



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. A199701584

**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**

**PHILIPPINE BUSINESS BANK, INC.  
A SAVINGS BANK  
(Amending Article VI thereof)**

copy annexed, adopted on May 25, 2018 by majority vote of the Board of Directors and 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 Section 14 of R.A. 8791 (The General Banking Law of 2000) 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 Pasay City, Metro Manila, Philippines, this 11<sup>th</sup> day of January, Twenty Nineteen.

**GERARDO F. DEL ROSARIO**

Director

Company Registration and Monitoring Department

# COVER SHEET

## for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

A 1 9 9 7 0 1 5 8 4

Former Company Name

PHILIPPINE BUSINESS BANK, INC.  
A SAVINGS BANK

AMENDED TO:  
New Company Name

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

350 RIZAL AVENUE EXTENSION COR  
8TH AVENUE GRACE PARK CALOOCAN  
CITY

ZIP CODE

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person

ROLANDO G. ALVENDIA

Email Address

alvendia\_rg@pbb.com.ph

Telephone Number/s

363-3333 loc.2004

Mobile Number

Contact Person's Address

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

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

PRESENTED ON: 11/27/18  
CORPORATE FILING AND RECORDS DIVISION: [Signature]  
PROCESSED BY: [Signature] Mrs. [Signature]  
[Signature]

**AMENDED  
ARTICLES OF INCORPORATION**

**OF**

**PHILIPPINE BUSINESS BANK, INC., A SAVINGS BANK**  
(Formerly PHILIPPINE BUSINESS BANK, INC. A THRIFT BANK)

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( Name of Corporation )

**Know All Men By These Presents:**

THAT WE, all of legal age, all of whom are 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 Republic of the Philippines:

**AND WE HEREBY CERTIFY THAT:**

**FIRST:** The name of this corporation shall be:

**PHILIPPINE BUSINESS BANK, INC. a savings bank**  
(As Amended on August 24, 2007)

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

- a. To engage in, carry on the general business of savings and mortgage bank;
- b. To issue mortgage and chattel mortgage certificates, buy and sell them for its own account and for the account of others, to accept and receive them in payment or in amortizations for its loans, subject to such terms and conditions as may be prescribed by the Monetary Board;
- c. To purchase, acquire, construct, hold, sell, lease, mortgage, exchange, convey or otherwise dispose of real as well as personal properties, subject to limitations imposed by law;
- d. To establish, with the approval of the Monetary Board of the central bank of the Philippines, branches or offices anywhere in the Philippines; and

- e. To do and perform such acts as are necessary and incident to the purposes for which the corporation is organized, and such acts as are legally inherent to the business of the savings and mortgage bank and consistent with the powers of the corporations organized under the laws of the Republic of the of the Philippines;
- f. With prior Monetary Board approval and in accordance with Central Bank rules and regulations, to engage in the TRUST business.
- g. With prior Central Bank approval and authorization, to act as financial agent and buy and sell, by the order of and for the account of customers, shares, evidences of indebtedness and all types of securities, government or private, and to undertake quasi-banking functions and to issue domestic letters of credit denominated in Philippine currency and to buy and sell foreign exchange;
- h. With prior Central Bank approval and authorization, to invest in financial allied undertakings such as, but not limited to, leasing companies, credit card operations, financial institutions addressed/catering to small and medium scale industries and in non-financial allied undertakings such as warehousing companies, companies engaged in the management of mutual funds themselves, insurance agencies, companies engaged in the provisions of computer services or in home building and home development;
- i. Generally, to do and perform those various acts and things which are necessary and proper to the business purposes herein above defined, and those acts and things which are legally inherent in the business of a savings and mortgage bank and consistent with such powers of a corporation organized under the laws of the Republic of the Philippines.
- j. With prior Monetary Board approval and in accordance with Central Bank rules and regulations, to issue foreign Letters of Credit and pay/accept/negotiate, import/export drafts/bills of exchange; (as amended on November 16, 2009)

**THIRD:** That the principal office of the corporation shall be in 350 Rizal Avenue corner 8<sup>th</sup> Avenue, Gracepark, Caloocan City, Metro Manila, Philippines. (as amended on May 30, 2014).

**FOURTH:** That the terms for which the corporation is to exist shall be fifty (50) years from and after the date of incorporation.

**FIFTH:** That the names, citizenship, and residence of the incorporators of said corporation are as follows:

<u>NAMES</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
CESAR T. LEE	FILIPINO	153 Lipa Street, Ayala Alabang Village, Muntinlupa City
ALFREDO M. YAO	FILIPINO	A. Bonifacio Avenue, Sta. Mesa, Heights Quezon City
FERNANDO C. CASTRO	FILIPINO	41 Baltazar Street, Philam Life Village, Las Piñas City
RICARDO R. LARA	FILIPINO	31 Benbia Street, Tahanan Village, Parañaque, Metro Manila
ARMANDO R. BONIFACIO	FILIPINO	225 Roosevelt Avenue, SFDM, Quezon City

**SIXTH:** That the number of directors of said corporation shall be **eleven (11)**<sup>1</sup> **(as amended on May 25, 2018)** and the names, citizenship and residence of the directors who are to serve as such until their successors are elected and qualified as provided by the By-laws are as follows:

<u>NAMES</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
CESAR T. LEE	FILIPINO	153 Lipa Street, Ayala Alabang Village, Muntinlupa City
ALFREDO M. YAO	FILIPINO	A. Bonifacio Avenue, Sta. Mesa, Heights Quezon City
RICARDO R. LARA	FILIPINO	31 Benbia Street, Tahanan Village, Parañaque, Metro Manila

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<sup>1</sup> As amended by majority vote of the Board of Directors and by stockholders representing at least 2/3 of the issued and outstanding capital stock in a meeting held last May 25, 2018.

FERNANDO C. CASTRO                      FILIPINO      41 Baltazar Street, Philam  
Life Village, Las Piñas City

ARMANDO R. BONIFACIO                      FILIPINO      225 Roosevelt Avenue,  
SFDM, Quezon City

**SEVENTH:** That the authorized capital stock of the corporation is TEN BILLION PESOS (P10,000,000,000.00) pesos in lawful money of the Philippines, divided into EIGHT HUNDRED SEVENTY MILLION (870,000) common shares with par value of TEN PESOS (P10.00) per share and ONE HUNDRED THIRTY MILLION (130,000,000) preferred shares with par value of TEN PESOS (P10.0) per share (as amended on July 16, 2012), which preferred shares shall have the following features:

- a) That the preferred shares shall be non-voting except in those cases where the law expressly allows them to vote;
- b) That the said shares shall be perpetual; meaning non-redeemable;
- c) That they shall be entitled to receive dividend at such rate as the Board of Directors may reasonably determine, payable out of the net profits, before any dividend is declared upon the common stock of the company. Should the net profit in any year be insufficient to pay such preferred dividend, either in whole or in part, the unpaid portion thereof shall not be charge against the future net profits of the company, but the same shall be paid only from the net profits of the particular year to which it may pertain. (as amended on July 27, 2007)", which is the correct sub paragraph (B) and (C) recorded in its Amended Articles of Incorporation.

**EIGHT:** That the amount of the capital stock which has been actually subscribed and paid is THREE HUNDRED MILLION PESOS (PHP 300,000,000.00) and that the following persons all of whom are Filipino citizens, have subscribed for the number of shares and amount of stock set out after their respective names:

<u>NAMES</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
CESAR T. LEE	1,499,900	149,999,000.00
ALFREDO M. YAO	1,469,999	146,999,000.00
RICARDO R. LARA	30,000	3,000,000.00
FERNANDO C. CASTRO	10	1,000.00
ARMANDO R. BONIFACIO	<u>10</u>	<u>1,000.00</u>

3,000,000

P 300,000,000.00

**NINTH:** That the following persons have paid their respective subscription of common stock as follows:

NAMES	PAID-UP
CESAR T. LEE	P 149,999,000.00
ALFREDO M. YAO	146,999,000.00
RICARDO R. LARA	3,000,000.00
FERNANDO C. CASTRO	1,000.00
ARMANDO R. BONIFACIO	1,000.00
	<u>P 300,000,000.00</u>

**TENTH:** That no issuance or transfer of shares of stock of the corporation which should 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.

No stockholder shall have pre-emptive rights to subscribe to all issues or disposition of shares of any class.

**ELEVENTH:** That RICARDO R. LARA has been elected by the subscribers as the Treasurer of the Corporation to act as such until his/her successor is duly elected and duly qualified in accordance with the By-Laws, and that as such Treasurer, he/she has been authorized to receive for the corporation and in receipt in its name all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hand this 4<sup>th</sup> day of December 1996 in Las Piñas, Metro Manila.

(SGD) CESAR T. LEE

(SGD) ALFREDO M. YAO

(SGD) RICARDO R. LARA

(SGD) FERNANDO C. CASTRO

(SGD) ARMANDO R. BONIFACIO

SIGNED IN THE PRESENCE OF

(SGD) NOT LEGIBLE

(SGD) NOT LEGIBLE

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)  
LAS PIÑAS, METRO MANILA ) S.S.  
X-----X

BEFORE ME, a Notary Public for and in Las Piñas, Metro Manila this 4<sup>th</sup> day of December 1996, personally appeared the following persons with their respective Community Tax Certificate with Nos. to wit:

<u>NAME</u>	<u>CTC NO.</u>	<u>DATE/PLACE ISSUED</u>
CESAR T. LEE	12661608	01/23/96 – Las Piñas, M.M.
ALFREDO M. YAO	13345241	02/26/96 – Quezon City
FERNANDO C. CASTRO	12656524	01/23/96 – Las Piñas, M.M.
RICARDO R. LARA	12661607	01/23/96 – Las Piñas, M.M.
ARMANDO R. BONIFACIO	16683338	01/05/96 – Quezon City

Known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation of PHILIPPINE BUSINESS BANK, INC. (Formerly TOTAL SAVINGS BANK, INC.) 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 affix my seal on the date and first above written.

(SGD) MILLICENT SMITH  
NOTARY PUBLIC  
Until December 31, 1996  
PTR NO. 118836 – 03/06/96  
Parañaque, Metro Manila

DOC. NO. 112  
PAGE NO. 23  
BOOK NO. 11  
SERIES OF 1996





## DIRECTORS' CERTIFICATE

We, the Secretary and members of the Board of Directors of the Philippine Business Bank, Inc., A Savings Bank, do hereby certify that during its Annual Stockholders' meeting held on 25 May 2018 at Diamond Hotel, Roxas Boulevard corner Dr. J. Quintos Street, Manila, at least two-thirds (2/3) of all the outstanding capital stock of the bank and a majority of the Directors approved the proposed amendment/s of the bank's Articles of Incorporation (AOI):

### Articles of Incorporation

SIXTH: That the number of directors of said corporation shall be FROM "ten (10)" TO "eleven (11)" (as amended on May 25, 2018) and the names, citizenship and residence of the directors who are to serve as such until their successors are elected and qualified as provided by the By-laws are as follows:

<u>NAMES</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
CESAR T. LEE	FILIPINO	153 Lipa Street, Ayala Alabang Village, Muntinlupa City
ALFREDO M. YAO	FILIPINO	A. Bonifacio Avenue, Sta. Mesa, Heights Quezon City
RICARDO R. LARA	FILIPINO	31 Benbia Street, Tahanan Village, Parañaque, Metro Manila
FERNANDO C. CASTRO	FILIPINO	41 Baltazar Street, Philam Life Village, Las Piñas City
ARMANDO R. BONIFACIO	FILIPINO	225 Roosevelt Avenue, SFDM, Quezon City

The amendment to Article SIXTH has been duly incorporated in the proposed amended articles of incorporation of the bank, a true and correct copy of which is hereto attached.

IN WITNESS WHEREOF, we hereunto set our hands this \_\_\_\_ day of 04 JUL 2018 in Caloocan City, Philippines.


  
JEFFREY S. YAO  
Vice-Chairman  
TIN.

  
ROLANDO R. AVANTE  
President / CEO

  
**HONORIO O. REYES-LAO**  
Director

  
**LETICIA M. YAO**  
Director

**ROBERTO A. ATENDIDO** ✕  
Director

  
**DANILO A. ALCOSEBA**  
Director


  
**PATERNIO H. DIZON**  
Independent Director

Attested & Approved by:  
  
**ATTY. ROBERTO S. SANTOS**  
Corporate Secretary

04 JUL 2018

**SUBSCRIBED AND SWORN TO** before me this \_\_\_\_ day of \_\_\_\_\_, affiant exhibiting to me their competent/valid identifications.

DOC. NO. 279  
PAGE NO. 57  
BOOK NO. 15  
SERIES OF 2018.

  
**ATTY. NIÑO CHRISTOPHER R. PURA**  
Notary Public (NC-348 Valid Until/Dec. 31, 2018)  
Roll of Attorney's No. 53868  
PTR No. 9405066; 01.03.18, Caloocan  
IBP No. 034127; 03.01.18, Calmana  
MCLE Cert. No. V-0073535; 08.18.18  
150 Rizal Ave. Cor. 8th Ave, Grace Park, Caloocan