



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. 37535

**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

ATN HOLDINGS INC.

[Amending Articles III & VII by changing its
par value from P1.00 to P0.10 per share.]

copy annexed, adopted on October 08, 2014 by majority vote of the Board of Directors and on November 13, 2014 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 27th day of March, Twenty Fifteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AMENDMENT

0 0 0 0 0 3 7 5 3 5

Company Name

A T N H O L D I N G S I N C .

AMENDED TO:
New Company Name

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

9 F S U M M I T O N E T O W E R , 5 3 0 S H A W
B L V D . , M A N D A L U Y O N G C I T Y

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Mobile Number

paul@tbgi.net.ph

7170523

CONTACT PERSON INFORMATION

The designated contact person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

ATTY. JOSE FIDEL R. ACUNA

jfacuna@legisforum.com

8443906

09175452889

Contact Person's Address

8th Floor, Chatham House, 116 Valero cor. V.A. Rufino Sts., Salcedo Village, Makati City 1227

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
ATN HOLDINGS, INC.

Know All Men By These Presents:

THAT WE, all of whom are of legal age and are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of this corporation shall be:

ATN HOLDINGS, INC.
(the "Corporation")

SECOND:

A. That the primary purpose of this Corporation is:

To acquire by purchase, exchange, Assigns, gift or otherwise, and to sell, assign, transfer, exchange, lease, let develop, mortgage, pledge, traffic, deal in and with and otherwise operate, enjoy and dispose of, and all properties of every kind and description, and wherever situated and as to the extent permitted by law, including but not limited to real estate, whether improved or unimproved, and any interest or right therein, as well as buildings, tenements, warehouses, factories, edifices, and structures and other improvements, and bonds, debentures, promissory notes, shares of capital stock, or other securities or obligations, created,

negotiated, or issued by any corporation, association or other entity, foreign or domestic and while the owner, holder or possessor thereof, to exercise all the rights, powers and privileges or ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interests and income derived therefrom, and the right to vote, on any propriety or other interest on any shares of the capital stock, and upon any bonds, debentures, or other securities, having voting power, so owned or held; provided that the corporation shall not engage in the business of an open-end investment company as defined in the Investment Company Act (R.A. 2629) without first complying with the applicable provisions of the said Act.

SECONDARY PURPOSES

- a. To engage in the exploration, exploration and development of our country's mineral resources; to locate, purchase, lease and otherwise acquire mining claims and concessions anywhere in the Philippines and operate said properties for the extraction of metals and metalliferous ores such as gold, silver, platinum, tin, chromium, iron, manganese, copper, nickel, lead, zinc, precious stones, fuels, mineral water and other non-metallic substances; as well as to engage in all phases of petroleum industries, including but not limited to, the right to mine, produce, refine, and manufacture and market. Or otherwise deal in gas, petroleum and other gas substances;
- b. To engage in the business of real estate development, and for this purpose acquire land by purchase, lease, donation or otherwise, and to own, use, improve, subdivide, hold, administer, sell, convey, exchange, lease, mortgage, dispose of, work, improve, develop, subdivide and otherwise deal in real property of any kind and any interest or right therein and to construct, improve, manage or otherwise dispose of buildings, condominium, apartments and other structures of whatever kind, together with their appurtenances whether for dwelling, commercial or industrial purposes;
- c. To promote, establish, operate, manage, own, or invest in any and all kinds of business enterprises or assist or participate in organization, merger or consolidation thereof, and in connection with such activities, to subscribe, purchase or otherwise acquire shares of stocks of other evidence of equity participation in any business enterprises, or franchise, concessions, goodwill of any firm, corporation or establishment as may be allowed by law;

- d. To carry on a general mercantile and commercial business of importing and exporting, buying, acquiring, holding, selling or otherwise disposing of and delaying in any goods, wares, merchandise and commodities of all kinds and products, natural or artificial, of the Philippines or other countries which are or may become articles of commerce;
- e. To extend, maintain, and provide credit facilities in financing by loan, subsidy, guaranty or otherwise of any person, firm, partnership, corporation, or entity, domestic or foreign, engage in lawful commercial industrial or agricultural activity and construction of housing projects;
- f. To engage in the business of general builders and contractors of roads bridge, terminals, landing fields, docks, piers, government and private buildings, army and navy buildings, barracks and other modifications needed and necessary in the ordinary course of business and life;
- g. To hold, purchase, or otherwise acquire, or be interested in, and to sell or, otherwise dispose of, shares of capital stock, bonds, or other evidence of debts issued or created by any other corporation, partnership or company, whether domestic or foreign; while the holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote therein, to the same extent as natural person might or could do as may be authorized by law; and
- h. To borrow or raise money such manner as the company shall think fit by the issuance of bonds promissory notes and other evidences of indebtedness and to secure the repayment thereof by mortgage, pledge, deed of trust and charge or lien upon the whole or any part of the properties of the corporation;
- i. To draw, make, issue, accept, indorse, and discounts, drafts, bills of exchange, promissory notes, and other evidences of indebtedness insofar as the exigencies of the business for which the corporation is organized shall require;
- j. To invest in and deal with moneys and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest and to sell, dispose of and transfer the business goodwill, properties and undertakings of the corporation or any part thereof for such consideration and under such terms as it shall feel fit to accept;

- k. In general, to do and perform those various acts and things which are necessary, proper and incidental to the business purposes herein above defined, and those acts and things which are legally inherent in the powers of the corporation organized under the laws of the republic of the Philippines;
- l. In general, to do and perform those various acts and things which are necessary, proper and incidental to the business purposes herein above defined, and those acts and things which are legally inherent in the powers of the Corporation organized under the laws of the Republic of the Philippines.

THIRD: That the place where the principal office of the Corporation is to be established or located is at 530 Shaw Boulevard Mandaluyong City, Philippines.
(As amended by the Board of Directors on October 8, 2014 and by the Stockholders on November 13, 2014)

FOURTH: That the term for which the 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 residence of the incorporators are as follows:

Name	Nationality	Residence
Peter Tiong	Filipino	621 Manga Ave., Manila
Glory Y. Tiong	Filipino	621 Manga Ave., Manila
Jose Tiong	Filipino	621 Manga Ave., Manila
Constance U. Tiong	Filipino	621 Manga Ave., Manila
Ruby T. Tan	Filipino	United P'que Subd., South Superhighway, P'que, Rizal
Moreto M. Encarnacion	Filipino	60 Scout Tobias, Quezon City
Aniano F. Victa	Filipino	628 J.A Santos, San Juan, Rizal

SIXTH: That the number of directors of the said Corporation shall be Eleven (11) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Name	Nationality	Residence
Peter Tiong	Filipino	621 Manga Ave., Manila
Glory Y. Tiong	Filipino	621 Manga Ave., Manila
Jose Tiong	Filipino	621 Manga Ave., Manila
Constance U. Tiong	Filipino	621 Manga Ave., Manila
Moreto M. Encarnacion	Filipino	60 Scout Tobias, Quezon City

SEVENTH: That the authorized capital stock of said corporation is Philippine Pesos: One Billion Two Hundred Million (P1,200,000,000.00), Philippine currency, consisting of Twelve Billion (12,000,000,000) common shares with par value of Philippine Pesos: ten centavos (P0.10) per share. Said Capital Stock is divided into Seven Billion Two Hundred Million (7,200,000,000) class "A" shares and Four Billion Eight Hundred Million (4,800,000,000) class "B" shares with a par value of Philippine Pesos: ten centavos (P0.10) per share

Stockholders of this corporation have no preemptive right whatsoever to subscribe to shares of stock of the company. (As amended by the Board of Directors on October 8, 2014 and by the Stockholders on November 13, 2014)

That no shares of stock in the corporation shall be transferable by shareholders indebted to the corporation.

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the proper books of the corporation. And the foregoing conditions and restrictions shall be made to appear on the stock certificates and shall likewise be binding on the heirs, successors, assigns and legal representatives of shareholders.

EIGHTH: That the amount of said capital stock which was been actually subscribed is FOUR HUNDRED THOUSAND PESOS. (P 400,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

Name	No. of Shares Subscribed	Amount Subscribed
Peter Tiong	184,000	184,000.00
Glory Y. Tiong	120,000	120,000.00
Jose Tiong	40,000	40,000.00
Constance U. Tiong	40,000	40,000.00
Ruby T. Tan	8,000	8,000.00

Moreto M. Encarnacion	4,000	4,000.00
Aniano F. Victa	4,000	4,000.00
Total	400,000.00	400,000.00

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, the amounts set out after their respective names:

Name	Amount Paid on Subscribed
Peter Tiong	46,000.00
Glory Y. Tiong	36,000.00
Jose Tiong	10,000.00
Constance U. Tiong	10,000.00
Ruby T. Tan	2,000.00
Moreto M. Encarnacion	1,000.00
Aniano F. Victa	1,000.00
Total	100,000.00

TENTH: That RUBY T. TAN has been elected by the subscribers as treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, she has been authorized to receive for and in the name for the benefit of the corporation, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have set our hands this 16th April 2010 in the City of Makati, Philippines.

(Sgd.)
PETER TIONG
TIN:

(Sgd.)
JOSE TIONG
TIN:

(Sgd.)
GLORY TIONG
TIN: 198-983-527

(Sgd.)
CONSTANCE U. TIONG
TIN:

(Sgd.)
MORETO M. ENCARNACION
TIN:

(Sgd.)
ANIANO F. VICTA
TIN:

SIGNED IN THE PRESENCE OF

ACKNOWLEDGMENT

Republic of the Philippines]

] S.S.

BEFORE ME, a Notary Public in and for Makati City, Philippines, personally appears the following persons, exhibiting to me their respective residence certification:

Name	Res. Cert. #	Issued at	Date Issued
Peter Tiong	154501	Manila	Jan. 8, 1969
Glory Y. Tiong	154502	Manila	Jan. 8, 1969
Constance U. Tiong	154512	Manila	Jan. 8, 1969
Ruby T. Tan	154508	Manila	Jan. 8, 1969
Moreto M. Encarnacion	154504	Manila	Jan. 8, 1969
Aniano F. Victa	154517	Manila	Jan. 8, 1969
Jose Tiong	154513	Manila	Jan. 8, 1969

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 13th day of February 1969 in the City of Mandaluyong, Philippines.

(Sgd.)
EDSEL E. OCSON
NOTARY PUBLIC
UNTIL DECEMBER 31, 1969

Doc. No. 296;
Page No. 61;
Book No. VIII;
Series of 1969.

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

Secretary's Certificate

I, **Paul Saria**, Filipino, of legal age and with office address at the 530 Shaw Blvd. Mandaluyong City, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected Assistant Corporate Secretary of **ATN HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at the 530 Shaw Blvd. Mandaluyong City;

2. As such Corporate Secretary, I hereby certify that below is the Corporation's authorized capital stock, total number of shares subscribed, total amount subscribed, and total paid-up capital *before* the change in par value:

Class	Nationality	Authorized Capital Stock	No. of shares subscribed	Amount subscribed	Amount Paid
A	Filipino	720,000,000	370,000,000	370,000,000.00	370,000,000.00
B	Non-Filipino	480,000,000	80,000,000	80,000,000.00	80,000,000.00
Total		1,200,000,000	450,000,000	450,000,000.00	450,000,000.00

3. Below is the Corporation's total number of shares subscribed, total amount subscribed and paid-up capital *after* the decrease in par value to ten centavos (P0.10):

Class	Nationality	Authorized Capital Stock	No. of shares subscribed	Amount subscribed	Amount Paid
A	Filipino	7,200,000,000	3,700,000,000	370,000,000.00	370,000,000.00
B	Non-Filipino	4,800,000,000	800,000,000	80,000,000.00	80,000,000.00
Total		12,000,000,000	4,500,000,000	450,000,000.00	450,000,000.00

4. As of November 13, 2014, there are no unpaid subscriptions due from the stockholders.

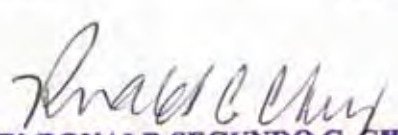
IN WITNESS WHEREOF, I have hereunto set my hand this 10 MAR 2015 day of
2015 at CITY OF MANILA City, Philippines.



PAUL SARA
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 10 MAR 2015 at
Makati City, Philippines, affiant exhibiting to me his/her _____, and shall
be valid until _____.

Doc. No. 141 ;
Page No. 15 ;
Book No. 1 ;
Series of 2015


ATTY. RONALD SEGUNDO C. CHING
NOTARY PUBLIC
ADMIN. NO. 2011-009 UNTIL DEC. 31, 2015
ROLL NO. 54899
PTR NO. 7575252 / JAN. 5, 2015 UNTIL DEC. 31, 2016
IBP NO. 4504550 / 12-19-14 UNTIL 12-31-16
1429 C. TOMAS MAPUA ST. STA. CRUZ M.L.A.
MCLE COMPLIANCE NO. IV-0020660 6-13-13

REPUBLIC OF THE PHILIPPINES]
CITY] S.S.

SECRETARY'S CERTIFICATE

I, **Renato E. Taguiam**, Filipino, of legal age and with office address at the 530 Shaw Blvd., Mandaluyong City, after having been duly sworn in accordance with law, hereby depose and state that:

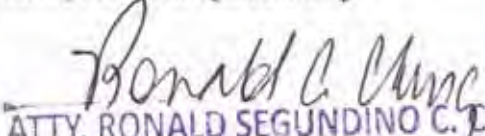
1. I am the duly elected Corporate Secretary of **ATN HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at the 530 Shaw Blvd., Mandaluyong City;

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any 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 this 06 JAN 2015 at CITY OF MANILA


Renato E. Taguiam
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 06 JAN 2015 2015 at the City of CITY OF MANILA, Philippines, affiant exhibiting to me his Driver's License No. N02-83-334096, which expires on March 11, 2017, issued at Quezon City.


ATTY. RONALD SEGUNDINO C. CHING
NOTARY PUBLIC
ADMIN. NO. 2011-0091 UNTIL DEC. 31, 2015
ROLL NO. 50819
PTR NO. 7575252/Jan. 5, 2015 until Dec. 31, 2015
IBP NO. 4504550
1420-C Tomas Mapua St. Sta. Cruz, Manila
MCLE Compliance No. 111-000-16300

Doc. No. 303
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