

REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

SEC Building EDSA Greentills. City of Mandallyong, Metro Manila

COMPANY REG. NO.

7199

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

ACESITE (PHILS.) HOTEL CORPORATION (Amending Article VII thereof)

copy annexed, adopted on June 11, 2009 by a majority vote of the Board of Directors and on July 20, 2009 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 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, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/ membership certificates issuers or selling agents thereof. Neither does Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

Date: 17-2-2014 Time: 1:40:57 PM

www.sec.gov.ph

BENITO A. CATARAN

Director Name: ACE

Company Registration and Monitoring Department

BAIghlo

CERTIFIED TRUE COPY

Page feb pages FEB



Republic of the Philippines DEPARTMENT OF FINANCE

SECURITIES & EXCHANGE COMMISSION SEC Building, EDSA, Greenhills City of Mandaluyong, 1554





PAYMENT ASSESSMENT FO

No. 0848

08/18/2010

Machine Validation:

RESPONSIBILITY CENTER

(DEPARTMENT)

ACESITE (PHILS.) HOTEL CORPORATION PAYOR:

ERMITA MANILA

LRF (A082:	3) DECREASE CAPITAL STOCK	131	18,010.00
INCREASE/	DECREASE CAPITAL STOCK		
AMENICE	ACCUSE OULTIVE SIOCE	606	1,800,000.00
AMENDED	ARTICLES	606	500.00
			
			<u> </u>
	·		
TOTAL AMOUNT TO BE PAID			Php 1,818,510.00

20101217-

R# 350 58 dsideaea Dec 18 16, 2010 03:10PM PHP 1,818,510.00

ICS

Time:

User Name: ACESITE

http://150.150.150.130:8686/secireport/epayment/downloadforms.sx

CERTIFIED TRUM \$,2010

_ of // pages FEB 1,7 284 Date Issued:

AMENDED

ARTICLES OF INCORPORATION

OF'

ACESITE (PHILS) HOTEL CORPORATION

(Formerly:

United Services Corporation

Delgado Brothers Hotel Corp

Delbros Hotel Corporation (DHC)

Delbros Hotel Corporation)

KNOW ALL MEN BY THESES PRESENTS:

That we, all of legal age, majority of whom are 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 the said corporation shall be:

ACESITE (PHILS.) HOTEL CORPORATION

SECOND - That the purposes for which such corporation is formed are:

MAIN PURPOSES

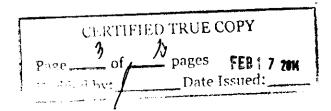
To engage in the business of operating a hotel, or other accommodations, for the general public and to construct such facilities as may reasonably necessary or useful in connection with the same; further to this object and as may be incidental therein, to engage on the business of manufacturing, processing, packing, selling and/or serving, all types of food, food products for lotel guests only and beverages, both alcoholic and non-alcoholic; to operate bars, restaurants, cafes, taverns, and places of entertainment, and in order to attain the foregoing purposes, to own, hold, buy, sell, lease, let, manage and operate real property of all kinds and natures, including commercial buildings but excluding land, and generally, to carry on any other lawful business whatsoever in connection with the foregoing.

Date: SECONDARY PURPOSESIME: 1:41:0 PM

1. To purchase and own office equipment, machinery and other movable properties, and to lease, let, or hire out such equipment, machinery, and

www.sec.gov.ph

Usey Name: ACESITE



movable properties for income, and to sell, assign, mortgage or otherwise dispose of such properties;

- 2. To perform with the operation of business industry or enterprise of any persons, partnership or corporation insofar as may be permitted under the laws of the Philippines;
- 3. To buy, sell, or any other manner trade-in goods, wares, merchandise as well as to acquire, sell, process and trade-in, without limitations other than those imposed by laws, all kinds of franchises in relation with the carrying out of any of its corporate purposes;
- 4. To purchase, acquire, process, sell, lease, exchange, mortgage and otherwise deal in with such real estate and personal property as may be necessary or requisites for its purposes; and to purchase, lease, construct, or in any manner acquire building, storehouses, roads, depots, wharves, water works, irrigation system, and works of all kinds, or interests and participation in the same;
- 5. To mortgage, pledge and deposit and to act either as principal, agents, commission merchant, factor, commercial broker, or attorney-in-fact for every and all kinds and sorts of substances, products, commodities, materials, goods, wares, merchandise, machinery and personal property of every sort, nature, description, insofar as to the extent permitted by law;
- 6. To purchase or other acquire, as going concern or otherwise all or any part of the business, goodwill, rights, property, real or personal, and assets of all kinds, and in connection with the acquisition of the same undertake, assume and guarantee all or any part of liabilities of any corporation, association, partnership, or person deemed to be of use or benefit to the corporation in any manner in connection with any of its objects and purposes; to pay for the same in cash and/or stock and/or bonds and/or notes and/or securities of this corporation and/or otherwise; and to hold, possess, manage, conduct and carry on the whole or any part of the business so acquired, and to pledge, mortgage, sell or otherwise dispose of any business or property so acquired in the manner, and to the extent or hereafter authorized or permitted by law;

www.sec.gov.ph

User Name: ACESI?re

- 7. To apply, obtain, register, purchase, lease or otherwise acquire, and to hold, use, pledge, lease, sell, assign, or otherwise dispose of formula, secret processes, distinctive marks, copyrights, parents, licenses, concessions, trade names, trade marks, processes and the likes, whether used in connection with or secure under letters patent of or issue, by any country or authority, and to issue, exercise, develop and grant licenses in respect thereof, or otherwise turn the same to account;
- 8. To issue, pursuant to law, its capital stock, bonds, debentures, or other obligations in payments for property purchased or acquired by it, for money borrowed, or for any other lawful object in or about its business.
- 9. To acquire by purchase, exchange, assignments, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, mortgage, pledge, traffic and deal in and with, and otherwise to enjoy and dispose of, any bonds, debentures, promissory notes, shares or capital stock, other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic, and while the owner thereof, to exercise all rights, powers, privileges or ownership, including the right to receive, collect, and dispose of any and all dividends, interest and income derived therefrom, and the right to vote on any shares of the capital stock and upon any bonds, debentures, or other securities, having voting powers, so owned, and to issue proxies for said purpose, but only to the extent permitted by law:
- 10. To aid in any manner authorized by law, any corporation, association, partnership, individual or other entity of which this corporation is creditor, or of which any bonds, debentures, promissory notes, shares of capital stock, or other securities, or obligations, or any interest therein as are held or owned by this corporation, and generally to do any lawful acts or things designed to promote, protect, preserve, improve, or enhance the value of any such bonds, debentures, promissory notes, shares or capital stock, securities or obligations;
- 11. To borrow such sum money, and contract such debts, from time to time, as may be deemed necessary for, or of aid in the accomplishment of, any of its lawful purposes of objects, to make, execute, endorse, issue and dispose of promissory notes, bills or exchange, bonds, debentures, certificates, and other negotiable transferrable instruments, or other securities, or debts so contracted, and to secure the same pledge of any of its personal property or, by mortgagee

www.sec.gov.ph

User Name: ACESI³TE

CERTIFIED TRUE CO	OPY
Pagelof	FEB 1 7 20%
1200 L	

to mortgages, or deed or deeds of trust, upon any, or all of the assets, properties, concessions, subsidies of franchises of the corporation, or by deeds constituting liens, charges upon, and effect-in the income and revenues of its properties, in whole or in part, upon such lawful terms and conditions, as may be set forth in the instrument or instruments relating thereto; to confer upon the holder of any debentures or bonds of the corporation, secured or unsecured, the right to convert the principal thereof into stock of the corporation, upon such, lawful terms and conditions, as shall be fixed by the Board of Directors, all subject to limitations established by law;

- 12. In general, to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or in the furtherance of any of the powers hereinabove setforh, either alone or in association with other corporations, firms, or individuals, and to do every other act or thing incidental or pertaining to, or growing out of, or connected with the aforesaid business or powers, or any part thereof.
- THIRD That the place where the principal office of the corporation is to be established or located is in City of Manila, Philippines.
- FOURTH That the term for which said corporation is to exist is extended for another fifty (50) years from October 10, 2002 to October 10, 2052. (as amended in the special meeting of the Board of Directors held on February 9, 2001)

FIFTH - That the names and residences of the incorporators of said corporation are as follows:

Names	Nationality	Residences
1. Antonio C. Delgado	Filipino	14 Victoria Avenue, Quezon City
2. Francisco C. Delgado	Filipino	10 Quezon Road, Quezon City
3. Jose Ma. Delgado	Filipino	10 Quezon Road, Quezon City
4. Jose C. Delgado	Filipino	10 Quezon Road, Quezon City
5. Leocadio De Asis	Filipino	36 8th Street Broadway, Quezon City

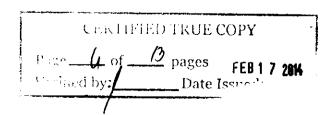
SIXTH - That the numbers of directors of the corporation shall be eleven (11) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and quantified as provided by the by-laws are as follows:

Names Nationality Residences

1. Antonio C. Delgado Filipino 14 Victoria Avenue, Quezon City

www.sec.gov.ph

User Name: ACESITE



			1. 10 10 10 10 10 10 10 10 10 10 10 10 10
2.	Francisco C. Delgado	Filipino	10 Quezon Road, Quezon City
3.	Jose Ma. Delgado	Filipino //	10 Quezon Read, Quezon City
4.	Jose C. Delgado	Filipino	10 Quezon Road, Quezon City
5.	Leocadio De Asis	Filipino	36 8th Street Broadway, Quezon City
6.	Luis B. Galan	Filipino	10 Quezon Road, Quezon City
7.	Donato Nable Areilano	Filipina	36 8th Street Broadway, Quezon City
8.	Pablo A. Dimagiba	Filipino 🖔	5 12th Street Broadway, Quezon City
9.	Jose V. Castro	Filipino	31 Salud Street, Pasay City
10.	. Jesus C. Sotelo	Filipino	1031 Castillejos St., Quiapo, Manila
11.	Vicente Nicasio	Filipino	1343 Oroquieta St., Sta Cruz, Manila

SEVENTH - That the authorized capital stock of the corporation is ONE BILLION TWO HUNDRED PEN MILLION PESOS (P1.210.000,000.00), Philippine Currency, and the said capital stock is divided into ONE BILLION TWO HUNDRED MILLION (1.200,000,000) Common Shares with a par value of ONE PESO (P1.00) each; and TWENTY THOUSAND (20,000) shares of Preferred Stock with a par value of FIVE HUNDRED PESOS (P500.00) per share.

The rights, privileges, qualifications, and limitations of the Preferred Stock shall be as follows:

- a) The holders of the Preferred Stock shall be entitled to receive dividends at the rate of nine percent (9%) per annum on the face value thereof, in Philippine Currency for each share of said Preferred Stock, such dividends to be payable out of the surplus profits of the corporation as long as the Preferred Stock is outstanding;
- b) Dividends on the Preferred Stock shall be payable (semi-annually), as the Board of Directors may from time to time determine. Said dividends shall be cumulative, whether or not in any period, any amount thereof is covered by earning of profits of the corporation. All dividends paid on Preferred Stock shall be paid in chronological order with reference to the due dates for each (semi-annually) installment and shall accrue and the cumulative from the date of the issue thereof. In case any installment of the dividends on the Preferred Stock is not paid on the dividend payment date of such installment, the amount of such installment shall be subsequently be paid before any dividend shall thereafter be paid to the holders of the Common Stock Subject only to the foregoing limitations, dividends in cash or in stock, or otherwise, may be paid to the holders of the Common Stock

As amended at a stockholders' meeting held on July 20, 2009

www.sec.gov.ph

User Name: ACESITE

CERTIFIED TRUE COPY

Page 2 of 2 pages FEB 1 7 2014

Total Abrill Date Issue 1

from the surplus profits of the corporation in such amounts and when and declared and the holders of the Preferred Stock shall not be entitled to participate in any such dividends paid to the holders of the Cammon Stock Accumulation of dividends on the Preferred Stock shall not bear interest. The holders of the Preferred Stock shall be entitled to no other dividends than as above-stated.

- c) In the event of the liquidation, dissolution, receivership, cankruptcy or winding-up of the affairs of the corporation, voluntarily, except in connection with a merger or consolidation, the holders of the Preferred Stock shall be entitled to be paid in full or ratably insofar as the assets of the corporation will permit P525.00, in the Philippines Currency, for each share of Preferred Stock held, (at the face value with premium of 5% thereof), together with the accrued and unpaid dividends thereon, in Philippine Currency, to date of distribution, before any distribution shall be made by the holders of Common Stock, and shall be entitled to no other distribution. The holders of the Common Stock shall be entitled to receive all remaining assets of the Corporation.
- d) The Preferred Stock shall not be convertible into other share or securities of the corporation.
- e) The corporation shall redeem its outstanding Preferred Stock at P525.00 (at the face value with a premium of 5% thereof), together with all accrued and unpaid dividends thereon in regular annual installment beginning on the fifth year from the lapse of two years after the corporation commences actual operation of its hotel business, at the rate of 20% of the outstanding Preferred Stock annually, until full redemption; if less than all of the shares of Preferred Stock represented by any certificate are redeemed at any one time, the holders shall be entitled to receive a new Preferred Stock certificate representing the shares which are not redeemed.
- f) The holders of the Preferred Stock shall not be entitled to any voting rights and privileges except these expressly provided by law.

All the foregoing preferences, restrictions and conditions shall be printed in the certificate of stock to be issued by the corporation. 14 Time: 1:41:5 PM

EIGHT - That the amount of the capital stock which has actually subscribed as TWO HUNDRED THOUSAND PESOS (P200,000.00), Philippine Currency,

www.sec.gov.ph

User Name: ACESITE

CERTIFIED TRUE COPY

Fage for pages (EB17 2014)

Verified by: Date Inc.

and the following person have subscribed for the number of shares and amount of capital stock set-out after their respective names;

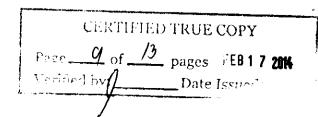
Name	Residence	No. Of	Amount Subscribed
		Shares	
Antonio C. Delgado	14 Victoria Avenue, Quezon City	50	P25,000.00
Francisco C. Delgado	10 Quezon Road, Quezon City	50	25,000.00
Jose Ma. Delgado	10 Quezon Road, Quezon City	50	15,000.00
Jose C. Delgado	10 Quezon Road, Quezon City	50	15,000.00
Leocadio De Asis	36 8th Street Broadway, Quezon City	30	15,000.00
Luis B. Galan	10 Quezon Road, Quezon City	30	15,000.00
Donato Nable-Arellano	36 8th Street Broadway, Quezon City	30	15,000.00
Pablo A. Dimagiba	5 12th Street Broadway, Quezon City	25	12,500.00
Jose V. Castro	31 Salud Street, Pasay City	25	12,500.00
Jesus C. Sotelo	1031 Castillejos St., Quiapo, Manila	25	12,500.00
Vicente Nicasio	1343 Oroquieta St. Sta Cruz, Manila	15	7,500.00
Jesus Delgado	10 Sampaloc Avenue, Quezon City	15	7,500.00
Filomena C. Delgado	10 Quezon Road, Quezon City	15	7,500,00
Conrado Chuidian, Jr	1168 Dart Street, Paco Manila	15	7,580.00
Abelardo Calupitan	63 14th Street, Quezon City	15	7,500.00
		400	P200,000.00

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	Residence	Amount
Antonio C. Delgado	14 Victoria Avenue, Quezon City	P 6,250.00
Francisco C. Delgado	10 Quezon Road, Quezon City	6,250.00
Jose Ma. Delgado	10 Quezon Road, Quezon City	6,250.00
Jose C. Delgado	10 Quezon Road, Quezon City	3,750.00
Leocadio De Asis	36 8th Street Broadway, Quezon City	3,750.00
Luis B. Galan	10 Quezon Road, Quezon City	3,750.00
Donato Nable Arellano	36 8th Street Broadway, Quezon City	1:41:63,759.00
Pablo A. Dimagiba	5 12th Street Broadway, Quezon City	3,125.00
Jose V. Castro	31 Salud Street, Pasay City	3,125.00
Jesus C. Sotelo	1031 Castillejos St., Quiapo, Manila	3,125.00

www.sec.gov.ph

User Name: ACESITE



1343 Oroquieta St., Sta Cruz, Manile Vicente Nicasio 1,875.00 Jesus Delgado 10 Sampaloc Avenue, Quezon City 1,875.00 Filomena C. Delgado 10 Quezon Road, Quezon City 1,875.00 Conrado Chuidian, Jr 1168 Dart Street, Paco Manila 1,875.00 Abelardo Calupitan 63 14th Street, Quezon City 1,875.00 P50,000.00

TENTH - That FRANCISCO C. DELGADO has been elected by the subscribers as Treasurer of the corporation to act until his successor is duly elected and qualified in accordance with the by-laws, and that such, Treasurer, has been authorized to receive for the corporation and to receive in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands in this 1st day of October, 1952 in the City of Manila, Philippines.

(SGD) ANTONIO C. (SGD) FRANCISCO C. DELGADO DELGADO

(SGD) JOSE MA. DELGADO (SGD) JOSE C. DELGADO

(SGD) LEOCADIO DE ASIS

SIGNED IN THE PRESENCE OF

(SGD) ILLEGIBLE

(SGD) ILLEGIBLE

Date: 17-2-2014 Time: 1:41:7 PM

www.sec.gov.ph

User Name: ACESIME

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

BEFORE ME, the undersigned Notary Public in and for the City of Manila, Philippines, on this day personally appeared.

Names	RES. CERT	PLACE OF ISSUE	DATE ISSUED
Antonio C. Delgado	A-0003566	Manila	January 4, 1952
Francisco C. Delgado	A-0003565	Manila	January 4, 1952
Jose Ma. Delgado	A-0205934	Manila	February 18, 1952
Jose C. Delgado	A-4766714	Quezon City	February 20, 1952
Leocadio De Asis	A-0003567	Manila	January 4, 1952

all of whom are known to me and to me known to be the same persons whose names are subscribed to and who executed the foregoing Articles of Incorporation, and acknowledged to me that the executed the same as act of their free will and deed for the uses and purposes therein stated

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal at the Manila, Philippines, on this day 1st day of October, 1952

(SGD) D.F. MACARANAS Notary Public My commission expires on December 31, 1953

Doc. No. 141 Page No. 70 Book No. 1 Series of 1952

Date: 17-2-2014 Time: 1:41:9 PM

www.sec.gov.ph

User Name: ACESI9TE

CERTIFIED TRUE COPY

Date 15 decided by ______ Date Isquest.

DIRECTORS' CERTIFICATE

OF

ACESITE (PHILS.) HOTEL CORPORATION

12-16-10

We, the undersigned majority members of the Board of Directors and the Secretary, do hereby certify that the Articles of Incorporation of ACESITE (PHILS.) HOTEL CORPORATION (the "Corporation"), was amended by an affirmative vote of the stockholders owning or representing at least two-thirds (23) of the outstanding capital stock and a majority of the Board of Directors at a meeting held for that purpose at Manila Pavilion Hotel, United Nations Avenue corner Maria Orosa Street, Ermita, Manila on July 20, 2009 at 4:00 P.M., amending Article SEVENTH thereof as shown in the attached Amended Articles of Incorporation, such that Article SEVENTH, as amended shall read as follows:

SEVENTH - That the authorized capital stock of said Corporation is ONE BILLION TWO HUNDRED TEN MILLION PESOS (P1,210,000,000.00), Philippine Currency, and the said capital stock is divided into ONE BILLION TWO HUNDRED MILLION (1,200,000,000) Common Shares with a par value of ONE PESO (P1.00) each; and TWENTY THOUSAND (20,000) shares of Preferred Stock with a par value of FIVE HUNDRED PESOS (P500.00) per share.

The above amendment was unanimously approved by a majority of the Board of Directors at a meeting held on June 11, 2009

IN WITNESS WHEREOF, we have hereunto set our hands this **29** day of August 2009, at City of Manila, Philippines.

ARTHUR R. PONSARAN Corporate Secretary/Director TIN – 127-640-176

ATTESTED BY:

ARTHUR M. LOPEZ

Chairman

和N-181-980-515

TIN - 100-942-390

070 Time 1 41:12 PM

DEE/HUA GATCHALIAN

TIN (17-922-138

www.sec.gov.ph

Vser Name: ACESITE

CERTIFIED TRUE COPY

Page A of Verified by:

从 of /3 pages 1981 7 2016

Date Issued:

www.sec.gov.ph

User Name: ACESITE