



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. No. A200115151

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

KNOW ALL PERSONS BY THESE PRESENTS:

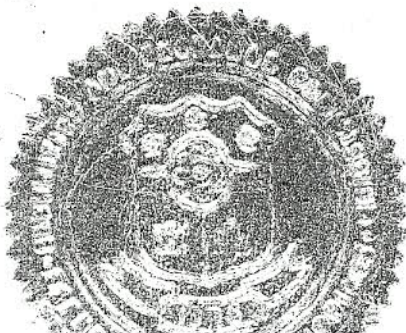
THIS IS TO CERTIFY that the amended articles of Incorporation of the

AG FINANCE INCORPORATED
(Amending Article VII)

copy annexed, adopted on June 29, 2012 by a majority vote of the Board of Directors and 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 of an investment 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 hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 13th day of February, Twenty Thirteen.




FERDINAND B. SALES
Acting Director

Company Registration and Monitoring Department



AMENDED
ARTICLES OF INCORPORATION

OF

AG FINANCE INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, 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 said corporation shall be:

"AG FINANCE INCORPORATED"

SECOND: That the purpose for which said corporation is formed are:

PRIMARY

That the primary purpose or objects for which the Corporation is formed are:

To engage and deal in the leasing and financing business in all its aspects, to extend credit facilities for commercial, industrial and agricultural ventures or enterprises, to loan its fund without collateral or on the security of a mortgage of real properties, pledge, chattel mortgage of equipment, machinery, merchandise, shares of stock, securities and other personal properties; to purchase or otherwise acquire, discount, negotiate, collect, mortgage, pledge or otherwise deal in or with all or any part of the bonds, debentures, account receivables, promissory notes, evidences of indebtedness, trade acceptances, commercial papers, certificate action, issued, created, assumed or guaranteed by any domestic or foreign corporation, partnership, firm, syndicate, or individual entity and to exercise in respect thereto all such powers and privileges incident to ownership, or any other interest herein; to engage in the business of financing by leasing of all kinds of equipment, machinery, vehicles, vessels, airplanes, facilities, appliances, and all other types of real and personal property for whatever use through finance-related transactions such as but not limited to sale-lease back arrangements, hire-purchase agreements and other lease financing schemes.

SECONDARY

1. To purchase, acquire, own, lease, sell and convey real properties such as land, buildings, factories and warehouses and machinery, equipment 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 stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed or trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise.

5. To enter into any lawful arrangements for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one more branch offices or agencies and to carry on any or all of its operations and business without any restriction as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

8. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries and to do everything necessary, desirables or incidental to the accomplishment of the purposes or the exercise of any one of more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the place where the principal office of the corporation is to be established or located is at Metro Manila, Philippines. *(As amended on Dec. 10, 2003)*

FOURTH: That the term for which the said corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

FIFTH: That the names, nationalities and addresses of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Mario M. Tongson	Filipino	#19 Mconstone St., Northview I, Filinvest II, Quezon City
Sharone O. King	Filipino	3917 Sociego St., Sta. Mesa, Manila
Dominador R. Aytona	Filipino	93 Sgt. Reyes Diliman, Quezon City
Lorna P. Pangilinan	Filipino	#15 Venezuela St., Loyola Grand Villas, Katipunan Road, Quezon City
Maria Paz I. Diokno	Filipino	Unit 525 Star Centrum Condominium, Sen Gil Puyat Ave., Makati City
Fernando P. Go	Filipino	17-L Luntan St., Brgy. Dona Imelda, Quezon City
Valentin M. Panaguitor	Filipino	11 Lanzones St., Town & Country Executive Village, Antipolo City

SIXTH: That the number of directors of said corporation shall be Seven (7) and the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Mario M. Tongson	Filipino	#19 Moonstone St., Northview I, Filinvest II, Quezon City
Sharone O. King	Filipino	3917 Sociego St., Sta. Mesa, Manila
Dominador R. Aytona	Filipino	93 Sgt. Reyes Diliman, Quezon City
Lorna P. Pangilinan	Filipino	#15 Venezuela St., Loyola Grand Villas, Katipunan Road, Quezon City
Maria Paz I. Diokno	Filipino	Unit 525 Star Centrum Condominium, Sen Gil Puyat Ave., Makati City
Fernando P. Go	Filipino	17-L Luntan St., Brgy. Dona Imelda, Quezon City
Valentin M. Panaguítan	Filipino	11 Lanzones St., Town & Country Executive Village, Antipolo City

SEVENTH: That the authorized capital stock of said corporation is **FIVE HUNDRED FIFTY MILLION PESOS** (₱ 550,000,000.00), Philippine Currency, and said capital stock is divided into **FIVE HUNDRED FIFTY MILLION (550,000,000)** shares of common stock with a par value of **ONE PESO** (₱ 1.00) each. *(As amended on June 29, 2012)*

EIGHT: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>	<u>Amount Paid</u>
Asian Silver Estates, Inc		3,450,000	Php 3,450,000.00	3,450,000.00
Axelerando Holdings, Inc.		1,499,998	1,499,992.00	1,499,998.00
Mario M. Tongson	Filipino	10,000	10,000.00	10,000.00
Sharone O. King	Filipino	10,000	10,000.00	10,000.00
Dominador R. Aytona	Filipino	10,000	10,000.00	10,000.00
Lorna P. Pangilinan	Filipino	10,000	10,000.00	10,000.00
Maria Paz I. Diokno	Filipino	10,000	10,000.00	10,000.00
Fernando P. Go	Filipino	1	1.00	1.00
Valentin M. Panaguítan	Filipino	1	1.00	1.00
	Total	5,000,000	Php5,000,000.00	Php5,000,000.00

NINTH: No transfer of stock or interest which would reduce the stock 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 corporation and this restriction shall be indicated in the stock certificates issued by the corporation.

TENTH: That SHARONE O. KING has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the by-laws and that as such Treasurer, he/she has been authorized to receive for the corporation and to issue in its name receipts for, all subscriptions paid by the subscribers.

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

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day October, 2001 at Makati City, Philippines.

(Signed)

MARIO M. TONGSON

(Signed)

SHARONE O. KING

(Signed)

DOMINADOR R. AYTONA

(Signed)

LORNA P. PANGILINAN

(Signed)

MA. PAZI I. DIOKNO

(Signed)

FERNANDO P. GO

(Signed)

VALENTIN M. PANAGUITON

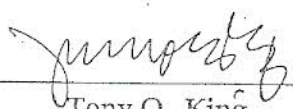
DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

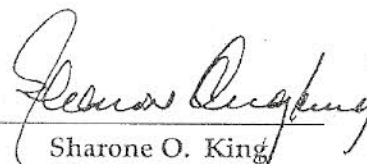
We, the undersigned Corporate Secretary and majority of the members of the Board of Directors of AG FINANCE INCORPORATED (the "Corporation"), do hereby certify that the attached Articles of Incorporation of the Corporation has been amended by the affirmative vote of at least two-thirds (2/3) of its outstanding capital stock and majority of the Board of Directors at a meeting held on June 29, 2012 at Unit 2205A East, PSE Centre, Exchange Road, Ortigas Center, Pasig City.

IN WITNESS WHEREOF, we have set our signatures this _____
at the City of Makati City, Philippines.

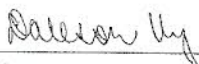
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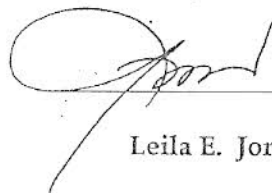
Tony O. King
TIN 103-901-321
Chairman/Director



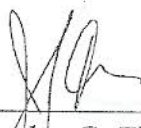
Sharone O. King
TIN 217-608-047
Director



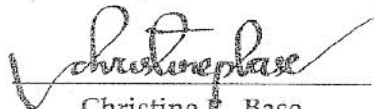
Daleson G. Uy
TIN 203-398-364
Director



Leila E. Jorge
TIN 107-062-107
Director



Jocelyn C. Tiu
TIN 100-249-382
Director



Christine E. Base
TIN 198-818-199
Corporate Secretary/

Secretary of the Meeting

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)

Makati City CITY

) S.S.

BEFORE ME, a Notary Public in and for Makati City, Philippines, on this 20 day
NOV 20 2012, personally appeared:

Name	Valid Identification
Tony O. King	103-901-321
Sharone O. King	217-608-047
Daleson G. Uy	203-398-364
Leila E. Jorge	107-062-107
Joselyn C. Tiu	100-249-382

known to me and to me known to be the same persons who executed the foregoing Certificate of Amendment of the Articles of Incorporation and they acknowledged to me that the same constitutes their free and voluntary act and deed.

WITNESS MY HAND AND SEAL this NOV 20 2012 at the place above written.

Doc. No. 395

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Book No. VII

Series of 2012


MONINA JANE S. NAZAL

Roll No. 54737, Commission No. M-194

MCLE Compliance No. III - 0015657

Notary Public for Makati City until 31 December 2012

PTR No. 3179606MB, Makati City, 4 January 2012

IBP Lifetime Roll No. 09489 / Jan. 6, 2011 / Quezon City Chapter

Pacis & Reyes Attorneys

8/F, Chatham House, 116 Valero cor. V.A. Rufino Sts.

1227 Salcedo Village, Makati City, Tel. 8443906