



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

COMPANY REG. NO. ASO94-000088

**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

SM PRIME HOLDINGS, INC.
(Amending Article III thereof.)

copy annexed, adopted on April 15, 2014 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 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 27th day of May, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDED ARTICLES

SEC Registration Number

94000088

Company Name

SM PRIME HOLDINGS INC

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

MALL OF ASIA ARENA ANNEX BLDG
1012 CORAL WAY COR. JW DIOKNO
BLVD. MOA PAVAY CITY

Company's Telephone Number/s

857-012/982-3500

Contact Person

EMMANUEL C. PARAS

Contact Person's Telephone Number

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor:

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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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

SM PRIME HOLDING, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic 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:

“SM PRIME HOLDINGS, INC.”

(As amended on 24 January 1994)

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

PRIMARY PURPOSE

To acquire by purchase, exchange, assignment, gift or otherwise, and to own, use, improve, subdivide, operate, enjoy, sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in and hold for investment or otherwise, any or all properties of every kind and description and wherever situated and as to the extent permitted by law (including but not limited to real estate, whether improved or unimproved, and any interest or right therein) in order to exercise all rights, powers and privileges of ownership or any other interest therein (including the right to receive, collect and dispose of, any and all rentals, dividends, interest and income derived therefrom, the right to vote on any proprietary or other interest on any shares of the capital stock, and upon any bonds, debentures, or other securities, having voting power so owned or held, and the right to develop, conduct, operate and maintain the business of modernized commercial shopping centers and all the businesses appurtenant thereto, such as but not limited to the conduct, operation and maintenance of shopping center spaces for rent, amusement

centers, movie or cinema theaters within the compound or premises of the shopping centers, to construct, erect, manage and administer buildings such as condominium, apartments, hotels and restaurants, stores or other structures for mixed use purposes to engage in any type of real estate development and to do such other thing incidental to any of the said business, and generally, to buy, sell, acquire, mortgage, lease, exchange, assign, transfer, convey, or otherwise alternate or dispose of any of its real and/or personal properties, and any interest or right therein, including shares of stocks of corporation insofar as necessary or expedient in conducting the business of the corporation, provided that the corporation shall not engage in any business of an open-end investments company as defined in the Investment Company Act (R.A. 2629), without first complying with applicable provisions of the said Act, provided it shall not act as broker or dealer of securities. *(As amended on January 24, 1994 and as further amended on July 10, 2013).*

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouse and machineries, equipment and other personal properties as may be necessary or incidental to conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To aid in any manner any corporation, association or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise;

5. To enter any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, cooperation, with any corporation, association, partnership, syndicate, entity, person or government, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such, charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

8. To conduct or transact any and all lawful business and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, with or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the power herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the Place where the principal office and the corporation is to be established or located is at 10th Floor, Mall of Asia Arena (MAAX) Building, Coral Way cor. J.W. Diokno Blvd., Mall of Asia Complex, Brgy. 76, Zone 10, CBP-1A, Pasay City. (As amended on April 15, 2014)

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

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>
HENRY SY, SR.	Filipino	63 Cambridge Circle Forbes Park, Makati Metro Manila
FELICIDAD T. SY	Filipino	63 Cambridge Circle Forbes Park, Makati Metro Manila
TERESITA T SY	Filipino	63 Cambridge Circle Forbes Park, Makati Metro Manila
HENRTY SY, JR.	Filipino	63 Cambridge Circle Forbes Park, Makati Metro Manila
HANS T. SY	Filipino	63 Cambridge Circle Forbes Park, Makati Metro Manila
HARLEY T. SY	Filipino	63 Cambridge Circle Forbes Park, Makati Metro Manila

***SIXTH:** That the number of directors of said corporation shall be eight (8) and that the names, nationalities and residences of the 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>
HENRY SY, SR.	Filipino	63 Cambridge Circle Forbes Park, Makati Metro Manila
FELICIDAD T. SY	Filipino	63 Cambridge Circle Forbes Park, Makati Metro Manila
TERESITA T SY	Filipino	63 Cambridge Circle Forbes Park, Makati Metro Manila
HENRTY SY, JR.	Filipino	63 Cambridge Circle Forbes Park, Makati Metro Manila
HANS T. SY	Filipino	63 Cambridge Circle Forbes Park, Makati Metro Manila
HARLEY T. SY	Filipino	63 Cambridge Circle Forbes Park, Makati Metro Manila

SEVENTH: That the authorized capital stock of said corporation is **FORTY BILLION PESOS (Php40,000,000,000,00)**, Philippine Currency, and said the capital stock is divided into **FORTY BILLION⁰ (40,000,000,000)** common shares with a par value of the One Peso (Php1.00) per share. *(As amended on April 23, 2007 and as further amended on July 10, 2013).*

*As amended by the majority vote of the Board of Directors at their regular meeting held on *February 14, 2011* and by the stockholders representing at least 2/3 of the outstanding capital stock at their meeting held on *April 19, 2011*.

No stockholder of the corporation, because of his/its ownership of stock, has a preemptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the corporation. Any part of such stock or of other securities may, at anytime, be issued, optioned for sale, and sold or disposed by the corporation pursuant to resolution of the Board of Directors, to such person and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing Stockholders. This restriction shall be printed on the Stock Certificates of the Corporation. *(As amended on January 28, 1994).*

EIGHT: That the amount of said capital stock which has been actually subscribed is TWENTY FIVE MILLION PESOS (P25,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
SM INVESTMENT CORP	Filipino	2,492,000	P24,920,000.00
HENRY SY, SR.	Filipino	2,000	20,000.00
FELICIDAD T. SY	Filipino	2,000	10,000.00
TERESITA T. SY	Filipino	1,000	10,000.00
HENRY SY, JR.	Filipino	1,000	10,000.00
HANS T. SY	Filipino	1,000	10,000.00
HARLEY T. SY	Filipino	1,000	10,000.00
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	TOTAL	2,500,000	P25,000,000.00
		=====	=====

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

<u>Name</u>	<u>Amount Paid</u>
SM INVESTMENT CORP	P6,170,000.00
HENRY SY, SR.	20,000.00
FELICIDAD T. SY	20,000.00
TERESITA T. SY	10,000.00

HENRY SY, JR.	10,000.00
HANS T. SY	10,000.00
HARLEY T. SY	10,000.00

P6,250,000.00
=====

TENTH: That no issuance or transfer of shares of stocks of the corporation which would 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. This registration shall be printed or indicated to all the certificates of stock to be issued by the corporation.

ELEVENTH: That TERESITA T. SY has been elected by the subscribers as treasurer of the corporation to act as such until her successor is duly elected and shall have qualified in accordance with the By-laws, and that, as such Treasurer, he/she has been authorized to receive for the corporation, and to issue receipts in its name receipts for, all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have set our hands, this 5th day of January 1994 at Makati, Metro Manila, Philippines.

(SGD.) HENRY SY, SR.
TIN- 132-600-122

(SGD.) FELICIDAD T. SY
TIN

(SGD.) TERESITA T. SY
TIN- 139-336-978

(SGD.) HENRY SY, JR.
TIN- 106-215-722

(SGD.) HANS T. SY
TIN- 139-339-106

(SGD.) HARLEY T.SY
TIN- 100-215-483

SIGNED IN THE PRESENCE OF:

(SGD.) EFFIE REBANCOS

(SGD.) VIRGINIA MALINIT

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

BEFORE ME, a Notary Public in and for Makati, Metro Manila, Philippines, this 5th day of January 1994, personally appeared:

Name	Res. Cert. No.	Date & Place of Issue
Henry Sy, Sr.	13743303	03-04-93/Manila
Felicidad T. Sy	13743302	03-04-93/Manila
Teresita T. Sy	13743301	03-04-93/Manila
Henry Sy, Jr.	13743305	03-04-93/Manila
Hans T. Sy	13743306	03-04-93/Manila

All known to me and known to me to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first abovewritten.

Doc. No. 317;
Page No. 65;
Book No. XXXVIII
Series of 1994.

(SGD) CONSTANTINO A. MARCAIDA
Notary Public
Until December 31, 1994
PTR No. 9992540/Makati/01-29-93
TIN 132-204-784

Republic of the Philippines)
City of Makati) S.S.

SECRETARY'S CERTIFICATE

I, Emmanuel C. Paras, Filipino, of legal age, with office address at SyCip Salazar Hernandez & Gatmaitan, 4th Floor, SyCipLaw Center, 105 Paseo de Roxas, Makati City, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of SM Prime Holdings, Inc., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 10th Floor, Mall of Asia Arena Annex (MAAX) Building, Coral Way corner J.W. Diokno Boulevard, Mall of Asia Complex, Brgy. 076 Zone 10, CBP I-A, Pasay City.
2. To the best of my 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 an/or appointed directors or officers or vice versa.

MAY 19 2014
Makati, _____ day of May 2014.

Emmanuel C. Paras

EMMANUEL C. PARAS
Corporate Secretary

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

Before me, a notary public in and for the city named above, personally appeared Mr. Emmanuel C. Paras with Passport No. EC0047161 issued on January 20, 2014 at Manila, who is personally known to me to be the same person who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

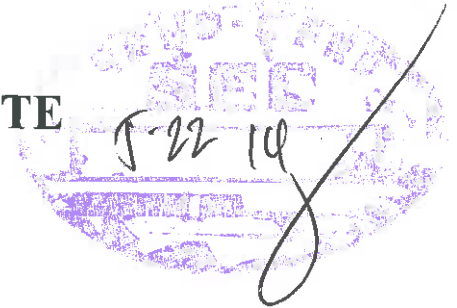
Witness my hand and seal this _____ day of **MAY 19 2014**, 2014

Doc. No. 12 ;
Page No. 4 ;
Book No. 1 ;
Series of 2014



RJL Nonato
ROSELLE JEAN L. NONATO
Notary Public for Makati City
Appointment No. M-339 until Dec. 31, 2015
Roll of Attorney No. 61947
PTR No. 4230533MC; 01/03/14; Makati City
IBR No. 946057; 01/03/14; Makati Chapter
SyCipLaw Center, 105 Paseo de Roxas
Makati City, 1226 Metro Manila
Philippines

DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Directors and the Corporate Secretary of **SM PRIME HOLDINGS, INC.** (the "Corporation"), do hereby certify that the Articles of Incorporation of said Corporation were amended by the (a) majority vote of the board directors at its regular board meeting held on April 15, 2014; and (b) by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their meeting held on April 15, 2014 at the principal office of the Corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to Article Third of the Articles of Incorporation to state the specific address of the corporation's principal office from Metro Manila to 10th Floor, Mall of Asia Arena (MAAX) Building, Coral Way cor. J.W. Diokno Blvd., Mall of Asia Complex, Brgy. 76, Zone 10, CBP-1A, Pasay City.

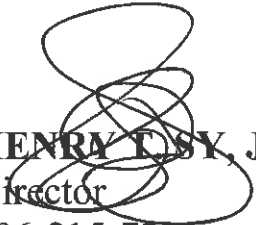
IN WITNESS WHEREOF, this Certificate has been signed on this 15th day of April 2014 at Makati City, Philippines.

ATTEST:

HENRY SY, SR.
Chairman of the Board
132-600-122



JOSE L. CUISIA, JR.
Director
135-912-030

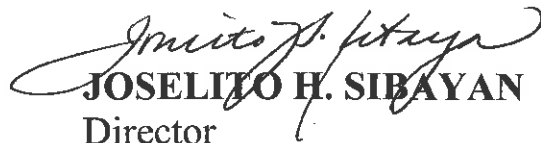

HANS T. SY
Director
139-339-978



HENRY T. SY, JR.
Director
106-215-722


HERBERT T. SY
Director
100-190-627


GREGORIO U. KILAYKO
Director
127-552-006


JORGE T. MENDIOLA
Director
139-338-477


JOSELITO H. SIBAYAN
Director
900-379-833


EMMANUEL C. PARAS
Corporate Secretary
106-198-170

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

Before me, a notary public in and for the city named above, personally appeared:

<u>Name</u>	<u>Passport/TIN No.</u>
Henry Sy, Sr.	132-600-122
Jose L. Cuisia, Jr.	135-912-030
Hans T. Sy	139-339-978
Henry T. Sy, Jr.	106-215-722
Herbert T. Sy	100-190-627
Gregorio U. Kilayko	127-552-006
Jorge T. Mendiola	139-338-477
Joselito H. Sibayan	900-379-833
Emmanuel C. Paras	106-198-170

who are personally known to me to be the same persons who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this _____ day of MAY 08 2014, 2014.

Doc. No. 354 ;
 Page No. 75 ;
 Book No. 1 ;
 Series of 2014



AGATHA KRISTY F. RAMOS
 Notary Public for Makati City
 Appointment No. M-572 until Dec. 31 2014
 Roll of Attorney No. 62514
 PTR no. 4234162MC 01/08/14, Makati City
 IBP No. 953140; 01/08/14, Makati Chapter
 SyCipLaw Center 105 Paseo de Roxas
 Makati City 1226 Metro Manila
 Philippines



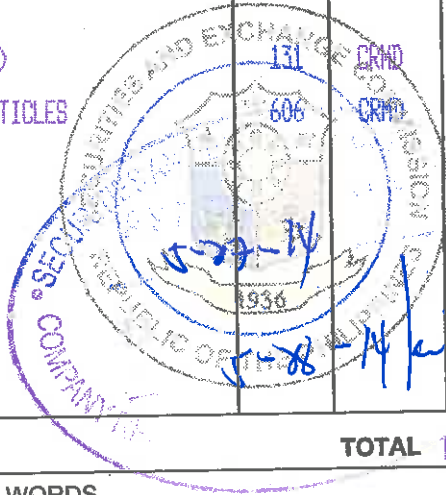
OFFICIAL RECEIPT
 Republic of the Philippines
 DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



Accountable Form No. 51 Revised 2006	ORIGINAL
DATE May 21, 2014	No. 1100345

PAYOR SM PRIME HOLDINGS INC. PASAY CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRP (A0823)	131	CRMD	10.00
AMENDED ARTICLES	606	CRMD	500.00



TOTAL PHP 510.00

AMOUNT IN WORDS
 FIVE HUNDRED TEN PESOS AND 0/100

Received	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above
Treasury Warrant, Check, Money Order Number		CarLota A. Brown COLLECTING OFFICER
Date of Treasury Warrant, Check, Money Order		O.R. No. 1100345

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.