



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. CS200411461

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

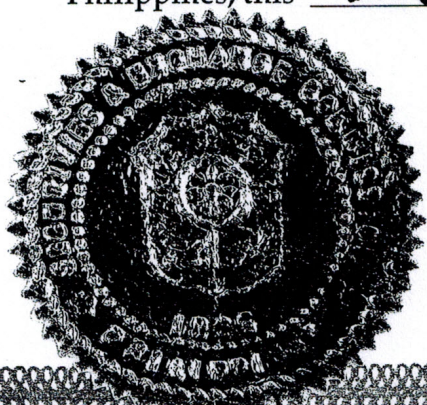
This is to certify that the amended articles of incorporation of the

**MEGAWIDE CONSTRUCTION CORPORATION
(Amending Articles II and VII thereof)**

copy annexed, adopted on May 14, 2014 by majority vote of the Board of Directors and on June 30, 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 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 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 22nd day of September, Twenty Fourteen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

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. 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 2/F Spring Bldg. Arnaiz Ave. cor. P. Burgos St.

City/Town Pasay City Province Metro 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
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;
- 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 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)
Floria B. Saavedra

(SGD)
Yerik C. Cosiquien
(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)
MAKATI CITY) S.S.

SECRETARY'S CERTIFICATE

I, FLORENTINO A. TUASON, JR., of legal age, with office address at 7th Floor, Don Pablo Building, 114 Amorsolo St., Legaspi Village, Makati City, certify under oath that:

1. I am the duly elected and qualified Corporate Secretary of Megawide Construction Corporation (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at 2/F Spring Bldg. Arnaiz Ave. cor. P. Burgos St. Pasay City, Metro Manila.
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.

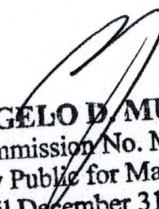
IN WITNESS WHEREOF, I have hereunto affixed my signature this August 12, 2014 at Makati City.


FLORENTINO A. TUASON, JR.
Corporate Secretary
TIN: 215-378-253-000

SUBSCRIBED AND SWORN to before me this August 12, 2014, affiant exhibiting to me his Passport No. EB4627079 issued at Manila on February 4, 2012.

Doc. No. 417 ;
Page No. 8 ;
Book No. 1 ;
Series of 2014.




ANGELO D. MUNIZ
Commission No. M-302
Notary Public for Makati City
Until December 31, 2015
6th Floor, Don Pablo Building
114 Amorsolo St., Legaspi Village, Makati City
PTR No. 4239125/01-14-14/Makati City
IBP No. 946576/01-03-14/Quezon City
Roll No. 62281
Admitted to Bar April 2013

DIRECTORS' CERTIFICATE

We, constituting majority of the Board of Directors of **MEGAWIDE CONSTRUCTION CORPORATION** ("Corporation"), and the Corporate Secretary thereof, do hereby certify that the attached Articles of Incorporation and By-Laws have been amended by a majority of the Board of Directors and the affirmative vote of at least two-thirds (2/3) of the outstanding capital stock at the Board of Directors meeting held at 20 N. Domingo St., Barangay Valencia, Quezon City and Annual Stockholders' Meeting held at Davao Room, Sofitel Philippine Plaza on May 14, 2014 and June 30, 2014, respectively. The amendments read as follows:

ARTICLES OF INCORPORATION

SECOND: xxx

xxx

B. That the corporation shall have all the express powers of a corporation as provided 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.

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.

A handwritten signature in black ink, consisting of a large, stylized capital 'P' followed by a long, sweeping horizontal line that extends to the right.

BY-LAWS

ARTICLE III

BOARD OF DIRECTORS

Section 1. xxx

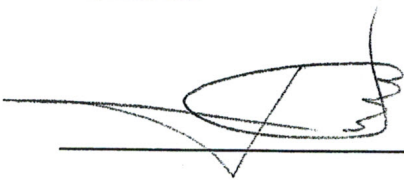

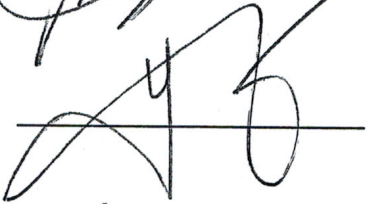
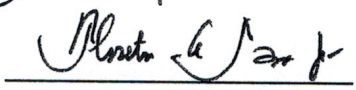
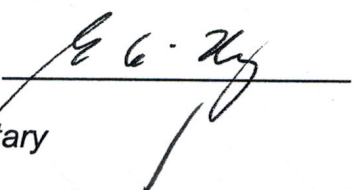
xxx

e.) To extend corporate guarantees to its subsidiaries and affiliates for business purposes;

xxx

A handwritten signature or mark, possibly a stylized 'D' or a signature, located at the bottom right of the page.

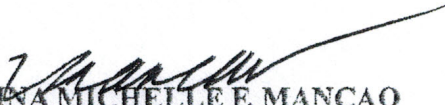
WITNESS OUR HANDS this August 6, 2014 at Makati City.

<u>Name</u>	<u>Signature</u>	<u>Valid ID No. /</u> <u>Expiry Date /</u> <u>Date / Place Issued</u>
Michael C. Cosiquien TIN: 150-443-099-000 <i>Chairman and Director</i> <i>Chairman of the Stockholders' Meeting</i>		PRC ID No. 0074497 / valid until August 18, 2015
Edgar B. Saavedra TIN: 195-661-064-000		Passport No. EB4710116 / valid until February 14, 2017 at Manila
Yerik C. Cosiquien TIN: 215-378-253-000		
Florentino A. Tuason, Jr. TIN: 215-378-253-000 <i>Director and Corporate Secretary</i> <i>Secretary of the Stockholders' Meeting</i>		Passport No. EB4627079 Issued on February 4, 2012 at Manila
Grace Q. Bay TIN: 912-200-339 <i>Assistant Corporate Secretary</i>		Passport No. EB0735275 issued on August 10, 2010 at Manila

SUBSCRIBED AND SWORN to before me this August 6, 2014 at Makati City, affiants exhibiting to me their valid IDs stated above.

Doc. No. 483;
Page No. 98;
Book No. I;
Series of 2014.




KATRINA MICHELLE F. MANCAO
Commission No. M-301
Notary Public for Makati City
Until December 31, 2015
6th Floor Don Pablo Building
114 Amoroso St., Legaspi Village, Makati City
PTR No. 4239126/01-14-14/Makati City
IBP No. 946580/01-03-14/RSM
Roll No. 62126
Admitted to Bar April 2013