



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. A199813754

**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

PUREGOLD PRICE CLUB, INC.
[Amending Article III thereof.]

copy annexed, adopted on March 03, 2015 by majority vote of the Board of Directors and on May 12, 2015 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 27th day of June, Twenty Fifteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AAI

SEC Registration Number

A 1 9 9 8 1 3 7 5 4

Former Company Name

P U R E G O L D P R I C E C L U B , I N C .

AMENDED TO:

New Company Name

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

N O . 9 0 0 R O M U A L D E Z S T . P A C O ,
M A N I L A

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Company's Facsimile Number/s

(02) 522-8801 TO 04

CONTACT PERSON INFORMATION

Name of Contact Person

Email Address

Telephone Number/s

Facsimile Number/s

Candy H. Dacanay-Datuon

cdacanay@puregold.com.ph

(02) 523-3055

(02) 523-3055

Contact Person's Address

No. 900 Romualdez St., Paco, Manila

To be accomplished by CRMD Personnel

Assigned Processor:

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

Compliance and Monitoring Division

AMENDED ARTICLES OF INCORPORATION
OF
PUREGOLD PRICE CLUB, INC.

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.

THAT WE HEREBY CERTIFY:

FIRST: The name of this corporation shall be:

PUREGOLD PRICE CLUB, INC.

SECOND: A. That the primary purpose of this corporation is:

To engage in, conduct, and carry on the business of buying, selling, distributing, marketing at wholesale / retail, insofar as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description such as but not limited to consumer goods; to enter into all kinds of contracts for the export, import, purchase, acquisition, sale at wholesale or retail and other disposition for its own account as principal or in representative capacity and manufacturer's representative, merchandise broker, indenter, commission merchant, factors or agents, upon consignment of all kinds of goods, wares, merchandise or products whether natural or artificial, food or non-food, except as broker/dealer of securities.

(As amended and approved on October 20, 2010 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

B. The secondary purposes of this corporation are the following:

- (1) To carry on a general import and export business, as well as general commission business.
- (2) To enter into arrangement or contracts with the government or any of its entities, and to obtain all rights, licenses, concessions and privileges that may be conducive to the objectives of the Corporation, so far as the same is allowed by law;

- (3) To apply for, obtain, register, purchase, lease or otherwise acquire, and to the extent authorized by law, to hold, use, own, operate, develop and introduce, sell, assign, and otherwise dispose of any trademarks, trade names, distinctive marks, patents, inventions, concessions, franchises, improvements and processes, used in connection with, or secured under letter patent of the Philippines, or other countries;
- (4) To borrow or raise money necessary to meet the financial requirements of the business by the issuance of bonds, payment in cash and other evidence of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien, upon the properties of the corporation or to issue pursuant to law debentures and other evidence of indebtedness in payment for properties acquired by the corporation, as well in the prosecution of its lawful business;
- (5) To invest and deal with the moneys or properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business properties and goodwill of the corporation or any part thereof at an opportune time to further the objectives of the corporation;
- (6) To establish and operate one or more offices or agencies to carry on any of or all its operations and business without any restrictions as to place or amount, including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within and outside the Philippines, as may be permitted by local laws of this country or the host country.

(As amended and approved on October 20, 2010 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

C. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

THIRD: That the place where the principal office of the corporation is to be established is at No. 900 Romualdez St., Paco, Manila.

(As amended and approved on March 03, 2015 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and on May 12, 2015 by the Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

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

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

Name	Nationality	Residence (Complete Address)
Lucio L. Co	Filipino	S1602 Federal Tower Dasmariñas St., Binondo, Mla
Susan P. Co	Filipino	S1602 Federal Tower Dasmariñas St., Binondo, Mla
Leonardo B. Dayao	Filipino	S1602 Federal Tower Dasmariñas St., Binondo, Mla
Grace E. Sy	Filipino	3 rd Floor Tabacalera Bldg., 900 Romualdez St., Paco, Manila
Lilia Delos Reyes Gonzales	Filipino	3 rd Floor Tabacalera Bldg., 900 Romualdez St., Paco, Manila

SIXTH: That the number of directors of the corporation shall be SEVEN (7). *(As amended on July 19, 2010 by the Board of Directors and by the Stockholders of the Corporation).*

SEVENTH: That the authorized capital stock of the corporation is THREE BILLION PESOS (₱3,000,000,000.00) in lawful money of the Philippines, divided into THREE BILLION (3,000,000,000) shares with par value of One Peso (₱1.00) per share. *(As amended on October 31, 2007 by the Board of Directors and by the Stockholders of the Corporation.)*

EIGHTH: That the subscribers to the capital stock and the amount paid-in to their subscriptions are as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Lucio L. Co	Filipino	120,000	12,000,000.00	₱ 3,000,000.00
Susan P. Co	Filipino	120,000	12,000,000.00	3,000,000.00
Leonardo B. Dayao	Filipino	5,000	500,000.00	125,000.00
Grace E. Sy	Filipino	2,500	250,000.00	62,500.00
Lilia Gonzales	Filipino	2,500	250,000.00	62,500.00
Total		250,000	25,000,000.00	6,250,000.00

NINTH: That no transfer of stock or interest which would reduce the stock 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 corporation and this restriction shall be indicated in all the stocks certificates issued by the corporation.

TENTH: Shares of the capital stock of the Corporation may be issued and sold by the Corporation for such lawful consideration not less than the par value thereof as the Board of Directors in its discretion shall determine. However, the ownership of shares of capital stock of the Corporation shall not entitle the owner thereof to any right to subscribe for or to purchase or to have offered to him for subscription or purchase, any unissued or re-issued stock of any class, any additional shares to be issued by reason of any increase in authorized capital stock of the corporation, or any securities convertible into stock of the Corporation.

(As amended and approved on October 20, 2010 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

ELEVENTH: The Corporation commits and adheres to the principles of good corporate governance, and believe that corporate governance is a necessary component of what constitutes sound business judgment. The Corporation thereby adopts a Manual of Corporate Governance that shall institutionalize the principles of good corporate governance in the entire organization. Such Manual shall be kept up to date by the Corporation.

(As amended and approved on October 20, 2010 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

TWELFTH: That SUSAN P. CO 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 that as such Treasurer, she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

(As amended and approved on October 20, 2010 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

THIRTEENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm, or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

(As amended and approved on October 20, 2010 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

In Witness whereof, we have set our hands this 3rd day of September 1998 at the City of Manila.

(signed)
Lucio L. Co

(signed)
Susan P. Co

(signed)
Leonardo B. Dayao

(signed)
Grace E. Sy

(signed)
Lilia Gonzales

WITNESSES:

(signed)

(signed)

ACKNOWLEDGMENT

Republic of the Philippines)

S.S.
_____)

BEFORE ME, a Notary Public in and for Manila, Philippines, on this 3rd day of September, 1998, personally appeared.

Name	Community Tax Certificate No.	Date & Place Issued
Lucio L. Co	1887047-E	2/11/97 – Manila
Leonardo B. Dayao	5653986	1/6/97 – Ayala Alabang
Susan P. Co	1887044-E	2/11/97 – Manila
Grace E. Sy	5946212	2/12/97 – Manila
Lilia Gonzales	1887045-E	2/11/97 – Manila

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and the place first above-written.

(signed)

CARMENCITA B.SANTA MARIA
NOTARY PUBLIC
UNTIL DEC. 31, 1998
PTR NO. 494781 ISSUED
AT Mla. ON1-10-98

Doc. No. 317;
Page No. 65;
Book No. IX;
Series of 1998.

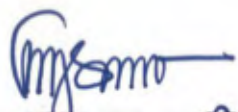


SECRETARY'S CERTIFICATE

I, **BABY GERLIE I. SACRO**, of legal age, single, with office address at No. 900 Romualdez St., Paco, Manila, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **PUREGOLD PRICE CLUB, INC.**, a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at No. 900 Romualdez St., Paco, Manila.
2. To the best of my knowledge, no action or proceeding has been filed or is pending in 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.

Manila City, JUN 15 2015 day of June, 2015.


BABY GERLIE I. SACRO
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on JUN 15 2015 day of June, 2015 in City of Manila, Philippines. Affiant personally appeared before me and exhibited to me her competent evidence of identity Social Security System ID No. 33-5424755-8 issued by Social Security System.

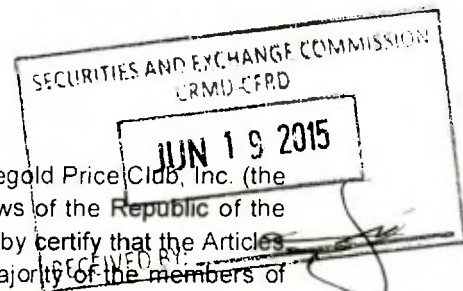
Doc. No. 91
Page No. 18
Book No. 6
Series of 2015.


CERRIE LYNNEMAY P. REYES
Notary Public
Until December 31, 2015
Commission No. 2014-142
Roll No. 58325
IBP Lifetime Member No. 09093
PTR No. 3825582/01-05-15/Mla.
No. 900 Romualdez St., Paco, Manila



Directors' and Secretary's Certificate

We, the undersigned Directors and Corporate Secretary of Puregold Price Club, Inc. (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines with office at No. 900 Romualdez St., Paco, Manila, do hereby certify that the Articles of Incorporation and By-Laws of the Corporation were amended by majority of the members of the Board of Directors and stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital stock of the Corporation at a meeting of the Board of Directors and stockholders held on March 3, 2015 and May 12, 2015, respectively, now to read as follows:



Third Article of the Articles of Incorporation:

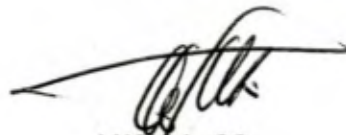
"THIRD. That the place where the principal office of the Corporation is to be established is at No. 900 Romualdez St., Paco, Manila."

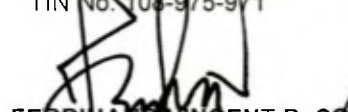
Section Three Article Two of the By Laws:

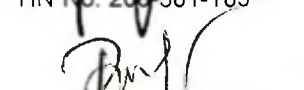
"Section 3 Article II: Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors within Metro Manila."

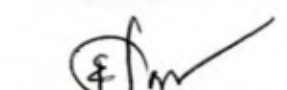
The foregoing amendments are also indicated in the underlined portions of the attached Articles of Incorporation and By-Laws of the Corporation.

In witness whereof, we have hereunto affixed our signatures this 15 day of June 2015 at the City of Manila.

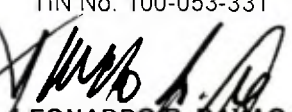

LUCIO L. CO
Director
TIN No. 108-975-971

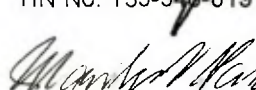

FERDINAND VINCENT P. CO
Director
TIN No. 208-381-185


PAMELA JUSTINE P. CO
Director
TIN No. 212-169-431


EDGARDO G. LACSON
Independent Director
TIN No. 127-418-012


SUSAN P. CO
Director
TIN No. 100-053-331

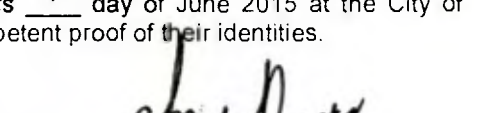

LEONARDO B. DAYAO
Director
TIN No. 135-545-815


MARILYN V. PARDO
Independent Director
TIN No. 116-078-201


BABY GERLIE I. SACRO
Corporate Secretary
TIN No. 201-538-302

SUBSCRIBED AND SWORN to before me this 15 day of June 2015 at the City of Manila, the above-named persons exhibited to me competent proof of their identities.

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Series of 2015.


CHERRIE LYNNE MAY P. REYES
Notary Public

Until December 31, 2015
Commission No. 2014-142
Roll No. 58325

IBP Lifetime Member No. 09093
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