



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

COMPANY REG. NO. 35176

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

FOOD TERMINAL, INC.

(Amending Articles III & IV by extending the term of its existence thereof.)

copy annexed, adopted on March 01, 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 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 Pasay City, Metro Manila, Philippines, this 3rd day of May, Twenty Eighteen.



Ferdinand B. Sales
FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

✓

Nature of Application

AMENDMENT

SEC Registration Number

3 5 1 7 6

Former Company Name

FOOD TERMINAL, INC.

AMENDED TO:
New Company Name

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

FTI ADMINISTRATION BUILDING
LOT 55 WESTERN BICUTAN TAGUIG

ZIP CODE

Company Email Address

info@fti.gov.ph

COMPANY INFORMATION

Company's Telephone Number/s

838-4301

Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person

Juliah H. Mnsico

Email Address

jhm1852@fti.gov.ph

Telephone Number/s

838-4301

Mobile Number

0908-8995092

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

**FOOD TERMINAL INCORPORATED
DIRECTORS' CERTIFICATE**

APR 20 2018
Time: _____

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the directors and Corporate Secretary of Food Terminal, Inc. (FTI), do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on 1 March 2018 at the Belmont Hotel Manila, Newport Boulevard, Newport City, Pasay City.

The amended provision of the attached Amended Articles of Incorporation refer to the Principal Office by amending the address, "Fort Bonifacio, Taguig, Rizal" to "FTI Administration Building, Lot 55, East Service Road, Western Bicutan, Taguig" to this effect:

"That the place where the principal office of the corporation is to be established or located at FTI Administration Building, Lot 55, Western Bicutan, Taguig City."

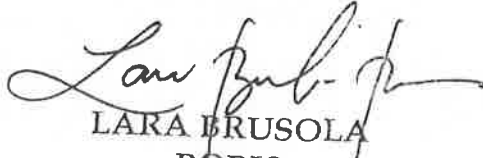
The amended provision of the attached Amended Articles of Incorporation refer to the corporate term of FTI in the fourth paragraph by extending said corporate term of FTI for another fifty years, to this effect:


"That the term from which said corporation is to exist is fifty (50) years from and after the date of incorporation. The said term is extended to exist for another fifty (50) years or until May 2, 2068."

In witness whereof, we have hereunto signed this certificate this MAR 01 2018 day of March 2018 at the City of Taguig.


RICHARD EVANGELISTA
DE JESUS
Director
TIN 156-254-490


GEN. RAYMUNDO
BENITEZ FERRER (Ret.)
Director
TIN 137-378-651


LARA BRUSOLA
BOBIS
Director
TIN 930-995-395


COL. MARIANO LUIS
M. VERZOSA, JR. (Ret.)
Director
TIN 139-587-817




MARC SPENCER
LU SY
Director
TIN 215-233-080



ATTY. MARIA THERESA
TEVES-CASTAÑOS
Director
TIN 918-139-239

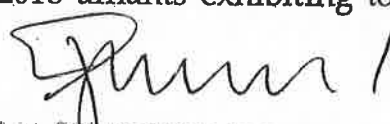


ARIEL P. BUENAVENTURA
President
TIN 132-682-106



ATTY. RYAN A. MARTINEZ
Corporate Secretary
TIN 933-967-966

SUBSCRIBED AND SWORN to before me, a Notary Public for and in
TAGUIG CITY ~~that~~ MAR 01 day of March 2018 affiants exhibiting to me
their valid identification under their names.



ATTY. EDILBERTO F. FACINABAO
NOTARY PUBLIC for in Taguig City
Until December 31, 2018
ISP O.R. No. 017775 / 11-28-17
OR No. 2 - 3742815 / 01-03-2018
M. Compliance No. V - 0024438
ISP Roll No. 28548
P.O. Box, Gen. Luna St., Tuktukan Taguig

Doc. No. 280
Page No. 57
Book No. LVI
Series of 2018.

AMENDED
ARTICLES OF INCORPORATION
OF THE
FOOD TERMINAL, INC.
(Formerly GREATER MANILA TERMINAL FOOD MARKET, INC.)
(As Amended on May 30, 1968, on December 4, 1969,
March 27, 1974 and _____, 1979)

KNOW ALL MEN BY THESE PRESENTS:

That We, all of legal age, Filipinos and residents of the Philippines have this 30th day of April, 1968 voluntarily associated ourselves together for the purpose of forming a corporation under the Laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST - That the name of said corporation shall be:

"FOOD TERMINAL, INC."

SECOND - That the purposes for which the corporation is organized are:

PRIMARY PURPOSES

To maintain and operate a general market for producers, manufacturers and farmers covering among other things the buying, selling, trading and dealing in wholesale, of groceries, provisions, food and foodstuffs, wares, vegetables, fruits, cereals, grains and other farm products and all other articles and things incidental to a general products and all other articles incidental to a general grocery, food supply, meat, poultry, fish, game, vegetable, product and provision, general mercantile, as well as bakery products;

To carry on the business of buyers, sellers, importers and brokers of food produce, domestic and foreign, of all descriptions:

1. To buy, lease or otherwise acquire lands and therein construct such buildings and other structures which may be necessary to carry out the said marketing business, constructing therein stalls, booths, and other similar structures; and to lease, let and rent out to persons and/or associations the said buildings, stalls and/or booths.
2. To maintain and operate abattoir, cold stores and cold storage warehouses of food products and preparation thereof, especially meat, pork vegetables, chicken, fowl, birds, fishes, sea and river foods, poultry and dairy products and other similar products and manufactures.
3. To purchase, acquire, receive, take or lease, or exchange, hire or otherwise deal in and with real and personal property, or any rights or privileges therein, wherever situated, for the purposes of its business.

4. To buy, own, receive and hold real property for the purpose of securing debts due the corporation, and to sell, dispose of, mortgage or otherwise encumber the same, at will, and to make any and all necessary instruments of conveyances therefor.

5. To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description.

6. To advance money to producers, manufacturers, wholesalers and/or other persons having dealings with the company for the purposes herein stated and to guarantee the performance of contracts by said producers, manufacturers, wholesalers and/or other persons, and to make, draw, accept, indorse, issue and execute promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments and contracts, and to invest and deal with the moneys of the company not immediately required in its business, upon such securities and in such manner as may from time to time be determined.

SECONDARY PURPOSES

To exercise all of the powers normally vested in corporations organized under the laws of the Philippines with specific reference, but not limited to the following powers:

(a) To carry on the business of public and private warehousing and all the business necessarily or impliedly incidental thereto, to issue certificates, warrants and receipts, negotiable or otherwise, to persons warehousing with the company, and to make, negotiate or secure advances or loans upon the security of such store merchandise and products or otherwise; and generally, to carry on and undertake any and all business undertaking, transactions or operations commonly carried on or undertaken by a warehouseman.

(b) Buy, lease, construct, or otherwise acquire storerooms, warehouses, and other buildings, including hotel, cafe and restaurants, and operate therein department stores and branches thereof throughout the Philippines, for the purchase and sales of dry goods, millinery cloth and fabrics, gent's furnishing goods, women's clothing, men's and boy's clothing, hats, boots, and shoes, furniture, carpets and draperies, drugs and chemicals, hardware, china and glassware, silver, pictures, books, stationery, photographs, supplies, perfumery, toilet articles and bicycles, and such other allied merchandise.

(c) Carry out a general import and export business in goods, wares and merchandise of any and all kinds and nature whatsoever; to make and enter into all kinds of contracts, agreements, and obligations with any person or persons, corporations or other associations for the purchasing, acquiring, selling or otherwise disposing of goods, wares, and merchandise of all kinds, either as principal or agent, upon commission, consignment, or indent orders; and to act as agent or representative of corporations, firms, individuals in general.

(d) Act as agents, sales representatives, or indentors of exclusive distributors or agents of any person, persons, associations or corporation or any business firm, domestic or foreign, in the importation, manufacture and/or sale of any product or merchandise in the market, including but not limited to the representation as agents or general agents of any one or more insurance corporations (life or non-life) authorized to do business in the Philippines and at least 60% of the shares of stock of which are owned by Filipino citizens.

(As amended on
December 4, 1969)

(As amended on
December 4, 1969)

CERTIFIED MACHINE

Page 3 of 10

Verified By: [Signature]

(e) Establish and/or open branch offices, agencies, dealerships wherever the Board of Directors may deem fit and proper, whether foreign or domestic, for the purpose of distribution of the company's products in different markets of the world and to operate all the business of this company as international laws may permit.

(f) Acquire and undertake the whole or any part of business, goodwill, right, franchise, property and assets of any person, firm or corporation carrying on or proposing to carry on any business similar to any business which the corporation is authorized to carry on or owning property necessary or suitable for the use of the corporation, and, as part of the consideration such proposition, to undertake all or any of the liabilities of such person, firm or corporation; to enter into and perform all forms of obligations, contracts and agreements and cooperative relations, not in contravention of law, with any persons, utility, firm or corporation, private, public or municipal, or with any government or subdivision thereof.

THIRD - That the place where the principal office of the corporation is to be established or located is at FTI Admin Building, Lot 55, Western Bicutan, Taguig City. (As Amended on 1 March 2018)

FOURTH - That the term for which said corporation is to exist is for another fifty (50) years from May 2, 2018. (As Amended on 1 March 2018)

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

Names	Residences	Nationality
1. Gregorio S. Licaros	c/o Development Bank of the Phil., Manila	Filipino
2. Julio V. Macuja	c/o Development Bank of the Phil., Manila	Filipino
3. Gaudencio Reduya	c/o Development Bank of the Phil., Manila	Filipino
4. Jose V. de Ocampo	c/o Development Bank of the Phil. Manila	Filipino
5. Recto M. Garcia	c/o Development Bank of the Phil., Manila	Filipino
6. Leon O. Ty	c/o Development Bank of the Phil., Manila	Filipino
7. Jose R. Tengco, Jr.	c/o Development Bank of the Phil., Manila	Filipino
8. Jose S. Estevez	c/o Development Bank of the Phil., Manila	Filipino
9. Jesus A. Avanceña	c/o Development Bank of the Phil., Manila	Filipino

SIXTH - That the number of directors of said corporation shall be eleven and that the names, nationalities and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws as follows:

(As Amended on January 22, 1971
and June 25, 1979)

<u>Names</u>	<u>Residence</u>	<u>Nationality</u>
1. Gregorio S. Licaros	c/o Development Bank of the Phil., Manila	Filipino
2. Julio V. Macuja	c/o Development Bank of the Phil., Manila	Filipino
3. Gaudencio Beduya	c/o Development Bank of the Phil., Manila	Filipino
4. Jose V. de Ocampo	c/o Development Bank of the Phil., Manila	Filipino
5. Recio M. Garcia	c/o Development Bank of the Phil., Manila	Filipino
6. Leon O. Ty	c/o Development Bank of the Phil., Manila	Filipino
7. Jose R. Tengco, Jr.	c/o Development Bank of the Phil., Manila	Filipino
8. Jose S. Estevez	c/o Development Bank of the Phil., Manila	Filipino
9. Jesus A. Avanceña	c/o Development Bank of the Phil., Manila	Filipino

SEVENTH - That the capital stock of the corporation is SIX HUNDRED FIFTY MILLION PESOS (P650,000,000.00), Philippine Currency, and said capital stock is divided into: (Amended on Jan. 22, 1971)

And June 25, 1979

- (a) Fifty Million (50,000,000) common shares of the par value of Ten Pesos (P10.00) each;
 - (b) Fifteen Million (15,000,000) preferred shares of the par value of Ten Pesos (P10.00) each.
- I. The preferred stock shall be issued with the following rights, preferences and restrictions:
1. The holders of preferred shares shall be entitled to receive a cumulative dividend of 10% per annum payable quarterly but non-participating as to the rest of the corporate surplus profit;
 2. In the event of dissolution of the Corporation, the holders of the preferred shares shall be entitled to preference, to be paid in full or ratably, insofar as the corporate assets will permit, at par value together with the accrued and unpaid dividends thereon to the date of distribution, before any distribution shall be made to the holders of the common shares of stock. The preferred shares shall not be entitled to participate in any other distribution;
 3. The preferred shares may be converted into common shares at a conversion price equal to the value of the common shares at the time of conversion within a 10-year period counted from the date of issue of the preferred shares;

The conversion of preferred shares to common shall carry with it a concomitant obligation on the part of converter to execute a proxy in favor of the stockholder holding the majority shares of the company as of the conversion date. The proxy shall be issued subject to the

CERTIFIED MACHINE COPY
Page 4 of 10 Pa
Verified By: [Signature]

condition that the holder shall have the right to vote the converted share in every stockholders' meeting during a period of five (5) years, renewable for another five (5) years unless the stockholder himself should be personally present at the meeting to vote the share. In the latter case, the proxy shall be deemed to be temporarily suspended for such meeting. The proxy shall become automatically cancelled as soon as the stockholder in whose favor the proxy has been issued ceases to own the majority shares in the corporation;

Should stock dividends or stock splits be declared after the original date of issue of the preferred shares and prior to the date of their conversion into common shares, the conversion price from preferred to common stock will be correspondingly decreased to compensate for the effect of the stock dividend or stock splits;

4. The holders of preferred shares shall not be entitled to any voting rights or privileges, except in those cases expressly provided for by law, unless the corporation shall have failed to pay the preferential dividends of said shares for three (3) consecutive years from the date of issue, such failure being due to any cause other than force majeure, in which event the holder of the preferred shares acquire temporary voting rights until one (1) fiscal year's preferential dividend shall have been paid. After the payment of the said preferential dividend, the holder of the preferred shares shall automatically lose the temporary rights thus acquired.

II. The foregoing features concerning the preferred stock shall be printed on the certificates of stock to be issued by the corporation.

EIGHT - That the amount of capital stock which has been actually subscribed is TWENTY THOUSAND (P20,000.00) PESOS, and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective name:

<u>Names</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
1. Gregorio S. Licaros	400	P 4,000.00
2. Julio V. Macuja	200	2,000.00
3. Gaudencio Beduya	200	2,000.00
4. Jose V. de Ocampo	200	2,000.00
5. Recio M. Garcia	200	2,000.00
6. Leon O. Ty	200	2,000.00
7. Jose R. Tengco, Jr.	200	2,000.00
8. Jose E. Estevez	200	2,000.00
9. Jesus A. Avanceña	200	2,000.00
Total	2,000	P20,000.00

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

(Based on the original authorized capital stock)

(Based on the original authorized capital stock)

CERTIFIED MACHINE CO
Page _____ of _____
Verified By: _____

	<u>Amount Paid On Subscription</u>
1. Gregorio S. Licaros	P1,000.00
2. Julio V. Macuja	500.00
3. Gaudencio Beduya	500.00
4. Recio M. Garcia	500.00
5. Jose V. de Ocampo	500.00
6. Leon O. Ty	500.00
7. Jose R. Tengco, Jr.	500.00
8. Jose S. Estevez	500.00
9. Jesus A. Avanceña	<u>500.00</u>
Total	P5,000.00 /

TENTH - That JOSE V. DE OCAMPO has been elected by the subscribers as Treasurer of the corporation 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 receive in its name for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of April, 1968, in the City of Manila, Philippines.

(SGD) JULIO V. MACUJA	(SGD) GREGORIO S. LICAROS
(SGD) GAUDENCIO BEDUYA	(SGD) JOSE V. DE OCAMPO
(SGD) RECIO M. GARCIA	(SGD) LEON O. TY
(SGD) JOSE R. TENGCO, JR.	(SGD) JOSE S. ESTEVEZ
(SGD) JESUS A. AVANCEÑA	

SIGNED IN THE PRESENCE OF:

(SGD) FEDERICO CABLING	(SGD) HILARIO E. EMPI
------------------------	-----------------------

ACKNOWLEDGEMENT

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

Before me, this 30th day of April, 1968, at the City of Manila, Philippines, personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Issued At</u>	<u>On</u>
Gregorio S. Licaros	A-038	Manila	January 27, 1968
Julio V. Macuja	A-105749	Manila	January 5, 1968

CERTIFIED MACHINE
Page 7 of 10
Verified By: _____

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Issued At</u>	<u>On</u>
Gaudencio Beduya	A-1924281	Samboan, Cebu	April 13, 1961
Jose V. de Guampo	A-105471	Manila	January 18, 1961
Becio M. Garcia	A-126232	Manila	January 4, 1961
Leon O. Ty	A-4415415	Quezon City	January 20, 1961
Jose R. Tengco Jr.	A-251471	Manila	January 17, 1961
Jose S. Estrevez	A-2744087	Legaspi City	January 9, 1961
Jesus A. Avanceña	A-1063206	Manila	January 10, 1961

known to me to be the same persons who executed the foregoing instrument, consisting of nine (9) pages including the last page on which part of this acknowledgement is written, and signed by the parties executing this instrument and their witnesses, and sealed with my notarial seal, and said parties acknowledged to me that the same instrument is their free act and voluntary deed.

WITNESS MY HAND AND SEAL at the City of Manila, Philippines, on the day and year first above written.

(sgd) DENIS D. KENZON
Notary Public
Until December 31, 1966

Doc. No. 916
Page No. 24
Book No. 11
Series of 1961

Officer


CERTIFIED MACHINE COPY
Page 24 of 10 Pages
Verified By: _____


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

SECRETARY'S CERTIFICATE

I, ATTY. RYAN A. MARTINEZ of legal age, married with office address at FTI Administration Building, Lot 55, Western Bicutan, Taguig, after being duly sworn, depose, and state that:

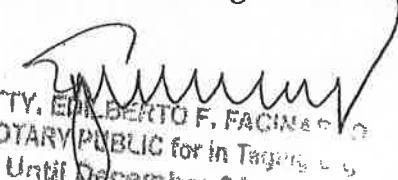
1. I am the duly elected and qualified Corporate Secretary of Food Terminal Incorporated (the "Corporation"), a government owned and controlled corporation duly organized and existing under and by virtue of the Republic of the Philippines, with office address at FTI Admin Building, Lot 55, Western Bicutan, Taguig; and
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.

Issued this MAR 21 2018 day of March 2018 at the City of Taguig.


ATTY. RYAN A. MARTINEZ
Corporate Secretary
TIN/936-967-966

SUBSCRIBED AND SWORN to before me, a Notary Public for and in the City of Taguig MAR 21 2018 of March 2018 affiant exhibiting to me his valid identification under his name.

Doc. No. 490
Page No. 98
Book No. LVI
Series of 2018.


ATTY. EDILBERTO F. FACINA
NOTARY PUBLIC for in Taguig, C.D.
Until December 31, 2018
IBP O.R. No. 017775 / 11-24-11
PTR No. A-375278 / 11-24-11
MCLE Compliance No. Y-002
IBP Roll No. 22526
LC/Bldg. Gen. Luna St., Tungkulan Taguig