



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. 9170

**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

UNIVERSAL ROBINA CORPORATION
(Amending Article III thereof.)

copy annexed, adopted on January 15, 2016 by majority vote of the Board of Directors and on March 09, 2016 by the vote of the stockholders owning or representing more than two-thirds 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 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 16th day of May, Twenty Sixteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

[illegible]

AMENDED ARTICLES OF INCORPORATION

OF

UNIVERSAL ROBINA CORPORATION

(Formerly UNIVERSAL CORN PRODUCTS, INC.)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age and residents 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

UNIVERSAL ROBINA CORPORATION

(As amended on September 25, 1969)

SECOND. That the purpose or purposes for which said corporation is formed are as follows:

P R I M A R Y

1. To engage in the manufacture, production, processing, packing, preserving, distribution, and marketing, at wholesale, import and export of any and all goods, commodities, wares and merchandise of every nature and description, including but not limited to, all kinds of food and food-related products such as:

a. Consumer food products such as variety of snack foods, instant noodles, candies, cereals, pasta, tomato-based products, non-dairy coffee creamers, coffee products, chocolates, ice cream and frozen confectioneries, biscuits and crackers, and powdered milk;

b. Agro-industrial products and all kinds of livestock such as chickens, pigs, ducks, hogs, cattle and other livestock,

livestock feeds, corn products, vegetable oils, and veterinary compounds; and

c. Commodity food products such as flour and sugar including the operation of flour milling and refining, and sugar cane plantations.

2. To acquire by purchase, manufacture, or otherwise, all machinery, devices, boxes, packages, wrappings, materials, supplies and other articles necessary or convenient for the use in carrying on the business mentioned;

3. To purchase, build, lease, construct or otherwise acquire land, buildings, factories, warehouse, plants and offices as may be necessary or useful to carry out the objects and purposes of this corporation;

4. To buy, lease, acquire, own, hold, sell, let or otherwise dispose of property of all kinds, both real and personal, that may be necessary, incidental or convenient to the carrying on of the business of this corporation;

5. To buy, acquire, purchase, or otherwise, corn grains and all other, direct and indirect, raw materials necessary for the production and/or manufacture of corn starch and its by-products;

6. To import machinery, direct and indirect, raw materials necessary in the production and/or manufacture of corn starch and its by-products and to export production;

7. To apply for, obtain, register, purchase, lease or otherwise acquire, and, to the extent authorized by law, to hold, use, own, operate, develop, introduce, sell, assign and otherwise dispose of and traffic in any trademarks, tradenames, distinctive marks, patents, inventions, improvements and processes, used in connection with or secured under letters patent of the Philippines or elsewhere or otherwise, and to use, exercise, grant licenses in respect of, and otherwise turn to account, any patents, inventions, processes and the like, or any such property or rights;

8. To do and perform any and all things reasonably and usually appurtenant and relative to the foregoing purposes, necessary, or proper for the carrying out of the foregoing objects and exercise and enjoy all the powers, authorities and privileges granted and conceded by the laws of the Philippines to

corporations organized under and in accordance with said laws, and in particular, unto corporations of like nature and kind.

S E C O N D A R Y

1. To conduct, operate and maintain the business of distributing, selling, buying, or otherwise dealing in meat, animal, dairy and poultry productions, produced or resulting in whole or in part from slaughtered chicken, cattle, hogs, sheep and other kinds of livestock or poultry, as well as in other food products or preparations of all kinds and descriptions, including seafoods, vegetable and fruits and their by-products, and in connection therewith to acquire, operate and maintain factories, packing houses, refrigeration and cold storage plants with all the machinery, equipments and facilities required for such manufacturing operations;

2. To breed, raise, buy, sell and otherwise, deal and trade in chickens, hogs, cattle and other livestock, dairy products and other agricultural or manufactured goods produced or resulting in whole or in part from slaughtered agricultural livestock, to compound, manufacture or produce the same and to store or keep the same and in connection therewith to purchase, acquire, maintain and manage poultry farms, grazing and pasture lands for the raising of all kinds of livestock and fowls;

3. To acquire, hold, sell, exchange and invest in stocks, bonds or securities of any public or private corporation, person, firm, association or other organization, entitled in the same manner and to the same extent as a juridical person might, could or would do and while the owner of such stocks or interest therein, or other obligations or evidence of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, or consent in respect thereof, for any and all purposes to the extent permitted by law. In no case shall corporation engage in business as broker or dealer in securities;

4. To invest and deal with the moneys and properties of the company in such manner as may from time to time be considered wise and expedient for the advancement of its interest, and to sell, dispose of or transfer the business, goodwill, properties, and undertakings of the company or any part thereof for such consideration and under such terms as the company shall see fit to accept;

5. To engage in the business of general merchandising, trading, or dealing in all kinds of goods and articles of commerce, products of agriculture, and industries, and in the manufacture of any and all materials, substance, commodities and their by-products, and generally to engage in and carry on any mercantile or commercial business and industries at wholesale and retail including importation and exportation, as are not contrary to law;

6. To engage in manufacturing and mercantile pursuits, and for this purpose to acquire, contract, maintain, lease or sublease, and operate mills of any kind, including flour mills, and other factories suitable in the prosecution of said purpose;

7. To buy, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares, interests or participations in other corporation, firms, and other businesses;

8. To engage in the business of producing fuel ethanol and other similar products and to carry on all activities and services incidental and/or ancillary for such production including, without limitation, the following: (a) the acquisition, design, leasing, construction, assembly, rehabilitation, expansion, commissioning, operation and maintenance of fuel ethanol plants and related facilities, and any and all kinds of machines and equipment; (b) the selling, supply and distribution of such products to any person or entities through markets by trading or by contracts; and (c) the importation of machines, equipment, tools, spare parts and other necessary and related materials or chemicals. (As amended on April 18, 2012 by stockholders representing at least two-thirds of the outstanding capital stock and on February 10, 2012 by majority of the Board of Directors)

9. To carry on the business of generating, producing, selling, supplying and distributing electricity, including the exploration, development and utilization of renewable energy, and to carry on all activities and services incidental and/or ancillary thereto including, without limitation, the following: (a) the financing, design, acquisition, leasing, construction, assembly, testing, commissioning, operation, maintenance, rehabilitation and management of power generating plants, substations and related facilities, turbines, boilers, poles, pole wires, any and all kinds of mechanical and electrical equipment; (b) the importation of machines, equipment, motor vehicles, tools, appurtenant spare parts, and other necessary and related materials or chemicals; and (c) the execution and entering into contracts either alone or jointly with any other companies or persons for the purpose of carrying

out the foregoing activities. (As amended on January 24, 2013 by stockholders representing at least two-thirds of the outstanding capital stock and on November 26, 2012 by majority of the Board of Directors)

10. To purchase, hire, construct, operate and maintain means of conveyance for the transportation of any and all kinds of materials and products to and from vessels or ships, ports or terminals, warehouses, buildings, and/or factories, by land and water. (As amended on May 27, 2015 by stockholders representing at least two-thirds of the outstanding capital stock and on March 30, 2015 by the unanimous vote of the Board of Directors)

11. Generally, to do and perform all acts and things properly and reasonably necessary in carrying all purposes and objects of the corporation. (As further amended on September 25, 1969.)

THIRD. That the principal office of the corporation shall be located at the 8th Floor, Tera Tower, Bridgetowne, E. Rodriguez, Jr. Avenue (C5 Road), Ugong Norte, Quezon City, Metro Manila but the corporation may establish factories and branch offices elsewhere as the exigencies of the business may command. (As amended on January 15, 2016 by the vote of more than majority of the Board of Directors and on March 9, 2016 by stockholders representing more than two-thirds of the outstanding capital stock)

FOURTH. That the term for said corporation to exist shall be extended for another 50 years from and after the date of expiration of the initial corporate life or existence. (As amended on March 19, 2001 and June 1, 2001.)

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

NAME	NATIONALITY	RESIDENCE
1. FELISA GO	Filipino	Commercio St., Cebu
2. JUANITA M. LIM	Filipino	4749 Borromeo St., Cebu
3. JOHN GOKONGWEI, JR.	Filipino	4749 Borromeo St., Cebu
4. HENRY L. GO	Filipino	4749 Borromeo St., Cebu
5. BENITO LO	Filipino	Jones Ave. Int., Cebu

SIXTH. That the number of directors of said corporation shall be NINE (9) and that the names, nationalities and residence of the directors of the corporation who are to serve until their successors are elected and qualified as provided for in the by-laws are as follows: (As amended on March 11, 2002 and May 28, 2002)

NAME	NATIONALITY	RESIDENCE
1. FELISA GO	Filipino	Commercio St., Cebu
2. JUANITA M. LIM	Filipino	4749 Borromeo St., Cebu
3. JOHN GOKONGWEI, JR.	Filipino	4749 Borromeo St., Cebu
4. HENRY L. GO	Filipino	4749 Borromeo St., Cebu
5. BENITO LO	Filipino	Jones Ave. Int., Cebu

SEVENTH. That the capital stock of the said corporation is Pesos Three Billion (PhP3,000,000,000.00) divided into Two Billion Nine Hundred Ninety Eight Million (2,998,000,000) common shares with a par value of One Peso (PhP1.00) per share and Two Million (2,000,000) preferred shares with a par value of One Peso (PhP1.00) per share. (As amended on November 22, 2005 by stockholders representing more than 2/3 of the outstanding capital stock and on October 7, 2005 by majority of the Board of Directors)

The rights, preferences and restrictions of preferred shares are as follows:

- a. The holders of preferred shares shall be entitled to receive dividends at the rate of 12% yearly on the par value thereof for each share;
- b. Dividends on the said preferred shares shall be preferential and cumulative, but non-participating;
- c. In case of dissolution and liquidation of the Corporation, holders of the preferred shares shall be entitled to be paid an amount equal to the par value of the shares or ratably insofar as the assets of the Corporation may warrant plus accrued and unpaid dividends thereon, if any, before the holders of the common shares can be paid their liquidating dividends;
- d. The holders of preferred shares shall not be entitled to be voted as directors of the Corporation nor to any voting rights or privileges save in those cases expressly provided by law, provided, that in the event that the Corporation fails to pay the aforesaid preferential dividends for three (3) years such failure being due to any cause other than force majeure, said preferred shares shall acquire temporary voting rights until they have been paid.

After the payment of said preferential dividends, the holders of the preferred shares shall automatically lose the temporary voting rights acquired.

The above conditions shall be printed on the preferred stock certificates to be issued by the Corporation.

Provided that no shareholder of any class shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury stock. (As amended on April 21, 1997 and on April 24, 1997.)

EIGHT. That the amount of said capital stock which has been actually subscribed is SIX HUNDRED THOUSAND (P600,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

NAME	RESIDENCE	NO. OF SHARES	AMOUNT
1. FELISA GO	Commercio St., Cebu	4,800	P480,000.00
2. JUANITA M. LIM	4749 Borromeo St., Cebu	400	40,000.00
3. JOHN GOKONGWEI, JR.	4749 Borromeo St., Cebu	400	40,000.00
4. HENRY L. GO	4749 Borromeo St., Cebu	380	38,000.00
5. BENITO LO	Jones Ave. Int., Cebu	20	2,000.00
		=====	=====
		6,000	P600,000.00

NINTH. That the following persons have paid on the shares of the capital stock for which they have subscribed the amount set out after their respective names, to wit:

NAME	RESIDENCE	AMOUNT PAID
1. FELISA GO	Commercio St., Cebu	P120,000.00
2. JUANITA M. LIM	4749 Borromeo St., Cebu	10,000.00
3. JOHN GOKONGWEI, JR.	4749 Borromeo St., Cebu	10,000.00
4. HENRY L. GO	4749 Borromeo St., Cebu	9,500.00
5. BENITO LO	Jones Ave. Int., Cebu	500.00
		=====
		P150,000.00

TENTH. That JUANITA M. LIM has been elected by the subscribers as TREASURER of the corporation and to act as such until her successor is duly elected and qualified in accordance with the By-Laws, and as such Treasurer, she 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, Felisa Go, Juanita M. Lim, and Benito Lo have hereunto set their hands on the 15th day of September, 1954 at the City of Cebu, Philippines; John Gokongwei, Jr., and Henry L. Go, on the 6th day of August, 1954, at the City of Manila, Philippines.

(sgd) FELISA GO

(sgd) JUANITA M. LIM

IN THE PRESENCE OF:

(sgd) ILLEGIBLE
(sgd) JOHN GOKONGWEI, JR.

(sgd) ILLEGIBLE
(sgd) HENRY L. GO

IN THE PRESENCE OF:

(sgd) ILLEGIBLE

(sgd) ALFREDO FERRER

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

In the City of Cebu, Philippines, on this 15th day of September, 1954, before me, the undersigned Notary Public in and for the City of Cebu, personally appeared Felisa Go with Res. Cert. No. A-1600532 issued at Cebu City on April 12, 1954; Juanita M. Lim with Res. Cert. No. A-1393550 issued at Cebu City on February 23, 1954, and Alien Certificate of Registration No. A-73927 issued at Cebu City on November 25, 1950 and Benito Lo with Res. Cert. No. A-1593632 issued at Cebu City on February 22, 1954, and Alien Certificate of Registration No. A-76371 issued at Cebu City on December 29, 1950, all of whom are known to me and to me known to be the same persons whose names are subscribed to and who executed the foregoing Articles of Incorporation and each of them acknowledged to me that he or she freely and voluntarily executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by Official Seal the day and the year first above written.

(sgd) NICOLAS JUMAPAO
Notary Public

Doc. No. 366;
Page No. 72;
Book No. V;
Series of 1954.

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

In the City of Manila, Philippines, on this 6th day of August, 1954, before me, the undersigned Notary Public in and for the said City, personally appeared John Gokongwei, Jr. with Res. Cert. No. A-0340186 issued at Manila on June 30, 1954 and Alien Cert. Of Reg. No. A-75874 issued at Cebu City on Jan. 4, 1951; and Henry L. Go, with Res. Cert. No. A-1578085 issued at Cebu city on Jan. 19, 1954 and Alien Cert. Reg. No. A-78928 issued at Cebu City on Sept. 3, 1954; both of whom are known to me and to me known to be the same persons whose names are subscribed to and who executed the foregoing Articles of Incorporation, and each of them acknowledged to me that they voluntarily executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.

(sgd) ANTONIO C. CARAG
Notary Public

Doc. No. 529;
Page No. 7;
Book No. II;
Series of 1954.

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

JUANITA M. LIM, being first duly sworn, deposes and says:

That on the 15th day of September, 1954, she was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the corporation to act as such until her successor has been duly elected and qualified in accordance with the By-Laws of the corporation and that as such treasurer she has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock; that for Six Thousand (6,000) Shares of stock, SIX HUNDRED THOUSAND (P600,000.00) PESOS, Philippine Currency, has been actually subscribed, and that of said subscription, ONE HUNDRED FIFTY THOUSAND (P150,000.00) PESOS, Philippine Currency, has been actually paid to her in trust and received by her in cash for the benefit and to the credit of the corporation, which has been deposited in a bank in the Philippines, and that more than twenty per centum (20%) of the entire number of authorized shares of the capital stock has been actually subscribed and at least twenty-five per centum (25%) of the subscribed has been actually paid to her in trust and received by her in cash for the benefit and to the credit of the corporation.

(sgd) JUANITA M. LIM

SUBSCRIBED AND SWORN to before me at Cebu City, Philippines, on this 15th day of September, 1954, affiant exhibited to me her Res. Cert. No. A-5193350 issued at Cebu City on February 23, 1954.

(sgd) NICOLAS JUMAPAO
Notary Public
Until December 31, 1955


Doc. No. 367;
Page No. 73;
Book No. V;
Series of 1954.

UNIVERSAL ROBINA CORPORATION

CERTIFICATE

I, ROSALINDA F. RIVERA, of legal age, Filipino, with office address at the 40th floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of Universal Robina Corporation ("Corporation") with office address at 110 E. Rodriguez Jr. Ave., Bagumbayan, Libis, Quezon City.
2. To the best of my knowledge, 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, individual directors, and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice-versa.



ROSALINDA F. RIVERA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 21 APR 2016 in PASIG CITY, Philippines, affiant exhibiting to me her SSS I.D. with number 33-2484959-1. She is personally known to me to be the same person who executed the foregoing Secretary's Certificate and acknowledged to me that the same is her free act and deed.

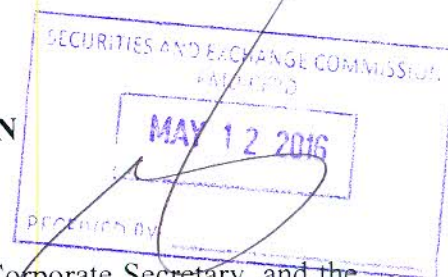
Doc. No. 306;
Page No. 03;
Book No. 11;
Series of 2016.



ATTY. JAMES ANTHONY D. BETITO
Notary Public -- Pasig City/San Juan City
Commission No. 86 (2016-2017)
709 MegaPlaza Condo. ADB Ave. Pasig City
Attorney's Roll No. 58148
IBP # 1016146 / 01/05/16 / Rizal
PTR # 1387697 / 01.07.16 / Pasig City
MCLE Compliance No. IV-0017688 April 23, 2013

UNIVERSAL ROBINA CORPORATION

DIRECTORS' CERTIFICATE



We, the undersigned, being the Chairman of the Board, the Corporate Secretary, and the members of the Board of Directors of UNIVERSAL ROBINA CORPORATION (the "Corporation"), hereby certify that:

1. The Amended Articles of Incorporation of the Corporation was further amended by the vote of more than majority of the Board of Directors on January 15, 2016 and by stockholders representing more than two-thirds (2/3) of the outstanding capital stock of the Corporation during the Annual Stockholders Meeting held on March 9, 2016 whereby the following resolutions were approved:

"RESOLVED, that Article Third of the Articles of Incorporation of Universal Robina Corporation (the "Corporation") be hereby amended to change the principal office address of the Corporation from 110 E. Rodriguez Avenue, Bagumbayan, Quezon City, Metro Manila to the 8th Floor, Tera Tower, Bridgetowne, E. Rodriguez, Jr., Avenue (C5 Road), Ugong Norte, Quezon City, Metro Manila and for such Article Third to read as follows:

THIRD: That the principal office of the corporation shall be located at the 8th Floor, Tera Tower, Bridgetowne, E. Rodriguez, Jr., Avenue (C5 Road), Ugong Norte, Quezon City, Metro Manila but the corporation may establish factories and branch offices elsewhere as the exigencies of the business may command.


RESOLVED FINALLY, that Mr. James L. Go, Chairman, and/or Mr. Lance Y. Gokongwei, President and Chief Executive Officer of the Corporation, are hereby authorized to do any and all acts necessary and proper to give the foregoing resolution full force and effect."

2. The attached is a full, complete, true and correct copy of the Amended Articles of Incorporation of the Corporation, as further amended.

IN WITNESS WHEREOF, we have signed this Certificate this _____
at PASIG CITY, Philippines.

21 APR 2016


(signature page follows)


JAMES L. GO
Chairman/Director
TIN 124-294-200


JOHN L. GOKONGWEI, JR.
Director
TIN 124-294-226


LANCE Y. GOKONGWEI
Director
TIN 116-312-586

PATRICK HENRY C. GO
Director
TIN 139-143-209

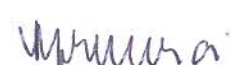

FREDERICK D. GO
Director
TIN 112-934-209

JOHNSON ROBERT G. GO, JR.
Director
TIN 112-197-201


ROBERT G. COYIUTO, JR.
Director
TIN 104-728-734


WILFRIDO E. SANCHEZ
Director
TIN 102-096-694


PASCUAL S. GUERZON
Director
TIN 150-144-318


ROSALINDA F. RIVERA
Corporate Secretary
TIN 185-543-392

SUBSCRIBED AND SWORN TO before me this 21 APR 2016 at
affiants exhibiting to me their following identification cards:

PASIG CITY

<u>Name</u>	<u>Government-issued ID</u>
JAMES L. GO	TIN 124-294-200
JOHN L. GOKONGWEI, JR.	TIN 124-294-226
LANCE Y. GOKONGWEI	TIN 116-312-586
PATRICK HENRY C. GO	TIN 139-143-209
FREDERICK D. GO	TIN 112-934-209
JOHNSON ROBERT G. GO, JR.	TIN 112-197-201
ROBERT G. COYIUTO, JR.	TIN 104-728-734
WILFRIDO E. SANCHEZ	TIN 102-096-694
PASCUAL S. GUERZON	TIN 150-144-318
ROSALINDA F. RIVERA	TIN 185-543-392

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


WITNESS my hand and seal at the place and date first above written.

Doc No. 307 ;

Page No. 03 ;

Book No. 1 ;

Series of 2016.


ATTY. JAMES ANTHONY D. BETITO
Notary Public – Pasig City/San Juan City
Commission No. 86 (2016-2017)
709 MegaPlaza Condo. ADB Ave. Pasig City
Attorney's Roll No. 58148
IBP # 1018146 / 01/05/16 / Rizal
PTR # 1387697 / 01.07.16 / Pasig City
MCLE Compliance No. IV-0017688 April 23, 2013