REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 5213

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 NETWORK, INC.
[Amending Article III thereof.]

copy annexed, adopted on May 21, 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 15 day of May, 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

Former Company Name
GMA NETWORK INC.

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)
GMA NETWORK CENTER EDJAP COR. TIMOG AVE. DILIMAN QUEZON CITY

COMPANY INFORMATION
Company's Telephone Numbers
927866

Company's Facsimile Numbers

Name of Contact Person
Roberto O. Ronel

Contact Person's Address
15F Bightman Bldg. H.V. dela Costa St. Salcedo Village, Makati City

CONTACT PERSON INFORMATION
Email Address
roberto@bigfoot.com

Telephone Numbers
9163764019

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

Corporate and Partnership Registration Division

[Signature]

[Signature]

[Signature]

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

Compliance Monitoring Division.
AMENDED ARTICLES OF INCORPORATION
OF
GMA NETWORK, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, majority of whom are residents of the Philippines Islands, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippine Islands.

AND WE HEREBY CERTIFY –

FIRST: That the name of said corporation shall be:

GMA NETWORK, INC.
(As amended on August 4 and 9, 1995)

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

(a) Principal purpose: To engage in the business of radio and television broadcasting of all kinds and types on a commercial and/or sustaining basis; to establish, construct, maintain and operate for commercial purposes and in the public interest, television and radio broadcasting stations within or outside the Philippines, using microwave satellite or whatever means including the use of any new technologies in television and radio systems that may hereafter be developed; to act as advertising agent and to carry on the business of advertising by radio and television broadcasting; to carry on a recording, film production and other information and entertainment business, to the extent allowed by law. (As amended on July 20 and August 9, 1995)

(b) Secondary and/or Incidental Purpose: To do every other act or acts, incidental or appurtenant to or connected with the aforesaid business or powers, or any part or parts thereof; provided, same be not in conflict with the law under which this corporation is organized.

To borrow money, and to make and issue notes, bonds and other evidences of indebtedness of all kinds, and to secure the same by mortgage, pledge, or otherwise.
To perform all and everything necessary and proper for the attainment of the purpose, or the furtherance of any of the powers above set forth, either alone or in association with other corporations or individuals.

THIRD: That the place where the principal office of the corporation is to be established or located at GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City (as amended on May 21, 2014, by the Board of Directors and stockholders representing 2/3 of the outstanding capital stock, respectively).

FOURTH: That the term for which said corporation is to exist is extended for another fifty (50) years from and after June 14, 2000. (As amended on July 20 and August 9, 1995).

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Whose residence is at</th>
<th>Citizenship</th>
</tr>
</thead>
<tbody>
<tr>
<td>Loreto F. de Hemedes</td>
<td>866 España Ext., Q.C.</td>
<td>Filipino</td>
</tr>
<tr>
<td>Robert L. Stewart</td>
<td>866 España Ext., Q.C.</td>
<td>American</td>
</tr>
<tr>
<td>Luz F. Obana</td>
<td>4 Potsdam, Q.C.</td>
<td>Filipino</td>
</tr>
<tr>
<td>Luisa F. McLaughlin</td>
<td>97 Arizona, Q.C.</td>
<td>Filipino</td>
</tr>
<tr>
<td>Lourdes Felician</td>
<td>866 España Ext., Q.C.</td>
<td>Filipino</td>
</tr>
</tbody>
</table>

SIXTH: That the number of directors of said corporation shall be nine (9) and that the names and residence 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, to wit:

<table>
<thead>
<tr>
<th>Name</th>
<th>Whose residence is at</th>
</tr>
</thead>
<tbody>
<tr>
<td>Loreto F. de Hemedes</td>
<td>866 España Ext., Q.C.</td>
</tr>
<tr>
<td>Robert L. Stewart</td>
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<td>Luz F. Obana</td>
<td>4 Potsdam, Q.C.</td>
</tr>
<tr>
<td>Luisa F. McLaughlin</td>
<td>97 Arisona, Q.C.</td>
</tr>
<tr>
<td>Lourdes Felician</td>
<td>866 España Ext., Q.C.</td>
</tr>
</tbody>
</table>

(As Amended on October 11, 2005)
SEVENTH: That the authorized capital stock of said corporation is SIX BILLION FIVE HUNRED MILLION PESOS (₱6,500,000,000.00), Philippine Currency, and said capital stock is divided into

(a) Five Billion (5,000,000,000) Common Shares with a par value of One Peso (₱1.00) each;

(b) Seven Billion Five Hundred Million (7,500,000,000) Preferred Shares with a par value of Twenty Centavos (₱0.20) each.

Common Shares

All Common Shares of the Corporation shall enjoy the same rights and privileges.

Preferred Shares

The Preferred Shares shall have the following features:

(a) All Preferred Shares shall be of equal rank, preference and priority and shall be identical in all respects regardless of series.

(b) Each Preferred Share shall have a par value of Twenty Centavos (₱0.20) each.

(c) Preferred Shares shall be participating at a rate of 1/5th of the dividend paid to Common Shares (which rate shall be adjusted proportionately by the Board of Directors consequent to any stock split or stock dividend declaration affecting the Common Shares and the Preferred Shares).

(d) Preferred Shares shall be convertible, at the option of the shareholder, at the rate of five (5) Preferred Shares to one (1) Common Share based on par value subject to the approval of the Board of Directors.
(c) Preferred Shares shall enjoy priority over Common Shares in the distribution of assets of the Corporation in the event of its dissolution and liquidation, at such rates, terms and conditions as the Board of Directors may determine.

(f) Each Preferred Share shall be entitled to one vote and shall have the same voting rights as the Common Shares.

(g) The Board of Directors may specify the other terms and conditions, qualifications, restrictions and privileges of the Preferred Shares or series/classes thereof, insofar as such terms, conditions, qualifications, restrictions and privileges are not inconsistent with this Seventh Article and any applicable law or regulation. (Amended on October 11, 2005)

(As Amended on October 11, 2005 and April 26, 2007)

The transfer of the shares of the capital stock of the corporation to non-Filipino citizens or to corporation or associations not wholly owned and managed by Filipino citizens is prohibited and any such transfer shall be deemed null and void and will neither be recognized nor registered in the books of the corporation. This conditions shall be printed in all stock certificate of the corporation.

In the event the Corporation shall find that a holder of Common Shares is not qualified or has in any manner become disqualified to own shares in the Corporation, then the Corporation either by itself or through any qualified and willing person or entity designated by the Board of Directors, shall have the rights to forthwith purchase the shares of stock of the disqualified stockholder at the then prevailing market value of such shares. Upon payment or tender of payment to the disqualified stockholder, the secretary of the Corporation shall have full authority and shall be considered as the attorney-in-fact of the disqualified stockholder to transfer the said stockholder’s shares
in favor of the Corporation or in favor of such transferee as may be designated by the Board of Directors. The disqualified stockholder, upon demand, shall surrender to the Corporation for cancellation the corresponding stock certificates, however, shall constitute a bar to the transfer and registration of such transfer in the books of the corporation.

Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled to such, as a matter of right, to purchase or subscribe to any stock of any class which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, out of unissued shares authorized by the articles of incorporation of the Corporation, or out of shares of stock of the Corporation acquired by it after the issue thereof, not shall he be entitled to any right of subscription to any thereof, nor, unless otherwise determined by the Board of Directors, shall any holder of any shares on the capital stock of the corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants or other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the Corporation any shares of its capital stock of any class or classes. (As amended on March 20 and May 20, 1994).

EIGHT: That the number of shares without par value which has been actually subscribed is THREE THOUSAND FOUNDER “S” shares, and the following persons have subscribed and fully paid for the number of Founder’s shares set out after their respective names:

NINTH: That Luz F. Obana 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 the corporation and to receipt in its name for all subscription paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19th day of May, A.D. 1950.

(Sgd). LORETO F. DE HEMEDES
(Sgd) ROBERT L. STEWART
SIGNED AND SEALED: 
IN THE PRESENCE OF:       (Sgd) LUZ F. OBANA
                        (Sgd) S.M. OBANA

(Sgd) REMIGIA (Illegible) With my marital consent

(Sgd) (Illegible)          (Sgd) LUISA F. MCLAUGHLIN
                        (Sgd) LOURDES FELICIANO

CITY OF MANILA)
PHILIPPINES     ) S.S.

On this 19th day of May, in the year A.D. one thousand hundred and fifty, before me, a notary public in an for the City of Manila, personally appeared:

known to me to be the same persons whose names are subscribed and who executed the within instrument, and each of them acknowledged to me that they freely and voluntarily executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year as above written.

(Sgd) AMBROSIO D. GO
Notary Public
Until December 31, 1950

Doc. No. 236;
Page No. 31;
Book No. V;
Series of 1950.
SECRETARY'S CERTIFICATE

I, ROBERTO O. PAREL, of legal age, Filipino, with office address at 15th Floor, Sagittarius Condominium, H.V. dela Costa Street, Salcedo Village, Makati City, after having been duly sworn, hereby depose and say:

1. That I am the Corporate Secretary of GMA Network, Inc., a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with office address at GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City.

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.

IN WITNESS WHEREOF, I have hereunto affixed my signature this ___ day of December 2014 at Makati City.

ROBERTO O. PAREL
Corporate Secretary

SUBSCRIBED AND SWORN to before me this ___ day of December 2014 at Makati City, the affiant exhibiting to me his Social Security Systems Identification No. 03-6637759-0.

MARIA THERESA E. DE MESA
Notary Public for Makati City

(Signature)
CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
GMA NETWORK, INC.

We, the undersigned Chairman, President, Secretary and members of the Board of Directors of GMA Network, Inc. do hereby certify that the attached is a true and correct copy of the Articles of Incorporation of the said corporation, as amended, duly approved and adopted by at least a majority of all the members of the Board of Directors, and at least two-thirds (2/3) of all the stockholders at the Joint Special Meeting of the Stockholders and Board of Directors held on [May 31, 2015] at the GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City, Philippines, and embodying the following amendment to Article THIRD:

“THIRD: That the place where the principal office of the Foundation is to be established or located is at GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City, Philippines.”

IN WITNESS WHEREOF, we have hereunto set our hands this [_____] day of December 2014 at Makati City, Philippines.

CHIEF JUSTICE ARTEMIO V. PANGANIBAN
Independent Director
TIN No. 106-197-693-000

FELIPE L. GOZON
Chairman/Director
TIN No. 106-174-604

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

ANNA TERESA M. GOZON-ABROGAR
Director
TIN No. 902-450-132

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

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

JUDITH R. DUAVIT-VAZQUEZ
Director
TIN No. 100-873-489

LAURA J. WESTFALL
Director
TIN No. 160-060-344
REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI

ACKNOWLEDGMENT

BEFORE ME, the undersigned Notary Public for and in
this )S.S.

personally appeared before me, exhibiting to me their valid identification with
details as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Valid ID</th>
<th>Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chief Justice Artemio V. Panganiban</td>
<td>Passport # EB0110958/Issued on 4-16-10 and will expire on 4-15-2015</td>
<td></td>
</tr>
<tr>
<td>Jaime C. Laya</td>
<td>Passport # XX3820603/Issued on May 27, 2009 at DFA, Manila</td>
<td></td>
</tr>
<tr>
<td>Felipe L. Gozon</td>
<td>Passport No. EB7372600 Feb. 13, 2013/DFA, Manila</td>
<td></td>
</tr>
<tr>
<td>Gilberto R. Duavit, Jr.</td>
<td>SSS #33-1841930-6</td>
<td></td>
</tr>
<tr>
<td>Joel Marcelo G. Jimenez</td>
<td>SSS # 03-8631954-1</td>
<td></td>
</tr>
<tr>
<td>Judith R. Duavit-Vazquez</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Anna Teresa M. Gozon-Abrogar</td>
<td>Passport No. EB7376466 Feb. 13, 2013/DFA,</td>
<td></td>
</tr>
<tr>
<td>Laura J. Westfall</td>
<td>SSS # 33-2024012-3</td>
<td></td>
</tr>
<tr>
<td>Felipe S. Yalong</td>
<td>Passport No. EB7528245 Mar. 1, 2013/DFA, Manila</td>
<td></td>
</tr>
<tr>
<td>Roberto O. Parel</td>
<td>SSS #03-6637759-0</td>
<td></td>
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</tbody>
</table>

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.

2
This Directors' Certificate consists of three (3) pages, including the page where this Acknowledgment is written.
**GMA NETWORK, INC.**

**GENERAL INFORMATION**

<table>
<thead>
<tr>
<th>COMMON TYPE</th>
</tr>
</thead>
<tbody>
<tr>
<td>[ ] DS - DOMESTIC STOCK</td>
</tr>
<tr>
<td>[ ] DN - DOMESTIC NON-STOCK</td>
</tr>
<tr>
<td>[ ] DP - DOMESTIC PARTNERSHIP</td>
</tr>
</tbody>
</table>

**DATE REGISTERED:**

**PRINCIPAL OFFICE ADDRESS**

GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City, Philippines

**AREA CODE:** / / / /  **POSTAL CODE:** / / / /  **TEL. NO.:** 982-7777  **FAX NO.:**

**BUSINESS OFFICE ADDRESS**

GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City, Philippines

**POSTAL CODE:** / / / /  **TEL. NO.:** 982-7777  **FAX NO.:**

**BUSINESS INFORMATION**

<table>
<thead>
<tr>
<th>TYPE OF ENTERPRISE</th>
<th>TERM OF EXISTENCE</th>
<th>END OF EXISTENCE</th>
<th>FISCAL YEAR END</th>
<th>ANNUAL MEETING (For domestic companies only)</th>
</tr>
</thead>
<tbody>
<tr>
<td>[ ] N - NO SPECIAL REGISTRATION</td>
<td></td>
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<tr>
<td>[ ] L - FIA EXPORT</td>
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<td>[ ] D - FIA-DOMESTIC</td>
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<td>[ ] J - FIA REPRESENTATIVE OFF</td>
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<td>[ ] S - SUBIC REGISTERED</td>
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<tr>
<td>[ ] F - FINANCIAL INSTITUTION</td>
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<tr>
<td>[ ] Z - EPZA - REGISTERED</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>[ ] B - BOI - REGISTERED</td>
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<td></td>
</tr>
</tbody>
</table>

**INDUSTRY CODE:** 50 years  **END OF EXISTENCE:** December 31  **FISCAL YEAR END (MM/DD):** [ ] F-FIXED (MM/DD)  **ANNUAL MEETING:**

**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)

<table>
<thead>
<tr>
<th>RELATIONSHIP TYPE</th>
<th>RELN TYPE</th>
</tr>
</thead>
<tbody>
<tr>
<td>C - DISMOLVED COMPANY (if due to consolidation)</td>
<td></td>
</tr>
<tr>
<td>S - PARENT COMPANY (if registrant is a subsidiary)</td>
<td></td>
</tr>
<tr>
<td>O - OTHERS</td>
<td></td>
</tr>
<tr>
<td>V - DISMOLVED COMPANY (if change in company type)</td>
<td></td>
</tr>
<tr>
<td>A - AFFILIATE (Of the registrant)</td>
<td></td>
</tr>
</tbody>
</table>

**MAIN IND. SEC NUMBER: COMPANY NAME:**

**CERTIFIED CORRECT:** Roberto O. Parel  **POSITION:** Corporate Secretary  **DATE:** December 11, 2014

**PROCESSING ATTORNEY:**

**DATA CONTROL CLERK:**

**DATA ENCODED BY:**

**DATE REVIEWED:**

**DATE ENCODED:**