



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila



COMPANY REG. NO.: AS94000088

**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

SM PRIME HOLDINGS, INC.

(Secondary Purpose, Change of Principal Office Address and Term of Existence)

copy annexed, adopted on February 19, 2024 by majority vote of the Board of Directors and on April 23, 2024 by the vote of the stockholders owning or representing at least two-thirds (2/3) 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, this 18th day of December, Two Thousand Twenty-Four.




DANIEL P. GABUYO
Assistant Director
Company Registration and Monitoring Department



SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

eOR Number	20241120-PM-0151919-39
Transaction Number	432506679849
Payment Date	November 20, 2024 02:19 PM
Payment Scheme	master-card
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20241119-11764904
PAF Date	2024-11-19 20:45:25
Payor Name	SM PRIME HOLDINGS, INC.
Payor Address	10TH FLR MALL OF ASIA RENA (MAAX) BLDG CORAL WAY COR J.W. DIOKNO BLVD PASAY CITY NCR

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Amended By Laws	4020102000(606)	1,000.00
3	Legal Research Fee (A0823)	2020105000(131)	20.00
4	Documentary Stamp Tax	4010401000(4010401)	60.00
TOTAL			2,080.00

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

AMENDMENT

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Municipal Office (No. Street/Barangay/City/Town/Province)																																
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1300																																

	8831-1000	
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ELMER B. SERRANO	mc28@serranolawph.com	8479-2190	
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Assigned Processor _____

Corporate and Partnership Registration Division
Green Lane Unit
Financial Analysis and Audit Division
Licensing Unit
Compliance Monitoring Division

**AMENDED ARTICLES OF INCORPORATION
OF
SM PRIME HOLDINGS, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic 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:

"SM PRIME HOLDINGS, INC."
(As amended on 24 January 1994)

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

PRIMARY PURPOSE

To acquire by purchase, exchange, assignment, gift or otherwise, and to own, use, improve, subdivide, operate, enjoy, sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in and hold for investment or otherwise, any or 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) in order to exercise all rights, powers and privileges of ownership or any other interest therein (including the right to receive, collect and dispose of, any and all rentals, dividends, interest and income derived therefrom, the right to vote on any proprietary 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, and the right to develop, conduct, operate and maintain the business of modernized commercial shopping centers and all the businesses appurtenant thereto, such as but not limited to the conduct, operation and maintenance of shopping center spaces for rent, amusement centers, movie or cinema theaters within the compound or premises of the shopping centers, to construct, erect, manage and administer buildings such as condominium, apartments, hotels and restaurants, stores or other structures for mixed use purposes to engage in any type of real estate development and to do such other thing incidental to any of the said business, and generally, to buy, sell, acquire, mortgage, lease, exchange, assign, transfer, convey, or otherwise alternate or dispose of any of its real and/or personal properties, and any interest or right therein, including shares of stocks of corporation insofar as necessary or expedient in conducting the business of the corporation, provided that the corporation shall not engage in any business of an open-end investments company as defined in the Investment Company Act (R.A. 2629), without first complying with applicable provisions of the said Act, provided it shall not act as broker or dealer of securities. ***(As amended on January 24, 1994 and as further amended on July 10, 2013).***

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouse and machineries, equipment and other personal properties as may be necessary or incidental to 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 moneys from not more than nineteen (19) lenders including its stockholders necessary for any of the purpose of the corporation and from time to time, to draw, make, accept, endorse, guarantee its own obligations or the obligations of any entity it has legal interests in, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Corporation, real, personal, or mixed including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such assets of the corporation for the corporate purposes; (As amended on April 23, 2024.)

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 interest 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 any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, cooperation, with any corporation, association, partnership, syndicate, entity, person or government, municipal or public authority, domestic or foreign, in the carrying on 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;

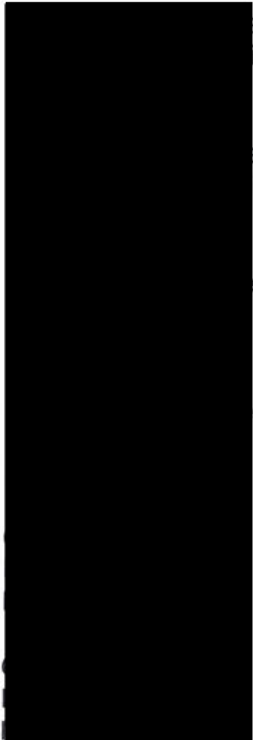
7. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real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

8. To conduct or 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, with or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the power herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

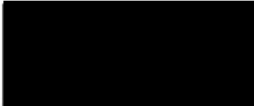
THIRD: That the Place where the principal office and the corporation is to established or located is at 7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76 Zone 10, CBP 1-A, 1300 Pasay City, Metro Manila, Philippines. (As amended on April 23, 2024.)

FOURTH: That the term for which said corporation is to exist is perpetual. (As amended on April 23, 2024.)

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
HENRY SY, SR.	Filipino	
FELICIDAD T. SY	Filipino	
TERESITA T. SY	Filipino	
HENRY SY, JR.	Filipino	
HANS T. SY	Filipino	
HARLEY T. SY	Filipino	

SIXTH: That the number of directors of said corporation shall be eight (8) and that 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>Residence</u>
HENRY SY, SR.	Filipino	

* As amended by the majority vote of the Board of Directors at their regular meeting held on **February 14, 2011** and by the stockholders representing at least 2/3 of the outstanding capital stock at their meeting held on **April 19, 2011**.

FELICIDAD T. SY	Filipino
TERESITA T SY	Filipino
HENRY SY, JR.	Filipino
HANS T. SY	Filipino
HARLEY T. SY	Filipino

SEVENTH: That the authorized capital stock of said corporation is **FORTY BILLION PESOS (Php40,000,000,000.00)**, Philippine Currency, and said the capital stock is divided into **FORTY BILLION (40,000,000,000)** common shares with a par value of the One Peso (Php1.00) per share. *(As amended on April 23, 2007 and as further amended on July 10, 2013).*

No stockholder of the corporation, because of his/its ownership of stock, has a preemptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the corporation. Any part of such stock of or other securities may, at anytime, be issued, optioned for sale, and sold or disposed by the corporation pursuant to resolution of the Board of Directors, to such person and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing Stockholders. This restriction shall be printed on the Stock Certificates of the Corporation. *(Amended on January 28, 1994).*

EIGHT: That the amount of said capital stock which has been actually subscribed is **TWENTY FIVE MILLION PESOS (P25,000,000.00)** and the following persons have subscribed for the number of shares and amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount</u> <u>Subscribed</u>
SM INVESTMENT CORP	Filipino	2,492,000	P24,920,000.00
HENRY SY, SR.	Filipino	2,000	20,000.00
FELICIDAD T. SY	Filipino	2,000	10,000.00
TERESITA T. SY	Filipino	1,000	10,000.00
HENRY SY, JR.	Filipino	1,000	10,000.00
HANS T. SY	Filipino	1,000	10,000.00
HARLEY T. SY	Filipino	1,000	10,000.00

TOTAL

2,500,000

P25,000,000.00

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

<u>Name</u>	<u>Amount Paid</u>
SM INVESTMENT CORP	P6,170,000.00
HENRY SY, SR.	20,000.00
FELICIDAD T. SY	20,000.00
TERESITA T. SY	10,000.00
HENRY SY, JR.	10,000.00
HANS T. SY	10,000.00
HARLEY T. SY	10,000.00
	P6,250,000.00

TENTH: That no issuance or transfer of shares of stocks of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This registration shall be printed or indicated to all the certificates of stock to be issued by the corporation.

ELEVENTH: That TERESITA T. SY has been elected by the subscribers as treasurer of the corporation to act as such until 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 receipts in its name receipts for, all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have set our hands, this 5th day of January 1994 at Makati, Metro Manila, Philippines.

(SGD.) HENRY SY, SR.
TIN- [REDACTED]

(SGD.) FELICIDAD T. SY
TIN

(SGD.) TERESITA T. SY
TIN- [REDACTED]

(SGD.) HENRY SY, JR.
TIN- [REDACTED]

(SGD.) HANS T. SY
TIN- [REDACTED]

(SGD.) HARLEY T. SY
TIN- [REDACTED]

SIGNED IN THE PRESENCE OF:

(SGD.) EFFIE REBANCOS

(SGD.) VIRGINIA MALINIT

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

BEFORE ME, a Notary Public in and for Makati, Metro Manila, Philippines, this 5th day of January 1994, personally appeared:

Name	Res. Cert. No.	Date & Place of Issue
Henry Sy, Sr.	13743303	03-04-93/Manila
Felicidad T. Sy	13743302	03-04-93/Manila
Teresita T. Sy	13743301	03-04-93/Manila
Henry Sy, Jr.	13743305	03-04-93/Manila
Hans T. Sy	13743306	03-04-93/Manila

All known to me and known to me 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 TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first abovewritten.

Doc. No. 317;
Page No. 65;
Book No. XXXVIII
Series of 1994.

(SGD) CONSTANTINO A. MARCAIDA
Notary Public
Until December 31, 1994
PTR No. 9992540/Makati/01-29-93
TIN 132-204-784