



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. No. 0000158561

**CERTIFICATE OF FILING**

**AMENDED ARTICLES OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the amended articles of incorporation of the

**UCPB LEASING AND FINANCE CORPORATION**  
**(Amending Articles III & VII thereof)**

copy annexed, adopted December 20, 2012 and April 28, 2014 by a majority vote of the Board of Directors and on January 31, 2013 and May 15, 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 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 this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

This replaces certificate signed on September 18, 2014 which erroneously stated A1997-20564 instead of 0000158561.

**IN WITNESS WHEREOF**, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 8<sup>th</sup> day of January, Twenty Fifteen.



**FERDINAND B. SALES**

Director

Company Registration and Monitoring Department



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 0000158561

**CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK**

**KNOW ALL PERSONS BY THESE PRESENTS:**

This is to certify that the Increase of capital stock of the

**UCPB LEASING AND FINANCE CORPORATION**

from P500,000,000.00 divided into 5,000,000 shares of the par value of P100.00 each to P1,000,000,000.00 divided into 10,000,000 shares of the par value of 100.00 each, approved by a majority of the Board of Directors on December 20, 2012 and the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on January 31, 2013 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

This replaces certificate signed on September 18, 2014 which erroneously stated A1997-20564 instead of 0000158561.

**IN WITNESS WHEREOF**, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 8<sup>th</sup> day of January, Twenty Fifteen.

  
**FERDINAND B. SALES**  
Director

**Company Registration and Monitoring Department**



**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**UCPB LEASING AND FINANCE CORPORATION**  
**(formerly: Unilease and Finance Corporation)**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, and residents of the Philippines, have this day voluntarily associated ourselves together in the organization of a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY THAT -

FIRST - That the name of the Corporation shall be:

**UCPB LEASING AND FINANCE CORPORATION**  
**(Formerly: Unilease and Finance Corporation)**

SECOND - That the purposes for which the Corporation is organized are:

**PRIMARY PURPOSES**

To engage in the general financing and investment business, particularly the following:

1. To purchase or otherwise acquire, own, hold, collect, obtain an interest in, discount, assign, sell, exchange, rediscount, negotiate, indorse, pledge, hypothecate, mortgage, or otherwise dispose of and generally deal in and with accounts receivable, notes receivable, drafts, bills of exchange, letters of credit, and otherwise, all kinds of indebtedness or obligations for the payment of money owed by any person, partnership, corporation or firm;
2. To purchase or otherwise acquire, own, hold, obtain an interest in, sell, exchange, pledge, hypothecate, mortgage, or otherwise dispose of and generally deal in and with shares of stock, bonds, debentures, voting trust certificates, land trust, certificates, warrants, scrips and all kinds of securities, and to exercise all the rights, powers, and privileges

appertaining thereto subject to the provisions of any applicable law or laws;

3. To extend credit facilities for, and otherwise assist in the establishment, operation, development, expansion and/or reorganization of industrial, commercial, agricultural, and other productive or profitable enterprises.
4. To purchase, acquire, and take over all or any part of the rights, assets, business and property of any person, partnership, corporation or association whose rights, assets, business or property may be purchased, acquired, or taken over;
5. To perform managerial, administrative, promotional and/or collection services, in connection with the financial operation of any business, property, or enterprises of any person, partnership, corporation, or firm;
6. To purchase, acquire, own, hold, rent, take option on, invest in, sell, exchange mortgage, lease, sub-lease, or otherwise dispose of and generally deal in and with real property, whether improved or unimproved, in so far as may be permitted by law;
7. Subject to the provisions of any applicable law or laws and as may be incidental to the financing business of the Corporation, to purchase, acquire, own, hold, rent, sell, exchange, lease, let or hire out automotive, agricultural, industrial and/or office equipment, and machineries;
8. To borrow or raise money, to make, draw, accept, indorse, execute, and issue bonds, debentures, notes, or other obligations of any nature for money so borrowed or in payment for property purchased or for any other objects or purposes of the Corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or pledge of, or conveyance or assignment in trust of, any property of the Corporation.

#### SECONDARY PURPOSES

1. To act as a general agent of any company, whether domestic or foreign, except insurance agency, or as a commercial broker, factor, indentor, commission merchant, or representative of any person, partnership, corporation or firm engaged in any lawful business, industry, or enterprises;

2. To carry on a general import and export business; to buy, sell, or otherwise deal in wholesale quantities in all goods and merchandise, which are the lawful objects of commerce;
3. Within the limits allowed by law, to make loans with or without such security as the Board of Directors may think fit;
4. To engage in a credit card transactions or to have corporate tie-up with other corporation engaged in such business.

To carry out the foregoing primary and secondary purposes, the Corporation shall have, among others, the following powers:

1. To acquire by purchase, lease, contract, concession, registration, or otherwise any and all trade names, brands, trade marks, labels, copyrights, patents, inventions, designs, processes, factories, installations, plants, shops, facilities, options, options, concessions, franchises, privileges, easements, estate, interests, and properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in connection with the conduct of any business in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange, or otherwise dispose of the whole or any part of thereof;
2. To enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county territory, province, state, government or colony or dependency thereof, obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to carry out, perform or comply with such contracts or arrangements and exercise any such rights, privileges and concessions;
3. To carry out all or any part of the foregoing purposes as principal, agent, factor, trustee, licensee, concessionaire, contractor or otherwise, either, alone or in conjunction with any other person, firm association, corporation, or entity, whether government or private;
4. To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purposes herein enumerated or which shall at any time appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities, and attributes conferred upon corporations organized under the laws of the Philippines in general and upon domestic corporations of like nature in particular.

**THIRD - That the principal office of the Corporation shall be located at the 14<sup>th</sup> Floor, UCPB Corporate Offices, 7907 Makati Avenue, Makati City. (As amended on May 15, 2014 by the Stockholders and on April 28, 2014 by the Board.)**

FOURTH - That the Corporation shall exist for a period of FIFTY (50) years from and after the date of incorporation.

FIFTH - That the name and address of the incorporators of the Corporation are as follows;

NAME	ADDRESS
Ramon Y. Sy	15 <sup>th</sup> Floor, UCPB Bldg., Makati Ave., Makati, M. M.
Enrique M. Herbosa	14 <sup>th</sup> Floor, UCPB Bldg., Makati Ave., Makati, M. M.
Vicente A. Casiño, Jr.	13 <sup>th</sup> Floor, UCPB Bldg., Makati Ave., Makati, M. M.
Angelo V. Manahan	4 <sup>th</sup> Floor, UCPB Bldg., Makati Ave., Makati, M. M.
Norberto M. Maronilla	14 <sup>th</sup> Floor, UCPB Bldg., Makati Ave., Makati, M. M.

SIXTH - That the number of Directors of the Corporation shall be seven (7) and the names and addresses of the Directors of the Corporation who are to serve until their successors are elected and qualified as provided in the By-Laws are as follows:

NAME	ADDRESS
Ramon Y. Sy	15 <sup>th</sup> Floor, UCPB Bldg., Makati Ave., Makati, M. M.
Enrique M. Herbosa	14 <sup>th</sup> Floor, UCPB Bldg., Makati Ave., Makati, M. M.
Vicente A. Casiño, Jr.	13 <sup>th</sup> Floor, UCPB Bldg., Makati Ave., Makati, M. M.
Angelo V. Manahan	4 <sup>th</sup> Floor, UCPB Bldg., Makati Ave., Makati, M. M.
Norberto M. Maronilla	14 <sup>th</sup> Floor, UCPB Bldg., Makati Ave., Makati, M. M.

**SEVENTH - That the authorized capital stock of the Corporation is ONE BILLION PESOS (P1,000,000,000.00), Philippine Currency, divided into TEN MILLION (10,000,000) Common Shares with a par value of ONE HUNDRED PESOS (P100.00) per share. (As amended on January 31, 2013 by the Stockholders and on December 20, 2012 by the Board.)**

No transfer of stock, or any interest therein, which would 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 proper books and this restriction shall be indicated in all of the Corporation's Certificates of Stocks;

EIGHTH - That the amount of the entire capital stock which has been actually subscribed is TEN MILLION PESOS (P10,000,000.00) and that the following persons have subscribed for the number of the shares and amount of capital stock set forth opposite their respective name:

NAME	NO. OF SHARES SUBSCRIBED	AMOUNT OF CAPITAL STOCK SUBSCRIBED
Ramon Y. Sy	1	P 100.00
Enrique M. Herbosa	1	100.00
Vicente A. Casiño, Jr.	1	100.00
Angelo V. Manahan	1	100.00
Norberto M. Maronilla	1	100.00
United Coconut Planters Bank	99,995	P 9,999,500.00
TOTAL :	100,000	P10,000,000.00

NINTH - That the above-named subscribers have paid on the share of capital stock for which they have subscribed the amount set forth opposite their respective name:

NAME	AMOUNT PAID ON SUBSCRIPTION
Ramon Y. Sy	P 100.00
Enrique M. Herbosa	100.00
Vicente A. Casiño, Jr.	100.00
Angelo V. Manahan	100.00
Norberto M. Maronilla	100.00
United Coconut Planters Bank	9,999,500.00
TOTAL :	P 10,000,000.00

TENTH - That NORBERTO M. MARONILLA has been elected by the subscribers as the 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 receipt in its name for all subscription paid in by subscribers.

IN WITNESS WHEREOF, we have hereunto signed these presents this 12th day of October, 1988 in Makati, Metro Manila.

(SGD) RAMON Y. SY

(SGD) ENRIQUE M. HERBOSA

(SGD) VICENTE A. CASIÑO, JR.

(SGD) ANGELO V. MANAHAN

(SGD) NORBERTO M. MARONILLA

SIGNED IN THE PRESENCE OF:

(SGD) MANUEL C. MOYCO

(SGD) MONINA A. ALEGRE

A C K N O W L E D G M E N T

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

BEFORE ME, Notary Public for and in Makati, Metro Manila, personally appeared:

<u>NAME</u>	<u>RES. CERT. NO.</u>	<u>DATE/PLACE OF ISSUE</u>
Ramon Y. Sy	14200353	02-24-88/Makati
Enrique M. Herbosa	3232926	04-15-88/Makati
Vicente A. Casiño, Jr.	2184184	03-07-88/Makati
Angelo V. Manahan	9015609	02-03-88/Pasig
Norberto M. Maronilla	2182644	03-04-88/Makati

all known and to me known to be the same persons who executed the foregoing instrument which they acknowledged before me to be their own free act and voluntary deed.

WITNESS MY HAND AND SEAL, this 12th day of October, 1988, at Makati, Metro Manila.

(SGD) EDWARD E. MARTIN  
Notary Public

Doc. No. 472;  
Page No. 96;  
Book No. I;  
Series of 1988.