



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 Articles III & VI thereof.)

copy annexed, adopted on July 19, 2010 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing 100% 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, pre-need plan issuer, general agent in pre-need plans 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 21st day of September, Twenty Ten.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

A 1 9 9 8 1 3 7 5 4

SEC Registration Number

PUREGOLD PRICE CLUB, INC.

(Company's Full Name)

NO. 312 SHAW BLVD., PLEASANT HILLS, MANDALUYONG CITY

(Business Address: No. Street City/Town/Province)

TEODORA G. MARQUEZ

(Contact Person)

524-4451

(Company Telephone Number)

1 2 3 1

Month

Day

AAI

(Form Type)

2ND TUESDAY OF MAY

(Annual Meeting)

N.A.

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

8

Total No. of Stockholders

Total Amount of Borrowing

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please sure BLACK ink for scanning purposes.

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 the business of trading of goods such as CONSUMER GOODS (Canned Goods, Toiletries, Housewares, etc.) on wholesale / retail basis.

B. 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./ Street: No. 900 Romualdez St.
City/Town: Paco, Manila

(As amended on July 19, 2010 by the Board of Directors and by the Stockholders 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 Dasmarinas St., Binondo Mla
Susan P. Co	Filipino	S1602 Federal Tower Dasmarinas St., Binondo Mla
Leonardo B. Dayao	Filipino	S1501 Federal Tower Dasmarinas 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	P3,000,000.00
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: 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.

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 firm name or one deceptively or confusingly similar to it.

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

(signed)
LUCIO L. CO

(signed)
SUSAN P. CO

(signed)
LEONARDO B. DAYAO

(signed)
GRACE E. SY

(signed)
LILIA GONZALES

WITNESSESS:

(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 L. 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, 1988
PTR NO. 494781 ISSUED
AT Mla. ON 1-10-98

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



DIRECTOR'S AND SECRETARY'S CERTIFICATE

We, the undersigned Directors and Corporate Secretary of Puregold Price Club, Inc., do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing one hundred percent (100%) of the outstanding capital stock at a meeting held on July 19, 2010, 10:00 a.m. at the principal office of the corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to the Third and Sixth Articles of its Article of Incorporation as follows:

“**THIRD:** That the place where the principal office of the corporation is to be established is at:

No./Street: 900 Romualdez St.,
 City/Town: Paco, Manila

“**SIXTH:** That the number of directors of the corporation shall be SEVEN (7).”

IN WITNESS WHEREOF, we have hereunto affixed our signatures this JUL 19 2010 day of _____, 2010 at Manila.

 LUCIO L. CO Director TIN: 108-975-971	 SUSAN P. CO Director TIN: 100-053-331	 LEONARDO B. DAYAO Director TIN: 135-546-815
 FERDINAND VINCENT P. CO Director TIN: 208-381-185	 PAMELA JUSTINE P. CO Director TIN: 212-169-431	 BABY GERLIE SACRO Corporate Secretary TIN: 914-383-469

SUBSCRIBED AND SWORN to before me this JUL 19 2010 day of _____, 2010 in Manila by the above-named persons who exhibited to me their competent evidence of identity as follows:

Name	Competent Evidence of Identity	Date and Place Issued
Lucio L. Co	TIN I.D. No. 108-975-971	BIR Manila
Susan P. Co	TIN I.D. No. 100-053-331	BIR Manila
Ferdinand Vincent P. Co	PP No. ZZ 202425	DFA Manila until 01-08-12
Pamela Justine P. Co	SSS ID No. 33-7975590-2	Social Security System
Leonardo B. Dayao	PP No. XX4412442	DFA Manila until 8-21-14
Baby Gerlie I. Sacro	PP No. SS 0162636	DFA Manila until 12-21-10

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 Series of 2010.

ATTY. RONALD SEGUNDI NO C. CHIN
 NOTARY PUBLIC, CITY OF MANILA
 ADMIN. NO. 100-053-331 DFC. 31, 2011
 ROLL NO. 4497
 NO. 945 BENAVENZ ST. BIRMANIA MANILA
 IBP NO. 794111/01-04-2010 MANILA