480,000
LENY L. TING	Filipino	300	30,000
DANILO TING	Filipino	300	30,000
AVELINA BANSIL DY	Filipino	300	30,000
ROLANDO O. TING	Filipino	300	30,000
	Total	----- 15,000 =====	----- P 1,500,000 =====

NINTH - That LOURDES G. TING has been elected by the Subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws, and that, as such Treasurer, she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers to the capital stock.

TENTH - That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation this 19th day of March, 1999, in the City of Manila, Philippines.

(SGD.) JOLLY L. TING

(SGD.) LOURDES G. TING

(SGD.) LENY TING

(SGD.) DANILO TING

(SGD.) ROLANDO TING

(SGD.) AVELINA BANSIL DY

SIGNED IN THE PRESENCE OF:

(SGD.)

(SGD.)

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

BEFORE ME, a Notary Public in and for the City of Manila, Philippines, personally appeared:

JOLLY TING, with Residence Certificate No. 563768-F issued at Manila on April 25, 1986 and TAN No. T5240-M2645-A,

LOURDES G. TING, with Residence Certificate No. 563766-F issued at Manila on April 25, 1986 and TAN No. 770-398-L,

LENY TING, with Residence Certificate No. 17416356-E issued at Manila on March 5, 1986 and TAN No. 770-398-L,

DANILO TING, with Residence Certificate No. 15762006-E issued at Manila on January 16, 1986 and TAN No. 8937-158-R,

ROLANDO TING, with Residence Certificate No. 17416357-E issued at Manila on March 5, 1986 and TAN No. 5S60-B1957-A-1,

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation, and they acknowledged to me that the same is their free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal this 27th day of August 1986, at the City of Manila, Philippines.

(SGD.) ALBERTO VIZCOCHO

NOTARY PUBLIC

Until Dec. 31, 1987

P.T.R. No. 3722957-I

Lucena City, April 8, 1986

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Book No. I
Series of 1986.

TREASURER'S AFFIDAVIT

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

LOURDES G. TING , being duly sworn, deposes and states that on the 27th day of August, 1986, she was elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the corporation to act as such until her successor shall have been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, she has been authorized by the subscribers to receive for the corporation all subscriptions paid in by subscribers to the capital stock; that of the authorized capital stock of THREE MILLION PESOS (P3,000,000.00), ONE MILLION FIVE HUNDRED THOUSAND PESOS (P1,500,000.00) worth of shares has been actually subscribed and that of said subscription, ONE MILLION FIVE HUNDRED THOUSAND PESOS (P1,500,000.00) in cash has been actually transferred to her in trust and received by her for the benefit and to the credit of the corporation; and that at least TWENTY FIVE PER CENTUM (25%) of the entire number of authorized shares of the capital stock has been subscribed and that ONE HUNDRED PER CENTUM (100%) of said subscription has been actually paid to her in trust and received by her for the benefit and to the credit of the corporation.

(SGD.) **LOURDES G. TING**
Treasurer

SUBSCRIBED AND SWORN to before me this 27th day of August, 1986, at Manila, Philippines, affiant exhibiting to me her Residence Certificate No. 563768-F issued at Manila on April 25, 1986 and TAN No. T5240-M2645-A-6.

(SGD.) **ALBERTO VIZCOCHO**
NOTARY PUBLIC
Until Dec. 31, 1987
P.T.R. No. 3722957-I
Lucena City, April 8, 1986

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Page No. 4
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Republic of the Philippines)
City of Makati) S.S.

SECRETARY'S CERTIFICATE

I, ORTRUD T. YAO, of legal age, married, and with residence address at #12 M.A. Reyes St., Little Baguio, San Juan, being duly sworn, depose and state that:

1. I am the duly appointed and Acting Corporate Secretary of **JOLLIVILLE HOLDINGS CORPORATION**, a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 4/F 20 Lansbergh Place Bldg. 170 Tomas Morato Ave., cor Scout. Castor St., Quezon City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or appointed directors or officers or vice versa.

MAKATI CITY, **10 JUN 2015**
day _____, 2015



ORTRUD T. YAO
Corporate Secretary

SUBSCRIBED AND SWORN TO before me, this **10 JUN 2015**, 2015 at Makati City, Philippines. Affiant exhibited to me her Community Tax Certificate No. 25294734 issued on February 17, 2015 at Quezon City and Passport ID No. EB3870380 valid until October 13, 2016.

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Page No. 49 ;
Book No. XX ;
Series of 2015.

JOSHUA L. LAPUZ
Notary Public for Makati
Appointment No. M-41
Until December 31, 2015
Roll No. 45790
IBP Lifetime Roll No. 04897
PTR No. 4748511/1-5-15/Makati City
G/F Fedman Suites, 199 Salcedo St.
Legaspi Village Makati City

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



DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the majority of the Board of Directors and Corporate Secretary of **JOLLIVILLE HOLDINGS CORPORATION**, do hereby certify that the Articles of Incorporation of the said corporation was amended by a majority vote of the directors and the vote of the stockholders representing at least two-third (2/3) of the outstanding capital stock at a meeting held on May 13, 2015 at the principal office of the corporation.

The amended provision of the Articles of Incorporation refers to the change of its principal address from Metropolitan, Manila to **4/F 20 Lansbergh Place Bldg. 170 Tomas Morato Ave. cor. Scout Castor St., Quezon City.**

IN WITNESS WHEREOF, we have hereunto signed this Certificate this 10 JUN 2015 day of 10 JUN 2015, 2015 at Makati City, Philippines.

JOLLY L. TING
Chairman
TIN 104-139-646-000
Passport ID No. EC0912212
valid until April 22, 2019

NANETTE T. ONGCARRANCEJA
Director/President
TIN 203-363-484-000
Driver's License No. X01-00-048180
valid until September 21, 2017

MELODY T. LANCASTER
Director/Vice-President
TIN 203-425-564-000
Driver's License No. X01-13-003108
valid until February 23, 2016


ORTRUD T. YAO
Director/Treasurer/CFO
TIN 203-425-782-000
Passport ID No. EB3870380
valid until October 13, 2016

DEXTER E. QUINTANA
Independent Director
TIN 121-438-786-000
Senior Citizens ID No. 50251
issued on July 11, 2011

SIGNED IN THE PRESENCE OF:



Reggie Hannah R. Pilar



Jennifer O. Madrid

ACKNOWLEDGEMENT

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

BEFORE ME this 10 JUN 2015 day of _____, 2015 in Makati City, personally appeared the PARTIES exhibiting to me their Competent Proof of Identity as above written and all known to me and to me known to be the same persons who executed the foregoing instrument and that they acknowledged to me that the same are their own free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the date and at the place first above written.

Doc. No. 238 ;
Page No. 49 ;
Book No. XX ;
Series of 2015.


JOSHUA P. LAPUZ
Notary Public for Makati
Appointment No. M-41
Until December 31, 2015
Roll No. 45790
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