



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 10020

**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

MJC INVESTMENTS CORPORATION
Doing business under the name and style of
**Winford Leisure And Entertainment Complex and
Winford Hotel and Casino**
[FORMERLY: MJC Investments Corporation]
Amending Articles I & III thereof.]

copy annexed, adopted on January 27, 2015 and May 15, 2015 by majority vote of the Board of Directors and on June 29, 2015 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 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 10th day of August, Twenty Fifteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

10020

Former Company Name

MJC INVESTMENTS CORPORATION

AMENDED TO:

New Company Name

MJC INVESTMENTS CORPORATION

DOING BUSINESS UNDER THE NAME

AND STYLE OF WINFORD LEISURE

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

WINFORD HOTEL AND CASINO, MJC

DRIVE, STR. ORUZ, MANILA

ZIP CODE

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

ATTY. LEMUEL M. SANTOS

Contact Person's Address

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>
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Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

Compliance Monitoring Division

AMENDED
ARTICLES OF INCORPORATION
OF

MJC INVESTMENTS CORPORATION

**Doing business under the name and style of Winford Leisure
and Entertainment Complex and Winford Hotel and Casino**
(Formerly MJC Investments Corporation)

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, A. DE LAS ALAS, G.H. NEWMAN, F.H. BURGESS, ZOILO C. ALBERTO and A.L. VELILLA, all of legal age and 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 said corporation shall be

MJC INVESTMENTS CORPORATION

***Doing business under the name and style of Winford Leisure and
Entertainment Complex and Winford Hotel and Casino***

*(Amended as per Board Meeting on January 27, 2015 and Annual
Stockholders Meeting on June 29, 2015)*

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

PRIMARY

To acquire by purchase, lease, or otherwise, lands or interest in lands and realty, and to own, hold, improve, develop said land or lands or real estate so acquired, and to build or cause to be built on any lands owned, held, occupied, or acquired, buildings, facilities, and other structures with their appurtenances, for residential, commercial, mixed-use, leisure, gaming, amusement, and entertainment purposes, and to rebuild, enlarge, alter, improve, or remodel any building or other structures now or hereafter erected on any lands or real estate so owned, held, or occupied, and to manage and

by the corporation. *(Amended as per Board Meeting on October 2, 2009 and Special Stockholders' Meeting on November 27, 2009.)*

SECONDARY

To enter into or engage in transaction of joint account and joint ventures; to purchase or otherwise acquire the whole or any part of the properties, assets, business, goodwill and rights and to undertake or assume the whole or any part of the franchises, leases, contracts, liabilities and obligations of any person or persons, firm, association or corporation engaged in any similar business and to hold or in any manner dispose of the whole or any part of the property and assets so acquired, and to conduct in any lawful manner the whole or any part of the business so acquired and to assume all the powers necessary or convenient in and about the conduct, management and carrying on of such business, but only to the extent permitted by law.

In general but in connection with the foregoing, the company may carry on any other business not prohibited to holding companies or corporations by laws of the Philippines and have and exercise all powers otherwise conferred by the laws of the Philippines upon like or similar corporations formed under the Corporation law of the Philippines, it being provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the company.

(Amended as per Board Meeting on October 17, 1995 and Stockholders' Meeting on December 8, 1995)

THIRD. That the place where the principal office of the corporation is to be established or located is Winford Hotel and Casino, MJC Drive, Sta. Cruz, Manila.

(Amended as per Board Meeting on May 15, 2015 and Stockholder's Meeting on June 29, 2015)

FOURTH. That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation and is hereby extended for another period of fifty (50) years from and after the end of its original term on July 2005.

(Amended as per Board Meeting on June 24, 2002 and Stockholders' Meeting on July 10, 2003.)

FIFTH. The names, residences and nationalities of the incorporators of said corporation are as follow:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
A. DE LAS ALAS	Filipino	22 Kanlaon, Quezon City

G.H. NEWMAN	American	743 Florida, Manila
F. H. BURGEES	American	Sunset Court, Parañaque, Rizal
ZOILO C. ALBERTO	Filipino	Biñan, Laguna
A.L. VELILLA	Filipino	6 España Ext., Quezon City

SIXTH. That the number of directors of said corporation shall be eleven (11) and 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 follow: (Amended as per Board Meeting on October 17, 1995 and Stockholders' Meeting on December 8, 1995)

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
A. DE LAS ALAS	Filipino	22 Kanlaon, Quezon City
G.H. NEWMAN	American	743 Florida, Manila
F. H. BURGEES	American	Sunset Court, Parañaque, Rizal
ZOILO C. ALBERTO	Filipino	Biñan, Laguna
A.L. VELILLA	Filipino	6 España Ext., Quezon City
GEORGE W. DRYSDALE	American	Mandaluyong, Rizal
A.V. SANTIAGO	Filipino	Pasig, Rizal

SEVENTH. The authorized capital stock of the corporation is **FIVE BILLION** (Php5,000,000,000.00), Philippine currency, and said capital stock is divided into **Five Billion (5,000,000,000)** shares of the par value of One Peso (P1.00) each. (Amended as per Board Meeting on June 25, 2012 and Stockholders' Meeting on July 23, 2012)

That no stockholder shall by reason of his ownership of stock, have a 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 increases 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 of by the Corporation pursuant to 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. (Amended as per Board Meeting on January 29, 2001 and Stockholders' Meeting on March 30, 2001)

EIGHTH. That the amount of said capital stock which has been actually subscribed is Two Hundred Thousand Pesos (P200,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names: (Subscription based on original capital of P10,000,000).

<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
A. DE LAS ALAS	Quezon City	300,000	P30,000.00
G.H. NEWMAN	Manila	300,000	30,000.00
F. H. BURGEES	Rizal	300,000	30,000.00
ZOILO C. ALBERTO	Laguna	300,000	30,000.00
A.L. VELILLA	Quezon City	300,000	30,000.00
GEORGE W. DRYSDALE	Rizal	300,000	30,000.00
A.V. SANTIAGO	Rizal	300,000	30,000.00
Total		2,000,000	P200,000.00

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:

<u>Name</u>	<u>Residence</u>	<u>Amount of Capital Stock Subscribed</u>
A. DE LAS ALAS	Quezon City	P7,500.00
G.H. NEWMAN	Manila	7,500.00
F. H. BURGEES	Rizal	7,500.00
ZOILO C. ALBERTO	Laguna	7,500.00
A.L. VELILLA	Quezon City	7,500.00
GEORGE W. DRYSDALE	Rizal	7,500.00
A.V. SANTIAGO	Rizal	5,000.00

Total

P50,000.00

TENTH. That F.H. Burgess 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 the Corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Manila, Philippines, this 12th day of July, 1955.

(SGD.) A. DE LAS ALAS
A. DE LAS ALAS

(SGD.) F.H. BURGESS
F.H. BURGESS

(SGD. G.H. NEWMAN)
G.H. NEWMAN

(SGD.) ZOILO C. ALBERTO
ZOILO C. ALBERTO

(SGD.) A. L. VELILLA)
A. L. VELILLA

SIGNED IN THE PRESENCE OF:

(SGD.) G.L. FILLER
G. L. FILLER

(SGD.) C. V. SALGADO
C.V. SALGADO

REPUBLIC OF THE PHILIPPINES)

CITY OF MANILA

)S.S.

This is to certify that on this 12th day of July, 1955 before me, the undersigned, a Notary Public in and for the City of Manila, duly commissioned and qualified, personally appeared: A. de las Alas, with Res. Cert. No. A-0091028, issued at Manila on Jan. 11, 1955; G. H. Newman, with Res. Cert. No. A-46804461, issued at Pasay City on Feb. 14, 1955; F.H. Burgess, with Res. Cert. No. A-0031176, issued at Pasay City on February 3, 1955; Zoilo C. Alberto, with Res. Cert. No. A-4125056, issued at Biñan, Laguna, on Jan. 26, 1955, and A.L. Velilla, with Res. Cert. No. 0091022, issued at Manila on Jan. 10, 1955, all known to me and to me known to be the same persons who signed the foregoing Articles of Incorporation, and they severally acknowledged to me that they executed the same as their free and voluntary act and deed, for uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Manila, Philippines, the day, month and year in this certification first above written.

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Series of 1955.

(SGD.) ROSAURO E. DAYAO
ROSAURO E. DAYAO
Notary Public
Commission Expires
December 31, 1955