



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

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

COMPANY REG. NO. CS200602356

**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

**GMA HOLDINGS, INC.**  
[Amending Article III thereof.]

copy annexed, adopted on May 30, 2014 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 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 16th day of April, Twenty Fifteen.



  
**FERDINAND B. SALES**  
Director

Company Registration and Monitoring Department





**COVER SHEET**  
**COMPANY REGISTRATION AND MONITORING DEPARTMENT**

Nature of Application

AMENDMENT

SEC Registration Number

C S 2 0 0 6 0 2 3 5

Company Name

G M A H O L D I N G S I N C .

AMENDED TO:  
New Company Name

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

50 TOWER ONE ONE McKINLEY PLACE  
NEW GLOBAL BONIFACIO CITY  
FORT BONIFACIO, TAGUIG CITY

**COMPANY INFORMATION**

Company's Email Address

Company's Telephone Number/s

Mobile Number

**CONTACT PERSON INFORMATION**

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

Name of Contact Person

Atty. Anna Teresa M. Gozon  
Abrogar

Email Address

Telephone Number/s

8163716

Mobile Number

Contact Person's Address

N/F SAGITTARIUS CONDO. H.V. DE LA COSTA ST. SALCEDO VILL. MAKATI CITY

**To be accomplished by CRMD Personnel**

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

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

**AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**GMA HOLDINGS, INC.**

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 for the purpose of forming a corporation under the laws of the Philippines.

**AND WE HEREBY CERTIFY**

FIRST: That the name of the corporation shall be:

**GMA HOLDINGS, INC.**

SECOND: That the primary purpose for which the corporation is formed is:

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever legal 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 or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends and income arising from such shares of stocks, and to possess, and exercise in respect thereof, all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned; provided, that the corporation shall not engage in the underwriting of securities or in stock brokerage of financing business.

## SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey shares of stocks, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic and foreign, and to pay therefore in cash, shares of its capital stock, debentures and other evidence of indebtedness, to issue warrants, options, and Philippine Deposit Receipts (PDRs) for the underlying shares of stocks, and to issue such other securities as may be necessary in the conduct of the corporate business;

2. 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, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

3. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes 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 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;

4. 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;

5. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporation or otherwise;

6. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farm out 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 purposes of this corporation;

7. 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;

8. To establish and operate one or more branch offices of agencies and to carry on any of all of 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 the Philippines;

9. To conduct and transact any and all lawful activities, 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 or located is at 5D Tower One, McKinley Place, New Global Bonifacio City, Fort Bonifacio, Taguig City 1630, Philippines (As amended on May 30, 2014);

**FOURTH:** That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation;

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

<b>Names</b>	<b>Nationalities</b>	<b>Residences</b>
1. Felipe L. Gozon	Filipino	No. 8 Cabildo Street, Urdaneta Village, Makati City
2. Gilberto R. Duavit, Jr.	Filipino	No. 5 Wilson Street, Greenhills, San Juan, Metro Manila
3. Joel Marcelo G. Jimenez	Filipino	No.2401 Mabolo Street, Dasmariñas Village, Makati City
4. Felipe S. Yalong	Filipino	Unit G3, Cluster 6, Woodside Homes, Doña Hemady Street, New Manila, Quezon City
5. Manuel P. Quiogue	Filipino	No. 25 Phoenix Subd., Capt. Henry Javier Street, Pasig City

**SIXTH:** That the number of directors of the corporation shall be five (5) who are also the incorporators.

**SEVENTH:** That the authorized capital stock of said corporation is One Hundred Thousand Pesos (P100,000.00) divided into Ten Thousand (10,000) shares with a par value of P10.00 each.

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be indicated in all the stock certificates issued by the Corporation

Provided further, that no shareholder shall be entitled to any preemptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury stock.

**EIGHTH:** That the amount of said capital stock which has been actually subscribed is One Hundred Thousand Pesos (P100,000.00) and the following persons, who are all Filipinos, have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<b>Names</b>	<b>Number of Shares Subscribed</b>	<b>Amount Subscribed</b>
1. Felipe L. Gozon	3,330	P33,300.00
2. Gilberto R. Duavit, Jr.	3,330	33,300.00
3. Joel Marcel G. Jimenez	3,330	33,300.00
4. Felipe S. Yalong	5	50.00
5. Manuel P. Quiogue	5	50.00
<b>TOTAL</b>	<b>10,000</b>	<b>P100,000.00</b>

**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:

<b>Names</b>	<b>Amount Subscribed</b>
1. Felipe L. Gozon	P33,300.00
2. Gilberto R. Duavit, Jr.	33,300.00
3. Joel Marcel G. Jimenez	33,300.00
4. Felipe S. Yalong	50.00
5. Manuel P. Quiogue	50.00
<b>TOTAL</b>	<b>P100,000.00</b>

**TENTH:** That Felipe S. Yalong has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he has been authorized to receive for the corporation, and to issue in its name receipts for all subscriptions paid in by the subscribers.

**ELEVENTH:** 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 name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have hereunto set our hands, this 6<sup>th</sup> day of February 2006 at Makati City, Philippines.

(SIGNED) FELIPE L. GOZON

(SIGNED) GILBERTO R. DUAVIT, JR.

(SIGNED) JOEL MARCELO G. JIMENEZ

(SIGNED) FELIPE S. YALONG

(SIGNED) MANUEL P. QUIOGUE

WITNESSES:

(SIGNED) J. FAUSTINO

(SIGNED) M. VALENZUELA

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# ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public for and in Makati, Metro Manila, Philippines, this 6<sup>th</sup> day of February 2006, personally appeared:

Names	Community Tax Certificate Number	Issued on/at
1. Felipe L. Gozon	24802364	1-10-06/Makati City
2. Gilberto R. Duavit, Jr.	08685387	1-13-06/Binangonan Rizal
3. Joel Marcelo G. Jimenez	18243173	4-15-05/Makati City
4. Felipe S. Yalong	12586129	1-09-06/Quezon City
5. Manuel P. Quiogue	12718940	1-25-06/Quezon City

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

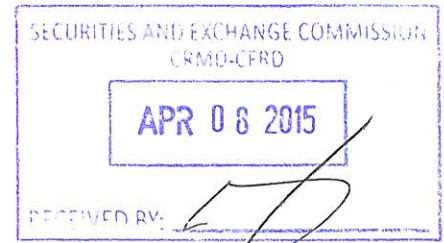
IN TESTIMONY WHEREOF, I have hereunto set may hand and affixed my notarial seal on the date and at the place first above-written.

Doc. No. 161  
Page No. 32  
Book No. IV  
Series of 2006

REGINO A. MORENO  
Notary Public  
Until Dec. 31, 2006  
PTR No. 0525372  
Jan. 17, 2006/Makati City



CERTIFICATE OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION  
OF  
GMA HOLDINGS, INC.



KNOW ALL MEN BY THESE PRESENTS:


That we, the undersigned, the Chairman, the Corporate Secretary, and all the members of the Board of Directors of **GMA HOLDINGS, INC.**, (the "Corporation"), do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation embodying the following amendment to Article THIRD:

"THIRD: That the place where the principal office of the corporation is to be established is at 5D Tower One, One McKinley Place, New Global Bonifacio City, Fort Bonifacio, Taguig City 1630, Philippines."


is true and correct and was approved by the affirmative vote of all the members of the Board of Directors and by the affirmative vote of the stockholders of the said Corporation holding at least two-thirds (2/3) of the total outstanding capital stock of the Corporation at their joint meeting held on May 30, 2014 at the Corporation's principal office.


IN WITNESS WHEREOF, we have hereunto signed these presents on this \_\_\_\_ day of FEB 04 2015 at Makati City.

Certified Correct:


  
**ANNA TERESA M. GOZON-ABROGAR**  
*Corporate Secretary*  
TIN: 902-450-132


Attested by:

  
**FELIPE L. GOZON**  
 Chairman of the Board  
 TIN No. 106-174-605

  
**GILBERTO R. DUAVIT, JR.**  
 Director  
 TIN No. 158-147-748

  
**JOEL MARCELO G. JIMENEZ**  
 Director  
 TIN No. 148-082-025

  
**JAIME C. LAYA**  
 Independent Director  
 TIN No. 103-175-586

  
**ARTEMIO V. PANGANIBAN**  
 Independent Director  
 TIN No. 106-197-693

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

#### ACKNOWLEDGEMENT


SUBSCRIBED AND SWORN TO before me this **FEB 04 2015** day of \_\_\_\_\_ 2014  
 at Makati City, Philippines, affiants exhibiting to me their valid identification  
 with details as follows:

<u>Name</u>	<u>Valid Identification</u>	<u>Date &amp; Place Issued</u>
Anna Teresa M. Gozon-Abrogar	Passport No. EB7376466	13 Feb 2013 / DFA, Manila
Felipe L. Gozon	Passport No. EB7372600	13 Feb 2013 / DFA, Manila
Gilberto R. Duavit, Jr.	Passport No. EA0030704	15 Feb 2010 / DFA, Manila
Joel Marcelo G. Jimenez	SSS ID No. 03-8631954-1	
Jaime C. Laya	Passport NO. XX3820603	27 May 2009 / DFA Manila
Artemio V. Panganiban	Diplomatic Passport No. TE0000999	12 Jan. 2012 / DFA Manila

known to me to be the same persons who executed the foregoing instrument and who acknowledged to me that the same is their free and voluntary act and deed.

This Directors' Certificate consists of three (3) pages, including the page where this Acknowledgment is written.

Doc. No. 448 ;  
Page No. 91 ;  
Book No. 14 ;  
Series No. 2014:

  
**MARVIN DONALD M. ALZONA**  
Appointment No. M-305  
Notary Public for Makati City  
Until December 31, 2015  
15/F SagMarina Condominium  
H.V. dela Costa St., Ordoño Village  
Makati City  
Roll No. 59104  
PTR No. 4754920/Jun. 9, 2010/Makati City  
ISP No. 0931833/Jun. 5, 2015/Makati City



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

### SECRETARY'S CERTIFICATE

I, **ANNA TERESA M. GOZON-ABROGAR**, of legal age, Filipino, with office address at 15<sup>th</sup> Floor, Sagittarius Condominium, H.V. dela Costa Street, Salcedo Village, Makati City, after having been duly sworn, hereby depose and say that:


1. I am the Corporate Secretary of **GMA HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with office address at 5D Tower One, One McKinley Place, New Global Bonifacio City, Fort Bonifacio, Taguig City 1630;

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

  
**ANNA TERESA M. GOZON-ABROGAR**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JAN 30 2015 day of December 2014 at Makati City, affiant exhibiting to me her Passport No. EB7376466 issued on February 13, 2013 by the DFA, Manila.

Doc. No. 424;  
Page No. 86;  
Book No. III;  
Series of 2014.

  
**IVIN RONALD D. ALZOMA**  
Appointment No. M-385  
Notary Public for Makati City  
Until December 31, 2015  
15/F Sagittarius Condominium  
H.V. dela Costa St., Salcedo Village  
Makati City  
Roll No. 59104  
PTR No. 4754929/Jan. 9, 2015/Makati City  
IBP No. 0981893/Jan. 5, 2015/Makati City

CDMF 96-1		COMPANY DATA MAINTENANCE FORM GENERAL/ BUSINESS/ COMPANY RELATIONSHIP INFORMATION (FOR DOMESTIC COMPANIES ONLY)				PAGE 1
SEC NUMBER: CS200602356						
FILL UP INSTRUCTIONS - Type or print legibly, Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number. Check the appropriate boxes. FILL UP ONLY THOSE ITEMS FOR WHICH AMENDMENTS ARE TO BE MADE. Refer to the back of this form for additional instructions.						
COMPANY NAME (This must always be provided)						
<b>GMA HOLDINGS, INC.</b>						
GENERAL INFORMATION						
[x] DS - DOMESTIC STOCK		[ ] DN - DOMESTIC NON-STOCK		[ ] DP - DOMESTIC PARTNERSHIP		DATE REGISTERED: 15 February 2006
PRINCIPAL OFFICE ADDRESS						
5D Tower One, One McKinley Place, New Global Bonifacio City, Fort Bonifacio, Taguig City						
AREA CODE	/ / /	POSTAL CODE	/ / /	TEL. NO.	982-7777 FAX NO.	
BUSINESS OFFICE ADDRESS						
5D Tower One, One McKinley Place, New Global Bonifacio City, Fort Bonifacio, Taguig City						
		POSTAL CODE	/ / /	TEL. NO.	982-7777 FAX NO.	
BUSINESS INFORMATION						
PARTNERSHIP TYPE	TYPE OF ENTERPRISE		[x] N - NO SPECIAL REGISTRATION		[ ] F - FINANCIAL INSTITUTION	
[ ] L - LIMITED	[ ] E - FIA EXPORT		[ ] R - FIA REPRESENTATIVE OFF		[ ] Z - EPZA - REGISTERED	
[ ] G - GENERAL	[ ] D - FIA-DOMESTIC		[ ] S - SUBIC REGISTERED		[ ] B - BOI - REGISTERED	
INDUSTRY CODE	TERM OF EXISTENCE	END OF EXISTENCE	FISCAL YEAR END (MM/DD)	ANNUAL MEETING (For domestic companies only)		
/ / /	50 years		December 31	[ x ] F-FIXED (MM/DD) [ ] V-VARIABLE		
TYPE OF NON-STOCK CORPORATION (Refer to the back of this page for the classifications).		TOTAL CONTRIBUTION (Of domestic non-stock companies)		% OF FOREIGN MEMBERSHIP (Of domestic non-stock companies)		
/ / /						
COMPANY RELATIONSHIP -- List all companies related to registrant. (Use additional sheets, if necessary)						
RELATIONSHIP TYPE (RELN TYPE)		C - DISSOLVED COMPANY (if due to consolidation)		S - PARENT COMPANY (if registrant is a subsidiary)		
		V - DISSOLVED COMPANY (if change in company type)		A - AFFILIATE (Of the registrant)		
MAIN IND RELN TYPE		SEC NUMBER		COMPANY NAME		
/ / /						
MAIN IND - A (REV) E (UPDATE EXISTING) L (S) D (DUE TO RELATIONSHIP)						
CERTIFIED CORRECT		ANNA TERESA M. GOZON-ABROGAR		POSITION: Corporate Secretary		DATE: December 11, 2014
PROCESSING ATTORNEY:		(Signature over printed name)		DATA CONTROL CLERK:		DATA ENCODED BY:
DATE REVIEWED:				DATE REVIEWED:		DATE ENCODED: