



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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



Securities and Exchange Commission
PHILIPPINES

Company Reg. No. ASO93-00950

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

ANGELES POWER, INC.
[Amending Article II primary purpose thereof]

copy annexed, adopted on July 11, 2006 by a majority vote of the Board of Directors and 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.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 17th day of October, Two Thousand Six.

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BENITO A. CATARAN:53:07 AM 05/06/2022

Director

Company Registration and Monitoring Department

JLR/ghb

CERTIFIED TRUE COPY 1
Page 1 Of 8 pages MAY 11 2022
Verified by: R. DE CASTRO Date Issued:

COVER SHEET

AS09300950

S.E.C. Registration Number

9/4 9/7

Securiti
Exch
Comm
PHILIPPINES

ANGELES POWER, INC.

(Company's Full Name)

1905 ROBINSONS EQUITABLE TOWER
ADB AVE COR POVEDA ORT PASIG

(Business Address : No. Street City / Town / Province)

ARSENIO VALDES

Contact Person

6366486-88

Company Telephone Number

Month Day Fiscal Year

FORM TYPE

Month Day Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Primary Purpose (Additional)

Amended Articles Number/Section

55

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

File Number

Document I.D.

STAMPS

To be accomplished by SEC Personnel concerned

Cashier

Can D/F
FS - 2005
GIS - 2000
Kardist page 5 and
Transfer Book
Indorsement

Remarks = pls. use black ink for scanning purposes

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(w/ monitoring)

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BY JLR
10/3/09

10/3
① adoption date in DC

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Page 2 of 8 pages
Verified by: R. DE CASTRO Date Issued: MAY 11 2022

AMENDED
ARTICLES OF INCORPORATION
OF
ANGELES POWER, INC.



KNOW ALL MEN BY THESE PRESENTS:

That We, all of whom are of legal age, citizens and residence of the Philippine, 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 corporation shall be:

“ANGELES POWER, INC.”

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

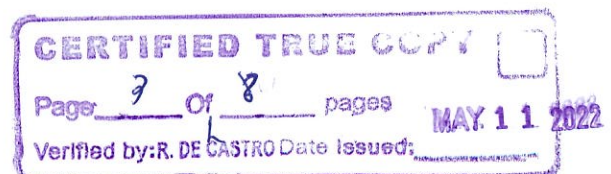
PRIMARY PURPOSE

To design, construct, erect, assemble, commission and operate power generating plants and related facilities for the generation and supply of electric power utilizing any fuel or energy source; provided, that, in no event shall the Corporation itself engage in the business of a public utility without first obtaining the necessary government licenses.

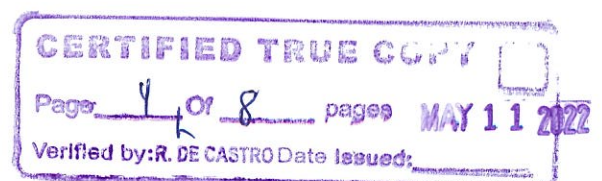
To provide ancillary services and to supply services such as billing, collection, customer service, energy trading and electricity sales for the contestable market and other customers who are not end-users. (AS AMENDED ON JULY 11, 2006)

SECONDARY PURPOSES

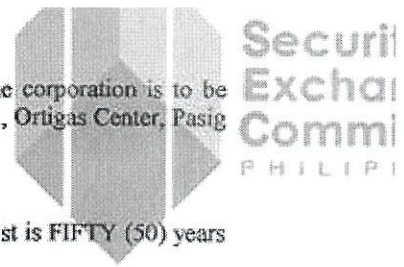
1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, 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 the mortgage, pledge, deed of trust or lieu 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 its properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose and 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 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 into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, 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, 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 of agencies and to carry on any of 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 and transact any and all lawful business, and to do or cause to be done anyone 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 do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of anyone of more of the powers 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 of the corporation is to be established or located at Rm. 1905 Robinsons-PCIB Tower, ADB Ave., Ortigas Center, Pasig City, Philippines, AS AMENDED ON OCTOBER 14, 1999.



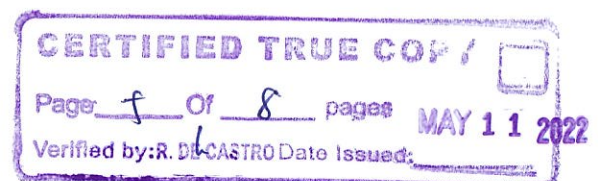
FOURTH: That the term of which said corporation is to exist is FIFTY (50) years from and after the date of Incorporation.

FIFTH: That the names, nationalities and residences of the incorporators of said corporation are as follows:

<u>NAMES</u>	<u>NATIONALITY</u>	<u>RESIDENCES</u>
Micahel A. Osmena	Filipino	#34 Baguio St., Alabang Hills Subd. Alabang, Metro Manila
Geromin T. Nepomuceno	Filipino	#13 St. Joseph St., Villa Teresa Subd., Angeles City
Francisco N. Valdes	Filipino	#321 Lirio St., Palm Village, Makati
Jaime N. Mapua	Filipino	#1325 Gloriosa St., Dasmarinas Vill. Makati, Metro Manila
Juanchito S. Nepomuceno	Filipino	#13 Cauliflower St., Valle Verde 5, Pasig, Metro Manila
Hector D. Domondon	Filipino	#11 San Francisco St., Bo. Kapitolyo Pasig, Metro Manila
Peter G. Nepomuceno	Filipino	#19 St. Joseph St., Villa Teresa Subd Angeles City

SIXTH: That the number of directors of said corporation shall be seven (7) and 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>RESIDENCES</u>
Micahel A. Osmena	Filipino	#34 Baguio St., Alabang Hills Subd. Alabang, Metro Manila
Geromin T. Nepomuceno	Filipino	#13 St. Joseph St., Villa Teresa Subd., Angeles City
Francisco N. Valdes	Filipino	#321 Lirio St., Palm Village, Makati
Jaime N. Mapua	Filipino	#1325 Gloriosa St., Dasmarinas Vill. Makati, Metro Manila
Juanchito S. Nepomuceno	Filipino	#13 Cauliflower St., Valle Verde 5, Pasig, Metro Manila
Hector D. Domondon	Filipino	#11 San Francisco St., Bo. Kapitolyo Pasig, Metro Manila
Peter G. Nepomuceno	Filipino	#19 St. Joseph St., Villa Teresa Subd Angeles City



SEVENTH: That the capital stock of said corporation is ONE BILLION PESOS (P1,000,000,000.00), Philippine Currency, and said capital stock is divided into TEN MILLION SHARES (10,000,000) shares of the par value of ONE HUNDRED (P100.00) PESOS each. (As amended on October 14, 1999).

EIGHT That the amount of said capital stock which has been actually subscribed is EIGHT HUNDRED MILLION PESOS (P800,000,000.00), and the following persons have subscribed for the number of shares with the amount of capital stock set out after their respective names:

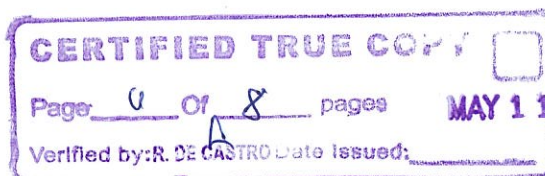
<u>NAMES</u>	<u>CITIZENSHIP</u>	<u>NO. OF SHARES</u>	<u>CAPITAL STOCK SUBSCRIBED</u>
Michael A. Osmena	Filipino	20,000	P2,000,000.00
Geromin T. Nepomuceno Jr.	Filipino	20,000	P2,000,000.00
Francisco N. Valdes	Filipino	20,000	P2,000,000.00
Jaime N. Mapua	Filipino	20,000	P2,000,000.00
Juanchito S. Nepomuceno III	Filipino	20,000	P2,000,000.00
Hector D. Domondon	Filipino	20,000	P2,000,000.00
Peter G. Nepomuceno	Filipino	20,000	P2,000,000.00
TGN Realty Corporation	Filipino	70,000	P7,000,000.00
Juan D. Nepomuceno Sons, Inc.	Filipino	70,000	P7,000,000.00
Angeles Electric Corporation	Filipino	220,000	P22,000,000.00
TOTAL		500,000	P50,000,000.00

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>NAMES</u>	<u>AMOUNT PAID</u>
Michael A. Osmena	P 500,000.00
Geromin T. Nepomuceno Jr.	P 500,000.00
Francisco N. Valdes	P 500,000.00
Jaime N. Mapua	P 500,000.00
Juanchito S. Nepomuceno III	P 500,000.00
Hector D. Domondon	P 500,000.00
Peter G. Nepomuceno	P 500,000.00
TGN Realty Corporation	P 1,750,000.00
Juan D. Nepomuceno Sons, Inc.	P 1,750,000.00
Angeles Electric Corporation	P 5,500,000.00
TOTAL	
	P12,500,000.00

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TENTH: That no issuance or transfer of shares of stock 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 restriction shall be printed or indicated in all certificates of stock to be issued by the corporation.

ELEVENTH: That PETER G. NEPOMUCENO has been elected by the subscribers as Treasurer of the corporation to act as such until his/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 in its name receipts for, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 2nd day of February, 1992 at Manila, Philippines.

(SGD.) MICHAEL A. OSMENA

(SGD.) FRANCISCO N. VALDES

(SGD.) GEROMIN T. NEPOMUCENO JR.

(SGD.) HECTOR D. DOMONDON

(SGD.) JAIME N. MAPUA

(SGD.) PETER G. NEPOMUCENO

(SGD.) JUANCHITO S. NEPOMUCENO III

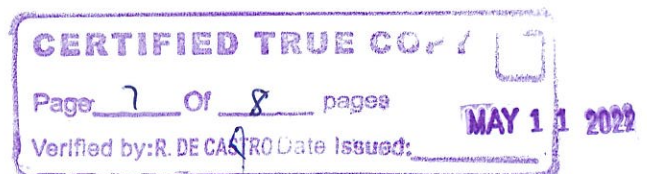
SIGNED IN THE PRESENCE OF:

(SGD.) VILMA Q. REPARADO

(SGD.) EMELITA C. ORDONA

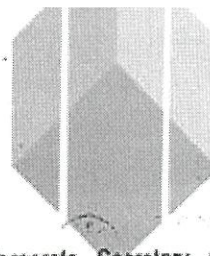
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(STOCK CORPORATION)

DIRECTORS' CERTIFICATE



Securities Exchange Commission PHILIPPINES

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the directors and the Corporate Secretary of ANGELES POWER, INC., do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on JULY 11, 2006 at the principal office of the corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to PRIMARY PURPOSE (in addition to the existing) - To provide ancillary services such as billing, collection, customer service, energy trading and electricity sales for the contestable market and other customers who are not end-users. (AS AMENDED ON JULY 11, 2006)

In witness whereof, we have hereunto signed this certificate this 11th day of August 2006 at MANILA

Peter G. Nepomuceno, Juan S. Nepomuceno, Melissa N. Mapua, Arsenio N. Valdes, Corporate Secretary

Geromin T. Nepomuceno, Rafael N. Mapua, Darrel Charles N. Wilkerson

SUBSCRIBED AND SWORN to before me this 11th day of August 2006 in Manila by the above-named persons who exhibited to me their Community Tax Certificates as follows:

Table with 3 columns: NAME, COMM. TAX CERT NO., DATE/PLACE ISSUED. Lists names like Peter G. Nepomuceno, Geromin T. Nepomuceno, Juan S. Nepomuceno, Melissa N. Mapua, Darrel Charles N. Wilkerson, Arsenio N. Valdes, Rafael N. Mapua with their respective tax cert numbers and issue dates.



MARIO G. SERRANO, NOTARY PUBLIC, Until december 31, 2006, PTR#45471831/01.02.06/Mla, IBP#631309/02.26.06/Mla, Roll # 27197

Doc. No. 137, Page No. 29, Book No. XXXIX, Series of 20 06

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