2

COVER SHEET

PW803
S.E.C. Registration Number

MANILA JOCKEY CLUB, INC.

(Company's Full Name)

14TH FLOOR STRATA 100 BLDG.
F. ORTIGAS JR. ROAD
ORTIGAS CENTER, PASIG CITY

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

ATTY. CHINO PAOLO Z. ROXAS
Contact Person

687-9889
Company's Telephone Number

12 31
Month Day
Fiscal Year

AMENDED ARTICLES OF THE CORPORATION

FORM TYPE

06 30
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

PRESENTED ON: 2/10/14
COUNTER OFFICER:
PROCESSOR: Marietta Velazquez

AMENDED

ARTICLES OF INCORPORATION

OF

MANILA JOCKEY CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, residents of the Philippines, have voluntarily associated ourselves for the purpose of forming a corporation under the laws of the Philippines.

AND BY THESE PRESENTS CERTIFY--

FIRST: That the name of the said Corporation shall be the MANILA JOCKEY CLUB, INC.

SECOND: A. That the purposes for which the corporation is formed are:

PRIMARY

"**To engage in horseracing and gaming activities authorized by law.**" *(As amended on June 8, 2018 by the Board of Directors and on June 29, 2018 by the Shareholders)***.**

SECONDARY

1. To acquire real properties such as lands, to construct buildings, on the same for the purpose of leasing them, and to sell them if, in the opinion of the Board of Directors, the sale is advantageous

2. To purchase and to sell shares of stock of other corporation.

3. To engage in all kinds of lawful recreations for the members such as, for example, establishing bowling alleys, tennis courts, billiard halls, and other games and, if the Board of Directors so decides, to give the opportunity to the public, through the collection of fees, the use of these facilities.

4. To receive, accept, acquire, hold, purchase, collect, recover or in any other manner acquire, obtain interest in, own lease, mortgage, secure obligation with mortgage, cede deposit, elect, designate, appoint proxies (or trustees) in relation to deal in, exchange, sell or otherwise dispose, all kinds of shares of stock, commercial papers, voting trust certificates, bonds, mortgages, advances, trust receipts, promissory notes and similar

things of value, obligations, certificates of interest, rights of action, and evidences of debt, Including promissory notes, releases, letters of exchange, letters of credit and negotiable documents of any person, corporation, society, association, governmental entity or agency whether national, municipal, domestic or foreign.

5. To purchase, acquire, hold shares of stocks and bonds, power, privileges, rights or assets of all kinds, assume all kinds, assume all or part of the obligations or debts or any person, corporation, association, society or governmental agency or entity, and possess and exercise all or any part of the rights, powers and privileges thus acquired.

6. To contract debts or prestation or borrow funds for the purpose of the corporation.

7. To deal in, in order to carry into effect the business of the company in general, the importation and exportation of goods and merchandise of any kind.

8. To do and any and everything necessary, proper, suitable or convenient for the attainment of the corporate purpose and objectives and the furtherance of the powers set forth herein, and to do and carry out all acts and things growing out of or connected with the aforesaid powers insofar as the same are permitted by (or not inconsistent with) the laws of the Philippines.

9. To engage in the business to develop real estate properties into mix-use real estate development projects including but not limited to leisure, recreational and memorial parks, operate, manage and/or sell the real estate development projects.

In order to achieve the expressed objectives, the corporation shall construct buildings and other kinds of improvements in the mentioned hippodrome and on the other properties that will be acquired, and to lease other real properties.

Pursuant to the aforementioned objectives, the corporation shall operate the business of horse racing in the mentioned San Lazaro Hippodrome. (As amended April 12, 1951).

THIRD: That the principal office of the corporation shall be located in San Lazaro Leisure and Business Park, Brgy. Lantic, Carmona, Cavite. (As amended June 18, 2008).

FOURTH: That the term for which the corporation is to exist is fifty (50) years from and after the date of Incorporation and is hereby extended for another fifty years from and after March 22, 1987, the expiry date of its original term. (As amended on April 22, 1986).

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

NAMES	ADDRESS
1. V. Singson Encarnacion	573 Legarda Street, Manila
2. Salvador Araneta	Insular Life Building, Manila
3. Ramon Fernandez	109 J. Luna, Manila
4. Consuelo Legarda	964 R. Hidalgo, Manila
5. Salustiano Herrero	1063 Felix Huertas, Manila
6. Ramon Soriano	203 J. Luna, Manila
7. Manuel Torres	640 F.B. Harrison, Pasay City
8. Jose Albert	500 Zurbaran, Manila
9. F.W. Prising	25 Escolta, Manila

SIXTH: That the said corporation shall be eleven (11) directors, and that the names 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, to wit: (As amended on April 26, 2002)

NAMES	ADDRESS
1. V. Singson Encarnacion	573 Legarda Street, Manila
2. Salvador Araneta	Insular Life Building, Manila
3. Ramon Fernandez	109 J. Luna, Manila
4. Eugenio Lopez	Iloilo, Iloilo
5. Manuel Torres	640 F.B. Harrison, Pasay City
6. Jose Albert	500 Zurbaran, Manila
7. F.W. Prising	25 Escolta, Manila
8. Consuelo Legarda	964 R. Hidalgo, Manila
9. Salustiano Herrero	1063 Felix Huertas, Manila

SEVENTH: That the authorized capital stock of the corporation is **ONE BILLION PESOS (Php1,000,000,000.00)** Philippine Currency and said capital is divided into ONE BILLION (1, 000,000,000.00) common shares with par value of One Peso (P1.00) per share. (As amended on June 18, 2008)

That no stockholder shall by reason of his ownership of stock have pre-emptive right to purchase, subscribe for or take any part of any stock or any other securities convertible into or carrying options or warrants to purchase stock of the Corporation, whether out of the unissued authorized capital stock or any future increase thereof, or to any treasury stock held by the corporation. Any part of such stock or other securities may at any time be issued, optioned for sale and sold or disposed by the corporation pursuant to the resolution of its board of Directors, to such persons and upon such terms as the Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders'. (As amended on June 18, 2008).

EIGHTH: That the amount of said capital stock which has been actually subscribed is ONE MILLION TWO HUNDRED FORTY NINE THOUSAND NINE HUNDRED NINETY-SIX PESOS (P1, 249,996.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Names	Residences	No. of Shares	Amount of Capital Stock Subscribed
V. Singson Encarnacion	573 Legarda, Manila	5,000	P 5,000.00
Salvador Araneta	Insular Life Bldg., Manila	5,000	5,000.00
Salustiano Herrero	1963 F. Huertas, Manila	5,000	5,000.00
Eugenio Lopez	Iloilo, Iloilo	5,000	5,000.00
Ramon Fernandez	109 Juan Luna, Manila	5,000	5,000.00
Jose Albert	500 Zurbaran, Manila	35,294	35,294.00
Francisco Beech	267 San Marcelino, Manila	35,294	35,294.00
Jose Cagigas	2232 Felix Huertas, Manila	35,294	35,294.00
Maria Castellana	964 R.Hidalgo, Manila	35,294	35,294.00
Carmen Cecilio	703 Evangelista, Manila	35,294	35,294.00
Joaquin Elizalde	M. dela Industria, Manila	35,294	35,294.00
Maria Escolar	127 Soldado, Manila	35,294	35,294.00
Jose Garchitorena	631 A. Mabini, Manila	35,294	35,294.00
Carmen Gavito	1937 F. Huertas, Manila	35,294	35,294.00
Jose Gavito	1937 F. Huertas, Manila	35,294	35,294.00
Manuel Gomez	1937 F. Huertas, Manila	35,294	35,294.00
Faustino Herrero	1963 F. Huertas, Manila	35,294	35,294.00
Consuelo Legarda	964 R. Hidalgo, Manila	35,294	35,294.00
Luis Lichauco	247 Aviles, Manila	35,294	35,294.00
Tomas Lichauco	414 Pennsylvania, Manila	35,294	35,294.00

Victoria Lichauco	741 Leveriza, Manila	35,294	35,294.00
Ramon Lopez	165 Magallanes, Manila	35,294	35,294.00
Rosario Melgar	c/o El "82"	35,294	35,294.00
Angela Montenegro	259 Aragon, Manila	35,294	35,294.00
Petrona Nakpil	325 Barbosa, Manila	35,294	35,294.00
Gustavo Otto	Lito Car. & Bauer	35,294	35,294.00
Bartolome Paez	1966 J. Luna, Manila	35,294	35,294.00
Jose A. Paterno	913 Avenida Rizal	35,294	35,294.00
Maximino Paterno	Avenida, Rizal	35,294	35,294.00
Francisco Peña	36 Santa Mesa, Manila	35,294	35,294.00
F.W. Prising	25 Escolta, Manila	35,294	35,294.00
Consuelo C. Reyes	964 R. Hidalgo, Manila	35,294	35,294.00
J.J. Russell	152 F.B. Harrison, Manila	35,294	35,294.00
F. Sendagorta	18 Gral. Luna, Manila	35,294	35,294.00
Ramon Soriano	203 J. Luna, Manila	35,294	35,294.00
Manuel Torres	640 F. B. Harisson	35,294	35,294.00
Rita L. Vda. De Valdes	964 R. Hidalgo, Manila	35,294	35,294.00
Belen Vda. De Warren	363 M. Earnshaw, Manila	35,294	35,294.00
Carmen Zaragoza	1030 R. Hidalgo, Manila	35,294	35,294.00
		1,224,996	P 1,224,996.00

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

Names	Residences	Amount of Capital Stock Subscribed
V. Singson Encarnacion	573 Legarda, Manila	P 1,250.00

Salvador Araneta	Insular Life Bldg., Manila	1,250.00
Salustiano Herrero	1963 F. Huertas, Manila	1,250.00
Eugenio Lopez	Iloilo, Iloilo	1,250.00
Ramon Fernandez	109 Juan Luna, Manila	1,250.00
Jose Albert	500 Zurbaran, Manila	35,294.00
Francisco Beech	267 San Marcelino, Manila	35,294.00
Jose Cagigas	2232 Felix Huertas, Manila	35,294.00
Maria Castellana	964 R.Hidalgo, Manila	35,294.00
Carmen Cecilio	703 Evangelista, Manila	35,294.00
Joaquin Elizalde	M. dela Industria, Manila	35,294.00
Maria Escolar	127 Soldado, Manila	35,294.00
Jose Garchitorena	631 A. Mabini, Manila	35,294.00
Carmen Gavito	1937 F. Huertas, Manila	35,294.00
Jose Gavito	1937 F. Huertas, Manila	35,294.00
Manuel Gomez	1937 F. Huertas, Manila	35,294.00
Faustino Herrero	1963 F. Huertas, Manila	35,294.00
Consuelo Legarda	964 R. Hidalgo, Manila	35,294.00
Luis Lichauco	247 Aviles, Manila	35,294.00
Tomas Lichauco	414 Pennsylvania, Manila	35,294.00
Victoria Lichauco	741 Leveriza, Manila	35,294.00
Ramon Lopez	165 Magallanes, Manila	35,294.00
Rosario Melgar	c/o El "82"	35,294.00
Angela Montenegro	259 Aragon, Manila	35,294.00
Petrona Nakpil	325 Barbosa, Manila	35,294.00
Gustavo Otto	Lito Car. & Bauer	35,294.00
Bartolome Paez	1966 J. Luna, Manila	35,294.00
Jose A. Paterno	913 Avenida Rizal	35,294.00
Maximino Paterno	Avenida, Rizal	35,294.00

Francisco Peña	36 Santa Mesa, Manila	35,294.00
F.W. Prising	25 Escolta, Manila	35,294.00
Consuelo C. Reyes	964 R. Hidalgo, Manila	35,294.00
J.J. Russell	152 F.B. Harrison, Manila	35,294.00
F. Sendagorta	18 Gral. Luna, Manila	35,294.00
Ramon Soriano	203 J. Luna, Manila	35,294.00
Manuel Torres	640 F. B. Harisson	35,294.00
Rita L. Vda. De Valdes	964 R. Hidalgo, Manila	35,294.00
Belen Vda. de Warren	363 M. Earnshaw, Manila	35,294.00
Carmen Zaragoza	1030 R. Hidalgo, Manila	35,294.00
		P 1,206,246.00

TENTH. – That Doña CONSUELA LEGARDA has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws and that as such as Treasurer, she has been authorized to receive for the corporation all the subscriptions paid in by the said subscribers, and to receipt in its name for all the said subscriptions.

IN WITNESS WEHEREOF, we have hereunto set our hands this 22nd day of March 1937.

(SGD.) SALVADOR ARANETA
(SGD.) CONSUELO L. VDA. DE PRIETO
(SGD.) RAMON SORIANO
(SGD.) MANUEL TORRES
(SGD.) F.W PRISING
(SGD.) SALUSTIANO HERRERO
(SGD.) JOSE ALBERT
(SGD.) V. SINGSON ENCARNACION
(SGD.) RAMON FERNANDEZ

Signed in the presence of:

(SGD.) Illegible (SGD.) Illegible

ACKNOWLEDGMENT

UNITED STATES OF AMERICA
COMMONWHEAKTH OF THE PHILIPPINES
CITY OF MANILA
S.S

In the City of Manila, Commonwealth of the Philippines, this 22nd day of March 1937, before me, Notary Public for the City of Manila, Personally appeared in the following:

Names	Address
V. Singson Encarnacion	573 Legarda Street, Manila
Salvador Araneta	Insular Life Building, Manila
Manuel Torres	640 F.B. Harrison, Pasay City
Consuelo Legarda	964 R. Hidalgo, Manila
Salustiano Herrero	1063 Felix Huertas, Manila
Ramon Soriano	203 J. Luna, Manila
Ramon Fernandez	109 J. Luna, Manila
Jose Albert	500 Zurbaran, Manila
F.W. Prising	25 Escolta, Manila

known to me and to me known to be the same persons who signed their names and executed the foregoing document and each one of them ratified before me that they have freely and voluntarily executed the same document.

IN TESTIMONY WHEREOF, I have hereunto set my hand and sealed the same my official seal on the date, month, year and place above written.

(SGD.) J. ANTONIO ARANETA
Notary Public
Until December 31, 1938

Doc. No. 82;
Page No. 23;
Book No. II;
Series of 1937.

CERTIFICATE OF AMENDMENT

OF THE AMENDED ARTICLES OF INCORPORATION

OF

MANILA JOCKEY CLUB, INC.

We, the undersigned Secretary and a majority of the Board of Directors of **MANILA JOCKEY CLUB, INC.** (the "**Corporation**"), do hereby certify that at a meeting of the Board of Directors held on 8 June 2018 at the 12th Floor, Strata 100, F. Ortigas, Jr. Road, Ortigas Center, Pasig City, the amendment stated below was unanimously approved, and at the annual meeting of the shareholders of the Corporation held on 29 June 2018 at the principal office of the Corporation, 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:

> "**RESOLVED**, that the Corporation be, as it is hereby, authorized to amend Article Second of the Amended Articles of Incorporation to change the primary purpose of the Corporation, which amendment shall read as follows:
>
> > "Second, -- That, the purposes for which the corporation is formed are:
> >
> > PRIMARY --
> >
> > *"To engage in horseracing and gaming activities authorized by law."* *(As amended on June 8, 2018 by the Board of Directors and on June 29, 2018 by the Shareholders)*
>
> "**RESOLVED, FINALLY**, that any one (1) 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 at least a majority of the directors and the Corporate Secretary, to the Securities and Exchange Commission, to sign, execute and deliver any and all documents and deeds, 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 amendment is hereto attached.

IN WITNESS WHEREOF, we have hereunto signed these presents this 03 SEPTEMBER 2018 at Pasig City.

ALFONSO R. REYNO, JR.
Chairman of the Board

ALFONSO VICTORIO G. REYNO III
Director

MARIZA SANTOS-TAN
Director

CHRISTOPHER G. REYNO
Director

PEDRO O. TAN
Director

Lucas C. Carpio Jr.
LUCAS C. CARPIO, JR.
Director

Maria Luisa T. Morales
MARIA LUISA T. MORALES
Director

Valdepeñas
VICTOR B. VALDEPEÑAS
Director

VICTOR C. FERNANDEZ
Director

Ferdinand A. Domingo
FERDINAND A. DOMINGO
Director and Corporate Secretary

SUBSCRIBED AND SWORN to before me this 0 3 SEP 2018, affiants exhibiting to me competent proofs of their identity, to wit:

Name	Competent Proof of Identity
Alfonso R. Reyno, Jr.	TIN 114-555-166
Alfonso Victorio G. Reyno III	TIN 903-359-248
Mariza Santos-Tan	TIN 139-154-574
Christopher G. Reyno	TIN 200-991-104
Pedro O. Tan	TIN 106-822-156
Lucas C. Carpio, Jr.	TIN 123-465-785
Maria Luisa T. Morales	TIN 252-153-728
Victor B. Valdepeñas	TIN 106-906-639
Victor C. Fernandez	TIN 155-565-214
Ferdinand A. Domingo	TIN 145-006-236

WITNESS MY HAND AND SEAL, this 0 3 SEP 2018 at Pasig City, Philippines.

Doc. No. 218;
Page No. 45;
Book No. V;
Series of 2018.

JING JING [illegible]MERO
NOTARY PUBLIC
APPOINTMENT N[illegible] (2018-2019)
UNTIL DEC[illegible] 31 2019
PTR NO. [illegible] 2018 / PASIG
IBP NO. [illegible] 2018 / QC
CITIES OF PASIG SAN JUAN AND PATEROS
ROLL OF ATTORNEY NO. 60827

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

SECRETARY'S CERTIFICATION

I, **FERDINAND A. DOMINGO**, of legal age, Filipino and with office address at 12th Floor, Strata 100 Bldg., F. Ortigas Jr. Road, Ortigas Center, Pasig City, after having been sworn in accordance with law, hereby certify that:

1. I am the duly elected and incumbent Corporate Secretary of **MANILA JOCKEY CLUB, INC.** (the "Corporation"), a corporation duly organized and existing under Philippine laws, with principal office address at San Lazaro Leisure Park, Brgy. Lantic, Carmona, Cavite.

2. To the best of my knowledge, based on documents in my possession as Corporate Secretary, 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.

IN WITNESS WHEREOF, this Certificate is signed this 0 3 SEP 2018 at Pasig City.

Ferdinand A. Domingo
FERDINAND A. DOMINGO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 0 3 SEP 2018, in Pasig City, affiant exhibiting to me his TIN 145-006-236.

Doc. No. 219;
Page No. 45;
Book No. V;
Series of 2018.

JING-JING S. ROMERO
NOTARY PUBLIC
APPOINTMENT NO. 169 (2018-2019)
UNTIL DECEMBER 31 2019
PTR NO. 3858844 / 1-11-2018 / PASIG
IBP NO. 25228 / 1-10-2018 / QC
CITIES OF PASIG SAN JUAN AND PATEROS
ROLL OF ATTORNEY NO. 60827