



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, 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 28, 2016 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 Pasay City, Metro Manila, Philippines, this 16th day of January, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
**AMENDMENT OF AOI;
 CHANGE IN PRINCIPAL OFFICE
 ADDRESS**

S.E.C. Registration Number

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Company Name

				M	A	K	A	T	I		F	I	N	A	N	C	E					
				C	O	R	P	O	R	A	T	I	O	N								

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

3	/	F		M	A	Z	D	A		M	A	K	A	T	I		B	L	D	G	.
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		A	V	E	N	U	E	,		M	A	K	A	T	I		C	I	T	Y	

COMPANY INFORMATION

Contact Person ATTY. HENRY CO	Company's Telephone Number's 584-10-26 TO 27	Contact Person's Telephone Number
Contact Person's Address 11F Atlanta Centre Annapolis St., Greenhills, San Juan City		

To be Accomplished by CRMD Personnel

Assigned Processor: <u>Ms. Villegas</u>	Date: <u>9/13</u>	Signature: _____
_____	_____	_____
_____	_____	_____

Document I.D.: _____

Received by Corporate Filing and Records Division (CFRD) _____

- Forwarded to:
- Corporate and Partnership Registration Division
 - Green Lane Unit
 - Financial Analysis and Audit Division
 - Licensing Unit

your ok!
 applicant is provided with
 to present is required
 address for change of
 contact of
 9/14

CFA
L A W

Daniel B. Co
D. Enrique O. Co
Anna Liza M. Ang-Co
Maria Angeli Lerma-Ferrer
Jihan G. Merrera-Gonzales
Alyssa Agustina A. Fucoy
Franz Liz. R. Garay

10 August 2016

SECURITIES AND EXCHANGE COMMISSION
SEC Building
E. De Los Santos Avenue
Greenhills, Mandaluyong City

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

Gentlemen:

On behalf of our client, **MAKATI FINANCE CORPORATION** (hereinafter referred to as the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with address at 3F Mazda Makati Building, 2301 Chino Roces Avenue, Barangay Magallanes, Makati City, we respectfully request for the approval of the amendment of the Articles of Incorporation, effecting a change of its principal office address from 2F Makati Finance Building, 7823 Makati Avenue, Makati City to 3F Mazda Makati Building, 2301 Chino Roces Avenue, Barangay Magallanes, Makati City.

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

1. Directors' Certificate of Amendment of the Articles of Incorporation;
2. Amended Articles of Incorporation; and
3. 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.

We trust that this request will merit your immediate and favorable consideration and approval. Thank you.

Very truly yours,

CO FERRER ANG-CO & GONZALES LAW OFFICES

By:


D. ENRIQUE O. CO

MFC-L.SEC.AMENDAOI [TRISH]

**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 of 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 whereafter 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 or of 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, enterprise, 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 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 at 3F Mazda Makati Building, 2301 Chino Roces Avenue, Barangay Magallanes, Makati City.¹

FOURTH: That the term for which said Corporation is to exist is extended to another fifty (50) years from 22 February 2016. (As amended on 21 October 2015)

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

¹ Approved by the affirmative vote of at least a majority of the members of the Board of Directors at their meeting held last 28 July 2016 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 meeting held on 28 July 2016 at the principal office of the Corporation.

SIXTH: That the number 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

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.¹

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)

EIGHTH: 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 they have subscribed the amount 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>

¹ 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 17th 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-44164403	03 January 1966, Manila
Teresita B. Benitez	A-126462	13 January 1966, Manila
Enrique M. Herbosa	A-140903	03 January 1966, Manila
Antonio Cumagun	A-4901009	12 January 1966, Manila
Rolando de la Rosa	A-2606204	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 WITNES WHEREOF, I have hereunto set my hand and affix my notarial seal on this 17th day of February 1966 in the City of Manila, Philippines.

NOTARY PUBLIC

Doc. No. 337
Page No. 69
Book No. XX
Series of 1966.

REPUBLIC OF THE PHILIPPINES)
Makati City) S.S.

SECRETARY'S CERTIFICATE

I, **DANILO ENRIQUE O. CO**, of legal age, Filipino and with office address at 11F Atlanta Center, 31 Annapolis St., San Juan City, Metro Manila, 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 and by virtue of the laws of the Republic of the Philippines with address at 3F Mazda Makati Building, 2301 Chino Roces Avenue, Barangay Magallanes, 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 Trustees, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

15 AUG 2016 IN WITNESS WHEREOF, I have hereunto affixed my signature this at Makati City.

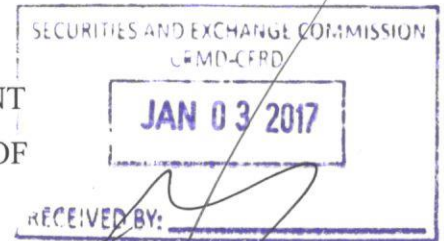

D. ENRIQUE O. CO
Corporate Secretary

15 AUG 2016 **SUBSCRIBED AND SWORN** to before me this _____, affiant exhibiting to me his Competent Evidence of Identity (Passport) No. EB5073866 issued at DFA Manila on 3 April 2012 expiring on 02 April 2017.

Doc. No. 343 ;
Page No. 70 ;
Book No. 1 ;
Series of 2016.


ATTY. ALYSSA AROMIN FUCOY
Notary Public - Makati City
Appointment No. M-29 (13 Jan. 2016 to 31 Dec. 2017)
Attorney's Roll No. 64236
PTR No. 5326881, 06 Jan. 2016, Makati City
IBP No. 1018444, Makati City Chapter
MCLE Compliance No. V-0012332
Tax Identification No. 220-862-681

DIRECTOR'S CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF

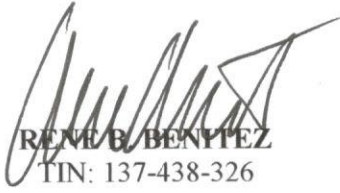


MAKATI FINANCE CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

The undersigned Corporate Secretary and the 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 Address from 2F Makati Finance Building, 7823 Makati Avenue, Makati City to 3F Mazda Makati Building, 2301 Chino Roces Avenue, Barangay Magallanes, 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 28 July 2016 at the principal office of the Corporation.

IN WITNESS WHEREOF, we have hereunto signed this Certificate this 15 AUG 2016, at Makati City.



RENE B. BENITEZ
TIN: 137-438-326



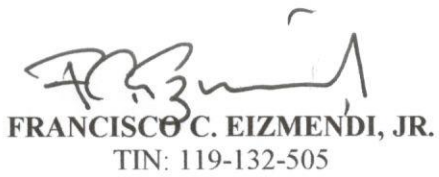
MAX O. BORRROMEO
TIN: 108-479-305



MAXCY FRANCISCO JOSE R. BORRROMEO



JUAN CARLOS DEL ROSARIO
TIN: 129-544-423



FRANCISCO C. EIZMENDI, JR.
TIN: 119-132-505



JOEL S. FERRER
TIN: 103-275-130



EUGENIO E. REYES
TIN: 116-544-865



MICHAEL WEE
TIN: 203-366-253



JOSE V. CRUZ
TIN: 245-698-882



ERIC B. BENITEZ
TIN: 154-258-402



LAWRENCE EE
TIM: 436-266-575




DANILO ENRIQUE O. CO
TIN: 134-866-959

SUBSCRIBED AND SWORN to before me this 15 AUG 2016 at Makati City, Metro Manila, affiants exhibiting to me their Competent Evidence of Identity and Community Tax Certificate Nos., as follows:

Name	Comm. Tax Cert./ Competent Evidence of Identity No.	Date/Place Issued
MAXY FRANCISCO JOSE R. BORROMELO	TIN 153-065-629	
RENE B. BENITEZ	34267834	01-15-14 Manila
MAX O. BORROMELO	EB9728865	12/02/2013
JUAN CARLOS DEL ROSARIO	CC1201401572543	03/03/2014 Makati
FRANCISCO C. EIZMENDI, JR.	CTC : 27957615	01/11/14 Pasig
JOEL S. FERRER	CTC : CC1201210873415	01/16/2014
EUGENIO E. REYES	TIN : 176-244-865	
MICHAEL WEE	TIN : 203-366-253	
JOSE V. CRUZ	CC1201434267841	01/03/2014
ERIC B. BENITEZ	10856907	01/09/2014 Makati
LAWRENCE EE	TIN : 436-266-575	
DANILO ENRIQUE O. CO	EB5073866	03/04/2012 San Juan

Doc. No. 342 ;
Page No. 70 ;
Book No. 1 ;
Series of 2016.


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