



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

Company Reg. No. 77487

**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

**JOLLIBEE FOODS CORPORATION**  
(Amending Articles II Primary Purpose & VI thereof.)

copy annexed, adopted on February 11, 2008 and May 14, 2008 by majority vote of the Board of Directors and on June 27, 2008 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 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, 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 at Mandaluyong City, Metro Manila, Philippines, this 26<sup>th</sup> day of August, Two Thousand Eight.



  
**BENITO A. CATARAN**  
Director

Company Registration and Monitoring Department





# COVER SHEET

7 7 4 8 7

S.E.C. Registration Number

J O L L I B E E F O O D S C O R P O R A T I O N

(Company's Full Name)

1 0 / F J O L L I B E E P L A Z A , 1 0 E M E R A L D  
A V E N U E , O R T I G A S C E N T E R , P A S I G  
C I T Y

(Business Address: No. Street City / Town / Province)

Contact Person

Company Telephone Number

Month Day Year  
Fiscal Year

AMENDED AOI & BY-LAWS

FORM TYPE

0 6 A N Y

Month Day Year  
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total no. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = please use black ink for scanning purposes

AMENDED ARTICLES OF INCORPORATION  
OF  
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; 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, including, without limitation, to invest, own, or hold interests in similar businesses, and to extend assistance, funding and guarantees to subsidiaries and affiliates. (As amended on June 27, 2008)

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 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 deem 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, interest 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 and to guarantee or act as surety in whatever form, solely or jointly, for any loan, obligation, or investment of corporations in which it has an interest.

6. To acquire lands, building and/or interests therein in connection with and/or relative to its principal business, and to hold, 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 incorporation of said corporation and as follows:

<u>NAMES</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
1. Ang Ngo Chiong	Filipino	663 E. delos Santos, Quezon City
2. Ang Un Bon	Filipino	663 E. delos Santos, Quezon City
3. Tan Caktiong Tony	Filipino	663 E. delos Santos, Quezon City
4. Tan Reynaldo	Filipino	38 Purdue, Quezon City
5. Ang Cho Sit	Filipino	663 E. delos Santos, Quezon City

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

SIXTH: That the number of directors of said corporation shall be nine (9) 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 June 27, 2008)

NAMES

RESIDENCE

- |                      |                                  |
|----------------------|----------------------------------|
| 1. Ang Ngo Chiong    | 663 E. delos Santos, Quezon City |
| 2. Ang Un Bon        | 663 E. delos Santos, Quezon City |
| 3. Tan Caktiong Tony | 663 E. delos Santos, Quezon City |
| 4. Tan Reynaldo      | 38 Purdue, Quezon City           |
| 5. Ang Cho Sit       | 663 E. delos Santos, Quezon City |

SEVENTH: That the capital stock of the said corporation is ONE BILLION FOUR HUNDRED FIFTY MILLION PESOS (₱1,450,000.000.00), common shares of the Par Value of One Peso (₱1.00) each. (As amended on May 15, 1996)

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)

EIGHT: That the amount of capital stock which has been actually subscribed is One Million Two Hundred Thousands 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>NAMES</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>
TOTAL	<u>120,000</u>	<u>₱1,200,000.00</u>

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>NAMES</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
1. Ang Ngo Chiong	₱ 90,000.00
2. Ang Un Bon	90,000.00
3. Tan Caktiong Tony	60,000.00
4. Tan Reynaldo	30,000.00



5. Ang Cho Sit

30,000.00

TOTAL

P300,000.00

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 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 Exchange, 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 qualified stockholder, the Secretary of the Corporation shall be considered 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)

The above forms and conditions shall be printed at the back of the stock certificates of the Corporation.

ELEVENTH: That ANG BUN ON 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 4<sup>th</sup> 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

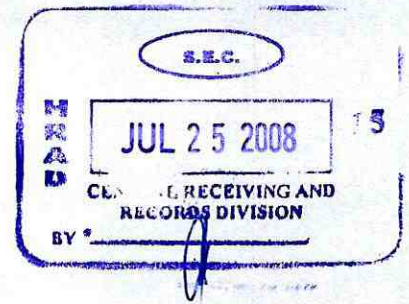
SIGNED IN THE PRESENCE OF:

ILLEGIBLE

ILLEGIBLE



## DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned members of the Board of Directors and the Corporate Secretary of JOLLIBEE FOODS CORPORATION (the "Corporation"), a corporation duly organized and existing under Philippine laws, with principal office at the 10<sup>th</sup> Floor Jollibee Plaza, Emerald Ave., Ortigas Center, Pasig City, do hereby certify that:

1. On the February 11 and May 14, 2008 meetings of the board of directors held at the 10<sup>th</sup> Floor Jollibee Plaza, Emerald Ave., Ortigas Center, Pasig City, in which all directors were present, the members of directors unanimously approved the amendments to the Corporation's Articles of Incorporation and By-Laws and the resolutions stated in item (2) hereof.

2. Similarly, on the annual meeting of the stockholders held at PSE Auditorium, Philippine Stock Exchange Center, Exchange Road, Ortigas Center, Pasig City on June 27, 2008, in which meeting at least two-thirds (2/3) of the total outstanding shares of the Corporation was present, stockholders owning or representing at least 2/3 of the outstanding capital stock of the Corporation approved the proposed amendments to the Corporation's Articles of Incorporation and By-Laws, and approved the following resolutions:

**RESOLVED**, That the Primary Purpose in Article SECOND of the Articles of Incorporation of Jollibee Foods Corporation (the "Corporation") shall be amended to read:

To raise, process, manufacture and package all kinds of foods 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; 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, including, without limitation, to invest, own, or hold interests in similar businesses, and to extend assistance, funding and guarantees to subsidiaries and affiliates.

And that paragraph 5 of the Secondary Purposes in Article SECOND of the Articles of Incorporation shall be amended to read:



To mortgage, pledge or otherwise encumber all or any part of its real or personal properties, rights, interest 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 and to guarantee or act as surety in whatever form, solely or jointly, for any loan, obligation, or investment of corporations in which it has an interest.

**RESOLVED FURTHER,** That Article SIXTH of the Articles of Incorporation is hereby amended to read:

SIXTH. That the number of directors of said corporation shall be nine (9) 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 are as follows:

**RESOLVED FURTHER,** That the proposed amendments to the Corporation's by-laws, as reflected in Annex B hereof, are hereby approved.

**RESOLVED FINALLY,** that the foregoing amendments to the By-Laws be submitted to the Securities and Exchange Commission for approval.

3. Copies of the Corporation's Amended Articles of Incorporation and By-Laws are attached hereto as Annexes A and B, respectively.

IN WITNESS WHEREOF, we have hereunto set our hands this 27<sup>th</sup> day of June, 2008 at Pasig City, Philippines.



**TONY TAN CAKTIONG**

*Chairman of the Board*

*President and Chief Executive Officer*

TIN: 111-391-738



**WILLIAM TAN UNTIONG**

*Corporate Secretary and Director*

TIN: 111-391-779



**ERNESTO TANMANTIONG**

*Director*

TIN: 111-391-753



**ANG CHIO SIT**

*Director*

TIN: 100-231-086



**ANTONIO CHUA POE ENG**

*Director*

TIN: 103-912-044



**FELIPE B. ALFONSO**

*Director*

TIN: 105-332-630



**MONICO JACOB**

*Director*

TIN: 123-030-879



## JURAT

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

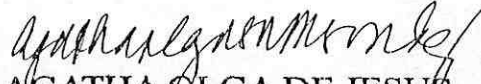
BEFORE ME, a notary public in and for the city named above, personally appeared:

Name	CTC No.	Date & Place Issued
Tony Tan Caktiong	23724955	2.11.08; Pasig City
William Tan Untiong	23724954	2.11.08; Pasig City
Ernesto Tanmantiong	23724959	2.11.08; Pasig City
Antonio Chua Poe Eng	16303948	1.12.08; Quezon City
Ang Cho Sit	16276889	1.10.08; Quezon City
Felipe B. Alfonso	19284680	1.23.08; Makati City
Monico V. Jacob	19453592	1.04.08; Makati City

who is personally known to me to be the same persons who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this 27<sup>th</sup> day of June, 2008.

Doc. No. 509;  
Page No. 103;  
Book No. I;  
Series of 2008.

  
AGATHA OLGA DE JESUS  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2008  
Roll of Attorney's No. 50929  
IBP # 736908 / January 10, 2008 (Pasig City)  
PTR # 4346454 / January 11, 2008 Pasig City