



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. No. 167423

**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

**MEGAWORLD CORPORATION
(Amending Article VII thereof)**

copy annexed, adopted on May 23, 2013 by a majority vote of the Board of Directors and on July 18, 2013 by the vote of the stockholders owning or representing at least two-thirds of the 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 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, 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 Mandaluyong City, Metro Manila, Philippines, this 20th day of November, Twenty Thirteen.




FERDINAND B. SALES

Acting Director

Company Registration and Monitoring Department

AMENDED
ARTICLES OF INCORPORATION

of

MEGAWORLD CORPORATION

(formerly Megaworld Properties & Holdings, Inc.)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are Filipinos, of legal ages, residents of the Philippines, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines:

AND WE HEREBY CERTIFY:

FIRST: That the name of said *Corporation* shall be: Megaworld Corporation.
(Amended as of April 30, 1999)

SECOND: That the purposes for which said *Corporation* is formed are:

PRIMARY PURPOSE

a) To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, hypothecate, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidence of indebtedness or securities of this *Corporation* or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect, and dispose of the interest, dividends, and income arising from such property, 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. *(Amended as of April 30, 1999)*

SECONDARY PURPOSES

a) To acquire by purchase, lease, donation or otherwise and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for investment or otherwise, real estate of all kinds, and to construct, improve, manage or otherwise dispose of buildings, condominiums and other structures of whatever kind, together with their appurtenances; and, to perform all and everything necessary and proper for the attainment of or in furtherance of this purpose, either alone or in association with other corporations or individuals. *(Amended as of April 30, 1999)*

b) To conduct, maintain, engage in, and carry on the business of acquiring, constructing, developing and/or operating hotels, inns, lodges, motels, resorts, leisure parks, gaming, and other tourist-oriented projects; to conduct, maintain, engage in, or carry on the business of acquiring, constructing, developing, and/or operating restaurants, cafes, bars, clubs, gardens, shops, stalls, boutiques, parlors, gyms, and other allied or similar establishments as complimentary or support services therefor; and, to acquire, operate and/or maintain transportation, shuttle, and/or ferry facilities and/or services, either by land, water or air, likewise as complimentary or support services therefor, either alone or in conjunction with others. *(Amended as of April 30, 1999)*

c) To engage in the research, development, manufacture, marketing and distribution of technology and all technology-related or derived products and/or services.
(Amended as of April 30, 1999)

d) To carry out a general and commercial business of importing and exporting, manufacturing, processing, buying, acquiring, holding, selling, trading, distributing, or otherwise disposing of and dealing in any and all kinds of industrial, agricultural, engineering, construction, transport, kitchenwares, ovenwares, and utensils, household or office goods, materials, supplies, machineries, equipment, appliances, implements, devices, wearing apparel, clothing materials, food or grocery items, food and beverage flavors, essences, industrial oils, aromatics, fragrances, liquors, beverages, ophthalmic instruments and products, cosmetic and dermatological applications, and products of all classes and description which are within the commerce of man, as well as those similar and allied to them, at wholesale, either as principals, distributors, factors, agents or commission merchants, and to do every other thing commonly done by those conducting a similar business. (Amended as of April 30, 1999)

e) To promote, establish, operate, manage, own or invest in any and all kinds of business enterprises or assist or participate in the organization, merger or consolidation thereof, and in connection with such activities, to subscribe to, purchase or otherwise acquire shares of stock or other evidence of equity participation in any business enterprise, or purchase or otherwise acquire all or part of assets, franchises, concessions or goodwill of any firm, corporation or establishment as may be allowed by law.

f) To borrow money, to make and issue notes, and other evidences of indebtedness of all kinds and to secure the same by mortgage, pledge or otherwise, in amounts as the business of the *Corporation* may require.

THIRD : That the place where the principal office of the *Corporation* is to be established or located is in Metro Manila, Philippines;

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, nationalities and the addresses of the incorporators of said *Corporation* are as follows, to wit:

ANDREW (CHONG BUAN) L. TAN	Filipino	10 Taft Street, Greenhills San Juan, Metro Manila
KATHERINE L. TAN	Filipino	10 Taft Street, Greenhills San Juan, Metro Manila
ELIZABETH DE JESUS	Filipino	Equitable Bank Bldg. Greenhills, San Juan, M.M.
ANITA C. LIM	Filipino	19 Adams Street, Greenhills San Juan, Metro Manila
MANUEL L. GALANG	Filipino	Blk 6 Lot 19 Palmera Homes Quezon City, Metro Manila

SIXTH: That the number of Directors of said *Corporation* shall be seven (7) and that the names and residences of the first Directors of the *Corporation* who are to serve until their successors are elected and qualified as provided in the By-Laws are as follows, to wit :
(Amended as of April 30, 1999)

ANDREW (CHONG BUAN) L. TAN	Filipino	10 Taft Street, Greenhills San Juan, Metro Manila
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KATHERINE L. TAN	Filipino	10 Taft Street, Greenhills San Juan, Metro Manila
ELIZABETH DE JESUS	Filipino	Equitable Bank Bldg. Greenhills, San Juan, M.M.
ANITA C. LIM	Filipino	19 Adams Street, Greenhills San Juan, Metro Manila
MANUEL L. GALANG	Filipino	Blk 6 Lot 19 Palmera Homes Quezon City, Metro Manila

SEVENTH: That the authorized capital stock of the *Corporation* is **FORTY BILLION TWO HUNDRED MILLION PESOS (PhP40,200,000,000.00)**, Philippine currency, divided into **FORTY BILLION ONE HUNDRED FORTY MILLION (40,140,000,000)** common shares with par value of One Peso (PhP1.00) per share and SIX BILLION (6,000,000,000) voting, cumulative, non-participating, non-convertible and non-redeemable preferred shares with par value of One Centavo (PhP0.01) per share. Preferred shares shall have preference over common shares in case of liquidation or dissolution of the *Corporation*. **(AMENDED AS OF 23 MAY 2013 and 18 JULY 2013)**

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, issue price and other terms and conditions for each such shares. Dividends shall be cumulative from and after the date of issue of the preferred shares and no dividends shall be declared or paid on the common shares unless the full accumulated dividends on all preferred shares for all past dividend periods and for the current dividend period 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 resolution(s) as may be adopted by the Board of Directors prior to the issuance of each of such series (the "Enabling Resolutions"), which resolution(s) shall thereupon be deemed a part of these Amended Articles of Incorporation upon approval by the Securities and Exchange Commission. *(Amended as of 31 January 2007 and 27 June 2007)*

EIGHTH: That the amount of capital stock which has been actually subscribed is ONE HUNDRED TWENTY-FIVE MILLION PESOS (PhP125,000,000.00), Philippine currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>Residence</u>	<u>Number of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
ANDREW (CHONG BUAN) L. TAN	10 Taft Street, Greenhills San Juan, Metro Manila	119,818,000	PhP119,818,000.00
KATHERINE L. TAN	10 Taft Street, Greenhills San Juan, Metro Manila	102,000	102,000.00
ELIZABETH DE JESUS	Equitable Bank Bldg. Greenhills, San Juan	20,000	20,000.00
ANITA C. LIM	19 Adams Street, Greenhills San Juan, Metro Manila	50,000	50,000.00

MANUEL L. GALANG	Blk 6 Lot 19 Palmera Homes Quezon City, Metro Manila	10,000	10,000.00
THE ANDRESONS GROUP, INC.	140 EDSA, Kalookan City Metro Manila	5,000,000	5,000,000.00
	<i>Total</i>	- 125,000,000	PhP125,000,000.00

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

ANDREW (CHONG BUAN) L. TAN	10 Taft Street, Greenhills San Juan, Metro Manila	PhP29,954,500.00
KATHERINE L. TAN	10 Taft Street, Greenhills San Juan, Metro Manila	25,500.00
ELIZABETH DE JESUS	Equitable Bank Bldg. Greenhills, San Juan	5,000.00
ANITA C. LIM	19 Adams Street, Greenhills San Juan, Metro Manila	12,500.00
MANUEL L. GALANG	Blk 6 Lot 19 Palmera Homes Quezon City, Metro Manila	2,500.00
THE ANDRESONS GROUP, INC.	140 EDSA, Kalookan City Metro Manila	1,250,000.00
	<i>Total</i>	- PhP31,250,000.00

TENTH: That KATHERINE L. TAN has been elected 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 the Corporation and to receive in its name for all the subscriptions paid by the said subscribers.

ELEVENTH: Directors and all other officers of said Corporation shall receive such compensation as the stockholders and the Board of Directors may provide, respectively.

TWELFTH: 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 shall be allowed to be recorded in the proper books of the Corporation and that this restriction shall be indicated in all the stock certificates issued by the Corporation. Furthermore, all stockholders of the Corporation shall not enjoy any pre-emptive right to subscribe to any issue or disposition of shares of any class of the Corporation. (Amended as of March 26, 1996)

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of August 1989 in Quezon City, Metro Manila, Philippines.

(Sgd.) ANDREW (CHONG BUAN) L. TAN - spouses - (Sgd.) KATHERINE L. TAN

(Sgd.) ELIZABETH DE JESUS

(Sgd.) ANITA C. LIM

(Sgd.) MANUEL L. GALANG

Signed in the presence of:

1. (Sgd.) Illegible

2. (Sgd.) Illegible

A C K N O W L E D G M E N T

Republic of the Philippines)
Quezon City, Metro Manila) S.S.

On the 16th day of August 1989 before me, a Notary Public for and in Quezon City, Metro Manila, Philippines personally appeared :

ANDREW (CHONG BUAN) L. TAN	Res. Cert. No. 09577848-J	April 13, 1989; Caloocan City
KATHERINE L. TAN	Res. Cert. No. 09577847-J	April 13, 1989; Caloocan City
ELIZABETH DE JESUS	Res. Cert. No. 01539747	Jan. 10, 1989; Pasay City
ANITA C. LIM	Res. Cert. No. 02305210	Jan. 19, 1989; Cagayan
MANUEL L. GALANG	Res. Cert. No. 06267611	Feb. 24, 1989; Caloocan City

known to me and to me known to be the same persons whose names are subscribed and who executed the foregoing Articles of Incorporation and each of them acknowledged to me that he/she voluntarily executed the same.

WITNESS MY HAND AND SEAL.

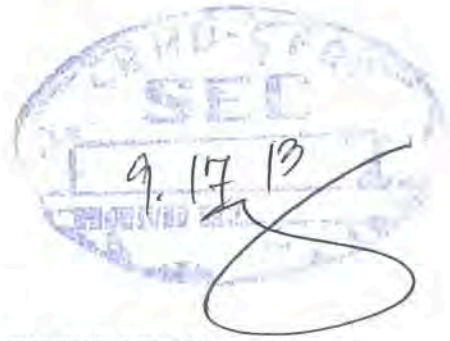
(Sgd.) RAMON J. MASAGANDA

Notary Public

Until December 31, 1989

Doc. No. 540;
Page No. 108;
Book No. 1;
Series of 1989.

Republic of the Philippines)
)S.S.



CERTIFICATE
OF
AMENDMENT OF THE ARTICLES OF INCORPORATION
OF
MEGAWORLD CORPORATION

WE, the undersigned members of the Board of Directors of MEGAWORLD CORPORATION (the "Corporation") and the Corporate Secretary of the Corporation, DO HEREBY CERTIFY that:

1. At the Meeting of the Board of Directors of the Corporation held on 23 May 2013, the Board of Directors unanimously approved the amendment of the Seventh Article of the Articles of Incorporation of the Corporation, which amendment was subsequently approved by stockholders representing 79.08% or more than 2/3 of the issued and outstanding capital stock of the Corporation at the Annual Stockholders' Meeting held on 18 July 2013 at Eastwood Richmond Hotel, Eastwood City CyberPark, C-5 Road, Bagumbayan, Quezon City, Metro Manila, Philippines, where the following resolutions were adopted:

"RESOLVED, that the Corporation approve the increase in the authorized capital stock of the Corporation by TEN BILLION PESOS (Php10,000,000,000.00) consisting of TEN BILLION (10,000,000,000) common shares each with a par value of One Peso (Php1.00);

"RESOLVED, FURTHER, that the Corporation approve the amendment of the Seventh Article of the Articles of Incorporation of the Corporation to reflect the increase in authorized capital stock, which shall henceforth read as follows:

"SEVENTH: That the authorized capital stock of the Corporation is **FORTY BILLION TWO HUNDRED MILLION PESOS (Php40,200,000,000.00)**, Philippine currency, divided into **FORTY BILLION ONE HUNDRED FORTY MILLION (40,140,000,000)** common shares with par value of One Peso (Php1.00) per share and SIX BILLION (6,000,000,000) voting, cumulative, non-participating, non-convertible and non-redeemable preferred shares with par value of One Centavo (Php0.01) per share. Preferred shares shall have preference over common shares in case of liquidation or dissolution of the Corporation. **(AMENDED AS OF 23 MAY 2013 and 18 JULY 2013)**

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, issue price and other terms and conditions for each such shares. Dividends shall be cumulative from and after the date of issue of the preferred shares and no dividends shall be declared or paid on the common shares unless the full accumulated dividends on all

preferred shares for all past dividend periods and for the current dividend period 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 resolution(s) as may be adopted by the Board of Directors prior to the issuance of each of such series (the "Enabling Resolutions"), which resolution(s) shall thereupon be deemed a part of these Amended Articles of Incorporation upon approval by the Securities and Exchange Commission. (Amended as of 31 January 2007 and 27 June 2007)"

2. All the requirements of Section 16 of the Corporation Code of the Philippines have been complied with. Attached is the Articles of Incorporation as herein amended.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this SEP 16 2013 2013 at Makati City, Metro Manila, Philippines. *vl*



KINGSON U. SIAN
Chairman of the Meeting



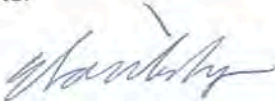
ANDREW L. TAN
Chairman of the Board



GERARDO C. GARCIA
Director



KATHERINE L. TAN
Director



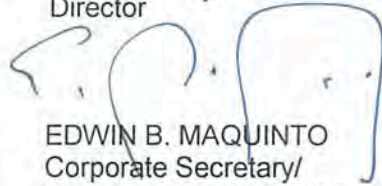
ENRIQUE SANTOS L. SY
Director



MIGUEL B. VARELA
Director



ROBERTO S. GUEVARA
Director



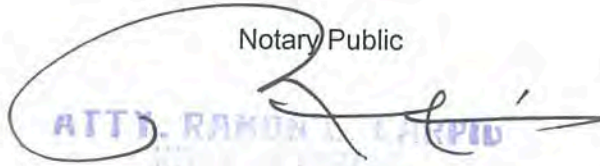
EDWIN B. MAQUINTO
Corporate Secretary/
Secretary of the Meeting

SUBSCRIBED AND SWORN to before me this SEP 16 2013, 2013 at PASIG CITY Philippines, affiants exhibited to me their valid identifications, to wit:

<u>Name</u>	<u>Valid ID</u>
Kingson U. Sian	TIN: 184-608-473
Andrew L. Tan	TIN: 125-960-003
Miguel B. Varela	TIN: 108-673-290
Gerardo C. Garcia	TIN: 110-183-659
Katherine L. Tan	TIN: 137-599-459
Enrique Santos L. Sy	TIN: 125-960-296
Roberto S. Guevara	TIN: 102-051-538
Edwin B. Maquinto	TIN: 121-424-847

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Notary Public


ATTY. RAMON L. CEPID

NOTARY PUBLIC
MCLE 1-312-397
10/12 PASIG
170 78 840081, 1/2/13 PASIG CITY