



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

**COMPANY REG. NO. 108270**

**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**

**GOLDEN BRIA HOLDINGS, INC.**

**(Formerly: GOLDEN HAVEN, INC.)**

**(Amending Article I thereof)**

copy annexed, adopted February 01, 2018 by majority vote of the Board of Directors and on February 15, 2018 and February 20, 2018 by the written assent 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 Pasay City, Metro Manila, Philippines, this 6<sup>th</sup> day of March Twenty Eighteen.



  
**FERDINAND B. SALES**  
Director

**Company Registration and Monitoring Department**



**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**GOLDEN BRIA HOLDINGS, INC.**  
**(Formerly, Golden Haven, Inc.)**

**KNOWN ALL MEN BY THESE PRESENTS:**

That we, all of legal age and 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**

**FIRST:**     That the name of the said corporation shall be: <sup>1</sup>

**GOLDEN BRIA HOLDINGS, INC.**

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

**PRIMARY PURPOSE**

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, exchange, develop, manage or otherwise dispose of real property, such as but not limited to memorial lots and chapels, or personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, associations, domestic or foreign, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned and to assume or undertake or guarantee or secure loans, whether as solidary obligor, surety, guarantor or in any other capacity either on its general credit or on the mortgage, pledge, deed of trust, assignment and/or other companies, without engaging in the business of a financing company or lending investor. *(As approved by the Board of Directors on 4 September 2017 and by the stockholders on 16 October 2017)*

**SECONDARY PURPOSES**

- (a) To buy, acquire, invest, hold, sell dispose or otherwise deal in stocks, bonds, notes, drafts, debentures, acceptances, bills of exchange, commercial papers, warrants or other negotiable securities of other companies without necessarily engaging in the business as stocks broker or dealer;

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<sup>1</sup> As approved by the Board of Directors on 1 February 2018 and by the written assent of stockholders of record as of 15 February 2018 on 20 February 2018



- (b) To buy, sell, mortgage, encumber, hold, own, exchange, rent or otherwise acquire and dispose or, and to develop, improve, manage and generally to deal and trade in real property, improved and unimproved, and wheresoever situated; and to build, erect, construct, alter, maintain, sell or otherwise dispose of buildings, structures, and other improvements on real property; without however engaging in real estate subdivision business;
- (c) Conduct researches, investigations and examinations, of business and enterprises of every kind and description, throughout the world with the aim of securing information and particulars for the investment and employment of capital;
- (d) To undertake and transact all kinds of business relating to the gathering and distribution of financial and investment information and statistics throughout the world;
- (e) To borrow or raise money for any of the purposes of the corporation, and, from time to time, to draw, make accept, endorse, execute and issue bonds, debentures, notes, drafts, acceptances, bills of exchange, warrants and other negotiable or non-negotiable instruments and evidences of indebtedness and other securities; and to secure the payment thereof and of the interest thereon by mortgage upon or pledge of, or conveyance or assignment in trust of, the whole or any part of the property and franchises of the corporation, real, personal, and mixed, tangible, or intangible, and wheresoever situated, whether at the time owned or thereafter acquired; and to issue, sell, negotiate, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;
- (f) To acquire all or any part of the goodwill, right, property and business of any individual, association, or any corporation; to pay for the same in cash or in shares of stocks, bonds, notes, or other obligations of the corporation, or otherwise to hold, utilize, operate, reorganize, liquidate, and in any manner dispose of the whole or any part of the goodwill, rights, property, and business so acquired; to assume in connection therewith the whole or any part of the liabilities and obligations of any such person, association or corporation; and to conduct in any lawful manner the whole or any part of the business thus acquired;
- (g) To carry on the business of exporter and importer, as principal, factor, agent or commission merchant in respect to buying, selling, trading or dealing in any kind of goods, as well as to carry on the business of warehousing, merchandising and general commercial brokerage;
- (h) To produce, process, manufacture, buy, sell or otherwise deal in any and all commodities, wares, equipments, facilities, supplies and merchandise of whatever kind and nature which may be deemed desirable and are legal objects of commerce; except the manufacture of foods, dugs, and cosmetics.
- (i) To conduct its business and maintain branch office both within and outside of the Philippines and any foreign countries and places, and to purchase or otherwise acquire, hold, possess, convey, transfer or otherwise dispose of real and personal properties therein to the extent that the same may be permissible under their respective laws;
- (j) To enter, make, performs and carry out contract of every kind and of any lawful purpose pertaining to the business of the corporation;

- (k) To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, pledge, lease, sell, assign, or otherwise dispose of formulas, secret processes, distinctive marks, improvements, processes, trade names, trademarks, copyrights, patents, licenses, concessions and the like, whether used in connection with or secured under letters patent of, or issued by any country; and to exercise, develop, and grant licenses in respect thereof or otherwise turn the same to account;
- (l) To carry out all or any part of the foregoing objects and purposes and to exercise any or all of the foregoing rights and powers, and to do any and all of the foregoing acts and things, as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with or jointly with, any individual, association or corporation;
- (m) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the Philippines upon corporation formed under the Corporation Law.

The foregoing clauses shall each be construed as purposes, objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific purpose, objects and powers shall not be to limit or restrict in any manner the powers of the corporation, and that they are in furtherance of, and in addition to, not in limitation of, the general powers, conferred upon the corporation by the laws of the Philippines or otherwise; nor shall be enumeration of one thing to be deemed to exclude another, although it is of like nature, not expressed.

**THIRD:** That the place where the principal office of the corporation is to be established or located is in San Ezekiel, C5 Extension, Las Piñas City, Metro Manila. *(As amended on March 8, 2016 and approved by the Securities and Exchange Commission on March 17, 2016)*

**FOURTH:** That the term for which the corporation is to exist is FIFTY (50) YEARS from and after date of incorporation.

**FIFTH:** That the names and residences of the incorporators are as follows:

Names	Citizenship	Address
1. Edita Tan-Ong	Filipino	
2. Corazon C. Manalon-Davila	Filipino	
3. Rosario H. Javier	Filipino	
4. Edna C. Advincula	Filipino	
5. Catherine B. Rivera	Filipino	

**SIXTH:** That the number of directors of said corporation shall be Seven (7) and the names, citizenship, and residences of the directors who are to serve until their successors are elected and qualified are as follows: *(As amended on March 21, 2016)*

Names	Citizenship	Address
1. Edita Tan-Ong	Filipino	
2. Corazon C. Manalon-Davila	Filipino	
3. Rosario H. Javier	Filipino	
4. Edna C. Advincula	Filipino	
5. Catherine B. Rivera	Filipino	

**SEVENTH:** That the capital stock of the said corporation is ONE BILLION PESOS (P1,000,000,000.00) divided into Nine Hundred Ninety Six Million (996,000,000) common shares with a par value of One Peso (P1.00) per share and Four Hundred Million (400,000,000) voting, non-cumulative, non-participating, non-convertible and non-redeemable preferred shares with a par value of One Centavo (P0.01) per share. *(As amended on March 8, 2016 and approved by the Securities and Exchange Commission on March 17, 2016)*

Preferred Shares may be issued from time to time in one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of preferred shares, to fix the number of shares to be included in each of such series, and to determine the dividend rate, which shall not be more than five percent (5%) per annum or the 1-year PDST-R1 rate whichever is lower, issue price and other terms and conditions for each such shares. Dividends shall be non cumulative but no dividends shall be declared or paid on the common shares unless dividends on all preferred shares shall have been declared and paid by the Corporation. Preferred shares of each and any series shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the preferred shares. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each series of preferred shares shall be specified in such resolutions as may be adopted by the Board of directors prior to the issuance of such series (the Enabling Resolutions) which resolution(s) shall thereupon be deemed a part of these Articles of Incorporation, as amended.

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of any class of the Corporation. *(As amended on March 8, 2016 and approved by the Securities and Exchange Commission on March 17, 2016)*

That no transfer of share or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock ownership shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall appear in all of its stock certificates.

In connection with the initial public offering and listing on the Philippine Stock Exchange of 74,117,647 common shares (the "Subject Shares", the Corporation shall cause its existing stockholders who own an equivalent of at least 10% of the issued and outstanding shares of stock of the company to refrain from selling, assigning or in any manner disposing of their shares for a period of:

- i. One hundred eighty (180) days after the listing of the Subject Shares if the Corporation meets the track record requirements in Section 1 of the PSE Revised Listing Rules; or
- ii. Three hundred sixty-five (365) days after the listing of the Subject Shares if the Corporation is exempt from the track record and operating history requirements of the Rules.

If there is any issuance or transfer of shares (i.e., private placement, asset for shares swap or a similar transaction) or of instruments which leads to an issuance or transfer of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within one hundred eighty (180) days prior to the start of the Offering Period for the Subject Shares, and the transaction price is lower than that of the offer price in the Initial Public Offering, all shares availed of shall be subject to a lock-up period of at least three hundred sixty-five (365) days from the full payment of the aforesaid shares. *(As amended on March 21, 2016 and approved by the Securities and Exchange Commission on June 2, 2016)*

**EIGHT:** That the amount of capital stock which has been actively subdivided is NINE HUNDRED THOUSAND PESOS (Php 900,000.00) Philippine Currency. The following persons have subscribed for the number of common shares and the amount of capital stock set out after their respective names:

NAMES	ADDRESS	COMMON SHARES	CAPITAL STOCK SUBSCRIBED
1. Edita Tan-Ong		2,610	P261,000.00
2. Corazon C. Manalon-Davila		2,610	261,000.00
3. Rosario H. Javier		1,350	135,000.00
4. Edna C. Advincula		1,350	135,000.00
5. Catherine B. Rivera		1,080	108,000.00
		<b><u>9,000</u></b>	<b><u>P900,000.00</u></b>

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

NAMES	ADDRESS	AMOUNT PAID ON SUBSCRIPTION
1. Edita Tan-Ong		P145,000.00
2. Corazon C. Manalon-Davila		145,000.00
3. Rosario H. Javier		75,000.00
4. Edna C. Advincula		75,000.00
5. Catherine B. Rivera		<u>60,000.00</u>
		<u><b>P500,000.00</b></u>

**TENTH:** That CATHERINE B. RIVERA has been elected by the subscriber as Treasurer of the Corporation until his successor is duly elected and qualified in accordance with the By-Laws and that as such Treasurer, she has been authorized to receive for the corporation and to receive in its name for all subscription paid by said subscribers.

**ELEVENTH:** That all officers of said corporation shall receive such compensation as the Board of Directors may provide.

**IN WITNESS THEREOF**, we have hereunto set our hands this 30<sup>th</sup> day of September, 1982 at the City of Manila.

(SGD) EDITA TAN-ONG  
Director

(SGD) EDITA TAN-ONG  
Director

(SGD) ROSARIO H. JAVIER  
Director

(SGD) EDNA C. ADVINCULA  
Director

(SGD) CATHERINE B. RIVERA  
Director

WITNESS

(SGD) AVELINA C. PALENCIA

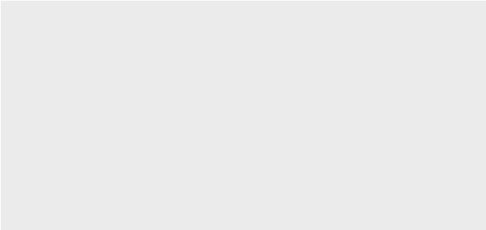
(SGD) CAROLINA R. ROMAN



**ACKNOWLEDGEMENT**

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

Before me, this day of Sep. 30, 1982 personally appeared:

<b>NAMES</b>	<b>RES. CERT.#</b>	<b>DATE &amp; PLACE OF ISSUE</b>
Edita Tan-Ong		
Corazon C. Manalon-Davila		
Rosario H. Javier		
Edna C. Advincula		
Catherine B. Rivera		

known to me and to me known to be the same persons who have executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed. The foregoing instrument consist of nine (9) pages referred to as Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto signed and sealed these presents at the place and on the date above written.

(Sgd.) ATTY. CRISANTO P. REALUBIN  
Notary Public  
TAN – R4157-61004-A-5  
PTR No. CTO 154282-Jan. 4, 1982  
Manila, Philippines

Doc. No. 572  
Page No. 40  
Book No. 22  
Series of 1982.


Republic of the Philippines )  
 )S.S.  
**PASAY CITY**

**UNDERTAKING TO CHANGE NAME**

I, **MARIBETH C. TOLENTINO**, of legal age, Filipino, and a resident of Blk 1 Lot 2 Merida Subd. BF Resort Village, Talon, Las Pinas City, after having been sworn to in accordance with law hereby depose and state that:


1. I am the President of **GOLDEN HAVEN, INC.**, which is in the process of amending its corporate name to **GOLDEN BRIA HOLDINGS, INC.** with the Securities and Exchange Commission.
2. I, on behalf of said corporation, hereby undertake to change its corporate name as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name of that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good custom or public policy.
3. This Affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, I hereby sign this affidavit this FEB 20 2018 day of \_\_\_\_\_ at PASAY CITY.

  
**MARIBETH C. TOLENTINO**  
Affiant

**SUBSCRIBED AND SWORN** to before me this FEB 20 2018 day of \_\_\_\_\_ at PASAY CITY affiant exhibiting to me her \_\_\_\_\_ issued Quezon City, Philippines.

Doc. No. 138  
Page No. 34  
Book No. 11  
Series of 2018.

  
**ATTY. JOVINO R. ANGEL**  
Notary Public and in Pasay City  
Notarial Commission 17-08  
Until December 31, 2018  
PTR No. 5826093 / IBP No. 1062667  
Both Issued in Pasay City on Jan. 03, 2018  
MCLE Compliance No. V-0024151, 10.25.18  
Roll of Attorney's No. 28761

REPUBLIC OF THE PHILIPPINES )  
MAKATI CITY, METRO MANILA ) S.S.

PASAY CITY

### CERTIFICATION

I, **GEMMA M. SANTOS**, Filipino, of legal age, with business address at Penthouse, Liberty Center, 104 H.V. Dela Costa Street, Salcedo Village, Makati City, being duly sworn in accordance with law, hereby certify that:

1. I am the Corporate Secretary of **GOLDEN HAVEN, INC.** (Formerly, Golden Haven Memorial Park, Inc.) (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at the San Ezekiel, C5 Extension, Las Piñas City, Metro Manila.

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving any intra-corporate dispute and/or a claim by any person or group against the Board of Directors, individual directors and/or corporate officers of the Corporation as its duly elected and appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this FEB 20 2018 in Makati City, Metro Manila.

PASAY CITY

  
**GEMMA M. SANTOS**  
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this FEB 20 2018, at Makati City, Metro Manila affiant exhibited to me her TIN            issued in Quezon City, Philippines.

PASAY CITY

Doc. No. 177 ;  
Page No. 34 ;  
Book No. 111 ;  
Series of 2018.

  
**ATTY. JOJINO R. ANGEL**  
Notary Public and in Pasay City

Notarial Commission 17-08  
Until December 31, 2018

PTR No. 5040003 / IBP No. 1062667  
Both issued in Pasay City on Jan. 03, 2018  
MCLE Compliance No. V-0024151, 10.25.18  
Roll of Attorney's No. 28761



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
**COMPANY REGISTRATION SYSTEM**

PICC Secretariat Bldg., PICC Complex  
Pasay City, Metro Manila

Date: January 23, 2018  
Transaction Number: 201801231241295268  
Name: GOLDEN BRIA HOLDINGS, INC.

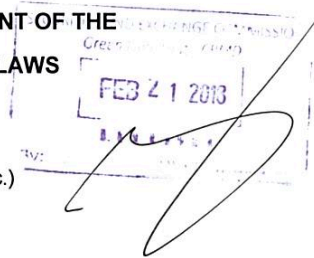
Be informed that the corporate name is reserved for 30 calendar days. Present this document together with other documentary requirements.

**Important Reminders:**

**NOTE:** The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

**DIRECTOR'S CERTIFICATE ON THE AMENDMENT OF THE  
ARTICLES OF INCORPORATION AND BY LAWS  
OF**

**GOLDEN HAVEN, INC.<sup>1</sup>**  
(Formerly, Golden Haven Memorial Park, Inc.)



**KNOW ALL MEN BY THESE PRESENTS:**

The undersigned, being the majority of the members of the Board of Directors of **GOLDEN HAVEN, INC.** (hereinafter the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at San Ezekiel, C5 Extension, Las Piñas City, and the Chairman and Secretary of the special meeting of the stockholders of the Corporation held on 01 February 2018, at the principal office of the Corporation, do hereby certify that the accompanying copy of the Amended Articles of Incorporation and By-laws are true and correct and was approved by the affirmative vote of at least a majority of the members of the Board of Directors at their duly constituted meeting held on 01 February 2018 at the principal office of the Corporation, and ratified by the written assent of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation on 20 February 2018 at the principal place of business of the Corporation, so that, in respect of the Corporation's Articles of Incorporation, the following articles shall read as follows:

**FIRST:** That the name of said corporation shall be:

**GOLDEN BRIA HOLDINGS, INC.**

*(As approved by the Board of Directors on 01 February 2018 and by the written assent of the stockholders of record on 15 February 2018 on 20 February 2018)*

The following section of the By-laws of the Corporation shall read as follows:

**AMENDED BY LAWS**

**OF**

**GOLDEN BRIA HOLDINGS, INC.**

*(As approved by the Board of Directors on 01 February 2018 and by the stockholders on 20 February 2018)*

**ARTICLE VI – SEAL**

The corporate seal of the corporation shall bear the following works:

**GOLDEN BRIA HOLDINGS, INC.**

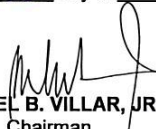
*(As approved by the Board of Directors on 01 February 2018 and by the written assent of the stockholders on 20 February 2018)*


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<sup>1</sup> As approved by the Securities and Exchange Commission on 20 October 2017



IN WITNESS WHEREOF, we have hereunto signed this Certificate this  
FEB 20 2018 day of PASAY CITY

  
**MANUEL B. VILLAR, JR.**  
Chairman

  
**MARIBETH C. TOLENTINO**  
Director and President

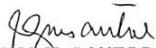
  
**JOY J. FERNANDEZ**  
Director & Treasurer

  
**FRANCES ROSALIE T. COLOMA**  
Director, CFO & CIO

  
**CAMILLE A. VILLAR**  
Director

  
**ANA MARIE V. PAGSIBIGAN**  
Independent Director


  
**GARTH F. CASTANEDA**  
Independent Director

  
**GEMMA M. SANTOS**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this FEB 20 2018 day of  
\_\_\_\_\_ at PASAY CITY by the following persons:

Name	Valid ID	Place Issued
Manuel B. Villar, Jr.		
Maribeth C. Tolentino		
Joy J. Fernandez		
Frances Rosalie T. Coloma		
Camille A. Villar		
Ana Marie V. Pagsibigan		
Garth F. Castaneda		
Gemma M. Santos		

Doc. No. 180 ;  
Page No. 33 ;  
Book No. 111 ;  
Series of 2018.

  
**ATTY. JOYNO R. ANGEL**  
Notary Public and in Pasay City  
Notarial Commission 17-08  
Until December 31, 2018  
PTR No. 3010000 (BP No. 1062667  
Born in Pasay City on Jan. 03, 2018  
MCL Compliance No. V-0024151, 10.25.18  
Roll of Attorney's No. 28761