

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.: AS93008809

**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**

**PACIFIC ONLINE SYSTEMS CORPORATION**  
**(Change of Principal Office Address and Term of Existence)**

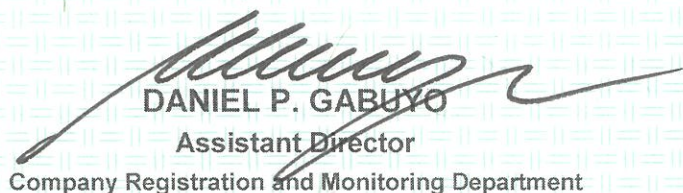
copy annexed, adopted on May 14, 2025 by majority vote of the Board of Directors and on June 24, 2025 by the vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, this 12<sup>th</sup> day of September, Two Thousand Twenty-Five.



BAGONG PILIPINAS

  
**DANIEL P. GABUYO**  
Assistant Director  
Company Registration and Monitoring Department



# COVER SHEET

## COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AAOI

SEC Registration Number

A S O 9 3 0 8 8 0 9

Former Company Name

P A C I F I C O N L I N E S Y S T E M S

C O R P O R A T I O N

AMENDED TO:

New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)

U N I T 1 9 0 2 C W E S T T O W E R T E K T I T E

T O W E R S O R T I G A S C E N T E R P A S I G

C I T Y

Company's Email Address

COMPANY INFORMATION

Company's Telephone Number/s

Company's Facsimile Number/s

8584-1700

Name of Contact Person

CONTACT PERSON INFORMATION

Email Address

Telephone Number

Facsimile Number/s

JASON C. NALUPTA

8632-0905

Contact Person's Address

To be Accomplished by CRMD Personnel

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

Compliance Monitoring Division

## DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:


The undersigned, constituting at least a majority of the members of the Board of Directors and the Corporate Secretary of **PACIFIC ONLINE SYSTEMS CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office at 28<sup>th</sup> Floor East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig, Metro Manila, under oath, do hereby certify that the attached instrument is a true and correct copy of the Amended Articles of Incorporation (AOI) of the Corporation reflecting the following amendments:

- (a) Article III - by changing the Corporation's principal office from "28<sup>th</sup> Floor East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila, Philippines" to "Unit 1902-C West Tower, Tektite Towers, Exchange Road, Ortigas Center, Brgy. San Antonio, Pasig City, 1605 PH".
- (b) Article IV – by adopting the "perpetual" term of corporate existence.

The foregoing amendments to the AOI were approved and adopted by at least a majority of the members of the Board of Directors in a meeting held on 14 May 2025 via videoconference, and by the stockholders owning more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation during their annual meeting held on 24 June 2025.

IN ATTESTATION OF THE ABOVE, this Certificate has been signed this 8<sup>th</sup> day of August 2025 at Pasig City, Metro Manila.

[Signature page follows]

  
**WILLY N. OCIER**  
Chairman of the Board /  
Chairman of the Stockholders/ Meeting

  
**ARMIN ANTONIO B. RAQUEL SANTOS**  
Director/President &  
Chief Executive Officer

  
**ROBERTO V. ANTONIO**  
Independent Director

  
**JOSEPH T. CHUA**  
Independent Director

  
**ANTONIO VICTORIANO F. GREGORIO III**  
Director

  
**TARCISIO M. MEDALLA**  
Director

  
**MISCHEL GABRIELLE O. MENDOZA**  
Director

  
**HENRY N. OCIER**  
Director

ATTESTED BY:

  
**JASON C. NALUPTA**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 8<sup>th</sup> day of August 2025 at Pasig City, Metro Manila, affiants exhibiting to me their Competent Evidence of Identity, to wit:

<u>Name</u>	<u>Competent Evidence of Identity/ Date &amp; Place of Issue</u>
Willy N. Ocier	
Armin Antonio B. Raquel Santos	
Roberto V. Antonio	
Joseph T. Chua	
Antonio Victoriano F. Gregorio III	
Tarcisio M. Medalla	
Mischel Gabrielle O. Mendoza	
Henry N. Ocier	
Jason C. Nalupta	

Doc. No. 122;  
Page No. 26;  
Book No. II;  
Series of 2025.



  
**CHARMAINE S. TANCASIS**

Notary Public for  
Pasig City, San Juan, Taguig & Pateros  
Appointment No. 177 (2025-2026)  
Commission Expires on December 31, 2026  
2704 East Tower, Tektite Towers  
Exchange Road, Ortigas Center, 1605 Pasig City  
PTR No. 3040448/1.4.25/Pasig City  
IBP No. 493723/1.02.25/RSM  
Roll of Attorneys No. 80822  
Admitted to the Bar on May 2022



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

### SECRETARY'S CERTIFICATE

**JASON C. NALUPTA**, of legal age, with office address at 2704 East Tower, Tektite Towers, Exchange Road, Ortigas Center, Pasig City, being the Corporate Secretary of **PACIFIC ONLINE SYSTEMS CORPORATION** (the 'Corporation'), a corporation duly organized and existing under the laws of the Philippines, under oath, does hereby certify that no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors of the Corporation, individual directors and/or major corporate officers of the Corporation in their capacity as duly elected directors or officers of the Corporation.

IN ATTESTATION OF THE ABOVE, this Certificate has been signed this 8<sup>th</sup> day of August 2025 at Pasig City, Metro Manila.

**JASON C. NALUPTA**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 8<sup>th</sup> day of August 2025 at Pasig City, Metro Manila, affiant exhibiting to me his Philippine Passport No. \_\_\_\_\_ issued at \_\_\_\_\_ on \_\_\_\_\_ which expires on \_\_\_\_\_ as his competent evidence of identity.

Doc. No. 123;  
Page No. 26;  
Book No. II;  
Series of 2025.



**CHARMAINE S. TANCASIS**  
Notary Public for  
Pasig City, San Juan, Taguig & Pateros  
Appointment No. 177 (2025-2026)  
Commission Expires on December 31, 2026  
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Exchange Road, Ortigas Center, 1605 Pasig City  
PTR No. 3040448/1.4.25/Pasig City  
IBP No. 493723/1.02.25/RSM  
Roll of Attorneys No. 80822  
Admitted to the Bar on May 2022

**AMENDED<sup>1</sup>**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PACIFIC ONLINE SYSTEMS CORPORATION**

**KNOW ALL MEN BY THESE PRESENTS:**

That we, all of legal age, citizens and residents of the Republic of the Philippines, 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 said corporation shall be:

**PACIFIC ONLINE SYSTEMS CORPORATION**

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

**PRIMARY PURPOSE<sup>2</sup>**

To develop, design, build, own, possess, use, operate, manage, market and maintain equipment, appliances, peripherals and facilities of every description, including but not limited to integrated and on-line computer systems, terminals and software, together with such telecommunication equipment, appliances, peripherals and facilities for the exchange of messages and data; to do any and all acts and things in relation to, arising out of and incidental to the development, design, building, ownership, possession, usage, operation, management, marketing and maintenance of such equipment, appliances, peripherals and facilities, including but not limited to the sale and the leasing of such equipment, appliances, peripherals and facilities, except financial leasing, and the supply and provision of management, operational, technical and marketing expertise and other advisory and consultation services in relation thereto, including but not limited to services to lottery and other gaming operators, including but not limited to the Philippine Charity Sweepstakes Office.

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<sup>1</sup> As last amended during the Board of Directors' meeting of May 14, 2025 and by the Stockholders on June 24, 2025.

<sup>2</sup> As amended per SEC Certificate dated January 6, 1994.

## **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 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 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;

4. 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.

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 its 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, franchise, 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 offices 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; and

8. 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 or 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.



9. To supply and provide management operational, technical and marketing expertise and other advisory and consultation services.<sup>3</sup>

THIRD: That the place where the principal office of the corporation is to be established or located is at Unit 1902-C West Tower, Tektite Towers, Exchange Road, Ortigas Center, Brgy. San Antonio, Pasig City, 1605 PH.<sup>4</sup>

FOURTH: <sup>5</sup> That the term for which said corporation is to exist shall be perpetual.

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
TARCISIO M. MEDALLA	Filipino	
ROLANDO V. MEDALLA, JR.	Filipino	
JOCELYN I. SANCHEZ-SALAZAR	Filipino	
HECTOR M. DE LEON, JR.	Filipino	
EUNEY MARIE J. MATA	Filipino	

SIXTH: <sup>6</sup> That the number of directors of said corporation shall be NINE (9) and that 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>Residence</u>
TARCISIO M. MEDALLA	Filipino	
ROLANDO V. MEDALLA, JR.	Filipino	
JOCELYN I. SANCHEZ-SALAZAR	Filipino	
HECTOR M. DE LEON, JR.	Filipino	
EUNEY MARIE J. MATA	Filipino	

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<sup>3</sup> As amended per SEC Certificate dated January 6, 1994.

<sup>4</sup> As last amended during the Board of Directors' meeting of May 15, 2025 and by the Stockholders on June 24, 2025.

<sup>5</sup> As last amended during the Board of Directors' meeting of May 15, 2025 and by the Stockholders on June 24, 2025.

<sup>6</sup> As amended per SEC Certificate dated April 13, 2007.

SEVENTH:<sup>7</sup> That the authorized capital stock of said corporation is **TWO BILLION TWO HUNDRED EIGHTY-EIGHT MILLION PESOS (₱2,288,000,000.00)**, Philippine Currency, and said capital stock is divided into **TWO BILLION TWO HUNDRED EIGHTY-EIGHT MILLION (2,288,000,000)** Common Shares with a par value of ONE PESO (₱1.00) each.

No stockholder shall have a right to purchase or subscribe to any additional share of the capital stock of the corporation whether such shares of capital stock are now or hereafter authorized, whether or not such stock is convertible into or exchangeable for any stock of the Corporation or of any other class, and whether out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of any class of the Corporation acquired by it after the issue thereof; nor shall any holder of any such stock of any class, as such holder, have any right to purchase or subscribe for any obligation which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the capital stock of any class of the Corporation or to which shall be attached or appertain any warrant or warrants or any instrument or instruments that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe for, or to purchase from the Corporation, any shares of its capital stock of any class.

The Board of Directors may, from time to time, grant stock options, issue warrants or enter into stock purchase or similar agreements for purposes necessary or desirable for the Corporation and allocate, sell or otherwise transfer, convey or dispose of shares of stocks of the Corporation of a class or classes and to such persons or entities to be determined by the Board, including, but not limited, to employees, officers and directors of the Corporation.

The foregoing shall be printed on the stock certificate of the corporation.

EIGHT: That the amount of said capital stock which has been actually subscribed is TWO HUNDRED FIFTY THOUSAND PESOS (₱250,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount</u>
TARCISIO M. MEDALLA	Filipino	2,496	₱ 249,600.00
ROLANDO V. MEDALLA, JR.	Filipino	1	100.00
JOCELYN I. SANCHEZ-SALAZAR	Filipino	1	100.00
HECTOR M. DE LEON, JR.	Filipino	1	100.00
EUNEY MARIE J. MATA	Filipino	1	100.00
		-----	-----
		<u>2,500</u>	<u>₱ 250,000.00</u>

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:

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<sup>7</sup> As amended per SEC Certificate dated February 28, 2019.



<u>Names</u>	<u>Amount Paid</u>
TARCISIO M. MEDALLA	₱ 62,100.00
ROLANDO V. MEDALLA, JR.	100.00
JOCELYN I. SANCHEZ-SALAZAR	100.00
HECTOR M. DE LEON, JR.	100.00
EUNEY MARIE J. MATA	100.00
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	<u>₱ 62,500.00</u>

TENTH: <sup>8</sup> 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.

ELEVENTH: That TARCISIO M. MEDALLA 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 out hands, this 9th day of December, 1993 at Makati, Metro Manila, Philippines.

(SGD.) **TARCISIO M. MEDALLA**

(SGD.) **ROLANDO V. MEDALLA, JR.**

(SGD.) **JOCELYN I. SANCHEZ-SALAZAR**

(SGD.) **HECTOR M. DE LEON, JR.**

(SGD.) **EUNEY MARIE J. MATA**

Signed in the presence of:

(SGD.) **MELITA T. LANTICAN**

(SGD.) **EDITA M. MARTINEZ**

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<sup>8</sup> As amended per SEC Certificate dated April 13, 2007.

## ACKNOWLEDGEMENT

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

**BEFORE ME**, a Notary Public in and for Makati, Philippines, this 9th day of December, 1993 personally appeared:

<u>Name</u>	<u>Com. Tax Cert No.</u>	<u>Date &amp; Placed Issued</u>
TARCISIO MEDALLA		
ROLANDO V. MEDALLA		
JOCELYN I. SANCHEZ-SALAZAR		
HECTOR M. DE LEON, JR.		
EUNEY MARIE J. MATA		

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

**IN TESTIMONY WHEREOF**, I have hereunto set my hand and affixed my notarial seal on the date at the place first abovewritten.

Doc. No. 453;  
Page No. 91;  
Book No. I;  
Series of 1993.

(SGD.) JOSE V. ROSALES, JR.  
Notary Public  
Until December 31, 1993  
PTR#9926177/1/07/93/Makati, M.M.





## ANNEX "D" - ANNOTATION

### ARTICLES OF INCORPORATION

ORGANIZATIONAL DETAIL

TRN-R082025-SECLQESKWGDA3

Corporate Name	PACIFIC ONLINE SYSTEMS CORP.
Date of Approval by the Commission	
Approved by majority of the Directors	14 May 2025
Approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock	24 June 2025
Subject of Amendment	Term of Existence

TO PERPETUAL

FROM 50

ORGANIZATIONAL DETAIL

TRN-R082025-SECLQESKWGDA3

Corporate Name	PACIFIC ONLINE SYSTEMS CORP.
Date of Approval by the Commission	
Approved by majority of the Directors	14 May 2025
Approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock	24 June 2025
Subject of Amendment	Change of Principal Office Address

TO UNIT 1902-C WEST TOWER, TEKTITE TOWERS, EXCHANGE ROAD, ORTIGAS CENTER, SAN ANTONIO  
1605 CITY OF PASIG  
SECOND DISTRICT NATIONAL CAPITAL REGION (NCR)

FROM 28TH FLOOR EAST TOWER, PHILIPPINE STOCK EXCHANGE CENTRE, EXCHANGE ROAD, ORTIGAS  
CENTER, PASIG CITY, METRO MANILA, PHILIPPINES



MARKETS AND SECURITIES REGULATION DEPARTMENT

August 14, 2025

**PACIFIC ONLINE SYSTEMS CORPORATION**

Unit 1902-C West Tower, Tektite Towers, Exchange Road

Ortigas Center, Brgy. San Antonio, Pasig City

Email: [corporateservices@tvvlaw.com](mailto:corporateservices@tvvlaw.com)

**ATTENTION: ARMIN ANTONIO B. RAQUEL SANTOS**  
President/CEO

**SUBJECT: REQUEST FOR COMMENTS RECOMMENDATION**  
Amendment of Articles of Incorporation

Gentlemen:

This is in connection with Pacific Online Systems Corporation (the "Company") request for comments/or recommendation regarding the proposed amendments of its Articles of Incorporation ("AOI"), to wit:

**I. AMENDMENTS TO THE ARTICLES OF INCORPORATION**

<b>Article III</b>	<b>THIRD:</b> That the place where the principal office of the corporation is to be established or located is at 28th Floor East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila, Philippines.	<b>THIRD:</b> That the place where the principal office of the corporation is to be established or located is at <u>Unit 1902-C West Tower, Tektite Towers, Exchange Road, Ortigas Center, Brgy. San Antonio, Pasig City, 1605 PH.</u>
<b>Article IV</b>	<b>FOURTH:</b> That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.	<b>FOURTH:</b> That the term for which said corporation is to exist <b>shall be perpetual.</b>

Upon review of the request and documents annexed thereto, and the Company records, it appears that the proposed amendments are consistent with the disclosure made by the Company, hence, on this basis, the Department **does not interpose no objection** to the application for amendments of the AOI. Thus, within five (5) days from approval of the application, The Company shall (1) a duly accomplished Current Report (SEC Form 17-C), disclosing therein the Commission's approval of the AOI and upload the same on the PSE Edge

The SEC Headquarters, 7907 Makati Avenue  
Salcedo Village, Bel-air, Makati City

☐ (+63 2) 5322 7696

🌐 [www.sec.gov.ph](http://www.sec.gov.ph) | [imessagemo@sec.gov.ph](mailto:imessagemo@sec.gov.ph)

**INVESTORS  
IN PEOPLE**  
We invest in people





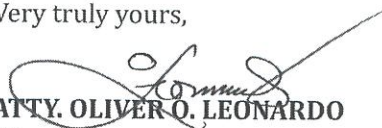
and (2) an Amended General Information Statements (GIS that reflects the new information, together with a cover letter signed by the Corporate Secretary (if applicable).

This Department, nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department ("CRMD") whether or not it will adopt these recommendations considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

However, any infraction/violation of the subject corporation as far as monitoring and reportorial requirements as a holder of a secondary license supervised by our Department is concerned shall be deal with separately and independently from the application applied for.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances. Additionally, if the clearance relates to or gives rise to any other application, corporate action, or transaction which are or will be submitted for the approval or notice of the Commission, then we reserve the right to review and comment on matters that fall within the jurisdiction of this Department.

Very truly yours,



**ATTY. OLIVER O. LEONARDO**  
Director