



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

COMPANY REG. NO. A1999-04544

**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

ABS-CBN HOLDINGS CORPORATION
(Amending Article III thereof.)

copy annexed, adopted on December 17, 2015 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 Assistant 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 13th day of July, Twenty Sixteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AMENDMENT

A 1 9 9 9 0 4 5 4 4

Former Company Name

ABS CBN HOLDINGS CORPORATION

AMENDED TO:
New Company Name

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

4th FLR. BENPRES BUILDING
EXCHANGE ROAD CENTER CORNER
MERAJCO AVE. PASIG CITY

ZIP CODE

Company Email Address

COMPANY INFORMATION

Company's Telephone Number/s

Mobile Number

(632) 631-1111

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

ATTY. ENRIQUE J. QUIASON

equiason@cmh.com

621-09-81

0917-5270
140

Contact Person's Address

21st FLR. ROBINSON EQUITABLE TOWER, 440B AVE. DR. POVEDA ST. ORTIGAS, PASIG CITY

To be accomplished by CRMD Personnel

Assigned Processor

Ms. Terrado
Ms. Anco

Date

6/9
7/11

Signature

CIT

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

w/o.R. No. 1428207 dated 6-07-16

Forwarded to:

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

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| _____ | _____ |

**AMENDED ARTICLES OF INCORPORATION
OF
ABS-CBN HOLDINGS CORPORATION
(formerly Worldtech Holdings Corporation)**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and a 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: That the name of the said corporation shall be:

ABS-CBN HOLDINGS CORPORATION

SECOND: That the primary purpose of this corporation is

To invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of, real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any other corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized; and to pay therefore in money or by exchanging therefore stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real and personal property, stocks, bonds debentures contracts, or obligations; to receive, collect and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in receipt thereof all the rights, powers on any stock so owned, provided, that the corporation shall not engage in the underwriting of securities or in stock brokerage or financing business.

SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences 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 shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and 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 for such consideration and under such terms as it shall see fit to accept;

4. To aid in any manner any corporation, association or trust estate, domestic or foreign, or any firm or individual, any shares of stocks in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held for this corporation, directly or indirectly or through other corporations or otherwise;

5. To enter into any lawful arrangement for sharing profits, union of interest, utilization of farm-out agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, in the carrying on any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one or more branch offices of agencies and to carry on any of all of 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 the Philippines;

8. To conduct and transact any and all lawful business, and to do or cause to be done any one 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 do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

¹THIRD: That the place where the principal office of the corporation is located at the 4/F, Benpres Building, Exchange Road, Pasig City, Metro Manila, Philippines.

FOURTH: That the term for which said 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 |
|---------------------|-------------|---|
| EMMA B. COMIA | FILIPINO | B12 L17 BLUE AVE., CAMELLA NORTH SPRINGVILLE, BACOR, CAVITE |
| GLORIA CAÑONASO | FILIPINO | 41-H LUNA ST., LA LOMA, Q.C. |
| MARIFI H. HERNANDEZ | FILIPINO | 50 BACO ST., QUEZON CITY |
| DONNA F. ENTERIA | FILIPINO | 2/F EYES BLDG., 63 CAPITOL DRIVE, PASIG CITY |
| ERWIN SANTAMARIA | FILIPINO | 92 SAMPAGUITA AVE., MAPAYAPA VILL. 1, Q.C. |

SIXTH: That the number of directors of said corporation shall be five (5) who are also the incorporators.

SEVENTH: That the authorized capital stock of said corporation is ONE HUNDRED THOUSAND PESOS (P100,000.00) in lawful money of the Philippines, divided into ONE THOUSAND (1,000) shares with the par value of ONE HUNDRED PESOS (P100.00) per share.

EIGHT: 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 |
|---------------------|-------------|--------------------------|-------------------|-------------------|
| EMMA B. COMIA | FILIPINO | 80 | P 8,000.00 | P 2,000.00 |
| GLORIA CAÑONASO | FILIPINO | 80 | 8,000.00 | 2,000.00 |
| MARIFI H. HERNANDEZ | FILIPINO | 80 | 8,000.00 | 2,000.00 |
| DONNA P. ENTERIA | FILIPINO | 80 | 8,000.00 | 2,000.00 |
| ERWIN SANTAMARIA | FILIPINO | <u>80</u> | <u>8,000.00</u> | <u>2,000.00</u> |
| | Total | 400 | P40,000.00 | P10,000.00 |

¹ Amended on December 17, 2015 by majority of the Board of Directors and by the Stockholders representing at least two-thirds of the outstanding capital stock meeting separately.

NINTH: 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 the stocks certificates issued by the corporation.

TENTH: That MARIFI H. HERNANDEZ has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and shall have 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 subscription 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 hereunto set our hands, this 9th day of March, 1999 at Pasig City.

(Sgd) **EMMA B. COMIA**
Director

(Sgd) **GLORIA CAÑONASO**
Director

(Sgd) **MARIFI H. HERNANDEZ**
Director

(Sgd) **DONNA F. ENTERIA**
Director

(Sgd) **ERWIN SANTAMARIA**
Director

WITNESSES:

(Sgd) **MARLON FAJARDO**

(Sgd) **HERMES MIRANDA**

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public in and for Pasig City, Philippines, this 9th day of March, 1999, personally appeared:

| Name | COM TAX CERT. NO. | DATE/PLACE ISSUED |
|---------------------|-------------------|---------------------|
| EMMA B. COMIA | 00460505 | 1-29-99/ Pasig City |
| GLORIA CAÑONASO | 00502109 | 2-26-99/ Pasig City |
| MARIFI H. HERNANDEZ | 00505527 | 3-01-99/ Pasig City |
| DONNA F. ENTERIA | 00505521 | 3-01-99/ Pasig City |
| ERWIN SANTAMARIA | 00505539 | 3-01-99/ Pasig City |

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 at the place first above written.

(Sgd) STANLEY L. TAN
Notary Public
Until December 31, 1999
PTR No. 0064370, 1/19/99
Pasig City

Doc. No. 444;
Page No. 89;
Book No. III;
Series of 1999.

**DIRECTORS' CERTIFICATE AS TO THE
AMENDED ARTICLES OF INCORPORATION OF
ABS-CBN HOLDINGS CORPORATION**

We the undersigned, being the Assistant Corporate Secretary and a majority of the members of the Board of Directors of ABS-CBN Holdings Corporation (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office at 4/F Benpres Building, Exchange Road, Pasig City, Metro Manila, do hereby certify that the accompanying Amended Articles of Incorporation is a true and correct copy of the Articles of Incorporation of the Corporation, as amended, which amendment was approved in accordance with the provisions of Section 16 of the Corporation Code by a vote of at least a majority of the members of the Board of Directors of the Corporation at the regular meeting and by at least two-thirds (2/3) of the outstanding capital stock of the Corporation at the annual stockholders meeting. Both meetings were separately held on December 17, 2015 at the principal office of the Corporation

The amendment to the Amended Articles of Incorporation consists of an amendment to the Third Article, changing the principal address from "Metro Manila" to "4th Floor Benpres Building, Exchange Road, Pasig City, Metro Manila"

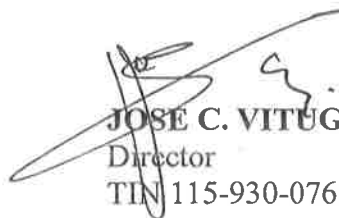
FEB 23 2016

IN WITNESS WHEREOF, we have signed this certificate this _____ day of _____ 2015 at MANILA, Metro Manila.

ATTEST:



EUGENIO L. LOPEZ III
Director
TIN 102-871-235



JOSE C. VITUG
Director
TIN 115-930-076



PRESENTACION L. PSINAKIS
Director
TIN 107-070-253




MARIA AMINA O. AMADO
Assistant Corporate Secretary
TIN 116-457-615

REPUBLIC OF THE PHILIPPINES)
MANILA) S.S.

FEB 23 2016

SUBSCRIBED AND SWORN, to before me this ____ day of _____, 2015
at MANILA, affiants, exhibited to me their BIR Tax Identification Card:

| NAME | TIN |
|--------------------------|-------------|
| Eugenio L. Lopez III | 102-871-235 |
| Presentacion L. Psinakis | 107-070-253 |
| Jose C. Vitug | 115-930-076 |
| Maria Amina O. Amado | 116-457-615 |


ATTY. RICHARD L. ANOLIN
NOTARY PUBLIC until December 31, 2016
FOR CITY OF MANILA PHILIPPINES
IBF LIFETIME NO. 05179/02 25 05/MLA.
PTR NO. 4972461 01/05/16 Mia.
Roll No. 33596
MORAL COMPLIANCE NO. IV-00238501 8/16/14
RICHARDO ANOLIN AND ASSOCIATES LAW OFFICE
2/F YMCA OF MANILA BLDG.
2000 ANTONIO VILLEGAS ST.,
ERMITA, MANILA TEL. 525-05-88
E-mail: attyrichardanolin@yahoo.com

Doc. No. 311;
Page No. 63;
Book No. 30;
Series of 2015

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

SECRETARY'S CERTIFICATE

I, MARIA AMINA O. AMADO, of legal age and a resident of 3 Finland Street, Loyola Grand Villas, Quezon City, being duly sworn, depose and state that:

1. I am the duly elected and qualified Assistant Corporate Secretary of ABS-CBN HOLDINGS CORPORATION (the Corporation), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at **4/F Benpres Building, Exchange Road, Pasig 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.

FEB 23 2016

Pasig City, _____ day of _____, 2015.

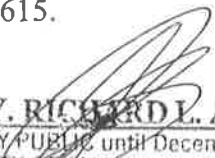


MARIA AMINA O. AMADO
Assistant Corporate Secretary

FEB 23 2016

SUBSCRIBED AND SWORN TO before me on this _____ day of _____ 2015, in
MANILA Philippines, affiant exhibiting to me her BIR Tax
Identification Card with TIN 116-457-615.

Doc. No.: 312
Page No.: 63
Book No.: 30
Series of 2015



ATTY. RICHARD L. ANOLIN
NOTARY PUBLIC until December 31, 2016
FOR CITY OF MANILA PHILIPPINES
IBP LIFETIME NO. 05179/02 25 05/MLA.
PTR NO. 4022461 01/05/16 Mla.
Roll No. 33596
MCLE COMPLIANCE NO. IV-00238501 8/16/14
RODULFO ANOLIN AND ASSOCIATES LAW OFFICE
2/F YALCA OF MANILA BLDG.
#100 ANTONIO VILLEGAS ST.,
CENTRO MANILA TEL. 525-05-86
E-MAIL: richardanolin@yahoo.com



**DIRECTORS' CERTIFICATE AS TO THE
AMENDED ARTICLES OF INCORPORATION OF
ABS-CBN HOLDINGS CORPORATION**

We the undersigned, being the Assistant Corporate Secretary and a majority of the members of the Board of Directors of ABS-CBN Holdings Corporation (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office at 4/F Benpres Building, Exchange Road, Pasig City, Metro Manila, do hereby certify that the accompanying Amended Articles of Incorporation is a true and correct copy of the Articles of Incorporation of the Corporation, as amended, which amendment was approved in accordance with the provisions of Section 16 of the Corporation Code by a vote of at least a majority of the members of the Board of Directors of the Corporation at the regular meeting and by at least two-thirds (2/3) of the outstanding capital stock of the Corporation at the annual stockholders meeting. Both meetings were separately held on December 17, 2015 at the principal office of the Corporation

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FEB 23 2016

IN WITNESS WHEREOF, we have signed this certificate this _____ day of _____ 2015 at **MANTIA**, Metro Manila.

ATTEST:

EUGENIO L. LOPEZ III
Director
TIN 102-871-235

JOSE C. VITUG
Director
TIN 115-930-076

PRESENTACION L. PSINAKIS
Director
TIN 107-070-253

MARIA AMINA O. AMADO
Assistant Corporate Secretary
TIN 116-457-615

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


SECRETARY'S CERTIFICATE

I, MARIA AMINA O. AMADO, of legal age and a resident of 3 Finland Street, Loyola Grand Villas, Quezon City, being duly sworn, depose and state that:

1. I am the duly elected and qualified Assistant Corporate Secretary of ABS-CBN HOLDINGS CORPORATION (the Corporation), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at **4/F Benpres Building, Exchange Road, Pasig 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.

FEB 23 2016


Pasig City, ____ day of _____, 2015.


MARIA AMINA O. AMADO
Assistant Corporate Secretary

FEB 23 2016

SUBSCRIBED AND SWORN TO before me on this ____ day of _____ 2015, in
MANILA Philippines, affiant exhibiting to me her BIR Tax
Identification Card with TIN 116-457-615.

Doc. No.: 312
Page No.: 63
Book No.: 30
Series of 2015


ATTY. RICHARD L. ANOLIN
NOTARY PUBLIC until December 31, 2016
FOR CITY OF MANILA PHILIPPINES
IBP LIFETIME NO. 05179/02 25 05/MLA.
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MCLE COMPLIANCE NO. IV-00238501 8/16/14
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350 ANTONIO VILLEGAS ST.,
ERMITA, MANILA TEL. 525-05-86
EMAIL: attyrichardanolin@yahoo.com