



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong,
Metro-Manila

S.E.C. Reg. No. 77487

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

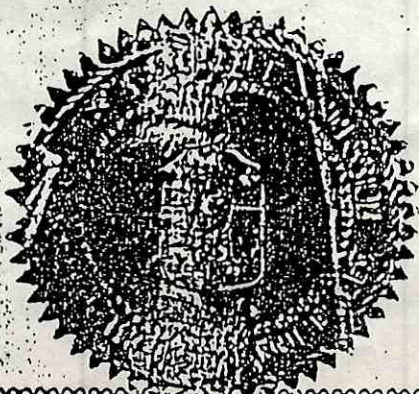
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

JOLLIBEE FOODS CORPORATION
(Amending Articles II, VI, VII and X thereof)

copy annexed, adopted on December 4, 1992 by a majority vote of the Board of Directors and 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 this Office on the 19th day of February nineteen hundred and ninety-three, pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporation

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 19th day of February, in the year of our Lord nineteen hundred and ninety-three.



Rosario N. Lopez
ROSARIO N. LOPEZ
Chairman

RECORDS DIV.
RECEIVED BY: _____

AMENDED ARTICLES OF INCORPORATION
OF 92 DEC 29 P2: 33
JOLLIBEE FOODS CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, Filipino and are residents of the Philippines, have this day voluntarily associated ourselves 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 the corporation shall be

JOLLIBEE FOODS CORPORATION (As amended on
December 20, 1988)

SECOND: PRIMARY PURPOSE

To raise, process, manufacture and package all kinds of food products; to establish, operate and maintain restaurants, coffee shops, and refreshments parlors; to serve, arrange and cater foods, drinks, refreshments and other foods or commodities; and to offer such other services to the public and to do and perform such other acts and things necessary or incidental to the accomplishment of the foregoing corporate business and objects insofar as may be allowed by applicable laws and rules and regulations." (As amended on December 4, 1992)

SECONDARY PURPOSE

1. To manufacture, purchase, or acquire in any lawful manner, and to hold, use, own, mortgage, pledge, sell, acquire, exchange, transfer or otherwise dispose of, and to deal and trade in and with goods, wares, merchandise and personal property of every class and description and in any part of the world, either as principal or agent and upon commission or otherwise.
2. To acquire by purchase, lease, license, registration or in any legal manner trademarks, tradenames, patents, goodwill or other valuable rights and interests in trade, whether processed, developed or registered with the patent office or from other countries, and dispose of, transfer, arrange, lease, pledge or deal with rights, privileges or interest therein as acquired or held by the corporation as may be deemed necessary and proper insofar as may be allowed by applicable laws.
3. To carry on a general mercantile and commercial business of importing, exporting, buying, acquiring, selling, wholesale or retail or otherwise disposing of or dealing on any kind of goods, chattels, merchandise and commodities whether artificial or natural, which are or may be articles of commerce." (As amended on December 4, 1992)
4. To enter into whatever contracts which may be necessary or convenient for the business of this corporation with any person, firm, association or corporation.
5. To mortgage, pledge or otherwise encumber all or any part of its real or personal properties, rights, interests and franchise, including any or all shares of stock,

bonds, debentures, notes, script or other evidence of indebtedness at any time owned by it for the purpose of guarantying the obligation of, or securing the credits granted to, the corporation of any other corporation, partnership, association or person in which or with whom it has an interest, direct or indirect.

6. To acquire lands, buildings and/or interests therein in connection with and/or relative to its principal business, and to hold, improve, develop, construed, operate, maintain, alter, sell, assign, or otherwise, dispose of such properties. (As amended on December 20, 1988)

THIRD: That the place where the principal office of the corporation is to be located or to be established is at Metro Manila, Philippines. The corporation may establish and maintain branches or agencies elsewhere in the Philippines and abroad whenever warranted by the exigencies of the business. (As amended on December 20, 1988)

FOURTH: That the names, citizenships and members of incorporators of said corporation and as follows:

<u>NAMES</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
1. Ang Ngo Chiong	Filipino	663 E. delos Santos, QC
2. Ang Un Bon	Filipino	663 E. delos Santos, QC

3. Tan Caktiong Tony	Filipino	663 E. delos Santos, QC
4. Tan Reynaldo	Filipino	38 Purdue, Quezon City
5. Ang Cho Sit	Filipino	663 E. delos Santos, QC

FIFTH: That the term for which said corporation is to exist is FIFTY (50) years from and after date of incorporation.

SIXTH: That the number of directors of said incorporation shall be seven (7) and that the names and residences of all directors of the corporation who are to serve until their successors are elected and qualified, as provided by the By-Laws and as follows:
(As amended on December 4, 1992)

<u>NAME</u>	<u>RESIDENCE</u>
1. Ang Ngo Chiong	663 E. de los Santos Ave., QC
2. Ang Un Bon	663 E. delos Santos, QC
3. Tan Caktiong Tony	663 E. delos Santos, QC
4. Tan Reynaldo	38 Purdue, Quezon City
5. Ang Cho Sit	663 E. delos Santos, QC

SEVENTH: That the capital stock of said corporation is SEVEN HUNDRED FIFTY MILLION PESOS (₱750,000,000.00) Philippine currency, and said capital stock divided into SEVEN HUNDRED FIFTY MILLION (750,000,000), shares of the Par Value of One Peso (₱1.00) each. (As amended on December 4, 1992)

There shall be no pre-emptive right on the part of the any stockholder of Corporation to subscribe to any or all issues or other disposition of shares from the Corporation. (As amended on December 4, 1992)

EIGHTH: That the amount of capital stock which has been actually subscribed is One Million Two Hundred Thousand Pesos (₱1,200,000.00) and the following persons have subscribed for the number of shares and amount of capital stocks set after their respective names:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
1. Ang Ngo Chiong	36,000	₱ 360,000.00
2. Ang Un Bon	36,000	360,000.00
3. Tan Caktiong Tony	24,000	240,000.00
4. Tan Reynaldo	12,000	120,000.00
5. Ang Cho Sit	<u>12,000</u>	<u>120,000.00</u>
	120,000	₱1,200,000.00

NINTH: That the following persons have paid on their shares on capital stock for which they have subscribed the amount set out after their names:

<u>NAME</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
Ang Ngo Chiong	₱ 90,000.00
Ang Un Bon	- 90,000.00
Tan Caktiong Tony	60,000.00
Tan Reynaldo	30,000.00
Ang Cho Sit	<u>30,000.00</u>
	₱300,000.00

✓ TENTH: That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock will be allowed or permitted to be recorded in the books of the corporation and this restriction shall be indicated in all stock certificates.

That the issuance, sale or transfer of shares to persons or entities not qualified under the provision of this Article whether such issuance, sale or transfer is voluntary or otherwise, shall not be recognized nor registered in the books of the Corporation.

That in the event that the Corporation shall find that a stockholder is not qualified, or has in any manner lost his qualifications to own such stock in the Corporation, then the Corporation, through its Corporate Secretary, shall notify the disqualified stockholder to transfer his shares in the Corporation to a qualified person within one (1) business day from receipt of notice, failing which the Corporation may acquire the shares if it has unrestricted retained earnings sufficient to acquire the shares into treasury, and subject to either requirements under the Corporation Code. If the Corporation has no sufficient unrestricted retained earnings or is unwilling to acquire the shares, then the Corporation, through its Board of Directors, shall have the right to designate any qualified or willing person to purchase the shares of the disqualified stockholder, within such time as the Board may fix, at book value per share, as reflected in the latest audited financial statements of the Corporation. If at the time of the disqualification, the shares of the Corporation are already listed in the Manila and Makati Stock Exchanges, the purchase price shall be fixed at the then prevailing market value of such shares. For purposes of this provision, the prevailing market value shall be the lowest closing price of the shares of the Corporation in the Manila or Makati Stock Exchanges on the last trading day immediately preceding the date of purchase. Upon payment or tender of payment of the shares to the disqualified stockholder, the Secretary of the Corporation shall be considered

as the attorney-in-fact of the disqualified stockholder and shall have full authority to transfer the shares to the Corporation, to the purchaser designated by the Board without need of further authorization from the disqualified stockholder. The disqualified stockholder, upon demand, shall surrender to the Corporation the certificates of stock, duly indorsed, for cancellation. The failure of the disqualified stockholder to surrender the certificates shall not however, prevent the transfer from being registered in the books of the Corporation. (As amended on December 4, 1992)

ELEVENTH: That ANG UN BON has been elected by the subscriber as TREASURER of the corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, he has been authorized to received for the corporation and to receipt in its name for all subscription paid in by said subscribers.

IN WITNESS WHEREOF, we have signed these presents this 4th day of January, 1978 at Manila, Philippines.

(SGD) ANG, NGO CHIONG

TAN-1034-549-4

(SGD) TAN, REYNALDO

TAN-3124-867-7

(SGD) ANG, UN BON

TAN-3097-191-5

(SGD) TAN CAKTIONG, TONY

TAN-3982-311-7

(SGD) ANG, CHO SIT

TAN-3097-189-9

SIGNED IN THE PRESENCE OF:

ILLEGIBLE

ILLEGIBLE

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public this 4th day of January 1978, at the above stated municipality personally appeared the following:

Ang, Ngo Chiong	Res. Cert. No. A-835485	1-27-77 Q.C.
Ang, Un Bon	Res. Cert. No. A-835460	1-10-77 Q.C.
Tan, Reynaldo	Res. Cert. No. A-279016	1-3-77 Mla.
Tan, Caktiong Tony	Res. Cert. No. A-835461	1-3-77 Q.C.
Ang, Cho Sit	Res. Cert. No. A-835512	1-3-77 Q.C.

all known to me to be the same persons who executed the foregoing Articles of Incorporation, and each of them acknowledged to me that the same is their free act and voluntary deed and sworn to the truth thereof.

WITNESS MY HAND and SEAL hereto affixed this 4th day of January 1978 in Makati, Metro Manila

(SGD) MACARIAS V. ELURES
NOTARY PUBLIC
UNTIL DECEMBER 31, 1978
TAN-1227-484-1
PTR NO. 7881909
JAN. 12, 1977, MAKATI

DOC. NO. 836
PAGE NO. 10
BOOK NO. VII
SERIES OF 1978.