



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 III thereof.)

copy annexed, adopted on April 14, 2014 by majority vote of the Board of Directors and on June 20, 2014 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 Mandaluyong City, Metro Manila, Philippines, this 17th day of November, Twenty Fourteen.


FERDINAND B. SALES

Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of Amended Articles
of Incorporation and By-Laws

SEC Registration Number

1 6 7 4 2 3

Former Company Name

M E G A W O R L D C O R P O R A T I O N

AMENDED TO:
New Company Name

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

2 8 / F T H E W O R L D C E N T R E , 3 3 0

S E N G I L P U Y A T A V E . M A K A T I C I T Y

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

867-8826

Company's Facsimile Number/s

CONTACT PERSON INFORMATION

Name of Contact Person

ROLANDO D. SIATELA

Email Address

Telephone Number/s

867-8826

Facsimile Number/s

Contact Person's Address

16th Floor, The World Centre, 330 Sen. Gil Puyat Ave., Makati 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

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 at the 28th Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, 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

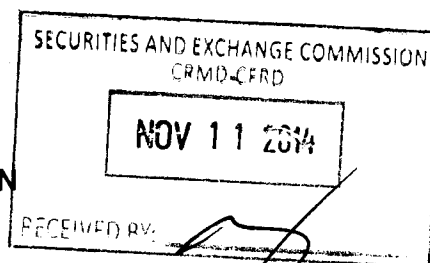
known to me and to me known to be the same persons whose names are subscribed and who executed the foregoing Articles of Incorporation and each of them acknowledged to me that he/she voluntarily executed the same.

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.

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION**



KNOW ALL MEN BY THESE PRESENTS:

We, the Chairman of the Board, the Corporate Secretary and at least a majority of the members of the Board of Directors of MEGAWORLD CORPORATION (the "Corporation"), a corporation organized and existing under Philippine laws with principal office at the 28th Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines, do hereby certify that:

1. On 14 April 2014, at least a majority of the members of the Board of Directors of the Corporation approved the amendment of the Third Article of the Corporation's Articles of Incorporation to read as follows:

"THIRD : That the place where the principal office of the Corporation is to be established or located is at the 28th Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines."

2. On 20 June 2014, during the Annual Meeting of stockholders of the Corporation held in Eastwood City, Bagumbayan, Quezon City, stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation ratified the said amendment to the Third Article of the Corporation's Articles of Incorporation.

3. The amendment to the Third Article of the Corporation's Articles of Incorporation consisting of the change in the principal office address of the Corporation from "Metro Manila, Philippines" to "28th Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines" is embodied in the attached true and correct copy of the Corporation's Amended Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands on this ~~NOV 05 2014~~ at Makati City, Philippines.

[Signature]
ANDREW L. TAN
Chairman of the Board

[Signature]
KINGSON U. SIAN
Director
Chairman, Annual Meeting

[Signature]
KATHERINE L. TAN
Director

[Signature]
ENRIQUE SANTOS L. SY
Director

GERARDO C. GARCIA
Director

[Signature]
ANNA MICHELLE T. LLOVIDO
Corporate Secretary

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

Republic of the Philippines)

) S.S.

PASIG CITY

BEFORE ME, a Notary Public for and in **PASIG CITY**,
 Philippines this NOV 05 2014 2014 at _____,
 Philippines, personally appeared the following:

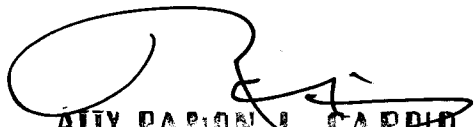
Name	<i>Competent Evidence of Identity</i>
	<i>Type of ID</i>
	<i>ID Number and Expiry Date (if applicable)</i>
Andrew L. Tan	Tax Identification No. 125-960-003
Kingson U. Sian	Tax Identification No. 184-618-473
Katherine L. Tan	Tax Identification No. 137-599-459
Enrique Santos L. Sy	Tax Identification No. 125-960-296
Gerardo C. Garcia	Tax Identification No. 110-183-659
Anna Michelle T. Llovido	Tax Identification No. 212-970-782

who were identified by me through competent evidence of identity or personally known to me to be the same persons described in the foregoing instrument, who acknowledged before me that their respective signatures on the instrument were voluntary affixed by them for the purposes stated therein, and who declared to me that they have executed the instrument as their free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand on the day, year and place first abovewritten.

Notary Public

Doc. No. 320 ;
 Page No. 64 ;
 Book No. CCCVIII ;
 Series of 2014.


ATTY. RAPON L. CARIPIO
 NOTARY PUBLIC
 UNTIL EXPIRES ON 2014
 POL. SEC. NO. 110-018-897
 MC. SEC. NO. 110-018-897
PTR NO. 00202015014-000003/2014 AT PASIG CITY

