



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

(Doing business under the name and style of Waterfront Manila Hotel and Casino)

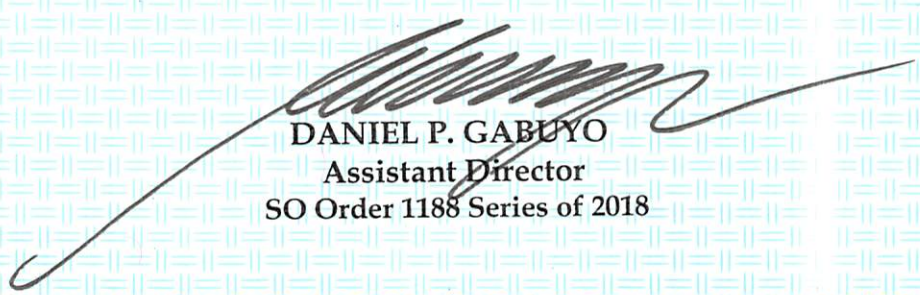
(Formerly: ACESITE (PHILS.) HOTEL CORPORATION)

(Amending Articles I & III thereof)

copy annexed, adopted on July 02, 2014 and July 31, 2019 by majority vote of the Board of Directors and on November 05, 2019 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 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 7th day of July, Twenty Twenty.


DANIEL P. GABUYO

Assistant Director

SO Order 1188 Series of 2018

COVER SHEET
For Application at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment

S.E.C Registration No.

A S 0 9 4 0 0 8 6 7 7

(Company Name)

A C E S I T E (P H I L S) H O T E L

C O R P O R A T I O N

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

8 T H F L O O R W A T E R F R O N T M A N I L A
H O T E L A N D C A S I N O U N I T E D N A T I O N
C R . C R O S A S T . E R M I T A M A N I L A
0 9 0 3

Company's Information

Company's email address

Company's Telephone Number/s

Mobile Number

Contact Person Information

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Amando J. Ponsaran Jr

Email Address

687-7536

Telephone Numbers

Contact Person's Address

Unit 3104 Antel Chlobal Corproate Center Julila Vargas Avenue, Pasig City

To be accomplished by CRMD Personnel

Assigned Processor:

Date

Signature

Document I.D.

Received By: Corporate Filing and Records Division

- ☐ Corporate and Registration Division
- ☐ Green Lane Unit
- ☐ Financial Analysis and Audit Division
- ☐ Licensing Unit
- ☐ Compliance Monitoring Division

AMENDED
ARTICLES OF INCORPORATION

OF

ACESITE (PHILS.) HOTEL CORPORATION
(Doing business under the name and style of
Waterfront Manila Hotel and Casino)
(Formerly: Acesite (Phils.) 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
(Doing business under the name and style of
Waterfront Manila Hotel and Casino)
(As amended at the meeting of the Board held on July 31, 2019 and at a meeting of the Stockholders held on November 05, 2019)

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 hotel 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.

SECONDARY PURPOSES

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

Amended Articles of Incorporation
Acesite (Phils.) Hotel Corporation

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;

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, patents, licenses, concessions, trade names, trade marks, processes and the likes, whether used in connection with or secure under letters patent of or issued 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 or objects, to make, execute, endorse, issue and dispose of

*Amended Articles of Incorporation
Acesite (Phils.) Hotel Corporation*

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 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 at **8th Floor, Waterfront Manila Hotel and Casino, United Nations Avenue corner Maria Orosa Street, Ermita, Manila, Philippines, Philippines, Zip Code 0903.** *(As amended at the meeting of the Board held on July 2, 2014 and at a meeting of the Stockholders held on November 05, 2019)*

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 8 th Street Broadway, Quezon City

Amended Articles of Incorporation
Acesite (Phils.) Hotel Corporation

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 qualified as provided by the by-laws 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 8 th Street Broadway, Quezon City
6. Luis B. Galan	Filipino	10 Quezon Road, Quezon City
7. Donato Nable Arellano	Filipino	36 8 th Street Broadway, Quezon City
8. Pablo A. Dimagiba	Filipino	5 12 th 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 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 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

Amended Articles of Incorporation
Acesite (Phils.) Hotel Corporation

dividend payment date of such instalment, 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 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 Common 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, bankruptcy 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.

Amended Articles of Incorporation
Acesite (Phils.) Hotel Corporation

EIGHT - That the amount of the capital stock which has actually subscribed as TWO HUNDRED THOUSAND PESOS (P200,000.00), Philippine Currency, 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 Shares	Amount Subscribed
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 8 th Street Broadway, Quezon City	30	15,000.00
Luis B. Galan	10 Quezon Road, Quezon City	30	15,000.00
Donato Nable-Arellano	36 8 th Street Broadway, Quezon City	30	15,000.00
Pablo A. Dimagiba	5 12 th 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	7,500.00
Abelardo Calupitan	63 14 th 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 8 th Street Broadway, Quezon City	3,750.00
Luis B. Galan	10 Quezon Road, Quezon City	3,750.00
Donato Nable Arellano	36 8 th Street Broadway, Quezon City	3,750.00

Amended Articles of Incorporation
Acesite (Phils.) Hotel Corporation

Pablo A. Dimagiba	5 12 th 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
Vicente Nicasio	1343 Oroquieta St., Sta Cruz, Manila	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 14 th 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. DELGADO (SGD) FRANCISCO C. DELGADO

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

(SGD) LEOCADIO DE ASIS

SIGNED IN THE PRESENCE OF

(SGD) ILLEGIBLE

(SGD) ILLEGIBLE

*Amended Articles of Incorporation
Acesite (Phils.) Hotel Corporation*

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

DIRECTORS' CERTIFICATE

OF

ACESITE (PHILS.) HOTEL CORPORATION
(Doing business under the name and style of
Waterfront Manila Hotel and Casino)
(Formerly: Acesite (Phils.) Hotel Corporation)

We, the undersigned majority members of the Board of Directors, the Chairman and the Secretary, do hereby certify that the Articles of Incorporation and the By-laws of **ACESITE (PHILS.) HOTEL CORPORATION (Doing business under the name and style of Waterfront Manila Hotel and Casino (Formerly: ACESITE (PHILS.) HOTEL CORPORATION))** (the "Corporation") was amended by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at a meeting held for that purpose at Manila Bay Ballroom, 10th Floor, Bayview Hotel, Roxas Boulevard, Manila, on **November 05, 2019**, amending the Article FIRST Articles of Incorporation and the By-laws thereof, as shown in the attached Amended Articles of Incorporation and Amended By-Laws, such that Article FIRST of the Articles of Incorporation as amended, shall read as follows and the same name shall be reflected in the Amended By-laws of the Corporation:

FIRST:

That the name of the Corporation shall be:

ACESITE (PHILS.) HOTEL CORPORATION
(Doing business under the name and style of
Waterfront Manila Hotel and Casino)
(Formerly: Acesite (Phils.) Hotel Corporation)

The above amendment was likewise approved by the majority of the Board of Directors of the Corporation at a meeting held on **July 31, 2019**.

IN WITNESS WHEREOF, we have hereunto set our hands this ____ day of JAN 09 2020 2019, at
PASIG CITY City, Philippines.



ARSENIO A. ALFILER JR.
Corporate Secretary
Secretary of the Meeting
TIN - 108-160-743

ATTESTED BY:



ARTHUR M. LOPEZ

Chairman

Chairman of the Meeting

TIN - 181-980-515

SERGIO R. ORTIZ-LUIS, JR.

Director

107-846-762

ELVIRA A. TING

Director

117-922-153

LAMBERTO B. MERCADO, JR.

Director

TIN - 136-012-428

RUBEN D. TORRES

Director

TIN - 135-071-068

PABLO M. GANCAYCO

Director

TIN - 127-448-347

KENNETH T. GATCHALIAN

Director

TIN - 167-406-526

DEE HUAGATCHALIAN

Director

TIN = 117-922-138

ARTHUR R. PONSARAN

Director

TIN - 127-640-176

SILVESTRE H. BELLO, JR.

Director

TIN - 122-657-410

RENATO C. FRANCISCO

Director

TIN - 138 641 391

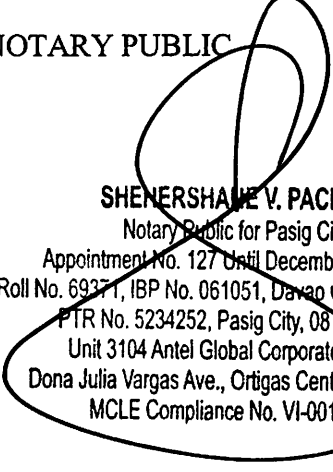
REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S. S.

SUBSCRIBED AND SWORN TO before me this ____th day of
JAN 09 2020 affiants exhibiting to me their Competent Evidence of Identity
as follows:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Issued by</u>
ARTHUR M. LOPEZ	181-980-515	Bureau of Internal Revenue
SERGIO R. ORTIZ-LUIS, JR.	107-846-762	Bureau of Internal Revenue
KENNETH T. GATCHALIAN	167-406-526	Bureau of Internal Revenue
ELVIRA A. TING	117-922-153	Bureau of Internal Revenue
DEE HUAGATCHALIAN	117-922-138	Bureau of Internal Revenue
LAMBERTO B. MERCADO, JR.	136-012-428	Bureau of Internal Revenue
ARTHUR R. PONSARAN	127-640-176	Bureau of Internal Revenue
RUBEN D. TORRES	135-071-068	Bureau of Internal Revenue
PABLO M. GANCAYCO	127-448-347	Bureau of Internal Revenue
SILVESTRE H. BELLO, JR.	122-657-410	Bureau of Internal Revenue
RENATO C. FRANCISCO	138 641 391	Bureau of Internal Revenue
ARSENIO A. AL.FILER JR.	TIN - 108-160-743	Bureau of Internal Revenue

Doc. No. 209;
Page No. 43;
Book No. I;
Series of 2019

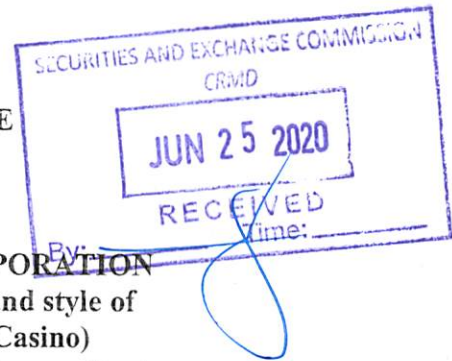
NOTARY PUBLIC


SHENERSHA V. PACLAR
Notary Public for Pasig City
Appointment No. 127 Until December 31, 2020
Roll No. 69371, IBP No. 061051, Davao City, 04 Jan 2019
PTR No. 5234252, Pasig City, 08 Jan 2019
Unit 3104 Antel Global Corporate Center
Dona Julia Vargas Ave., Ortigas Center Pasig City
MCLE Compliance No. VI-0016079 -

DIRECTORS' CERTIFICATE

OF

ACESITE (PHILS.) HOTEL CORPORATION
(Doing business under the name and style of
Waterfront Manila Hotel and Casino)
(Formerly: Acesite (Phils.) Hotel Corporation)



We, the undersigned majority members of the Board of Directors, the Chairman and the Secretary, do hereby certify that the Articles of Incorporation and the By-laws of **ACESITE (PHILS.) HOTEL CORPORATION (Doing business under the name and style of Waterfront Manila Hotel and Casino (Formerly: ACESITE (PHILS.) HOTEL CORPORATION))** (the "Corporation") was amended by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at a meeting held for that purpose at Manila Bay Ballroom, 10th Floor, Bayview Hotel, Roxas Boulevard, Manila, on **November 05, 2019**, amending the Article THIRD of the Articles of Incorporation thereof, as shown in the attached Amended Articles of Incorporation, such that Article THIRD of the Articles of Incorporation as amended, shall read as follows:

THIRD - That the place where the principal office of the corporation is to be located at **8th Floor, Waterfront Manila Hotel and Casino, United Nations Avenue corner Maria Orosa Street, Ermita, Manila, Philippines, Philippines, Zip Code 0903.**

The above amendment was likewise approved by the majority of the Board of Directors of the Corporation at a meeting held on **July 2, 2014**.

IN WITNESS WHEREOF, we have hereunto set our hands this ____ day of JAN 09 2020, at PASIG CITY City, Philippines.

A handwritten signature in blue ink, appearing to read "arsenio a. alfiler jr.", written over a horizontal line.

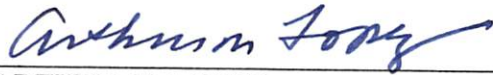
ARSENIO A. ALFILER JR.

Corporate Secretary

Secretary of the Meeting

TIN - 108-160-743

ATTESTED BY:



ARTHUR M. LOPEZ

Chairman

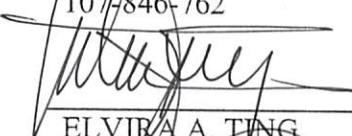
Chairman of the Meeting

TIN - 181-980-515

SERGIO R. ORTIZ-LUIS, JR.

Director

107-846-762



ELVIRA A. TING

Director

117-922-153



LAMBERTO B. MERCADO, JR.

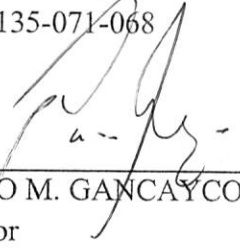
Director

TIN - 136-012-428

RUBEN D. TORRES

Director

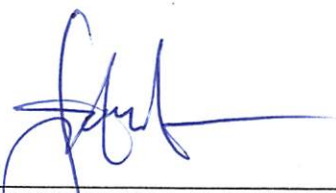
TIN - 135-071-068



PABLO M. GANCAYCO

Director

TIN - 127-448-347



KENNETH T. GATCHALIAN

Director

TIN - 167-406-526



DEE HUAGATCHALIAN

Director

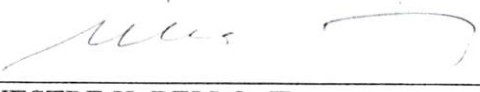
TIN = 117-922-138



ARTHUR R. PONSARAN

Director

TIN - 127-640-176



SILVESTRE H. BELLO, JR.

Director

TIN - 122-657-410



RENATO C. FRANCISCO

Director

TIN - 138 641 391

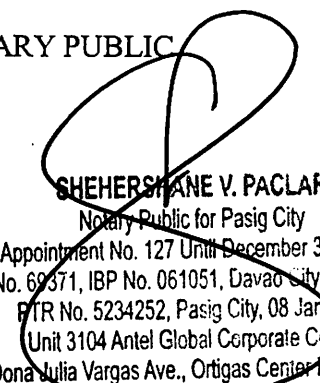
REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S. S.

SUBSCRIBED AND SWORN TO before me this th day of
JAN 09 2020 affiants exhibiting to me their Competent Evidence of Identity
as follows:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Issued by</u>
ARTHUR M. LOPEZ	181-980-515	Bureau of Internal Revenue
SERGIO R. ORTIZ-LUIS, JR.	107-846-762	Bureau of Internal Revenue
KENNETH T. GATCHALIAN	167-406-526	Bureau of Internal Revenue
ELVIRA A. TING	117-922-153	Bureau of Internal Revenue
DEE HUAGATCHALIAN	117-922-138	Bureau of Internal Revenue
LAMBERTO B. MERCADO, JR.	136-012-428	Bureau of Internal Revenue
ARTHUR R. PONSARAN	127-640-176	Bureau of Internal Revenue
RUBEN D. TORRES	135-071-068	Bureau of Internal Revenue
PABLO M. GANCAYCO	127-448-347	Bureau of Internal Revenue
SILVESTRE H. BELLO, JR.	122-657-410	Bureau of Internal Revenue
RENATO C. FRANCISCO	138 641 391	Bureau of Internal Revenue
ARSENIO A. ALFILER JR.	TIN - 108-160-743	Bureau of Internal Revenue

Doc. No. 208;
Page No. 43;
Book No. I;
Series of 2020

NOTARY PUBLIC


SHEHERSHANE V. PACLAR
Notary Public for Pasig City
Appointment No. 127 Until December 31, 2020
Roll No. 69371, IBP No. 061051, Davao City, 04 Jan 2019
PTR No. 5234252, Pasig City, 08 Jan 2019
Unit 3104 Antel Global Corporate Center
Dona Julia Vargas Ave., Ortigas Center Pasig City
MCLE Compliance No. VI-0016079

Republic of the Philippines)

City of Pasig)S.S.

SECRETARY'S CERTIFICATE

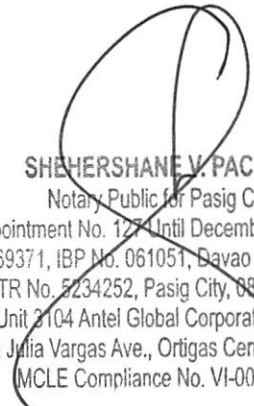
I, **ARSENIO A. ALFILER, JR.** of legal age, with office address at Corporate Counsels Philippines Law Offices, Unit 3104 31st Floor Antel Global Corporate Building, No. 3 Julia Vargas Avenue, Ortigas Center, Pasig City, Philippines, after having duly sworn to in accordance with law, do hereby depose and state, that;:

1. I am the duly elected and incumbent Corporate Secretary of **ACESITE (PHILS) HOTEL CORPORATION** (the "Corporation") a corporation duly registered and existing under the laws of the Philippines;
1. 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.
2. I am executing this affidavit in compliance with the requirement of the Securities and Exchange Commission in the amendment of the Articles of Incorporation of the Corporation


ARSENIO A. ALFILER, JR.
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this ____ day of JAN 09 2020, 2019 at PASIG CITY, Philippines, affiant exhibited to me his TIN with No. 108-160-743 issued by the BIR.

Docs. No. 210;
Page No. 43;
Book No. F;
Series of 2019.


SHEHERSHANE V. PACLAR
Notary Public for Pasig City
Appointment No. 127 Until December 31, 2020
Roll No. 69371, IBP No. 061051, Davao City, 04 Jan 2019
PTR No. 5234252, Pasig City, 08 Jan 2019
Unit 3104 Antel Global Corporate Center
Dona Julia Vargas Ave., Ortigas Center Pasig City
MCLE Compliance No. VI-0016079

REPUBLIC OF THE PHILIPPINES)

CITY OF PASIG

)S.S.

UNDERTAKING

I, **ARSENIO A. ALFILER, JR.** of legal age, with office address at Corporate Counsels Philippines Law Offices, Unit 3104 31st Floor Antel Global Corporate Building, No. 3 Julia Vargas Avenue, Ortigas Center, Pasig City, Philippines, after having duly sworn to in accordance with law, do hereby depose and state, that,;

1. I am the duly elected and incumbent Corporate Secretary of **ACESITE (PHILS) HOTEL CORPORATION** (the "Corporation") a corporation duly registered and existing under the laws of the Philippines;
2. The Corporation is now in the process of amending its ARTICLE FIRST of Articles of Incorporation by changing the corporate, to **ACESITE (PHILS.) HOTEL CORPORATION (Doing business under the name and style of Waterfront Manila Hotel and Casino) (Formerly: Acesite (Phils.) Hotel Corporation)**
3. In behalf of the Corporation hereby undertakes to change its corporate name as originally registered or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission in the event that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.
4. I am executing this affidavit in compliance with the requirement of the Securities and Exchange Commission in the amendment of the Articles of Incorporation of the Corporation.

Arsenio A. Alfiler, Jr.
ARSENIO A. ALFILER, JR.
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this JUN 22 2020 day of JUN 22 2020 2019 at PASIG CITY, Philippines, affiant exhibited to me his TIN with No. 108-160-743 issued by the BIR.

Docs. No. 27;
Page No. 7;
Book No. 7;
Series of 2019.

ATTY. ALLEN F. GERONIMO
Notary Public for and in the Cities of Pasig,
San Juan and the Municipality of Pateros
Appointment No. 135 until December 31, 202
Roll No. 72853,
IBP No. 109754, Manila City 1, 09 Jan 2020
Unit 3104 Antel Global Corporate Center,
Noña Julia Vargas., Ortigas Center, Pasig City
Admitted to Bar 2019



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
COMPANY REGISTRATION SYSTEM

PICC Secretariat Bldg., PICC Complex
Pasay City, Metro Manila

Date: June 15, 2020
Transaction Number: 202006150956356575
Name: Acesite (Phils.) Hotel Corporation Doing business under the name and style of
Waterfront Manila Hotel and Casino

Be informed that the corporate name is reserved for 30 calendar days. Present this document together with other documentary requirements.

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

- add stylename
- w/ consent
- w/ expired reservation
- for payment P 400



MARKETS AND SECURITIES REGULATION DEPARTMENT

09 March 2020

ACESITE (PHILS.) HOTEL CORPORATION

7th Floor Manila Pavilion Hotel

U.N. Avenue, Ermita

Manila

Tel. No.: (02) 559-0888

Fax No.: (02) 559-0130

Attention: **ARSENIO A. ALFILER, JR.**
Corporate Secretary

Subject: **Request for Comment/Recommendation**

Gentlemen:

This is in connection with the request of **ACESITE (PHILS.) HOTEL CORPORATION** (the "Company") for comment and/or recommendation relative to its application for amendment of its Articles of Incorporation (AOI) and By-Laws, as follows:

Articles of Incorporation:

FIRST – That the name of the said corporation shall be:

ACESITE (PHILS.) HOTEL CORPORATION
(Doing business under the name and style of
Waterfront Manila Hotel and Casino)

XXX

THIRD – That the place where the principal office of the Corporation is to be established or located at 8th Floor, Waterfront Manila Hotel and Casino, United Nations Avenue corner Maria Orosa Street, Ermita, Manila, Philippines, Zip Code 0903. As amended at the meeting of the Board held on July 2, 2014 and at a meeting of the Stockholders held on November 05, 2029)

By-Laws:

AMENDED
BY-LAWS

Of

ACESITE (PHILS.) HOTEL CORPORATION
(Doing business under the name and style of
Waterfront Manila Hotel and Casino)
(Formerly: Acesite (Phils.) Hotel Corporation)
United Services Corporation
Delgado Brothers Hotel Corp
Delbros Hotel Corporation (DHC)
Delbros Hotel Corporation

(As amended at the meeting of the Board held on July 31, 2019 and at a meeting of
the Stockholders held on November 05, 2019)

We do not interpose any objection to your application provided that once the application has been approved, Acesite (Phils.) Hotel Corporation shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation and By-Laws.

The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change occurred or became effective.

Our Department, nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnership in general, as well as amendments to Articles of Incorporation and By-Laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and **does not cover the substance of the application with respect to compliance with the Revised Corporation Code of the Philippines.**

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provision of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FERNANDEZ, JR.
Director

Copy furnished:

ENFORCEMENT AND INVESTOR PROTECTION DEPARTMENT
Securities and Exchange Commission

COMPANY REGISTRATION AND MONITORING DEPARTMENT
Securities and Exchange Commission

RECEIVED BY:

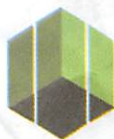
(Signature over Printed Name of Authorized Representative)

(Name of Company / Date Received)



OFFICIAL RECEIPT

Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307



Accountable Form No. 51
Revised 2006

ORIGINAL

DATE

June 25, 2020

No.

1908449

PAYOR

ACESITE (PHILS) HOTEL CORPORATION
MANILA

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
Amended Articles of Incorporation	4020102000(606)	GRMD	1,000.00
Amended By Laws	4020102000(806)		1,000.00
Name Verification	4020199099(678)		400.00
Documentary Stamp Tax	4010401000(4010401)		60.00
Legal Research Fee (A0823)	2020106000(151)		20.00

TOTAL PHP 2,480.00

AMOUNT IN WORDS

TWO THOUSAND FOUR HUNDRED EIGHTY PESOS AND 00/100

Received ☒ Cash ☐ Treasury Warrant ☐ Check ☐ Money Order	Received the Amount Stated Above OFELIA A. CAPISPISAN COLLECTING OFFICER
Treasury Warrant, Check, Money Order Number	
Date of Treasury Warrant, Check, Money Order	O.R. No. 1908449

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