



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

COMPANY REG. NO. ASO91-190385

**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

FILIPINO FUND, INC.
[Amending Articles III & VI thereof.]

copy annexed, adopted on April 01, 2014 by majority vote of the Board of Directors and on May 20, 2014 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 28th day August, Twenty Fourteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Amended Articles of Incorporation

A S O 9 1 1 9 0 3 8 5

Former Company Name

F I L I P I N O F U N D , I N C .

Amended To:
New Name

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

U n i t s 1 0 0 9 - 1 0 1 1 , T o w e r O n e a n d
E x c h a n g e P l a z a , A y a l a T r i a n g l e ,
A y a l a A v e n u e , M a k a t i C i t y

COMPANY INFORMATION

Company's Email Address

Company's Telephone
Number/s

Company's Facsimile
Number/s

jonna.llaguno@vicsalinvestment.com

856-5801

856-3922

Name of Contact Person

CONTACT PERSON INFORMATION
Email Address

Telephone
Number/s

Facsimile
Number/s

Jonna C. Llaguno

jonna.llaguno@vicsalinvestment.com

856-5801

856-3922

Contact Person's Address

Unit 1009-1011, Tower One and Exchange Plaza, Ayala Triangle, Ayala Ave. , Makati City

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor	_____	_____
	_____	_____
	_____	_____

Document I.D.

Nature of Application

SEC Registration Number

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

5TH AMENDED
ARTICLES OF INCORPORATION
OF
FILIPINO FUND, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of legal age, and all of whom are residents of the Philippines on this date have voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY: THAT

FIRST - The name of the Corporation shall be:

FILIPINO FUND, INC.

SECOND – The purposes for which the Corporation is formed are:

PRIMARY PURPOSE--

To invest and reinvest in, subscribe for, sell, transfer, exchange, or otherwise dispose of, all kinds of stocks, bonds, debentures, certificates of participation in, or right to subscribe to, any of the foregoing, collateral trust certificates, investment contracts, voting trust certificates, certificates of deposits, any certificate, contract or instrument whatsoever representing or constituting evidence of, or secured by, title to, or interest in, or any lien or charge upon, the capital or any property or assets, leases and/or holdings of the issuer thereof, real properties of all kinds, mortgages, notes or other obligations, commercial papers, acceptances, script, any receipts, warrants, certificates, options or other instruments representing rights to receive, purchase or subscribe to

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interests stated therein, or in any property or assets created or issued by any and all persons, firms, corporations, associations, partnerships, syndicates, entities, governments and their subdivisions, agencies or instrumentalities thereof, domestic or foreign, and generally to establish and carry on the business of a closed-end investment company insofar as may be permitted by and subject to existing laws.

AND IN FURTHERANCE OF THE PURPOSES OF THE AFORESAID, the Corporation shall have the following incidental powers.

1. In its capacity as owner or holder of any real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness 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, power and privileges of ownership, including all voting powers of any stocks so owned;

2. To aid either by loans or in any other manner any corporation, domestic or foreign, any shares of stocks, or any bonds, debentures, evidence of indebtedness or other securities whereof are held by this corporation or in which it shall have any interest and to do any acts designed to protect, preserve, improve, or enhance the value of any property at any time held or controlled by this corporation or in which it at that time may be interested;

3. To advance money upon the security of any property or assets from sources to be derived from not more than 19 lenders and to borrow money and to secure the payment thereof and to 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 for money borrowed or in payment for property acquired, of for any other object or purpose of the corporation in connection with the

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transaction of any part of its business, to issue or negotiate such bonds, debentures, notes and other evidences of indebtedness, secured or unsecured, and to sell or otherwise negotiate such bonds, debentures, notes and other evidences of indebtedness;

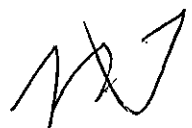
4. To employ, invest and re-invest its funds from time to time by depositors in any banking institution, trust company or other similar company or institutions or in loans, or in such other forms of investment pursuant to its investment policies as well as to the applicable laws and regulations;

5. To conduct researches, investigations, and examinations on 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. To undertake and transact all kinds of business relative to the gathering and distribution of financial and investment information and statistics throughout the world;

6. To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise invest, trade or deal in, in any manner permitted by law, real and personal property of every kind and description and of any interest therein;

7. To purchase or otherwise acquired, hold, sell, pledge, transfer or otherwise dispose of, and to issue, reissue or cancel the shares of its own capital stock or any securities or other obligations of the corporation in the manner and to the extent now or hereafter permitted by laws of the jurisdiction of incorporation of this corporation;

8. To act as agent or representative for or manager of investments for any person, corporation, association, partnership, or other legal entity in the administration of the principal's property or in their conduct of the principal's business of any nature or



kind whatsoever; provided that it shall not manage funds, portfolios or similar assets of said managed firms or entities;

9. To conduct and transact any or all of its business, and to do or cause to be done any or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to have one or more branches or offices therein;

10. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, provided the same be not forbidden by the laws of the jurisdiction of incorporation of this corporation;

11. In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the jurisdiction of incorporation of this corporation; and to do any and all acts and things herein set forth to the same extent as juridical person could do, and in any part of the world, as principal, factor, agent, contractor, trustee or otherwise, either alone or in syndicate or otherwise in conjunction with any person, entity, syndicate, partnership, association or corporation, domestic or foreign; to establish and maintain offices and agencies and to exercise any or all of the corporate powers and rights throughout the world.

THIRD. – The place where the principal office of the Corporation is to be established or located is at Units 1009-1011, Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City, Metro Manila, Philippines. *(As amended on May 20, 2014)*

FOURTH. – The term for which the Corporation is to exist is fifty (50) years from and after the date of incorporation.

A handwritten signature in black ink, consisting of stylized, overlapping letters that appear to be 'M' and 'A'.

FIFTH. – The names, citizenship and residences of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Citizenship</u>	<u>Residences</u>
Fernando Zobel de Ayala	Filipino	1103 Penthouse, One Salcedo Place, Salcedo Village, Makati, Metro Manila
Luciano E. Salazar	Filipino	1390 Palm Avenue, Dasmarinas Village, Makati, Metro Manila
Felipe A. Enage	Filipino	5 Beaterio St., Urdaneta Village, Makati, Metro Manila
Mauro B. Blardony, Jr.	Filipino	323 Country Club Drive, Ayala Alabang Village, Muntinlupa, Metro Manila
Eduardo U. Miranda	Filipino	Apartment A, 7747 St. Paul Street, San Antonio Village, Makati, Metro Manila

SIXTH. – The number of directors of the Corporation shall be seven (7) and the names, citizenship and residences of the directors of the Corporation who are to serve until their successors are duly elected and qualified as provided by the By-Laws are as follows: *(As amended on May 20, 2014)*

<u>Name</u>	<u>Citizenship</u>	<u>Residences</u>
Fernando Zobel de Ayala	Filipino	1103 Penthouse, One Salcedo Place, Salcedo Village, Makati, Metro Manila
Luciano E. Salazar	Filipino	1390 Palm Avenue, Dasmarinas Village, Makati, Metro Manila
Felipe A. Enage	Filipino	5 Beaterio St., Urdaneta Village, Makati, Metro Manila

Mauro B. Blardony, Jr.	Filipino	323 Country Club Drive, Ayala Alabang Village, Muntinlupa, Metro Manila
Eduardo U. Miranda	Filipino	Apartment A, 7747 St. Paul Street, San Antonio Village, Makati, Metro Manila

SEVENTH. – The authorized capital stock of the Corporation is ONE HUNDRED EIGHTY FOUR MILLION TWO HUNDRED THIRTY FOUR THOUSAND THIRTY EIGHT PESOS (P184,234,038.00), Philippine Currency, consisting of ONE HUNDRED EIGHTY FOUR MILLION TWO HUNDRED THIRTY FOUR THOUSAND THIRTY EIGHT (184,234,038), shares of Common Stock with a par value of 1.00 per share. Stockholders of the Corporation shall have no pre-emptive rights with respect to all issues or dispositions of shares of the present capital or on future/subsequent classes of shares and increases in capital stock of the Corporation. (As amended on November 26, 2002 and further amended on March 19, 2013).

EIGHTH. – The amount of the aforesaid capital stock which has been fully subscribed is Fifty Million (50,000,000) shares of common stock. The following have subscribed (in the manner appearing in Annex "A") for the number of shares and amount of capital stock set after their respective names:

<u>Name</u>	<u>Amount of Capital No. of Shares</u>	<u>Stock Subscribed</u>
Bank of the Philippine Islands as Trustee/ Investment Manager/Attorney-in-Fact for various accounts listed in Annex "A"	49,975,000	P 49,975,000.00
Fernando Zobel de Ayala	5,000	5,000.00
Luciano E. Salazar	5,000	5,000.00
Felipe A. Enage	5,000	5,000.00
Mauro B. Blardony, Jr.	5,000	5,000.00
Eduardo U. Miranda	5,000	5,000.00
TOTAL	----- 50,000,000	----- P50,000,000.00

NINTH. – That the amount of Fifty Million Pesos (P50,000,000.00) has been fully paid on the shares of capital stock subscribed with the following paying amounts set out after their respective names:

<u>NAME</u>	<u>AMOUNT OF SUBSCRIPTION</u>
Bank of the Philippine Islands as Trustee/ Investment Manager/Attorney-in-Fact for various accounts listed in Annex "A"	P 49,975,000.00
Fernando Zobel de Ayala	5,000.00
Luciano E. Salazar	5,000.00
Felipe A. Enage	5,000.00
Mauro B. Bardon	5,000.00
Eduardo U. Miranda	5,000.00

TOTAL	P50,000,000.00

TENTH. - That Virginia B. Cabrera has been elected by the subscribers as Acting Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws and that as such Acting Treasurer, she has been authorized to receive for the corporation and the receipt in its name for all subscriptions paid in by said subscribers.

ELEVENTH. – Any director may be removed from office, with or without cause at any time by a three-fourths (3/4) vote of the subscribed capital stock entitled to vote.

All officers of the Corporation shall be subject to removal any time, with or without cause at any time by a three-fourths (3/4) vote of the Board of Directors.



TWELFTH. – Any management contract entered into by the Corporation shall provide, in substance, that it may be terminated at any time by the affirmative vote of three-fourths (3/4) of the outstanding voting securities of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands at Makati, Metro Manila, Philippines, on this 6th day of March 1991.

(Sgd.) FERNANDO ZOBEL DE AYALA

(Sgd.) LUCIANO E. SALAZAR (Sgd.) FELIPE A. ENAGE

(Sgd.) MAURO B. BLARDONY, JR. (Sgd.) EDUARDO U. MIRANDA

SIGNED IN THE PRESENCE OF:

(Sgd.) ALFONSO R. ZAMORA

(Sgd.) EDMUNDO A. BARCELON

(Sgd.) VIRGINIA B. CABRERA

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ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public for and in the municipality of Makati, Metro Manila, on this day personally appeared the following persons with their respective Residence Certificate, to wit:

Name	Res. Cert. No.	Date/Place Issued
Fernando Zobel de Ayala	18450905	Feb. 1, 1990 - Makati
Luciano E. Salazar	5514548	Apr. 4, 1990 - Makati
Felipe A. Enage	2147773K	Feb. 3, 1990 - Makati
Mauro B. Blardony, Jr.	1181171K	Jan. 23, 1990 - Makati
Eduardo U. Miranda	18371878K	Jan. 8, 1990 - Makati

all known to me and to me known to be the same persons whose names are subscribed to and who executed the same as an act of their free will and deed for the uses and purposes therein set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand at Makati, Metro Manila on this 6th day of March 1991.

(Sgd.) ROSARIO J. BENEDICTO
NOTARY PUBLIC
Until December 31, 1991
PTR No. 6461700
Issued at Makati, Metro Manila
On January 8, 1991

Doc. No. 173;
Page No. 36;
Book No. III;
Series of 1991.

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

SECRETARY'S CERTIFICATE

I, **VINCENT E. TOMANENG**, Filipino, of legal age, married, and with office address c/o at Taft I.T. Park, Reclamation, Mandaue City, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly elected, qualified and incumbent Corporate Secretary of **FILIPINO FUND, INC.** (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 Units 1009-1011, Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City.


2. To the best of my knowledge and in behalf of the Corporation, I hereby state 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 Board of Directors, individual directors, major corporate officers, or stockholders of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

I HAVE HEREUNTO set my hand this ____ day of JUN 26 2014 2014 in Cebu City.


VINCENT E. TOMANENG
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this ____ day of JUN 26 2014 2014, in Cebu City, affiant exhibiting and presenting to me competent evidence of his identity, Driver's License No. KOI-84-007-937, issued by the Land Transportation Office, Cebu City.

Doc. No. 384 ;
Page No. 177 ;
Book No. XXV ;
Series of 2014.


AILEEN P. LAZALA - GARROTE
Notarial Commission No. 048-12
Notary Public City of Cebu
Until December 31, 2015
Roll of Attorneys No. 46647
PTR No. 4828710 / Cebu Province / 1-3-14
IBP O.R No. 20073742 / Cebu Province / 12-10-13
MCLE Compliance No. IV-0011793 / 2-8-13
Rm. M03 Aniceta Bldg., Mezzanine
Osmeña Blvd., Capitol Site, Cebu City



DIRECTORS' CERTIFICATE

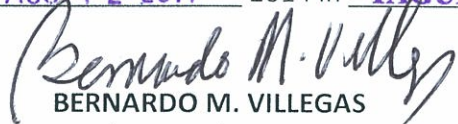
FILED
8-18-14

We, the undersigned majority members of the Board of Directors and the Corporate Secretary of **FILIPINO FUND, INC.** (the "Corporation"), hereto certify that the attached 5th Amended Articles of Incorporation of the Corporation was duly amended by an affirmative vote of the majority of the members of the Board of Directors at a meeting held at the Metro Market Market Department Store & Supermarket, Bonifacio Global City, Taguig City, on 01 April 2014, which was duly ratified by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held for that purpose at the Makati Sports Club, Leviste corner Gallardo Streets, Salcedo Vilage, Makati City, on 20 May 2014.

The amended provisions of the attached 5th Amended Articles of Incorporation are:

- (1) the Third Article which specifies the principal office address of the Corporation at Units 1009-1011, Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City; and
- (2) the Sixth Article which increases the number of directors from five (5) to seven (7).

IN WITNESS WHEREOF, we have hereunto set our hands this 12 day of AUG 12 2014 2014 in TAGUIG, Philippines.



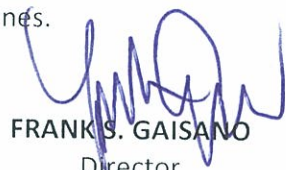
BERNARDO M. VILLEGAS
Chairman/Director
TIN: 111-622-998




MARGARET G. ANG
Director
TIN: 150-044-485



JOHN G. TAN
Director
TIN: 170-419-358



FRANK S. GAISANO
Director
TIN: 150-044-507



EDWARD S. GO
Director
TIN: 112-147-604

Countersigned by:



VINCENT E. TOMANENG
Corporate Secretary
TIN: 102-099-035



Republic of the Philippines)
TAGUIG CITY) S. S.

BEFORE ME, this AUG 12 2014 day of _____ 2014, in TAGUIG City,
personally appeared:

<u>Name</u>	<u>Government Issued ID/Passport No.</u>	<u>Expiry/Place Issued</u>
Bernardo M. Villegas	EB4802303	February 26, 2017/Manila
Frank S. Gaisano	EB0189904	May 5, 2015/Cebu City
Margaret G. Ang	XX4073392	June 30, 2014/Lucena City
Edward S. Go	XX4234129	July 27, 2014/Manila
John G. Tan	EA0000176	September 25 2014/Manila
Vincent E. Tomaneng	DL KOI-84-007-937	Jan. 16, 2014/Cebu City

known to me and to me known to be the same individuals who presented the foregoing instrument consisting of 2 pages and signed the instrument in my presence, and who took oath/affirmation before me as to such instrument.

WITNESS MY HAND AND SEAL on the date and at the place first written above.

Doc. No. 321 ;
Page No. 65 ;
Book No. 7 ;
Series of 2014.



[Signature]
DIANNE MARIE V. ROA-OARDE
Notary Public For and in the Cities of
Taguig, Pasig, San Juan, Pateros
Appointment No. 161 (2014-2015)
Until December 31, 2015, Roll No. 62649
IBP No. 925347, 01/09/14, MAKATI CITY
PTR No. 2021364, 01/07/14, Taguig City
CVCLAW CENTER 11th Avenue corner 39th Street
Bonifacio Triangle, Bonifacio Global City 1634
Metro Manila