



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 Article VII thereof )

copy annexed, adopted on October 31, 2007 by a 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 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 hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 28th day of December, Two Thousand Seven.

Date: 17-10-2012 Time: 3:10:9 AM

  
BENITO A. CATARAN  
Director

www.sec.gov.ph

Company Registration and Monitoring Department

User Name: jssantos





**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:

City/Town: MANILA.

**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 <sup>rd</sup> Floor Tabacalera Bldg., 900 Romualdez St., Paco Manila
Lilia Delos Reyes Gonzales	Filipino	3 <sup>rd</sup> Floor Tabacalera Bldg., 900 Romualdez St., Paco Manila

**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 the corporation is **THREE BILLION PESOS (P3,000,000,000.00) in lawful money of the Philippines, divided into THREE BILLION (3,000,000,000) shares with par value of One Peso (P1.00) 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.



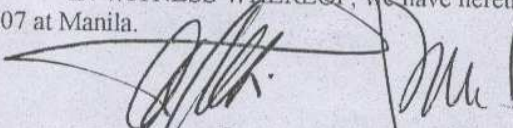
### DIRECTOR'S AND SECRETARY'S CERTIFICATE

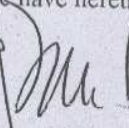
We, the undersigned Directors and Corporate Secretary of Puregold Price Club, Inc., a corporation duly organized and existing under Philippine laws with principal office at No. 900 Romualdez St., Paco, Manila under oath depose and state that at the special meeting of the board of directors and stockholders of said corporation held on October 31, 2007 at the principal office where 100% of the outstanding capital stock was present, the following resolution was approved:

"RESOLVED that the corporation amend the seventh article of the Articles of Incorporation to read as follows:

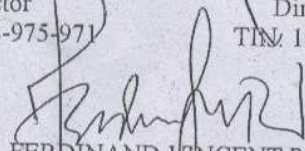
"SEVENTH: That the authorized capital stock of the corporation is Three Billion Pesos (P3,000,000,000.00) in lawful money of the Philippines, divided into Three Billion (3,000,000,000) shares with par value of One Peso (P1.00) per share."

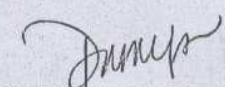
IN WITNESS WHEREOF, we have hereunto affixed our signatures this \_\_\_\_\_ day of \_\_\_\_\_, 2007 at Manila.

  
LUCIO L. CO  
Director  
TIN: 108-975-971

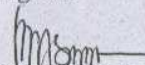
  
SUSAN L. CO  
Director  
TIN: 100-053-331

  
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

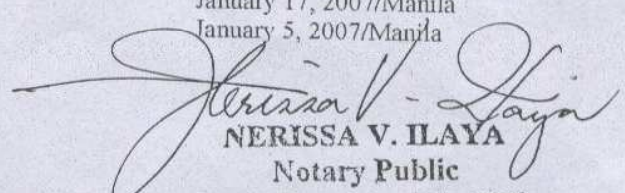
Countersigned:

  
BABY GERLIE I. SACRO  
Corporate Secretary  
TIN: 914-383-469

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_, 2007 in Manila by the above-named persons who exhibited to me their Community Tax Certificates as follows:

Name	Comm. Tax Certificate	Date and Place Issued
Lucio L. Co	14742433	January 17, 2007/Manila
Susan L. Co	01378880	March 14, 2007/Manila
Leonardo B. Dayao	01388296	January 9, 2007/Manila
Ferdinand Vincent P. Co	12654051	February 5, 2007/Manila
Pamela Justine P. Co	14742434	January 17, 2007/Manila
Baby Gerlie I. Sacro	01370483	January 5, 2007/Manila

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Book No. 21  
Series of 2007.

  
NERISSA V. ILAYA  
Notary Public

Until December 31, 2008  
PTR No. 5308741 issued  
at Manila on 1-2-2007