



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

COMPANY REG. NO. CS200930125

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

MerryMart Consumer Corp.
(Amending Articles II Primary Purpose, III, VI and VII thereof)

copy annexed, adopted on November 15, 2019 by a 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 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 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 to this Certificate at Pasay City, Metro Manila, Philippines, this 23 day of January, Twenty Twenty.

GERARDO E. DEL ROSARIO

Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

C 9 2 0 0 7 3 0 1 2 5

Former Company Name

M E R R Y M A R T O P A S H M E R C O R P

AMENDED TO:
New Company Name

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

I N J A P B L O G T A T C P L A R I D E L V T
R O X A N C I T Y C A P I Z

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

876-711

Mobile Number

0917 267 273

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

RIZA MARIE JOY V. SIA

Email Address

BRGY. CAGAY PANACOTI

Telephone Number/s

876-711

Mobile Number

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)

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

MerryMart Consumer Corp.
(formerly INJAP SUPERMART INC.)

KNOWN ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines;

AND WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be:

MerryMart Consumer Corp.

SECOND: A. That the primary purpose for which such corporation is incorporated:

PRIMARY PURPOSE

To engage in various consumer-related businesses, conduct and carry on the business of buying, selling, manufacturing, distributing, marketing at wholesale and retail of consumer goods including liquor and agricultural, meat and fresh products, To establish and continue the business of general merchandise, mercantile, trading and marketing, processing, production making and manufacturing of consumer products and commodities, and engage in the importation of consumer goods, food and non-food items, agricultural and seafood products fresh and processed, and other merchandise for the distribution and wholesale and retail of goods and other similar merchandise. (As amended on November 15, 2019)

To lease out store and office spaces and to offer advertising and maintenance services for a fee to its lessee or lease occupants.

B. That the corporation shall have all the express power of a operation as provided for under Section 36 of the Corporation Code of the Philippines.

1. To engage in the business of owning and operating a pharmacy and wholesale distribution of pharmaceuticals, drugs, medicines, medical equipment, and all other items related to the pharmacy business.

THIRD: That the place where the principal office of the corporation is to be established is at:

9th Floor, Tower 1, DoubleDragon Plaza, DD Meridian Park, Corner Macapagal Avenue and Edsa Extension, Bay Area, Barangay 76, PASAY CITY, FOURTH DISTRICT, NCR, Philippines, 1302 (As amended on November 15, 2019)

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

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

NAME	NATIONALITY	RESIDENCE
EDGAR J. SIA, SR.	FILIPINO	BRGY. CAGAY, ROXAS CITY
EDGAR J. SIA II	FILIPINO	c/o FOUR SEASONS HOTEL COR. FUENTES-DELGADO STS. ILOILO CITY
FERDINAND J. SIA	FILIPINO	c/o FOUR SEASONS HOTEL COR. FUENTES-DELGADO STS. ILOILO CITY
PACITA J. SIA	FILIPINO	BRGY. CAGAY, ROXAS CITY
RIZZA MARIE J. SIA	FILIPINO	BRGY. CAGAY, ROXAS CITY

SIXTH: That the number of directors of the corporation shall be seven (7) with at least Two (2) of whom shall be an independent director; and the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: (As amended on November 15, 2019)

NAME	NATIONALITY	RESIDENCE
EDGAR J. SIA, SR.	FILIPINO	BRGY. CAGAY, ROXAS CITY
EDGAR J. SIA II	FILIPINO	c/o FOUR SEASONS HOTEL COR. FUENTES-DELGADO STS. ILOILO CITY
FERDINAND J. SIA	FILIPINO	c/o FOUR SEASONS HOTEL COR. FUENTES-DELGADO STS. ILOILO CITY
PACITA J. SIA	FILIPINO	BRGY. CAGAY, ROXAS CITY
RIZZA MARIE J. SIA	FILIPINO	BRGY. CAGAY, ROXAS CITY

SEVENTH: That the authorized capital stock of the corporation is ONE BILLION AND TWO HUNDRED MILLION PESOS (P1,200,000,000.00) pesos in lawful money of the Philippines, divided into TWENTY FOUR BILLION (24,000,000,000) shares with the par

value of Five Centavos (Php0.05) in Philippine Peso per share. (As amended on November 15, 2019)

The Stockholders shall have no pre-emptive right to subscribe to all issues or dispositions of shares of any class. (As amended on November 15, 2019)

The corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Boards of the Philippine Stock Exchange dated 6 June 2013. (As amended on November 15, 2019)

EIGHTH: That at least twenty-five (25%) percent of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>	<u>TOTAL AMOUNT AID</u>
INJAP INVESTMENTS, INC.	Filipino	12,495	P1,249,500.00	P312,375.00
EDGAR J. SIA, SR.	Filipino	1	P100.00	P25.00
EDGAR J. SIA, II	Filipino	1	P100.00	P25.00
FERDINAND J. SIA	Filipino	1	P100.00	P25.00
PACITA J. SIA	Filipino	1	P100.00	P25.00
RIZZA MARIE JOY J. SIA	Filipino	1	P100.00	P25.00
Total		12,500	P1,250,000.00	P312,500.00

NINTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

TENTH: That PACITA J. SIA has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

ELEVENTH: That the incorporators undertake to change the name of the corporation immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to use of the name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this 9th day of September 2009 at Iloilo City.

Name	TIN/Passport No.	Signature
Edgar J. Sia, Sr.	102 220 627 000	(sgd.)
Edgar J. Sia, II	192 003 450 000	(sgd.)
Ferdinand J. Sia	917 782 960 000	(sgd.)
Pacita J. Sia	102 220 889 000	(sgd.)
Rizza Marie Joy J. Sia	286 871 120 000	(sgd.)

WITNESSES:

(sgd.)
Ma. Leilah Y. Geronimo

(sgd.)
Venancio C. Parcon

ACKNOWLEDGMENT

Republic of the Philippines) S.S.
ILOILO CITY)

BEFORE ME, A Notary Public in and for _____ Philippines, this day of September 8, 2009, personally appeared:

NAME	Community Tax Certificate No.	Date Issued	Place Issued
EDGAR J. SIA, SR.	06839370	01-05-09	ROXAS CITY
EDGAR J. SIA II	10375484	01-08-09	ILOILO CITY
FERDINAND J. SIA	10374949	01-12-09	ILOILO CITY
PACITA J. SIA	06839371	01-05-09	ROXAS CITY
RIZZA MARIE JOY J. SIA	03278356	09-02-09	ROXAS CITY

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 above written.

Doc. No. 181:
Page No. 38:
Book No. LIX:
Series of 2009.

Sgd.
PLARIDEL D. NAVA II
Notary Public
PROVINCE AND CITY OF ILOILO
UNTIL DECEMBER 31, 2009
SC ROLL NO. 46649
IBP NO. 724911/IC/1.05.09
PTR NO. 3156629/IC/1.05.09
MCLE 2ND COMPLIANCE NO. 10888

7
REPUBLIC OF THE PHILIPPINES)
CITY OF _____) S.S.
X-----PASAY CITY-----X

SECRETARY'S CERTIFICATE

I, **RIZZA MARIE JOY J. SIA**, of legal age, married, and a resident of Metro Manila, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **MerryMart Consumer Corp.**, a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with office at Pasay City, Fourth District, NCR, Philippines, 1302 ;
2. To the best of my knowledge, no action or proceeding has been filed or its 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.

SIGNED on this JAN 09 2020 day of PASAY CITY at _____ City


RIZZA MARIE JOY J. SIA
Corporate Secretary

SUBSCRIBED AND SWORN to before me on this JAN 09 2020 day of _____
at _____ City.

Doc. No. 202 ; Page No. 791 ;

Book No. 41 ; Series of 2020.


RUBEN T. M. RAMIREZ
NOTARY PUBLIC
UNTIL DEC. 31, 2021
IBF NO. 035405716-15-19 CY 2020
ROLL NO. 205477 MCLE 6 7 9-22-19
PTR. NO. MKT. 91170447 1-2-20 APPT. NO. 66-127

CERTIFICATION
OF THE
BOARD OF DIRECTORS
AND THE CORPORATE SECRETARY



We the undersigned majority of the Directors and the Corporate Secretary of MerryMart Consumer Corp. do hereby certify that the Articles of Incorporation of the said corporation was amended by a majority vote of the directors and the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held for that purpose at the principal office of the corporation on November 15, 2019, to wit:

“RESOLVED, that the MerryMart Consumer Corp. is amending the Articles II, III, VI, & VII of the Articles of Incorporation, to read as follows:

SECOND: A. That the primary purpose for which such corporation is incorporated:

PRIMARY PURPOSE

To engage in **various consumer-related businesses**, conduct and carry on the business of buying, selling, manufacturing, distributing, marketing at wholesale and retail of consumer goods including liquor and agricultural, meat and fresh products. **To establish and continue the business of general merchandise, mercantile, trading and marketing, processing, production making and manufacturing of consumer products and commodities, and engage in the importation of consumer goods, food and non-food items, agricultural and seafood products fresh and processed, and other merchandise for the distribution and wholesale and retail of goods and other similar merchandise.** (As amended on November 15, 2019)

To lease out store and office spaces and to offer advertising and maintenance services for a fee to its lessee or lease occupants.

B. That the corporation shall have all the express power of a operation as provided for under Section 36 of the Corporation Code of the Philippines.

1. **To engage in the business of owning and operating a pharmacy and wholesale distribution of pharmaceuticals, drugs, medicines, medical equipment, and all other items related to the pharmacy business.**

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Xxxx

SIXTH: That the number of directors of the corporation shall be seven (7) with at least two (2) of whom shall be an independent director; and the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: (As amended on November 15, 2019)

Xxxx

SEVENTH: That the authorized capital stock of the corporation is ONE BILLION AND TWO HUNDRED MILLION PESOS (P1,200,000,000.00) pesos in lawful money of the Philippines, divided into TWENTY FOUR BILLION (24,000,000,000) shares with the par value of Five Centavos(Php0.05) in Philippine Peso per share. (As amended on November 15, 2019)


The Stockholders shall have no pre-emptive right to subscribe to all issues or dispositions of shares of any class. (As amended on November 15, 2019)

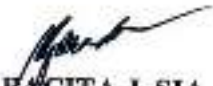
The corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Boards of the Philippine Stock Exchange dated 6 June 2013. (As amended on November 15, 2019)

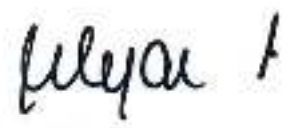
UNANIMOUSLY APPROVED"


We certify with said increase of capital, that all non-subscribing stockholder(s) has/have waived his/her/their pre-emptive right(s) to subscribe to the increase in authorized capital stock.

We further certify that the Attached Amended Articles of Incorporation is true and correct thereof.


EDGARI J. SIA
TIN : 102-220-627-000



FACITA J. SIA
TIN : 102-220-889-000


EDGAR J. SIA II
TIN : 192-003-450-000


RIZZA MARIE JOY J. SIA
TIN : 942-465-082-000


FERDINAND J. SIA
TIN : 917-782-960-000

Attested to by:


RIZZA MARIE JOY J. SIA
Corporate Secretary

SUBSCRIBED AND SWORN to before me on this day of JAN 09 2020
at Pasay City.

Doc. No. 203; Page No. 79;

Book No. 41; Series of 2020.


RUBEN T. M. RAMIREZ
NOTARY PUBLIC
UNITED STATES OF AMERICA
IEP NO. 03141119-36-05 27 2020
ROLL NO. 200421001E 5/15/22-19
PTR. NO. MKC. S1130 4/11-2-20 APPY. NO. 14-127