



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.: 0000043370

**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

F & J PRINCE HOLDINGS CORPORATION

(Change of Principal Office Address and Term of Existence)

copy annexed, adopted on July 11, 2024 by majority vote of the Board of Directors and 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 12th day of March, Two Thousand Twenty-Five.



BAGONG PILIPINAS

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	20250225-PM-0025053-17
Transaction Number	20250225121212800110170348744919445
Payment Date	February 25, 2025 10:19 AM
Payment Scheme	gcash
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20250224-12320368
PAF Date	2025-02-24 15:27:44
Payor Name	F&J PRINCE HOLDINGS CORP.
Payor Address	UNIT 3 & 4 5TH FLOOR CITIBANK CENTER BDLG., 8741 PASEO DE ROXAS ST CITY OF MAKATI NCR

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Legal Research Fee (A0823)	2020105000(131)	10.00
3	Documentary Stamp Tax	4010401000(4010401)	30.00
TOTAL			1,040.00

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

COVER SHEET

4 3 3 7 0

SEC Registration Number

F & J P R I N C E
H O L D I N G S C O R P O R A T I O N
(Company's Full Name)

5 T H F L R B D O T O W E R S P A S E O
8 7 4 1 P A S E O D E R O X A S M A K A T I
(Business Address: No. Street City / Town / Province)

Atty. Anne Jaycelle C. Sacramento

Contact Person

88927133 • 88927137

Company Telephone Numbers

1 2

Month

3 1

Day

Fiscal Year

0 4

Month

1 2

Day

Annual Meeting

AMENDED ARTICLES OF INCORPORATION

Form Type

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Number of Stockholders

Total Amount of Borrowings

Domestic

Foreign

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes.

AMENDED ARTICLES OF INCORPORATION

OF

F & J PRINCE HOLDINGS CORPORATION

(Formerly Ultrana Energy and Resources Corporation)

(Amended 28 November 1996)

KNOW ALL MEN 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 "F & J PRINCE HOLDINGS CORPORATION". (Amended 18 November 1996).

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

PRIMARY PURPOSE

To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including, but not limited to, land, buildings, condominium units, shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay thereof, in whole or in part, in cash or by exchanging therefore stocks, bonds or other evidences of indebtedness or securities of any other corporation, and while the owner or holder or any such real or personal property, stocks, bonds, debenture, notes, evidences of indebtedness of the corporation or other securities, contracts, or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property and to possess and exercise, in respect thereof, all the rights, powers and privileges of ownership, including all voting power on any stocks so owned, provided, however, that nothing herein shall be construed to authorize the Corporation to engage in the business of an investment company or an investment house. *(Amended 18 November 1996)*

SECONDARY PURPOSES

And in furtherance of and may be incidental to the foregoing purposes, the corporation shall have the power:

- (a) To acquire by purchase, lease, contract, concession or otherwise any and all real estate lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interest and properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in connection with the conduct of any business enumerated in these Articles of Incorporation, or of any other business in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, reorganize, manage, grant, lease, sell, exchange or otherwise dispose of all the whole or any part thereof;
- (b) To manufacture, purchase or otherwise acquire, and to hold, invest, trade and deal in, mortgage, pledge, charge, assign, sell, exchange, transfer, or otherwise dispose of goods, wares, merchandise and personal property of every class except food and drugs, and description and to transport the same in any manner;
- (c) To purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of, water; and to acquire by purchase, lease, or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works and water systems for supplying water and water power for any and all uses and purposes;
- (d) To purchase, create, generate or otherwise, acquire, use, sell, supply or otherwise dispose of, electric current and electric steam and water power of every kind and description, and to sell, supply or otherwise dispose of, light, heat and power of every kind and description;
- (e) To enter into, make and perform contracts and arrangements of every kind and description for any lawful purposes with any person, firm, association, corporation, municipality, body politic, county, territory, province, state, government or colony or dependency thereof, without limit as to amount, and to obtain from any government or authority any rights,

privileges, contracts and concessions which the Corporation may deem desirable to obtain and to carry out, exercise or comply with any such contracts, arrangements, rights, privileges and concessions;

- (f) To acquire and take over all or any part of the business, goodwill, property and other assets, and to assume or undertake, the whole or any part of the liabilities and obligations of, any person, firm, association or corporation carrying on a business which the Corporation is or may become authorized to carry, or possessed of property suitable for the purposes of the Corporation and to pay for the same in cash or in stock, bonds or securities of the Corporation, or otherwise, and to hold, manage, operate, conduct and dispose of in any manner the whole or any part of any such acquisition, and to exercise all the powers necessary or convenient in and about the conduct and management thereof;
- (g) To apply for, obtain, register, purchase, lease or otherwise acquire and to hold, own, use, exercise, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect of, or otherwise to turn to account or dispose of, any copyrights, trademarks, trade names, brand, labels, patents or inventions, improvements or processes used in connection with or secured under letters patent of any country, government of authority, or otherwise, in relation to any of the purposes herein stated; and to acquire, use, exercise, or otherwise turn to gain licenses or rights in respect of any such copyrights, trademarks, trade names, brands, labels, patents, inventions, improvements, processes and the like;
- (h) To carry on the business of mining, concentrating, converting, smelting, treating, preparing for market, manufacture, buying, selling, exchanging, and otherwise producing and dealing in uranium, gold, silver, copper, nickel, molybdenum, iron, and all kind of ores, metals and minerals, oil, petroleum and gas, and the products and by-products thereof of every kind and description and by whatsoever process the same can be made hereafter produced, and generally and without limit as to amount, to buy, sell, exchange, lease, acquire and deal in lands, mines and mineral rights and claims, and to conduct all business appertaining thereto, to carry and conduct the general business of mining, to acquire and perform all powers conferred by law on said mining business within and outside of the Philippines, and including that of domestic and foreign concessions of every kind and nature, and generally

to do and perform all or any of the matters aforesaid, and all other acts and things which in the judgement of this company may be requisite for its purpose or incidental thereto.
(Amended 18 November 1996)

- (i) To aid by guaranty, subsidy or any other manner whatsoever, insofar as may be permitted by law, any corporation or association, any shares or voting trust certificates for shares or bonds or other securities or evidence of indebtedness of which, or in the welfare of which, the Corporation shall have any interest; to do any acts or things designed to protect, preserve, improve or enhance the value of such shares, voting trust certificates bonds or other securities or evidences of indebtedness or the property of the Corporation and in connection with any such purposes to guarantee or become surety for the performance of any obligation or undertaking of such corporation or association and to do any and all such other acts or things as may be designed to accomplish any such purposes, provided that this corporation will not engage in suretyship business;
- (j) To borrow or raise money for any of the purposes of the Corporation, and from time to time without limit as to amount, to draw, make accept, endorse, transfer, assign, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidence of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation shall authorize and as may be permitted by law, and to sell or otherwise dispose of any bonds, debentures or other obligations of the Corporation for its corporate purposes;
- (k) To purchase, hold, sell, exchange, reissue, transfer or otherwise deal in shares of its own bonds or other obligations from time to time to such extent and in such manner and upon such terms as its Board of Directors shall not use any of its funds or property for the purchase of its own shares of stock when such use would cause any impairment of the capital of the corporation;
- (l) To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in any part of the world, and for this purpose to have

and maintain and to discontinue such number of branches offices and agencies therein as maybe convenient;

- (m) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, of which may be calculated directly or indirectly to enhance the value of, or render profitable, any business or property of the corporation, always provided that nothing shall be done in connection with any of the above objects which is prohibited by any laws of the Philippines now or hereafter existing; and
- (n) Without in any particular limiting the powers and provided that the corporation shall have the power to make and perform contracts of any kind and descriptions with any person, firm or corporation, whether public or private, without limit as to amount, and particularly, but not by ways of limitation, to make and perform contracts creating rights, easements and other privileges respecting any of the property, real or personal, or any kind owned by the corporation; to have one or more branch offices out of the Philippines, and to conduct its business and exercise its powers in any part of the Philippines, or in any other country; and carrying on its business and for the purpose of attaining or furthering its purpose of powers to do any and all other powers which a judicial person could do and exercise and which now or hereafter may be authorized by law.

The foregoing clauses shall be construed both as objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

THIRD: That the place where the principal office of the corporation is to be established or located is at Units 3 & 4, 5th Floor, BDO Towers Paseo, 8741 Paseo de Roxas Street, Salcedo Village, Makati City. (As amended on 11 July 2024)

FOURTH: That the corporation shall have perpetual existence. (As amended on 11 July 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>
Ramon Cruz, Jr.	Filipino	3993 Dangat St., Sta. Mesa, Manila
Oscar Pacia	Filipino	2037 Renaissance, Sta. Mesa, Manila
Franco Velandria	Filipino	613 Sevilla, Binondo St., Manila
Antonio Caguiat	Filipino	25 East Maya, Quezon City
Augusto Pacia	Filipino	8 L.R. Aguinaldo St., BF Homes Parañaque

SIXTH: That the number of directors of said corporation shall be eleven (11) and that the names, nationalities and residences of the first 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>
Ramon Cruz, Jr.	Filipino	3993 Dangat St., Sta. Mesa, Manila
Oscar Pacia	Filipino	2037 Renaissance, Sta. Mesa, Manila
Franco Velandria	Filipino	613 Sevilla, Binondo St., Manila
Antonio Caguiat	Filipino	25 East Maya, Quezon City
Augusto Pacia	Filipino	8 L.R. Aguinaldo St., BF Homes Parañaque

SEVENTH: That the capital stock of the said corporation is ONE BILLION PESOS (P1,000,000,000.00) Philippine Currency, and said capital stock is divided into One Billion (1,000,000,000) shares having a par value of One Peso (1.00) Philippine Currency per share.

All of the share of the capital stock of the corporation shall be common shares, all with the same rights and privileges. However, said common shares shall be divided into two (2) classes. The first shall be classified as Class "A", consisting of SIX HUNDRED MILLION (600,000,00) shares valued at SIX HUNDRED MILLION PESOS (P600,000,000.00) which shall be issued solely to Filipino citizens. The second shall be classified as Class "B", consisting of FOUR HUNDRED MILLION (400,000,000) shares valued at FOUR HUNDRED MILLION PESOS (P400,000,000.00) which may be Filipino citizens or to aliens

alike. Each type or class of shares shall be indicated in the stock certificates to be issued by the Corporation.

No shareholder of this corporation shall have any preemptive or preferential right to subscribe for any increase thereof that may lawfully authorized. *(Amended 18 November 1996)*

EIGHT: That the amount of said capital stock which has actually been subscribed is Two Hundred Thousand Pesos (200,000.00) Philippine Currency consisting of Twenty Million (20,000,000) shares and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>No. of Shares</u>	<u>Amount of Subscription</u>
Ramon Cruz, Jr.	6,000,000	P 60,000.00
Oscar Pacia	4,000,000	40,000.00
Franco Velandria	2,000,000	20,000.00
Antonio Caguiat	6,000,000	60,000.00
Augusto Pacia	2,000,000	20,000.00

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

<u>Name</u>	<u>Amount paid on Subscription</u>
Ramon Cruz, Jr.	P 15,000.00
Oscar Pacia	10,000.00
Franco Velandria	5,000.00
Antonio Caguiat	15,000.00
Augusto Pacia	5,000.00
TOTAL	<hr/> P 50,000.00

TENTH: That no transfer of stock or interest, which will reduce the ownership of Filipino stockholders to less than the percentage of the capital stock required by law, shall be allowed or permitted to be recorded in the proper books, and this restriction shall also be indicated in all stock certificates of the corporation.

ELEVENTH: That OSCAR PACIA 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 for all subscription paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 5th day of October, 1970, in the City of Manila, Philippines.

(SGD) RAMON CRUZ, JR.
RAMON CRUZ, JR.

(SGD) OSCAR G. PACIA
OSCAR G. PACIA

(SGD) FRANCO VELANDRIA
FRANCO VELANDRIA

(SGD) ANTONIO CAGUIAT
ANTONIO CAGUIAT

(SGD) AUGUSTO PACIA
AUGUSTO PACIA

Signed in the presence of:

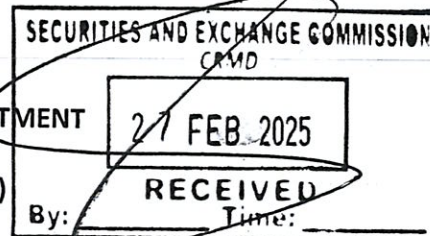
(SGD) NELIA S. GOLE

(SGD) ALFREDO V. BURDEOS

ANNEX "A" – STOCK CORPORATION

COMPANY REGISTRATION AND MONITORING DEPARTMENT

AMENDMENT FORM (Articles of Incorporation)



Corporate Name: F & J Prince Holdings Corporation

SEC Registration No.: 43370

Company Type: Stock Corporation

Authorized Representative: Atty. Anne Jaycelle C. Sacramento Email Address: acs.fjprince@gmail.com

Mobile/Landline No.: 0917.5552425 / 88927133/37

Provision/s for Amendment on Articles of Incorporation:

From	To
THIRD: That the place where the principal office of the corporation is to be established or located is at Units 3 & 4, 5th Floor, Citibank Center Building, 8741 Paseo de Roxas Street, Salcedo Village, Makati City.	THIRD: That the place where the principal office of the corporation is to be established or located is at Units 3 & 4, 5th Floor, <u>BDO Towers Paseo</u> , 8741 Paseo de Roxas Street, Salcedo Village, Makati City. (As amended on 11 July 2024)
FOURTH: That the term for which said corporation is to exist is FIFTY (50) years from and after the date of incorporation.	FOURTH: <u>That the corporation shall have perpetual existence.</u> (As amended on 11 July 2024)

X-----

DIRECTORS' CERTIFICATE

We, the undersigned majority of the Board of Directors and the Corporate Secretary of F & J Prince Holdings Corporation, do hereby certify that the Articles of Incorporation of said corporation was amended by the vote of all members of the Board of Directors at a meeting held on July 11, 2024, at which meeting a quorum was present, and ratified by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on July 11, 2024 at the principal office of the corporation.

We further certify to the best of our 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.

Signed this ____ day of _____, ____ at _____.


JOHNSON TAN GUI YEE

TIN: 100-653-124

Chairman of the Board


JOHNSON U. CO

TIN: 107-739-147

Director


KATRINA MARIE K. COKENG

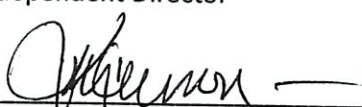
TIN: 340-873-260

Director


CHARLIE K. CHUA

TIN: 105-602-720

Independent Director


JOHNNY O. COBANKIAT

TIN: 137-838-945

Director


RYAN WESLEY T. YAPKIANWEE

TIN: 209-815-350

Director


MARK RYAN K. COKENG

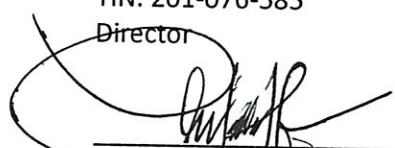
TIN: 282-080-842

President


MARY K. COKENG


TIN: 201-076-585

Director


PETER L. KAWSEK, JR.

TIN: 125-976-809

Independent Director


RUFINO B. TIANGCO

TIN: 109-369-816

Director


FRANCIS L. CHUA

TIN: 113-320-815

Director

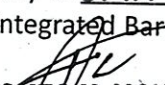

ATTY. ANNE JAYCELLE C. SACRAMENTO

TIN: 261-127-217

Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this JAN 31 2025 day of MAKATI CITY in Philippines, affiant exhibiting to me her Integrated Bar of the Philippines (IBP) ID No. 63548 issued by IBP.

Doc. No. 246;
Page No. 57;
Book No. 11;
Series of 2015.


ATTY. ROMEO M. MONFORT
Notary Public
Until December 31, 2025
Appointment No. M-032 (2024-2025)
PTR No. 10466008 Jan. 2, 2025/Makati City
IBP No. 488534 Dec. 27, 2024
MCLE NO.VII-0027570 Roll No. 27932
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

SECRETARY'S CERTIFICATE

I, ANNE JAYCELLE CRUZ SACRAMENTO, legal age, a Filipino, and resident of UNITS 3 & 4, 5TH FLOOR, BDO TOWERS PASEO, 8741 PASEO DE ROXAS STREET, SALCEDO VILLAGE, MAKATI CITY, after having been sworn to in accordance with law hereby depose and state that:

I am the duly elected and qualified Corporate Secretary of F&J PRINCE HOLDINGS CORP., a corporation duly registered with the Commission and in good standing, with principal office at UNITS 3 & 4, 5TH FLOOR, CITIBANK CENTER BUILDING, PASEO DE ROXAS STREET, SALCEDO VILLAGE, MAKATI CITY.

To the best of my knowledge, from the date of approval of the amendment/s by the Board of Directors/Trustees in a meeting held on July 11, 2024 and the Stockholders/Members in a meeting held on July 11, 2024 up to the date of filing of the application for amendment of Articles of Incorporation and/or By-Laws with the Commission, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or any claim by any person or group against the board of directors/trustees, individual director/trustee and/or major corporate officer/s of the Corporation as its duly elected and/or appointed director/trustee or officer or vice versa.

IN WITNESS WHEREOF, I hereby signed this _____ day FEB 07 2025 at _____

ANNE JAYCELLE CRUZ SACRAMENTO
Corporate Secretary/Authorized Representative

FEB 07 2025

SUBSCRIBED AND SWORN to before me on this _____ day of _____ 20 _____ in _____ affiant/s exhibited to me his/her Identification Documents/Government issued ID/s as follows: MAKATI CITY

Doc.No. 328
Page No. 67
Book No. 11
Series of 2025

ATTY. ROMEO M. MONFORT
Notary Public City of Makati
Until December 31, 2025
Appointment No. M-032 (2024-2025)
PTR No. 10466008 Jan. 2, 2025/Makati City
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NOTARY PUBLIC