



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. A200117595

**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

**EMPERADOR INC.**  
(Formerly: Trillionstars Holdings, Inc.)  
(Amending Article I thereof.)

copy annexed, adopted on August 28, 2013 by majority vote of the Board of Directors and on September 19, 2013 by written assent of at least two-thirds of the entire 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 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 27<sup>th</sup> day of September, Twenty Thirteen.

  
**FERDINAND B. SALES**  
Acting Director  
Company Registration and Monitoring Department



AMENDED<sup>1</sup>

ARTICLES OF INCORPORATION

OF

EMPERADOR INC.

(FORMERLY TRILLIONSTARS HOLDINGS, INC.)

*(As approved by the vote of at least a majority of the members of the Board of Directors of the Corporation at a special meeting duly called for the purpose held on 28 August 2013 and by the written assent of the stockholders of record of the Corporation as of 16 September 2013 representing at least two-thirds (2/3) of the entire subscribed and outstanding capital stock of the Corporation and by the vote of at least a majority of the members of the Board of Directors of the Corporation in a referendum duly conducted for the purpose on 19 September 2013)*

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and a majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

**FIRST:** - That the name of this corporation shall be:

**“EMPERADOR INC.”**

*(As approved by the vote of at least a majority of the members of the Board of Directors of the Corporation at a special meeting duly called for the purpose held on 28 August 2013 and by the written assent of the stockholders of record of the Corporation as of 16 September 2013 representing at least two-thirds (2/3) of the entire subscribed and outstanding capital stock of the Corporation and by the vote of at least a majority of the members of the Board of Directors of the Corporation in a referendum duly conducted for the purpose on 19 September 2013)*

**SECOND:** - That the purpose or purposes for which the corporation is formed are:

PRIMARY PURPOSE

“To acquire, hold, sell, exchange, deal and invest in the stocks, but not as a stock brokerage firm, bonds or securities of any government entity, or any public or private corporation, association, partnership of person, and in real or personal properties of all kinds in the same manner and to the extent as a natural person might or could do, and while the owner of said properties, stocks or interest

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<sup>1</sup> As approved by at least a majority of the members of the Board of Directors and the stockholders representing more than 2/3 of the issued and outstanding capital stock of the Corporation in the Joint Special Meeting of the Stockholders and Board of Directors held on 18 March 2011.

therein, or other obligations of evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, or consent in respect thereof, or to dispose or encumber the same for any and all purposes." (As approved by a majority of the Board of Directors on 01 March 2013 and stockholders owning at least two-thirds (2/3) of the outstanding capital stock of the Corporation on 10 April 2013.)

## 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 that financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the re-payment thereof by mortgage, pledge, deed of trust or 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 prosecution of its lawful business;
3. To invest and deal with the moneys and properties of the corporation in such manner as may from time to time be considered wise or expedient or 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, 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 the sharing profits, union of interest, unitization or farm out 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, 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 or agencies and to carry on any or 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 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 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; and<sup>2</sup>
10. To guarantee obligations of other corporation or entities in which it has lawful interest.

**THIRD: -** That the place where the principal office of the corporation is to be established or located is at the 10<sup>th</sup> Floor, Liberty Center, 104 H.V. dela Costa Street, Salcedo Village, Makati City. *(As approved by a majority of the Board of Directors on 19 June 2013 and stockholders owning at least two-thirds (2/3) of the outstanding capital stock of the Corporation on 27 August 2013.)*

**FOURTH:-** That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.

**FIFTH:-** That the name, nationalities and residences of the incorporators of said corporation are as follow:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
ANSON T. UY	Filipino	21 C Benitez St., Cubao, Quezon City
MARC JASON TIONG G.	Filipino	3A Silverwood Tower 803 S. Laurel St., Mandaluyong City
JOHN Y. TIU, JR.	Filipino	2/F JTKC Center, Pasong Tamo, Makati City
ANDY PAUL T. UY	Filipino	21 C Benitez St., Cubao, Quezon

<sup>2</sup> As approved by at least a majority of the members of the Board of Directors and the stockholders representing more than 2/3 of the issued and outstanding capital stock of the Corporation in the Joint Special Meeting of the Stockholders and Board of Directors held on 18 March 2011.

		City
KATRINE PERLE L. GOTUA	Filipino	364 Columbia St., Greenhills East, Mandaluyong City

**SIXTH:-** That the number of directors of said corporation shall be SEVEN (7) 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:<sup>3</sup>

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
ANSON T. UY	Filipino	21 C Benitez St., Cubao, Quezon City
MARC JASON G. TIONG	Filipino	3A Silverwood Tower 803 S. Laurel St., Mandaluyong City
JOHN Y. TIU, JR.	Filipino	2/F JTKC Center, Pasong Tamo, Makati City
ANDY PAUL T. UY	Filipino	21 C Benitez St., Cubao, Quezon City
KATRINE PERLE L. GOTUA	Filipino	364 Columbia St., Greenhills East, Mandaluyong City

**SEVENTH:-** That the authorized capital stock of said corporation is TWENTY BILLION PESOS (₱20,000,000,000.00), Philippine Currency, and said capital stock is divided into TWENTY BILLION (20,000,000,000) shares with a par value of ONE PESO (₱1.00) each. *(As approved by a majority of the Board of Directors on 19 June 2013 and stockholders owning at least two-thirds (2/3) of the outstanding capital stock of the Corporation on 27 August 2013.)*

No stockholders 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 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

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<sup>3</sup> As approved by at least a majority of the members of the Board of Directors and the stockholders representing more than 2/3 of the issued and outstanding capital stock of the Corporation in the Joint Special Meeting of the Stockholders and Board of Directors held on 18 March 2011.

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.<sup>4</sup>

**EIGHT:-** That the subscribers to the capital stock and the amount paid-in to their subscription are as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid-up
ANSON T. UY	Filipino	50,000	50,000.00	20,000.00
MARC JASON G. TIONG	Filipino	75,000	75,000.00	30,000.00
JOHN Y. TIU, JR.	Filipino	625	625.00	250.00
ANDY PAUL T. UY	Filipino	50,000	50,000.00	20,000.00
KATRINE PERLE L. GOTUA	Filipino	625	625.00	250.00
JT PERLE CORP.	Filipino	73,750	73,750.00	29,500.00
<b>TOTAL</b>		<b><u>250,000</u></b>	<b><u>250,000.00</u></b>	<b><u>100,000.00</u></b>

**NINTH:-** That no transfer of stock or interest which would reduce the 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 restriction shall be indicated in all the stock certificates issued by the corporation.

**TENTH:-** That MARC JASON G. TIONG has been elected by the subscribers as 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 and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

**ELEVENTH:-** That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

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<sup>4</sup> As approved by at least a majority of the members of the Board of Directors and the stockholders representing more than 2/3 of the issued and outstanding capital stock of the Corporation in the Joint Special Meeting of the Stockholders and Board of Directors held on 18 March 2011.

IN WITNESS WHEREOF, we have hereunto set our hands, this  
November 21, 2001 at Quezon City, Philippines.

(SGD.) ANSON T. UY

(SGD.) MARC JASON G. TIONG

(SGD.) JOHN Y. TIU, JR.

(SGD.) ANDY PAUL T. UY

(SGD.) KATRINE PERLE L. GOTUA

Signed in the presence of:

(Illegible)

(Illegible)