



**REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION**

The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. AS94008752

**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

Everwoods Green Resources and Holdings, Inc.
(Formerly: EVER-GOTESCO RESOURCES & HOLDINGS, INC.)
(Amending Articles I, III, and VII thereof)

copy annexed, adopted on May 24, 2022 by a majority vote of the Board of Directors and on September 2, 2022 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 27th day of October, Twenty Twenty-Five.

GERARDO E. DEL ROSARIO
Officer-in-Charge

S.O. Order No. 843, Series of 2025

AMENDED
ARTICLES OF INCORPORATION
OF
EVERWOODS GREEN RESOURCES AND HOLDINGS, INC.
(Formerly: EVER-GOTESCO RESOURCES AND HOLDINGS, INC.)

KNOWN ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be:

EVERWOODS GREEN RESOURCES AND HOLDINGS, INC.
(Formerly: EVER-GOTESCO RESOURCES AND HOLDINGS, INC.)

(As amended by the Board of Directors on May 24, 2022 and approved and ratified by the Stockholders on September 2, 2022)

SECOND: That the purpose for which the Corporation is formed are:

PRIMARY PURPOSE

To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, voting trust certificates for shares of capital stock and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part, in cash or by exchanging stocks, bonds, or other evidences of indebtedness or securities of the corporation, and while the owner or holder of any such real or personal property, stocks, or other securities, contracts, or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, power and privileges of ownership, including all voting powers on any stocks so owned; and to do every act and thing covered generally by the denomination "holding corporation", and especially to direct the operations of

other corporations through the ownership of stock therein, provided, however, that the corporation shall not as an investment company or a securities broker and/or dealer, not exercise the functions of a trust corporation.

SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidence of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation;
2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidence of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue pursuant to law shares of its capital stock, debentures and other evidence of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the process of its lawful business;
3. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;
4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidence of indebtedness, contracts, or obligations of which are held by or for this Corporation, directly or indirectly or through other corporations or otherwise;
5. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation;
6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the Corporation;

7. To establish and operate one or more branch offices of agencies and to carry on any of all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines, and

8. 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.

THIRD: That the place where the principal office of the Corporation is to be established or located shall be at 3/F Manila Real Residences, 1129 J. Natividad Lopez St., Ermita, Manila. (As amended by the Board of Directors on May 24, 2022 and approved and ratified by the Stockholders on September 2, 2022)

FOURTH: That the term for which the Corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH: That the names, nationalities and residence of the incorporators of said corporation are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
Richard L. Hsu	Filipino	1958 Claro M. Recto Avenue, Manila
Hrothgar O. Verde	Filipino	119-A P. Jacinto Street Caloocan City
Bernardino P. Conception	Filipino	1709 Bishop Street Brookside Hills, Cainta Rizal
Jorge H. Garcia	Filipino	13 Eustaquio Street San Juan, Metro Manila
Vicente V. Cañoneo	Filipino	No. 53 A. Malac Street Masambong, Quezon City

SIXTH: That the number of directors of the Corporation shall be seven (7) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
Richard L. Hsu	Filipino	1958 Claro M. Recto Avenue, Manila
Hrothgar O. Verde	Filipino	119-A P. Jacinto Street Caloocan City
Bernardino P. Conception	Filipino	1709 Bishop Street Brookside Hills, Cainta Rizal

13 Eustaquio Stret san Juan, Metro Manila

No. 53 A. Malac Street Masambong,
Quezon City

(As amended by the Board of Directors on August 11, 1995 and approved and ratified by the Stockholders on August 11, 1995)

SEVENTH: That the authorized capital stock of the Corporation is Two Billion Five Hundred Million Pesos (P 2,500,000,000.00) Philippine Currency, and said capital stock is divided into Twenty Five Billion (25,000,000,000) shares with a par value of TEN CENTAVOS (P0.10) each. (As amended by the Board of Directors on May 24, 2022 and approved and ratified by the Stockholders on September 2, 2022)

EIGHT: That the amount of the said capital stock which has been actually subscribed is Four Hundred Thousand Pesos (P400,000.00), and the following persons have subscribed for the number of shares of stock and the amount of capital stock indicated opposite their respective names:

NAME	CITIZENSHIP	NUMBER & CLASS OF SHARES	Amount Subscribed
Richard L. Hsu	Filipino	80,000	P80,000.00
Hrothgar O. Verde	Filipino	80,000	80,000.00
Bernardino P. Concepcion	Filipino	80,000	80,000.00
Jorge H. Garcia	Filipino	80,000	80,000.00
Vicente V. Cañoneo	Filipino	80,000	80,000.00
Total		400,000	P400,000.00

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

NAME	AMOUNT PAID
Richard L. Hsu	P 20,000.00
Hrothgar O. Verde	20,000.00
Bernardino P. Concepcion	20,000.00
Jorge H. Garcia	20,000.00
Vicente V. Cañoneo	20,000.00
Total	P 100,000.00

TENTH: That no issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation.

ELEVENTH: That **RICHARD L. HSU** has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-Laws; and that, as such Treasurer, he has been authorized to receive for the Corporation, and to issue in its name receipts for, all subscription paid in by the subscribers.

IN WITNESS WHEREOF, we have set out hands this 22nd day of September 1994 at Manila, Philippines.

(SGD) RICHARD L. HSU

(SGD) HROTHGAR O. VERDE

(SGD) BERNARDINO P. CONCEPCION

(SGD) JORGE H. GARCIA

(SGD) VICENTE V. CANONEO

SIGNED IN THE PRESENCE OF:

[Illegible]

[Illegible]

ACKNOWLEDGEMENT

Republic of the Philippines)
Manila) S.S.

BEFORE ME, a Notary Public in and for Manila, this 22nd day of September 1994, personally appeared:

Name	Community Tax Certificate	Date & Place Issued
Richard L. Hsu	18438433	January 3, 1994 Makati, Metro Manila
Hrothgar O. Verde	19636821	January 31, 1994 Manila
Bernardino P. Concepcion	19636820	January 31, 1994 Manila
Jorge H. Garcia	23481889	January 4, 1994

		Caloocan City
Vicente V. Cañoneo	22496773	February 2, 1994 Makati, Metro Manila

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.

(SGD) ANTONIO G. MALONZO
Notary Public
PTR No. 1029647/Manila/Jan. 3, 1994
TIN: 106-187-030
Until December 31, 1995

Doc. No. 102;
Page No. 12;
Book No. VII;
Series of 1994

JCG/equi.ai

DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority members of the Board of Directors and the Corporate Secretary of **Everwoods Green Resources and Holdings, Inc.** (the "Corporation"), do hereby certify that the Articles of Incorporation of the Corporation was amended by a majority vote of the directors at a meeting held on May 24, 2022 at the principal office of the Corporation and the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at the annual stockholder's meeting held virtually on September 2, 2022.

The amended provisions of the attached Articles of Incorporation refer to the FIRST, THIRD, and SEVENTH Articles of the Amended Articles of Incorporation of the Company and it is hereby amended to read as follows:

From:

FIRST: That the name of the Corporation shall be:

EVER-GOTESCO RESOURCES AND HOLDINGS, INC.

To:

FIRST: That the name of the Corporation shall be:

EVERWOODS GREEN RESOURCES AND HOLDINGS, INC.

(Formerly: **EVER GOTESCO RESOURCES AND HOLDINGS, INC.**)

xxx

Form:

THIRD: That the place where the principal office of the Corporation is to be established or located shall be at Metro Manila, Philippines.

To:

THIRD: That the place where the principal office of the Corporation is to be established or located shall be at 3/F Manila Real Residences, 1129 J. Natividad Lopez St., Ermita, Manila.

xxx

From:

SEVENTH: That the authorized capital stock of the Corporation is FIVE BILLION PESOS (P 5,000,000,000.00) Philippine Currency, and said capital stock is divided into Five Billion (5,000,000,000) shares with a par value of ONE PESO (P1.00) each.

To:

SEVENTH: That the authorized capital stock of the Corporation is Two Billion Five Hundred Million Pesos (P 2,500,000,000.00) Philippine Currency, and said capital stock is divided into Twenty Five Billion (25,000,000,000) shares with a par value of TEN CENTAVOS (P0.10) each.

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

IN WITNESS WHEREOF, we have set our hands this 21 JUN 2023 day of _____ 2022 at MAKATI CITY, Philippines.

JOEL T. GO
Chairman of the Board
Director

ANTONIO L. TIU
Director

CHRISTIAN GRANT YU TOMAS
Independent Director

EDGARDO C. MANDA
Independent Director

CHRISTINE P. BASE
Corporate Secretary

EVELYN C. GO
Director

LOURDES G. ORTIGA
Director

ISIDRO C. ALCANTARA, JR.
Independent Director

SUBSCRIBED AND SWORN to before me this 21 JUN 2023 at MAKATI CITY, affiants exhibiting to me their Government-issued Identification Cards as follows:

<u>NAME</u>	<u>TAX IDENTIFICATION NUMBER</u>
JOEL T. GO	178-063-911
ANTONIO L. TIU	203-067-724
CHRISTIAN GRANT YU TOMAS	182-054-166
EDGARDO C. MANDA	101-931-434
EVELYN C. GO	100-097-067
LOURDES G. ORTIGA	115-857-414
ISIDRO C. ALCANTARA, JR.	123-371-185
CHRISTINE P. BASE	198-818-199

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Book No. XXIV

Series of 2022.

ATTY. RENE MA. M. VILLA

Notary Public of Makati City

Appointment No. M-111

Until December 31, 2024

PTR No. MKT 9565544; 01-03-2023;

IBP Lifetime No. 013595; 12-27-2013; I.C.

Roll No. 37226

MCLE Compliance No. VII-0024195; 11-15-2022

Ground Floor, Makati Terraces Condominium

3650 Davila St., Brgy. Tejeros, Makati City 1204