



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

COMPANY REG. NO. 63824

**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

CITISECURITIES, INC.
(Amending Articles VI and VII thereof)

copy annexed, adopted on July 02, 2013 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 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, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/ membership certificates issuers or selling agents thereof. Neither does 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 November, Twenty Thirteen.




FERDINAND B. SALES
Acting Director

Company Registration and Monitoring Department

A M E N D E D
Articles of Incorporation
of
CITISECURITIES, INC.
(formerly B.L. TAN SECURITIES)

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of legal age and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming of a corporation under the laws of the Philippines;

AND WE DO HEREBY CERTIFY:

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

"CITISECURITIES, INC."
(as amended on 10 May 1986)

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

That the corporation shall engage primarily in the business of stock and bond brokers and dealers in securities and in all activities directly or indirectly connected therewith or incidental thereto.

INCIDENTAL PURPOSES

1. To become a member-firm of any stock exchange.
2. To act as a broker and dealer in stocks, bonds, and bullion.
3. To extend margin facilities to customers on such terms as are permitted by the exchange and by law, and in connection therewith, to negotiate with any bank for banking facilities thereto.
4. To act as underwriter of bond and security issues.
5. To buy, sell or otherwise deal in foreign exchange.
6. To the extent permitted by law, to hold interest in any form of association, e.g., an association formed to prospect for mining properties and to explore and develop the same.

7. To the extent permitted by law, to purchase, hire, own, or otherwise acquire and dispose of any lands, tenants, buildings, or property, which may be necessary or convenient for the immediate needs of the corporation and its staff.

In general, to do all things and acts necessary for the conduct and operation of the business of the corporation.


THIRD: - That the corporation shall have its principal office at Metro-Manila and may establish any other branch or office anywhere in the Philippines. (as amended on 02 June 1994)

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 are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
MARIANO SUANGCO	FILIPINO	
ANTONITA SUANGCO	FILIPINO	
BENITO TAN	CHINESE	
JULIANA CO	CHINESE	
CHU SIONG TAY	CHINESE	

SIXTH: - That the number of the Directors of said corporation shall be NINE (9) and that the names and residences of the Directors of the corporation who are to serve until their successors are elected and qualified in accordance with the By-Laws are as follows: (as approved by a majority vote of the Board of Directors in a meeting held on 2 July 2013 and by the vote of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on the same date)

<u>NAME</u>	<u>RESIDENCE</u>
MARIANO SUANGCO	
ANTONITA SUANGCO	
BENITO TAN	
JULIANA CO	
CHU SIONG TAY	

SEVENTH: - That the authorized capital stock of the corporation shall be TWO HUNDRED MILLION (P200,000,000.00) PESOS, Philippine Currency, and said capital stock shall be divided into TWO MILLION (2,000,000) SHARES of common stock with par value of ONE HUNDRED (P100.00) PESOS per share. (as approved by a majority vote of the Board of Directors in a meeting held on 2 July 2013 and by the vote of the stockholders

representing at least two-thirds of the outstanding capital stock of the Corporation on the same date)

That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than seventy percentum (70%) of the capital stock shall be allowed or permitted unless such transfer shall have been first reported to the BOI as required by the rules and regulations promulgated under R.A. 5455 and this restriction shall also be indicated in all its stock certificates.

EIGHT: - That the number of shares and amount actually subscribed is ONE MILLION FOUR HUNDRED THOUSAND PESOS (Php1,400,000.00) and the following persons subscribed to the number of shares indicated at their respective names to wit:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
MARIANO SUANGCO	5,600	₱560,000.00
ANTONITA SUANGCO	4,200	₱420,000.00
BENITO CHAN	2,800	₱280,000.00
JULIANA CO	700	₱70,000.00
CHU SIONG TAY	700	₱70,000.00
TOTAL	14,000	₱1,400,000.00

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

<u>NAME</u>	<u>AMOUNT PAID IN SUBSCRIPTION</u>
MARIANO SUANGCO	₱400,000.00
ANTONITA SUANGCO	₱300,000.00
BENITO CHAN	₱200,000.00
JULIANA CO	₱50,000.00
CHU SIONG TAY	₱50,000.00
TOTAL	₱1,000,000.00

TENTH: - That the stockholders desiring to dispose or sell their holdings shall first give THIRTY (30) DAYS of preference or option in writing to the corporation at a price of not more than the book value of said shares as per last balance sheet duly approved by the corporation, then also in writing to the other stockholders at the same period and price after

which to whomsoever the parties, but in no case shall price be less than the first offered to the corporation or stockholders. Any sale or transfer in violation of the above shall be null and void and said condition shall be indicated in the stock certificate of the corporation.

ELEVENTH: - That MARIANO SUANGCO has been elected by the Subscribers as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the By-laws, and that as such Treasurer, he has been authorized to receive for the corporation and to receive in his name all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, the incorporators have hereby set their hands this 23rd day of September, 1975, in the City of Manila, Philippines.

(SGD) MARIANO
SUANGCO
TAN 1549-264-8
ICR 12172
Dtd 7.21.60

- spouses -

(SGD) ANTONITA
SUANGCO
TAN 1549-264-8
ICR 12173
Dtd 7.21.60

- spouses -

(SGD) BENITO TAN
TAN 1560-562-9
ACR 001977
Dtd 2.9.67

(SGD) JULIANA CO
TAN 1560-562-9
ACR 234915
Dtd 2.24.75

(SGD) CHU SIONG TAY
TAN 1141-819-0
ACR 13330
Dtd 10.13.50

SIGNED IN THE PRESENCE OF:

(SGD) _____
Witness

(SGD) _____
Witness

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

ACKNOWLEDGEMENT

BEFORE ME, this 23rd day of September, 1975 at the City of Manila,
personally appeared:

MARIANO SUANGCO		Jan. 6, 1975	Manila
ANTONITA SUANGCO		Jan. 6, 1975	Manila
BENITO CHAN		Jan. 9, 1975	Quezon City
JULIANA CO		Jan. 16, 1975	Manila
CHU SIONG TAY		Jan. 7, 1975	Manila

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

WITNESS MY HAND AND SEAL.

(SGD)
Notary Public
Until Dec. 31,
1976

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

TREASURER'S AFFIDAVIT

MARIANO SUANGCO, being first duly sworn, deposes and says:

That on the 23rd day of September, 1975, he was duly elected by the subscribers named in the foregoing Articles of Incorporation to act as Treasurer until his successor is duly elected and qualified in accordance with the By-laws of the corporation and that, as such Treasurer, he has been authorized to receive in the name of the corporation all subscriptions of the capital stock paid in by the subscriber;

That ONE MILLION FOUR HUNDRED THOUSAND PESOS (P1,400,000.00) worth of stock with the par value of ONE HUNDRED (P100.00) PESOS each shares has been actually subscribed, and that of said subscription ONE MILLION PESOS (P1,000,000.00) in cash have been actually paid and transferred to him in trust and received by him for the benefit and to the credit of the corporation;

That pursuant to law, he certifies that at least TWENTY PER CENTUM (20%) of the entire number of the authorized shares of capital stock has been subscribed and at least TWENTY FIVE (25%) PER CENTUM of the subscription has been actually paid to him and received by him in trust and for the benefit and to the credit of the corporation.

(SGD) MARIANO
SUANGCO
Treasurer

SUBSCRIBED AND SWORN to before me this 23rd day of September, 1975, affiant exhibiting to me his Residence Certificate No. A-355596 issued at Manila on January 6, 1975.

(SGD)
Notary Public
Until Dec. 31, 1976

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