



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 II Primary & Secondary purposes, III, X, XI and thereby renumbering the succeeding Articles XII & XIII thereof.)

copy annexed, adopted on October 20, 2010 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, AM Philippines, this 22nd day of November, Twenty Ten.

BENITO A. CATARAN

Director

Company Registration and Monitoring Department

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Director Name: jssantos

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COVER SHEET

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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

Total No. of Stockholders

Total Amount of Borrowing

Domestic

Foreign

To be accomplished by SEC Personnel concerned

ok
my by

File Number

LCU


Document ID

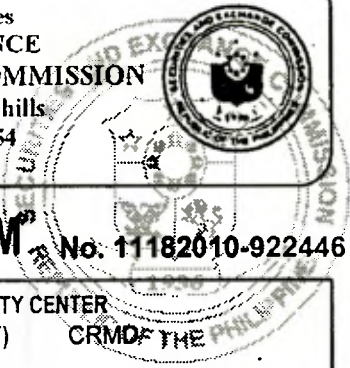
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Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



PAYMENT ASSESSMENT FORM No. 11182010-922446

DATE 11/18/2010	RESPONSIBILITY CENTER (DEPARTMENT) CRMD/ THE
PAYOR: PUREGOLD PRICE CLUB, INC. MANDALUYONG CITY	

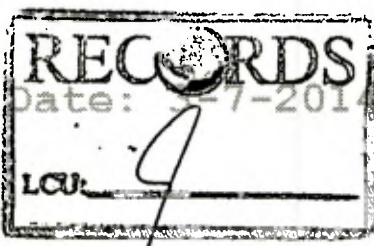
NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT
LRF (A0823)	131	20.00
AMENDED ARTICLES	606	500.00
AMENDED BY LAWS	606	500.00

TOTAL AMOUNT TO BE PAID Php 1,020.00

Assessed by: BLESS

OR# 0495335 Nov 18, 2010 04:31PM SEC/No: null

Machine Validation: AX1 20101119-63
A3L 20101119-64



Time: 1:59:1 AM

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User Name: jssantosjr

AMENDED ARTICLES OF INCORPORATION

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.)

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

- (1) To carry on a general import and export business, as well as a general commission business.

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- (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, tradenames, 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.

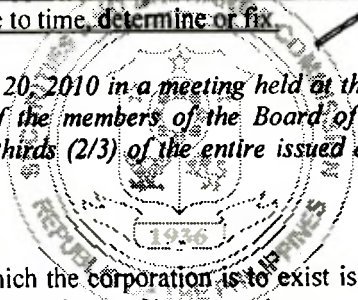
(As amended and approved on October 20, 2010 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

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.

SEC. 17

THIRD: That the place where the principal office of the corporation is to be established is at the City of Manila, Philippines, and branch offices at such other places as the Board of Directors may, from time to time, determine or fix.

(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.)



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.)*

Date: 3-7-2014 Time: 2:2:3 AM

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

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SECURITIES REGISTER

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: 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.

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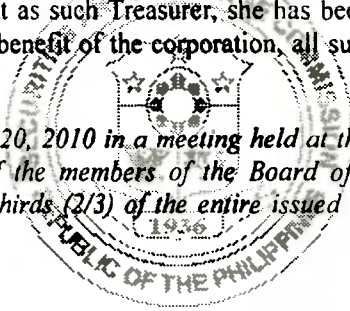
(As amended and approved on October 20, 2010 in a meeting held at the corporation's principal office by at least majority of the members of the Board of Directors, and Stockholders representing at least two-thirds (2/3) of the entire issued and outstanding capital of the corporation.)

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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 Manila.

(signed)
Lucio L. Co

(signed)
Susan P. Co

(signed)
Leonardo B. Dayao

(signed)
Grace Sy

(signed)
Lilia Gonzales

WITNESSES:

(signed)

(signed)

Date: 3-7-2014 Time: 2:3:56 AM

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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

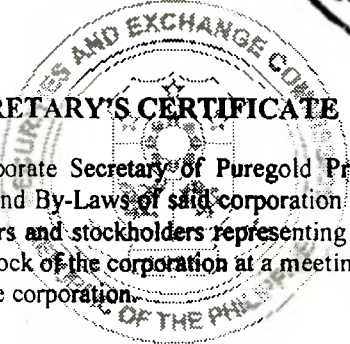
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Page No. 65;
Book No. IX;
Series of 1998. Date: 3-7-2014 Time: 2:4:43 AM

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Republic of the Philippines)
City of Manila)S.S.
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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 and By-Laws of said corporation was amended by a 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 held on October 20, 2010 at 10:00 a.m. at the principal office of the corporation.

The amendments introduced in the Amended Articles of Incorporation and By-Laws of the corporation are indicated in the underlined portions in the attached Amended Articles of Incorporation and By-Laws.

IN WITNESS WHEREOF, we have hereunto affixed our signatures OCT 20 day of 2010, 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

OCT 20 2010
SUBSCRIBED AND SWORN to before me this _____ 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

Doc. No. 20
Page No. 4
Book No. XLII
Series of 2010.

Date: 3-7-2014 Time: 2:5:30 AM

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ATTY. RONALD SEGUNDINO C. CHIA
NOTARY PUBLIC
ADMIN. NO. 2009-13-01111 DEC. 31, 2011
ROLL No. 54859
NO. 945 BENAVIDES ST. MANILA
BP No. 794111-01-01-2010 MANILA
TR NO. MLA. 8237440/01-04-2010/MANI