



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
Ground Floor, Secretariat Building, PICC  
City of Pasay, Metro Manila

COMPANY REG. NO. 2022030044636-59

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

**PREMIERE ISLAND PHILIPPINES HOLDING  
CORPORATION**  
(Amending Article VII thereof)

copy annexed, adopted on March 9, 2022 by a 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 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 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 Pasay City, Metro Manila, Philippines, this 31<sup>st</sup> day of May, Twenty Twenty Two.

  
GERARDO F. DEL ROSARIO  
Director

Company Registration and Monitoring Department

**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PREMIERE ISLAND PHILIPPINES HOLDING CORPORATION**

**KNOW ALL MEN BY THESE PRESENTS:**

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines;

**AND WE HEREBY CERTIFY:**

First: That the name of said corporation shall be

**PREMIERE ISLAND PHILIPPINES HOLDING CORPORATION**

Second: That the purpose or purposes for which such corporation is incorporated are:

To invest in, purchase, or otherwise acquire and own, hold, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real property and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences 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 thereof in money or by exchanging thereof stocks, bonds, and other evidences of indebtedness or securities of this or any other corporation, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of interest, dividends, and income arising from such property, and while the owner or holder thereof, to exercise all the rights, powers and privileges of ownership, including all voting powers of any stock so owned; provided that it shall not act as stock broker or dealer in securities nor solicit, take, accept and/or issue investments and/or investment contracts from public investors.;

Provided that the corporation shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts.

Third: That the principal office of the corporation is located in 0 4TH STARMALL IT HUB CV STARR AVE PHILAMLIFE PAMPLONA DOS LAS PINAS, CITY OF LAS PINAS, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1747;

Fourth: That the corporation shall have perpetual existence;

Fifth: That the names, nationalities and residences of the incorporators are as follows:

Name	Nationality	Residence
CARENCE JANELLE CO NAVIDAD	Filipino	Anabu II-F, <del>IMUS</del> CITY, CAVITE, REGION IV-A (CALABARZON), 4103
ARIANE MAE VARGAS VALLADA	Filipino	San Roque (Pob.), <del>IRIGA</del> CITY, CAMARINES SUR, REGION V (BICOL REGION), 4431
EUREKA DEMAISIP CANDARI	Filipino	Communal, <del>DAVAO</del> CITY, DAVAO DEL SUR, REGION XI (DAVAO REGION), 8000
REEVA SHAYNE PUGONG VIADO	Filipino	Tandang Sora, <del>QUEZON</del> CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1107
RALPH MICHAEL VITA LORILLA	Filipino	San Isidro, <del>CAINTA</del> , RIZAL, REGION IV-A (CALABARZON), 1900

Sixth: That the number of directors of the corporation shall be five (5); and the names, nationalities and residences of the first directors of the corporation are as follows:

Name	Nationality	Residence
CARENCE JANELLE CO NAVIDAD	Filipino	Anabu II-F, <del>IMUS</del> CITY, CAVITE, REGION IV-A (CALABARZON), 4103
ARIANE MAE VARGAS VALLADA	Filipino	San Roque (Pob.), <del>IRIGA</del> CITY, CAMARINES SUR, REGION V (BICOL REGION), 4431
EUREKA DEMAISIP CANDARI	Filipino	Communal, <del>DAVAO</del> CITY, DAVAO DEL SUR, REGION XI (DAVAO REGION), 8000
REEVA SHAYNE PUGONG VIADO	Filipino	Tandang Sora, <del>QUEZON</del> CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1107
RALPH MICHAEL VITA LORILLA	Filipino	San Isidro, <del>CAINTA</del> , RIZAL, REGION IV-A (CALABARZON), 1900

Seventh: That the authorized capital stock of the corporation is Seven Billion Five Hundred Million Pesos (PHP7,500,000,000.00) divided into Seven Billion Five Hundred Million

**(7,500,000,000) common shares with the par value of One Peso (PHP1.00) per share. (As amended by the Board of Directors and the Stockholders on 9 March 2022).**

Eighth: That the authorized capital stock above has been subscribed and paid as follows:

Name	Nationality	Share Type	No. of Shares Subscribed	Amount Subscribed
CARENCE JANELLE CO NAVIDAD	Filipino	Common - Voting - with Par	1	P1.00
ARIANE MAE VARGAS VALLADA	Filipino	Common - Voting - with Par	1	P1.00
EUREKA DEMAISIP CANDARI	Filipino	Common - Voting - with Par	1	P1.00
REEVA SHAYNE PUGONG VIADO	Filipino	Common - Voting - with Par	1	P1.00
RALPH MICHAEL VITA LORILLA	Filipino	Common - Voting - with Par	1	P1.00
PRIME ASSET VENTURES, INC.	Filipino	Common - Voting - with Par	4,995	P4,995.00
<b>TOTAL</b>			<b>5,000</b>	<b>P5,000.00</b>

Name	Share Type	Mode of Payment	Amount Paid	Add'l Paid-in Capital
CARENCE JANELLE CO NAVIDAD	Common - Voting - with Par	Cash	P1.00	P0.00
ARIANE MAE VARGAS VALLADA	Common - Voting - with Par	Cash	P1.00	P0.00
EUREKA DEMAISIP CANDARI	Common - Voting - with Par	Cash	P1.00	P0.00
REEVA SHAYNE PUGONG VIADO	Common - Voting - with Par	Cash	P1.00	P0.00
RALPH MICHAEL VITA LORILLA	Common - Voting - with Par	Cash	P1.00	P0.00

PRIME ASSET VENTURES, INC.	Common - Voting - with Par	Cash	P4,995.00	P0.00
<b>TOTAL</b>			<b>P5,000.00</b>	<b>P0.00</b>

Ninth: That ARIANE MAE VARGAS VALLADA has been elected by the subscribers as Treasurer of the Corporation to act as such until after the successor is duly elected and qualified in accordance with the bylaws, that as Treasurer, authority has been given to receive in the name and for the benefit of the corporation, all subscriptions, contributions or donations paid or given by the subscribers or members, who certifies the information set forth in the seventh and eighth clauses above, and that the paid-up portion of the subscription in cash and/or property for the benefit and credit of the corporation has been duly received.

Tenth: 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 as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

Eleventh: That the incorporators undertake to change the name of the corporation immediately upon receipt of notice from the Commission that another corporation, partnership or person has acquired a prior right to the use of such name, that the name has been declared not distinguishable from a name already registered or reserved for the use of another corporation, or that it is contrary to law, public morals, good customs or public policy.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this 4th day of March, 2022 in the City/Municipality of CITY OF LAS PIÑAS, Republic of the Philippines.

Name	TIN	Signature
CARENCE JANELLE CO NAVIAD	333-517-058-000	SGD.
ARIANE MAE VARGAS VALLADA	261-844-151-000	SGD.
EUREKA DEMAISIP CANDARI	284-571-520-000	SGD.
REEVA SHAYNE PUGONG VIADO	335-365-235-000	SGD.

RALPH MICHAEL VITA LORILLA	273-526-304-000	SGD.
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REPUBLIC OF THE PHILIPPINES)

**MAKATI CITY**

) ss.

**SECRETARY'S CERTIFICATE**

I, **TIMOTHY JOSEPH M. MENDOZA**, Filipino, of legal age and with office address at 9<sup>th</sup> Floor, Vista Place, Vista Hub Campus Tower 1, Hon. Levi B. Mariano Avenue, Barangay Ususan, Taguig City, after having been sworn to in accordance with law, hereby depose and state that:

1. I am the duly appointed Corporate Secretary of **PREMIERE ISLAND PHILIPPINES HOLDING CORPORATION** (the "**Corporation**"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at 4th Floor, Starmall IT Hub, CV Starr Ave., Philamlife Village, Las Piñas 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 WITNESS WHEREOF**, I hereunto set my hand this 09 MAR 2022 at **MAKATI CITY**.

  
**TIMOTHY JOSEPH M. MENDOZA**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me on this 09 MAR 2022, affiant exhibiting to me his Driver's License No. N26-98-018797 issued by LTO on February 24, 2020 and valid until June 10, 2024.

Doc. No. 348 ;  
Page No. 71 ;  
Book No. I ;  
Series of 2022.

  
**ATTY. KAREN G. EMPAYNADO**  
Appointment No. M-350  
Notary Public until 31 December 2021  
(Extended until 30 June 2022 Per B.M. No. 3795)  
10th Floor, Liberty Center, 104 H.V. de La Costa  
Salcedo Village, Makati City 1227  
Roll No. 66325  
IBP Lifetime Member No. 015033, Makati City  
PTR No. 8535973, 06 January 2021, Makati City  
MCLE Compliance No. VI-0022120, Valid until April 14, 2022

**CERTIFICATE OF AMENDMENT OF  
THE ARTICLES OF INCORPORATION OF  
PREMIERE ISLAND PHILIPPINES HOLDING CORPORATION**

We, the undersigned, being a majority of the members of the Board of Directors of **PREMIERE ISLAND PHILIPPINES HOLDING CORPORATION** (the “**Corporation**”) and the Corporate Secretary of the Corporation, do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendment to the SEVENTH Article as set forth below, are true and correct and were approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meeting held on 9 March 2022 and by the affirmative 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 9 March 2022 at the principal office of the Corporation.

The amendment to the SEVENTH Article reflects increase in the authorized capital stock from Five Thousand Pesos (PHP5,000.00) in lawful money of the Philippines, divided into Five Thousand (5,000) common shares with the par value of One Peso (PHP1.00) per share to Seven Billion Five Hundred Million Pesos (PHP7,500,000,000.00) divided into Seven Billion Five Hundred Million (7,500,000,000) common shares with the par value of One Peso (PHP1.00) per share, and consequently, the SEVENTH Article shall read as follows:

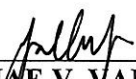
**“SEVENTH:** That the authorized capital stock of the corporation is Seven Billion Five Hundred Million Pesos (PHP7,500,000,000.00) divided into Seven Billion Five Hundred Million (7,500,000,000) common shares with the par value of One Peso (PHP1.00) per share.”

**IN WITNESS WHEREOF**, we have hereunto signed this Certificate of Amendment of the Articles of Incorporation this 09 MAR 2022 in MAKATI CITY.

  
\_\_\_\_\_  
**RALPH MICHAEL V. LORILLA**  
TIN: 273-526-304-000  
Chairman

  
\_\_\_\_\_  
**CARENCE JANELLE C. NAVIDAD**  
TIN: 333-517-058-000  
Director

  
\_\_\_\_\_  
**REEVA SHAYNE P. VIADO**  
TIN: 335-365-235-000  
Director

  
\_\_\_\_\_  
**ARIANE MAE V. VALLADA**  
TIN: 261-844-151-000  
Director

  
\_\_\_\_\_  
**EUREKA D. CANDARI**  
TIN: 284-571-520-000  
Director

  
\_\_\_\_\_  
**TIMOTHY JOSEPH M. MENDOZA**  
TIN: 211-506-975  
Corporate Secretary



SUBSCRIBED AND SWORN to before me this 09 MAR 2022, affiants exhibiting to me the following government-issued IDs:


<u>Name</u>	<u>Valid ID No.</u>	<u>Date &amp; Place Issued</u>
Carence Janelle C. Navidad	Driver's License No. D06-11-006125	LTO – valid until 20 April 2022
Arianne Mae V. Vallada	Driver's License No. E07-06-000943	LTO – valid until 25 September 2022
Eureka D. Candari	Driver's License No. L02-18-007060	LTO – valid until 22 April 2023
Ralph Michael V. Lorilla	Driver's License No. N02-09-006844	LTO – valid until 4 January 2023
Reeva Shayne P. Viado	Driver's License No. N01-09-025849	LTO – valid until 13 August 2026
Timothy Joseph M. Mendoza	Driver's License No. N26-98-018797	LTO - valid until June 10, 2024.

Doc. No. 300 ;

Book No. 91 ;

Page No. 2 ;

Series of 2022.

  
**ATTY. KAREN G. EMPAYNADO**  
Appointment No. M-350  
Notary Public until 31 December 2021  
(Extended until 30 June 2022 Per B.M. No. 3795)  
10th Floor, Liberty Center, 104 H.V. de La Costa  
Salcedo Village, Makati City 1227  
Roll No. 66325  
IBP Lifetime Member No. 015033, Makati City  
PTR No. 8535973, 06 January 2021, Makati City  
CLE Compliance No. VI-0022120, Valid until April 14, 2022

Republic of the Philippines     )  
MAKATI CITY                     ) S.S.

### TREASURER'S AFFIDAVIT

I, **MARYKNOLL B. ZAMORA**, of legal age, Filipino citizen, with office address at 9<sup>th</sup> Floor, Vista Place, Vista Hub Campus Tower 1, Hon. Levi B. Mariano Avenue, Barangay Ususan, Taguig City, after having been sworn to in accordance with law, on oath state that:

1. I am the duly elected and incumbent Treasurer of **PREMIERE ISLAND PHILIPPINES HOLDING CORPORATION** (the "**Corporation**"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at 4th Floor, Starmall IT Hub, CV Starr Ave., Philamlife Village, Las Piñas City.

2. As Treasurer, I have been authorized by the Corporation to receive for the Corporation all subscriptions paid in by the subscribers to the increase in the authorized capital stock of the Corporation from Five Thousand Pesos (PHP5,000.00) in lawful money of the Philippines, divided into Five Thousand (5,000) common shares with the par value of One Peso (PHP1.00) per share to Seven Billion Five Hundred Million Pesos (PHP7,500,000,000.00) divided into Seven Billion Five Hundred Million (7,500,000,000) common shares with the par value of One Peso (PHP1.00) per share.

3. Out of the increase in the authorized capital stock of the Corporation of Seven Billion Four Hundred Ninety-Nine Million Nine Hundred Ninety-Five Thousand (PHP7,499,995,000), a total of Three Billion Two Hundred Eighty Eight Million Six Hundred Sixty Four Thousand (3,288,664,000) common shares with total par value of One Peso (PHP1.00) have been actually subscribed and of that subscription, Eight Billion Two Hundred Twenty One Million Six Hundred Sixty Thousand Pesos (PHP8,221,660,000.00) have been fully paid to the Corporation, by way of transfer to the Corporation of real properties and real rights with an aggregate fair market value of Eight Billion Two Hundred Twenty One Million Six Hundred Sixty Thousand Pesos (PHP8,221,660,000.00), inclusive of additional paid in capital of Four Billion Nine Hundred Thirty Two Million Nine Hundred Ninety Six Thousand Pesos (PHP4,932,996,000.00).

4. At least twenty-five per centum (25%) of the entire number of the increased authorized shares of capital stock has been subscribed and that at least twenty-five per centum (25%) of such subscription has been actually paid up to me for the benefit and to the credit of the Corporation.


5. The amount paid-up of the subscription to the increase in the authorized capital stock as aforementioned represents fresh and additional capital of the Corporation.

IN WITNESS WHEREOF, I hereunto set my hand this 9 March 2022.

  
**MARYKNOLL B. ZAMORA**  
Treasurer

**SUBSCRIBED AND SWORN** to before me on this 9 March 2022, affiant exhibiting to me her Passport No. P4409068A issued at DFA NCR South, valid until 09/17/2022.

Doc. No. 346 ;  
Page No. 71 ;  
Book No. 1 ;  
Series of 2022.

  
**ATTY. KAREN G. EMPAYNADO**  
Appointment No. M-350  
Notary Public until 31 December 2021  
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