



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

COMPANY REG. NO. 52412

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

KNOW ALL PERSONS BY THESE PRESENTS:

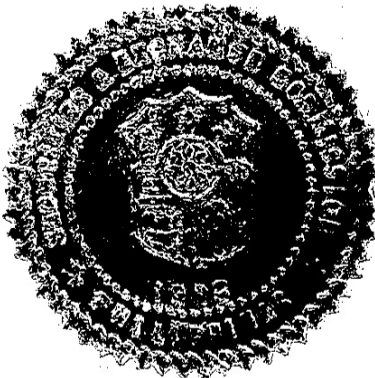
This is to certify that the amended articles of incorporation of the

BELLE CORPORATION
[Amending Article III thereof.]

copy annexed, adopted on April 28, 2014 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing more than 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 25th day of July, Twenty Fourteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AAR

52472

Former Company Name

BELLE CORPORATION

AMENDED TO:
New Company Name

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

**SP TOWER, ATWODECOM CENTER MDA
CABA PASAY CITY**

Company's Email Address

COMPANY INFORMATION
Company's Telephone Number/s

Company's Facsimile Number/s

Name of Contact Person

JASON C. NALUPTA

CONTACT PERSON INFORMATION
Email Address

Telephone Number/s

632-0905

Facsimile Number/s

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

AMENDED*
ARTICLES OF INCORPORATION
OF
BELLE CORPORATION¹

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 together for the purpose of forming a corporation under the laws of the Philippines.

AND WE CERTIFY:

FIRST. - That the name of the said corporation shall be:

BELLE CORPORATION¹

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

PRIMARY PURPOSE

That the primary purpose or object for which the corporation is formed is:

To invest in, purchase, or otherwise acquire and own, hold, use, develop, lease, sell, assign, transfer, mortgage, pledge, exchange, operate, enjoy or otherwise dispose of, as may be permitted by law, all properties of every kind, nature and description and wherever situated, including real estate, whether improved or unimproved, agricultural and natural resource projects, buildings, warehouses, factories, industrial complexes and facilities; shares of stocks, subscriptions, bonds, warrants, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful 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, subscriptions, bonds, debentures, contracts, or obligations, to receive, collect, and dispose of interest, dividends, and income arising from such property; 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 stock brokerage business or act as dealer in securities.²

* As last amended by the Board of Directors in a meeting held on 28 April 2014 and approved by the stockholders in the separate meeting held on 28 April 2014.

¹ As amended on August 18, 1994, per SEC Certificate dated August 29, 1994.

² As amended on October 23, 1992, per SEC Certificate dated December 21, 1992.

SECONDARY PURPOSES

That the second purposes or object for which the corporation is formed are:

1. To construct and maintain conduits, pipelines and lines of tubing for general purposes as well as for the use of said corporation, and to lay, rig, buy, lease, sell by wholesale, and otherwise contract for, and operate said conduits, pipelines and lines of tubings, as well as storage tanks, trailways, tramways, roadways and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business; to buy, sell, charter, operate and maintain tank steamers and other vessels of all kinds of the transportation of merchandise dealt in by the corporation;

2. 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 equipments, 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;

3. 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 which the corporation may deem necessary or appropriate in connection with the conduct of any business enumerated in these Articles of Incorporation, or of 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 or any part thereof; to purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of water; and to acquire by purchase, lease, or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of, water; and to acquire by purchase, lease or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works and water systems for supplying water and water power for any and all uses and purposes; to purchase, create, generate or otherwise dispose of, electric current and electric steam and water power of every kind and description, and to sell, supply or otherwise dispose of, light, heat and power of every kind and description;

4. Insofar as may be permitted by law, to purchase or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, mortgage, assign, deal in, exchange, sell and otherwise dispose of, alone, or in conjunction with others, all kinds of securities, including by not limited to stocks, bonds, debentures, trust certificates, trust receipts, notes and other securities, choses in action and evidences of indebtedness of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign and evidences of any interest therein; and to promote, manage, participate in or act as principal or agent for any underwriting, purchasing or selling syndicate or group, and otherwise to take part in and assist in any legal manner in the purchase, sale or disposition of any such securities, provided, however, that the corporation shall not act as stock brokers;

5. Insofar as may be necessary to carry on the primary purpose of the corporation, to purchase or otherwise acquire and to own, sell, hold, use, convey, exchange, lease, mortgage, take option to, and otherwise deal in real properties and to construct, enlarge, alter, improve or lease buildings or other structures on land held or owned by the corporation;

6. To act as managers or managing agents of the corporation, partnership, and other forms of business organizations; to provide management, investment and technical advice for a commercial, industrial, manufacturing and other kinds of enterprises;

7. Insofar as may be permitted by law, to enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession and cooperation with any person, firm, partnership, corporation, association or other entity, whether domestic or foreign, for the purpose of carrying on any transactions, deemed necessary, convenient or incidental to the purposes for which the corporation is organized and to undertake and carry on any transactions deemed necessary, convenient or incidental to the purposes for which the corporation is organized and to undertake and carry on any other business venture or mercantile activity which may be undertaken or carried on by judicial persons as capitalists, financiers, merchants, contractors, brokers, or agents, either directly itself in its own name or indirectly through the medium of ownership of shares or other interests in such business or enterprises;

8. To purchase or otherwise acquire as a going concern or otherwise, all or any part of the business goodwill, rights, property, real or personal, and assets of all kinds, and in connection with the acquisition of the same to undertake, assume and guarantee all or any part of the liabilities of any corporation, association, partnership or person deemed to be beneficial to the corporation in any manner in connection with any of its objects or purposes; and to pay for the same in cash, stock bonds, notes and/or other securities of this corporation; to hold, possess, manage, conduct and carry on the whole or any part of the business so acquired and to pledge, mortgage, sell or otherwise dispose of any business or property so acquired in the manner and to the extent now or hereafter authorized or permitted by law;

9. To carry on a general import and export business; to buy, sell or otherwise deal in wholesale quantities in all goods and merchandise which are the lawful objects of commerce;

10. To engage in and carry on any lawful manufacturing enterprises in the Philippines for the production of article for domestic use or consumption or for export; to import, buy, sell and generally deal in at wholesale and with all machinery, equipment, appliances and supplies required for such manufacturing operations; and to lease, purchase, or otherwise acquire, own, maintain, and operate factories, mills, warehouses and other buildings or structures necessary or incidental to the conduct of such manufacturing activities;

11. To enter into, make and perform contract and arrangements of every kind and description for any lawful purposes for itself and for others with any person, firm, association, corporation, municipality, body, politic, country, territory, province, state, government or authority any rights, privileges, contracts and concessions which the corporation may deem desirable to obtain and to carry out, exercise or comply with any such contracts, arrangements, rights, privileges and concessions; to acquire and to take over 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 obligation of, any person, firm, association or corporation carrying on a business which the corporation is or may become authorized to carry on, or possessed of property suitable for the purposes of the corporation and to pay for the same in cash or in stocks, bonds or securities of the corporation, or otherwise, and to hold, manage, operate, conduct and dispose of in any manner the whole or any part of any such acquisitions and to exercise all the powers necessary or convenient in and about the conduct and management thereof;

12. To apply for, obtain, register, purchase, lease or otherwise acquire and to hold, own, use, exercise, develop, operate and introduce; and to sell, assign, grant licenses or territorial rights in respect of, or otherwise to turn to account or dispose of, any copyrights, trademarks, trade names, brands, labels, patents or inventions, improvements or processes used in connection with or secured under letters patent

of any country, Government of authority, or otherwise, in relation to any of the purposes herein stated; and to acquire, use, exercise, or otherwise turn to gain licenses or rights in respect of any such copyrights, trademarks, trade names, brands, labels, patents, inventions, improvements, processes and the like;

13. To borrow, or raise money for any of the purposes of the corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, discount, transfer, assign, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instrument and evidences of indebtedness, and for the purpose of securing any of its obligations or contract to convey, transfer, assign, deliver, mortgage and/or pledge all or any part 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 shall authorize and as may be permitted by law; and to sell or otherwise dispose of any bonds, debentures, or other obligations of the corporation for its corporate purposes;

14. To purchase, hold, sell, exchange, reissue, transfer or otherwise deal in shares of its own capital stock, in its own bonds or other obligations from time to time upon such terms as its Board of Directors shall determine, but the corporation shall not use any of its funds or property for the purchase of its own shares of stock when such use would impair the capital of the corporation;

15. Insofar as may be permitted by law, to mine, extract, remove or otherwise acquire, and use, turn to account and dispose of coal, oil, timber, metal, stone and minerals of every kind;

16. To carry on for itself or for others the business of mining in all its branches and to that end, to acquire, own, improve, develop, sell, lease, and convey lands and tenements or any right, title, interest, or privilege therein; to search, explore, examine, prospect for ores, minerals and mineral substances of all kinds, grades, forms, descriptions and combinations, including but not limited to copper, nickel, manganese, gold, silver, zinc, brass, iron, tin, asbestos, sulphur and other sub-oil products and sub-surface deposits of every nature and the products and by-products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances; to locate purchase, lease and acquire land and/or offshore areas with rights to prospect, drill, mine, bore and sink wells and shafts; to prospect, drill, produce, convey and transport oil, petroleum and gas, to carry on the business of storing and prospecting for, mining, producing, refining, manufacturing, piping, transporting, buying and selling petroleum and other oil products and by-products; to buy, sell, furnish and supply the same; to operate and maintain oil and gas wells; to build, construct, purchase, maintain and operate warehouses, pumping plants, pipe lines, refineries, factories, mills, workshops, laboratories, and dwelling houses for workmen and others; to manufacture, buy, sell by wholesale, import, export and deal in pumps, drills, fuses, caps candles, nitroglycerin, dynamite, and the necessary machinery, engines, drills and all appliances and conveniences for use in connections with mining and drilling of oil and gas; and to acquire petroleum, gas, oil and all kinds of mineral leaseholds, rights, properties, franchises, privileges, concessions and other interests;³

IN FURTHERANCE OF THE FOREGOING PURPOSES, the corporation shall have, among others, the following incidental powers;

(a) To acquire or obtain from any government authority, national or municipal, local or otherwise or any corporation, company or person, such charters, franchises, licenses, rights, privileges and concessions, as may be necessary or conducive to the attainment of any of the objects of the corporation;

³ As amended on October 23, 1992, per SEC Certificate dated December 21, 1992.

(b) To apply for, obtain, register, purchase, lease, or otherwise acquire, and to the extent authorized by law, to hold, use, own, sell, assign, and otherwise dispose of any trademarks, trade names, distinctive marks, patents, inventions, improvements and processes, used in connection with or secured under letters patent of the Philippines or of any foreign country, and to use, exercise, grant licenses in respect of any patents, inventions, processes and the like or any such property or rights;

(c) To enter into, make, perform and carry out contracts of every kind and for any lawful purposes, pertaining to the business of the corporation in any manner incident thereto, as principal, agent or otherwise with any person, firm, association or corporation;

(d) To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences 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, bonds, debentures and other evidences of indebtedness in payment for property acquired by the corporation or for money borrowed in the prosecution of its lawful business;

(e) To do and perform all acts and things necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated of which shall at any time appear conducive to the protection or benefit of the corporation, including the exercise of the powers and authorities conferred upon corporations organized under the laws of the Philippines in general and upon domestic corporations of like nature in particular; provided, however, that the funds of the corporation shall not be invested in any other corporation or business, or for any purpose other than the main purpose for which this corporation has been organized, unless the requirements of Section 17-1/2 of the Corporation Law, as amended have been complied with.

THIRD. - That the place where the principal office of the corporation is to be established is at 5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City, Metro Manila, Philippines.⁴ The Corporation may establish branch offices or agencies elsewhere in the Philippines or abroad whenever its business exigencies so require.

FOURTH. - That the term for which said corporation is to exist is FIFTY (50) YEARS from and after date of incorporation.

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

<i>Name</i>	<i>Citizenship</i>	<i>Residence</i>
RALPH NUBLA	Filipino	64 11 th St., Quezon City
GEORGE DEE SE KIAT	Filipino	55 Williams St., Pasay City
DANIEL C. GO	Filipino	313-315 Ortigas Ave., Greenhills Subdivision, Mandaluyong, Rizal
BRO. LEO BLANCHET	American	Santiago, Isabela

⁴ As amended by the Board of Directors in a meeting held on 28 April 2014 and approved by the stockholders in the separate meeting held on 28 April 2014.

FRANKLIN C. CU	Filipino	40 Galaxy, Bel-Air, Makati, Rizal
ALFRED B.T. KHU	Chinese	47 N. Domingo, Quezon City
ALFRED CU	Filipino	465 Northwestern St., Greenhills Subdivision, Mandaluyong City

SIXTH. - That the number of directors of the said corporation shall be Eleven (11)⁵ and that the names and residences of the directors who are to serve until their successors are duly elected and qualified as provided for in the by the By-Laws are as follows:

<i>Name</i>	<i>Citizenship</i>	<i>Residence</i>
RALPH NUBLA	Filipino	64 11 th St., Quezon City
GEORGE DEE SE KIAT	Filipino	55 Williams St., Pasay City
DANIEL C. GO	Filipino	313-315 Ortigas Ave., Greenhills Subdivision, Mandaluyong, Rizal
BRO. LEO BLANCHET	American	Santiago, Isabela
FRANKLIN C. CU	Filipino	40 Galaxy, Bel-Air, Makati, Rizal
ALFRED B.T. KHU	Chinese	47 N. Domingo, Quezon City
ALFRED CU	Filipino	465 Northwestern St., Greenhills Subdivision, Mandaluyong City

SEVENTH. - That the authorized capital stock of the said corporation is Twenty Billion (₱20,000,000,000.00) Pesos,⁶ Philippine Currency divided into Fourteen Billion (14,000,000,000) Common Shares and Six Billion (6,000,000,000) Preferred Shares both⁷ with par value of One Peso (₱1.00) each.⁸

A description of the different classes of stock of the Corporation and a statement of the designations and powers, preferences and rights, and conversions, limitations, or restrictions thereof, in respect of each class of stock, is as follows:

1. Common Shares shall have full voting rights and except as may be otherwise provided in these Articles of Incorporation all shares shall have the same rights and enjoy the same privileges. Unless the Board of Directors authorize the issuance of Preferred Shares in accordance with the Articles of Incorporation, all issuances of shares by the Corporation shall be

⁵ As amended on November 29, 2001, per SEC Certificate dated January 8, 2002.

⁶ As amended on October 25, 1996, per SEC Certificate dated February 21, 1997.

⁷ As amended on October 25, 1996, per SEC Certificate dated February 21, 1997.

⁸ As amended on November 18, 1989, per SEC Certificate dated October 19, 1990.

Common Shares.

2. Preferred Shares may be issued from time to time by the Board of Directors which is hereby authorized to adopt resolutions authorizing the issuance thereof in one or more series for such number of shares and relative rights and preferences as it may deem beneficial to the Corporation. The resolution so adopted shall be recorded with the Securities and Exchange Commission and thereupon be deemed an amendment and part of this Articles of Incorporation. Subject to any commitment contained in a prior issued series, the resolution(s) herein authorized to be adopted by the Board of Directors shall specify with respect to a given series:

- (a) the number of shares to constitute such series and the distinctive designations thereof;
- (b) the terms of payment on the subscription, whether partial or full, and in the case of the former, the relative rights thereof as to dividends, voting rights, convertibility and the like;
- (c) the annual dividend rate, if any, on the shares of such series which shall be fixed or variable, considering the rate or return of such securities at the time of issue, the cumulation or non-cumulation of dividends, the date or dates of cumulation or accrual, but dividends shall be deemed to be cumulative from date of issue unless otherwise specified in the resolution creating such series;
- (d) the time(s) and price(s) of redemption, if any, of the shares of such series;
- (e) the terms and conditions of a retirement or sinking fund, if any, for the purchase or redemption of the shares of such series;
- (f) the amount which shares of such series shall be entitled to receive in the event of any liquidation, dissolution or winding up of the Corporation (which shall not exceed the consideration received therefor plus accrued and unpaid dividends thereon, if any, nor be less than the par value thereof);
- (g) the convertibility or non-convertibility thereof to other class or classes of shares of the Corporation and if convertible, the terms and conditions, if any, on which shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, or other series of the same class, of the Corporation;
- (h) the absence of voting rights, of said shares of stock, however each share of Preferred Shares shall have one vote on all corporate matters where the law grants such voting rights;
- (i) the status as to reissuance or sale of shares of such series redeemed, purchased or otherwise reacquired, or surrendered to the Corporation;
- (j) the conditions and restrictions, if any, on the payment of dividends, or on the making of other distributions and purchase, redemption, or other acquisition by the Corporation or any subsidiary, of the Common Shares or of any other class of stock of the Corporation ranking junior to the shares of Preferred Stock as to

dividends or upon liquidation;

- (k) the conditions and restriction, if any, on the creation of indebtedness of the Corporation, or any subsidiary, or on the issue of any additional stock ranking on a parity with or prior to the shares of such series as to dividends or upon liquidation; and
- (l) such other preferences, rights, restrictions and qualifications as shall not be inconsistent herewith;

3. All shares of preferred stock of the same class shall rank equally and be identical in all respects regardless of series unless otherwise specified by the Board of Directors pursuant to the foregoing provisions of paragraph 1 and 2 and if shares of any one series are issued at different times, the subsequently issued shares need not be entitled to receive dividends previously paid on the outstanding shares of such series.

4. The holders of Preferred Shares shall be entitled to receive out of the net profits or net assets of the Corporation available for dividends, when and as declared by the Board of Directors, cash dividends at the rate specified for each particular series, and no more, payable quarterly, semi-annually or annually, from and on the date or dates specified for each such series, before any dividends shall be declared and paid upon or set apart for the Common Shares. If dividends on the Preferred Shares of any series are not paid in full when payable or declared in full and sums set apart for the payment thereof, then no dividends shall be declared and paid on any Preferred Shares unless declared paid ratably on all shares of each series of the Preferred Shares then outstanding, including dividends accrued or in arrears, if any, in proportion to the respective amounts that would be payable per share if all such shares were declared and paid in full.

5. Subject to the provisions of paragraph 3, as to the assets, and in the event of any liquidation or dissolution or winding up of the Corporation (whether voluntary or involuntary) the holders of the Preferred Shares, shall be entitled to receive out of assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, the amount specified for each particular series, together with all dividends (whether or not earned) accrued or in arrears, for every share of their holdings of Preferred Shares before any distribution of the assets shall be made to the holders of the Common Shares, and shall be entitled to no other further distribution. If upon any liquidation, dissolution or winding up of the Corporation the assets distributable among the holders of Preferred Shares shall be insufficient to permit the payment in full to the holders of the Preferred Shares of all preferential amounts payable to all such holders, then the entire assets of the Corporation thus distributable shall be distributed ratably among the holders of the Preferred Shares in proportion to the respective amounts that would be payable per share if such assets were sufficient to permit payment in full.

6. For purposes of paragraph 4, neither the consolidation nor merger of the Corporation with or into any other corporation, nor any sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this ARTICLE VII, unless the Board of Directors of the Corporation elects to treat such transactions as a liquidation, dissolution or winding up of the Corporation.

7. Subject to the limitations or conditions herein or in the terms of any series, the whole or any part of Preferred Shares at any time outstanding, or the whole or any part of any series thereof, may be redeemed by the Corporation at its election, by resolution of the Board of Directors, upon notice to the holders of record of the Preferred Shares to be redeemed, given as hereinafter provided, at the time or times and price or prices specified for each particular series together with all dividends (whether or not earned) accrued or in arrears (hereinafter in this ARTICLE VII called the "redemption price"). If less than all of the Preferred Shares then outstanding, or of any series thereof, is to be redeemed, the redemption may be made either by lot or pro rata, in such manners as may be prescribed by resolution of the Board of Directors. A notice of such election shall be mailed by the Corporation, postage prepaid, not less than 30 nor more than 60 days prior to the date specified in such notice as the redemption date, addressed to the respective holders of record of the Preferred Shares to be redeemed at their respective addresses as the same shall appear on the stock transfer records of the Corporation. Notice having been so given unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice, all dividends on Preferred Shares thereby called for redemption shall cease to accrue from and after the date of redemption specified in such notice. The notice may specify a date (which may be on or prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof with a bank or trust company doing business in Metro Manila, and on the date so specified, all rights of the holders of Preferred Shares called for redemption, as stockholders of the Corporation, except the right to receive the redemption price (but without interest), and the right, if any, to exercise all privileges of conversion specified for any particular series, shall cease and determine. Any interest allowed on moneys so deposited shall be paid to the Corporation. Any moneys so deposited which shall remain unclaimed by the holders of such Preferred Shares at the end of six years after the redemption date shall become the property of, and be paid by such bank or trust company, to the Corporation.

Except for the right to convert shares as may be expressly be provided with respect to shares of Preferred Stock, 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 of 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 the capital stock of any class.

The Board of Directors may, from time to time and for a purpose necessary or desirable for the Corporation to effect joint ventures, reciprocal right agreements and other arrangements to carry out the purposes of the corporation, allocate, sell, dispose of or otherwise transfer and convey shares of stock of the corporation of a class or classes to be determined by the Board.⁹

⁹ As amended on December 20, 1993, per SEC Certificate dated December 24, 1993.

The foregoing shall be printed on the stock certificate of the corporation.

EIGHTH. - That no transfer of stock or interest which will reduce the percentage of ownership of citizens of the Philippines below that which is required by law shall be permitted to be registered in the books and records of the corporation, and this restriction shall be printed in all stock certificates of the corporation.

NINTH. - That the amount of said capital stock which has been actually subscribed is FOUR MILLION TWO HUNDRED THOUSAND (P4,200,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<i>Name</i>	<i>Residence</i>	<i>Amount of Shares Subscribed</i>	<i>Number of Capital Stock Subscribed</i>
RALPH NUBLA	64 11 th St., Quezon City	60,000,000	₱ 600,000,000
GEORGE DEE SE KIAT	55 Williams St., Pasay City	60,000,000	600,000,000
DANIEL C. GO	313-315 Ortigas Ave., Greenhills Subdivision Mandaluyong, Rizal	60,000,000	600,000,000
BRO. LEO BLANCHET	Santiago, Isabela	60,000,000	600,000,000
FRANKLIN C. CU	40 Galaxy, Bel-Air Makati, Rizal	60,000,000	600,000,000
ALFRED B.T. KHU	47 N. Domingo, Quezon City	60,000,000	600,000,000
ALFRED CU	465 Northwestern St., Greenhills Subdivision Mandaluyong, Rizal	60,000,000	600,000,000
		420,000,000	₱ 4,200,000,000

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

<i>Name</i>	<i>Residence</i>	<i>Amount Paid on Subscription</i>	<i>Citizenship</i>
RALPH NUBLA	64 11 th St., Quezon City	150,000.00	Filipino
GEORGE DEE SE KIAT	55 Williams St., Pasay City	150,000.00	Filipino

DANIEL C. GO	313-315 Ortigas Ave., Greenhills Subdivision Mandaluyong, Rizal	150,000.00	Filipino
BRO. LEO BLANCHET	Santiago, Isabela	150,000.00	American
FRANKLIN C. CU	40 Galaxy, Bel-Air Makati, Rizal	150,000.00	Chinese
ALFRED B.T. KHU	47 N. Domingo, Quezon City	150,000.00	Filipino
ALFRED CU	465 Northwestern St., Greenhills Subdivision Mandaluyong, Rizal	150,000.00	Filipino
		----- P1,050,000.00 =====	

ELEVENTH. - That DANIEL C. GO has been elected as Treasurer of the corporation to act as such 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 receipt in its name for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of August, 1973, in Makati, Rizal, Philippines.

(SGD.) RALPH NUBLA
TAN - 1408-738-1

(SGD.) GEORGE DEE SE KIAT
TAN - 1178-242-2

(SGD.) DANIEL C. GO
TAN - 1253-161-2

(SGD.) BRO. LEO BLANCHET
TAN - 4030-293-7

(SGD.) ALFRED B.T. KHU
TAN - 1099-841-7

(SGD.) FRANKLIN C. CU
TAN - 3002-193-5

(SGD.) ALFRED CU
TAN - 1165-982-8

SIGNED IN THE PRESENCE OF:

(SGD.) JAMES M. ROSS

(SGD.) Illegible

REPUBLIC OF THE PHILIPPINES)
MUNICIPALITY OF MAKATI) S.S.
PROVINCE OF RIZAL)

BEFORE ME, a Notary Public for and in the Province of Rizal, Philippines, personally appeared the following:

RALPH NUBLA	A-262	January 2, 1973	Manila
GEORGE DEE SE KIAT	A-5119584	January 10, 1973	Manila
DANIEL C. GO	A-14408	January 3, 1973	Manila
BRO. LEO BLANCHET	A-1668251	March 21, 1973	Santiago, Isabela
ALFRED B.T. KHU	A-5366176	January 23, 1973	Manila
FRANKLIN C. CU	A-3800210	January 15, 1973	Manila
ALFRED CU	A-5082929	January 10, 1973	Manila

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 TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal this 16th day of August, 1973 in Makati, Rizal, Philippines.

WITNESS MY HAND AND SEAL.

(SGD.) **MA. BRENDA L. ACEVEDO**
Notary Public
Until December 31, 1973
PTR No. 6529496-B

Doc No. 257;
Page No. 54;
Book No. 1;
Series of 1973.

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

SECRETARY'S CERTIFICATE

A. BAYANI K. TAN, of legal age, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, being the Corporate Secretary of **BELLE CORPORATION** (the 'Corporation'), a corporation duly organized and existing under the laws of the Philippines, under oath, does hereby certify that 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 of the Corporation, individual directors and/or major corporate officers of the Corporation in their capacity as duly elected directors or officers of the Corporation.

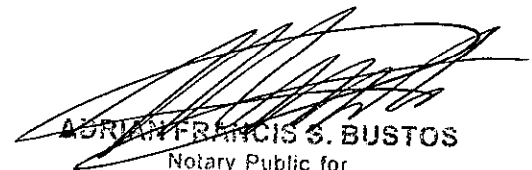
IN ATTESTATION OF THE ABOVE, this Certificate has been signed this 1 day of July 2014 at Pasig City, Metro Manila.



A. BAYANI K. TAN
Corporate Secretary

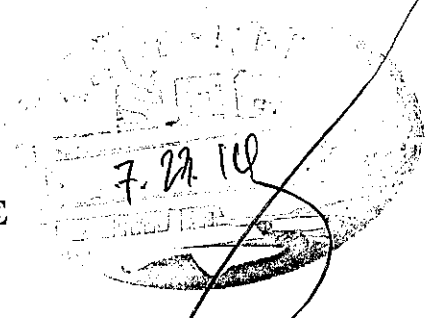
SUBSCRIBED AND SWORN to before me, this 1 day of July 2014 at Pasig City, Metro Manila, affiant having exhibited to me his Community Tax Certificate No. 34260634 issued on 01.24.14 at Manila and TIN 102-054-041.

Doc. No. 171;
Page No. 36;
Book No. I;
Series of 2014.



ADRIAN FRANCIS S. BUSTOS
Notary Public for
Pasig City, San Juan, Taguig & Pateros
Appointment No. 294 (2013-2014)
Commission Expires on December 31, 2014
2704 East Tower, PSE Centre Exchange Road
Ortigas Center 1605 Pasig City
PTR No. 9443770 / 01.02.2014 / Pasig City
ISP No 945762 / 12.27.2013 Pampanga
Roll No 62610

DIRECTORS' CERTIFICATE



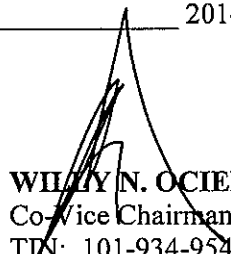
KNOW ALL MEN BY THESE PRESENTS:


The undersigned, being the Co-Vice Chairman, Assistant Corporate Secretary and a majority of the members of the Board of Directors of **BELLE CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, under oath, do hereby certify that the attached instrument is a true and correct copy of the Amended Articles of Incorporation of the Corporation reflecting the amendment to the Third Article of the Articles of Incorporation ("AOI") of the Corporation by changing its principal office from "Metro Manila, Philippines" to "5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City, Metro Manila, Philippines".

The foregoing amendment to the AOI was approved and adopted by at least a majority of the members of the Board of Directors in a meeting held on 28 April 2014 at the Meeting Room 2, 2nd Floor, SMX Convention Center, SM Mall of Asia Complex, Pasay City, Metro Manila, and by the stockholders owning more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation in a separate meeting on 28 April 2014 at the Function 1, 2nd Floor, SMX Convention Center, Mall of Asia Complex, Pasay City, Metro Manila.

JUL 18 2014


IN ATTESTATION OF THE ABOVE, this Certificate has been signed this _____ day of _____ 2014 at Pasig City, Metro Manila.



WILLY N. OCIER
Co-Vice Chairman of the Board
TIN: 101-934-954

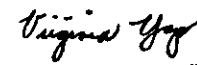

ELIZABETH ANNE C. UYCHACO
Co-Vice Chairperson of the Board
TIN: 103-106-375


FREDERIC C. DYBUNCIO
Director/President & CEO
TIN: 103-192-854


JACINTO C. NG, JR.
Director
TIN: 134-528-706


JOSE F. STO
Director
TIN: 103-433-285


CESAR E.A. VIRATA
Director
TIN: 167-999-197


VIRGINIA A. YAP
Director
TIN: 139-337-969


ATTESTED BY:


ARTHUR A. SY
Assistant Corporate Secretary
TIN: 174-674-196

SUBSCRIBED AND SWORN to before me this JUL 18 2014 day of 2014 at Pasig City, Metro Manila, affiants exhibiting to me their Community Tax Certificates and other evidences of identity, to wit:

<u>Name</u>	<u>CTC No./ Date & Place of Issue</u>	<u>TIN</u>
Willy N. Ocier	00001052 / 01.31.2014 / Manila	101-934-954
Elizabeth Anne C. Uychaco		103-106-375
Frederic C. DyBuncio		103-192-854
Jacinto C. Ng, Jr.		134-528-706
Jose T. Sio		103-433-285
Cesar E.A. Virata		167-999-197
Virginia A. Yap		139-337-969
Arthur A. Sy		174-674-196

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Page No. 174
Book No. 2014
Series of 2014.


ATTY. RAMON L. GARCIA
NOTARY PUBLIC
UNTL DEC. 31, 2014

ROLL NO. 22172 TIN 106-918-897
CYCLE NO. IV-00630015P NO. 954 260
STR NO 9829822, JAN 3, 2014 PASIG CITY

F:\DATA\CLIENTS\060\CORP\AMNDMENT\AOI-PRINCIPAL OFF\DIRCERT\1060
ABKTUC\Notary\060

Tan
Venturanza
Valdez

26 June 2014

SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA
Mandaluyong City
Metro Manila

2704 East Tower
Philippine Stock Exchange Centre
Exchange Road, Ortigas Center
1605 Pasig City, Metro Manila
Philippines

Attention: Company Registration and Monitoring Department

Re: BELLE CORPORATION
Amendment of Articles of Incorporation

P.O. Box 12767
Ortigas Center Post Office
1605 Pasig City, Metro Manila
Philippines

Gentlemen:

We write on behalf of our client, **Belle Corporation** (the "Corporation"), with SEC Registration No. 52412.


The Corporation's Board of Directors, during a meeting held on 28 April 2014, recommended the amendment to the Third Article of the Corporation's Articles of Incorporation ("AOI") to reflect the complete principal office address which is "5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City, Metro Manila, Philippines," as required by SEC Memorandum Circular No 6, Series of 2014. The recommendation was approved by the stockholders owning more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation during the Corporation's Annual Stockholders' Meeting held on 28 April 2014.

In respect of the above corporate actions, we respectfully request that the amendment to the Corporation's AOI changing the principal office of the Corporation from "Metro Manila, Philippines" to "5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue, Mall of Asia Complex, Pasay City, Metro Manila, Philippines" be approved. In support thereof, we submit herewith the following documents:

1. Directors' Certificate of Amendment of Articles of Incorporation;
2. Amended Articles of Incorporation; and
3. Secretary's Certificate on the absence of any action or proceeding.

We trust that you find the foregoing documents in order.

Very truly yours,


BETTINA R. MELCHOR
For the Firm

A. BAYANI K. TAN
RIO S. E. VENTURANZA
ENRICO G. VALDEZ
HOSANNA T. AYSON
RENO R. GONZALES, JR.
JASON C. NALUPTA

CONRAD S. TOLENTINO
ADRIAN FRANCIS S. BUSTOS
ROBIN BRYAN F. CONCEPCION
RIA CARMELA R. CRUZ
MARIO VINCENT N. DIAZ
EVAN E. DOMASIAN
BETTINA R. MELCHOR
PAULA EDITHA I. PULIDO
ANNA FRANCESCA C. RESPICIO
JANNICA G. ROBLES
JOHAN CHRISTIAN T. UY
MEL JOHN I. VERZOSA

Philippine Member:



F:\data\clients\060\corp\ammdment\aoi-principal office to sec.doc
ABKT/CN/BRM 060-243



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City

MARKETS AND SECURITIES REGULATION DEPARTMENT

July 18, 2014

BELLE CORPORATION
5/F Tower A, Two E-Com Center
MOA CBP 1 A, Pasay City

Attention: **ATTY. ARTHUR A. SY**
Assistant Corporate Secretary

Subject : **REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:

This is in connection with your request for comment/or recommendation relative to your company's application for approval of your Amended Articles of Incorporation embodying **Article III on principal office address**.

We do not interpose any objection to your application provided that once the application has been approved, **Belle Corporation** shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.

The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change occurred or became effective.

Our Department, nonetheless 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. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

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,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

RECEIVED BY:

SIGNATURE OVER PRINTED NAME OF
AUTHORIZED REPRESENTATIVE


COMPANY NAME/DATE RECEIVED



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Bldg. EDSA, Greenhills, Mandaluyong City



ROUTING SLIP

NAME OF CORP.	BELLE CORPORATION	SEC No.	0000052412
PURPOSE:	CG Clearance		
DEPARTMENT:	Corporate Governance and Finance Department		
Date Received:	Date Released:	Processed/Verified by:	
July 18, 2014	July 18, 2014	M. Salud	
REMARKS :			
The above-mentioned company is compliant with Corporate Governance Requirements as of July 18, 2014.			
 JUSTINA F. ZALLANGAN Director			