



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. 102415

**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

ZEUS HOLDINGS, INC.
[Amending Article III thereof.]

copy annexed, adopted on November 17, 2015 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 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 4th day of February, Twenty Sixteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



AMENDED
ARTICLES OF INCORPORATION
OF
ZEUS HOLDINGS INC.*
(formerly, JR Garments Corporation)

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST: That the corporate name of the said corporation shall be "ZEUS HOLDINGS, INC." (formerly, JR Garments Corporation)**

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

PRIMARY PURPOSE

To purchase, subscribe for or otherwise acquire and own, hold, use, manage, develop, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, debentures, notes, evidences of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part, in cash or by exchanging therefor stocks, bonds or other evidences of indebtedness or securities of this or any other corporation, while the owner or holder of any such real or personal property, to collect, receive and dispose of the interest, dividends and income arising from such property and to possess and exercise in respect thereof all the rights, powers

* (As amended on 30 August 1996)

** (As amended on 30 August 1996)

and privileges of ownership, including all voting powers on any stock so owned, without however engaging in dealership in securities or in the stock brokerage business or in the business of an investment company under the Investment Company Act and to do any act designed to protect, preserve, improve or enhance the value of, any real or personal property at any time held or controlled by the corporation or in which it at that time may be interested.

Secondary Purposes

1. To locate, purchase, lease and otherwise acquire mineral claims and/or petroleum concessions anywhere in the Philippines, and to hold and operate such claims and petroleum concessions; to acquire, own and use water rights, mill sites and mills incident to the treatment of gold and other mineral bearing ores or petroleum and earth; and to do all things incident to the general business of mining;

2. 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 corporation 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;

3. 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, 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 process of its lawful business.

4. 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 interests 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;

5. 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;

6. 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.

7. 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;

8. 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;

9. To distribute the surplus profits of the corporation to the stockholders thereof in cash or in kind, namely properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and

10. To conduct and 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, 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 any one 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 principal office of the corporation is located at the 21st Floor, Lepanto Building, 8747 Paseo de Roxas, Barangay Bel-Air, Makati City.

FOURTH: That the term for which the 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>Citizenship</u>	<u>Residence</u>
PAZ O. VALENZUELA	Filipino	Valenzuela, Bulacan
ALICIA C. MACLAN	Filipino	Arellano Street, Malabon Metro Manila
REYNALDO DE LOS SANTOS	Filipino	1231-B.F. Huertas Street, Sta. Cruz, Manila
PAULINO C. PETRALBA	Filipino	138 H. V. dela Costa Street, Salcedo Village Makati City
REMIE A. NOVAL	Filipino	138 H.V. dela Costa Street, Salcedo Village Makati City

* (As amended on 30 August 1996)

** As amended at the Regular Meeting of the Board of Directors and Annual Stockholders' Meeting both held on 17 November 2015.

NAMES	RESIDENCES
PAZ C. VALENZUELA	Valenzuela, Bulacan
ALICIA C. MACLAN	Arellano Street, Malabon, Metro Manila
REYNALDO DE LOS SANTOS	1231 B.F. Huertas Street, Sta. Cruz, Manila
PAULINO C. PETRALBA	138 H.V. Dela Costa Street, Salcedo Village, Makati City
REMIE A. NOVAL	138 H.V. Dela Costa Street, Salcedo Village, Makati City

SEVENTH: That the capital stock of said Corporation is THREE BILLION PESOS (P3,000,000,000.00), Philippine Currency, and said capital stock is divided into THREE BILLION SHARES (3,000,000,000) with the par value of One Peso (P1.00) per share.*

No transfer of stock or interest which will reduce ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restrictions shall be indicated in all the stock certificates issued by the corporation.

No stockholder shall, because of his ownership of stock of the Corporation, have any preemptive right or other preferential right to purchase, subscribe for, or take any part of any stock or of any other securities convertible into or carrying option or warrants to purchase stock of the Corporation. Any part of any such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to a resolution of its Board of Directors, without first offering such stock or securities or any part thereof to existing stockholders of the Corporation.*

EIGHTH: That the amount of the capital stock which has been actually subscribed is TWO HUNDRED FIFTY THOUSAND PESOS (P250,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock set out after their names:

* (As amended on 21 March 1991 and 14 October 1996)

* (As amended on 30 August 1996)

IN WITNESS WHEREOF, we have hereunto affixed our signatures this 7th day of December, 1981 at Makati, Metro Manila, Philippines.

(SGD.) PAZ O. VALENZUELA
TAN B4523-J2133-A-4

(SGD.) ALICIA C. MACLAN
TAN M2450-F2035-A-0

(SGD) REYNALDO DE LOS SANTOS
TAN 3947-595-9

(SGD.) PAULINO C. PETRALBA
TAN 4830-153-5

(SGD.) REMIE A. NOVAL
TAN 3490-06808

SIGNED IN THE PRESENCE OF:

(SGD.) ANTONIO B. ALAYON

(SGD.) Illegible

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public in and for Makati, Metro Manila, Philippines, personally appeared the following persons with their respective Residence Tax Certificates as follows:

<u>Name</u>	<u>Res. Tax Cert. No.</u>	<u>Date/Place Issued</u>
PAZ O. VALENZUELA	14299463	2/16/81 Makati, Metro Manila
ALICIA C. MACLAN	695010	2/27/81 Manila
REYNALDO DE LOS SANTOS	14639881P	3/2/81 San Juan, Manila
PAULINO C. PETRALBA	14276081P	2/11/81 Makati

REMIE A. NOVAL

14276152

2/11/81 Makati

all known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledged to me that the same is their free act and voluntarily act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal this 9th day of December 1981 at Makati, Metro Manila, Philippines.

(SGD.) SOFRONIO A. LARCIA
NOTARY PUBLIC

Until December 31, 1982

PTR # 0721543 issued on 1/6/81 at Makati

Doc. 188;
Page No. 38;
Book No. II;
Series of 1981.