



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

COMPANY REG. NO. CS200901269

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

PH RESORTS GROUP HOLDINGS, INC.

(Formerly: Philippine H2O Ventures Corp.)

(Amending Articles I, II Primary Purpose, III, VI and VII thereof)

copy annexed, adopted on June 25, 2018 by a 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 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 this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 10th day of December, Twenty Eighteen.

GERARDO F. DEL ROSARIO
Director

Company Registration and Monitoring Department

**AMENDED
ARTICLES OF INCORPORATION
OF**

PH RESORTS GROUP HOLDINGS, INC.

(formerly PHILIPPINE H2O VENTURES CORP.)

KNOW ALL MEN BY THESE PRESENTS

WE, all of legal age and residents of the Philippines; have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines;

AND WE HEREBY CERTIFY THAT:

FIRST: That the name of this corporation shall be:

PH RESORTS GROUP HOLDINGS, INC.

(As amended on June 25, 2018)

SECOND: The purpose for which the Corporation is formed are:

PRIMARY

“The primary purpose of the Corporation is to subscribe, acquire, hold, sell, assign, or dispose of shares of stock and other securities of any corporation including those engaged in the hotel and/or gaming and entertainment business, without however engaging in the dealership of securities or in the stock brokerage business or in the business of an investment company, to the extent permitted by law, and to be involved in the management and operations of such investee companies; and to guarantee the obligations of its subsidiaries or affiliates or any entity in which the Corporation has lawful interest.” *(As amended on 25 June 2018).*

SECONDARY

1. To engage in, operate, conduct and maintain the business of, trading, processing, assembling, manufacturing, and/or fabricating and exporting, importing, buying, acquiring, holdings, or otherwise disposing of and dealing in goods, wares, supplies, materials, articles, merchandise, commodities, equipment, hardware, appliances, minerals, metals, timber, lumber and real and personal properties of every kind, class and description, whether natural or artificial which may become articles of commerce; (as amended on July 2, 2014)

2. To purchase, acquire and take over all or any part of the rights, assets, business and property of any person, partnership, corporation or association and to undertake and assume the liabilities and obligations of such persons, partnership, corporation or association whose rights, assets, business or property may be purchased, acquired or taken over;

3. To enter into any arrangement for sharing profits, union of interests, joint venture, reciprocal concession or otherwise with any person or company engaging in or about to engage in any business or property may be purchased, acquired or taken over;
4. To purchase or otherwise acquire, obtain an interest in, own, hold, pledge, mortgage, assign, deposit, create trusts, exchange, sell and otherwise dispose of, alone or in syndicates or otherwise in conjunction with others; and generally deal in and with all or any of the following: all kinds of shares, stocks, warrants, options, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes, and other certificates, obligations, contracts, choses in action and evidences of indebtedness generally of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereto; to acquire, purchase, sell or otherwise dispose of its own shares of capital stock or any securities or other obligation of the Corporation, provided that the Corporation shall not engage in stock brokerage business;
5. To act as indenter, principal or agent. Manufacturer's representative, commission merchant, merchandise broker, factor, consignment agent or in any other representative capacity for foreign and domestic juridical entities or natural persons;
6. To purchase, own, sell, assign, negotiate, mortgage, pledge or otherwise dispose of accounts receivables, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money owed by any person, partnership, corporation or association, or to undertake, under such terms and conditions as the Corporation may deem fit, the collection of such accounts receivable, notes receivable, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money;
7. To act as manufacturers' representatives, indentors, commission merchants, commercial brokers or agents, or in any other representative capacity, for natural and juridical persons, whether domestic or foreign;
8. To act as managers, managing agents or administrators of corporation, partnership, or persons, with respect to their businesses or properties and to undertake, carry on, assist or participate in the management, reorganization or liquidation of corporations, partnerships, and other forms of business firms and entities;
9. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of gas, works, mills, factories, installations, plants, shops, laboratories, terminals, office buildings, and other buildings and structures, roads, railroads, cars, railroad equipment, garages, motor and road equipment, aircraft and aircraft equipment, aviation fields, telephone and telegraph lines, transmission lines, wireless facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment and any and all kinds of machinery, apparatus, instruments, fixtures and appliances;
10. 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 and properties of every kind and description whatsoever; or any other business in which the corporation may lawfully engage, and to own, hold, operate, improve, develop, reorganize, manage, grant, lease, sell exchange or otherwise dispose of all, the

whole and any part thereof; to purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of water;

11. 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.

AND IN FURTHERANCE OF THE FOREGOING PURPOSES –

1. To acquire or obtain from any governmental authority or authorities, national or municipal or from any corporation, company, entity, or person, such charters, franchises, licenses, permits, patents, trade name, trade secret, invention, copyright or other rights and privileges which may be conducive to or necessary or desirable for the attainment of any of the objects and purposes of the Corporation.

2. To purchase, acquire, hold, lease, sell, convey such real and personal properties which are necessary for the conduct of the corporate business;

3. To borrow or raise money necessary to meet the financial requirements of the Corporation by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayments 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, bonds, warrants, notes or other evidence of indebtedness in payment of or exchange for properties or rights acquired by the Corporation or for money borrowed in the prosecution of its business;

4. To deal in and with the properties of the Corporation in such manner as may from time to time be considered necessary for the advancement of the business interests of the Corporation and to sell, dispose of or transfer the business, goodwill, properties and undertaking of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept under the circumstances;

5. To purchase, acquire, hold, sell, dispose of or otherwise deal in and with shares, bonds, and other securities created by any company having objectives or purposes altogether or in part similar to those of the Corporation, and while the owner or holder thereof to exercise all the rights and incidents of ownership, including the right to vote the same, to receive, collect and dispose of the interests, dividends and income therefrom;

6. To do and perform all acts and things necessary, suitable or proper for the accomplishments of any of the purposes of the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation, including the exercise of the powers, authorities and attributes conferred upon corporation organized under the laws of the Philippines in general and upon domestic corporations of like nature in particular.

That foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall in no wise be limited by reference to or

interfere from any other clause or any other part of the same clause but shall be regarded as independent purposes and powers, and the enumeration of specified purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the Corporation nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified herein shall not be regarded in any manner as a limitation of the powers granted or allowed to and exercisable by the Corporation under the New Corporation Code and other applicable statues of the Republic of the Philippines.

THIRD: The principal office of the Corporation shall be established or located in GGDC Administrative Services Building, Clark Global City, Clark Freeport Zone, Pampanga, Philippines 2023. (As amended on 25 June 2018).

FOURTH: The term for which the corporation is to exist shall be fifty (50) years from and after the date of incorporation.

FIFTH: The names, citizenship and addresses of the incorporators of the Corporation are as follows:

NAME	CITIZENSHIP	ADDRESS
Jolly L. Ting	Filipino	U-16 B&C Phoenix Heights Condo, 40 Capt. Javier St., Pasig City
Lourdes G. Ting	Filipino	U-16 B&C Phoenix Heights Condo, 40 Capt. Javier St., Pasig City
Nanette T. Ongcarranceja	Filipino	7 3 rd St. Brgy. Mariana New Manila, Quezon City
Ortrud T. Yao	Filipino	U-16 B&C Phoenix Heights Condo, 40 Capt. Javier St., Pasig City
Rodolfo L. See	Filipino	29 Guillermo St. Buting, Pasig City
Dexter E. Quintana	Filipino	38 Daisy Road, Pilar Village, Las Piñas
Ernesto S. Isla	Filipino	82 Matimtiman St. Teacher's Village East, Quezon City

SIXTH: The number of directors of the Corporation shall be Nine (9) and the names, citizenship and addresses 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 25 June 2018):

NAME	CITIZENSHIP	ADDRESS
Jolly L. Ting	Filipino	U-16 B&C Phoenix Heights Condo, 40 Capt. Javier St., Pasig City
Lourdes G. Ting	Filipino	U-16 B&C Phoenix Heights Condo, 40 Capt. Javier St., Pasig City
Nanette T. Ongcarranceja	Filipino	7 3 rd St. Brgy. Mariana New Manila, Quezon City
Ortrud T. Yao	Filipino	U-16 B&C Phoenix Heights Condo, 40 Capt. Javier St., Pasig City

Rodolfo L. See	Filipino	29 Guillermo St. Buting, Pasig City
Dexter E. Quintana	Filipino	38 Daisy Road, Pilar Village, Las Piñas
Ernesto S. Isla	Filipino	82 Matimtiman St. Teacher's Village East, Quezon City

SEVENTH: The capital stock of the corporation is EIGHT BILLION (P8,000,000,000.00) PESOS, Philippine Currency, divided into EIGHT BILLION (8,000,000,000) shares with a par value of ONE PESO (P1.00) Philippine Currency per share. (As amended on 25 June 2018).

No stockholder shall have a right to purchase or subscribe to any additional share of the capital stock of the Corporation whether such shares of capital stock are now or hereafter authorized, whether or not such stock is convertible into or exchangeable for any stock of the Corporation or of any other class, and whether out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of any class of the Corporation acquired by it after the issue thereof; nor shall any holder of any such stock of any class, as such holder, have any right to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the capital stock of any class of the Corporation or to which shall be attached or appertain any warrant or warrants or any instrument or instruments that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe for, or to purchase from the Corporation, any shares of its capital stock of any class.

The Board of Directors may, from time to time, grant stock options, issue warrants, or enter into stock purchase or similar agreements for purposes necessary or desirable for the Corporation and allocate, sell or otherwise transfer, convey or dispose of shares of stock of the Corporation of a class or classes and to such persons or entities to be determined by the Board, including, but not limited, to employees, officers and directors of the Corporation.

These provisions shall be printed in all stock certificates of the Corporation.

EIGHT: The amount of the capital stock of the Corporation which has actually been subscribed of FIFTY MILLION (P50,000,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	Nationality	No. of shares	Amount of Capital Subscribed
Jolliville Holdings Corp.	Filipino	49,999,993	P49,999,993.00
Jolly L. Ting	Filipino	1	1.00
Lourdes G. Ting	Filipino	1	1.00
Nanette T. Ongcarranceja	Filipino	1	1.00
Ortrud T. Yao	Filipino	1	1.00
Rodolfo L. See	Filipino	1	1.00
Dexter E. Quintana	Filipino	1	1.00
Ernesto S. Isla	Filipino	1	1.00
Total		50,000,000	P50,000,000.00

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

Name	Amount Subscribed	Amount Paid on Subscription
Jollville Holdings Corp.	P 49,999,993.00	P 12,499,993.00
Jolly L. Ting	1.00	1.00
Lourdes G. Ting	1.00	1.00
Nanette T. Ongcarranceja	1.00	1.00
Ortrud T. Yao	1.00	1.00
Rodolfo L. See	1.00	1.00
Dexter E. Quintana	1.00	1.00
Ernesto S. Isla	1.00	1.00
Total	₱50,000,000.00	₱ 12,500,000.00

TENTH: No transfer of stock which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as may be required by law shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be indicated in all its stock certificates.

ELEVENTH: That **ORTRUD T. YAO** has 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 such Treasurer, she has been authorized to receive for the Corporation and to accept in its name all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, the parties hereto have signed this presents this 14th day of January 2009 at Makati City.

(Sgd.)
JOLLY L. TING
TIN – 104-139-646

(Sgd.)
LOURDES G. TING
TIN – 203-425-428

(Sgd.)
NANETTE T. ONGCARRANCEJA
TIN – 203-363-484

(Sgd.)
ORTRUD T. YAO
TIN – 203-425-782

(Sgd.)
RODOLFO L. SEE
TIN – 103-288-739

(Sgd.)
DEXTER E. QUINTANA
TIN – 121-438-786

(Sgd.)
ERNESTO S. ISLA
TIN – 110-438-600

SIGNED IN THE PRESENCE OF:

Eligible

Eligible

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
Makati City) S.S.

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

Name	Comm. Tax Cert. No.	Date/Place Issued	T.I.N.
Jolly L. Ting	07631251	01.08.2008/Quezon City	104-139-646
Lourdes G. Ting	07631252	01.08.2008/Quezon City	203-425-428
Nanette T. Ongcarranceja	07631254	01.08.2008/Quezon City	203-363-484
Ortrud T. Yao	07631253	01.08.2008/Quezon City	203-425-782
Rodolfo L. See	07631283	01.08.2008/Quezon City	103-288-739
Dexter E. Quintana	07631284	01.08.2008/Quezon City	121-438-786
Ernesto S. Isla	16218774	01.09.2008/Quezon City	110-438-600

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 WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal this 14th day of January 2009 Makati City.

Doc. No. 187 ;
Page No. 38 ;
Book No. 05 ;
Series of 2009.

(SGD) JOEL G. GORDOLA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2009
PTR NO. 0806362; 1/5/09 Q.C.
IBP NO 1688766 ROLL NO. 2510