



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. CS200602356

**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

GMA HOLDINGS, INC.
(Amending Article III thereof)

copy annexed, adopted on November 11, 2020 by majority vote of the Board of Directors and on March 26, 2021 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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 26th day of November, Twenty Twenty One.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

MCF/qba

COVER SHEET

SEC Registration Number

C	S	2	0	0	6	0	2	3	5	6
---	---	---	---	---	---	---	---	---	---	---

COMPANY NAME

[illegible]**PRINCIPAL OFFICE** (No. / Street / Barangay / City / Town / Province)

U	N	I	T		S	D		T	O	W	E	R		O	N	E		M	C	K	I	N	L	E	Y			P	L	A
C	E		N	E	W		B	O	N	I	F	A	C	I	O		T	A	G	U	I	G		(B	E	I	N	G	
A	M	E	N	D	E	D		T	O		U	N	I	T		3	K		F	A	I	R	W	A	Y	S		T	O	
W	E	R		C	O	N	D	O		5	T	H		A	V	E		C	O	R	N	E	R		M	C	K	I	N	

LEY ROAD, FORT BONIFACIO TAGUIG CITY

Form Type

1	2	3	4
---	---	---	---

Department requiring the report

M	S	R	D
---	---	---	---

Secondary License Type, If Applicable

--	--	--	--

AMENDED ARTICLES OF INCORPORATION

COMPANY INFORMATION

Company's Email Address

mail@bgepal.com

Company's Telephone Number

88163716

Mobile Number

No. of Stockholders

7

Annual Meeting (Month / Day)

May 28

Fiscal Year (Month / Day)

December 31**CONTACT PERSON INFORMATION**

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Atty. Anna Teresa M. Gozon-Valdes

Email Address

rbarles@bgcpal.com or
mail@bgcpal.com

Telephone Number/s

88163716

Mobile Number

WORKS CITED:

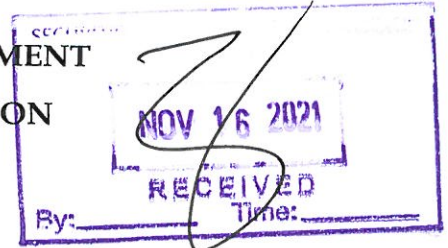
CONTACT PERSON'S ADDRESS

15 F Sagittarius Building, 111 H.V. Dela Costa Street, Salcedo Village, Makati City

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2. All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

**DIRECTORS' CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
GMA HOLDINGS, INC.**



KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, the Chairman, the Corporate Secretary, and all the members of the Board of Directors of **GMA HOLDINGS, INC.**, (the "Corporation"), do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation embodying the following amendment to Article THIRD:

"THIRD: That the place where the principal office of the corporation is to be established is at Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taguig, 1630 Philippines."


is true and correct and was approved by the affirmative vote of all the members of the Board of Directors on November 11, 2020 and by the affirmative vote of the stockholders of the said Corporation holding at least two-thirds (2/3) of the total outstanding capital stock of the Corporation on March 26, 2021.

IN WITNESS WHEREOF, we have hereunto signed these presents on this ____ day of JUL 09 2021 at Makati City.

Certified Correct:


ANNA TERESA M. GOZON-VALDES
Corporate Secretary
TIN: 902-450-132


Attested by:


FELIPE L. GOZON
 Chairman of the Board
 TIN No. 106-174-605


GILBERTO R. DUAVIT, JR.
 Director
 TIN No. 158-147-748


JOEL MARCELO G. JIMENEZ
 Director
 TIN No. 148-082-025


JAIME C. LAYA
 Independent Director
 TIN No. 103-175-586


ARTEMIO V. PANGANIBAN
 Independent Director
 TIN No. 106-197-693

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

ACKNOWLEDGEMENT

JUL 09 2021
 SUBSCRIBED AND SWORN TO before me this ____ day of _____ 2021
 at Makati City, Philippines, affiants exhibiting to me their valid identification
 with details as follows:

Name	Government ID/Passport	Place/Date Issued

Felipe L. Gozon	Passport No. P3551628A	Issued on July 3, 2017 at DFA Manila
Gilberto R. Duavit, Jr.	Driver License No. X01-83-010768	Valid until Oct. 16, 2022
Artemio V. Panganiban	Passport No. P0388884B	Issued on Jan. 24, 2019 at DFA Manila
Jaime C. Laya	Driver License No. N07-67-025875	Valid until Jan. 8, 2024
Joel Marcelo G. Jimenez	Passport No. P5998452A	Issued on February 12, 2018 at DFA Manila
Anna Teresa M. Gozon-Valdes	Passport No. P3551685A	Issued on July 3, 2017 at DFA Manila

known to me to be the same persons who executed the foregoing instrument and who acknowledged to me that the same is their free and voluntary act and deed.

This Directors' Certificate consists of three (3) pages, including the page where this Acknowledgment is written.

Doc. No. 418;
 Page No. 85;
 Book No. 137;
 Series No. 2021:

ATTY. GEORGE DAVID D. SITON
 NOTARY PUBLIC FOR MAKATI CITY
 APPT. NO. 1-352- UNTD. DEC. 31, 2021
 ROLL NO. 49402 / MCLE COMPLIANCE NO. VHX021516/3-29-2019
 IBP CLR No. 2278558-LIFETIME MEMBER MAY. 3, 2017
 PTR NO. 8533052 - JAN 04, 2021- MAKATI CITY
 EXECUTIVE BLDG. CENTER MAKATI AVE., COR., JUPITER ST. MAKATI CITY

**AMENDED ARTICLES OF INCORPORATION
OF
GMA HOLDINGS, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY

FIRST: That the name of the corporation shall be:

GMA HOLDINGS, INC.

SECOND: That the primary purpose for which the corporation is formed 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 stocks, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever legal purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor 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 or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends and income arising from such shares of stocks, and to possess, and exercise in respect thereof, all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned; provided, that the corporation shall not engage in the underwriting of securities or in stock brokerage of financing business.

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey shares of stocks, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic and foreign, and to pay therefore in cash, shares of its capital stock, debentures and other evidence of indebtedness, to issue warrants, options, and Philippine Deposit Receipts (PDRs) for the underlying shares of stocks, and to issue such other securities as may be necessary in the conduct of the corporate business;

2. 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;

3. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidence 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;

4. 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;

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

6. To enter into any lawful arrangement for sharing profits, union of interest, unitization or 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 of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

7. 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;

8. 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;

9. To conduct and transact any and all lawful activities, 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 do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one 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.

THIRD: That the place where the principal office of the corporation is to be established or located is at **Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taguig, 1630 Philippines** (As amended on March 26, 2021);

FOURTH: That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation;

FIFTH: That the names, nationalities, and residences of the incorporators of said corporation are as follows:

Names	Nationalities	Residences
1. Felipe L. Gozon	Filipino	No. 8 Cabildo Street, Urdaneta Village, Makati City
2. Gilberto R. Duavit, Jr.	Filipino	No. 5 Wilson Street, Greenhills, San Juan, Metro Manila
3. Joel Marcelo G. Jimenez	Filipino	No.2401 Mabolo Street, Dasmariñas Village, Makati City
4. Felipe S. Yalong	Filipino	Unit G3, Cluster 6, Woodside Homes, Doña Hemady Street, New Manila, Quezon City
5. Manuel P. Quiogue	Filipino	No. 25 Phoenix Subd., Capt. Henry Javier Street, Pasig City

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 said corporation is One Hundred Thousand Pesos (P100,000.00) divided into Ten Thousand (10,000) shares with a par value of P10.00 each.

No transfer of stock or interest which will reduce the 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 the Corporation and this restriction shall be indicated in all the stock certificates issued by the Corporation

Provided further, that no shareholder shall be entitled to any preemptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury stock.

EIGHTH: That the amount of said capital stock which has been actually subscribed is One Hundred Thousand Pesos (P100,000.00) and the following persons, who are all Filipinos, have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

Names	Number of Shares Subscribed	Amount Subscribed
1. Felipe L. Gozon	3,330	P33,300.00
2. Gilberto R. Duavit, Jr.	3,330	33,300.00
3. Joel Marcel G. Jimenez	3,330	33,300.00
4. Felipe S. Yalong	5	50.00
5. Manuel P. Quiogue	5	50.00
TOTAL	10,000	P100,000.00

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed the amount set out after their respective names:

Names	Amount Subscribed
1. Felipe L. Gozon	P33,300.00
2. Gilberto R. Duavit, Jr.	33,300.00
3. Joel Marcel G. Jimenez	33,300.00
4. Felipe S. Yalong	50.00
5. Manuel P. Quiogue	50.00
TOTAL	P100,000.00

TENTH: That Felipe S. Yalong has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he has been authorized to receive for the corporation, and to issue in its name receipts for 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 name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have hereunto set our hands, this 6th day of February 2006 at Makati City, Philippines.

(SIGNED) FELIPE L. GOZON

(SIGNED) GILBERTO R. DUAVIT, JR.

(SIGNED) JOEL MARCELO G. JIMENEZ

(SIGNED) FELIPE S. YALONG

(SIGNED) MANUEL P. QUIOGUE

WITNESSES:

(SIGNED) J. FAUSTINO

(SIGNED) M. VALENZUELA

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

SECRETARY'S CERTIFICATE

(Re: No pending Case in relation to the amendment of the Third Article of GMA Holdings Inc.'s Amended Articles of Incorporation to reflect the change in its principal office address)


I, **ANNA TERESA M. GOZON-VALDES**, of legal age, Filipino, with office address at 15th Floor, Sagittarius Condominium, H.V. dela Costa Street, Salcedo Village, Makati City, after having been duly sworn, hereby depose and say:

1. That I am the Corporate Secretary of **GMA HOLDINGS, INC.** (hereinafter the "Corporation") a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal office address at Unit 5D, Tower One, One McKinley Place, New Global City, Taguig City (in the process of being amended to Unit 3K, North Wing, Fairways, Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio, Taguig City 1630 Philippines);

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 on the amendment of the **THIRD ARTICLE** of the Corporation's Amended Articles of Incorporation to:

"THIRD: That the place where the principal office of the corporation is to be established is at Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taguig, 1630 Philippines."

Makati City, July 5, 2021.


ANNA-TERESA M. GOZON-VALDES
Affiant

CERTIFICATION


I, Anna Teresa M. Gozon-Valdes, the Corporate Secretary of GMA Holdings, Inc., a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number CS200602356 and with principal office at Unit 5D Tower One, One McKinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City (in the process of being amended to Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taguig City, Philippines), on oath state:


- 1) That I have caused this Request for Monitoring Clearance to be prepared on behalf of GMA Holdings, Inc.;
- 2) That I have read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
- 3) That the company GMA Holdings, Inc. will comply with the requirements set forth in SEC Notice dated May 12, 2021 to effect a complete and official submission or reports and/or documents through electronic mail;
- 4) That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submissions to the MSRD/CGFD.

IN WITNESS WHEREOF, I have hereunto set my hands this 1st day of July 2021.


ANNA TERESA M. GOZON-VALDES

SUBSCRIBED AND SWORN to before me this JUL 02 2021 day of _____, 2021, in Makati City, Philippines. Affiant exhibited to me her SSS ID with No. 33-2709000-4.


JUL. NO. 288
PAGE NO. 21
BOOK NO. 123
SERIES OF 201


NOTARY PUBLIC DAVID D. SITON
NOTARY PUBLIC FOR MAKATI CITY
APPT. NO. M-382 / NOT. DEC. 31, 2021
ROLL NO. 68402 / MCLE COMPLIANCE NO. VI-GS21536/3-29-2019
IBP O.R. No. 2275005 - LITIGATION / ISSUED MAY. 3, 2017
PTR No. 8533058 - JAN. 04, 2021 - MAKATI CITY
EXECUTIVE BLDG. CENTER MAKATI AVE., COR., JUPITER ST. MAKATI CITY



MARKETS AND SECURITIES REGULATION DEPARTMENT (MSRD)

August 31, 2021

GMA HOLDINGS, INC.
5D Tower One, Mc Kinley Place
New Global Bonifacio City
Fort Bonifacio, Taguig City 1630

Through: **RIA GOZON**
BGEPAL LAW OFFICES
rbarles@bgepal.com

Subject: **REQUEST FOR COMMENT/RECOMMENDATION**

Gentlepersons:

This is in response to the request for comments or recommendation on your proposed application to amend the Articles of Incorporation, as follows:

Current Articles of Incorporation	Proposed Amendment
THIRD: That the place where the principal office of the corporation is to be established or located is at <i>5D Tower One, McKinley Place, New Global Bonifacio City, Fort Bonifacio, Taguig City 1630, Philippines.</i>	THIRD: That the place where the principal office of the corporation is to be established or located is at <u>Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taguig, 1630 Philippines.</u>

This Department does not interpose any objection to your application. Thus, within five (5) days from the approval of such amendment, **GMA HOLDINGS, INC.** shall file with the Commission's Central Receiving Unit, a duly accomplished Current Report (SEC Form 17-C), disclosing the approval of said amendments.

Notwithstanding the foregoing, our Department 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. Moreover, our comments or recommendations are limited only to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Revised Corporation Code of the Philippines.

Finally, it is emphasized that 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,

signed
VICENTE GRACIANO P. FELIZMENIO, JR.
Director

Copy-furnished:
Company Registration and Monitoring Department
gfdelosario@sec.gov.ph