



Republic of the Philippines  
**Securities and Exchange Commission**

EDSA, Greenhills, Mandaluyong  
Metro-Manila

S.E.C. Reg. No. 167423

CERTIFICATE OF FILING

OF

AMENDED ARTICLES OF INCORPORATION

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

**MEGA WORLD PROPERTIES & HOLDINGS, INC.**  
**(Amending Article VII thereof.)**

copy annexed, adopted on January 10, 1994 by a majority vote of the Board of Directors and 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 this Office on the 23rd day of February nineteen hundred and ninety-four, pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 23rd day of February, in the year of our Lord nineteen hundred and ninety-four



*Sonia M. Ballo*  
SONIA M. BALLO  
Director

Corporate and Legal Department

AMENDED  
ARTICLES OF INCORPORATION

RECORDS DIV.  
RECEIVED BY: \_\_\_\_\_  
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BT

MEGAWORLD PROPERTIES & HOLDINGS, INC.

KNOW ALL MEN BY THESE PRESENT:

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 MEGA-WORLD PROPERTIES & HOLDINGS, INC.

PRIMARY PURPOSES

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

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, whether construct, improve, manage or otherwise dispose of buildings, condominiums, townhouses, apartments, and other structures of whatever kind, together with their appurtenant

b) To perform all and everything necessary and proper for the attainment of the said purposes, or in furtherance of any of the above purposes, either alone or in association with corporations or individuals;

SECONDARY PURPOSES

a) To promote, establish, operate, manage, own or invest in any and all kinds of business enterprises or assist or participate in 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, franchise, concessions, goodwill of any firm, corporation or establishment as may be allowed by law.

b) 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 corporations is to be established or located is in Metro-Manila Philippines:

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

*R. Santos*  
*[Handwritten signature]*  
*[Handwritten signature]*  
*[Handwritten signature]*

FIFTH : That the names, nationalities and the address of the incorporators of said corporation are as follows :

ANDREW (CHONG BUAN) TAN	Filipino	10 Taft Street, Greenhills, S.J., M.M
KATHERINE L. TAN	Filipino	- ditto -
ELIZABETH DE JESUS	Filipino	Equitable Bank Bldg., Greenhills, S.J., M. M.
ANITA C. LIM	Filipino	19 Adam Street, Greenhills, S.J., M.M.
MANUEL GALANG	Filipino	Blk. 6, Lot 19, Palmera Homes,

SIXTH : That the number of directors of 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 by the Bv-Laws are as follows, to wit :

1. ANDREW (CHONG BUAN) L. TAN	10 Taft Street, Greenhills, San Juan, Metro Manila
2. KATHERINE L. TAN	- ditto -
3. ELIZABETH DE JESUS	Equitable Bank Bldg. Greenhills, San Juan, Metro Manila
4. ANITA C. LIM	19 Adam Street, Greenhills, San Juan, Metro Manila
5. MANUEL GALANG	Blk. 6, Lot 19, Palmera Homes, U. C.

SEVENTH : That the amount of capital stock of said corporation is ONE BILLION PESOS (P1,000,000,000.00), Philippine currency, and said said capital stock is divided into ONE BILLION (1,000,000,000.00) shares of COMMON STOCK with a par value of ONE PESOS (P1.00) per share (AMENDED AS OF JANUARY 10, 1974).

EIGHT: That the amount of capital stock which has been actually subscribed is ONE HUNDRED TWENTY FIVE MILLION (P125,000,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names .

NAME	RESIDENCE	NUMBER OF SHARES COMPLINT	AMOUNT OF CAPITAL STOCK SUBSCRIBED
ANDREW (CHONG) BUAN L. TAN	10 Taft Street Greenhills, San Juan, M.M.	119,818.00	318,000.00
KATHERINE L. TAN	ditto -	102,000	112,000.00
ELIZABETH DE JESUS	Equitable Bank Bldg., Greenhills San Juan	20,000	20,000.00
ANITA L. LI	19 Adam Street Greenhills, San Juan Metro Manila	50,000	500.00
MANUEL GALANG	Blk. 8, Lot 19, Palmera Homes, Quezon City		3,000.00
THE ANDRESONS GROUP, INC.	140 EDSA, Kalookan Metro Manila	5,000,000	5,000,000.00
TOTAL		125,000,000	P 125,000,000.00

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 :

ANDREW (CHONG) BUAN L. TAN	10 Taft Street, Greenhills, San Juan, M.M.	29,754,500.00
KATHERINE L. TAN	- ditto -	25,500.00
ELIZABETH DE JESUS	Equitable Bar Bldg., Greenhills San Juan	5,000.00
ANITA L. LI	19 Adam Street Greenhills, San Juan Metro Manila	2,500.00
MANUEL GALANG	Blk. 8, Lot 19, Palmera Homes, Q.C.	3,500.00
THE ANDRESONS GROUP, INC.	140 EDSA, Kalookan	50,000.00
		..... P 31,250,000.00

TENTH : That KATHERINE L. TAN has been elected Treasurer of the corporation to act as such until his 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 of interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificate issued by the Corporation.

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

(SGD.) ANDREW (CHONGBUAN) L. TAN -spouses- (SGD.) KATHERINE L. TAN

(SGD.) ELIZABETH DE JESUS

(SGD.) ANITA C. LIM

SGD. MANUEL GALANG

SIGNED IN THE PRESENCE OF

1. (SGD.) Illegible

2. (SGD.) Illegible

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

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

On this 16th day of August, 1989, before me, a Notary Public, for and in Q.C., personally appeared :

- ANDREW (CHONG BUAN) L. TAN - Res. Cert. No. 095778483 issued at Caloocan on April 13, 1989
- KATHERINE L. TAN - Res. Cert. No. 09577847JJ, issued at Caloocan on April 13, 1989
- ELIZABETH DE JESUS - Res. Cert No. 01539747, issued at Pasay City on Jan. 10, 1989
- ANITA C. LIM - Res. Cert No. 02305210, issued at Aparri, Bagayan on Jan. 19, 1989.
- MANUEL GALANG - Res. Cert No. 06267611, issued Feb. 24, 1989 at Calookan.

known to me and to me known to be the same persons whose name 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. MASABANDA  
NOTARY PUBLIC  
UNTIL DEC. 31. 1989

DIRECTORS' CERTIFICATE

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KNOW ALL MEN BY THESE PRESENTS :

we, the undersigned majority Members of the Board of Directors, the Chairman and Secretary of the Special stockholders Meeting of MEGAWORLD PROPERTIES & HOLDINGS, INC., hereby certify that at the Special Stockholders Meeting held on January 10, 1994 at its principal office, the stockholders owning or representing more than TWO-THIRDS (2/3) of the outstanding capital stock of the Corporation passed and approved the following amendments to its Articles of Incorporation as follows, to wit :

*and majority of the Board*

ARTICLE VII

SEVENTH

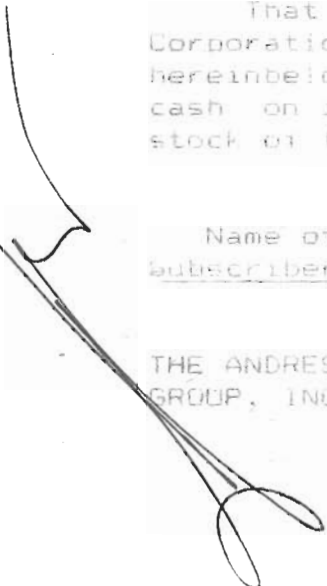
That the amount of capital stock of said corporation is ONE BILLION PESOS (P1,000,000,000.00); Philippine Currency, and said capital stock is divided into ONE BILLION (1,000,000,000) shares of COMMON STOCK with a par value of ONE PESO (P1.00) per share.

consequently pursuant to said amendment the 250,000,000 CUMULATIVE REDEEMABLE PREFERRED SHARES of the Corporation are henceforth reclassified into COMMON SHARES.

That furthermore, the requirements of secs. 10 & 38 of the Corporation Code have been complied with; and that finally only the hereinbelow listed stockholder has actually subscribed and paid in cash on its subscription to the increase of the authorized capital stock of the Corporation, to wit : *(Please see Annex "A")*

*2-7-94*

Name of subscriber	Nationality	Address	Subscription	Paid-in
THE ANDRESONS GROUP, INC.	Philippine	4th floor, Bonaventure Plaza, Greenhills, San Juan, Metro Manila	175,000,000	P31,250,000
TOTAL			P 175,000,000	P31,250,000



That the corporation had no bonded indebtedness as of January 10, 1994 and has actual indebtedness as of the date herein mentioned in the amount of P 53,000,000.00

FEB 07 1994

Attached are the true and correct copies of the Articles of Incorporation of Megaworld Properties and Holdings, inc., as amended.

IN WITNESS WHEREOF, we have hereunto set our hands this \_\_\_\_\_ day of January 1994 at Kalookan City, Philippines.

BOARD OF DIRECTORS

*[Signature]*  
ANDREW L. TAN  
President and Chairman of the Board

*[Signature]*  
KATHERINE L. TAN  
Treasurer/Director

*[Signature]*  
ANITA C. LIM  
Director

*[Signature]*  
MANUEL L. GALANG  
Director

*[Signature]*  
ELIZABETH DE JESUS  
Corporate Secretary/Direct

Republic of the Philippines  
Kalookan City ) S.S.

**FEB 07 1994**

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_th day of January 1994 at Kalookan City, Philippines, affiants exhibiting to me their respective Community Tax Certificate Numbers, dates and places of issue, to-wit:

	C.T.C. NO.	DATE/PLACE OF ISSUE
ANDREW L. TAN	10774465	2-26-93; Sea Jaga, M.M.
KATHERINE L. TAN	10776391	2-26-93 Sea Jaga, M.M.
ANITA C. LIM	A-14434709	1-13-93 Aparri
MANUEL GALANG	13478012	2-23-93 Kalookan
ELIZABETH DE JESUS	14784018	2-26-93; Kalookan

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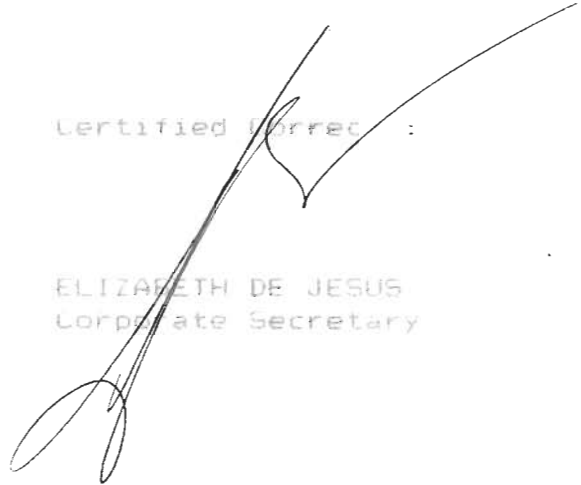
*[Signature]*  
**NIMFA E. SILVESTRE-PINEDA**  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 1994  
PTR NO. 0369133; 2-1-93  
KALOOKAN CITY

Annex "A"  
RECORDS DIV.  
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LIST OF SUBSCRIBER TO THE P500,000,000  
INCREASE IN CAPITAL STOCK

<u>Subscriber</u>	<u>Amount Subscribed</u>	<u>Paid-Up</u>
The Andresons Group, inc.	125,000,000.00	P 31,250,000.00

Certified Correct :



ELIZABETH DE JESUS  
Corporate Secretary

ANNEX "A"