



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. 4409

**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

**2GO GROUP, INC.**

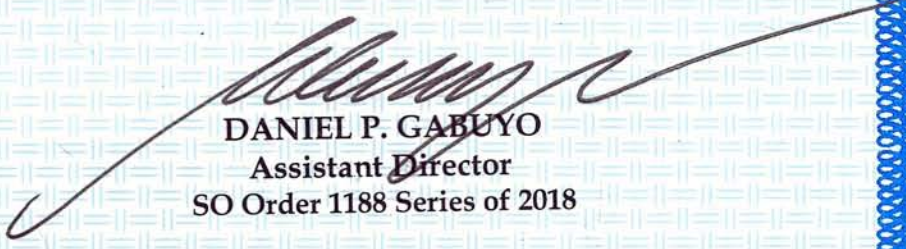
Doing business under the names and styles of "2GO Travel", "2GO Freight", "2GO Supply Chain", "2GO Distribution", "ATS", "2GO", "2GO Together", "Superferry", "Superferry Travel and Leisure" and "Cebu Ferries"

(Amending Articles II Secondary Purpose & IV (term of existence) thereof)

copy annexed, adopted on March 19, 2019 by majority vote of the Board of Directors on April 11, 2019 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 Pasay City, Metro Manila, Philippines, this 20th day of September, Twenty Nineteen.

  
**DANIEL P. GABUYO**  
Assistant Director  
SO Order 1188 Series of 2018





**OFFICIAL RECEIPT**  
Republic of the Philippines  
DEPARTMENT OF FINANCE  
SECURITIES AND EXCHANGE COMMISSION  
Secretariat Building, PICC Complex  
Roxas Boulevard, Pasay City, 1307



Accountable Form No. 51  
Revised 2006

**ORIGINAL**

DATE  
September 02, 2019

No. **1828210**

PAYOR  
2GO GROUP INC.  
PASAY CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
Amended Articles of Incorporation	4020102000(606)	CRMD	1,000.00
Documentary Stamp Tax	4010401000(4010401)		30.00
Legal Research Fee. (A0823)	2020105000(131)		10.00
<b>APPROVED ON</b> 9/20/19 <b>DATE CLAIMED</b> 9/29/19 <b>SECURITIES AND EXCHANGE COMMISSION - OFFICE OF COMPANY REGISTRATION AND MONITORING</b>			
<b>TOTAL PHP</b>			1,040.00
<b>AMOUNT IN WORDS</b> ONE THOUSAND FORTY PESOS AND 00/100			

Received	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above
Treasury Warrant, Check, Money Order Number		MARY JANE S. DOMINGUEZ COLLECTING OFFICER
Date of Treasury Warrant, Check, Money Order		O.R. No. 1828210

**NOTE:** Write the number and date of this receipt on the back of treasury warrant, check or money order received.

2

# COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amended Articles of Incorporation

0 0 0 0 0 0 4 4 0 9

SEC Registration Number

Former Company Name

2 G O G R O U P , I N C . 2 G O

AMENDED TO:

New Company Name

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

8 T H F L O O R T O W E R 1 D O U B L E D R A G O N  
P L A Z A M A C A P A G A L B L V D . C O R N E R  
E D S A E X T E N S I O N P A S A Y C I T Y

Company's Email Address

COMPANY INFORMATION

Company's Telephone Number/s

Company's Facsimile Number/s

Name of Contact Person

Elmer B. Serrano

CONTACT PERSON INFORMATION

Email Address

elmer.serrano@mvgslaw.com

Telephone Number/s

(02)687-1195

Facsimile Number/s

(02)687-1197

Contact Person Address

33rd Flr., The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

**AMENDED ARTICLES OF INCORPORATION**

**OF**

**2GO GROUP, INC.**

Doing business under the names and styles of '2GO Travel', '2GO Freight', '2GO Supply Chain', '2GO Distribution', 'ATS', '2GO', '2GO Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'

(Formerly "ATS CONSOLIDATED (ATSC), INC.

Doing business under the name and styles of 'ATS', '2Go', '2Go Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'")

**KNOW ALL MEN BY THESE PRESENTS:**

That, we, William L. Chiongbian, Virginia S. Chiongbian Alexander L. Chiongbian, James L. Chiongbian, and Pedro B. Uy Calderon, all citizens of the Philippines, married, of legal age, and all of whom are 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 corporation shall be

**2GO GROUP, INC.**

Doing business under the names and styles of '2GO Travel', '2GO Freight', '2GO Supply Chain', '2GO Distribution', 'ATS', '2GO', '2GO Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'

*(As amended at the meeting of the Board of Directors and by the written assent of the Stockholders on 29 December 2011.)*

SECOND: That the purposes for which said corporation is formed are:

**PRIMARY PURPOSE**

To engage in the business of operating steamships, motorboats, and other kinds of water crafts for the transportation of cargoes and passengers within the waters and territorial jurisdiction of the Philippines as well as on high seas; to act as agents of domestic or foreign shipping companies; to purchase, charter, hire, build, or otherwise acquire motor or steam or other ships or vessels, and to employ the same in conveyance and carriage of goods, wares, merchandise of every description, and of passengers within the waters and territorial jurisdiction of the Philippines as well as on high seas; and generally, to do

and perform all acts and things necessary or proper or incidental for the accomplishment of the foregoing purposes.

### SECONDARY PURPOSES

To acquire by purchase, exchange, assignment, gift, or otherwise, and to hold, own, and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, mortgage, pledge, and otherwise operate, enjoy, and dispose of personal properties of every kind and description and wherever situated, as and to the extent permitted by law, including, but not limited to, merchandising materials such as souvenirs, corporate gift items, and products bearing the corporate logos and brands, food and beverages, shares of capital stock, bonds, debentures, evidence of indebtedness, promissory notes, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic, including securities, in corporations engaged in the following:

*(As amended at the meeting of the Board of Directors on 09 December 2013 and the written assent of the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 09 December 2013)*

- (a) the business of air and land transportation, such as but not limited to transporting any and all kinds of goods, cargoes, and passengers; air and land freight forwarding; acting as a courier for mails, letters, and pouches; delivery and transfer of money remittances and equivalent, cargo, and personal effects of all kinds, domestic and international;
- (b) the business of warehousing and distribution; receiving (on consignment or otherwise), storing, selling, and distributing goods on commission or other basis; exporting, importing and/or otherwise dealing in goods, wares and merchandise of all classes and description; issuing warehouse receipts, certificates, and circulars (negotiable or otherwise) to a person's warehoused goods, wares, or merchandise with said corporation; making advances or loans secured by mortgage of or pledge of deposit warehouse receipts for the goods, wares, or merchandise stored in said corporation, or otherwise;
- (c) the business of container leasing and container yard management and operations;
- (d) the business of trucking, container handling, and trailer leasing;
- (e) the business of providing or furnishing any and all forms or types of services and facilities relating to placement or employment or crewing; the business of contracting, enlisting, recruiting Filipino professionals and skilled and unskilled workers for overseas work to maintain and operate an information bureau for the collection and supply information as to proposals for work and job opportunities available for unemployed labor (whether skilled or unskilled),

business conditions, credit ratings, and other subjects of trade interest, and otherwise; to carry on and conduct a general agency business; to act, and to appoint others to act, as general agent, special agent, broker, factor, representative, and commission merchant for individuals or firms, whether domestic or foreign; and/or

- (f) the business of establishing, maintaining and operating domestic and international pick-up and delivery service by air, land, and sea freight of any kind and nature, wherever bound, including storage, brokerage, forwarding, transportation, and/or allied services, including customizing inventory and cost management solutions to support domestic, import, and export oriented enterprises through an e-commerce ready system, which includes the following activities; all inclusive, Door-to-Door pick-up and delivery of goods, supply chain and management, and the loading into any carrier where the following are done: scanning, weighing, packing into containers and re-loading into any carrier of packages and bundled documents, confirmation of export documentation, and completion of manifests, which are then sent electronically to destination airport gateways to enable the customers to track their shipment's progress through the integrator's system over the internet and SMS – from pick-up to delivery;

While the owner, holder, or possessor of such securities, to exercise any and all rights, powers, and privileges of ownership or any other interest therein, including the right to vote on any proprietary or other interest on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held, and the right to receive, collect, and dispose of any and all dividends, interests, and income derived therefrom; Provided it shall not act as an investment bank or investment company or as a stockbroker or dealer of securities or as manager of fund portfolios or similar assets of such managed entities;

*(As amended by a majority of the Board of Directors on 10 May 2005 and 10 June 2005 and ratified by stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 17 June 2005)*

To conduct the business of rendering technical services requirement to customers nationwide for refrigerated marine container vans and related equipment or accessories, including, but not limited to, repair and maintenance, equipment rental and leasing, technical consultancy and training, selling of spare parts, components, and accessories, service contracting, and to act as service agent on behalf of the various domestic and foreign container manufacturers, with services not limited to performing warranty and non-warranty repair services, selling of service parts, components, and accessories, and consultancy services; and

**To enter into suretyship agreements and to issue corporate guarantees in order to secure any debt, obligation, or loan of any subsidiary or corporation in which the company has lawful interests, in whatever may be necessary or incidental to the business of the**

**company, and to mortgage, pledge, or encumber the properties and assets of the company for the stated purposes;**

*(As amended at the respective meetings of the Board of Directors on 19 March 2019 and Stockholders on 11 April 2019)*

To conduct and transact any and all lawful business, and 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 more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

*(Amended at the respective meetings of the Board of Directors on 28 April 2011 and Stockholders on 22 June 2011)*

**THIRD:** That the place where the principal office of the corporation is to be established or located is at 8<sup>th</sup> and 9<sup>th</sup> Floors, Tower 1, DoubleDragon Plaza, EDSA cor. Macapagal Avenue, Pasay City.

*(As amended by the Board of Directors on 18 January 2018 and approved by the stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 5 April 2018)*

**FOURTH: That the corporation shall have perpetual existence.**

*(As amended at the respective meetings of the Board of Directors on 19 March 2019 and Stockholders on 11 April 2019)*

**FIFTH:** That the names and residences, as well as the citizenships, of the incorporators of the said corporation are as follows:

NAMES	CITIZENSHIP	RESIDENCE
William L. Chiongbian	Filipino	Plaridel, Misamis Occ.
Virginia S. Chiongbian (married to William L. Chiongbian)	Filipino	Plaridel, Misamis Occ.
Alexander L. Chiongbian	Filipino	City of Cebu
James L. Chiongbian	Filipino	City of Cebu
Pedro B. Uy Calderon	Filipino	Samboan, Cebu

**SIXTH:** That the number of directors of said corporation shall be nine (9) and the names, citizenships, and residences of 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:

NAMES	CITIZENSHIP	RESIDENCE
William L. Chiongbian	Filipino	Plaridel, Misamis Occ.
Virginia S. Chiongbian (married to William L. Chiongbian)	Filipino	Plaridel, Misamis Occ.
Alexander L. Chiongbian	Filipino	City of Cebu
James L. Chiongbian	Filipino	City of Cebu
Pedro B. Uy Calderon	Filipino	Samboan, Cebu

**SEVENTH:** That the authorized capital stock of the Corporation is Four Billion Seventy-Four Million Nine Hundred and Eight Thousand (₱4,074,908,000.00) Philippine currency, divided into: (a) Four Billion Seventy Million Three Hundred Forty-Three Thousand Six Hundred Seventy (4,070,343,670) common shares with a par value of One Peso (₱1.00) per share and (b) Four Million Five Hundred Sixty-Four Thousand and Three Hundred Thirty (4,564,330) redeemable preferred shares with a par value of One Peso (₱1.00) per share.

The redeemable preferred shares shall have the following features:

- a. Non-voting - Holders of the redeemable preferred shares shall not have the right to vote, except on matters specified in Section 6 of the Philippines Corporation Code, with respect to which holders of non-voting shares shall nevertheless be entitled to vote on.
- b. Dividends - Holders of the redeemable preferred shares shall be entitled to receive dividends at the same rate as holders of common shares; provided, however, that dividends declared on the redeemable preferred shares shall first be paid before dividends are paid on the common shares.
- c. Redemption Privilege - Provided that the Corporation has, after such redemption, sufficient assets in its books to cover its debt and liabilities inclusive of capital stock, the Corporation may redeem the redeemable preferred shares at any time, from time to time, in whole or in part, as may be determined by the Corporation's Board of Directors, within a period not exceeding ten (10) years from the date of issuance thereof, at a price that may be determined by the Board of Directors, which shall not be lower than Six Pesos (₱6.00) per share. The Corporation shall redeem the redeemable preferred shares in the amount of at least Two Hundred Fifty Million Pesos (₱250,000,000.00) per calendar year, provided that the Corporation has, after such redemption, sufficient assets in its books to cover its debt and liabilities inclusive of capital stock.

In the event that the Corporation does not redeem the redeemable preferred shares in accordance with the preceding paragraph, the redeemable preferred shares may be exchanged by its holder with a bond to be issued by the Corporation in accordance with the pertinent provisions of the Corporation Code and the Securities Regulation Code, and such bond shall bear interest at the rate of 4% over the treasury bill rate prevailing at the time of the exchange.



- d. Preference in Liquidation - In the event of any dissolution or liquidation or winding up of the Corporation, whether voluntary or involuntary, except in connection with a merger or consideration, the holders of redeemable preferred shares shall be entitled to be paid in full both the par value of the shares and the unpaid dividends accrued thereon, before any amount shall be paid to the holders of the common shares.
- e. Convertibility - Holders of redeemable preferred shares shall, at their option, have the right to convert every redeemable preferred share held into two (2) common shares of the Corporation, which option must be exercised on or before December 29, 2006 or within one hundred and twenty (120) days from the approval by the Securities and Exchange Commission of this convertibility feature, whichever occurs earlier.

That the issuance, sale, and transfer of shares to persons or entities not qualified under the Philippine Laws, 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, 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 into treasury, subject to other requirements under the Corporation Code. If the corporation has no sufficient unrestricted retained earnings or is unwilling to acquire the shares, the Corporation, through its Board of Directors, shall have the right to designate any qualified and 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 Philippine 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 price of the shares of the Corporation is the price in the Philippine Stock Exchange 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 of 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 endorsed, 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.

No holder of stock of the Corporation shall have any pre-emptive right to subscribe to and/or purchase any stock of the Corporation, including any additional or increased stock of any class, whether now or hereafter authorized.

*(As amended and approved by a majority of the Board of Directors on 27 April 2006 and ratified by stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 25 May 2006)*

**EIGHT:** That the amount of capital stock which has been actually subscribed is ONE MILLION TWO THOUSAND PESOS (₱1,002,000.00) and the following persons have subscribed for the number of shares and amounts of capital stock set out after their respective names.

NAMES	RESIDENCE	NO. OF SHARES SUBSCRIBED	AMOUNT OF CAPITAL STOCK SUBSCRIBED
William L. Chiongbian	Plaridel, Misamis Occ.	800	800,000.00
Virginia S. Chiongbian	Plaridel, Misamis Occ.	160	160,000.00
Alexander L. Chiongbian	City of Cebu	28	28,000.00
James L. Chiongbian	City of Cebu	12	12,000.00
Pedro B. Uy Calderon	Samboan, Cebu	2	2,000.00
		-----	-----
	TOTAL	1,002	1,002,000.00

**NINTH:** That the following persons have paid on the shares of capital stock which they have subscribed, the amounts set out after their respective names:

NAMES	RESIDENCE	CITIZENSHIP	AMOUNT OF CAPITAL STOCK SUBSCRIBED
William L. Chiongbian	Plaridel, Misamis Occ.	Filipino	200,000.00
Virginia S. Chiongbian	Plaridel, Misamis Occ.	Filipino	40,000.00
Alexander L. Chiongbian	City of Cebu	Filipino	7,000.00
James L. Chiongbian	City of Cebu	Filipino	3,000.00
Pedro B. Uy Calderon	Samboan, Cebu	Filipino	1,000.00
			-----
	TOTAL		251,000.00

**TENTH:** That Virginia S. Chiongbian has been elected by the subscribers 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 issue receipts in its name for all subscriptions paid-in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on the 20<sup>th</sup> day of May 1949 in the City of Cebu, Philippines.

(Sgd.) WILLIAM L. CHIONGBIAN

(Sgd.) VIRGINIA S. CHIONGBIAN

(Sgd.) ALEXANDER L. CHIONGBIAN

(Sgd.) JAMES L. CHIONGBIAN

(Sgd.) PEDRO B. UY CALDERON

IN THE PRESENCE OF

(Sgd.) PEDRO CABUSAS

(Sgd.) FIDEL AUREA

ACKNOWLEDGMENT

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

On the 20<sup>th</sup> day of May 1949, A.D. before me a Notary Public in and for the city and province of Cebu, personally appeared:

William L. Chiongbian with Residence Certificate No. 531089 issued at Plaridel, Misamis Occidental, on 19 January 1949; Virginia S. Chiongbian with Residence Certificate No. 1133768 issued at Cebu City on 25 January 1949; Alexander L. Chiongbian with Residence Certificate No. A1119574 issued at Cebu City on 3 January 1949; Pedro B. Uy Calderon, with Residence Certificate No. A1112209 issued at Cebu City on 24 February 1949, all known to me and to me known to be the same persons whose names are subscribed and who executed the within instrument and each of them acknowledged to me that he freely and voluntarily executed the same.

IN WITNESS WHEREOF I have hereinto set my hand and affixed my official seal the day and year last above written.

Doc. No. 104;  
Page No. 83;  
Book No. III;  
Series of 1949.

(Sgd.) FELIX M. SUN  
Notary Public  
Until December 30, 1950

**DIRECTORS' CERTIFICATE**  
**AMENDMENT OF THE**  
**ARTICLES OF INCORPORATION**  
**OF**  
**2GO GROUP, INC.**



**Doing business under the names and styles of '2GO Travel', '2GO Freight', '2GO Supply Chain', '2GO Distribution', 'ATS', '2GO', '2GO Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned Corporate Secretary and majority of the Board of Directors of 2GO GROUP, INC. [Doing business under the names and styles of '2GO Travel', '2GO Freight', '2GO Supply Chain', '2GO Distribution', 'ATS', '2GO', '2GO Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'](the Corporation) do hereby certify that at the meeting of the Board of Directors held on March 19, 2019 at the EDSA Boardroom, 8<sup>th</sup> Floor of DoubleDragon Plaza, EDSA corner Macapagal Avenue, Pasay City, these amendments were unanimously approved, and at the regular meeting of the shareholders of the Corporation held on April 11, 2019 at the Golden Ballroom 1 & 2, Okada Manila, New Seaside Drive, Entertainment City, Parañaque City, at which meeting, shareholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation were present or represented, the following resolutions were, by unanimous vote of the shareholders present or represented, adopted:

1. Amendment of the Second Article of the Articles of Incorporation

"RESOLVED, that 2GO GROUP, INC. [Doing business under the names and styles of '2GO Travel', '2GO Freight', '2GO Supply Chain', '2GO Distribution', 'ATS', '2GO', '2GO Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'](the Corporation) be authorized and empowered to guarantee the obligations of its subsidiaries, affiliates and other entities in which the Corporation has lawful interests, and to amend the Second Article of its Articles of Incorporation to reflect this authority:

**SECOND:** To acquire by purchase, exchange, assignment, gift, or otherwise, and to hold, own, and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, mortgage, pledge, and otherwise operate, enjoy, and dispose of personal properties of every kind and description and wherever situated,  
x x x;



To enter into suretyship agreements and to issue corporate guarantees in order to secure any debt, obligation, or loan of any subsidiary or corporation in which the company has lawful interests, in whatever may be necessary or incidental to the business of the company, and to mortgage, pledge, or encumber the properties and assets of the company for the stated purposes; and

To conduct and transact any and all lawful business, and to do, or cause to be done, any one or more of the acts and things herein set forth as its purposes, x x x.

"RESOLVED FINALLY, that any one of the President, Corporate Secretary, or any Director of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended Articles of Incorporation of the Corporation, certified by majority of the directors and the Corporate Secretary, to the Securities Exchange Commission, to sign, execute and deliver any and all documents, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

2. Amendment of the Fourth Article of the Articles of Incorporation

"RESOLVED, that 2GO GROUP, INC. [Doing business under the names and styles of '2GO Travel', '2GO Freight', '2GO Supply Chain', '2GO Distribution', 'ATS', '2GO', '2GO Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'] (the Corporation) be authorized and empowered to amend its corporate term to reflect the perpetual life of the Corporation and to amend the Fourth Article of its Articles of its Articles of Incorporation to effect this change:

**FOURTH: That the corporation shall have perpetual existence.**

"RESOLVED FINALLY, that any one of the President, Corporate Secretary or any Director of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended Articles of Incorporation of the Corporation, certified by majority of the directors and the Corporate Secretary, to the Securities Exchange Commission, to sign, execute and deliver any and all documents, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

A copy of the *amended* Articles of Incorporation embodying the foregoing amendments is here attached.

We certify that the attached *amended* Articles of Incorporation is a true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed these presents on this  
APR 12 2019 at Pasig City, Philippines.

**DENNIS A. UY**  
Chairman  
Director  
TIN

**FRANCIS C. CHUA**  
Vice Chairman  
Director  
TIN

~~**FREDERIC C. DYBUNCIO**~~  
President  
Chief Executive Officer  
Director  
TIN

**ELMER B. SERRANO**  
Corporate Secretary  
Corporate Information Officer  
Director  
TIN

**MA. CONCEPCION F. DE CLARO**  
Director  
TIN 120-135-353

**JOSEPH C. TAN**  
Lead Independent Director  
TIN

**RAUL CH. RABE**  
Independent Director  
TIN

**LAURITO E. SERRANO**  
Independent Director  
TIN

**CHRYSS ALFONSUS V. DAMUY**  
Director  
TIN

SUBSCRIBED AND SWORN to before me this APR 12 2019, affiants exhibiting to me competent proofs of their identity, to wit:

<u>Name</u>	<u>ID No./Date and Place of Issue</u>
DENNIS A. UY	TIN
FRANCIS C. CHUA	TIN
FREDERIC C. DYBUNCIO	TIN
ELMER B. SERRANO	TIN
MA. CONCEPCION F. DE CLARO	TIN
JOSEPH C. TAN	TIN
LAURITO E. SERRANO	TIN
CHRYSS ALFONSUS V. DAMUY	TIN

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

WITNESS MY HAND AND SEAL, this APR 12 2019 at Pasig City.

Doc. No. 493;  
Page No. 100;  
Book No. I;  
Series of 2019.

**VINA MARIE S. VILLARROYA**

Appointment No. 226 (2018-2019)

Notary Public for Pasig City

Until December 31, 2019

Attorney's Roll No. 68536

33rd Floor, The Orient Square

F. Ortigas, Jr. Road, Ortigas Center, Pasig City

PTR No. 5212718; 1.04.19; Pasig City

IBP No. 097515; 01.03.19; RSM

MCLE Compliance No. VI-0012267; 4.14.22

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

**SECRETARY'S CERTIFICATE**

I, **MIA M. ORMITA**, Filipino, of legal age, with office address at 33<sup>rd</sup> Floor, The Orient Square, F. Ortigas, Jr. Road, Ortigas Center, Pasig City, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected Corporate Secretary of **2GO GROUP, INC.** [Doing business under the names and styles of '2GO Travel', '2GO Freight', '2GO Supply Chain', '2GO Distribution', 'ATS', '2GO', '2GO Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries.'](the Corporation), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at 8<sup>th</sup> Floor, Tower 1, DoubleDragon Plaza, Macapagal Blvd. cor. EDSA Extension, Pasay City.

2. I certify that 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 or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand on this ~~AUG 29 2019~~ at Pasig City, Metro Manila.

**MIA M. ORMITA**  
Corporate Secretary

**AUG 29 2019**

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ in Pasig City, Metro Manila, affiant personally appeared and presented to me her Social Security System ID No. 33-4591698-2.

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Page No. 66;  
Book No. II;  
Series of 2019.

**VINA MARIE S. VILLARROYA**  
Appointment No. 226 (2018-2019)  
Notary Public for Pasig City  
Until December 31, 2019  
Attorney's Roll No. 68536  
33<sup>rd</sup> Floor, The Orient Square  
F. Ortigas, Jr. Road, Ortigas Center, Pasig City  
PTR No. 5212718; 1.04.19; Pasig City  
IBP No. 097515; 01.03.19; RSM  
MCLE Compliance No. VI-0012267; 4.14.22