



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 Article III thereof.]

copy annexed, adopted on June 27, 2014 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least 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 11th day August, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

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Former Company Name

J	O	L	L	I	B	E	E	F	O	O	D	S	C	O	R	P	O	R	A	T	I	O	N
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AMENDED TO:
New Company Name

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

J	O	L	L	I	B	E	E	P	L	A	Z	A	F.	O	R	T	I	G	A	S	J	R.
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A	V	E	N	U	E,	P	A	S	I	G	C	I	T	Y									
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Company's Email Address

COMPANY INFORMATION

Company's Telephone Number/s

Company's Facsimile Number/s

Name of Contact Person

CONTACT PERSON INFORMATION

Email Address

Telephone Number/s

Facsimile Number/s

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

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Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

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 said corporation shall be:

JOLLIBEE FOODS CORPORATION

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 accomplishments 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.

SECONDARY PURPOSES

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 descriptions 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 of 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 retain 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.

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, buildings 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.

THIRD: That the place where the principal office of the corporation is to be established and located is in 10/F Jollibee Plaza Building, 10 F. Ortigas Jr. Ave., Ortigas Center, Pasig City. (As amended on June 27, 2014).

FOURTH: That the names, nationalities, and residences of the incorporators are as follows:

Name	Nationality	Residence
Ang Ngo Chiong	Filipino	663 E. delos Santos, Quezon City
Ang Un Bon	Filipino	663 E. delos Santos, Quezon City
Tan Caktiong Tony	Filipino	663 E. delos Santos, Quezon City
Tan Reynaldo	Filipino	38 Purdue, Quezon City
Ang Cho Sit	Filipino	663 E. delos Santos, Quezon City

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

SIXTH: That the number of directors of said corporation shall be nine (9) that and the names, and residences of all the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-laws, are as follows:

Name	Residence
Ang Ngo Chiong	663 E. delos Santos, Quezon City
Ang Un Bon	663 E. delos Santos, Quezon City
Tan Caktiong Tony	663 E. delos Santos, Quezon City
Tan Reynaldo	38 Purdue, Quezon City
Ang Cho Sit	663 E. delos Santos, Quezon City

SEVENTH: That the authorized capital stock of the corporation is ONE BILLION FOUR HUNDRED FIFTY MILLION PESOS (P1,450,000,000.00) common shares of the Par Value of One Peso (P 100.00) each.

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.

EIGHTH: That the amount of capital stock which has been actually subscribed is One Million Two Hundred Thousands Pesos (P1,200,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stocks set after their respective names:

Name	No. of Shares	Amount Subscribed
Ang Ngo Chiong	36,000	P 360,000.00
Ang Un Bon	36,000	360,000.00
Tan Caktiong Tony	24,000	240,000.00
Tan Reynaldo	12,000	120,000.00
Ang Cho Sit	12,000	120,000.0
TOTAL	120,000	P 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:

Name	Amount Paid on Subscription
Ang Ngo Chiong	P 90,000.00
Ang Un Bon	90,000.00
Tan Caktiong Tony	60,000.00
Tan Reynaldo	30,000.00
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 that 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 provisions 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 requirement 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 purpose 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 Exchange 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 stockholders 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.

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

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, she has been authorized to receive for the corporation and to receipt in its name for all subscription paid in by said subscribers.

IN WITNESS WHEREOF, we have set our hand 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

SECRETARY'S CERTIFICATE

I, WILLIAM TAN UNTIONG, Filipino, of legal age and with office address at the 10th Floor, Jollibee Plaza Bldg., Emerald Avenue, Pasig City, being the appointed Corporate Secretary of JOLLIBEE FOODS CORPORATION (the "Corporation"), a corporation duly organized and existing under Philippine law, with business address at the 10th Floor, Jollibee Plaza Bldg., Emerald Avenue, Pasig City, hereby certify on behalf of the Corporation that:

- 1. The following is a true and correct copy of the resolutions adopted and approved by a majority of the Board of Directors and at least 2/3 of the outstanding capital stock of the Corporation on June 27, 2014:

RESOLVED, that Article THIRD of the Articles of Incorporation is hereby amended to read as follows:

THIRD: The place where the principal office of the Corporation is to be established and located is in 10/F Jollibee Plaza Building, 10 F. Ortigas Jr. Ave., Ortigas Center, Pasig City, Metro Manila, Philippines. (As amended on June 27, 2014)

- 2. The above-mentioned resolutions have not been amended, modified or rescinded, and are in full force and effect as of the date hereof.
3. The foregoing statements are true and correct and in accordance with the records of the Corporation.

JUL 25 2014

IN WITNESS WHEREOF, I have hereunto set my hand this _____ at Pasig City.

Signature of WILLIAM TAN UNTIONG, Corporate Secretary

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

Before me, a notary public in and for the city named above, personally appeared:

Name Competent Evidence of Identity

William Tan Untiong Passport No. EB2764690 issued on June 22, 2011 valid until June 21, 2016

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

Witness my hand and seal this JUL 25 2014

Doc. No. 324 ;
Page No. 44 ;
Book No. ;
Series of 2014.

Signature of ANGELINE L. CHONG
Notary Public - Pasig City
Until December 31, 2015
Attorney's Roll No. 54490
Appointment No. 6
PTR No. 4990946; 01/13/14; Pasig City
IBP No. 958344; 01-15-14; RSM
14/F Jollibee Plaza, 10 F. Ortigas Jr. Avenue
Ortigas Center, Pasig City 1605
MCLE Compliance No. IV-0009764;
11/12/12; Pasig City

Republic of the Philippines)
City of Pasig)

SECRETARY'S CERTIFICATE

I, WILLIAM TAN UNTIONG, of legal age, married a resident of Greenhills, San Juan, Metro Manila, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of Jollibee Foods Corporation (the "Corporation"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 10F Jollibee Plaza, 10 F. Ortigas Jr. Avenue, Ortigas Center, Pasig 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.

Pasig City, this JUL 31 2014


WILLIAM TAN UNTIONG
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this JUL 31 2014 in Pasig City, Philippines, affiant exhibiting to me his Philippine Passport Number ECO232914 issued on 7 February 2014 valid until 6 February 2019.

Doc. No. 372 ;
Page No. 74 ;
Book No. 1 ;
Series of 2014.


ANGELINE L. CHONG
Notary Public - Pasig City
Until December 31, 2015
Attorney's Roll No. 54490
Appointment No. 6
PTR No. 4990946; 01/13/14; Pasig City
IBP No. 958344; 01-15-14; RSM
14/F Jollibee Plaza, 10 F. Ortigas Jr. Avenue
Ortigas Center, Pasig City 1605
MCLE Compliance No. IV-0009764;
11/12/12; Pasig City

DIRECTORS' CERTIFICATE



We, the undersigned, majority members of the Board of Directors and the Secretary, do hereby certify that Article THIRD of the Articles of Incorporation of JOLLIBEE FOODS CORPORATION (the "Corporation") was amended by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held for that purpose at the 10th Floor, Jollibee Plaza, Emerald Ave., Ortigas, Pasig City, on June 27, 2014, and by the Board of Directors at a meeting held also on June 27, 2014.

Article THIRD shall read as follows:

THIRD: The place where the principal office of the Corporation is to be established and located is in 10/F Jollibee Plaza Building, 10 F. Ortigas Jr. Ave., Ortigas Center, Pasig City, Metro Manila, Philippines. (As amended on June 27, 2014)

In witness whereof, we have hereunto set our hands this ____ day of

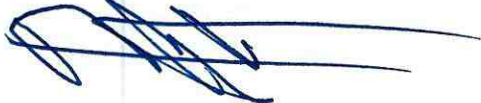
JUL 31 2014 2014 at Pasig City.



TONY TAN CAKTIONG
Chairman of the Board/President
TIN No. 111-391-738



WILLIAM TAN UNTIONG
Director/Secretary
TIN No. 111-391-779



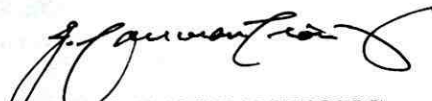
ANTONIO CHUA POE ENG
Director
TIN No. 103-912-044



ARTEMIO V. PANGANIBAN
Director
TIN No. 106-197-693



CEZAR P. CONSING
Director
TIN No. 903-969-910



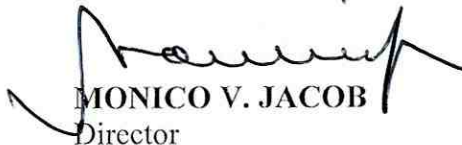
ERNESTO TANMANTIONG
Director/Treasurer
TIN No. 111-391-753



JOSEPH C. TANBUNTIONG
Director
TIN No. 301-643-744



ANG CHO SIT
Director
TIN No. 100-231-086



MONICO V. JACOB
Director
TIN No. 900-221-695

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES) S.S.

MANILA

BEFORE ME, a Notary Public in and for **MANILA**, Philippines, this
day of **JUL 31 2014** 2014 personally appeared:

Name	Government Issued Identification
Tony Tan Caktiong	TIN: 111-391-738
William Tan Untiong	TIN: 111-391-779
Ernesto Tanmantiong	TIN: 111-391-753
Joseph Tanbuntiong	TIN: 301-643-744
Ang Cho Sit	TIN: 100-231-086
Antonio Chua Poe Eng	TIN: 103-912-044
Artemio V. Panganiban	TIN: 103-912-044
Monico V. Jacob	TIN: 900-221-695
Cezar P. Consing	TIN: 903-969-910

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 and at the place first abovewritten.

100
Doc. No. 17 ;
Page No. 17 ;
Book No. 700 ;
Series of 2014.

[Signature]
ATTY. DELFIN R. AGCAOILI JR.
NOTARY PUBLIC
UNTIL DECEMBER 31, 2014
PTR NO. 2413105 / 2014 MLA
IBP NO. 943989 / 2014 MLA
ROL NO. 24655 / TIN NO. 144-519-066
MCLE III - 0013521
COMMISSION NO. 2013-023