

COVER SHEET

- - - - 1 5 0 0 1 4  
S. E. C. Registration Number

M A B U H A Y H O L D I N G S C O R P .  
(Company's Full Name)

3 5 T H F L O O R R U F I N O

P A C I F I C T O W E R A Y A L A A V E

M A K A T I C I T Y  
(Business Address: No., Street City / Town / Province)

Mr. Delfin P. Angcao

817 6791

SEC Approval of Amended Articles of Incorporation

FORM TYPE

1 2 3 1  
Month Day  
Fiscal Year

0 4  
Month Day  
Annual Meeting

Secondary License Type, If Applicable

C F D  
Dept. Requiring this Doc  
Section

N/A  
Amended Articles Number /

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File

LGU

Document

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2 (c) THEREUNDER

1. January 12, 2015  
Date of Report (Date of earliest event reported)
2. SEC Identification Number 150014
3. BIR Tax Identification  
No. 000-473-206-000
4. MABUHAY HOLDINGS CORPORATION  
Exact name of registrant as specified in its charter
5. PHILIPPINES  
Province, country or other jurisdiction  
of incorporation
6. (SEC Use Only)  
Industry Classification Code
7. 35F Rufino Pacific Tower, 6784 Ayala Avenue, Makati City  
Address of principal office
- Postal Code
8. (632) 750-2000  
Registrant's telephone number, including area code
9. NA  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA.

Title of Each Class

Number of Shares of Common Stock  
Outstanding

Common

1,200,000,000 shares

11. Indicate the item number reported herein: Item 9

Please be advised that the Amended Articles of Incorporation of Mabuhay Holdings Corporation reflecting the specific address of its principal office was approved by the Securities and Exchange Commission on January 8, 2015.

### **SIGNATURES**

Pursuant to the requirements of the Securities Regulation Code the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MABUHAY HOLDINGS CORPORATION**

Registrant

By:



**DELFIN P. ANGCAO**

Corporate Information Officer/  
Corporate Secretary

Date: January 12, 2015





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

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

COMPANY REG. NO. 150014

**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

**MABUHAY HOLDINGS CORPORATION**  
(Amending Article III thereof.)

copy annexed, adopted on April 24, 2014 by majority vote of the Board of Directors and on July 29, 2014 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 8<sup>th</sup> day of January, Twenty Fifteen.

  
**FERDINAND B. SALES**  
Director

Company Registration and Monitoring Department





# COVER SHEET

## COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amended MOI

SEC Registration Number

---150014---

Former Company Name

M	A	B	U	H	A	Y		H	O	L	D	I	N	G	S		C	O	R	P	O	R	A	T	I	O	N		

AMENDED TO:

New Company Name


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

3	5	T	H		F	L	O	O	R	,		R	U	F	I	N	O		P	A	C	I	F	I	C			
T	O	W	E	R	,		A	Y	A	L	A		A	V	E	N	U	E	,									
M	A	K	A	T	I		C	I	T	Y																		

### COMPANY INFORMATION

Company's Email Address

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Company's Telephone Numbers

(632)750-2000

Company's Facsimile Number/s

(632) 751-0773

### CONTACT PERSON INFORMATION

Name of Contact Person

Delfin P. Angcao

Email Address

delfin.angcao@cltps.co

Telephone Number/s

(632) 817-6791

Facsimile Number/s

(632)819-2724

Contact Person's Address

3<sup>rd</sup> Floor, The Valero Tower 122 Valero Street, Salcedo Village, Makati City

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature




DOCUMENT ID

Received by Corporate Filing and Records Division (CFRD)

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FORWARDED TO:

- ☐ Corporate and Partnership Registration Division
- ☐ Green Lane Unit
- ☐ Financial Analysis and Audit Division
- ☐ Licensing Unit
- ☐ Compliance Monitoring Division



AMENDED ARTICLES OF INCORPORATION

OF

MABUHAY HOLDINGS CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of legal age, and majority of whom are citizens and residents of the Philippines on this date have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY: That

FIRST: - The name of the Corporation shall be:

"MABUHAY HOLDINGS CORPORATION"

SECOND. - The purpose for which such Corporation is formed are:

PRIMARY PURPOSE

To invest and reinvest in, subscribe for, sell, transfer, exchange or otherwise dispose of, all kinds of stocks, bonds, debentures, certificates of participation in, or right to subscribe to, any of the foregoing; collateral trust certificates, investment contracts, voting trust certificates, certificates of deposit, any certificate, contract or instrument whatsoever representing or constituting evidence of, or secured by, title to, or interest in, or any lien or charge upon, the capital or any property or assets, leases and/or holdings of the issuer thereof; real properties of all kinds and description; mortgages; notes or other obligations, commercial papers, acceptances, script, commodities, and commodities contracts; any receipt, warrants, certificates, options or other instruments representing rights to receive, purchase or subscribe to interests stated therein, or in any property or assets created or issued by any and all persons, firms, corporations, associations, partnerships, syndicates, entities, governments and their subdivisions, agencies or instrumentalities thereof, domestic or foreign, and generally to establish and carry on the business of a holding company insofar as may be permitted by and subject to existing laws;

AND IN FURTHERANCE OF THE PURPOSES AFORESAID, the Corporation shall have the following incidental powers -

1. In its capacity as owner or holder of any real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks



so owned;

2. To aid either by loans or in any other manner any corporation, domestic or foreign, any share of stock, or any bonds, debentures, evidences of indebtedness or other securities whereof are held by this Corporation or in which it shall have any interest and to do any acts designed to protect, preserve, improve, or enhance the value of any property at any time held or controlled by this Corporation or in which it at that time may be interested;

3. To advance money upon the security of any property or assets and to borrow money and to secure the payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and for money borrowed or in payment for property acquired, or for any other object or purpose of the Corporation in connection with the transaction of any part of its business, to issue or negotiate bonds, debentures, notes and other evidences of indebtedness, secured or unsecured, and to sell or otherwise negotiate such bonds, debentures, notes or other evidences of indebtedness;

4. To employ, invest and re-invest its funds from time to time by deposit in any banking institution, trust company or other similar company or institution or in loans or in such other forms of investment pursuant to its investment policies as well as to the applicable laws and regulations;

5. To conduct researches, investigations and examinations on business and enterprises of every kind and description throughout the world with the aim of securing information and particulars for the investment and employment of capital. To undertake and transact all kinds of financial and investment information and statistics throughout the world;

6. To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell on wholesale bases, transfer or otherwise invest, trade or deal in, in any manner permitted by law, real and personal property of every kind and description and of any interest therein;

7. To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of, and to issue, reissue or cancel the shares of its own capital stock or any securities or other obligations of the Corporation in the manner and to the extent now or hereafter permitted by laws of the jurisdiction of incorporation of this Corporation;

8. To act as agent or representative for or manager for investments for any person, corporation, association, partnership or other legal entity in the administration of the principal's property or in their conduct of the principal's business of any nature or kind whatsoever; provided that it shall not manage

funds, portfolios or similar assets of said managed firms or entities.

9. To conduct and transact any or all of its business, 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 have one or more branches or offices therein;

10. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, provided the same be not forbidden by the laws of the jurisdiction of incorporation of this Corporation;

11. In General, to carry on any business and to have and exercise all of the powers conferred by the Corporation; and to do any and all of the acts and things herein set forth to the same extent as juridical person could do, and in any part of the world, as principal, factor, agent, contractor, trustee or otherwise, either alone or in syndicate or otherwise in conjunction with any person, entity, syndicate, partnership, association or corporation, domestic or foreign; to establish and maintain offices and agencies and to exercise any or all of the corporate powers and rights throughout the world.

THIRD. - The place where the principal office of the Corporation is to be established or located is at the 35<sup>th</sup> Floor, Rufino Pacific Tower 6784 Ayala Avenue, Makati City. (as amended on July 29, 2014)

FOURTH. - The term for which the Corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH. - The names, citizenship and residences of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Citizenship</u>	<u>Residence</u>
Alfredo C. Ramos	Filipino	9 <sup>th</sup> Floor Quad Alpha Centrum Building 125 Pioneer St., Mandaluyong, MM
Patrick Page Kildoye	American	Suite 1400 16 East 52 <sup>nd</sup> St., New Yor, N.Y. 10022
Augusto M. Barcelon	Filipino	Union Bank Bldg. Pasay Road Makati, MM
Augusto B. Sunico	Filipino	4 <sup>th</sup> Floor Quad Alpha Centrum Building 125 Pioneer St., Mandaluyong, MM



Teodoro M. Henares	Filipino	Cacho Hermanos, Inc. Pines cor. Union Sts. Mandaluyong, MM
Jack F. Conley	American	1501A Ritz Tower Ayala Ave., Makati, MM
Christopher M. Gotanco	Filipino	8-1 Cacho Gonzales Building 101 Aguirre St. Legaspi Village Makati, MM

SIXTH. - The number of directors of the Corporation shall be seven (7) and the names, citizenship and residences of the directors of the Corporation who are to serve until their successors are duly elected and qualified as provided by the By-Laws are as follows:

NAME	CITIZENSHIP	RESIDENCE
Alfredo C. Ramos	Filipino	9th Floor Quad Alpha Centrum Building 125 Pioneer St., Mandaluyong, MM
Patrick Page Kildoyle	American	Suite 1400 16 East 52nd St. New York, N. Y. 10022
Augusto M. Barcelon	Filipino	Union Bank Bldg. Pasay Rd. Makati Makati, MM
Francisco A. Navarro	Filipino	5th Floor Quad Alpha Centrum Building 125 Pioneer St. Mandaluyong, MM
Teodoro M. Henares	Filipino	Cacho Hermanos, Inc. Pines cor. Union Sts. Mandaluyong, MM
Jack F. Conley	American	1501A Ritz Tower Ayala Avenue Makati, MM
J. Marsh Thomson	American	American Chamber of Commerce of the Phils. 2nd Flr., Corin- thian Plaza Paseo de Roxas
Cristopher M. Gotanco	Filipino	8-1 Cacho Gonzalez Building 101 Aguirre St. Legaspi Village Makati, MM

SEVENTH: The authorized capital stock of the Corporation is FOUR BILLION PESOS (P4,000,000,000.00) Philippine Currency, and said authorized capital stock is divided into FOUR BILLION (4,000,000,000) shares of the par value of P1.00 per share, all of the same class. (As amended on May 17, 1994 and April 12, 1994)

No stockholder, shall, because of his/its ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation. Any part of such stock of other securities may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board or Directors, to such persons and upon such terms as such Board may deem proper, without first offering such stock or Securities or any part thereof to existing stockholders.

No issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the minimum percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

EIGHT. - The amount of said capital stock which has been actually subscribed is SIX MILLION PESOS (P6,000,000.00), and the following persons have subscribed for the number of shares and amount of capital stock set after their respective names:

N a m e	Class and No. of Shares	Amount of Capital Stock Subscribed
Alfredo C. Ramos	119,840 "A"	P5,992,000.00
Patrick Page Kildoye	20 "B"	1,000.00
Augusto M. Barcelon	20 "A"	1,000.00
Francisco A. Navarro	20 "A"	1,000.00
Teodoro M. Henares	20 "A"	1,000.00
Jack F. Conley	20 "B"	1,000.00
Christopher M. Gotanco	20 "A"	1,000.00
Augusto Sunico	20 "A"	1,000.00
J. Marsh Thomson	20 "B"	1,000.00
	120,000	P6,000,000.00



NINTH. - The amount of ONE MILLION FIVE HUNDRED THOUSAND PESOS (P1,500,000.00) has been paid on the shares of capital stock subscribed with the following paying amounts set out after their respective names:

<u>N a m e</u>	<u>Amount Paid</u> <u>On Subscription</u>
Alfredo C. Ramos	P1,492,000.00
Patrick Page Kildoyle	1,000.00
Augusto M. Barcelon	1,000.00
Francisco A. Navarro	1,000.00
Teodoro M. Henares	1,000.00
Jack F. Conley	1,000.00
Christopher M. Gotanco	1,000.00
Augusto Sunico	1,000.00
J. Marsh Thomson	1,000.00
	<hr/> P1,500,000.00

TENTH. That Alfredo C. Ramos has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws and that as such Treasurer, he has been authorized to receive for the Corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, WE have hereunto set our hands this 27th day of January, 1988 at Manila, Philippines.

(SGD.) ALFREDO C. RAMOS  
TAN: R5241-A2644-A-3

(SGD.) PATRICK PAGE KILDOYLE

(SGD.) AUGUSTO M. BARCELON  
TAN: 1068-767-1

(SGD.) AUGUSTO B. SUNICO  
TAN: S5221-G2828-A-1

(SGD.) TEODORO M. HENARES  
TAN: H5625-L0929-A-1

(SGD.) JACK F. CONLEY

(SGD.) CHRISTOPHER M. GOTANCO  
TAN: G3528-H1649-A-4

SIGNED IN THE PRESENCE OF:

(SGD.) OSCAR A. ABANTAO

(SGD.) ZORAIDA ABELLA

# ACKNOWLEDGMENT

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

BEFORE ME, the Undersigned Notary Public for and  
in the City of Manila, Philippines on this day  
personally appeared the following persons with their  
respective Residence Certificates to wit:

N A M E	RES. CERT. NO.	PLACE & DATE OF ISSUE
Alfredo C. Ramos	10770203	Manila/1-4-88
Patrick Page Kildoyle	Passport # 061013066	U.S.A./8-12-86
Augusto M. Barcelon	2673749	Manila/3-31-87
Teodoro Henares	1279682	Mandaluyong 2-21-87
Jack F. Conley	Passport # 032191372	Los Angeles 3-18-78
Christopher Gotanco	6213518	Makati 2-18-87
Augusto Sunico	7447777	Mandaluyong 1-4-88

all known to me and to me known to be the same persons  
whose names are subscribed to and who executed the same  
as an act of their free will and deed for the uses and  
purposes therein set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand  
this 27th day of January, 1988 at Manila, Philippines.

(SGD.) LUIS G. ENRIQUEZ  
NOTARY PUBLIC  
Until December 31, 1989  
TAN E5624-H17129-A-9  
MLR No. 256721

DOC. NO. 481  
PAGE NO. 98  
BOOK NO. XIX  
SERIES OF 1988.  
mini-007/mab-art



## SECRETARY'S CERTIFICATE

I, **DELFIN P. ANGCAO**, of legal age, Filipino citizen, and with office address at the 3rd Floor, The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, Metro Manila, Philippines, under oath, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **MABUHAY HOLDINGS CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office address at the 35<sup>TH</sup> Floor, Rufino Pacific Tower 6784 Ayala Avenue, Makati City 1223.

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 DEC 18 2014, in MAKATI CITY, Metro Manila.

  
**DELFIN P. ANGCAO**  
Corporate Secretary

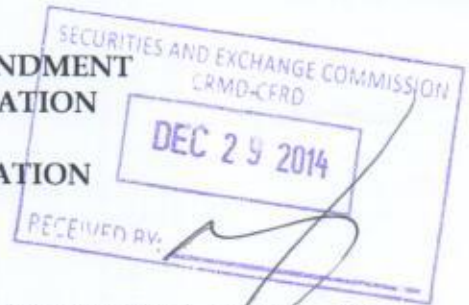
SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in the City of Makati, Philippines, This DEC 18 2014, affiant who personally known to me and whose identify I have confirmed through his Passport No. EB4959861, issued at Manila on March 16, 2012, bearing the affiant's photograph and signature, and who showed to me his Community Tax Certificate No. 02253069 issued at Makati City on February 11, 2014.

Doc. No. 499  
Page No. 101  
Book No. II  
Series of 2014



  
**OSCAR CARLO F. CAJUCAN**  
Appointment No. M-519  
Notary Public for Makati City  
Until December 31, 2014  
Castillo Laman Tan Pantaleon  
& San Jose Law Firm  
The Valero Tower, 122 Valero Street  
Salcedo Village, Makati City  
PTR No. 4225100; 01-02-2014; Makati City  
IBP No. 947573; 01-02-2014; Nueva Ecija Chapter  
Roll No. 62629

**DIRECTORS' CERTIFICATE OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION  
OF  
MABUHAY HOLDINGS CORPORATION**




KNOW BY ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Chairman of the Stockholders' Meeting, the Corporate Secretary and at least a majority of the members of the Board of Directors of **Mabuhay Holdings Corporation** (the "Corporation"), do hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the Corporation.

The amendment is in Article Third, to change the principal office of the Corporation from "Makati, Metro Manila, Philippines" to "35<sup>th</sup> Floor, Rufino Pacific Tower 6784 Ayala Avenue, Makati City."

We further certify that the said amendment was approved by at least a majority of the members of the Board of Directors at its meeting held on April 24, 2014 and by stockholders owning at least two-thirds (2/3) of the outstanding capital stock of the Corporation, at the annual stockholders' meeting held on July 29, 2014.

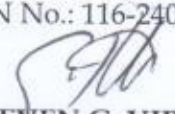
IN WITNESS WHEREOF, we have hereunto set our hands on this DEC 19 2014 day of \_\_\_\_\_ 2014 at the City of Makati, Metro Manila.

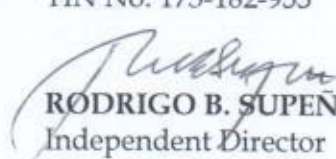
  
**ROBERTO V. SAN JOSE**  
Chairman of the Stockholders' Meeting/Director  
TIN No.: 126-470-483

  
**ESTEBAN G. PEÑA SY**  
Director  
TIN No. 165-615-469

  
**DELFIN P. ANGCAO**  
Corporate Secretary  
TIN No.: 116-240-215

  
**ANA MARIA A. KATIGBAK**  
Director  
TIN No. 173-182-955

  
**STEVEN G. VIRATA**  
Independent Director  
TIN No. 146-130-711

  
**RODRIGO B. SUPENA**  
Independent Director  
TIN No. 153-121-949

**WONG PENG CHONG**  
Director  
TIN No. 433-992-191

**KONG MUK YIN**  
Director  
TIN No. 433-922-087



DEC 19 2014

SUBSCRIBED AND SWORN to before me this \_\_\_\_ day of \_\_\_\_\_ 2014 at Makati City, Metro Manila, affiants having exhibited to me competent evidence of their identity as follows:

Name	Competent Evidence of Identity	Place and Date of Issue
Roberto V. San Jose	PP# EB6079962	Aug. 3, 2012/Manila
Esteban G. Peña Sy	EB# 9457889	OCT. 25, 2013
Ana Maria A. Katigbak	PP# EB6978724	Dec. 20, 2012/Manila
Rodrigo B. Supena	1993631 SC	July 2002
Steven G. Virata	PP# EB1974965	Feb 24, 2011 / Manila
Wong Peng Chong	TIN No. 473-992-191	
Kong Muk Yin	TIN No. 437-922-087	
Delfin P. Angcao	PP# EB4959861	DEC. 20, 2011 / MANILA

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 Series of 2014.

ATTY. JOEL G. GORDOLA  
 NOTARY PUBLIC  
 COMMISSION EXPIRES DEC. 31, 2015  
 PTR NO. 9042371, 1/02/2014, Q.C.  
 ROLL OF ATTORNEY NO. 25103