



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

COMPANY REG. NO. 86335

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

KNOW ALL PERSONS BY THESE PRESENTS:

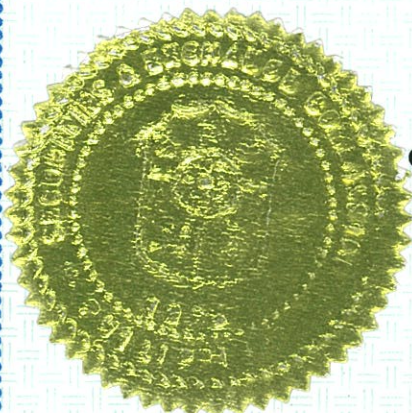
This is to certify that the amended articles of incorporation of the

MONDE NISSIN CORPORATION
(Amending Article III thereof.)

copy annexed, adopted on April 05, 2014 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 8th day of May, Twenty Fourteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

Amendment of Articles

86335

Former Company Name

MONDE NISSIN CORPORATION

AMENDED TO:
New Company Name

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

FELIX REYES ST. BRGY. BALIBAGO
CITY OF SANTA ROSA LAGUNA

Company's Telephone Number/s

810-3553

Contact Person

Henry Goesanto

Contact Person's Telephone Number

810-3550

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
MONDE NISSIN CORPORATION
(Formerly: Monde Denmark Nissin Biscuit Corporation)

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, ALL OF LEGAL AGE, MAJORITY OF WHOM ARE CITIZENS AND RESIDENTS 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 HEREBY CERTIFY:

FIRST: THAT THE NAME OF THE CORPORATION SHALL BE:
"MONDE NISSIN CORPORATION" B (As amended on 3/8/99).

SECOND: THAT THE PURPOSE FOR WHICH THE SAID CORPORATION IS FORMED ARE AS FOLLOWS:

PRIMARY PURPOSE

TO ENGAGE IN, OPERATE AND MAINTAIN IN THE BUSINESS OF MANUFACTURING, PROCESSING, BAKING, PACKAGING, SERVICING, REPACKING, ASSEMBLING OR OTHERWISE DEALING IN, ON WHOLESALE BASIS, ALL KIND OF GOODS, WARES AND MERCHANDISES WHICH ARE OR MAY BECOME ARTICLES OF COMMERCE SUCH AS BUT NOT LIMITED TO CANDIES, CONFECTIONARIES, BISCUITS, CAKES AND OTHER FOODS, DRUGS AND COSMETICS;

SECONDARY PURPOSE

TO ENGAGE IN, OPERATE, OPERATE AND MAINTAIN IN THE BUSINESS OF IMPORTING, EXPORTING, BUYING, SELLING, TRADING, OR OTHERWISE DEALING IN, ON WHOLESALE BASIS, ALL KIND OF GOODS, WARES AND MERCHANDISES WHICH ARE OR MAY BECOME ARTICLES OF COMMERCE;

TO ACT AS INDENTOR, FACTOR, MANUFACTURER'S REPRESENTATIVE, COMMERCIAL BROKER, COMMISSION AGENT, DISTRIBUTOR AND IN ANY OTHER REPRESENTATIVE CAPACITY FOR DOMESTIC AND FOREIGN COMPANIES EXCEPT INSURANCE;

TO ENGAGE IN, OR OTHERWISE DEALING IN, THE PURCHASE, LEASE, SUB-LEASE, APPLY FOR, ACQUIRE, OBTAIN OR REGISTER LETTERS, PATENTS, CONCESSIONS, LICENSES, COPYRIGHTS, TRADENAMES, TRADEMARKS, INVENTIONS, WHETHER EXCLUSIVE OR NON-EXCLUSIVE, IN ANY PART OF THE WORLD IN RELATION TO ITS BUSINESS;

TO INVEST AND DEAL WITH THE MONEY AND PROPERTY OF THE CORPORATION IN SUCH MANNER AS MAY FROM TIME TO TIME BE CONSIDERED WISE OR EXPEDIENT FOR THE ADVANCEMENT OF THE BUSINESS, PROPERTY AND GOODWILL OF THE CORPORATION OR ANY PART THEREOF, FOR SUCH CONSIDERATION AND UNDER SUCH TERMS AND CONDITIONS AS IT SHALL BE FIT TO ACCEPT TO THE EXTENT ALLOWED BY LAW; AND IN GENERAL,

TO DO ALL SUCH OTHER THINGS WHICH ARE INCIDENTAL OR CONDUCTIVE TO THE ATTAINMENT OF THE ABOVE MENTIONED OBJECT WHICH MAY BE CONVENIENTLY CARRIED ON IN CONNECTION THEREIN, OR WHICH MAY BE CALCULATED DIRECTLY OR INDIRECTLY, TO ENHANCE THE VALUE OR RENDER PROFITABLE ANY BUSINESS OR PROPERTY OF THE CORPORATION, PROVIDED, HOWEVER, THAT NOTHING SHALL BE DONE IN CONNECTION WITH ANY OF THE ABOVE MENTIONED OBJECT WHICH IS PROHIBITED BY ANY LAWS OF THE PHILIPPINES NOW OR WHICH MAY HEREINAFTER BE IN FORCE.

THIRD.- THAT THE PRINCIPAL OFFICE AND PLACE OF BUSINESS OF THE CORPORATION SHALL BE LOCATED IN FELIX REYES ST., BARANGAY BALIBAGO, CITY OF SANTA ROSA, LAGUNA; AND MAY ESTABLISH BRANCHES, SALES OFFICES AND FACTORY SITES IN ANY PLACE WHENEVER WARRANTED BY THE EXIGENCIES OF ITS BUSINESSES, AS AMENDED ON APRIL 5, 2014;

FOURTH.- THAT THE TERM FOR WHICH THE SAID CORPORATION IS TO EXIST IS FIFTY (50) YEARS FROM AND AFTER THE DATE OF ITS INCORPORATION;

FIFTH.- THAT THE NUMBER OF DIRECTORS OF SAID CORPORATION SHALL BE SEVEN (7) WHO ARE TO SERVE UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFIED FOR IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THAT THE NAMES, CITIZENSHIP AND ADDRESSES OF THE INCORPORATORS WHO ARE AT THE SAME TIME THE INCORPORATING DIRECTORS OF SAID CORPORATION ARE AS FOLLOWS:

NAME	CITIZENSHIP	ADDRESS
BETTY ANG		
ANG CHAN ENG		
GUADALUPE T. ANG		
DAVID ANG		
RAMON RAGANAS		
LETICIA C. RAGANAS		
EUSEBIO BRIGADO		

SIXTH.- THAT THE AMOUNT OF CAPITAL STOCK OF SAID CORPORATION IS TWELVE BILLION PHILIPPINE PESOS (PHP 12,000,000,000.00), AND SAID CAPITAL STOCK IS DIVIDED INTO ONE HUNDRED TWENTY MILLION (120,000,000) SHARES WITH THE PAR VALUE OF ONE HUNDRED PESOS (PHP 100.00) EACH.

(As amended on April 4, 1989; further amended on June 15, 1992; further amended on September 1, 1998; further amended on November 14, 2005 and further amended on October 1, 2012).

SEVENTH.- THAT THE AMOUNT OF CAPITAL STOCK WHICH HAVE BEEN ACTUALLY SUBSCRIBED AND PAID FOR ARE TWO MILLION EIGHT HUNDRED THOUSAND PESOS AND SEVEN HUNDRED THOUSAND PESOS, PHILIPPINE CURRENCY, RESPECTIVELY; AND THAT THE FOLLOWING PERSONS HAVE ACTUALLY SUBSCRIBED AND PAID FOR THE NUMBER OF SHARES SET OUT AFTER THEIR RESPECTIVE NAMES, TO WIT:

NAME	CITIZENSHIP	NO. OF SHARES	AMOUNT SUBSCRIBED	AMOUNT PAID
BETTY ANG		11,200	P 1,120,000.00	P 280,000.00
ANG CHAN ENG		4,000	400,000.00	100,000.00
GUADALUPE T. ANG		4,000	400,000.00	100,000.00
JAMES ANG YIOK TECK		2,000	200,000.00	50,000.00
DAVID ANG		2,000	200,000.00	50,000.00
RAMON RAGANAS		1,200	120,000.00	30,000.00
LETICIA C. RAGANAS		1,200	120,000.00	30,000.00
EUSEBO BRIGADO		1,200	120,000.00	30,000.00
AGUSTIN YIAN		1,200	120,000.00	30,000.00
TOTALS		28,000	P2,800,000.00	P 700,000.00
		Vvvvvv	vvvvvvvvvvvvvvvv	vvvvvvvvvv

EIGHT.- THAT ANG CHAN ENG HAS BEEN ELECTED BY THE SUBSCRIBERS NAMED IN THE SAID ARTICLES OF INCORPORATION AS TREASURER OF SAID CORPORATION AND TO ACT AS SUCH UNTIL HIS SUCCESSOR IS DULY ELECTED AND QUALIFIED FOR IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THAT AS SUCH TRESURER, HE HAS BEEN AUTHORIZED TO RECEIVE FOR THE CORPORATION AND TO RECEIPT IN ITS NAME FOR ALL SUBSCRIPTIONS PAID IN BY THE SUBSCRIBERS.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS ON THIS 14TH DAY OF MAY, 1979, IN THE CITY OF MANILA, PHILIPPINES.

SIGNED ANG CHAN ENG INCORPORATOR
SIGNED GUADALUPE T. ANG INCORPORATOR
SIGNED RAMON RAGANAS INCORPORATOR
SIGNED LETICIA C. RAGANAS INCORPORATOR
SIGNED EUSEBIO BRIGADO INCORPORATOR

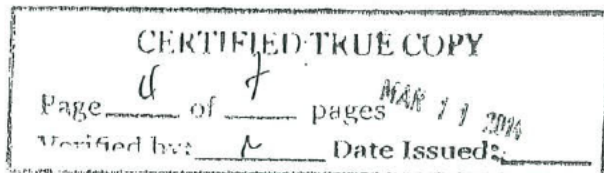
Date: 11-3-2014 Time: 4:19:8 PM

SIGNED IN THE PRESENCE OF:

SIGNED BETTY ANG INCORPORATOR
SIGNED DAVID ANG INCORPORATOR
SIGNED AGUSTIN YIAN
AND
SIGNED JAMES ANG YOK TECK

www.sec.gov.ph

User Name: MONDE01



Page 4 of 1 pages / MAR 11 2004
Verified by: ✓ Date Issued:

SECRETARY'S CERTIFICATE

01/IV/14

I, Suzanne S. King, of legal age, Filipino, and with office address at 22nd floor 6750 Ayala Avenue, Makati City, after being duly sworn to in accordance with law, hereby voluntarily depose and state that:

1. I am the Corporate Secretary of **MONDE NISSIN CORPORATION** (the Company) existing under the laws of the Republic of the Philippines with business address at Municipality of Sta. Rosa, Province of Laguna;
2. At the Special Meeting of the Board of Directors held last April 5, 2014 at the principal office, during which a quorum was present, the following resolutions were (*unanimously/by majority*) approved and adopted :

"Resolved, as it is hereby resolved, that the Board of Directors approved the amendment of Articles of Incorporation of the Company pertains to Article three as follows:

"THIRD.- THAT THE PRINCIPAL OFFICE AND PLACE OF BUSINESS OF THE CORPORATION SHALL BE LOCATED IN THE **FELIX REYES ST., BARANGAY BALIBAGO, CITY OF SANTA ROSA, LAGUNA**; AND MAY ESTABLISH BRANCHES, SALES OFFICES AND FACTORY SITES IN ANY PLACE WHENEVER WARRANTED BY THE EXIGENCIES OF ITS BUSINESSES."

3. In my capacity as Corporate Secretary of **MONDE NISSIN CORPORATION** further certify that no action or proceeding has been filed or is pending before any Court or Tribunal involving an intra-corporate dispute or claim by any person or group against the directors, officers or stockholders of the Corporation;
4. This certification is executed to attest to the truth of the foregoing statements.

IN WITNESS WHEREOF, I have hereunto set my hand this APR - 8 2014
2014 in CITY OF MANILA




Suzanne S. King
Corporate Secretary

APR - 8 2014

Subscribed and sworn to before me this _____ day of _____, 2014, affiant exhibiting to me her/his _____

Doc. No. 32 ;
Page No. 8 ;
Book No. 47 ;
Series of 2014.



ATTY. MANUEL T. UY
Notary Public
Commission #2013-001
Until December 31, 2014
Atty. #24400; TBP #04989
PTR #2525581, 1/7/14, Manila

MONDE NISSIN CORPORATION
DIRECTOR'S CERTIFICATE
On
AMENDMENT OF ARTICLES OF INCORPORATION



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Board of Directors, the Chairman and the Secretary of the stockholders' meeting of **MONDE NISSIN CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at Municipality of Sta. Rosa, Province of Laguna, do hereby certify that the "*Amended Articles of Incorporation of Monde Nissin Corporation*" attached hereto, is a true and correct copy of the Articles of Incorporation of said Corporation, as amended in accordance with the provisions of Section 16 of the Corporation Code and as approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock and majority of the Board of Directors at a special meeting held at the principal office of the Corporation on April 5, 2014.

The amendment pertains to Article Three as follows:


"THIRD.- THAT THE PRINCIPAL OFFICE AND PLACE OF BUSINESS OF THE CORPORATION SHALL BE LOCATED IN THE **FELIX REYES ST., BARANGAY BALIBAGO, CITY OF SANTA ROSA, LAGUNA**; AND MAY ESTABLISH BRANCHES, SALES OFFICES AND FACTORY SITES IN ANY PLACE WHENEVER WARRANTED BY THE EXIGENCIES OF ITS BUSINESSES."

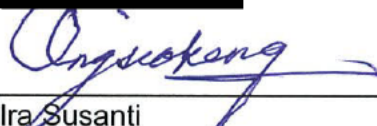
IN WITNESS WHEREOF, we have hereunto set our hands on APR - 7 2014 at CITY OF MANILA


 Hartono Kweefanus
 Director / Chairman of the
 Stockholders' meeting
 [Redacted]



 Henry Soesanto
 Director
 [Redacted]


 Daniel T. Ang
 [Redacted]


 Monica Darmono
 [Redacted]


 Ira Susanti
 [Redacted]

Certified correct by:


 Suzanne S. King
 Corporate Secretary of the
 Stockholders' meeting


SUBSCRIBED AND SWORN TO before me this _____ at City of _____, affiants exhibiting to me their Community Tax Certificate / Passport Numbers ; Date Issued ; Place Issued as follows:

Name	Competent Evidence of Identity	Issued On	Issued At
Hartono Kweefanus			
Henry Soesanto			
Monica Darmono			
Daniel T. Ang			
Ira Susanti			

Known to me to be the same persons who executed the foregoing Directors' Certificate, and they acknowledged to me that the same is their own free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and caused notarial seal to be affixed on this APR - 7 2014, at CITY OF MANILA Philippines.

Doc. No. 19 ;
Page No. 5 ;
Book No. 27 ;
Series of 2014.


ATTY. MANUEL T. UY
Notary Public
Commission #2013-001
Until December 31, 2014
Atty.#24400; IBP #04989
PTR #2525581. 1/7/14, Manila



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

COMPANY REGISTRATION AND MONITORING DEPARTMENT
COMPLIANCE MONITORING DIVISION
MONITORING SHEET

Corporate Name	MONDE NISSIN CORPORATION		
Registration No.	86335	Date of Registration	May 23, 1979
Term of Existence	50 yrs.	Annual Meeting	3 rd Monday of April
Principal Office	Sta. Rosa, Laguna	Actual Meeting	May 30, 2013
No. of Directors/Trustees	Seven (7)	Fiscal Year	December 31

<input checked="" type="checkbox"/> STOCK CORPORATION	<input type="checkbox"/> NON-STOCK CORPORATION
Authorized Capital Stock P 12,000,000,000.00	Equity/Fund Balance P
Retained Earnings P 6,538,975,726.53	Negative Fund Balance P
Deficit P	Fiscal Year ended
Capital Deficiency P	Fine: per year, per report
Fiscal Year ended December 31, 2012	
Fine: P 10000 per year, per report	

COMPUTATION OF FINES				
YEAR	General Information Sheet		Financial Statements	
1996				FINE
1997				
1998				
1999				
2000				
2001		w/ order 01-12-06		w/ order 01-12-06
2002				
2003				
2004				
2005				
2006				
2007		Monitored 03-02-10		Monitored 03-02-10
2008				
2009				
2010				
2011		Monitored 11-14-12		Monitored 11-14-12
2012				
2013	OT		OT	
Stock and Transfer Book / Membership Book w/ order				NO PENALTY

OT	- On Time
NF	- Not Filed
FL/RL	- Filed/Registered Late

Monitor:	S.D. NONES	Date: 03/19/14
Review:	<i>[Signature]</i>	Date: 4-2-14

4:55 PM

Compliant with all reportorial requirements as of 4/4/14

For the Director:

[Signature]
JOSEPH BACANAL
4/18/14

[Signature]
MARY ANNE V. MORALES-LAGURA
Officer-in-Charge