

COVER SHEET

SEC Number _____

Company TIN _____

SOUTH LUZON TOLLWAY CORPORATION

(Company's Full Name)

Unit 1201 Antel Corporate Center, Valero St., Salcedo Village, Makati City

(Company's Address: No. Street City/Town/Province)

893-5941; 840-4961

(Company's Telephone Number)

December 31

(Fiscal Year Ending)

(Month & Day)

2nd Thursday of May

(Annual Meeting)

Articles of Incorporation & By-Laws

(FORM TYPE)

(Amendment Designation if Applicable)

Securities & Exchange Commission
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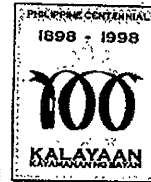
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REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila



SEC Reg. No. A200010622

CERTIFICATE OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

SOUTH LUZON TOLLWAY CORPORATION

were duly registered by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980, and copies of said Articles and By-Laws are hereto attached.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 26th day of July, Two Thousand .


SONIA M. BALLO

Date: 1-3-2017 Time: 1:39:31 PM

Director
Corporate and Legal Department


RA/chato

www.sec.gov.ph

User Name: NILOCOLIN

**ARTICLES OF INCORPORATION
OF
SOUTH LUZON TOLLWAY CORPORATION**

KNOW 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 Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of this corporation shall be:

SOUTH LUZON TOLLWAY CORPORATION

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

PRIMARY PURPOSE

To engage in the rehabilitation, construction, expansion, operation and management of the South Luzon Expressway from the Alabang viaduct to Lucena, Quezon, and other allied businesses such as the upgrading, replacing, enlarging, repairing, improving, modernizing, developing or otherwise engaging in any work upon the project toll roads including all approaches, interchanges, overpasses, bridges, toll plazas, sewerage and drainage systems, buildings and related civil works, and for such purpose provide the necessary site surveys, traffic studies and investigations, engineering, design, materials and equipment; supply and install a toll collection system for the project toll roads, traffic and toll data management systems, weighing sensors, central computers, CCTV system and related equipment; provide tollway management services, including the review of all aspects of tollway operations and maintenance and such undertakings whenever necessary and appropriate for the proper and successful completion and operation of the project toll roads.

SECONDARY PURPOSES

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 evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

2. To acquire by purchase or otherwise, take over and manage any going concern, or any of the assets, business, goodwill or rights of any person/s or juridical entity/ies and in connection therewith, to assume, undertake or guarantee the liabilities or obligations of such person/s or entities;

3. To re-acquire, hold, sell, re-issue, or otherwise dispose of any shares in its own capital stock in the manner and subject to the conditions now and hereafter prescribed by law;

4. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences 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 evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

5. 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;

6. 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, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise;

7. To enter into, perform and carry out contracts of every kind and for any lawful purpose as may be necessary or relevant to the business or operations of the corporation;

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8. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, 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;

9. 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;

10. To establish and operate one or more branch offices or 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;

11. 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 or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation.

The foregoing clauses shall be construed as powers as well as objectives and purposes and shall not be held to limit or restrict in any manner the general powers of the corporation now or hereafter granted by law.

THIRD: That the place where the principal office of the corporation is to be established is Metro Manila, Philippines.

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

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

Date: 1-3-2017 Time: 1:41:41 PM

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
George L. Go	Filipino	54 Narra Avenue South Forbes Park Makati City
Gloria L. Tan Climaco	Filipino	No. 10 Planet St. Bel Air IV Village Makati City
Richard Y. Chiongbian	Filipino	2 Farol St. Urdaneta Village Makati City
Renato B. Valdecantos	Filipino	No. 4 Houston Street, BF Homes Parañaque, Metro Manila
Rolando L. Macasaet	Filipino	7 Lily St., Valle Verde Pasig City
Wilfrido V. Vergara	Filipino	7 Layang-laya St. Mira-Nila Homes Quezon City
Ricardo J. Romulo	Filipino	2386 Mabolo St. Dasmariñas Village Makati City

SIXTH: That the number of directors of the corporation shall be eleven (11) and that the names, nationalities and residences of the initial directors who are to serve as such 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>
George L. Go	Filipino	54 Narra Avenue South Forbes Park Makati City
Gloria L. Tan Climaco	Filipino	No. 10 Planet St. Bel Air IV Village Makati City
Richard Y. Chiongbian	Filipino	2 Farol St. Urdaneta Village Makati City

Date: 1-3-2017 Time: 2:29:8 PM

Renato B. Valdecantos Filipino No. 4 Houston Street,
B.E. Homes,
Parañaque, Metro Manila

Rolando L. Macasaet Filipino 7 Lily St., Valle Verde
Pasig City

Wilfrido V. Vergara Filipino 7 Layang-laya St.
Mira-Nila Homes
Quezon City

Ricardo J. Romulo Filipino 2386 Mabolo St.
Dasmariñas Village
Makati City

Carmelito C. Salazar Filipino No. 47 Maningning Street
Teacher's Village,
Diliman, Quezon City

Isidro A. Consunji Filipino 3rd Floor, Dacon Bldg.
2281 Pasong Tamo Extension
Makati City

Eugene B. Macalalag Filipino 2725 Cabrera St.
Pasay City

*deleted and
corrected by
Atty. R. Aguilera -
Enlight
July 20, 2000
Atty. R. Aguilera -
Enlight*

SEVENTH: That the authorized capital stock of the corporation is ONE HUNDRED MILLION PESOS (₱100,000,000.00), Philippine currency, divided into ONE HUNDRED MILLION (100,000,000) shares with a par value of ONE PESO (₱1.00) per share.

EIGHTH: That the amount of said capital stock which has been actually subscribed is TWENTY FIVE MILLION PESOS (₱25,000,000.00), and the following persons have subscribed to the number of shares and the amount of capital stock, indicated opposite their respective names, as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed
George L. Go	Filipino	1	₱ 1.00
Gloria L. Tan Climaco	Filipino	1	₱ 1.00
Richard Y. Chiongbian	Filipino	1	₱ 1.00
Renato B. Valdecantos	Filipino	1	₱ 1.00

Rolando L. Macasaet	Filipino	1	₱ 1.00
Wilfrido V. Vergara	Filipino	1	₱ 1.00
Ricardo J. Romulo	Filipino	1	₱ 1.00
Carmelito C. Salazar	Filipino	1	₱ 1.00
Isidro A. Consunji	Filipino	1	₱ 1.00
Eugene B. Macalalag	Filipino	1	₱ 1.00
Hopewell Crown Infrastructure, Inc.	Filipino	19,999,992	₱ 19,999,992.00
Philippine National Construction Corporation	Filipino	4,999,998	₱ 4,999,998.00
Total		25,000,000	₱ 25,000,000.00

deleted and corrected by
Atty. Raymundo V. Aspiras - Sanchez
July 26, 2007
ATTY. RAYMUNDO V. ASPIRAS - SANCHEZ

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

Name	Amount Paid
George L. Go	₱ 1.00
Gloria L. Tan Climaco	₱ 1.00
Richard Y. Chiongbian	₱ 1.00
Renato B. Valdecantos	₱ 1.00
Rolando L. Macasaet	₱ 1.00
Wilfrido V. Vergara	₱ 1.00
Ricardo J. Romulo	₱ 1.00
Carmelito C. Salazar	₱ 1.00
Isidro A. Consunji	₱ 1.00
Eugene B. Macalalag	₱ 1.00
Hopewell Crown Infrastructure, Inc.	₱ 4,999,992.00
Philippine National Construction Corporation	₱ 1,249,998.00
Total	₱ 6,250,000.00

deleted and corrected by
Atty. Raymundo V. Aspiras - Sanchez
July 26, 2007
ATTY. RAYMUNDO V. ASPIRAS - SANCHEZ

TENTH: That no transfer of shares of stock of the corporation shall be recorded in the books of the corporation unless the following procedure is complied with:

(a) In the event any stockholder should desire to sell or dispose of any of its shares ("Selling Stockholder"), it shall first offer to sell the said shares to the other stockholders of the corporation ("Remaining Stockholder") by furnishing to the Remaining Stockholders a written notice of an offer to sell indicating the number of

shares offered for sale (the "Sale Shares") and the offer price thereof, as well as other terms and conditions of the offer. A copy of the notice must also be filed with the Office of the Corporate Secretary. This right of first refusal shall be exercised within a period of thirty (30) days ("Initial Offer Period") from the Remaining Stockholders' receipt of the written offer to sell.

(b) In the event that any Remaining Stockholder declines to purchase ("Declining Stockholder") its proportionate part of the Sale Shares offered, each of the stockholders exercising the right ("Exercising Stockholder") shall, within thirty (30) days from the earlier of the (i) receipt of notice of the Sale Shares still available to be purchased pursuant to this paragraph, or (ii) expiration of the thirty (30) day exercise period of the Declining Stockholders, have the right to purchase the Declining Stockholders' proportionate part of the Sale Shares offered up to the proportion that the number of Sales Shares purchased by such Exercising Stockholders during the Initial Offer Period bears to the total number of Sales Shares purchased by all the Exercising Stockholders during the Initial Offer Period. *and*

(c) If only one Eligible Stockholder is willing to purchase the Sale Shares being offered for sale or the unsold balance thereof, it may purchase all such Sale Shares. Any Sale Shares not so purchased may be sold by the Selling Stockholder to a third party purchaser at terms not more favorable than those offered to the Remaining Stockholders, provided that such third party shall accede to the stockholders' agreement existing at the time of purchase.

(d) The foregoing restrictions shall not apply to a proposed sale or disposition of shares in favor of an Affiliate of the Selling Stockholder, provided also, that the right of first refusal of a Remaining Stockholder may be assigned to an Affiliate of such Remaining Stockholder. The term "Affiliate" as used in these provisions shall mean:

- (i) a corporation in which a Selling Stockholder or a Remaining Stockholder, as the case may be, owns shares comprising more than fifty percent (50%) of the outstanding capital stock;
- (ii) a corporation which is owned to the extent of more than fifty percent (50%) of its outstanding capital stock by another corporation which at the same time owns shares in the Selling Stockholder or Remaining Stockholder, as the case may be; and
- (iii) a corporation which owns more than fifty percent (50%) of the Selling Stockholder's or Remaining Stockholder's outstanding capital stock.

(e) In the event that an offer be made by a third party to purchase controlling interest in the corporation, and fifty percent (50%) or more of the outstanding capital

stock should favor such sale, it is hereby agreed that no sale of stock shall be entered into unless all of the other stockholders are given the right or option to sell their shares to the purchaser for the same price per share as is offered for the majority or controlling shares of the corporation.

No issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of outstanding capital stock required by law to be owned by Filipino citizen, shall be allowed or permitted to be recorded in the books of the corporation.

Any transfer of share of stock of the corporation issued in violation of the foregoing provisions shall be null and void. The foregoing restrictions or references to the same shall be printed or indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH: That Eugene B. Macalalag 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 Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

TWELFTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have hereunto set our hands this 28 JUN 2009
at Lasig City, Metro Manila, Philippines.


GEORGE L. GO


GLORIA L. TAN CLIMACO


RICHARD Y. CHIONGBIAN


RENATO B. VALDECANTOS

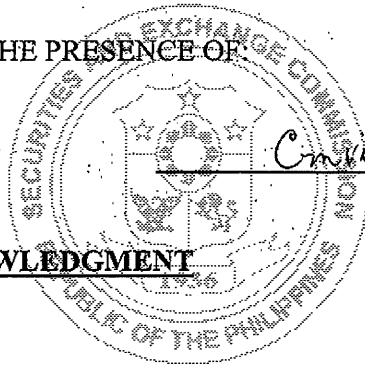

ROLANDO L. MACASAET


WILFRIDO V. VERGARA

Date: 1-3 June 2009 Time: 2:35:11 PM
RICARDO J. ROMULO

SIGNED IN THE PRESENCE OF

[Signature]



[Signature]

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
Pasig City) S. S.

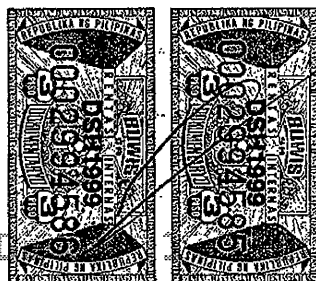
BEFORE ME, a Notary Public in and for Pasig City, this 28 JUN 2000 day of 28 JUN 2000, personally appeared the following:

<u>Name</u>	<u>CTC No.</u>	<u>Date & Place Issued</u>
George L. Go	10705281	2-10-2000 - Manila
Gloria L. Tan Climaco	14494117	2-29-2000 - Makati
Richard Y. Chiongbian	05877865	3-1-2000 - Cebu City
Renato B. Valdecantos	02886284	1-31-2000 - San Juan
Rolando L. Macasaet	14161991	1-18-2000 - Mandaluyong
Wilfrido V. Vergara	14444013	1-26-2000 - Makati
Ricardo J. Romulo	09979259	3-27-2000 - Makati

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.

WITNESS MY HAND AND NOTARIAL SEAL on the date and at the place first above written.

Doc. No. 334;
Page No. 67;
Book No. III;
Series of 2000.



LUTARCO S. BAWAGAN, JR.
Notary Public
Until December 31, 2000
PTR 113-2000
Pasig City

Time: 2:41:6 PM

Articles of Incorporation-south luzon/SLTC Files