



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

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

COMPANY REG. NO. 21623

**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

**UCPB SAVINGS BANK, INC.**  
(Amending Article III thereof.)

copy annexed, adopted on April 29, 2014 by majority vote of the Board of Directors and on May 15, 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 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, Section 14 of R. A. 8791 as amended, 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 15<sup>th</sup> day of December, Twenty Fourteen.

  
**FERDINAND B. SALES**

Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION OF

**UCPB SAVINGS BANK, INC.**

(Formerly United Savings Bank)

KNOW ALL MEN BY THESE PRESENTS:

That, we, all of whom are citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a banking corporation under and by virtue of the laws of the Republic.

AND WE HEREBY CERTIFY -

FIRST: That the name of said Corporation shall be

**UCPB SAVINGS BANK, INC.**  
(As amended on May 31, 1990)

SECOND: That the purposes for which the Corporation is formed are as follows:

- (a) To engage in the general business of savings and mortgage banking;
- (b) To encourage, foster, promote and develop the spirit of thrift among people through the accumulation of their savings for investment in accordance with law;
- (c) To have and exercise, subject to the laws of the Republic of the Philippines, all right, privileges and attributes of a savings and mortgage bank;
- (d) To acquire, purchase, hold, sell, lease, exchange, mortgage, encumber and convey real and personal property; and to purchase, lease, construct or acquire interest in buildings in furtherance of and in conjunction with the general business of the corporation; subject, however, to the limitations imposed by existing laws;
- (e) Generally, to do and perform such acts and things as are necessary for and incident to the purposes for which the corporation is organized, and such acts and things as are legally consistent with the powers of corporation organized under the laws of the Republic of the Philippines; and
- (f) To engage in the business of a trust company pursuant to and in accordance with the pertinent provision of the General Banking Act, as amended. (As amended on December 12, 1981)

**THIRD: That the place where the principal office of the Corporation is to be located at the 18th Floor, UCPB Corporate Offices, 7907 Makati Avenue, Makati City, Philippines. (As amended by the Stockholders on May 15, 2014 and by the Board of Directors on April 29, 2014)**

**FOURTH: That the term for which the Corporation is to exist is FIFTY (50) years from and after October 18, 2012. (As amended by the Board of Directors and by the Stockholders on March 25, 2010)**

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

<u>Name</u>	<u>Residence</u>	<u>Nationality</u>
Napoleon C. Medalla	14 Sto. Tomas St., Quezon City	Filipino
Fe D. Medalla	14 Sto. Tomas St., Quezon City	Filipino
Amado L. Dimayuga	17 St., Mary Cubao, Quezon City	Filipino
Rafael Enrile	c/o Trinity General Hospital Sta. Ana, Manila	Filipino
Arturo K. Dimayuga	c/o Trinity General Hospital Sta. Ana, Manila	Filipino
Mariano Apacible	2009 P. Florentino, Sampaloc, Manila	Filipino
Perfecto D. Dimayuga	17 St., Mary Cubao, Quezon City	Filipino
Paolo V. Publico	1101 P. Leoncio, Manila	Filipino

SIXTH: That the number of directors of said Corporation shall be SEVEN (7) 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, are as follows: (as amended on September 18, 2008)

<u>Name</u>	<u>Residence</u>	<u>Nationality</u>
Napoleon C. Medalla	14 Sto. Tomas St., Quezon City	Filipino
Fe D. Medalla	14 Sto. Tomas St., Quezon City	Filipino
Amado L. Dimayuga	17 St., Mary Cubao, Quezon City	Filipino
Rafael Enrile	c/o Trinity General Hospital Sta. Ana, Manila	Filipino
Arturo K. Dimayuga	c/o Trinity General Hospital Sta. Ana, Manila	Filipino
Mariano Apacible	2009 P. Florentino, Sampaloc, Manila	Filipino
Perfecto D. Dimayuga	17 St., Mary Cubao, Quezon City	Filipino

SEVENTH: That the authorized capital stock of the corporation is Eight Hundred Million Pesos (P800,000,000.00), Philippine Currency, divided into Eight Million shares of common stock with a par value of ₱100.00 per share (As amended by the Board of Directors and by the Stockholders on April 25, 2005).

EIGHT: That the amount of said capital stock which has been actually subscribed is TWO MILLION TWO HUNDRED THOUSAND PESOS (P2,200,000.00) worth of preferred shares, and the amount of capital stock, set out after their respective names:

<i>Name</i>	<i>Nationality</i>	<i>Common Shares Subscribed</i>	<i>Amount</i>
Napoleon C. Medalla	Filipino	7,200	P 720,000.00
Fe D. Medalla	Filipino	6,850	685,000.00
Rafael Enrile	Filipino	4,000	400,000.00
Olimpia K. Dimayuga	Filipino	850	85,000.00
Mariano B. Apacible	Filipino	800	80,000.00
Pablo V. Publico	Filipino	800	80,000.00
Arturo K. Dimayuga	Filipino	700	70,000.00
Amado L. Dimayuga	Filipino	400	40,000.00
Perfecto L. Dimayuga	Filipino	400	40,000.00
		22,000	P 2,200,000.00

<i>Name</i>	<i>Nationality</i>	<i>Preferred Shares Subscribed</i>	<i>Amount</i>
Napoleon C. Medalla	Filipino	4,500	P 225,000.00
Fe D. Medalla	Filipino	3,900	195,000.00
Rafael Enrile	Filipino	4,000	200,000.00
Olimpia K. Dimayuga	Filipino	800	40,000.00
Mariano B. Apacible	Filipino	800	40,000.00
Pablo V. Publico	Filipino	800	40,000.00

Arturo K. Dimayuga	Filipino	600	30,000.00
Amado L. Dimayuga	Filipino	300	15,000.00
Perfecto L. Dimayuga	Filipino	300	15,000.00
		<u>16,000</u>	<u>P 800,000.00</u>
GRAND TOTAL -			<u>P3,000,000.00</u> =====

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

<i>Name</i>	<i>Nationality</i>	<i>Common Shares Amount Paid on Subscription</i>
Napoleon C. Medalla	Filipino	P 720,000.00
Fe D. Medalla	Filipino	685,000.00
Rafael Enrile	Filipino	200,000.00
Olimpia K. Dimayuga	Filipino	35,000.00
Mariano B. Apacible	Filipino	36,250.00
Pablo V. Publico	Filipino	36,250.00
Arturo K. Dimayuga	Filipino	45,000.00
Amado L. Dimayuga	Filipino	21,250.00
Perfecto L. Dimayuga	Filipino	21,250.00
		<u>P 1,800,000.00</u>

<i>Name</i>	<i>Nationality</i>	<i>Preferred Shares Amount Paid on Subscription</i>
Napoleon C. Medalla	Filipino	P 56,250.00
Fe D. Medalla	Filipino	48,750.00
Rafael Enrile	Filipino	50,000.00

Olimpia K. Dimayuga	Filipino	10,000.00
Mariano B. Apacible	Filipino	10,000.00
Pablo V. Publico	Filipino	10,000.00
Arturo K. Dimayuga	Filipino	7,500.00
Amado L. Dimayuga	Filipino	8,750.00
Perfecto L. Dimayuga	Filipino	750.00
		P 200,000.00

TENTH: That FE D. MEDALLA as been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws, and that as Treasurer, she has been authorized to receive for the Corporation and to receipt in its name for all subscriptions paid in by such subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 1<sup>st</sup> day of September 1962 in the City of Manila, Philippines.

(Sgd.) NAPOLEON C. MEDALLA  
(Sgd.) RAFAEL ENRILE  
(Sgd.) MARIANO B. APACIBLE  
(Sgd.) ARTURO K. DIMAYUGA  
(Sgd.) PERFECTO L. DIMAYUGA

(Sgd.) FE D. MEDALLA  
(Sgd.) OLIMPIA K. DIMAYUGA  
(Sgd.) PABLO V. PUBLICO  
(Sgd.) AMADO L. DIMAYUGA

Signed in the Presence of:

(Sgd.) Illegible

(Sgd.) Illegible

**ACKNOWLEDGEMENT**

REPUBLIC OF THE PHILIPPINES)  
City of Manila ) S.S.

BEFORE ME, the undersigned Notary Public in and for the City of Manila personally appeared Napoleon C. Medalla, Fe D. Medalla, Arturo K. Dimayuga, Amado L. Dimayuga and Perfecto L. Dimayuga, who are personally known to me to be the same persons who executed the foregoing instrument as their free and voluntary act and deed.

I further certify that said persons are Filipino citizens. Said persons exhibited to me their Residence Certificates as follows:

Napoleon C. Medalla	A-0298221	February 2, 1962; Manila
Fe D. Medalla	A-0298222	February 2, 1962; Manila
Rafael Enrile	A-2022030	January 8, 1962; Manila
Olimpia K. Dimayuga	A-02078223	January 15, 1962; Manila
Mariano B Apacible	A-449487	January 15, 1962; Manila
Pablo V. Publico	A-0088480	February 7, 1962; Manila
Arturo K. Dimayuga	A-0037046	January 5, 1962; Manila
Amado L. Dimayuga	A-4483585	January 5, 1962; Manila
Perfecto L. Dimayuga	A-0104843	January 12, 1962; Manila

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal this 10<sup>th</sup> day of September 1962 at the City of Manila, Philippines.

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Book No. VI;  
Series of 1962.

(Sgd.) Mauro T. Allarde  
Notary Public  
Until December 31, 1962