

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA near Ortigas Ave.
Greenhills, Mandaluyong, Metro Manila

86335

Reg. No.

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

WHEREAS, Articles of Incorporation duly signed and acknowledged for the organization of the MONDE DENMARK NISSIN BISCUIT CORPORATION

under and in accordance with the provisions of Act of the Philippine Commission Numbered Fourteen hundred and fifty-nine, enacted March first, Nineteen hundred and six, as amended by Acts of the Philippine Legislature, Numbered Fifteen hundred and six, Fifteen hundred and sixty-five, Sixteen hundred and thirty, Seventeen hundred and forty-four, Eighteen hundred and thirty-four, Eighteen hundred and ninety-five, Twenty hundred and three, Twenty hundred and twelve, Twenty hundred and thirty-seven, Twenty hundred and ninety-two, Twenty-one hundred, Twenty-one hundred and thirty-five; Twenty-four hundred and fifty-two, Twenty-seven hundred and twenty-eight, Twenty-seven hundred and ninety-two, Twenty-nine hundred, Twenty-nine hundred and ninety-four, Thirty-five hundred and eighteen, Thirty-six hundred and ten, Thirty-seven hundred and forty-one, Thirty-eight hundred and forty-nine and Thirty-eight hundred and fifty, and Commonwealth Acts Numbered Two hundred and eighty-seven, and Four hundred and thirty-seven, were presented for filing in this Commission on
May 14, 1979

and a copy of which said Articles is hereto
ed:
Now, THEREFORE, by virtue of the powers and duties vested in me by law, I
do hereby certify that the said Articles of Incorporation were, after due exami-
nation to determine whether they are in accordance with law, duly registered in
this Commission on the
May day of M a y Anno
Domini Nineteen hundred and seventy-nine.

IN TESTIMONY WHEREOF, I have hereunto set my
hand and caused the seal of this Commission to be
affixed at Mandaluyong, Metro
Manila, Philippines, this
M a y day
of in the year of our Lord
seventy-nine.

Sixto T. J. De Guzman, Jr.
SIXTO T. J. DE GUZMAN, JR.
Associate Commissioner



MAY 23 1979



ARTICLES OF INCORPORATION
OF
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 SAID CORPORATION SHALL BE "MONDE DENMARK NISSIN BISCUIT CORPORATION";

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, PACKING, 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 PURPOSES

TO ENGAGE IN, 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, PATENES, 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 CONDUCIVE 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 LAW OF THE PHILIPPINES NOW OR WHICH MAY HERINAFTER BE IN FORCE.

THIRD. - THAT THE PRINCIPAL OFFICE AND PLACE OF BUSINESS OF THE CORPORATION SHALL BE LOCATED IN THE MUNICIPALITY OF STA. ROSA, PROVINCE OF LAGUNA, PHILIPPINES; AND MAY ESTABLISH BRANCHES, SALES OFFICES AND FACTORY SITES IN ANY PLACE WHENEVER WARRANTED BY THE EXIGENCIES OF ITS BUSINESSES;

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 FOURTEEN MILLION (P14,000,000.00), PHILIPPINE CURRENCY, PESOS, AND SAID CAPITAL STOCK IS DIVIDED INTO ONE HUNDRED FORTY THOUSAND SHARES (140,000) OF THE PAR VALUE OF ONE HUNDRED PESOS (P100.00) EACH. THAT NO TRANSFER OF INTEREST WHICH WILL REDUCE THE OWNERSHIP OF FILIPINO CITIZENS TO LESS THAN SEVENTY PERCENT (70%) OF THE CAPITAL SHALL BE ALLOWED OR PERMITTED TO BE RECORDED IN THE PROPER BOOKS OF THE CORPORATION UNLESS SUCH TRANSFER SHALL HAVE BEEN FIRST REPORT TO THE BOARD OF INVESTMENTS AS REQUIRED BY THE RULES AND REGULATIONS PROMULGATED UNDER REPUBLIC ACT NO. 5455 AND THAT THIS RESTRICTION SHALL BE INDICATED IN ALL THE STOCK CERTIFICATES OF THE CORPORATION.

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
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
		VVVVVV	VVVVVVVVVVVVVV	VVVVVVVVVVVVVV

E. Rigosa
 Betty Ang
 J. P. Raganas
 Guadalupe T. Ang

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.

Ang Chan Eng
ANG CHAN ENG INCORPORATOR
Guadalupe T. Ang
GUADALUPE T. ANG INCORPORATOR
Ramon Raganas
RAMON RAGANAS INCORPORATOR
Leticia C. Raganas
LETICIA C. RAGANAS INCORPORATOR
Eusebio Brigado
EUSEBIO BRIGADO INCORPORATOR

- SIGNED IN THE PRESENCE OF -

Betty Ang
BETTY ANG INCORPORATOR
David Ang
DAVID ANG INCORPORATOR
Agustin Yian
AGUSTIN YIAN
AND
James Ang Yok Teck
JAMES ANG YOK TECK
REPUBLIC OF THE PHILIPPINES } S.S.
CITY OF MANILA

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

NAME	Tax No.	NUMBER-A/D	ISSUED AT AND ON
ANG CHAN ENG			
GUADALUPE T. ANG			
BETTY ANG			
RAMON RAGANAS			
LETICIA C. RAGANAS			
EUSEBIO BRIGADO			
AGUSTIN YIAN			
DAVID ANG			
JAMES ANG YOK TECK			

ALL KNOWN TO ME AND TO ME KNOWN AS THE SAME PERSONS WHO EXECUTED THE FOREGOING TWO(2) PAGES OF ARTICLES OF INCORPORATION INCLUDING THIS PAGE WITH ACKNOWLEDGEMENT 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 HEREINAFOVE FIRST WRITTEN.

DOC. NO. 352 ; PAGE NO. 22 ;
BOOK NO. XXX ; SERIES OF 1979.

Manuel T. Uy
MANUEL T. UY
NOTARY PUBLIC
UNTIL DECEMBER 31, 1980

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

PTR NO. CT015 2740L
JANUARY 2, 1979, MANILA
TAN: U5549-A1046-A-7

TREASURER'S AFFIDAVIT

ANG CHAN ENG, HAVING BEEN DULY SWORN TO IN ACCORDANCE WITH LAW, DEPOSE AND SAYS:

THAT ON THIS ABOVE-MENTIONED DATE, HE WAS DULY ELECTED BY THE SUBSCRIBERS NAMED IN THE FOREGOING 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.

THAT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF FOURTEEN MILLION PESOS (P14,000,000.00), PHILIPPINE CURRENCY, DIVIDED INTO ONE HUNDRED FORTY THOUSAND SHARES (140,000) OF THE PAR VALUE OF ONE HUNDRED (P100.00) EACH. TEN MILLION EIGHT HUNDRED THOUSAND PESOS WORTH OF SHARES HAD BEEN ACTUALLY SUBSCRIBED AND OF SAID SUBSCRIPTION, SEVEN HUNDRED THOUSAND PESOS, (P700,000.00), PHILIPPINE CURRENCY, IN CASH, HAD BEEN ACTUALLY PAID IN TO ME IN TRUST FOR THE BENEFIT AND TO THE CREDIT OF THE CORPORATION.

THAT AT LEAST TWENTY PERCENT OF THE TOTAL AUTHORIZED CAPITAL STOCK HAD BEEN ACTUALLY SUBSCRIBED AND AT LEAST TWENTY-FIVE PERCENT OF SAID SUBSCRIPTION, HAD BEEN ACTUALLY PAID FOR TO ME IN TRUST FOR THE BENEFIT AND TO THE CREDIT OF THE CORPORATION.

AFFIANT FURTHER SAYETH NAUGHT.

Ang Chan Eng
ANG CHAN ENG
AFFIANT/TREASURER-IN-TRUST

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 14th DAY OF MAY, 1979, IN AND FOR THE CITY OF MANILA, PHILIPPINES. ANG CHAN ENG, IN HIS CAPACITY AS THE TREASURER-IN-TRUST OF ABOVE-MENTIONED CORPORATION HEREBY EXHIBITED TO ME HIS RESIDENCE CERTIFICATE AS ABOVE-STATE-D.

Manuel T. Uy
MANUEL T. UY
NOTARY PUBLIC
UNTIL DECEMBER 31, 1980
PTR NO. CT015 2740L
JANUARY 2, 1979, MANILA
TAN: U5549-A1046-A-7

DOC. NO. 353
PAGE NO. 22
BOOK NO. XXX
SERIES OF 1979.

SECURITIES
AND EXCHANGE
COMMISSION

SECURITIES AND EXCHANGE COMMISSION and/or
CENTRAL BANK OF THE PHILIPPINES 9 MAY 14 P 1: 55

Gentlemen:

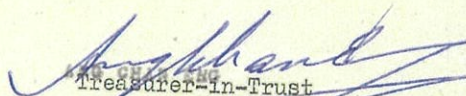
RECORDS DIVISION
This is to authorize your office to examine and verify the deposit in the
METROPOLITAN BANK & TRUST CORPORATION in my name as Treasurer-in-Trust for
NORDE DENMARK BISSIN BISCUIT CORPORATION in the amount of
SEVEN HUNDRED THOUSAND PESOS, (P 700,000.00), Philippine
Currency, representing the paid-up capital of the said corporation which is in
process of incorporation.

This authority is valid and inspection of said deposit may be made even
after the issuance of Certificate of Incorporation to the corporation.

Should the deposit be transferred to another bank prior to or after in-
corporation, this letter will also serve as authority to verify and examine
the same.

It is also understood that the representative of the Securities and Ex-
change Commission may examine the pertinent books and records of accounts of
the corporation should it become necessary to trace the utilization and dis-
bursement of the said paid-up capital.

Very truly yours,


Treasurer-in-Trust

ence Certificate No. A/B-
197 2655303-H

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age No. 73
ook No. XXX
eries of 1979
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MARICOR, INC.

MANUEL T. OY
NOTARY PUBLIC

Until December 31, 1979
PIR NO. C1015 27/01
JANUARY 2, 1972, MANILA
TAN: U5549-A1045-A-7

SECURITIES
AND EXCHANGE
COMMISSION

9 MAY 14 P 1: 55

The Commissioner
Securities and Exchange Commission
A. Mabini Street
Manila

SECURITIES
DIVISION

Sir :

The HONDE DENMARK NISSIN BISCUIT CORPORATION hereby
undertakes:

To change the corporation/partnership name in
the event that another person or entity has ac-
quired the prior right to use the same name or
one similar to it.

To report to the Board of Investments the equity
participation on its alien stockholders/partners
pursuant to the provisions of Section 2(2) of Re-
public Act 5455 and Rule III of the implementing
rule and regulations promulgated by the Board.

Very truly yours,



ANG CHAN ENG
TREASURER-IN-TRUST

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
EDSA Mandaluyong Metro Manila

May 23, 1979

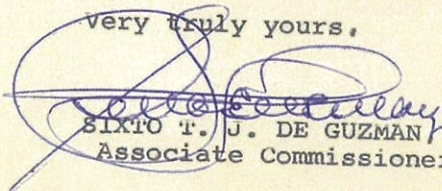
MONDE DENMARK NISSIN BISCUIT
CORPORATION
c/o Betty Ang
578 Vito Cruz St., Malate,
M a n i l a

M a d a m:

Enclosed herewith is the certificate of registration of the articles of incorporation of the MONDE DENMARK NISSIN BISCUIT CORPORATION., with the request that one (1) ₱1.50 documentary stamp be affixed thereto and cancelled as of the date of registration.

In this connection, there is transmitted to you here- with a copy of the self-explanatory 2nd Indorsement of the Administrator, Food and Drug Administration, dated May 15, 1979 for your information, guidance and compliance.

very truly yours,


SIXTO T. J. DE GUZMAN JR.
Associate Commissioner

Encl.: a/s

SECURITIES
 KOMISYON SA MGA PANAGOT AT PALITAN
 (Securities and Exchange Commission)

STATEMENT OF ASSETS AND LIABILITIES

MONDE BERRANE NISSIN DISCOUNT CORPORATION
 AS OF _____, 197
 A _____
 DOMESTIC CORPORATION
 with office at _____
 STA. ROSA, LAGUNA

examined and found in order for purposes of incorporation, is hereby published under Section 9 of Act 1459, by order of the Securities and Exchange Commission

A S S E T S

Cash on hand and/or in bank	P 700,000.00
Accounts Receivable	_____
.	_____
Furnitures and Office Equipments.	_____
TOTAL ASSETS.	P 700,000.00

LIABILITIES AND NET WORTH

Accounts Payable.	P _____
TOTAL LIABILITIES	P _____
Authorized Capital Stock:	
COMMON SHARES	
(Number) (Class)	
at P _____ par value	P 14,000,000.00
Capital Stock Subscribed	P 2,800,000.00
Less: Subscriptions Receivable.	22, 2,100,000.00
Paid-Up Capital	P 700,000.00
Surplus	_____
NET WORTH	P 700,000.00
TOTAL LIABILITIES AND NET WORTH	P 700,000.00

[Signature]
 Treasurer :
 ANO CHAN ENG

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

SUBSCRIBED AND SWORN to before me on this 14th day of May, 1979, in and for the City of Manila, Philippines. Treasurer exhibited to me his/her Residence Certificate No. A/B- _____ issued at _____ on _____, 1979.

D. _____ 352
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 /jc-9-78'

[Signature]
 MANUEL T. CY
 NOTARY PUBLIC
 Until December 31, 1979
 PTR NO. C1015 2740L
 JANUARY 2, 1977, MANILA
 TAN: 05540-A1045-A-7