



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 175222

**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

VIVANT CORPORATION
(Amending Article III thereof)

copy annexed, adopted on September 18, 2019 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 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 20th day of December, Twenty Nineteen.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

WT/qba

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AMENDMENT

1 7 5 2 2 2

Former Company Name

V I V A N T C O R P O R A T I O N

AMENDED TO:
New Company Name

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

9 T H F L O O R , O A K R I D G E I T C E N T E R 3 ,
O A K R I D G E B U S I N E S S P A R K , A S
F O R T U N A S T . , B R G Y . B A N I L A D M A N D A U E C I T Y C E B U

ZIP CODE

Company Email Address

COMPANY INFORMATION

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

Email Address

Telephone Number/s

Mobile Number

CATHERINE S. BRINGAS

catherine.bringas@vivant.com.ph

2/19/19

Contact Person's Address

PROCESSOR: *Rouang Terao*

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

To: MSRD,

For your clearance.

ok RPR

Thank

Mr. Whay 12/4/19

ok Fu

MS

MF 12/15/19

AMENDED ARTICLES OF INCORPORATION

OF

VIVANT CORPORATION
(FORMERLY: PHILSTAR.COM, INC.)
(As amended on January 10, 2003)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines

THAT WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be:

VIVANT CORPORATION
(FORMERLY: PHILSTAR.COM, INC.)
(As amended on January 10, 2003)

SECOND: That the purpose for which the Corporation is formed are as follows:

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, develop, use, sell, lease, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of, real and personal property, of every kind and description, including buildings, apartments, shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real and personal property, stocks, bonds, debentures, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in receipt thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned; 'except, management of fund securities portfolios and other similar assets of the managed entity. *(As amended on 30 July 2003 by the Board and 24 September 2003 by the stockholders.)*

SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the

corporate business, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences 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 shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;
3. To invest and deal with the money and 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 for such consideration and under such terms as it shall see fit to accept;
4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, including the issuance of third party accommodations, surety, guarantees or otherwise, lending of its credit to its subsidiaries and affiliates, and for the purpose of securing any of its obligations or contracts, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations or which are held by or for this corporation, directly or indirectly or through other corporations or otherwise; *(As amended on June 26, 2015)*
5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purpose of this corporation;
6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;
7. To establish and operate one or more branch offices or agencies and to carry on any of 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 properties anywhere within the Philippines;
8. To distribute the surplus profits of the corporation to the stockholders thereof in kind, namely properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and
9. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the

purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the place where the principal office of the Corporation is to be established is at:

9th Floor, Oakridge IT Center 3, Oakridge Business Park, A.S. Fortuna Street, Brgy. Banilad, Mandaue City, Cebu, Philippines (as amended on 18 September 2019)

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 |
|------------------------|-------------|---|
| Jose A. Concepcion III | Filipino | 12 Talisay Road, North Forbes Park, Makati City |
| Edgardo A. Garcia | Filipino | 22 Flamingo Street, Quezon City |
| John A. Concepcion | Filipino | 11 Tanguile Road, Makati City |
| Lauro B. Ramos | Filipino | Lot 23, Block 23, Fonsettias St., La Colina Subd., Antipolo Valley Homes, Antipolo, Rizal |
| Corazon R. Martinez | Filipino | 12 Tyrone St. Tierra Pura Subd. Quezon City |

SIXTH: That the number of directors of said corporation shall be ELEVEN (11) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: *(As amended on September 30, 2004.)*

| Name | Nationality | Residence |
|------------------------|-------------|---|
| Jose A. Concepcion III | Filipino | 12 Talisay Road, North Forbes Park, Makati City |
| Edgardo A. Garcia | Filipino | 22 Flamingo Street, Quezon City |
| John A. Concepcion | Filipino | 11 Tanguile Road, Makati City |

| | | |
|---------------------|----------|---|
| Lauro B. Ramos | Filipino | Lot 23, Block 23, Fonsettias St., La Colina Subd., Antipolo Valley Homes, Antipolo, Rizal |
| Corazon R. Martinez | Filipino | 12 Tyrone St. Tierra Pura Subd. Quezon City |
| Antonio Ding | Filipino | Pioneer St., Mandaluyong City |
| Zenaida D. Arce | Filipino | 44 Sampaguita St., Pasig City |

SEVENTH: That the authorized capital stock of the said Corporation is TWO BILLION PESOS (P2,000,000,000.00), Philippine Currency, (As amended on February 24, 2003) and said capital stock is divided into TWO BILLION (2,000,000,000) common shares with a par value of Php 1.00 each. (As amended on September 30, 2004)

EIGHTH: That the amount of said capital stock which has been actually subscribed is TWENTY FIVE MILLION PESOS (P25,000,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

| Name | Citizenship | No. of Shares Subscribed | Amount |
|------------------------|-------------|-----------------------------|-----------------------|
| RFM Corporation | Filipino | 149,995 | 149,995.00 |
| Triple Eight, Inc. | Filipino | 25,000 | 25,000.00 |
| Horizon's Realty, Inc. | Filipino | 25,000 | 25,000.00 |
| Jose A. Concepcion III | Filipino | 1 | 100.00 |
| John A. Concepcion | Filipino | 1 | 100.00 |
| Lauro B. Ramos | Filipino | 1 | 100.00 |
| Corazon R. Martinez | Filipino | 1 | 100.00 |
| Antonio Ding | Filipino | 1 | 100.00 |
| Pedro A. Garcia | Filipino | 1 | 1,249,900.00 |
| Edgardo A. Garcia | Filipino | 1 | 100.00 |
| Zenaida D. Arce | Filipino | 1 | 1,250,000.00 |
| Eulalio C. Arce | Filipino | 12,500 | 500,000.00 |
| Aurelia C. Arce | Filipino | <u>20,000</u> | <u>2,000,000.00</u> |
| | | <u>25,000</u> | <u>P25,000,000.00</u> |

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

| <u>Name</u> | <u>Amount Paid</u> |
|------------------------|-----------------------|
| RFM Corporation | 14,995,000.00 |
| Triple Eight, Inc. | 2,500,000.00 |
| Horizon's Realty, Inc. | 5,500,000.00 |
| Jose A. Concepcion III | 100.00 |
| John A. Conception | 100.00 |
| Lauro B. Ramos | 100.00 |
| Corazon R. Martinez | 100.00 |
| Antonio Ding | 100.00 |
| Pedro A. Garcia | 1,249,900.00 |
| Edgardo A. Garcia | 100.00 |
| Zenaida D. Arce | 1,250,000.00 |
| Eulalio C. Arce | 500,000.00 |
| Aurelia C. Arce | <u>2,000,000.00</u> |
| | <u>P25,000,000.00</u> |

TENTH: Transfer of Shares. (*Deleted as of 27 January 1994.*)

ELEVENTH: That no issuance of transfer of shares of stock of the corporation which reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

TWELFTH: The stockholders of the corporation shall have no pre-emptive rights to any and all issuances or disposition of any class of shares of the corporation.

THIRTEENTH: That CORAZON R. MARTINEZ has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, she has been authorized to receive for the corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have set our hands this 31st day of January 1990 at Makati, Philippines.

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI)S.S.

BEFORE ME, a Notary Public in and for Makati Philippines, this 28th day of February 1990 personally appeared:

| NAME | RES. CERT. NO. | Date/Place Issued |
|-----------------------|----------------|----------------------------|
| JOSE A CONCEPCION III | 00737673 | 01-31-89-Pasig, M.M. |
| LAURO B. RAMOS | 6336254 | 02-07-89-Mandaluyong M.M. |
| EDGARDO A. GARCIA | 07017533 | 02-16-89-Q.C. |
| CORAZON R. MARTINEZ | 03959387 | 01-27-89-Makati |
| JOHN A. CONCEPCION | 09503732 | 03-13-89-Mandaluyong, M.M. |

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

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

(SGD.) RODOLFO C. BRITANICO
NOTARY PUBLIC

Doc. No. 104
Page No. 22
Book No. 1
Series of 1990.

Republic of the Philippines}
Cebu City } s.s.



DIRECTORS' CERTIFICATE

We, the undersigned, consisting of at least a majority of the members of the Board of Directors, the Chairman and the Corporate Secretary of VIVANT CORPORATION (the "**Corporation**"), a corporation organized and existing under the laws of the Republic of the Philippines, with address at Unit 907-908 Ayala Life FGU-Center, Mindanao Avenue Corner Biliran Road, Cebu Business Park, Brgy. Luz, Cebu City, Philippines, do hereby certify, that:

1. At the special meeting of the Board of Directors of the Corporation held on 18 September 2019 at its principal office at which meeting a quorum was present and existed throughout, Article Three of the Articles of Incorporation of the Corporation was amended by an affirmative vote of majority of the Directors to read as follow:

"THIRD: That the place where the principal office of the Corporation is to be established is at:

9th Floor, Oakridge IT Center 3, Oakridge Business Park,
A.S. Fortuna Street, Brgy. Banilad, Mandaue City, Cebu,
Philippines

2. The aforementioned amendment was likewise approved by the affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation during the special meeting of the stockholders held on 18 September 2019 at the principal office of the Corporation.

3. The Articles of Incorporation of the Corporation, as amended are attached hereto, and such annexed copy is a true, accurate, and correct representation of the resolutions of the Board of Directors and Shareholders of the Company referred to in the foregoing as well as a true and correct copy of the Amended Articles of Incorporation of the Corporation.

(Signature page follows)

Nov 5, 2015 IN WITNESS WHEREOF, we have hereunto set our hands this
in Cebu City, Philippines.


DENNIS NICOLAS A. GARCIA
Chairman
TIN: 118-937-593-000


RAMONTITO E. GARCIA
Director
TIN: 133-404-660-000


ARLO ANGELO G. SARMIENTO
Director
TIN: 198-572-374-000


EMIL ANDRE M. GARCIA
Director
TIN: 200-434-109-000


GIL A. GARCIA II
Director
TIN: 118-937-615


CHARLES SYLVESTRE A. GARCIA
Director
TIN: 118-937-584


JOSE MARKO ANTON G. SARMIENTO
Director
TIN: 205-612-177


JESS ANTHONY N. GARCIA
Corporate Secretary
TIN: 147-620-346-000

SUBSCRIBED AND SWORN TO BEFORE ME, a duly qualified and commissioned Notary Public for and in the above jurisdiction, by the following affiants, each presenting competent evidence of identity, as follows:

| Affiant | Government-issued ID | Place Issued and Date of Expiry |
|-------------------------------|----------------------------------|---------------------------------|
| DENNIS NICOLAS A. GARCIA | Passport No. P8023854A | DFA-Cebu, July 20, 2028 |
| RAMONTITO E. GARCIA | Passport No. EC5751689 | DFA-Cebu, October 20, 2020 |
| ARLO ANGELO G. SARMIENTO | Passport No. P6592337A | DFA-Cebu, March 27, 2028 |
| EMIL ANDRE M. GARCIA | Passport No. P2228194A | DFA-Cebu, March 03, 2022 |
| GIL A. GARCIA II | TIN: 118-937-615 | xxx |
| CHARLES SYLVESTRE A. GARCIA | TIN: 118-937-584 | xxx |
| JOSE MARKO ANTON G. SARMIENTO | Driver's License No. G0696031340 | Cebu City, April 9, 022, |
| JESS ANTHONY N. GARCIA | Passport No. EC5373999 | DFA-Cebu, September 16, 2020 |

WITNESS MY HAND AND SEAL this NOV 05 2019

Doc. No. 324 ;
 Page No. 65 ;
 Book No. 30 ;
 Series of 2019.



Joan A. Giduquio-Baron
ATTY. JOAN A. GIDUQUIO-BARON
 NOTARIAL COMMISSION NO. 018-19
 NOTARY PUBLIC
 UNTIL DEC. 31, 2020
 UNITS 1501-1502 AYALA LIFE-EGU CENTE
 CEBU BUSINESS PARK, CEBU CITY
 ROLL NO. 41829
 PTR NO. 0177135 - CEBU CITY - 1-9-2019
 IBP LIFETIME NO. 019431 - CEBU CITY

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

SECRETARY'S CERTIFICATE

I, JESS ANTHONY N. GARCIA, of legal age, Filipino and with office address at Unit 907-908 Ayala Life FGU-Center, Mindanao Avenue Corner Biliran Road, Cebu Business Park, Brgy. Luz, Cebu City, Philippines, having been duly sworn in accordance with the law, do hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of VIVANT CORPORATION (the "Corporation"), a corporation duly organized and existing under Philippine laws, with principal office at Unit 907-908 Ayala Life FGU-Center, Mindanao Avenue Corner Biliran Road, Cebu Business Park, Brgy. Luz, Cebu City, Philippines.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court or tribunal involving an intra-corporate dispute or claim by any person or group against the directors, officers or stockholders of the Corporation.

IN WITNESS WHEREOF, I have hereunto affixed my signature this Nov. 5, 2019 in Cebu City, Philippines.


JESS ANTHONY N. GARCIA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this NOV 05 2019,
affiant having exhibited his Passport No. EC5373999 issued at DFA Consular
Office Cebu valid until September 16, 2020.

Doc No. 302 ;
Page No. 61 ;
Book No. 30 ;
Series of 2019.




ATTY. JOAN A. GIDUQUIO-BARON
NOTARIAL COMMISSION NO. 018-19
NOTARY PUBLIC
UNTIL DEC. 31, 2020
UNITS 1501-1502 AYALA LIFE-FGU CENTE
CEBU BUSINESS PARK, CEBU CITY
ROLL NO. 41829
PTR NO. 0177135 - CEBU CITY - 1-9-2019
IBP LIFETIME NO. 019431 - CEBU CITY