



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. PW-15

**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

ROXAS HOLDINGS, INC.
doing business under the name and style of
CADP GROUP
(Amending Article III thereof.)

copy annexed, adopted on February 10, 2016 by majority vote of the Board of Directors and on March 02, 2016 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 6th day of May, Twenty Sixteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

P W - 1 5

Former Company Name

R O X A S H O L D I N G S , I N C .

AMENDED TO:
New Company Name

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

6 F C A C H O - G O N Z A L E Z B U I L D I N G 1 0 1

A G U I R R E S T . L E G A S P I V I L L A G E

M A K A T I C I T Y

ZIP CODE

1 2 2 9

Company Email Address

COMPANY INFORMATION

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

Email Address

Telephone Number/s

Mobile Number

Atty. Florencio M. Mamauag, Jr.

florencio.mamauag@rhi.com.ph

810-8901-06

Contact Person's Address

6/F Cacho-Gonzales Building, 101 Aguirre St., Legaspi Village, Makati City

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>
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Corporate and Partnership Registration Division
Green Lane Unit
Financial Analysis and Audit Division
Licensing Unit
Compliance Monitoring Division

**AMENDED ARTICLES OF INCORPORATION OF
ROXAS HOLDINGS, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, residents of the Philippines, have voluntarily met on this day with the purpose of forming a corporation subject to the laws of the Philippines and do hereby certify that:

1. The name of the Corporation is "ROXAS HOLDINGS, INC." **doing business under the name and style of "CADP GROUP"**. (formerly Central Azucarera Don Pedro, Inc.)
2. The Corporation is formed for the following purposes:
 - (a) To purchase, hold, pledge, transfer, sell or otherwise dispose of or deal in shares of capital stock, bonds, debentures, notes or other securities or evidences of indebtedness or any such securities held by it and to do any and all acts and things lending to increase the value of the Corporation; to issue bonds and secure the same by pledge or deed of trust of or upon any part of such securities or other property held or owned by the Corporation and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporate business; to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities; to exercise any and all rights and privileges of ownership thereof; to borrow and negotiate all loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities; to issue on commission, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds obligations and securities of any government, authority or company in which the Corporation has lawful interest; to promote, subsidize and assist companies or form and enter into partnerships of all kinds; to carry on and undertake any business undertaking, transaction or operation commonly carried in or undertaken by promoters, concessionaires, contractors, commercial brokers, and commission merchants and other incidental business which may seem to the Corporation convenient to carry on in connection with the foregoing, or calculated directly or indirectly to enhance the value of or render profitably any of the Corporation's property or rights, without however engaging in stock brokerage, dealership in securities and management of funds, portfolio and all similar assets of the managed corporations;

As amended during the special meeting of the Board of Directors on 12 October 2009 and ratified during the regular meeting of the stockholders on 25 November 2009.

SECONDARY PURPOSES

- (b) to purchase, manufacture, produce, refine, prepare, import, export, sell and generally to deal in sugar, sugar cane, molasses, syrups and glucose and all products and by- products thereof and other related products, including but not limited to food, liquor and medical products;
- (c) to acquire, construct and operate sugar and other refineries, buildings, mills, factories, distilleries and other works;
- (d) to construct, maintain and operate fertilizer factories to promote the planting and cultivation of sugar cane;
- (e) to acquire and maintain ships, trucks and railroad cars for the transport of its products, raw materials and equipment;
- (f) to establish an electricity plant and ice plant, for its own use and to provide electricity and ice to the municipalities adjacent to its refineries, factories, mills or plants;
- (g) to purchase, acquire, control or lease land reasonably necessary for experimentation camps for the cultivation of sugar cane or to promulgate any of its purposes;
- (h) to purchase, acquire, construct or lease buildings, warehouses, roads, reservoirs and furniture or interests and participation in said work in conformity with law;
- (i) to acquire and operate hydraulic concessions for irrigation and other purposes of its own, for lighting system, in order to supply the municipalities adjacent to its refineries, factories, mills or plantations;
- (j) to put up gasoline or any other fuel stations, and sell oil, grease, tires (interior and exterior), spark plugs and other car and truck parts;
- (k) to engage in buy and sell of agricultural products of all kinds and all kinds of merchandise like gold, steel, chrome and all kinds of metals;
- (l) to put up plants wherein raw materials are made into useful items;
- (m) to acquire rights to mining and to dispose of the same according to the rules set by law;
- (n) to grant loans with or without interest under mortgage guarantee or without;

(o) to finance or advance the capital for the organization, development and operation of legal enterprises (businesses) under prudent conditions;

(p) to acquire stocks from other companies or other securities and sell the same under the limits set by law;

(q) to make investments of any kind in the Philippines, or abroad;

(r) to guarantee, solely or jointly, any debt, obligation or loan of any subsidiary, affiliate or any other related corporation or person, or mortgage, pledge or encumber the properties and assets of the Corporation for such purposes; and

(s) to do all and everything necessary, suitable and proper for the accomplishment attainment or furtherance of any of the purposes, objects or powers herein before set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incident or appurtenant to, or growing out of, or connected with, the aforesaid purposes or powers, or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized, and provided further that the funds of the Corporation shall not be invested in any other corporation or business, or for any purpose other than the purpose for which this Corporation has been organized unless the requirements of Section 42 of the Corporation Code have been complied with.

3. The principal office of the Corporation shall be at the 14F, Net One Center, 26th cor. 3rd Avenue, Bonifacio Global City, Taguig, Metro Manila, Philippines (As amended during the meeting of the Board of Directors on 10 February 2016 and ratified during the regular meeting of the stockholders on 2 March 2016).
4. The period within which this Corporation shall exist is 50 years from 01 November 1980.
5. The names and addresses of the founders of this Corporation are the following:

<i><u>Name</u></i>	<i><u>Address</u></i>
Ms. Carmen Gargollo Vda. de Roxas	General Solano 21, Manila
Ms. Margarita Roxas Vda. de Soriano	Nunez de Balboa 20, Madrid
Ms. Ramona Roxas de Fernandez	Perez 424, Manila
Mr. Antonio Roxas y Gargollo	General Solano 21, Manila
Mr. Enrique Roxas y Argellies	Place Pulvoise, San Juan deLuz, Francia
Mr. Andres Soriano y Roxas	Robert 201, Pasay
Mr. Alfonso Zobel y Roxas	M.H. del Pilar 973, Manila
Mr. Jose C. Zabarte	Bustillos 129, Manila

6. The number of directors of the Corporation shall be nine (9). The names and the residences of the directors who are serving until their successor are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Ms. Carmen Gargollo Vda. de Roxas	General Solano 21, Manila
Mr. Antonio Roxas y Gargollo	General Solano 21, Manila
Mr. Esteban Fernandez	Perez 424, Manila
Mr. Andres Soriano y Roxas	Robert 201, Pasay
Mr. Alfonso Zobel y Roxas	M.H. del Pilar 973, Manila
Mr. Jacobo Zobel y Roxas	El Hogar Bldg., Manila
Mr. Enrique Roxas y Argellies	Place Pulviose, San Juan de Luz, Francia

7. The authorized capital stock of the Corporation is One Billion Five Hundred Million Pesos (P1,500,000,000.00), Philippine Currency, divided into One Billion Five Hundred Million (1,500,000,000) shares of common stock with par value of One Peso (P1.00) per share.

No transfer of stock or interest therein 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 books of the Corporation. This restriction shall likewise be indicated in all stock certificates of the Corporation.

8. The stockholders of the Corporation shall have no pre-emptive right to subscribe to all issues or disposition of the shares of stock of the Corporation of any class, unless the Board of Directors decide otherwise for the best interest of the Corporation and its stockholders.
9. The amount of said capital originally subscribed is 17,600 shares of series "E", with par value of P5.00 per share, and the following persons subscribed to the number of shares and amount of capital listed beside their respective shares:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amt. of Capital Subscribed</u>
Ms. Carmen Gargollo Vda. de Roxas	Gen. Solano 21, Manila	2,516	P 12,580.00
Ms. Margarita Roxas Vda. de Soriano	Nunez de Balboa 20, Madrid	1,257	6,285.00
Ms. Ramona Roxas de Fernandez	Perez 242, Manila	1,257	6,285.00
Mr. Esteban Fernandez	Perez 242, Manila	1,257	6,285.00
Mr. Antonio Roxas	Gen. Solano 21, Manila	4,494	12,470.00
Mr. Andres Soriano y Roxas	Robert 210, Pasay, Rizal	1,257	6,285.00
Mr. Alfonso Zobel y Roxas	M.H. del Pilar, 973, Manila	2,514	12,570.00
Mr. Jacobo Zobel y Roxas	El Hogar Filipino Bldg., Manila	2,514	12,570.00
Mr. Enrique Roxas Argellies	San Juan de Luz, Francia	2,514	12,570.00
Mr. Jose C. Zabarte	Bustillos 192, Manila	20	100.00
T o t a l		17,600	P 88,000.00

10. The following persons paid according to the shares subscribed by them, in the amounts listed beside their names:

<u>Name</u>	<u>Address</u>	<u>Amt. Paid in the Subscriptions</u>
Ms. Carmen Gargollo Vda. de Roxas	Gen. Solano 21, Manila	P 3,145.00
Ms. Margarita Roxas Vda. de Soriano	Nunez de Balboa, 20 Madrid	1,571.25
Ms. Ramona Roxas de Fernandez	Perez 242, Manila	1,571.25
Mr. Esteban Fernandez	Perez 242, Manila	1,571.25
Mr. Antonio Roxas Gargollo	Gen. Solano 21, Manila	3,117.50
Mr. Andres Soriano y Roxas	Robert 201, Pasay, Rizal	1,571.25
Mr. Alfonso Zobel y Roxas	M.H. del Pilar, 973, Manila	3,142.50
Mr. Jacobo Zobel y Roxas	El Hogar Filipino Bldg., Manila	3,142.50
Mr. Enrique Roxas Argellies	San Juan de Luz, Francia	3,142.50
Mr. Jose C. Zabarte	Bustillos 192, Manila	25.00
T o t a l		P 22,000.00

11. Don Antonio Roxas Gargollo was elected by the subscribers as the Treasurer of the Corporation, to act as such until his successor is duly elected in accordance the statutes, and as Treasurer, is authorized to receive for the Corporation, all the subscriptions paid by the subscribers and issue receipts to them for the same.

IN WITNESS WHEREOF, we have signed this Certificate in Manila on March 23, 1937.

(SGD.) ANTONIO J. ROXAS
Director

(SGD.) EDUARDO J. ROXAS
Director

(SGD.) ANDRES SORIANO
Director

(SGD.) ENRIQUE ZOBEL
Director

(SGD.) JACOBO ZOBEL
Director

(SGD.) W. L. BRAMWELL
Director

(SGD.) J. P. SCHULTZ
Director

(SGD.) J. DE MENDEZONA
Director

SECRETARY'S CERTIFICATE

I, **FLORENCIO M. MAMAUAG, JR.**, of legal age, Filipino and with office address at the 6th Floor Cacho-Gonzalez Building, 101 Aguirre St., Legaspi Village, Makati City, Metro Manila, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the Assistant Corporate Secretary of Roxas Holdings, Inc. doing business under the name and style of CADP GROUP (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 6th Floor Cacho-Gonzalez Building, 101 Aguirre St., Legaspi Village, Makati City.
2. I hereby certify that no action or proceeding has been filed or is pending before any Court or tribunal involving an intra-corporate dispute or claim by any person or group against the directors, officers or stockholders of the Corporation.
3. I execute this Certificate as part of the requirements of the Securities and Exchange Commission in connection with the amendment of the Articles of Incorporation of the Corporation.



FLORENCIO M. MAMAUAG, JR.
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this APR 20 2016 at Makati City, affiant exhibited his TIN No. 136-901-808.

Doc. No. 220;
Page No. 45;
Book No. VII;
Series of 2016.



ALEZANDRO S. CASABAR
Appointment No. M-398
Notary Public for Makati City
Until December 31, 2016
7th Floor CG Building, 101 Aguirre Street
Legaspi Village, Makati City
Roll of Attorneys No. 55665
PTR No. 5341705/01-15-16/Makati City
IBP LRN No. 07519/04-11-08/Makati Chapter
MCLE Compliance No. IV-0013193/03-11-013

**DIRECTORS' CERTIFICATE OF
AMENDMENT OF THE ARTICLES OF INCORPORATION OF**

ROXAS HOLDINGS, INC.
doing business under the name and style of CADP GROUP



KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being at least a majority of the members of the Board of Directors, and the Corporate Secretary and Assistant Corporate Secretary, of ROXAS HOLDINGS, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF CADP GROUP (the "Corporation"), do hereby certify that:

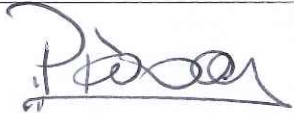



1. The amendment of the Articles of Incorporation of the Corporation was approved by the affirmative vote of at least a majority of the members of the Board of Directors during their regular meeting held on 10 February 2016 at Makati City, and by the affirmative vote of the stockholders owning or representing more than two-thirds (2/3) of the outstanding capital stock of the Corporation during their regular meeting held on 2 March 2016 at Makati City.






2. The accompanying Amended Articles of Incorporation embodying the following amendment is true and correct:

"3. The principal office of the Corporation shall be at the 14F, Net One Center, 26th cor. 3rd Avenue, Bonifacio Global City, Taguig, Metro Manila, Philippines (As amended during the meeting of the Board of Directors on 10 February 2016 and ratified during the regular meeting of the stockholders on 2 March 2016)."

4. We further certify that the attached Amended Articles of Incorporation are true and correct copies thereof.

IN WITNESS WHEREOF, the undersigned have signed these presents on **APR 20 2016** at Makati City, Metro Manila.

 PEDRO E. ROXAS Chairman TIN: 104-738-165	 MANUEL V. PANGILINAN Vice Chairman TIN: 914-481-801
 SANTIAGO R. ELIZALDE Director TIN: 100-349-993	 HUBERT D. TUBIO Director TIN: 102-574-830

RAY C. ESPINOSA Director TIN: 113-248-118	 ALEX ERLITO S. FIDER Director TIN: 107-043-050
 CHRISTOPHER H. YOUNG Director TIN: 178-235-537	 DAVID L. BALANGUE Director TIN: 123-304-976
 GEMMA M. SANTOS Corporate Secretary TIN: 114-272-159	 FLORENCIO M. MAMAUAG, JR. Assistant Corporate Secretary TIN: 136-901-508

SUBSCRIBED AND SWORN to before me this APR 20 2016 at Makati City, Affiants exhibiting to me the following:

Name	CTC No./Issued On/At	Government Issued ID
Pedro E. Roxas		TIN No. 104-738-165
Manuel V. Pangilinan		TIN No. 914-481-801
Santiago R. Elizalde		TIN No. 100-349-993
Hubert D. Tubio		TIN No. 102-574-830
Ray C. Espinosa		TIN No. 113-248-118
Alex Erlito S. Fider		TIN No. 107-043-050
Christopher H. Young		TIN No. 178-235-537
Oscar J. Hilado		
David L. Balangue		TIN No. 123-304-976
Gemma M. Santos		TIN No. 114-272-159
Florencio M. Mamauag, Jr.		TIN No. 136-901-508

Doc. No. 219;
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ALEZANDRO S. CASABAR
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Until December 31, 2016
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Legaspi Village, Makati City
Roll of Attorneys No. 55665
PTR No. 5341705/01-15-16/Makati City
IBP LRN No. 07519/04-11-08/Makati Chapter
MCLE Compliance No. IV-0013193/03-11-013



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City

MARKETS AND SECURITIES REGULATION DEPARTMENT

21 April 2016

ROXAS HOLDINGS, INC.
6/F Cacho-Gonzalez Building
101 Aguirre St., Legaspi Village
Makati City 1200

Attention: **ATTY. FLORENCIO M. MAMAUAG, JR.**
Assistant Corporate Secretary

Subject: **REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:

This is in connection with your request for comment/or recommendation relative to your company's application for approval of your Amended Articles of Incorporation embodying Article III, "The principal office of the Corporation shall be at the 14^F, Net One Center, 26th corner 3rd Avenue, Bonifacio Global City, Taguig, Metro Manila"

The Market and Securities Regulation Department (MSRD) does not pose any objection on the foregoing request.

Our department, nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIZMENO, JR.
Director

RECEIVED BY:

SIGNATURE OVER PRINTED NAME OF AUTHORIZED REPRESENTATIVE

COMPANY NAME/DATE RECEIVED

cc: Company Registration and Monitoring Department