



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 15393

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

**HOUSE OF INVESTMENTS, INC.**  
(Amending Article VII thereof)

copy annexed, adopted on April 25, 2023 by a majority vote of the Board of Directors and on July 21, 2023 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 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 to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 29th day of December, Twenty Twenty Three.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION

OF

**HOUSE OF INVESTMENTS, INC.**

**(Formerly: HOUSE OF INVESTMENTS, INC. DOING BUSINESS ALSO UNDER THE NAMES OF HONDA CARS QUEZON CITY, HONDA CARS MANILA, HONDA CARS MARIKINA, HONDA CARS FAIRVIEW, HONDA CARS TANDANG SORA, HONDA CARS MARCOS HIGHWAY, ISUZU MANILA, ISUZU COMMONWEALTH, ISUZU GREENHILLS AND ISUZU LEYTE)**

KNOW ALL MEN BY THESE PRESENTS:

That We, a majority of whom are of legal age, and residents of the Philippines, have this date voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY

FIRST - That the NAME of said corporation shall be: **House of Investments, Inc.** (As amended by the Board of Directors in a regular meeting held on March 30, 2020 and ratified by the stockholders in its annual meeting held on August 17, 2020)

SECOND - That the PURPOSE for which such corporation is formed are:

1. PRIMARY PURPOSE - That the principal purpose for which the corporation is formed is to carry on the business of a holding and management company in all the elements and details thereof, and which consists principally in the following operations:
  - a. To purchase, become interested in, receive, own, hold, invest, sell, negotiate, exchange, transfer, assigns, mortgage, pledge, turn to account, realize upon and otherwise acquire and dispose of securities of every kind, character and description, issued or created by or secured upon the property, income or revenues of individuals, associations, public and private corporations, the Philippines, its agencies and instrumentalities, or any territory, state, country, city, town, district or other political subdivision; and to acquire or become interested in any such securities by subscription, participation in syndicates, purchase, exchange or otherwise. The term "securities" whenever used herein, shall be consistent with the context, and without limiting the generality of the foregoing, include shares of stock (preferred, common and debentures), scrip, purchase or subscription warrants, options or other rights, voting trust certificates, certificates of interest or participation in any profit sharing agreements or pre-organization certificates, fractional or undivided interest in oil, gas or other mineral rights, investment contracts, evidences of interest, ownership, or indebtedness, call or time loans, notes, acceptances, bills

of exchange, commercial paper, choses in action, bonds, debentures, mortgages, collateral trust certificates, and in general any interest or instrument commonly known as securities, or any certificate of interest or participation in, any temporary or interim certificate for, or receipt for, any of the foregoing, and any security, negotiable or non-negotiable, secured or unsecured, and however, described (As amended on October 14 and November 4, 1992)

- b. To exercise all rights, powers and privileges with reference to or incident to ownership, use and enjoyment of any such securities, including, but without limitation, the right, power and privileges to own, vote, hold, purchase, sell, negotiate, assign, exchange, transfer, mortgage, pledge or otherwise deal with, dispose of, use, exercise or enjoy any rights, title, interest powers or privileges under or with reference to any such securities; and to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any of such securities, or designed to accomplish any such purpose.
- c. To buy, sell, mortgage, encumber, hold, own, exchange, rent or otherwise acquire and dispose of, and to develop, improve, manage, subdivide, and generally to deal and trade in real property, improve and unimproved and wheresoever situated; and to build, erect, construct, alter and maintain buildings, structures, and other improvements on real property.
- d. To borrow or raise money for any of the purposes of the corporation, and, from time to time with limit as to amount, to draw, make, accept, endorse, execute and issue bonds, debentures, notes, drafts, acceptance, bills of exchange, warrants and other negotiable or non-negotiable instruments and evidences of indebtedness and other securities; and to secure the payment thereof and of the interest thereon by mortgage upon or pledge of, or conveyance or assignment in trust of, the whole or any part of the property and franchises of the Corporation, real, personal, and mixed, tangible or intangible and wheresoever situated, whether at the time owned or thereafter acquired; and to issue, sell, negotiate, pledge, or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.
- e. To acquire all or any part of the good will, rights, property and business of any individual, association or corporation; to pay for the same in cash or in shares of stock, bonds, notes or other obligation of the Corporation, or otherwise. To hold, utilize, operate, reorganize, liquidate, and in any manner dispose of the whole or any part of the good will, rights, property and business so acquired; to assume in connection therewith the whole of any part of the liabilities and



obligations of any such person, association or corporation; and to conduct in any lawful manner the whole or any part of the business thus acquired.

- f. To purchase, sell and transfer, re-acquire, hold, trade and deal in, the bonds, debentures and other securities of the Corporation, from time to time, to such extent and in such manner and upon such terms as the Board of Directors shall, consistent with law and the provision of this Articles of Incorporation, determine; and to purchase and re-acquire, from time to time, the shares of its own capital stock; provided, however, that the Corporation shall not have power to trade or deal in the shares of its own stock, and all such shares purchased or reacquired by the Corporation shall be cancelled and shall not be re-issued except as provided by the Board of Directors.
- g. To purchase or otherwise acquire, own, hold, exchange, assign, transfer, mortgage, or otherwise dispose of, personal property of all kinds, including, but without limitation, commodities, specie, and foreign exchange, to the extent permitted by law.

## 2. SECONDARY PURPOSE –

- a. To engage in the sale and distribution of automobiles, motor cars, motor trucks, wagons, buggies, carriages and other mechanically propelled vehicles, and vehicle engines, parts, accessories, supplies, and other articles, to operate chain stores and general merchandising pertaining to motor vehicles; to build, maintain, lease or otherwise acquire, own, hold and operate warehouses, agencies, structures, service centers and showrooms which may be used in connection with the business of the Corporation; to buy, sell and generally deal in all kinds of merchandise, fixtures, and chattels relating to motor vehicles; to acquire and own patents, improvements and franchises, any commercial dealings pertaining to the matters and things enumerated herein. (As amended on July 5, 2002)
- b. To conduct its business and maintain offices both within and without the Philippines and any foreign countries and places, and to purchase or otherwise acquire, hold, possess, convey, transfer or otherwise dispose of real and personal property in all thereof to the extent that the same may be permissible under their respective laws.
- c. To carry out all or any part of the foregoing objects and purposes and to exercise any and all of the foregoing rights and powers, and to do any and all of the foregoing acts and things, as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with, or jointly with, any individual, association or corporation.


- d. In general, to carry on any other business in connection with the foregoing, and to have an exercise all the powers conferred by the laws of the Philippines upon corporations formed under the Corporation Law.
- e. To enter into, make, perform, and carry out contracts, guaranties, and undertakings of every kind for any lawful purpose, without limit as to amount, with any individual, association or corporation.

The foregoing clauses shall each be construed as purposes, objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the Corporation, and that they are in furtherance of, and in addition to, and not in limitation of, the general powers conferred upon the Corporation by the laws of the Philippines or otherwise; nor shall the enumeration of one thing be deemed to exclude another, although it be of like nature, not expressed.

THIRD - That the PLACE where the principal office of the corporation is to be established or located is at **9<sup>th</sup> Floor, Grepalife Building, 221 Sen. Gil Puyat Avenue, Makati City, Metro Manila, Philippines.** (As amended by the Board of Directors in a regular meeting held on March 30, 2020 and ratified by the stockholders in its annual meeting held on August 17, 2020)

FOURTH - That the term for which the corporation is to exist is for another fifty (50) years from May 21, 2009. (As amended on July 20, 2007)

FIFTH - That the names and residences of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
1. Antonio delas Alas	
2. Albino SyCip	
3. John C. Bardey	
4. Romeo Villonco	
5. Alberto M. Meer	

SIXTH - That the number of Directors of said corporation shall be ELEVEN (11) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows: (As amended on June 6, 1966)



<u>Name</u>	<u>Nationality</u>
1. Antonio delas Alas	Filipino
2. Albino SyCip	Filipino
3. Fernando E.V. Sison	Filipino
4. John C. Bardey	Filipino
5. Romeo Villonco	Filipino
6. Alberto M. Meer	Filipino
7. Alfonso T. Yuchengco	Filipino

Address



SEVENTH - That the authorized capital stock of the corporation is **Three Billion Two Hundred Five Million Pesos (₱3,205,000,000.00)**, Philippine Currency, and said capital stock is divided into **One Billion Four Hundred Seventy Million** shares of Common Stock with a par value of ONE PESO AND FIFTY CENTAVOS (₱1.50) each, and TWO BILLION FIVE HUNDRED MILLION (2,500,000,000) shares of PREFERRED STOCK with a par value of FORTY CENTAVOS (₱0.40) each. *(As amended by the Board Directors in a regular meeting held on 25 April 2023 and ratified by the stockholders in its annual meeting held on 21 July 2023)*

"The particular features of the Preferred shares are as follows:

Preferred shares of stock shall be entitled to dividends at average 91 – day treasury bill rate plus two percent (2%).

Preferred shares of stock shall be fully participating as to dividends distribution.

Preferred shares of stock shall be convertible into common at the option of the holders thereof from the date of issue at the conversion rate of three and three fourths ( $3\frac{3}{4}$  preferred shares to one (1) common share or a price of P1.50 per share of common shares (the "Conversion Price") subject to adjustments.

Preferred shares of stock may be redeemed, at any one time or from time to time, at the option of, and in the manner determined by, the Board of Directors of the Company and subject to the availability of funds. (As amended on July 21, 2006)

"The company shall provide for a sinking fund.

"Preferred shareholders shall have voting right and shall have preference as to assets upon dissolution of the Company over common shareholders.

"The foregoing features of the preferred shares shall be printed in the stock certificates to be issued by the Company."

All stockholders shall have no pre-emptive rights with respect to any shares of any other class or series of the present capital or on future or subsequent increases in capital.

EIGHT - That the amount of said capital stock which has been actually subscribed is FOUR MILLION (P4,000,000.00) PESOS, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>Amount</u>
1. John C. Bardey		92,600	P 926,000.00
2. Alfonso T. Yuchengco		68,000	680,000.00
3. Oliverio Laperal		45,300	453,000.00
4. Albino Sycip		36,200	362,000.00
5. Romeo Villonco		29,000	290,000.00
6. Claude Wilson, Jr.		18,100	181,000.00
7. Bienvenido Tantoco		18,100	181,000.00
8. Antonio delas Alas		10,000	100,000.00
9. Alberto M. Meer		10,000	100,000.00
10. George F. Lee		31,700	317,000.00
11. Harry S. Stonehill		20,000	200,000.00
12. George Dee Se Kiat		10,000	100,000.00
13. Alfonso Sycip		5,000	50,000.00
14. Ambrosio Padilla		5,000	50,000.00
15. Fernando E.V. Sison		<u>1,000</u>	<u>10,000.00</u>
		400,000	4,000,000.00

NINTH - That the following persons have paid the total ONE MILLION (P1,000,000.00) PESOS on the shares of capital stock for which they have subscribed in the amount set out after their respective names:



<u>Name</u>	<u>Nationality</u>	<u>Paid-In</u>
1. John C. Bardey	American	P 231,500.00
2. Alfonso T. Yuchengco	Filipino	170,000.00
3. Oliverio Laperal	Filipino	113,250.00
4. Albino Sycip	Filipino	90,500.00
5. Romeo Villonco	Filipino	72,500.00
6. Claude Wilson, Jr.	American	45,250.00
7. Bienvenido Tantoco	Filipino	45,250.00
8. Antonio delas Alas	Filipino	25,000.00
9. Alberto M. Meer	Filipino	25,000.00
10. George F. Lee	Filipino	79,250.00
11. Harry S. Stonehill	American	50,000.00
12. George Dee Se Kiat	Filipino	25,000.00
13. Alfonso Sycip	Filipino	12,500.00
14. Ambrosio Padilla	Filipino	12,500.00
15. Fernando E.V. Sison	Filipino	2,500.00
T O T A L		<u>P1,000,000.00</u>

TENTH - In furtherance, and not in limitation of powers conferred by statute, the Board of Directors is expressly authorized.

1. To fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed, mortgages and liens upon the real and personal property of the corporation, but where required by law, the action of the Board of Directors shall be subject to the approval of the stockholders.
2. By resolution or resolutions passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the Directors of the Corporation, which to the extent permitted by law or in such resolution or resolutions, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have the power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such Committee or committees shall have such name or names as may be provided for in the By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

ELEVENTH - A director may hold any remunerative office of profit with the Corporation in addition to the OFFICE of director. In the absence of fraud, legislation, or rules and regulations issued by the competent authority on the matter, no contract or other transaction between the Corporation and any other corporation or any partnership or association shall be affected or invalidated in any way the fact that any Director or officer of the Corporation is pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person or persons, partnership, association or corporation pecuniarily or otherwise interested therein; provided that such interest



shall be fully disclosed or otherwise known to the Board of Directors at the meeting of the Board at which such contract or transaction is authorized or confirmed; any Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation for the purpose of authorizing or confirming any such contract or transaction, with like force and effect as if he were not interested or were not a director, member or officer of such corporation, partnership or association.

TWELFTH – The Corporation shall and hereby does indemnify any and all of its Directors and officers and former Directors and Officers and any person may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, for the benefit of the Corporation or of the Stockholders of the Corporation and not for the personal benefit of the director or officer, in which they, or any of them, are made parts; or a party, by reason of being or having been director or officers of a Director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other right of which those indemnified may be entitled, under any By-Laws, agreement, vote of Stockholders or otherwise.

THIRTEENTH – The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

FOURTEENTH – That Mr. George F. Lee has been elected by subscribers as Treasurer of the corporation to act as such until his successor shall have been 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 subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, We have hereunto set our hands this 18<sup>th</sup> day of May, 1959, in the City of Manila, Philippines.

s/Antonio De las Alas  
t/ANTONIO DE LAS ALAS

s/Albino SyCip  
t/ALBINO SYCIP

s/John C. Bardey  
t/JOHN C. BARDEY

s/Romeo Villonco  
t/ROMEO VILLONCO

s/Alberto M. Meer  
t/ ALBERTO M. MEER

SIGNED IN THE PRESENCE OF:

(SGD) ILLEGIBLE

(SGD) ILLEGIBLE

**ACKNOWLEDGMENT**

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

BEFORE ME, the undersigned, Notary Public in and for the City of Manila, Philippines, personally appeared the following, with their respective Residence Certificate, to wit:

	<u>Res. Cert. #</u>	<u>Date Issued</u>	<u>Place Issued</u>
Antonio delas Alas		2/19/59	Quezon City
Albino SyCip		1/12/59	Manila
John C Bardey		1/10/59	Manila
Romeo Villonco		1/09/59	Manila
Alberto M. Meer		1/22/59	Manila

and to me known to be the very same persons whose name appear as the incorporators of the foregoing Articles of Incorporation and all of them have individually acknowledged to me that the same is their free and voluntary act and deed.

IN WITNESS WHEREOF, WITNESS my hand and official seal this 18<sup>th</sup> day of May, 1959, at Manila.

(SGD.) ILLEGIBLE  
Notary Public  
Until Dec. 31, 1960

Doc. No. 17;  
Page No. 5;  
Book No. XII;  
SERIES OF 1959