REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, 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, 2022 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing one hundred percent (100%) 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 his date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 Pasay City, Metro Manila, Philippines, this 31st day of March, Twenty Twenty Two.

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DANIEL P. GABUYO
Assistant Director
SO Order 7188 Series of 2018

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Verified by: TAMPUS Date Issued: OCT 06 2022

Machine Validation:

ORN 2102727 March 07, 2022 10:27AM
OFELIA A. CAPISPISAN PHP1,040.00

Republic of the Philippines

DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307

PAYMENT ASSESSMENT FORM

No. 20220308-4962086

DATE	RESPONSIBILITY CENTER
03/08/2022	CRMD

PAYOR: REPOWER ENERGY DEVELOPMENT CORPORATION
MAKATI CITY

	NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
	Amended Articles of Incorporation		4020102000 (606)	1,000.00
	Legal Research Fee (A0823)		2020105000 (131)	10.00
	Documentary Stamp Tax	1	4010401000 (4010401)	30.00
	----NOTHING FOLLOWS----			
TOTAL AMOUNT TO BE PAID				Php 1,040.00

Assessed by:	Amount in words:
bearceo	ONE THOUSAND FORTY PESOS AND 00/100

Remarks:

20220321-17

Payment Options
1. Online payment thru SEC Payment Portal
   - https://espaysec.sec.gov.ph
2. Over the Counter Payments
   - SEC Cashier Office
   - Selected Landbank Branches

SEC BIR Accounts - DST

SEC Clearing Account	SEC Office
3752-1002-75	Head Office / NCR
3402-2319-20	Tarlac
3402-2319-38	Baguio
3402-2319-46	Legaspi
3402-2319-54	Iloilo / Bacolod
3402-2319-62	Cebu
3402-2319-70	Zamboanga
3402-2319-89	Cagayan De Oro
3402-2319-97	Davao

SEC BTR Accounts - LRF

SEC Clearing Account	SEC Office
3402-2319-20	Head Office / Tarlac
3402-2319-38	Baguio
3402-2319-46	Legaspi
3402-2319-54	Iloilo / Bacolod
3402-2319-62	Cebu
3402-2319-70	Zamboanga
3402-2319-89	Cagayan De Oro
3402-2319-97	Davao

Breakdown Summary

FUND ACCOUNT	AMOUNT	ACCOUNT #
BIR Account - DST	30.00	see SEC BIR accounts
SEC RCC Current Account	1,000.00	3752-1001-43
BTR Account - LRF	10.00	see SEC BTR accounts
TOTAL	Php 1,040.00	

Notes:

A. This form is valid for forty-five (45) calendar days from the date of Payment Assessment Form (PAF)

B. Accepted modes of payment at SEC Main Office, Pasay City:
   1. Cash 2. Manager's/Cashier's Check 3. Postal Money Order

C. Accepted modes of payment at selected Landbank branches:
   1. Cash 2. Manager's/Cashier's Check payable to the Securities and Exchange Commission

D. For check payment, please prepare separate checks per fund account as indicated on the breakdown summary. All checks must be payable to Securities and Exchange Commission

E. For over the counter payment at LandBank, preparation of oncoll payment or deposit slip shall be per fund account as indicated on the breakdown summary.
   If fund code is BTR, use an oncoll payment slip.
   If fund code is BIR, REIT, SRC or RCC, use a regular deposit slip.
   Send through email the copy of the machine-validated oncoll payment slip / deposit slip to the issuer of the PAF to confirm that payment has been made.

F. For National Capital Region, payments are only allowed through the following Landbank Branches: EDSA Greenhills, EDSA Congressional, Araneta EO, YMCA, DOTC, Ortigas EO, Muntinlupa, and North Avenue.

G. ANY ALTERATIONS WILL INVALIDATE THIS FORM

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AMENDED ARTICLES OF INCORPORATION

OF

REPOWER ENERGY DEVELOPMENT CORPORATION

SEC Reg. No. CS202213693

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

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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

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indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefore, 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 other merchandise dealt with by the corporation.

3. To purchase or otherwise acquire, sell, lease, convey, **secure and guarantee the obligations of its subsidiaries and other owned entities, including special purpose units formed, owned and/or controlled through joint venture companies or agreements, either by mortgage, pledge or other forms of security on its properties, real or personal of whatever kind or description, without engaging in the business of suretyship or insurance**; 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 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' and Organizational Board of Directors' Meeting held on 30 June 2020 at Makati City, Metro Manila).

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 any 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 from not more than nineteen (19) lenders including its stockholders for any of the purposes of the Corporation and

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from time to time, to draw, make or accept, indorse, execute and issue 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, 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 of any of the shares of the capital stock , scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses 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 exercise 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

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ERIC Y. 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) 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 Y. ROXAS	Filipino	26 Castrillo St., Corinthian Gardens, Quezon City

SEVENTH: That the authorized capital stock of the corporation is SEVEN HUNDRED FIFTY MILLION (P750,000,000.00) Pesos in lawful money of the Philippines, divided into SEVEN HUNDRED FIFTY MILLION (750,000,000) shares with a par value of One (P1.00) Peso per share. (As amended on 6 November 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 shares Subscribed	Amount Subscribed
PURE ENERGY HOLDINGS CORPORATION	Filipino	12,499,995	P12,499,995.00
DEXTER Y. TIU	Filipino	1	1.00
FERDINAND MICHAEL T. TEODORO	Filipino	1	1.00
GERTIM G. CHUAHIONG	Filipino	1	1.00
JAIME T. ANG	Filipino	1	1.00
ERIC Y. ROXAS	Filipino	1	1.00
TOTAL		**12,500,000**	**P12,500,000.00**

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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	P3,124,995.00
DEXTER Y. TIU	Filipino	1	1.00
FERDINAND MICHAEL T. TEODORO	Filipino	1	1.00
GERTIM G. CHUAHIONG	Filipino	1	1.00
JAIME T. ANG	Filipino	1	1.00
ERIC C. ROXAS	Filipino	1	1.00
		3,125,000	**P3,125,000.00**

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 he name and for 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;

TWELVTH: - 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 22nd day of May 2013 at Makati City, Philippines.

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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

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

SIGNED IN THE PRESENCE OF:

Original Signed

Original Signed

Republic of the Philippines)
_____) S.S.

Before Me, a Notary Public for Makati City, Philippines, this 22nd 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

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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.

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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. VIRGILIO R. BATALLA
Notary Public

Doc. No. ;
Page No. ;
Book No. ;
Series of 2013.

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SECURITIES AND EXCHANGE COMMISSION
CRMD
14 MAR 2022
RECEIVED
By:
Time:

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

5965-9651-9615

DIRECTORS' CERTIFICATE

WE, **RENATO ZAMORA LOCSIN, ERIC PETER Y. ROXAS** and **SUSAN BERTULFO-CARISMA**, all Filipinos, of legal age, in our capacity as and comprising the majority 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, Pio del Pilar, Makati City, Metro Manila - do hereby attest and confirm that the Board of Directors of the Corporation, voting unanimously, and the stockholders who comprise 100% of the outstanding capital stock of the Corporation, during the Annual Stockholders' and the Organizational Board of Directors' meeting held on 30 June 2020, and through the required number of votes of at least 2/3 of the outstanding capital stock and majority of the members of the Board, respectively, the following resolution was adopted, passed and confirmed, thus:

JOINT RESOLUTION

Amendment of Secondary Purpose

RESOLVED, as it is hereby resolved, that in pursuit of its corporate goals and purposes, the amendment of the corporate charters so as to empower and authorize the Corporation to secure and guarantee the obligations of its subsidiaries and other owned entities including special purpose units formed, owned and/or controlled through joint venture companies or agreements, either by mortgage, pledge or other forms of security on its properties, real or personal of whatever form and description, without engaging in the business of suretyship or insurance 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:

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

x x x x

SECONDARY PURPOSES:

x x x x

3. *To purchase or otherwise acquire, sell, lease, convey,* ***secure and guarantee the obligations of its subsidiaries and other owned entities including special purpose units formed, owned and/or controlled through joint venture companies or agreements, either by mortgage, pledge or other forms of security on its properties, real or personal of whatever kind or description, without engaging in the business of suretyship or insurance****; 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*

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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 by the required number of votes during the Annual Stockholders' and Organizational Board of Directors' Meeting held on 30 June 2020 at Makati City, Metro Manila).

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

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

RENATO ZAMORA LOCSIN
Chairman

SUSAN BERTULFO-CARISMA
Director/Corporate Secretary

ERIC PETER Y. ROXAS
Director

WITNESSED BY:

_____ _____

ACKNOWLEDGMENT

SUBSCRIBED AND SWORN TO BEFORE ME, this 27 JUL 2020 day of July 2020, at MAKATI CITY, Metro Manila, Philippines, declarants being identified as follows:

Name	Evidence of Identity	Issued At/On
1. Renato Zamora Locsin	TIN 187-939-916	
2. Eric Peter Y. Roxas	TIN 106-207-301	
3. Susan Bertulfo-Carisma	TIN 176-514-874	

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. 345
Page No. 73
Book No. 163
Series of 2020.

DWIGHT M. GALANTA
APPOINTMENT NO. 284 - 20
NOTARY PUBLIC FOR MAKATI CITY
PTR NO. 10095307/01-07-2018/MKT.
IBP NO. 0206 /01-07-2018 QUEZON
MCLE IV NO. 0021190/07-05-20

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