



OFFICIAL RECEIPT  
 Republic of the Philippines  
 DEPARTMENT OF FINANCE  
 SECURITIES & EXCHANGE COMMISSION  
 SEC Building, EDSA, Greenhills  
 City of Mandaluyong, 1554



Accountable Form No. 51  
 Revised 2006

**ORIGINAL**

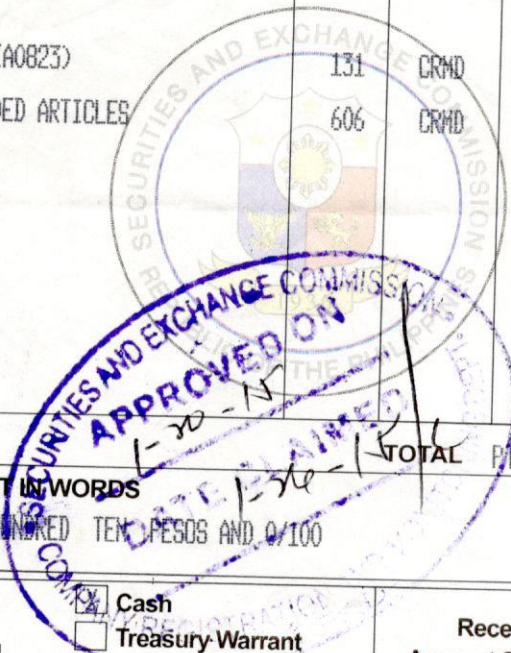
DATE

January 12, 2015

No. **1223129**

PAYOR  
 MAKATI FINANCE CORPORATION  
 MAKATI CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRF (A0823)	131	CRMD	10.00
AMENDED ARTICLES	606	CRMD	500.00



AMOUNT IN WORDS  
 FIVE HUNDRED TEN PESOS AND 0/100

TOTAL PHP 510.00

Received  Cash  
 Treasury Warrant  
 Check  
 Money Order

Treasury Warrant, Check,  
 Money Order Number

Date of Treasury Warrant,  
 Check, Money Order

Received the  
 Amount Stated Above

Mary Jane S. Domingue  
 COLLECTING OFFICER

O.R. No. 1223129

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

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

COMPANY REG. NO. 28788

**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

**MAKATI FINANCE CORPORATION**  
(Amending Article III thereof.)

copy annexed, adopted on July 31, 2014 by majority vote of the Board of Directors and 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 20<sup>th</sup> day of January, Twenty Fifteen.

  
FERDINAND B. SALES

Director

Company Registration and Monitoring Department



Daniel B. Co  
D. Enrique O. Co  
Anna Liza M. Ang-Co  
Maria Angeli Lerma-Ferrer  
Jihan Merrera-Gonzales  
Fatima Eliza O. Zuñiga  
Christa Maria V. Taguiam

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**CFA**  
L A W

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11 November 2014

SECURITIES AND EXCHANGE COMMISSION  
SEC Building  
E. de los Santos Avenue  
Mandaluyong City

Re : AMENDMENT OF ARTICLES OF INCORPORATION;  
CHANGE OF PRINCIPAL OFFICE ADDRESS

Gentlemen:

On behalf of our client, **MAKATI FINANCE CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, we respectfully request for the approval of the amendment of its Articles of Incorporation, amending its principal office address to 2F Makati Finance Bldg. 7823 Makati Avenue, Makati City.

Enclosed herewith in support of this request are the following documents:

- Certificate of Amendment of the Articles of Incorporation;
- Amended Articles of Incorporation; and
- Secretary's Certificate on the lack of pending action involving an intra-corporate dispute.

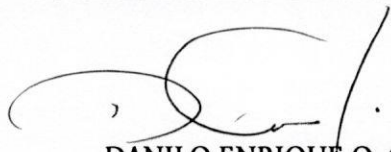
Should you have any questions on any of the foregoing, we shall be available to discuss them with you at your most convenient time.

Thank you for your usual prompt attention.

Very truly yours,

**CO FERRER & ANG-CO LAW OFFICES**

By:

  
DANILO ENRIQUE O. CO

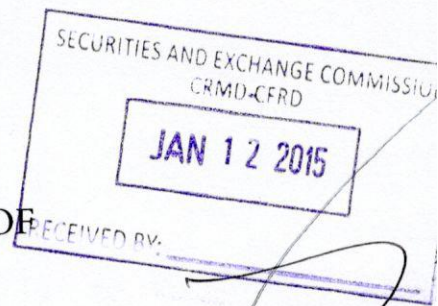
  
MEDIATRIX A. SANTOS

MFC-LSEC.AMENDAOI [ELAINE]

**CO FERRER & ANG-CO LAW OFFICES**

11F Atlanta Centre, 31 Annapolis St., Greenhills, San Juan, Metro Manila, Philippines  
(632) 5841026 to 27 (632) 5840704 legal\_services@cfa-law.com www.cfa-law.com

CERTIFICATE OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION OF



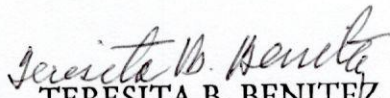
**MAKATI FINANCE CORPORATION**

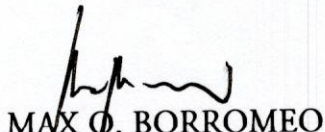
**KNOW ALL MEN BY THESE PRESENTS:**

The undersigned Corporate Secretary and the majority members of the Board of Directors of MAKATI FINANCE CORPORATION (hereinafter referred to as the "Corporation") do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation embodying the underscored amendment to the THIRD Article changing the principal office address of the Corporation from Makati, Rizal, Philippines to 2F Makati Finance Bldg. 7823 Makati Avenue, Makati City is true and correct and was approved by the affirmative vote of at least a majority of the members of the Board of Directors, and by the vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their respective meetings held on 31 July 2014 at the principal office of the Corporation.

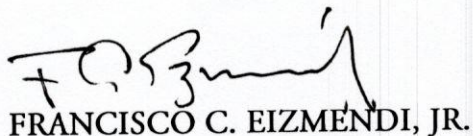
**JAN 12 2014** WITNESS WHEREOF, we have hereunto signed this Certificate this  
\_\_\_\_\_, at **MANILA**.

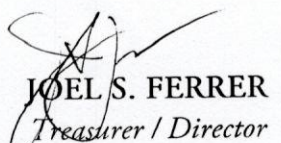
  
RENE B. BENITEZ  
*Chairman / Director*  
T.I.N.: 137-438-326

  
TERESITA B. BENITEZ  
*Vice-Chairperson / Director*  
T.I.N.: 138-606-517

  
MAX O. BORRROMEO  
*President / Director*  
T.I.N.: 108-479-305

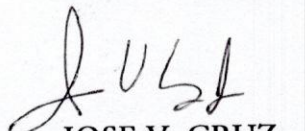
  
JUAN CARLOS DEL ROSARIO  
*Director*  
T.I.N.: 129-544-423

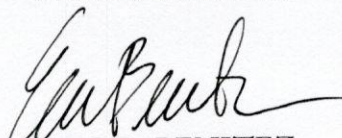
  
FRANCISCO C. EIZMENDI, JR.  
*Director*  
T.I.N.: 119-132-505

  
JOEL S. FERRER  
*Treasurer / Director*  
T.I.N.: 103-275-130

  
EUGENIO E. REYES  
*Director*  
T.I.N.: 116-344-865

  
MICHAEL WEE  
*Director*  
T.I.N.: 203-366-253

  
JOSE V. CRUZ  
*Director*  
T.I.N.: 245-698-882

  
ERIC B. BENITEZ  
*Director*  
T.I.N.: 156-258-402

  
LAWRENCE EE  
*Director*  
T.I.N.: 436-266-575


  
DANILO ENRIQUE O. CO  
*Corporate Secretary*  
T.I.N.: 134-866-959

NOV 12 2014

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ at \_\_\_\_\_, Metro Manila, affiants exhibiting to me their Competent Evidence of Identity and Community Tax Certificate Nos., as follows:

Name	Community Tax Cert./ Competent Evidence of Identity No.	Date/Place Issued
RENE B. BENITEZ	34267834	01/15/14 MANILA
TERESITA B. BENITEZ	10856905	1/9/14 Makati
MAX O. BORROMEO	EB9728865	12/02/2013
JUAN CARLOS DEL ROSARIO	CC1 2014 01572543	03/03/2014 MAKATI CITY
FRANCISCO C. EIZMENDI, JR.	CTC 27957615	01/11/14 PASIG CITY
JOEL S. FERRER	CC1201210873415	01/16/2014
EUGENIO E. REYES	TIN 176-244-865	
MICHAEL WEE	203-366-253	
JOSE V. CRUZ	CC1201434267841	1/3/14
ERIC B. BENITEZ	10856907	1/9/14 Makati
LAWRENCE EE	436-266-575	
DANILO ENRIQUE O. CO	N04-86-035228	2/15/13 - 11/15/15 Quezon City

Doc. No. 21;  
 Page No. 6;  
 Book No. ~~XXX~~;  
 Series of 2014.

  
**ATTY. CESAR G. VIOLA**  
 NOTARY PUBLIC  
 UNTIL DEC. 31, 2014  
 PTR NO. 2532586 / 01-02-0019  
 IBP NO. 905607, 11-09-12  
 ROLL NO. 15654  
 MCLE COMPLIANCE NO. TV  
 1004741-021-03-12

# COVER SHEET

## COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application	S.E.C. Registration Number										
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Company Name																																								
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Principal Office (No./Street/Barangay/City/Town/Province)																																																																														
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### COMPANY INFORMATION

Company's Email Address Number's	Company's Telephone Number's	Company's Facsimile
	584-1026 to 27	

### CONTACT PERSON INFORMATION

Name of Contact Person	Email Address	Telephone Numbers	Facsimile Numbers
Danilo Enrique O. Co	legal_services@cfa-law.com	584-1026 to 27	584-1026 to 27

### Contact Person's Address

1105 Atlanta Centre, 31 Annapolis St., Greenhills, San Juan Metro Manila
--

### 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		

**AMENDED  
ARTICLES OF INCORPORATION**

OF

**MAKATI FINANCE CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age and residents of the Philippines have this day voluntarily associated ourselves 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

**MAKATI FINANCE CORPORATION**

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

**PRIMARY PURPOSE**

To provide, extend and maintain credit facilities for the financing and assistance by way of loan, subsidy, or otherwise, of any person, partnership, firm, company, corporation or entity, domestic or foreign, engaged in any type of lawful trade, business undertaking or endeavor within the commerce or men; to purchase, to own, to sell, mortgage, assign or otherwise dispose of negotiable instruments, notes, receivable, accounts receivable, letters of credit and other evidences of indebtedness, owned by any person, partnership, corporation, firm or association, or under such terms and conditions as the corporation may deem fit to undertake, the collection of such negotiable instruments, letters of credit, notes receivable, and other evidences of indebtedness; to undertake any business venture or enterprise which may be undertaken and carried on as capitalists, financiers, contractors, merchants, broker or agents, either directly by itself or under its own name or indirectly by way of ownership of shares and/or other interests in such business or enterprises; for the purpose of extending credit facilities to consumers and to industrial, commercial or agricultural enterprises either by discounting or factoring commercial papers or accounts receivables or by buying or selling contracts, leases chattel mortgages other evidences of indebtedness, or by leasing of motor vehicles, heavy equipment, and industrial machinery, business and office machines and equipment, appliances and other movable property.

**SECONDARY PURPOSE**

1. To borrow money, and, from time to time, to make, to accept, indorse, execute, and issue bonds, promissory notes, bills or exchange, debentures, and other obligations of the corporation, for moneys borrowed, or for payment of property acquired, or for any of the other purposes of the corporation, and to secure payment of any such obligations by pledge, deed, indenture, agreement, mortgage, or other instruments of trust, or by other lien upon, assignment of, for agreement, in regard to all or any of the real or personal



property, interest, rights, franchises, or privileges of corporation, wherever situated, whenever nor owned or hereafter to be acquired; and to sell or otherwise dispose of any or all such bonds, debentures, or obligations, in such manner and terms as may be deemed judicious.

2. To purchase or acquire and to own, hold, sell, exchange, mortgage, lease, develop, or otherwise deal in real estate or any interest therein, to manage, administer, and/or improve real properties owned by the corporation; and to lend, advance money or otherwise give credit against securities consisting of first mortgages on improved real estate, pledge, or assignments or warehouse warrants, bills of lading or other commercial documents covering readily merchantable goods, products or commodities.

3. To manage, and promote commercial, industrial or agricultural companies, business and undertaking; to underwrite the sale and/or issuance of shares of stocks, bonds, debentures of such companies or businesses and conformably with law, but the corporation shall not engage as stockholders or dealers in securities.

4. To act as financial, commercial, general agent or factor of, or to undertake the general management for, any person, partnership, or corporation, firm or association in carrying on either within or without the Republic of the Philippines any transaction, negotiation or business, and while acting as stock agent, factor or manager to perform such acts and transactions or enter into such obligations as shall tend to promote the interests that the corporation shall represent.

5. To purchase or acquire, hold, to sell or otherwise dispose of, shares of the capital stock, bonds, or other evidence of deed issued by any other company, corporation or partnership, whether foreign or domestic; and while the holder of any such shares of stock, to exercise all the rights and privileges of ownership, to the same extent as a juridical person could do.

6. To carry on a general mercantile, export, import and commission business, buying or acquiring, holding, selling or disposing of or dealing in any good, wares, merchandise of products, whether natural or artificial, of the Philippine Islands, or anything of any nature which is or may become an article of commerce in the Philippines or other countries; to engage in production or manufacturer, or aid in the production or manufacture of anything in which it may deal or to subject such thing to any process or treatment for the purpose of increasing its value or utility.

7. To acquire or to obtain from any governmental authority, national or municipal, local or otherwise, or any company, corporation or person such charters, franchise, licenses, rights, privileges and/or concessions, which may be necessary or conducive to the attainment of any objectives of the corporation.

8. To purchase, acquire, sell and convey such real or personal properties as may be necessary for the proper conduct of the business of the corporation, including patents, trademarks, trade names, and other rights over property that are essential to the enhancement of, or the protection of the value of the business of the corporation.

9. To borrow or raise money for any of the objects of the corporation from time to time, to draw, make or accept, indorse, guarantee, execute or issue promissory notes, bonds, debentures and other negotiable and non-negotiable instruments or indebtedness, and to secure the payment thereof, by mortgage, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired; and to sell pledge, or otherwise dispose of such securities or obligations of the corporation for its corporate purposes.

10. To engage in real estate business, purchase, hold, sell, mortgage, rent, lease or otherwise dispose of all kinds of real estate, property, whether improved or unimproved, be it residential, commercial or agricultural.

11. To engage in the promotion, assistance, development, exploitation, and creation of any type of lawful trade, business, enterprises, industry or endeavor within the commerce of men, all insofar as and to the full extent permitted by law.

It being expressly declared that, without in any particular limiting its powers, the corporation may make and execute or perform any contracts of whatsoever kind, nature, or description, with any person, company, firm or corporation, whether public or private, without limit as to amount, and particularly, but not by way of limitation, to make and perform contracts, creating rights and obligations respecting any property, real or personal, of any kind, nature and description, owned by the corporation, to have one or more branch offices within the Philippines, and to conduct business and exercise powers in any part of the Philippines, or in any other country or nation; and other acts and things, and to exercise any and all powers, which a juridical person could do and exercise and which now or hereafter may be authorized by law.

And all foregoing clauses shall be construed both as objects and powers; it being expressly provided, however, that the corporation shall under no circumstances carry out or exercise any of its objects or powers unless in accordance with or permitted by law.

THIRD: That the place where the principal office of the corporation is to be established is 2F Makati Finance Bldg., 7823 Makati Avenue, Makati City.<sup>1</sup>

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

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

Name	Nationality	Residence
Isidro B. Benitez	Filipino	8546 Mercedes Street, Makati, Rizal
Teresita B. Benitez	Filipino	8546 Mercedes Street, Makati, Rizal
Enrique M. Herbosa	Filipino	9203 Antares Street, Makati, Rizal
Antonio Cumagun	Filipino	69 Paseo de Roxas, Makati, Rizal
Rolando de la Rosa	Filipino	26-A Tabayoc Street, Sta Mesa Heights, Quezon City

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<sup>1</sup> As amended by the affirmative vote of at least a majority of the members of the Board of Directors and by the vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their respective meetings held on 31 July 2014.

SIXTH: That the numbers of directors of said corporation shall be Eleven (11) 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 By-Laws are as follows: (As amended on January 28, 1998)

Name	Residence
Isidro B. Benitez	8546 Mercedes Street, Makati, Rizal
Teresita B. Benitez	8546 Mercedes Street, Makati, Rizal
Enrique M. Herbosa	9203 Antares Street, Makati, Rizal
Antonio Cumagun	69 Paseo de Roxas, Makati, Rizal
Rolando de la Rosa	26-A Tabayoc Street, Sta. Mesa Heights Quezon City

<sup>1</sup>SEVENTH: That the authorized capital stock of the Corporation shall be Three Hundred Million Pesos (P300,000,000.00) Philippine Currency, divided into Three Hundred Million (300,000,000) common shares with a par value of One Peso (P1.00) per share.

All the stockholders of the Corporation shall not enjoy pre-emptive rights to subscribe to or to purchase any or all issues or dispositions of share of any class of the Corporation; *provided*, that the stockholders shall be given notice of any new issue of shares by the Corporation. (As amended on December 17, 1997)

EIGHT: That the amount of the aforesaid capital stock which has been subscribed is PESOS ONE HUNDRED THOUSAND (P100,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	No. of Shares	Amount Subscribed
Isidro B. Benitez	3,500	P 35,000.00
Teresita B. Benitez	6,470	64,700.00
Enrique M. Herbosa	10	100.00
Antonio Cumagun	10	100.00
Rolando de la Rosa	10	100.00
	<u>10,000</u>	<u>P 100,000.00</u>

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

Name	Amount Paid on Subscription
Isidro B. Benitez	P 35,000.00
Teresita B. Benitez	64,700.00
Enrique M. Herbosa	100.00
Antonio Cumagun	100.00
Rolando de la Rosa	100.00
	<u>P 100,000.00</u>

<sup>1</sup> As Amended at a meeting of the Board of Directors and Stockholders' held on November 06, 2007

TENTH: That Teresita B. Benitez 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 as such Treasurer, she has been authorized to receive for the corporation and to receipt in its name for all subscription paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on this 17<sup>th</sup> day of February 1966 at Makati, Philippines.

(SGD) ISIDRO B. BENITEZ

(SGD) ANTONIO CUMAGUN

(SGD) TERESITA B. BENITEZ

(SGD) ROLANDO DE LA ROSA

(SGD) ENRIQUE M. HERBOSA

SIGNED IN THE PRESENCE OF:

(SGD) ILLEGIBLE

(SGD) ILLEGIBLE

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)  
Makati, Metro Manila ) S.S.

BEFORE ME, the undersigned, a Notary Public, for and in the City of Manila, Philippines, personally appeared the following persons, with their respective Residence Certificate, to us:

Name	Number	Date and Place of Issue
Isidro B. Benitez	A-441644 03	03 January 1966, Manila
Teresita B. Benitez	A-126462	13 January 1966, Manila
Enrique M. Herbosa	A-1409 03	03 January 1966, Manila
Antonio Cumagun	A-4901009	12 January 1966, Manila
Rolando de la Rosa	A-26062 04	04 January 1966, Manila

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

IN WITNESS WHEREOF, I have hereunto set my hand and affix my notarial seal on this 17<sup>th</sup> day of February 1966 in the City of Manila, Philippines.

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REPUBLIC OF THE PHILIPPINES )  
MANILA ) S.S.

SECRETARY'S CERTIFICATE

I, **DANILO ENRIQUE O. CO**, of legal age, Filipino and with office address at 11F Atlanta Centre, Annapolis St., San Juan, Metro Manila, after being duly sworn to in accordance with law, hereby depose and state that:

1. I am the Corporate Secretary of **MAKATI FINANCE CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines with office address at 2F Makati Finance Bldg. 7823 Makati Avenue, Makati 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 major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN **NOV 12 2014** WITNESS WHEREOF, I have hereunto affixed my signature this  
\_\_\_\_\_ at **MANILA**.

  
D. ENRIQUE O. CO  
Corporate Secretary

**NOV 12 2014** SUBSCRIBED AND SWORN to before me on the date and place above-written, affiant exhibiting to me his Competent Evidence of Identity (Driver's License) No. N04-86-035228 issued at Quezon City on 15 February 2013 expiring 15 November 2015.

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