



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

COMPANY REG. NO. 128538

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

KNOW ALL PERSONS BY THESE PRESENTS:

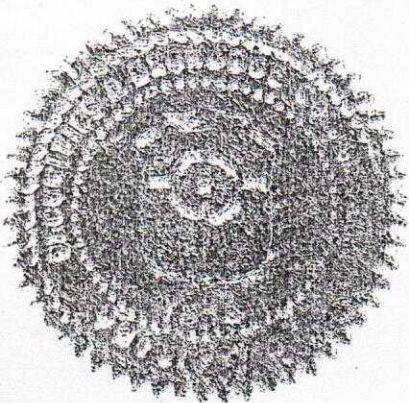
This is to certify that the amended articles of incorporation of the


DBP LEASING CORPORATION
[Amending Article II Primary Purpose thereof.]

copy annexed, adopted on October 03, 2014 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.

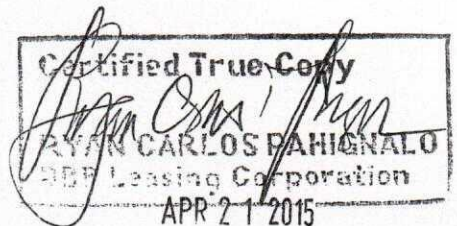
Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, 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 Mandaluyong City, Metro Manila, Philippines, this 20th day of April, Twenty Fifteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AMENDMENT

1 4 B V 3 8

Company Name

DBP LEASING CORPORATION
 FORMERLY DBP LEASING
 CORPORATION

AMENDED TO:
 New Company Name

DBP LEASING CORPORATION

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

4F DBP BLDG., SENGIL J. PUYAT AVE
 CORNER MAKATI AVE, MAKATI CITY

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Mobile Number

(02) 894-0265

CONTACT PERSON INFORMATION

The designated contact 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. ERIC R. CORTES

ercortes@dbp-leasing.ph

(02) 894-0265

(0917) 680 244

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

SU131120

Date

03/11/20 830

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

Corporate and Partnership Registration Division
 Green Lane Unit

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 ATTY. ERIC R. CORTES
 DBP Leasing Corporation

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1 2 8 5 3 8

S.E.C. Registration Number

DBP LEASING CORPORATION
formerly DBP MARITIME LEASING CORPORATION

(Company's Full Name)

4 F DBP Bldg., Sen. Gil J. Puyat Ave.
Corner Makati Ave. Makati City

(Business Address: No. Street City/Town/Province)

ATTY. ERIC R. CORTES

Contact Person

818-9511 Loc. 2424/0908-8735194

Company Telephone Number

Month

Day

FORM TYPE (Rev. 2006)

14-Mar

Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

ARTICLE II

Amended Articles Number/Section

8

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

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ATTY. ERIC R. CORTES
DBP Leasing Corporation

**AMENDED
ARTICLES OF INCORPORATION
OF
DBP LEASING CORPORATION**

Formerly: DBP MARITIME LEASING CORPORATION
(As amended on November 5, 2009)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, and majority of whom are residents of the Philippines, on this date, have this 8th day of August, 1985, voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND HEREBY CERTIFY:

FIRST - That the name of the said corporation shall be "DBP LEASING CORPORATION." (As amended on November 5, 2009)

SECOND - That the purpose for which the said corporation is formed are:

PRIMARY PURPOSE

To engage, transact and deal in the business of leasing and financing in all its aspects and forms, including that of financial leases and operating leases, with the power to arrange, underwrite, manage, develop or administer leases of any and all types of real and personal properties, any and all kinds of equipment, machineries, vehicles, vessels, airplanes, appliances, merchandise and facilities, for whatever use, via finance-related transactions such as but not limited to sale-lease back arrangements, hire-purchase agreements and other lease financing schemes; to extend credit facilities to single proprietorships, and to industrial, commercial or agricultural enterprises, whether public or private in character, by way of loans or direct lending, or discounting, rediscounting or factoring commercial papers or accounts receivables, or by buying or selling contracts, leases, chattel mortgages or other evidence of indebtedness; and to carry on and exercise, generally, the business and powers of a financing company under the Financing Company Act, as amended, and to do any act or engage in any activity that

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DBP Leasing Corporation

may be directly or indirectly necessary, proper or convenient for the accomplishment of its primary purpose.

In relation to or in furtherance of its principal business, the Corporation shall, in the Philippines or elsewhere, engage in activities including but not limited to the following:

(a) Owning and leasing or re-leasing plant equipment, interisland/coastwise/oceangoing vessels, airplanes, machineries, computers, land transportation equipment and facilities, home and office appliances, furniture and furnishings, hospital and dental equipment, as well as lots, buildings, structures or real property;

(b) Lending its funds without collateral or on the security of a mortgage of real properties, pledge or chattel mortgage of equipment, machinery, merchandise, shares of stock, securities and other personal properties;

(c) Purchasing, selling or otherwise transacting in mortgage papers, instalment contracts, quedans, warehouse receipts, and other similar contracts and instruments, and to advance funds on the security thereto;

(d) Guaranteeing arrangements for credit and other financial accommodations for productive enterprises or end-users and consumers with local and foreign fund services and in connection with such activities, to act as a credit broker, fiscal or collection agent, credit evaluator, or as a general or specialized representative of business enterprises in matters involving credit extension and financing as well as credit evaluation and collection;

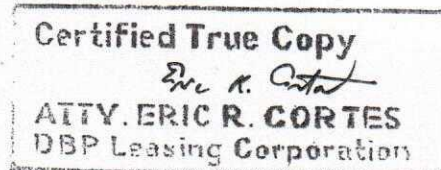
(e) Purchasing or otherwise acquiring, discounting, negotiating, collecting, mortgaging, pledging, assigning, selling, or otherwise dealing in or with all or any part of bonds and debentures, accounts receivables, promissory notes, evidence of indebtedness, trade acceptance, commercial papers, or certificate actions issued, created, assumed or guaranteed by any domestic or foreign corporation, partnership, firm, syndicate, or individual person, and to exercise in respect thereto all such powers and privileges incident to ownership or any other interest therein; and

(f) Undertaking the collection of accounts receivables, negotiable instruments, letters of credit, acceptances, drafts, bills of exchange and other evidence of indebtedness owned by any person, partnership, corporation, cooperative, association or entity under such terms and conditions as the Corporation may deem fit. (As amended on October 3, 2013)

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SECONDARY PURPOSES

1. To engage in the business of domestic, interisland or coastwise shipping by owning, managing, or leasing maritime vessels for the carriage of passengers, freight, cargo, vehicles, goods and merchandise of every kind and description by water, upon the oceans, seas, bays, harbors, canals and other navigable waterways between any all parts throughout the Philippines.
2. To own, operate, or engage in and undertake the management of, in whole or in part, any enterprise or business engaged in domestic shipping.
3. To acquire by purchase, lease contract, importation, local construction or otherwise, and to charter, own, operate, repair, maintain, manage, and to apply for, obtain, and register, licenses or rights to operate watercrafts, ships or vessels together with the equipment, furniture and appurtenances, and to employ the same in the conveyance of passengers, goods, wares, vehicles, and merchandise of every kind and description; (As amended on June 12, 2008)
4. To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests, rights to property and properties of every kind and description whatsoever which the Corporation may lawfully engage in, and to own, hold, construct, build, operate, use, repair, maintain, manage, develop, improve, subdivide, sell, grant, lease, mortgage, pledge, assign, transfer, exchange or otherwise dispose of the whole or any part thereof;
5. To construct, acquire, carry out, maintain, improve, manage, work, control and superintend, reservoirs, water courses, aqueducts, wharves, drydocks, plants and any facilities for the building, equipping and repair of any and all of its vessels and which are necessary, convenient or incidental to the purposes of the Corporation;
6. To borrow money for any of the purposes of the Corporation and to draw, make, accept, endorse, transfer, assign, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidences of indebtedness; and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any party of the property or assets at any time held or owned by the Corporation on such terms and conditions as



the Board of Directors of the Corporation or its duly authorized officers or agents shall determine and as may be permitted by law;

7. In so far as permitted by law, to purchase, or otherwise acquire, the stocks, bonds, and other securities or evidences of indebtedness of any other corporation, association, firm or entity, domestic or foreign, engaged in shipping and leasing of vessels, and to issue in exchange therefore its own stocks, bonds, or other obligations or to pay therefore in cash, or otherwise; to hold or otherwise own, use, sell, deal in, dispose of, and turn to account, any such stocks, bonds, or other securities, and, while, the owner or holder thereof, to exercise all the rights and powers of ownership, including the right to vote thereof, to exercise all the rights and powers of ownership, including the right to vote thereon for any purpose provided that the Corporation shall not engage in the stock brokerage business; to do any acts or things necessary or proper for the protection or development of any such corporation, association, firm or entity, in which the Corporation may have any lawfully interests, or for the preservation, improvement or enhancement of the value of any such stock, bonds, or other securities, or any acts or things designed for any such purpose, including, but not limited to, all kinds of subsidy, guaranty, surety or entity, provided that they are organized or authorized to do business under the laws of the Republic of the Philippines, without, however, engaging in surety business;
8. To acquire, take over, hold and control all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or corporation, whether domestic or foreign, and whether a going concern or not, engaging in or previously engaged in a business which the corporation is or may be appropriate or suitable for the purpose of the Corporation, and to pay for the same in cash or in stock, bonds, or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof; provided that the Corporation shall not primarily exercise the functions of a trust corporation and shall not, insofar as may be expressly prohibited by law, undertake the management of funds, securities, portfolio and other similar assets of other persons, firms, associations, corporations or entities;
9. To purchase, hold, cancel, re-issue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such a manner, and upon such terms as its Board of Directors shall determine; provided the Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would

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cause any impairment of its capital stock, except to the extent permitted by law;

10. To merge, consolidate, combine or amalgamate with any corporation firm, association or entity heretofore or hereafter created in such manner as may be permitted by law;
11. To design, write, prepare, publish and display, in any manner, advertisements, publicity or promotional devices of all kinds for itself or for others which are necessary or convenient for the accomplishment of the purposes of the Corporation;
12. To carry out all or any part of the foregoing purposes as principal, agent (except as insurance agent), factor, trustee, licensee, concessionaire, contractor or otherwise, either alone or in conjunction with any other person, firm, association, corporation, or entity, whether government or private;
13. In general, to enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or colony or dependency thereof, obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain, carry out, perform or comply with such contracts or arrangements and exercise any such rights, privileges and concessions; and
14. To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purpose herein enumerated or which shall at any time appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Philippines in general and upon domestic corporations or like nature in particular.

THIRD - That the place where the principal office of the corporation is to be established or located is at Makati, Metro Manila.

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:

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DBP Leasing Corporation

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Jose Ben R. Laraya	Filipino	c/o National Development Co. NDC Building, 116 Tordesillas St. Salcedo Village, Makati City
John Y. Cocuaco	Filipino	c/o National Development Co. NDC Building, 116 Tordesillas St. Salcedo Village, Makati City
Florentino Z. Vicente	Filipino	c/o National Development Co. NDC Building, 116 Tordesillas St. Salcedo Village, Makati City
Pacifico A. Agabin	Filipino	c/o National Development Co. NDC Building, 116 Tordesillas St. Salcedo Village, Makati City
Hermenegildo Zayco	Filipino	c/o National Development Co. NDC Building, 116 Tordesillas St. Salcedo Village, Makati City

SIXTH - That the number of directors of said Corporation shall be seven (7) and that the names and residences of the directors of the Corporation who are to serve until their successors are appointed and qualified as provided by the Laws are as follows, to wit: (As amended on June 12, 2008)

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Jose Ben R. Laraya	Filipino	c/o National Development Co. NDC Building, 116 Tordesillas St. Salcedo Village, Makati City
John Y. Cocuaco	Filipino	c/o National Development Co. NDC Building, 116 Tordesillas St. Salcedo Village, Makati City
Florentino Z. Vicente	Filipino	c/o National Development Co. NDC Building, 116 Tordesillas St. Salcedo Village, Makati City
Pacifico A. Agabin	Filipino	c/o National Development Co. NDC Building, 116 Tordesillas St. Salcedo Village, Makati City
Hermenegildo C. Zayco	Filipino	c/o National Development Co. NDC Building, 116 Tordesillas St. Salcedo Village, Makati City

SEVENTH - That the authorized capital stock of said corporation is ONE BILLION FIVE HUNDRED MILLION (P1,500,000,000.00) PESOS, Philippine currency, and said capital stock is divided into:

1. TEN MILLION (10,000,000) common shares with a par value of ONE HUNDRED PESOS (P100.00); and

2. FIVE MILLION (5,000,000) preferred shares with a par value of ONE HUNDRED PESOS (P100.00).

The Board of Directors is hereby expressly authorized to issue from time to time preferred shares in one or more series and to fix before issuance thereof the number of shares in each series, and all designations, relative rights, preferences and limitations of the shares in each series. The specific terms and restrictions of each series of preferred shares shall be specified in such resolution(s) as may be adopted by the Board of Directors prior to the issuance of each of such series (the "Enabling Resolution[s]"), which resolution(s) shall thereupon be deemed a part of these Articles of Incorporation upon approval by the Securities and Exchange Commission. (As amended on June 12, 2008)

EIGHTH - That at least twenty-five percent (25%) of the authorized capital stock above stated has been subscribed as follows:

<u>Name</u>	<u>Nationality</u>	<u>Shares subscribed</u>	<u>Amount subscribed</u>
Jose Ben R. Laraya	Filipino	246,000	P 24,600,000
John Y. Cocuaco	Filipino	1,000	100,000
Florentino Z. Vicente	Filipino	1,000	100,000
Pacifico A. Agabin	Filipino	1,000	100,000
Hermenegildo C. Zayco	Filipino	1,000	100,000

NINTH - That the above-named subscribers at least have paid twenty-five percent (25%) of the total subscription as follows:

<u>Name</u>	<u>Amount subscribed</u>	<u>Total paid-up</u>
Jose Ben R. Laraya	P 24,600,000	P 6,150,000
John Y. Cocuaco	100,000	25,000
Florentino Z. Vicente	100,000	25,000
Pacifico A. Agabin	100,000	25,000

Hermenegildo C. Zayco	100,000	25,000
Total	<u>P 25,000,000</u>	<u>P 6,250,000</u>

TENTH - That JOHN Y. COCUACO, has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-laws, and as such Treasurer, he has been authorized to receive for and in behalf of the Corporation and to sign receipts in its name for all subscriptions paid-in by the subscribers.

ELEVENTH - That no transfer of shares of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage as allowed by law shall be permitted to be recorded in the proper books and this restriction shall be indicated in the stock certificate to be issued by the Corporation.

IN WITNESS WHEREOF, WE have hereunto set our hands this 8th day of August, 1985 in Makati, Metro Manila.

(SGD.) JOSE BEN R. LARAYA

(SGD.) JOHN Y. COCUACO

(SGD.) FLORENTINO Z. VICENTE

(SGD.) HERMENEGILDO C. ZAYCO

(SGD.) PACIFICO A. AGABIN

SIGNED IN THE PRESENCE OF:

(SGD.)

(SGD.)

ACKNOWLEDGEMENT

BEFORE ME, a Notary Public for and in Makati, Metro Manila personally appeared:

<u>Name</u>	<u>Residence Certificate</u>	<u>Issued on</u>	<u>Issued at</u>
Jose Ben R. Laraya	16297589-D	Feb. 6, 1985	Makati, Metro Manila
John Y. Cocuaco	33909158-E	Feb. 2, 1985	Mandaluyong, M.M.
Florentino Z. Vicente	3456305-E	Mar. 29, 1985	Makati, Metro Manila
Pacifico A. Agabin	9497374-D	Jan. 18, 1985	Marikina, Metro Manila
Hermenegildo Zayco	3354453-E	Apr. 8, 1985	Makati, Metro Manila

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal on this 9th day of August 1985.

EVELINA GEROCHI VILLEGAS
Notary Public for Makati, M.M.
Until December 31, 1985
PTR No.
Issued at Rizal
On February 1985

Doc. No. 495;
Page No. 9;
Book No. III;
Series of 1985.