

REPUBLIKA NG PILIPINAS
KAGAWARAN NG KALAKALAN
Komisyon sa mga Panagot at Palitan
(SECURITIES AND EXCHANGE COMMISSION)
MAYNILA

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

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

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

PHILIPPINE BANK OF COMMUNICATIONS
(Amending Article VI of the amended articles
of incorporation thereof)

copy annexed, adopted on April 15, 1975 by the stockholders owning or
representing at least two-thirds of the subscribed capital stock, and certified to by
the President, the Secretary and a majority of the Board of Directors of the cor-
poration was filed with this Office on the 21st day of July,
nineteen hundred and seventy-five, pursuant to the provisions of
and Section 9 of R. A. 337, as amended,
Section 18 of the Corporation Law, Act 1459, as amended, and attached to the
others papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this
Commission to be affixed at Manila, Philippines, this 21st day of July,
in the year of our Lord nineteen hundred and seventy-five.


JULIO A. SULIT, JR.
Deputy Securities and Exchange Commissioner

ARTICLES OF INCORPORATION
OF THE
"PHILIPPINE BANK OF COMMUNICATIONS"
(As last amended on April 15, 1975)

CERTIFIED TRUE COPY:
(consisting of 7 pages)

MAURICE C. NUBLA
CORPORATE SECRETARY

MAY 27 1975

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, a majority of whom are 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 DO HEREBY CERTIFY:

FIRST.- The name of the corporation shall be the "PHILIPPINE BANK OF COMMUNICATIONS"

SECOND.- The objects and purposes for which this corporation is formed are:

1. To do, conduct and transact generally the business of commercial bank and to do all things and exercise all powers and perform all functions which a bank is authorized or empowered to do, exercise or perform under and by virtue of the laws of the Philippines, or which it may be by law hereafter authorized to do, exercise or perform; to receive deposits of money, deal in commercial paper, to make loans thereon, lend money on real or personal property, discount bills, notes or other commercial papers and to buy and sell securities, gold and silver bullion, foreign coins or bills of exchange, and to do all the things in this paragraph set forth as such commercial bank and in so far as is consistent with the laws of the Philippines, and generally to do all such other acts and things as shall seem to the corporation incidental or conducive to the attainment of the above objects and purposes, or any of them, as commercial bank.
2. To conduct a safe deposit business, and in the conduct of said safe deposit business to store and hold for others personal property and securities with or without compensation, and to maintain vaults and safes and receptacles therein for the storage, safe-depositing and safe-keeping

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MAURICE C. NUBLA
CORPORATE SECRETARY

of personal property and securities, and to rent and hire such safes and receptacles to others upon such terms and conditions as the corporation may deem advisable.

3. To receive and care for money deposited in trust, arising from legacies, voluntary and other trusts, and judicial decrees, or in any other manner; to act as trustee under any mortgage or bonds issued by any municipality, body politic, or corporation, and to accept and execute any other municipal or corporate trust not inconsistent with law; to act as transfer agent of any corporation, and, in such capacity, to receive and disburse moneys, transfer, register and execute certificates of stock, bonds or other evidences of indebtedness, and to act as the agent of any corporation, company or association, foreign or domestic, or of any individual within the purposes of a commercial bank; to act under the order or appointment of any court of record as guardian, receiver, trustee or depositary of the estate of any minor, insane or weak minded person, habitual drunkard, or other incompetent or irresponsible person, as assignee in bankruptcy, and as receiver and depositary of any moneys paid into court by parties to any legal proceedings and of property of any kind that may be brought under the jurisdiction of any court by proper legal proceedings; to act as the executor of any last will and testament whenever named in such last will and testament, as the executor thereof; to act under appointment of any court of competent jurisdiction as the administrator of the estate of any deceased person with the will annexed or as the administrator of any deceased person when there is no will; to execute any legal trust confided to it by any court of record or by any person, association or corporation for the holding, management and administration of any estate, real or personal, and the rents, issues, and profits thereof; and generally to do all kinds of trust business permitted by law.
4. To establish, maintain and conduct a branch or branches as may be allowed under the laws of the Philippines.
5. To buy and sell or otherwise negotiate securities, and borrow

money upon securities owned by the bank; to acquire by purchase, and to invest in, hold, sell or otherwise dispose of shares of stock, bonds, mortgages and other securities, or any interest in either, or any obligations or evidences of any other corporation or corporations, domestic or foreign, or the notes, bonds, mortgages or other obligations and evidences or indebtedness of any person or persons and while the owner of such shares, stocks, bonds, notes, mortgages or interest therein, or other obligations or evidences of indebtedness, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon or consent in respect thereof for any and all purposes: Provided, however, that investments in shares and stocks shall not at any time exceed thirty per centum (30%) of the paid capital and unimpaired surplus; and for any corporate purpose to borrow money, issue debentures, unsecured bonds, or bonds secured by collateral trust or other mortgage or mortgages upon, by pledge of, any of its property or otherwise and promissory notes and evidences of indebtedness of all kinds.

THIRD.- The principal office for the transaction of business of this corporation is to be located in the City of Manila, Philippines.

FOURTH.- The term for which the corporation is to exist is FIFTY (50) YEARS from the date of incorporation.

FIFTH.- The names and residences of incorporators are as follows:

<u>Name</u>	<u>Residence</u>
Mr. Sooyii K. Shen	Manila, Philippines
Mr. Tsae-Tsin Linn	Manila, Philippines
Mr. Huai-Tuck Chang	Manila, Philippines
Mr. Tsai-Ming Chen	Manila, Philippines
Mr. Pei-Yuan Ho	Manila, Philippines

SIXTH.- The number of the directors of the corporation shall be Eleven (11), and the names 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, to wit: (As amended on April 15, 1975).

<u>Name</u>	<u>Residence</u>
Dr. Chengting T. Wang	Hongkong
Mr. Sooyii K. Shen	Manila
Mr. Yung-Ming Chien	Hongkong
Mr. Shou-Ming Tang	"
Mr. Tao-Nan Lee	"
Mr. Tsae-Tsin Linn	Manila
Mr. Tso-Min Chow	Hongkong

SEVENTH.- THAT THE AMOUNT OF THE CAPITAL STOCK OF THE SAID CORPORATION IS ONE HUNDRED MILLION PESOS (P100,000,000.00); THAT THE NUMBER OF SHARES INTO WHICH SAID CAPITAL IS DIVIDED IS ONE MILLION (1,000,000) SHARES OF THE PAR VALUE OF ONE HUNDRED PESOS (P100.00) PER SHARE. (As last amended on March 12, 1974).

EIGHT.- The amount of the said capital stock which has been actually subscribed and paid is TWO MILLION PESOS (P2,000,000.00), and the following persons have subscribed and paid for the number of shares and amount of capital stock set out after their respective names:

N A M E	Residence	No. of Shares	Amount of capital stock subscribed and paid for
Chengting T. Wang	Hongkong	5000	P500,000.00
Yung-Ming Chien	"	5000	"500,000.00
Sooyii K. Shen	Manila	2000	"200,000.00
Shou-Ming Tang	Hongkong	5000	"500,000.00
Tso-Min Chow	"	1000	"100,000.00
Tao-Nan Lee	"	1000	"100,000.00
Tsae-Tsin Linn	Manila	250	" 25,000.00
Huai-Tuck Chang	"	250	" 25,000.00
Tsai-Ming Chen	"	200	" 20,000.00
Tse-Soong Wong	Hongkong	200	" 20,000.00
Pei-Yuan Ho	Manila	100	" 10,000.00
T O T A L		20,000	P2,000,000.00

NINTH.- That Mr. T. T. Linn 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; he has been authorized to receive for the corporation and to receipt in its name all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of August, 1939.

(Sgd.) Sooyii K. Shen

(Sgd.) Tsae-Tsin Linn

(Sgd.) Huai-Tuck Chang

(Sgd.) Tsai-Ming Chen

(Sgd.) Pei-Yuan Ho

SIGNED IN THE PRESENCE OF:

(Sgd.) J. A. Solomon

(Sgd.) Jose Cabral

UNITED STATES OF AMERICA)
COMMONWEALTH OF THE PHILIPPINES) S.S.
CITY OF MANILA)

On this 11th. day of August, 1939, before me, a Notary Public for and in the City of Manila, personally appeared Mr. Sooyii K. Shen, Mr. Tsae-Tsin Linn, Mr. Huai-Tuck Chang, Mr. Tsai-Ming Chen and Mr. Pei-Yuan Ho, known to me to be the same persons whose names are subscribed and who executed the within instrument, and each of them acknowledged to me that he freely and voluntarily executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

(Signed) MARCELO P. KARAAN
Notary Public

My commission expires December 31st, 1940

Doc. No. 98
Page No. 79
Book No. XI
Series of 1939.

UNITED STATES OF AMERICA)
COMMONWEALTH OF THE PHILIPPINES) S.S.
CITY OF MANILA)

T. T. LINN being duly sworn, deposes and says that on the 11th day of July, 1939, he was duly elected by the subscribers named in

the foregoing articles of incorporation as treasurer of the corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such treasurer he was authorized by the subscribers to receive for the corporation all subscriptions paid in by subscribers for the capital stock; that for 20,000 shares of stock TWO MILLION PESOS (P2,000,000.00) have been actually subscribed, and that of said subscription P2,000,000.00 have been actually transferred to him in trust and received by him for the benefit and to the credit of the corporation, and that at least 20% of the entire number of authorized shares of stock has been subscribed and at least 25% of the subscription has been actually paid to him.

(Signed) T. T. LINN


SUBSCRIBED AND SWORN TO before me in the City of Manila, Philippines, this 11th. day of August, 1939, by Mr. T. T. Linn.

(Signed) MARCELO P. KARAAN
Notary Public

My commission expires December 31st, 1940

Doc. No. 99
Page No. 79
Book No. XI
Series of 1939.

UNITED STATES OF AMERICA)
COMMONWEALTH OF THE PHILIPPINES) S.S.
CITY OF MANILA)

WE, the undersigned, incorporators of the Philippine Bank of Communications, being first duly sworn, severally depose and say: that the Philippine Bank of Communications is organized with a capital stock of P2,000,000.00; and that the full amount of the capital has been paid up by the subscribers. 

Manila, Philippines, August 22, 1939.

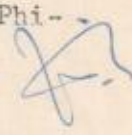
Signed: SOOYI K. SHEN

" TSAB-TSIN LINN

Signed: HUAI-TUCK CHANG

" TSAI-MING CHEN

" PEI-YUAN HO

SUBSCRIBED AND SWORN TO before me, in the City of Manila, Philippines, this 22nd day of August, 1939. 

(Signed) MARCELO P. KARAAN
Notary Public

My commission expires December 31st 1940

Doc. No. 103

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Book XI

Series of 1939

REPUBLIKA NG PILIPINAS
KAGAWARAN NG KALAKALAN
Komisyon sa mga Panagot at Palitan
(SECURITIES AND EXCHANGE COMMISSION)
MAYNILA

**CERTIFICATE OF FILING OF
CERTIFICATE OF INCREASE OF CAPITAL STOCK**


TO ALL TO WHOM THESE PRESENTS MAY COME GREETINGS:

THIS IS TO CERTIFY that the certificate of increase of capital stock of the

PHILIPPINE BANK OF COMMUNICATIONS

copy annexed, from P^{30,000,000}, divided into ^{300,000} shares of the par value of P^{100.00} each to P^{100,000,000} divided into ^{1,000,000} shares of the par value of P^{100.00} each, approved by a vote of the shareholders owning or representing at least two-thirds of the subscribed capital stock at a meeting held on March 12, 19⁷⁴, and certified to by the Chairman and the Secretary of the stockholders' meeting, and a majority of the Board of Directors of the corporation, was filed in this Office on the 15th day of July, 19⁷⁵ in accordance with the provisions of Section 17 of the Corporation Law, as amended, and attached to the other papers pertaining to said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this Commission to be affixed at Manila, Philippines, this 15th day of July in the year of Our Lord nineteen hundred and seventy-five.


ARCADIO E. YABABIN
Securities and Exchange Commissioner

PHILIPPINE BANK OF COMMUNICATIONS
MANILA

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CERTIFICATE OF INCREASE OF CAPITAL STOCK

We, the undersigned majority directors, the Chairman and the Corporate Secretary of the PHILIPPINE BANK OF COMMUNICATIONS, a banking corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office at 214-216 Juan Luna Street, Binondo, Manila, Philippines, DO HEREBY CERTIFY:

a) That the authorized capital stock of the PHILIPPINE BANK OF COMMUNICATIONS, was duly and regularly increased from 300,000 to 1,000,000 shares (P100.00 p. v.) at a special meeting of stockholders held at the principal office of the Corporation on March 12, 1974, and that the requirements of Section 17 of Act 1459, as amended, otherwise known as the Philippine Corporation Law, have been complied with;

b) That the increased capital stock of 700,000 shares at par value of P100.00 amount to P70,000,000.00;

c) That of the increased capital stock aforesaid, 180,000 shares have been subscribed and fully paid in the following manner:

SUBSCRIPTION

<u>No. of Shares Subscribed</u>	<u>Amount Paid at P155.8839/sh.</u>	<u>Amount Paid at Par (P100.00)</u>
180,000	P28,060,002.00	P18,000,000.00

(NOTE: See Schedule of Subscription hereto attached as Annex "A" forming part hereof.)

d) That no bonded indebtedness of the Corporation has been created, incurred or increased at the above stockholders' meeting;

e) That the amount of stock represented at the aforesaid stockholders' meeting was 284,972 shares out of the 300,000 issued and outstanding shares;

f) That the vote authorizing the increase of the capital stock of said corporation was 284,972 shares (no vote against said increase).

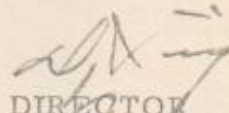
g) That the amount of indebtedness of said corporation as of March 12, 1974 was P438,015,624.88.

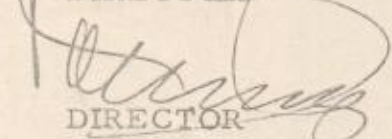
IN WITNESS WHEREOF, we have hereunto set our hands this 18th day of March 1975, in the City of Manila, Philippines.

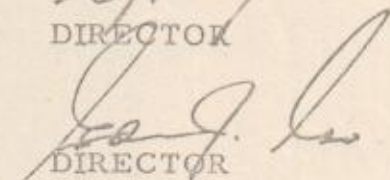

DIRECTOR


DIRECTOR


DIRECTOR


DIRECTOR


DIRECTOR


DIRECTOR

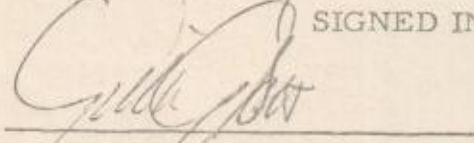
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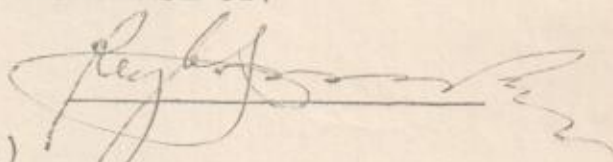

CHAIRMAN

COUNTERSIGNED:


Corporate Secretary

SIGNED IN THE PRECENSE OF:





REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA)

S.S.

BEFORE ME, a Notary Public for and in the City of Manila, Philippines, this _____ day of _____, 1975, personally appeared:

Name	Res. Cert. No.	Date & Place of Issue	T.A.N.
1. Ralph Nubla	A-262	1-2-75, Manila	1408-738-1
2. Ang Beng Uh	A-23382	1-2-75, Manila	1033-832-5
3. Chung Tiong Tay	A-8278782	1-2-75, Pasay City	1144-875-8
4. Anthony Dee K. Chiong Jr.	A-6856218	2-3-75, Manila	1140-855-5
5. Dy Tiong	A-197002	1-15-75, Manila	1100-885-5
6. Edward S. Go	A-335733	1-2-75, Manila	1253-204-0
7. Robert C. Yao	A-486370	1-8-75, Manila	1619-509-1
8. Maurice C. Nubla	A-357396	1-4-75, Manila	1408-738-7

all known to me and to me known to be the same persons who executed the foregoing Certificate of Increase of Capital Stock of the Philippine Bank of Communications, and they acknowledged the same to be their own free and voluntary act and deed. The persons who signed the above instrument furthermore made oath to the truth thereof.



persons who signed the above instrument furthermore made oath to the truth thereof.

WITNESS MY ~~HAND AND SEAL~~ this MAR 21 1975 day of _____, 1975, in the City of Manila, Philippines.

[Signature]

[Signature]

NOTARY PUBLIC
Until December 31, 1975
PTR # 112637-D, 1-3-75, Manila
TAX-1129-715-7

Doc. No. 215;
Page No. 61;
Book No. XL;
Series of 1975.

A F F I D A V I T

Mr. WILLIAM B. GO, of legal age and resident of Dasmarinas Village, Makati, Rizal, after having been duly sworn in accordance with law, depose and says:

That he is the Vice President and Acting Treasurer of the Philippine Bank of Communications at the time of the execution of the foregoing Certificate of Increase of Capital Stock of said corporation, and that he has been authorized to receive for the corporation all subscriptions paid in by the subscribers for the increase in capital stock;

That for the increase of capital stock of 700,000 shares amounting to ₱70,000,000.00, 180,000^{shares} on ₱18,000,000.00 have been actually subscribed and fully paid, ^{at a total amount of ₱19,060,002.00} corresponding to more than twenty percentum (20%) of the entire number of shares of the increase capital stock has been subscribed and fully paid to him.

IN WITNESS WHEREOF, he has hereunto set this hand this _____ day of MAR 21 1975, 1975, in the City of Manila, Philippines.

[Signature]
WILLIAM B. GO
Vice President & Acting Treasurer

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

SUBSCRIBED AND SWORN to before me this MAR 21 1975 day of _____, 1975, in the City of Manila, Philippines, affiant exhibiting to me his Residence Certificate No. A-335664 issued at Manila on January 2, 1975 and Taxpayers Account No. 2414-780-3.

[Signature]

NOTARY PUBLIC
Until December 31, 1975
PTR # 112637-D, 1-3-75, Manila
TAX-1129-715-7

Doc. No. 216;
Page No. 62;
Book No. XL;
Series of 1975.

Annex "A" - cont'd.

46. Roland A. Castro	Filipino	Manila	162	25,254.00	16,200.00
47. Fortune Management, Inc.	- do -	Manila	4,682	729,871.83	468,200.00
48. Robert C. Yao	- do -	Mand., Rizal	162	25,254.00	16,200.00
49. Cipriano Lu	- do -	Cebu City	9,686	1,509,939.88	968,600.00
50. Yu Te	Chinese	Malabon, Rizal	404	62,979.11	40,400.00
51. Johnny Lim	- do -	Malabon, Rizal	404	62,979.12	40,400.00
52. Ignatius Jerry Lim	- do -	Malabon, Rizal	404	62,979.11	40,400.00
53. Francis Jimmy Lim	- do -	Malabon, Rizal	404	62,979.12	40,400.00
54. Francisco Go Keng	Filipino	Manila	1,614	251,604.68	161,400.00
55. Ralph Nubla, Jr.	- do -	Quezon City	16,146	2,516,982.18	1,614,600.00
56. Ralph Nubla	- do -	Quezon City	8,074	1,258,646.98	807,400.00
57. Felicidad C. Nubla	- do -	Quezon City	1,614	251,604.68	161,400.00
58. Ruby Nubla	- do -	Quezon City	1,614	251,604.68	161,400.00
59. Edna Nubla	- do -	Quezon City	1,614	251,604.68	161,400.00
60. Irene Nubla	- do -	Quezon City	1,614	251,604.68	161,400.00
61. Vivian Nubla	- do -	Quezon City	1,614	251,604.68	161,400.00
62. Pioneer Realty & General	- do -	Quezon City	1,614	251,604.68	161,400.00
Enterprise Corp.	- do -	Pque., Rizal	16,146	2,516,982.18	1,614,600.00
T O T A L			180,000	228,060,002.00	118,000,000.00