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

COMPANY REG. NO. CS201310124

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

REPOWER ENERGY DEVELOPMENT CORPORATION

(Amending Article II Secondary Purpose thereof.)

copy annexed, adopted on June 30 2016 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 18th day of October, Twenty Sixteen.

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FERDINAND B. SALES
Director
Company Registration and Monitoring Department

at/cpr

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Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, 1554

PAYMENT ASSESSMENT FORM No. 10072016-378238

DATE	RESPONSIBILITY CENTER (DEPARTMENT)
10/07/2016	CRMD

PAYOR: REPOWER ENERGY DEV CORP.
CHINO ROCES AVE. MAKATI CITY

	NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT
	LRF (A0823)	131	10.00
	AMENDED ARTICLES	606	500.00
	ORN 1477932 Oct 7, 2016 04:05PM SEC No: null		
	OBbacap spisan PHP 510.00**********		
	TOTAL AMOUNT TO BE PAID		Php 510.00

Assessed by:
AIPTAMAYO

✓ BA
✓ AAA - QOUL
✓ LIL ZBL

Machine Validation:
20161012-113

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COVER SHEET

for Applications at

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Please Print Legibly

Nature of Application: AMENDMENT

SEC Registration Number: CS201310124

Former Company Name

EPOWER ENERGY DEVELOPMENT CORPORATION

AMENDED TO:

New Company Name

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

3RD FLOOR JTKC CENTRE 2155 DON CHINO ROCES AVENUE MAKATI CITY ZIP CODE 1231

COMPANY INFORMATION

Company Email Address	Company's Telephone Number/s	Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
SUSAN BERTULFO-CAYCAPAS	susan.caycap@epowerenergy.com.ph	813-8892	09173892148

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor: Ms - Tamayo — Date: 9/30 — Signature:

10/3 - TO SUBMIT DELINQUENT BIR 1604

- TO RETURN W/ PM

- REQUESTED FROM CRMD WEB ITEMS F.S.A.A

Document I.D.:

Received by Corporate Filing and Records Division (CFRD) — SUBMITTED NFI : SP0[illegible]7 2021 10/05/2022

Forwarded to:

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

INCOMPLETE
- BIR CERTIFICATE
- COPY A. AUD. R.

* INCOMPLETE UPDATED A. AUD. R.

RELEASED
- DL
- NO BIR
- NFI
- BIR (10/6/22)

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- BIR DELINQUENCY 10.3 SUBMIT DOCS OR D/A

* Delivered

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AMENDED ARTICLES OF INCORPORATION

OF

REPOWER ENERGY DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned incorporators, all Filipinos, of legal age and all of whom are residents of the Republic of the Philippines, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines.

AND WE CERTIFY THAT-

FIRST: The name of the Corporation shall be

REPOWER ENERGY DEVELOPMENT CORPORATION

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

PRIMARY PURPOSE

To carry on and conduct business in all renewable energy resources such as solar, hydro, wind, biomass, tide, geothermal, and others including bidding, construction, assembling, installation and operation of different renewable energy power plants, equipment, and supplies connected therewith; to enter into, execute, and engage in solar power contracts and solar power projects, hydro power contracts and hydro power projects, wind power contracts and wind power projects, biomass contracts and biomass power projects, tide power contracts and tide power projects, geothermal power contracts and geothermal power projects and all other renewable energy contracts and its power projects; to buy, sell, generate power, sell power, distribute power, and others relating thereof.

SECONDARY PURPOSES

1. To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description including but not limited to land, buildings, condominium units, shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefore,

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stocks, bonds, debentures or notes, evidences of indebtedness or other securities, contracts or obligations, to receive, collect and dispose of the 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 on any stocks so owned, provided, hoverer, that nothing herein shall be construed to authorize the corporation to engage in the business of an investment company or an investment house.

2. To own, acquire, lease , operate or manage bodegas, warehouses and storage houses for the purpose of storing, keeping, preserving, stockpiling , buying , selling or disposing of all kinds of products, including construction and building supplies, raw materials, parts, accessories and any others merchandise dealt with by the corporation.

3. To purchase or otherwise acquire, sell, lease, convey, mortgage **including those to benefit third parties (third-party mortgage)**, encumber, and otherwise deal with any property or interest therein, or assessment, right or privilege over and in respect of any real or personal property as may be now or hereafter be permitted by law and as may be reasonably necessary to enable it to carry out the purposes for which the Corporation is organized. (As approved by the Board of Directors and Stockholders comprising at least 2/3 of the outstanding capital stock, during the Joint Annual Stockholders' and Organizational Board Meeting held on 30 June 2016).

4. To purchase, exchange, lease, hire, grant or otherwise acquire and to use, exercise, sell, assign and grant the absolute interest in and to any license or sub-license, certificate of authority, letters, patent, patent rights, inventions, improvements, processes, designs, copyrights, trademarks and trade names and to engage in such operations, manufacturing or selling activities as authorized by the above license, rights or patents.

5. To purchase, acquire, own, lease, sell and convey machineries, equipments and other personal properties as may be necessary or incidental to the conduct of the corporate business and to pay in cash, shares of its capital stocks and debentures and other evidences of indebtedness or other securities as may be deemed expedient for nay business or properties acquired by the corporation.

6. To accept appointments as factors, agents, representative, consigned, indenters, dealers or distributors for any person, company, firm, association or manufacturer of any goods, wares, merchandise and commodities of all kinds and products, natural or artificial of the Philippines or other countries which are or may become articles of commerce.

7. To the extent allowed by law, to borrow or raise money for not more than nineteen (19) lenders including its stockholders for any of the purposes of the Corporation and from time to time, to draw , make or accept, indorse, execute and issued promissory notes or drafts, bills of exchange, warrants , bonds, debentures and other negotiable or non-negotiable instruments and other evidences of indebtedness and to secure the payment thereof and of the interest therein by mortgage or pledge, conveyance of assignment in trust of the whole or any part of the property of the Corporation ,

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whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

8. To acquire by purchase or otherwise and to receive, hold, own and guaranty, sell and assign, exchange, transfer, mortgage, pledge or dispose or any of the shares of the capital stock , scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in actions and evidence of indebtedness or of the interest issued or created by syndicates, associations, firms, trusts or persons, public or private or by the Government of the Republic of the Philippines or by any foreign government or by any territory, province, municipalities or other political subdivision or instrumentalities thereof, or by any government agency and as owner thereof, to possess and exercises all the rights, powers and privileges of ownership including the right to execute contracts and to do any and all acts and things necessary for the preservation, protection, improvement and enhancement of the value thereof, but in no case shall the Corporation act as dealers of brokers of securities.

THIRD: That the place where the principal office of the corporation is to be established is at 3rd Floor JTKC Centre, 2155 Don Chino Roces Ave. Makati City, Philippines without prejudice to the opening or maintenance of branches or correspondent or representative offices in or outside the Republic of Philippines as the exigencies of the business or operations of the Corporation may require from to time.

FOURTH: That the term of for which the corporation is to exist is FIFTY (50) years from and after the date of issuance of the Certificate of Incorporation, renewable for such terms as may be permitted under the laws of the Republic of the Philippines.

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

NAMES	NATIONALITY	ADDRESSES
DEXTER Y. TIU	Filipino	3rd Flr. JTKC Centre, 2155 Don Chino Roces Ave., Makati City
FERDINAND MICHAEL T. TEODORO	Filipino	9544 Akle St., San Antonio Village Makati City
GERTIM G. CHUAHIONG	Filipino	31 Guava Road, Malabon City
JAIME T. ANG	Filipino	214 E. Rodriguez St., Addition Hills, San Juan City
ERIC V. ROXAS	Filipino	26 Castrillo St., Corinthian Gardens, Quezon City

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SIXTH: That the number of directors of the corporation shall be five (5) who and the names, nationalities, and addresses of the first directors of the Corporation who are to serve as such until their successors are duly elected and qualified as provided in its By-Laws are as follows:

NAMES	NATIONALITY	ADDRESSES
DEXTER Y. TIU	Filipino	3rd Flr. JTKC Centre, 2155 Don Chino Roces Ave., Makati City
FERDINAND MICHAEL T. TEODORO	Filipino	9544 Akle St., San Antonio Village Makati City
GERTIM G. CHUAHIONG	Filipino	31 Guava Road, Malabon City
JAIME T. ANG	Filipino	214 E. Rodriguez St., Addition Hills, San Juan City
ERIC V. ROXAS	Filipino	26 Castrillo St., Corinthian Gardens, Quezon Cty

SEVENTH: That the authorized capital stock of the corporation is ONE HUNDRED FIFTY MILLION PESOS (P 150,000,000.00) in lawful money of the Philippines, divided into ONE HUNDRED FIFTY MILLION (150,000,000) shares with a par value of One (P1.00) Peso per share. (as amended on January 15, 2016)

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

NAME	NATIONALITY	No. of Subscribed	Amount Subscribed	
PURE ENERGY HOLDINGS CORPORATION	Filipino	12,499,995	P	12,499,995.00
DEXTER Y. TIU	Filipino	1		1.00
FERDINAND MICHAEL T. TEODORO	Filipino	1		1.00
JAIME T. ANG	Filipino	1		1.00
GERTIM G. CHUAHIONG	Filipino	1		1.00
ERIC Y. ROXAS	Filipino	1		1.00
TOTAL		12,500,000	P	12,500,000.00

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NINTH : That least twenty five percent (25%) of the total subscription has been paid as follows;

NAME	NATIONALITY	Subscribed/ Paid in	Amount Paid Up	
PURE ENERGY HOLDINGS CORPORATION	Filipino	3,124,995	P	3,124,995.00
DEXTER Y. TIU	Filipino	1		1.00
FERDINAND MICHAEL T. TEODORO	Filipino	1		1.00
JAIME T. ANG	Filipino	1		1.00
GERTIM G. CHUAHIONG	Filipino	1		1.00
ERIC Y. ROXAS	Filipino	1		1.00
TOTAL		**3,125,000**	**P**	**3,125,000.00**

TENTH: That **DEXTER Y. TIU** 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 that as such Treasurer-in-Trust, he has been authorized to receive for and in the name and do the benefit of the corporation, all subscriptions paid in by the subscribers;

ELEVENTH: No transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation;

TWELVETH: - That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired prior right to use the firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have set our hands this 22th day of May 2013 at Makati City, Philippines.

JAIME T. ANG
(TIN: 108-881-845)
Original Signed

FERDINAND MICHAEL T. TEODORO
(TIN: 214-198-275)
Original Signed

DEXTER Y. TIU
(TIN: 106-218-920)
Original Signed

GERTIM G. CHUAHIONG
(TIN: 100-810-709)
Original Signed

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ERIC Y. ROXAS
(TIN: 106-207-301)
Original Signed

SIGNED IN THE PRESENCE OF:

Original Signed

Original Signed

Republic of the Philippines)
Makati City) S.S.

Before Me, a Notary Public in and for Makati City, Philippines, this 22th day of May 2013 personally appeared :

NAMES	CTC#/PASSPORTS	DATE & PLACE ISSUED
JAIME T. ANG	22019682	01/09/13 Makati City
DEXTER Y. TIU	10671637	02/05/13 Makati City
FERDINAND MICHAEL TEODORO	10760608	05/09/13 Makati City
GERTIM G. CHUAHIONG	EB1169151	10/13/10 DFA Manila
ERIC Y. ROXAS	13840340	01/09/13 Quezon City

Personally known to me to be the same persons who executed the foregoing instrument as identified through their competent evidence of identity as defined by the Rules of Notarial Practice and they acknowledged to me that the same is their free and voluntary act and deed.

This instrument refers to an Articles of Incorporation of REPOWER ENERGY DEVELOPMENT CORPORATION which consists of seven (7) pages including the page whereon the acknowledgement is written and which is signed by the parties and their instrumental witnesses on each and every page thereof.

WITNESS MY HAND AND SEAL on the date and at the place first written.

Doc. No. 468;
Page No. 95;
Book No. 177;
Series of 2013.

Original Signed
ATTY. VIRGILLO R. BATALLA
Notary Public

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

SECURITIES AND EXCHANGE COMMISSION
EMD-CFD
OCT 07 2016

DIRECTORS' CERTIFICATE

WE, DEXTER Y. TIU, JOHNSON A. SANHI, JR., ERICA V. ROXAS, GERTIM C. CHUAHIONG and **MARK C. CANETE**, all Filipinos, of legal age, in our capacity as and comprising the entire membership of the Board of Directors of **REPOWER ENERGY DEVELOPMENT CORPORATION** ("the Corporation" for brevity), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with office address at 3F JTKC Centre, 2155 Don Chino Roces Avenue, Makati City, Metro Manila - **do hereby attest and confirm** that the stockholders who comprise at least 2/3 of the outstanding capital stock of the Corporation and the Board of Directors of the Corporation, voting separately, during the Joint Annual Stockholders' Meeting and Organizational Board Meeting held on 30 June 2016, approved, ratified and confirmed the amendment of the secondary purposes of the Company, and the corresponding amendments in the corporate charters, specifically Article Second, Section 3, of the Articles of Incorporation, thus:

JOINT RESOLUTION

Amendment of Secondary Purpose

RESOLVED, as it is hereby resolved, that in compliance with requirements of lending banks, the amendment of the secondary purposes of the Corporation so as to include third-party mortgages be, as it is hereby APPROVED, RATIFIED and CONFIRMED;

RESOLVED FURTHER, that the corresponding amendment in the articles of incorporation, specifically, Section 3 of the Secondary Purposes, Article Second, to wit:

"Article Second: That the purposes for which this corporation has been created are as follows:

x x x x

SECONDARY PURPOSES:

To purchase or otherwise acquire, sell, lease, convey, mortgage including those to benefit third parties (third-party mortgage), pledge; encumber and otherwise deal with any property or interest therein, or assessment, right or privilege over and in respect of any real or personal property as may be now or hereafter be permitted by law and as may be reasonably necessary to enable it to carry out the purposes for which the Corporation is organized. (As amended during the Joint Annual Stockholders' Meeting and Organizational Board Meeting held on 30 June 2016 at Makati City, Metro Manila).

be, as it is hereby APPROVED, RATIFIED and CONFIRMED;

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RESOLVED, FINALLY, as it is hereby finally resolved, that any of the following corporate officers, namely, the President, the Treasurer or the

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Corporate Secretary, be, as they are hereby directed to obtain the requisite approvals of, in so far as necessary, and file the corresponding reports and compliances to and before, the proper regulatory agencies and bodies."

CERTIFIED CORRECT:

DEXTER Y. TIU
Chairman
TIN 106-218-920

ERIC Y. ROXAS
Corporate Secretary
TIN 106-207-301

JOHNSON A. SANHI, JR.
Director
TIN 105-618-140

GERTIM G. CHUAHIONG
Director
TIN 100-810-709

MARK C. CANETE
Director
TIN 165-437-970

WITNESSED BY:

_____ _____

SUBSCRIBED AND SWORN TO BEFORE ME, this SEP 28 2016 day of _____ 2016 at CITY OF MAKATI, Metro Manila, Philippines, declarants being identified as follows:

Name	Evidence of Identity	Issued At/On
1. Dexter Y. Tiu	106-218-920	
2. Johnson A. Sanhi, Jr.	105-618-140	
3. Eric Y. Roxas	106-207-301	
4. Gertim G. Chuahiong	100-810-709	
5. Mark C. Canete	165-437-970	

and after having found the signatures therein to be authentic and by virtue of said signature do hereby attest that they avow under penalty of law that the contents of the foregoing are true and correct.

Doc. No. 78
Page No. 17
Book No. XXX
Series of 2016.

ATTY. GERVACIO B. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2016
IBP No. 656155-Lifetime Member
MCLE Compliance No. V-0006934
Appointment No. M-38-(2015-2016)
PTR No. 5323504 Jan. 4, 2016
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

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