



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. CS200411461

**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

MEGAWIDE CONSTRUCTION CORPORATION
(Amending Article III thereof)

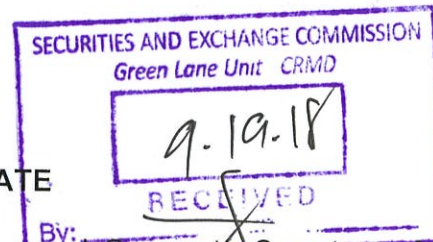
copy annexed, adopted on July 02, 2018 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 Pasay City, Metro Manila, Philippines, this 10th day of October, Twenty Eighteen.

GERARDO F. DEL ROSARIO
Authorized Signatory, HRAD
SO Order 874 Series of 2018

Republic of the Philippines)
City of Makati)S.S



DIRECTORS' CERTIFICATE

We, the undersigned majority of the Directors and Corporate Secretary of **MEGAWIDE CONSTRUCTION CORPORATION** (the "Corporation"), do hereby certify that the amendment of the Articles of Incorporation of said corporation was approved by a majority vote of the directors at the meeting held on July 2, 2018 and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on July 2, 2018 at Sampaguita Room EDSA SHANGRI-LA, Ortigas, Metro Manila

The amended provision of the attached Amended Articles of Incorporation refers to ARTICLE THIRD, as follows:

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

No./Street **20 N. Domingo Street., Barangay Valencia**
City/Town **Quezon City** Province **Metro Manila**

We further certify that the attached Amended Articles of Incorporation is a true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed this certificate this September 3, 2018 at Makati City


EDGAR B. SAAVEDRA

Chairman of the Stockholders' Meeting

Director

TIN: 195-661-064


OLIVER Y. TAN

Director

TIN: 208-264-817


LEONILO G. CORONEL

Independent Director

TIN: 130-190-655


MANUEL LOUIE B. FERRER

Director

TIN: 191-569-388


HILARIO G. DAVIDE, JR.

Independent Director

TIN: 118-014-622


CELSO P. VIVAS

Independent Director

TIN: 123-305-216


ALTHEA F. OAMINAL
Secretary of the Stockholders' Meeting
TIN: 296-400-618 _____

SUBSCRIBED AND SWORN to before me this September 3, 2018 at Makati City by the above-named persons who exhibited to me their TINs as indicated above.

Doc. No. 88;
Page No. 20;
Book No. III;
Series of 2018.




ANNA MARIA D. KAGAOAN
Commission No. M-278
Notary Public for Makati City
Until December 31, 2018
6th Floor, Don Pablo Building
114 Amorsolo Street, Legaspi Village, Makati City
PTR No. 6619801 / 01.06.2016 / Makati City
IBP No. 021224 / 01.04.2016 / Makati City
Admitted to BAR on May 2016
Roll No. 66038

AMENDED ARTICLES OF INCORPORATION
OF
MEGAWIDE CONSTRUCTION CORPORATION
(Formerly "MEGAWIDE STRUCTURES, INCORPORATED")
(As amended on December 23, 2009 and May 7, 2010)

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: That the name of this corporation shall be:

MEGAWIDE CONSTRUCTION CORPORATION
(As amended on December 23, 2009 and May 7, 2010)

SECOND: A. That the primary purpose of this corporation is

To engage in general construction business including the constructing, enlarging, repairing, or engaging in any work upon buildings, houses & condominium, roads, plants, bridges, piers, waterworks, railroads & other structures.

To own, use, improve, develop real estate of all kinds.

B. The secondary purposes of this corporation are:

1. To engage in allied construction business, such as, but not limited to, the construction and sale of precast items, concrete production, and purchase, sale and/or lease of formwork systems and construction equipment.
2. To engage in the business of constructing, developing and/or generating electricity, focusing on the utilization of hydroelectric, geothermal, wind, solar energy and other renewable energy sources, and to carry out all services incident and/or ancillary to this business, including, but not limited to, the assembly, testing, commissioning, operation, maintenance, rehabilitation and management of power plants and the acquisition, repair or development of equipment, fixtures, machinery, and implements necessary or incidental to, or connected with power generation.
3. To purchase, subscribe for, or otherwise acquire and own, hold, use, invest in, develop, sell, assign, transfer, lease, take options to, mortgage,

pledge, exchange, and in all ways deal with, personal and real property of every kind and description, including shares of the capital stock of corporations, bonds, notes, evidence of indebtedness, and other securities, contracts or obligations of any corporation, domestic, or foreign, without however engaging in dealership in securities, in the stock brokerage business, or in the business of an investment company.

4. To acquire or obtain from any government or authority, national, provincial, and municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concession as may be conducive to any of the objects of the corporation.
5. To borrow money, to make and issue notes and other evidences of indebtedness of all kinds and to secure the same by mortgage, pledge or otherwise, as the business of the corporation may require.
6. To exercise such other powers as may be necessary, desirable or incidental to the accomplishment of any of the purposes herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation, including but not limited to conduction seminars and/or workshops for personnel development (As amended on September 18, 2017).

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. It shall also have the power to extend corporate guarantees to its subsidiaries and affiliates for business purposes. (As amended on May 14, 2014 and June 30, 2014)

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

No./Street **20 N. Domingo Street., Barangay Valencia**

City/Town **Quezon City** Province **Metro Manila**
(As amended on July 2, 2018)

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
MICHAEL C. COSIQUIEN	FILIPINO	258 Mabolo St., Pasay City
EDGAR B. SAAVEDRA	FILIPINO	47 Roosevelt St. North Greenhills San Juan
YERIK C. COSIQUIEN	FILIPINO	258 Mabolo St., Pasay City
IRVING C. COSIQUIEN	FILIPINO	258 Mabolo St., Pasay City
FLORIA B. SAAVEDRA	FILIPINO	Canelar Presa, Zamboanga City
ELSIE SAAVEDRA B.	FILIPINO	47 Roosevelt St. North Greenhills San Juan

SIXTH: That the number of directors of said corporation shall be seven (7) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: (As amended on December 23, 2009)

Name	Nationality	Residence
MICHAEL C. COSIQUIEN	FILIPINO	258 Mabolo St., Pasay City
EDGAR B. SAAVEDRA	FILIPINO	47 Roosevelt St. North Greenhills San Juan
YERIK C. COSIQUIEN	FILIPINO	258 Mabolo St., Pasay City
IRVING C. COSIQUIEN	FILIPINO	258 Mabolo St., Pasay City
FLORIA B. SAAVEDRA	FILIPINO	Canelar Presa, Zamboanga City
ELSIE B. SAAVEDRA	FILIPINO	47 Roosevelt St. North Greenhills San Juan

SEVENTH: That the authorized capital stock of the corporation is FIVE BILLION PESOS (P5,000,000,000.00) in lawful money of the Philippines, divided into the following classes:

1. FOUR BILLION NINE HUNDRED THIRTY MILLION (4,930,000,000) voting common shares with the par value of ONE PESO (P1.00) per share; and

2. SEVENTY MILLION (70,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with the par value of ONE PESO (P1.00) per share.

Preferred shares of stock shall be cumulative, non-voting, non-participating, non-convertible, perpetual; *Provided*, that no share will be issued below par value.

The preferred shares shall have the following features, rights and privileges:

- a) Its issue value shall be determined by the Board of Directors at the time of the issuance of the shares;
- b) The Board of Directors shall declare a dividend rate equivalent to the 7-year benchmark rate determined by the Board of Directors as of issue date, payable on a date to be set by the Board of Directors in accordance with Philippine laws, rules and regulations;
- c) Preferred shares shall be non-convertible into common shares;
- d) Preference over holders of common stock in the distribution of the corporate assets in the event of dissolution and liquidation of the corporation and in the payment of the dividend at the rate specified at the time of issuance;
- e) Preferred shares shall be cumulative;
- f) Preferred shares shall be non-participating in any other or further dividends beyond that specifically payable on the shares;
- g) Holders of preferred shares shall have no pre-emptive rights to any issue of shares, common or preferred; and
- h) The preferred shares may be redeemed by the corporation at the sole option of the Board of Directors at the price to be determined by the Board of Directors. (As amended on May 14, 2014 and June 30, 2014).

EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
MICHAEL C. COSIQUIEN	FILIPINO	20,000	P10,000,000	P4,000,000
EDGAR B. SAAVEDRA	FILIPINO	20,000	10,000,000	4,000,000

YERIK C. COSIQUIEN	FILIPINO	2,500	1,250,000	500,000
IRVING C. COSIQUIEN	FILIPINO	2,500	1,250,000	500,000
FLORIA B. SAAVEDRA	FILIPINO	2,500	1,250,000	500,000
ELSIE B. SAAVEDRA	FILIPINO	2,500	1,250,000	500,000
Total		50,000	P25,000,000	P10,000,000
		=====	=====	=====

NINTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of 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. The shareholders do not have pre-emptive rights to subscribe to all issues or dispositions of shares of any class of the Corporation, in proportion to their respective shareholdings. (As amended on May 7, 2010)

TENTH: That Michael C. Cosiquien has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in 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 out hands this 12 Jul 2004 at Makati City.

(SGD)
Michael C. Cosiquien

(SGD)
Edgar B. Saavedra

(SGD)
Yerik C. Cosiquien

(SGD)
Floria B. Saavedra

(SGD)
Irving C. Cosiquien

(SGD)
Elsie B. Saavedra

WITNESSES:

Florido Isturis

Filomeno B. Fernandez Jr.

ACKNOWLEDGMENT

Republic of the Philippines)
Makati City) S.S.

BEFORE ME, a Notary Public in and for Makati City, Philippines, this 12 Jul 2004, personally appeared:

Name	Community Tax Certificate No.	Date & place Issued
Michael C. Cosiquien	21145732	1.24.04 / Pasay City
Edgar B. Saavedra	21862224	2.24.04 / Manila
Yerik C. Cosiquien	21029549	6.25.04 / Pasay City
Irving C. Cosiquien	20882371	1.23.04 / Pasay City
Floria B. Saavedra	04685977	4.21.04 / Manila
Elsie B. Saavedra	21862223	2.26.04 / 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 at the place first above written.

(SGD)
LUZONIA M. EM
NOTARY PUBLIC
Until December 31, 2004
PTR NO. 701-7415/1-8-04/MAKATI

Doc. No. 531;
Page No. 106;
Book No. I;
Series of 2004.

Republic of the Philippines)
City of Makati) S.S

SECRETARY'S CERTIFICATE

I, **ALTHEA ISOBEL F. OAMINAL**, of legal age, being the duly elected and qualified Corporate Secretary of **MEGAWIDE CONSTRUCTION CORPORATION** ("Megawide") with principal office address at 2/F Spring Building, Arnaiz Ave., cor. P. Burgos St., Pasay City, Metro Manila, after having been sworn according to law, hereby depose and state that:

To the best of my knowledge, no action or proceeding has been filed or pending before any court or tribunal involving an intra-corporate dispute and/or any claim by any person or group against the 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 on September 4, 2018 at Makati City.


ALTHEA ISOBEL F. OAMINAL
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this September 4, 2018 at Makati City, affiant exhibiting to me her Passport No. EC2854853 issued at DFA East on November 27, 2014.

Doc. No. 96 :
Page No. 21 :
Book No. III :
Series of 2017.




ANNA MARIA D. KAGAOAN
Commission No. M-278
Notary Public for Makati City
Until December 31, 2018
6th Floor, Don Pablo Building
114 Amorsolo Street., Legaspi Village, Makati City
PTR No. 6619801 / 01.06.2018 / Makati City
IBP No. 021224 / 01.04.2018 / Makati City
Admitted to BAR on May 2016
Roll No. 66038



MARKETS AND SECURITIES REGULATION DEPARTMENT

September 6, 2018

MEGAWIDE CONSTRUCTION CORPORATION

2/F Spring Building
Arnaiz Avenue, cor. P. Burgos St.
Pasay City

Attention: **MR. EDGAR B. SAAVEDRA**
Chairman

Subject: REQUEST FOR COMMENT/RECOMMENDATION

Gentlemen:

This is in connection with your company's application for registration of the amendment in Article Third of the Articles of Incorporation, which pertains to the change in the company's principal office address from "2/F Spring Bldg., Arnaiz Ave. cor. P. Burgos St. Pasay City, Metro Manila" to "20 N. Domingo Street, Barangay Valencia, Quezon City, Metro Manila".

We do not interpose any objection to your application provided that once the application has been approved, the company shall file within five (5) days from receipt of information about said approval a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the amended provision. The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change occurred or become effective.

Our Department, nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

RECEIVED BY:

SIGNATURE OVER PRINTED NAME OF
AUTHORIZED REPRESENTATIVE

COMPANY NAME/DATE RECEIVED



Republic of the Philippines
DEPARTMENT OF ENERGY
(Kagawaran ng Enerhiya)

DOE-REMB-SEC NO. 2018-09-014

1st ENDORSEMENT

13 September 2018

We are favourably endorsing to the Securities and Exchange Commission, the attached Amended Articles of Incorporation of **MEGAWIDE CONSTRUCTION CORPORATION formerly MEGAWIDE STRUCTURES, INCORPORATED** with the statement that this Bureau interposes no objection to one of its secondary purposes:

To engage in the business of constructing, developing and/or generating electricity, focusing on the utilization of hydroelectric, geothermal, wind, solar energy and other renewable energy sources, and to carry out all services incident and/or ancillary to this business, including but not limited to, the assembly, testing, commissioning, operation, maintenance, rehabilitation and management of power plants and the acquisition, repair or development of equipment, fixtures, machinery, and implements necessary or incidental to, or connected with power generation.

And change in principal address to 20 N. Domingo Street, Barangay Valencia, Quezon City, Metro Manila

Provided, That **MEGAWIDE CONSTRUCTION CORPORATION formerly MEGAWIDE STRUCTURES, INCORPORATED**, shall comply with the provisions of the Republic Act No. 9136 (Electric Power Industry Reform Act of 2001 or EPIRA), Republic Act No. 9513 (Renewable Energy Act of 2008) and their implementing rules and regulations (IRR), including any amendments thereto; policies of the Department of Energy and rules and regulation of the Energy Regulatory Commission (ERC) pertaining to Retail Competition and Open Access (RCOA), Wholesale Electricity Spot Market (WESM) Rules and Retail Rules; and policy of the Department of Environment and Natural Resources (DENR) and other relevant government agencies. **MEGAWIDE CONSTRUCTION CORPORATION formerly MEGAWIDE STRUCTURES, INCORPORATED** shall also secure from the ERC the necessary permits and licenses, as well as compliance with the Competition Rules promulgated by the ERC pursuant to the EPIRA and its IRR, and competition policies promulgated by the Philippine Competition Commission (PCC) in accordance with Republic Act No. 10667 or The Philippine Competition Act.


DIRECTOR MYLENE C. CAPONGCOL
Officer-in-Charge
Renewable Energy Management Bureau

MPC/GGE/LVP/MCDC/IG/L