



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. CS201310694

**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

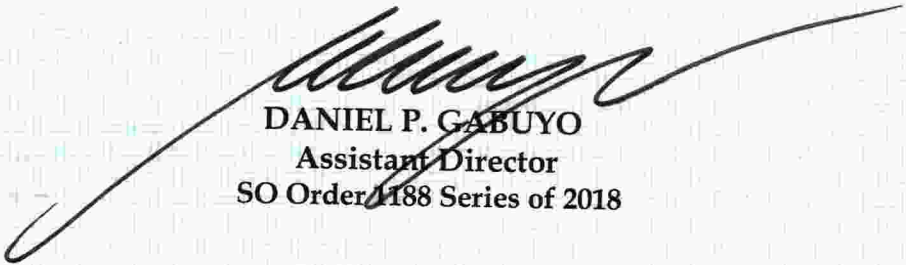
SMC TOLLWAYS CORPORATION

(Formerly: ATLANTIC AURUM INVESTMENTS PHILIPPINES CORPORATION)
(Amending Articles I & III thereof)

copy annexed, adopted on December 14, 2020 by 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 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 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 Pasay City, Metro Manila, Philippines, this 5th day of April, Twenty Twenty One.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

STA/qba

COVER SHEET

For Applications at

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

S. E. C. Registration Number

Amendment of the Articles of Incorporation and By-Laws to reflect the Change in Corporate Name and Change in the Place of Principal Office

C	S	2	0	1	3	1	0	6	9	4
---	---	---	---	---	---	---	---	---	---	---

Company Name

A	T	L	A	N	T	I	C		A	U	R	U	M								
I	N	V	E	S	T	M	E	N	T	S											
P	H	I	L	I	P	P	I	N	E	S											
C	O	R	P	O	R	A	T	I	O	N											

AMENDED TO:

New Company Name

S	M	C		T	O	L	L	W	A	Y	S										
C	O	R	P	O	R	A	T	I	O	N											

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

11	F		S	a	n		M	i	g	u	e	l										
P	r	o	p	e	r	t	i	e	s		C	e	n	t	r	e	,					
7		S	t	.		F	r	a	n	c	i	s		S	t	.	,					
M	a	n	d	a	l	u	y	o	n	g		C	i	t	y							

Company Telephone Number

(632) 8632-3000

Contact Person

Atty. Mary Rose S. Tan

Contact Person's Telephone Number

(632) 8632-2818

Contact Person's Address

No. 40 San Miguel Avenue, Mandaluyong City 1550

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"/>	Corporate and Partnership Registration Division	_____	_____
<input type="checkbox"/>	Green Lane Unit	_____	_____
<input type="checkbox"/>	Financial Analysis and Audit Division	_____	_____
<input type="checkbox"/>	Licensing Unit	_____	_____
<input type="checkbox"/>	Compliance Monitoring Division	_____	_____

**ARTICLES OF INCORPORATION
OF
SMC TOLLWAYS CORPORATION**

**(formerly ATLANTIC AURUM INVESTMENTS
PHILIPPINES CORPORATION
As amended on December 14, 2020)**

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 Republic of the Philippines

AND WE HEREBY CERTIFY THAT:

FIRST - The name of said corporation shall be:

SMC TOLLWAYS CORPORATION
(As amended on December 14, 2020)

SECOND - The purposes of this corporation are:

PRIMARY PURPOSE

To invest in, purchase, 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, bonds, debentures, evidence of indebtedness, and other securities or obligations of any corporation or association for whatever lawful purpose or purposes the same may have been organized, including but not limited to those engaged in the logistics, tollways, infrastructure and similar businesses, and to pay therefor in money or by exchanging therefor stock, bonds, or other evidences of indebtedness or securities of this or any other corporation; and while owner or holder of any such real or personal property, stocks, bonds, debentures, evidence of indebtedness, and other securities or obligations of such stock, 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, powers and privileges of ownership, including all voting powers of any stock so owned without acting as broker or dealer of securities.

SECONDARY PURPOSE

1. To own in accordance with law, lease, construct or otherwise acquire, own, hold, manage, operate, maintain, sell, lease, or dispose of, ports, warehouses, cold storage vaults, refrigerating equipment, and other structures with the real estate necessary therefore, as may be necessary or useful for the achievement of the primary purpose of the corporation.

2. To own or lease all kinds of, motor vehicles, ships, boats, vessels, as well as aircrafts, as may be necessary to carry out the primary purpose.

3. To apply for, obtain, register, purchase, lease, or otherwise acquire, and to the extent authorized by law, to hold, use, own, operate, develop and introduce, sell, assign, and otherwise dispose of any trademarks, trade names, distinctive marks, patents, inventions, improvements and processes, used in connection with, or secured under letters patent of the Republic of the Philippines, or elsewhere or otherwise, and necessary or useful for the achievement of the primary purposes of the corporation in connection with the business of the Corporation, and to use, exercise, grant licenses in respect of, and otherwise, turn to account, any such patents, inventions, processes and the like or any such property rights.

4. To own, register, or acquire license for all types of software and data bases in relation to electronic commerce technology or as may be necessary to carry out the aforementioned businesses.

5. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, pertaining to the business of the corporation, or in any manner incident thereto, as principal agent, or otherwise, with any person, firm, association, or corporation.

6. To borrow such sums of money, and to contract such debts, from time to time, as may be deemed necessary for, or of aid in the accomplishment of, any of its lawful purposes or objects; to execute, issue and dispose of its promissory notes, bonds, debentures, certificates, and other negotiable or transferable instruments or other securities, or evidence of indebtedness, for any monies, so borrowed, or debts so contracted, and to secure the same by pledge of any of its personal property, or by mortgage or mortgages, or deed or deeds of trust, upon any, or all, of the assets, properties, concessions, subsidies or franchises of the corporation, or by deeds constituting liens and charges upon and affecting the income and revenue of its properties, in whole or in part, upon such lawful terms and conditions, as may be set forth in the instrument or instruments mortgaging or affecting the same, or in any contract, deed or instrument, relating thereto; to confer upon the holder of any debentures or bonds of the corporation, secured or unsecured, the right to convert the principal thereof into stock of the Corporation, upon such lawful terms and conditions, as shall be fixed by the Board of Directors, all subject to the limitations established by the law.

7. Generally, to do and perform all such things, transact such business, exercise such power and authority as may be directly or indirectly necessary, suitable or proper for the accomplishment of its purposes or the attainment of any or more of the objects therein enumerated, or which shall appear at any time conducive to, or expedient for, the Corporation or which have been conferred by law upon corporation of like nature.

THIRD - The place where the principal office of the corporation is to be established is at 11/F San Miguel Properties Centre, 7 St. Francis St. Mandaluyong City. (As amended on December 14, 2020)

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

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

<i>Name</i>	<i>Nationality</i>	<i>Residence</i>
Ramon S. Ang	Filipino	780 Harvard St., Wack-Wack Village, Mandaluyong City
Ferdinand K. Constantino	Filipino	95 Celery Drive, Valle Verde 5, Pasig City
Joseph N. Pineda	Filipino	166 Lauan St., Ayala Alabang Village, Muntinlupa City
Bella O. Navarra	Filipino	32 Jose Ma. Hugo St., Project 4, Quezon City
Aurora T. Calderon	Filipino	27 Carrot St., Valle Verde 5, Pasig City

SIXTH - The number of directors of said corporation shall be SEVEN (7) and the names, nationalities and residences of the first five directors (two board seats being vacant) who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<i>Name</i>	<i>Nationality</i>	<i>Residence</i>
Ramon S. Ang	Filipino	780 Harvard St., Wack-Wack Village, Mandaluyong City
Ferdinand K. Constantino	Filipino	95 Celery Drive, Valle Verde 5, Pasig City
Joseph N. Pineda	Filipino	166 Lauan St., Ayala Alabang Village, Muntinlupa City
Bella O. Navarra	Filipino	32 Jose Ma. Hugo St., Project 4, Quezon City
Aurora T. Calderon	Filipino	27 Carrot St., Valle Verde 5, Pasig City

SEVENTH - The authorized capital stock of the corporation is EIGHT BILLION PESOS (₱8,000,000,000.00), in lawful money of the Philippines, divided into EIGHTY MILLION SHARES (80,000,000) shares with a par value of ONE HUNDRED PESOS (₱100.00) per share.

There shall be no pre-emptive rights on any issuance of shares by the corporation.

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

<i>Name</i>	<i>Citizenship</i>	<i>No. of Shares Subscribed</i>	<i>Amount Subscribed</i>	<i>Amount Paid</i>
Atlantic Aurum Investments B.V.	Dutch	19,999,995	₱1,999,999,500.00	₱499,999,500.00
Ramon S. Ang	Filipino	1	100.00	100.00
Ferdinand K. Constantino	Filipino	1	100.00	100.00
Joseph N. Pineda	Filipino	1	100.00	100.00
Bella O. Navarra	Filipino	1	100.00	100.00
Aurora T. Calderon	Filipino	1	100.00	100.00
Total		20,000,000	₱2,000,000,000.00	₱500,000,000.00

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 - BELLA O. NAVARRA 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.

ELEVENTH - The incorporators undertake to change its corporate name, as herein provided or as amended hereof, 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 the use of that 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 set our hands this 22nd day of May 2013 at Mandaluyong City.

[Original signed]
RAMON S. ANG
TIN: 118-247-725

[Original signed]
FERDINAND K. CONSTANTINO
TIN: 119-123-901

[Original signed]
JOSEPH N. PINEDA
TIN: 106-985-782

[Original signed]
BELLA O. NAVARRA
TIN: 123-372-994

[Original signed]
AURORA T. CALDERON
TIN: 133-973-725

WITNESSES:

[Original signed]
Romeo F. Panis

[Original signed]
Francisco Sabino R. Prats III

ACKNOWLEDGMENT

Republic of the Philippines)
Mandaluyong City) S.S.

BEFORE ME, a Notary Public in and for Mandaluyong City, this May 22, 2013 at Mandaluyong City personally appeared:

<i>Name</i>	<i>Competent I.D. No.</i>	<i>Date & Place Issued</i>
Ramon S. Ang	Passport XX0748364	06.11.2011; Manila
Ferdinand K. Constantino	Passport EB5297621	05.04.2012; Manila
Joseph N. Pineda	Passport XX5712007	03.09.2010; Manila
Bella O. Navarra	Passport EB6339121	09.14.2012; Manila
Aurora T. Calderon	Passport EB2460139	05.16.2011; Manila

all personally 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.: 377;
Page No.: 77;
Book No.: 1;
Series of 2013.

[Original signed]
MAJALLA S. BAUN
Commission No. 0223-13
Notary Public for Mandaluyong City
Until Dec. 31, 2014
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No.:45949
PTR No. 1619904; 01/03/13; Mandaluyong City
IBP Lifetime Member No. 845375;
01/05/11, Makati City

Republic of the Philippines)
Mandaluyong City) S.S.



**CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
AND BY-LAWS
OF**

**ATLANTIC AURUM INVESTMENTS PHILIPPINES
CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting at least the majority of the members of the Board of Directors and the Asst. Corporate Secretary, of Atlantic Aurum Investments Philippines Corporation (the "Corporation"), a corporation duly organized and existing under Philippine laws with principal place of business at the 40 San Miguel Avenue, Mandaluyong City, Metro Manila, after being sworn to in accordance with law, hereby certify that:

1. During the meetings of the Board of Directors and Stockholders held on December 14, 2020 via Zoom videoconference, by the affirmative vote of at least a majority of the members of its Board of Directors and by the affirmative vote of its stockholders owning at least two-thirds of the outstanding capital stock of the Corporation, has approved the following:

(a) change in the name of the Corporation to "SMC TOLLWAYS CORPORATION";

(b) amendment of the First Article of the Articles of Incorporation of the Corporation, which shall read as follows:

"**FIRST -** The name of said corporation shall be:

SMC TOLLWAYS CORPORATION
(As amended on December 14, 2020)"

(c) amendment of the By-Laws of the Corporation to reflect the new corporate name.

(d) change in the place of principal office of the Corporation ~~to~~ 11/F San Miguel Properties Centre, 7 St. Francis St. Mandaluyong City;

(e) amendment of the Third Article of the Articles of Incorporation of the Corporation, which shall read as follows:

“THIRD - The place where the principal office of the corporation is to be established is at 11/F San Miguel Properties Centre, 7 St. Francis St. Mandaluyong City. (As amended on December 14, 2020)”

2. Attached is the true and correct copy of the Amended Articles of Incorporation and By-Laws of the Corporation, with the amended provisions duly underscored.

IN WITNESS WHEREOF, we have signed these presents this December 21, 2020 at Mandaluyong City.



RAMON S. ANG
Chairman and President
TIN: 118-347-725



AURORA T. CALDERON
Director
TIN: 133-973-725



JOSEPH N. PINEDA
Director
TIN: 106-985-782



LORENZO G. FORMOSO III
Director
TIN: 140-510-911



MARY ROSE S. TAN
Asst. Corp. Secretary
TIN: 210-344-903

SUBSCRIBED AND SWORN to before me on December 21, 2020, at Mandaluyong City, affiants exhibiting to me their Passports with the following details:

Name	Passport No.	Date Issued	Place of Issue
Ramon S. Ang	P2247867B	22 May 2019	DFA Manila
Aurora T. Calderon	P3888910B	19 Nov. 2019	DFA NCR East
Joseph N. Pineda	P7419331A	03 June 2018	DFA NCR South
Lorenzo G. Formoso III	P0558644B	06 February 2019	DFA NCR East
Mary Rose S. Tan	EC7497475	26 April 2016	DFA NCR East

Doc. No. : 406
Page No. : 83
Book No. : I
Series of 2020




JOSE ANGELITO M. ILANO
Commission No. 0520-20
Notary Public for Mandaluyong City
Until December 31, 2021
SMC, 40 San Miguel Ave. Mandaluyong City
Roll No. 62172
PTR No. 4324701, 01/07/20; Mandaluyong City
IBP Lifetime Member No. 018308; 12/14/17; Pasig City
MCLE Compliance No. VI-0022159, 04/14/22; Pasig City

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

SECRETARY'S CERTIFICATE

I, **MARY ROSE S. TAN**, of legal age, single, Filipino, and with office address at San Miguel Corporation, No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the duly elected and incumbent Assistant Corporate Secretary of **ATLANTIC AURUM INVESTMENTS PHILIPPINES CORPORATION** (the "Corporation"), a corporation duly organized and registered in accordance with the laws of the Republic of the Philippines.

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court or tribunal involving an intra-corporate dispute or a claim by any person or group against the directors, officers or stockholders of the Corporation.

IN WITNESS WHEREOF, I have hereunto signed these presents this 21st of December 2020 at Mandaluyong City.


MARY ROSE S. TAN
Asst. Corporate Secretary

SUBSCRIBED AND SWORN to before me this 21st day of December 2020, at Mandaluyong City, affiant exhibiting to me her Philippine Passport with Passport No. EC7497475 issued on 16 April 2016 in DFA NCR-East.

Doc. No. 400 ;
Page No. 81 ;
Book No. I ;
Series of 2020.




JOSE ANGELITO M. ILANO
Commission No. 0520-20
Notary Public for Mandaluyong City
Until December 31, 2021
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 62172
PTR No. 4324701, 01/07/20; Mandaluyong City
BP Lifetime Member No. 018308; 12/14/17; Pasig City
MCLE Compliance No. VI-0022159; 04/14/22; Pasig City