



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

TARLAC CITY EXTENSION OFFICE
Tarlac City

COMPANY REG. NO. 0000086335

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

KNOW ALL MEN BY THESE PRESENTS:

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


MONDE NISSIN CORPORATION
(Amending Article II thereof)

copy annexed, adopted on October 25, 2014 by the majority vote of the **Board of Directors** and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this Corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Tarlac City, Philippines, this 25th day of November Twenty Fourteen.

FOR THE COMMISSION:


ATTY. RICHARD R. LAUS
Acting Director



COVER SHEET

for Applications at

TARLAC CITY EXTENSION OFFICE

Nature of Application

AAI

S.E.C. Registration Number

86335

Company Name

MORDE NISSIN CORPORATION

Business Address: No. Street City / Town / Province

AMENDED TO:

New Company Name

New Business Address: No. Street City / Town / Province

FELIX REYES ST. BRGY DALIBAG
CITY OF SANTA ROSA LAGUNA

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

810-3550

Company's Facsimile Number/s

CONTACT PERSON INFORMATION

Name of Contact Person

ROWELL TIMPO

Email Address

Telephone Number

5915276614

Facsimile Number/s

Contact Person's Address

To be accomplished by SEC TCEO Personnel

Assigned Processor:

AILEEN R. CONCEPCION

Date

NOV 25 2014

Signature

Returned to Client:

Reason:

Document I.D.

Received by:

Clerk in Charge

Forwarded to:

<input type="checkbox"/>
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<input type="checkbox"/>
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Cashier
Clerk-in-Charge
Director
Releasing Officer



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
TARLAC CITY EXTENSION OFFICE

CERTIFICATION

This is to certify that the General Information Sheets (GIS) and Financial Statements (FS) of **MONDE NISSIN CORPORATION**, are up to date and that there is only one (1) set of General Information Sheet (GIS) pertaining to the applicant corporation filed with the Commission.

This Certification is issued on the request of MR. ROWELL TIMBOL upon payment of Three Hundred Pesos Only (300.00) under Official Receipt No. 5820740 paid on November 25, 2014, for purposes of amending the Articles of Incorporation and By Laws of the above mentioned corporation.

Tarlac City. 25 November 2014.


MS. MERCY R. ARAGON
Securities Examiner I

SECRETARY'S CERTIFICATE

I, HELEN GO TIU, of legal age, Filipino citizen, with address at the 16th Floor, Belvedere Tower, San Miguel Avenue, Ortigas Center, Pasig City, after having been duly sworn in accordance with law, hereby depose and say that -

1. I am the duly elected and qualified Corporate Secretary of **MONDE NISSIN CORPORATION**, a stock corporation duly organized, existing under and by virtue of the laws of the Republic of the Philippines with address at Felix Reyes St., Barangay Balibago City, Santa Rosa, Laguna, Philippines (the "Corporation").

2. To the best of my knowledge, as of the date hereof, no action or proceeding has been filed or is pending before any Philippine court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand on the date and at the place stated below.

Helen Go Tiu

Tiu, Helen Go
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
MANILA, S.S.

SUBSCRIBED AND SWORN TO before me this
the place stated above, affiant exhibiting to me her
by the

OCT 28 2014

at

MANILA

issued on

Doc. No. 48;
Page No. 50;
Book No. SP;
Series of 2014.

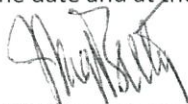
Atty. Delmar Agcaoili Jr.
ATTY. DELMAR AGCAOILI JR.
NOTARY PUBLIC
UNTIL DECEMBER 31, 2014
PTR NO. 2413105 / 2014 MLA
IBP NO. 943989 / 2014 MLA
ROLL NO. 24655 / TIN NO. 144-619-36
MCLE III - 0013521
COMMISSION NO. 2013-022

DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

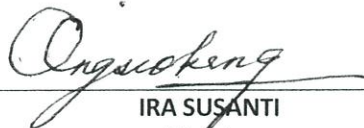
That, we, the undersigned Acting Chairman of the Board of Directors, the Corporate Secretary, and at least a majority of the members of the Board of Directors of **MONDE NISSIN CORPORATION**, a corporation organized and existing under and by virtue of the laws of the Philippines with address at Felix Reyes St., Barangay Balibago, Santa Rosa, Laguna, Metro Manila, Philippines (the "Corporation") do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation embodying the underscored amendments to the **SECOND ARTICLE** of the Articles of Incorporation of the Corporation consisting of : **(A)** the inclusion as part of the Corporation's primary purpose (1) the importing and exporting of goods, (2) dealing in articles of commerce on a retail basis to the extent allowed under Philippine law, and (3) in relation or incidental to the Corporation's primary purpose (a) to purchase, lease, apply for, to have registered letters patents, copyrights, trade names, trademarks, inventions and other intellectual properties, and (b) to act as indenter, commercial broker, commission agent, distributor and in any other representative capacity for other entities; **(B)** the inclusion as part of the Corporation's secondary purposes to guarantee obligations and repayment of loans or otherwise lend its credit to other entities, (including affiliates and subsidiaries), and **(C)** the inclusion as part of the Corporation's purposes, the express powers of a corporation under Section 36 of the Corporation Code of the Philippines, as the same may be amended from time to time, is a true and correct copy and was approved by (A) at least a majority of the members of the Board of Directors at its meeting held at its principal place of business on October 25, 2014, at which a quorum was present and acting throughout, and (B) by stockholders owning or representing at least two-thirds (2/3s) of the outstanding capital stock of the Corporation through their affirmative vote at a special stockholders' meeting held on October 25, 2014 at the principal place of business of the Corporation.

IN WITNESS WHEREOF, this Certificate has been signed by the following officers and directors of the Corporation on the date and at the place stated hereinafter.



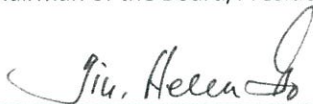
BETTY ANG

Acting Chairman of the Board/President



IRA SUSANTI

Director



HELEN G. TIW

Corporate Secretary



HENRY SOESANTO

Director



MONICA DARMONO

Director



DANIEL ANG

Director

Countersigned By:



BETTY ANG

Acting Chairman of the Stockholders' Meeting



HELEN G. TIW

Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
Quezon City, METRO MANILA) SS.

SUBSCRIBED AND SWORN TO before me, a Notary Public for and in **Quezon City**, Philippines, this 25th day of October 2014 affiants exhibiting to me their respective Tax Identification Nos. and passport details as follows:

<u>Name</u>	<u>TIN No.</u>	<u>Passport No. ("PP")</u>	<u>Passport Place & Date of Issue</u>
Betty Ang			
Henry Soesanto			
Ira Susanti			
Monica Darmono			
Daniel Ang			
Tiu, Helen Go			

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

Doc. No. 48 ;
 Page No. 11 ;
 Book No. IV ;
 Series of 2014.

VIVIENNE TIEMPO-MENDEZ
 Notary Public for Quezon City
 Appointment No. 224
 Until December 31, 2014
 PTR No. 9444073/1- 08-2014/Pasig City
 IBP No. 956131/1- 14-2014/Quezon City
 Roll No. 42911
 MCLE Compliance No. IV-0002370/08-09-2011
 No. 18 Luna St. , New Haven Village
 Novaliches, Quezon City

CERTIFICATE OF AMENDMENT

KNOW ALL MEN BY THESE PRESENTS:

That, we, the undersigned Acting Chairman of the Board of Directors, the Corporate Secretary, and at least a majority of the members of the Board of Directors of **MONDE NISSIN CORPORATION** (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the Philippines with address at Felix Reyes St., Barangay Balibago, Santa Rosa, Laguna, Metro Manila, Philippines do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation embodying the underscored amendment to the **SECOND ARTICLE** of the Articles of Incorporation of the Corporation is a true and correct copy and was approved by (A) at least a majority of the members of the Board of Directors at its meeting held at its principal place of business on October 25, 2014, at which a quorum was present and acting throughout, and (B) by stockholders owning or representing at least two-thirds (2/3s) of the outstanding capital stock of the Corporation through their affirmative vote at a special stockholders' meeting held on October 25, 2014 at the principal place of business of the Corporation.

IN WITNESS WHEREOF, this Certificate has been signed by the following officers and directors of the Corporation on the date and at the place stated hereinafter.



BETTY ANG

Acting Chairman of the Board/President



IRA SUSANTI

Director



HELEN G. TIU

Corporate Secretary



HENRY SOESANTO

Director



MONICA DARMONO

Director



DANIEL ANG

Director

Countersigned By:



BETTY ANG

Acting Chairman of the Stockholders' Meeting



HELEN G. TIU

Corporate Secretary


REPUBLIC OF THE PHILIPPINES)
Quezon City, METRO MANILA) SS.

SUBSCRIBED AND SWORN TO before me, a Notary Public for and in **Quezon City**, Philippines, this 25th day of October 2014 affiants exhibiting to me their respective Tax Identification Nos. and passport details as follows:

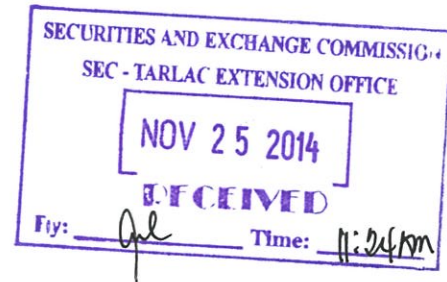
<u>Name</u>	<u>TIN No.</u>	<u>Passport No. ("PP")</u>	<u>Passport Place & Date of Issue</u>
Betty Ang			
Henry Soesanto			
Ira Susanti			
Monica Darmono			
Daniel Ang			
Tiu, Helen Go			

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

Doc. No. 49 ;
 Page No. 11 ;
 Book No. 12 ;
 Series of 2014.


VIVIENNE TIEMPO-MENDEZ
 Notary Public for **Quezon City**
 Appointment No. 224
 Until December 31, 2014
 PTR No. 9444073/1- 08-2014/Pasig City
 IBP No. 956131/1- 14-2014/Quezon City
 Roll No. 42911
 MCLE Compliance No. IV-0002370/08-09-2011
 No. 18 Luna St. , New Haven Village
 Novaliches, **Quezon City**

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 Amending A CORPORATION UNDER THE LAWS OF THE PHILIPPINES, AND WE HEREBY CERTIFY: 7

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

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

PRIMARY PURPOSE

TO ENGAGE IN, OPERATE AND MAINTAIN THE BUSINESS OF MANUFACTURING, PROCESSING, BAKING, PACKAGING, SERVICING, REPACKING, ASSEMBLING, IMPORTING, EXPORTING, BUYING, SELLING, TRADING OR OTHERWISE DEALING IN (ON WHOLESALE BASIS AND TO THE EXTENT ALLOWED UNDER PHILIPPINE LAW, ON RETAIL 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; AND IN RELATION OR INCIDENTAL THERETO, TO PURCHASE, LEASE, SUB-LEASE, APPLY FOR, ACQUIRE, OBTAIN OR HAVE REGISTERED, LETTERS PATENTS, CONCESSIONS, LICENSES, COPYRIGHTS, TRADE NAMES, TRADEMARKS, INVENTIONS AND OTHER INTELLECTUAL PROPERTIES, WHETHER EXCLUSIVE OR NON-EXCLUSIVE, IN ANY PART OF THE WORLD; 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, SECURITIES AND OTHER FINANCIAL PRODUCTS.

SECONDARY PURPOSES

TO GUARANTEE OBLIGATIONS AND REPAYMENT OF LOANS OR OTHERWISE LEND ITS CREDIT TO OTHER ENTITIES (INCLUDING AFFILIATES AND SUBSIDIARIES) AND TO SECURE THE SAME BY MORTGAGE, SURETY, GUARANTEE, PLEDGE AND/OR OTHER LOANS ON ANY OF THE ASSETS OF THE CORPORATION PROVIDED THE SAME IS CONSIDERED BENEFICIAL TO THE CORPORATION, WITHOUT OPERATING AS A LENDING OR FINANCING CORPORATION.



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 OBJECTS 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.

B. THAT THE CORPORATION SHALL HAVE THE EXPRESS POWERS OF A CORPORATION AS PROVIDED UNDER SECTION 36 OF THE CORPORATION OF THE PHILIPPINES, AS THE SAME MAY BE AMENDED FROM TIME TO TIME.

(As approved by at least a majority of the members of the Board of Directors of the Corporation on October 25, 2014 and by stockholders representing at least two-thirds (2/3s) of the outstanding capital stock of the Corporation at a special stockholders meeting held on October 25, 2014).

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:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>ADDRESS</u>
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 (PhP12,000,000,000.00) AND SAID CAPITAL STOCK IS DIVIDED INTO ONE HUNDRED TWENTY MILLION (120,000,000) SHARES WITH THE PAR VALUE OF ONE HUNDRED PESOS (PhP100.00) 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:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>NO. OF SHARES</u>		<u>AMOUNT SUBSCRIBED</u>		<u>AMOUNT PAID</u>
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
EUSEBIO BRIGADO		1,200		120,000.00		30,000.00
AGUSTIN YIAN		1,200		120,000.00		30,000.00
TOTALS		28,000	P	2,800,000.00	P	700,000.00
		vvvvvvv		vvvvvvvvvv		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 TREASURER, 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

SIGNED IN THE PRESENCE OF

SIGNED
BETTY ANG
INCORPORATOR

SIGNED
DAVID ANG
INCORPORATOR

SIGNED
AGUSTIN YIAN

AND

SIGNED
JAMES ANG YIOK TECK

ACKNOWLEDGMENT

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

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC, PERSONALLY APPEARED THE FOLLOWING INCORPORATORS/SUBSCRIBERS WITH THEIR RESPECTIVE RESIDENCE CERTIFICATES, TO WIT:

<u>NAME</u>	<u>TAX NO.</u>	<u>NUMBER</u>	<u>ISSUED AT AND ON</u>
ANG CHAN ENG			
GUADALUPE T. ANG			
BETTY ANG			
RAMON RAGANAS			
LETICIA C. RAGANAS			
EUSEBIO BRIGADO			
AGUSTIN YIAN			
DAVID ANG			
JAMES ANG <u>YOK</u> TECK			

ALL KNOWN TO ME AND TO ME KNOWN TO BE THE SAME PERSONS WHO EXECUTED THE FOREGOING TWO (2) PAGES OF ARTICLES OF INCORPORATION INCLUDING THIS PAGE WITH ACKNOWLEDGMENT AND THEY ACKNOWLEDGED TO ME THAT THE SAME IS THEIR OWN FREE AND VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND NOTARIAL SEAL ON THE DATE AND AT THE PLACE WHEREIN ABOVE FIRST WRITTEN.

Doc. No. 352;
Page No. 72
Book No. XXX;
Series of 1979.

(SGD.)MANUEL T. UY
NOTARY PUBLIC
UNTIL DECEMBER 31, 1980
PTR NO. CT1015 2740L
JANUARY 2, 1979, MANILA
TAN:U5549-A1046-A-7