



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. 97869

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

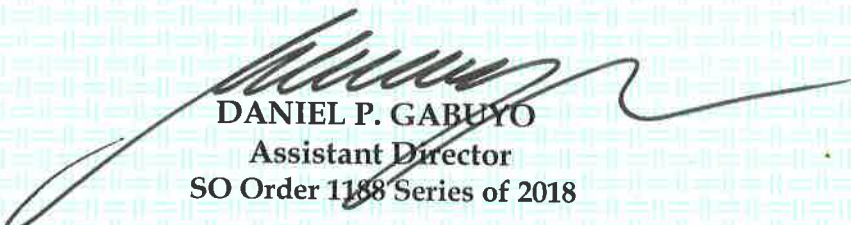
This is to certify that the amended articles of incorporation of the

**DOMINION HOLDINGS, INC.**  
(Formerly: BDO LEASING AND FINANCE, INC.)  
(Amending Articles I & II Primary and Secondary Purposes thereof)

copy annexed, adopted on January 31, 2020 and March 01, 2022 by majority vote of the Board of Directors and on July 21, 2020 and April 20, 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 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 18<sup>th</sup> day of July, Twenty Twenty Two.

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



**OFFICIAL RECEIPT**  
 Republic of the Philippines  
 DEPARTMENT OF FINANCE  
 SECURITIES AND EXCHANGE COMMISSION  
 Secretariat Building, PICC Complex  
 Roxas Boulevard, Pasay City, 1307



<b>Accountable Form No. 51</b> Revised 2006	<b>ORIGINAL</b>
<b>DATE</b> July 07, 2022	<b>No. 2151512</b>

**PAYOR**  
DOMINO HOLDINGS INC.  
MANDALUYONG CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
Amended Articles of Incorporation	4020102000	CRMD (606)	1,000.00
Amended By Laws	4020102000	(606)	1,000.00
Name Verification	4020193099	(678)	100.00
Documentary Stamp Tax	4010401000	(4010401)	60.00
Legal Research Fee (A0823)	2020105000	(131)	20.00
<b>TOTAL</b>			<b>PH 2,180.00</b>



**AMOUNT IN WORDS**  
TWO THOUSAND ONE HUNDRED EIGHTY PESOS AND 00/100

<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above  OFELIA A. CAPISPISAN COLLECTING OFFICER
Treasury Warrant, Check, Money Order Number	
Date of Treasury Warrant, Check, Money Order	O.R. No. 2151512

**NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.**

# COVER SHEET

for Applications at  
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application	SEC Registration Number											
Amendment of AOI & By-Laws	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px; text-align: center;">9</td> <td style="width: 20px; height: 20px; text-align: center;">7</td> <td style="width: 20px; height: 20px; text-align: center;">8</td> <td style="width: 20px; height: 20px; text-align: center;">6</td> <td style="width: 20px; height: 20px; text-align: center;">9</td> </tr> </table>							9	7	8	6	9
						9	7	8	6	9		

Former Company Name

B	D	O		L	E	A	S	I	N	G		A	N	D		F	I	N	A	N	C	E		I	N	C					

AMENDED TO:  
New Company Name

D	O	M	I	N	I	O	N		H	O	L	D	I	N	G	S		,													

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

B	D	O		C	O	R	P	O	R	A	T	E		C	E	N	T	E	R		O	R	T	I	G	A	S				
N	O			1	2		A	D	B		A	V	E	N	U	E															
C	E	N	T	E	R		M	A	N	D	A	L	U	Y	O	N	G		C	I	T	Y									

ZIP CODE

<small>Company Email Address</small> bdofinance1.sec.bdo.com.ph	<small>COMPANY INFORMATION</small> <small>Company's Telephone Number/s</small> 840-7000 loc 34904	<small>Mobile Number</small> 0999-9907261
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**CONTACT PERSON INFORMATION**  
The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

<small>Name of Contact Person</small> TEPHANIE M. GANDIA	<small>Email Address</small> tephanie.gandia@serranolawph.com	<small>Telephone Number/s</small> 8651-7408	<small>Mobile Number</small> 0915-592-0331
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Contact Person's Address

10th Floor Six/NEO, 5th Avenue Corner 26th Street Bonifacio Global City, taguig City

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**To be accomplished by CRMD Personnel**  
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<small>Assigned Processor</small>	<small>Date</small>	<small>Signature</small>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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	_____

**AMENDED ARTICLES OF INCORPORATION  
OF  
DOMINION HOLDINGS, INC.  
(formerly BDO Leasing and Finance, Inc.)  
(As amended during meetings of the Board of Directors held on March 1, 2022,  
and the Stockholders held on April 20, 2022)**

**KNOW ALL MEN BY THESE PRESENTS:**

That we, all of whom are of legal age, citizens, 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

**“DOMINION HOLDINGS, INC.”**  
**(As amended during meetings of the Board of Directors held on March 1, 2022,  
and the Stockholders held on April 20, 2022)**

SECOND - That the purpose of for which said corporation is formed 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, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging shares of stock of this corporation or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, 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, powers and privileges of ownership, including all voting powers of any stock so owned; to carry on and manage the general business of any company.**

**(As amended during meetings of the Board of Directors held on January 31, 2020, and the Stockholders held on July 21, 2020)**

**SECONDARY PURPOSE**

- 1. To borrow or raise money from not more than nineteen (19) lenders, including stockholders, 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 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 prosecution of its lawful activities;

2. 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;
3. To aid, in any manner, any corporation, association, or trust estate, domestic or foreign, or any firm or individual, in which any shares of stocks, bonds, debentures, notes, securities and evidence of indebtedness, contracts or obligations of which are held by or for the Corporation, directly or indirectly or through other corporations or otherwise;
4. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farm-out 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 purpose of the Corporation;
5. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company, partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the Corporation;
6. To assume or undertake or guarantee or secure, whether as solidary obligor, surety or guarantor or in any other capacity and either on its general credit or on the mortgage or pledge of any of its property, the whole or any part of the liabilities and obligations of any of its stockholders, subsidiaries or affiliates or any person firm association or corporation, whether domestic or foreign and whether a going concern or not engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purposes of the Corporation.
7. To establish and operate one or more branch offices or agencies, and to carry on any or 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 activities, and to do or cause to be done, any one or more of the acts and things herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or benefit of the Corporation.

(As amended during meetings of the Board of Directors held on January 31, 2020, and the Stockholders held on July 21, 2020)

THIRD - That the place where the principal office of the corporation shall be at No. 12 ADB Avenue, Ortigas Center, Mandaluyong City, Philippines. The Corporation may establish branches anywhere in the Philippines or abroad subject to compliance with applicable laws, rules and/or regulations. *(As approved by the Board of Directors on February 25, 2015 and ratified by the Stockholders representing at least 2/3 of the outstanding capital stock of the Corporation on April 22, 2015)*

FOURTH - That the term for which said corporation is to exist is Fifty (50) years from and after the date of its incorporation.

FIFTH - That the names, citizenships and residences of the incorporators of said corporation are as follows:

	<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
1.	Mario D. Camacho	Filipino	49 Margarita St. Magallanes Village Makati City
2.	Danilo M. Celestial	Filipino	42 Fordham St. St. Ignatius Village Quezon City
3.	Federico C. Galang	Filipino	28 6 <sup>th</sup> Street New Manila Quezon City
4.	Leonides S. Lerma, Jr.	Filipino	26 Oakville White Plains, Q.C.
5.	Benito T. dela Cruz	Filipino	15 Derby St. White Plains, Q.C.

SIXTH - That the number of directors of said corporation shall be eleven (11) and that the names and residence of the directors who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows: *(As approved by the Board of Directors on 5 March 2012 and ratified by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation on 18 April, 2012)*

	<u>Name</u>	<u>Residence</u>
1.	Mario D. Camacho	49 Margarita St. Magallanes Village Makati City
2.	Danilo M. Celestial	42 Fordham St., St. Ignatius Village Quezon City
3.	Federico C. Galang	28 6 <sup>th</sup> Street, New Manila Quezon City
4.	Leonides S. Lerma, Jr.	26 Oakville, White Plains Quezon City

5. Benito T. dela Cruz

15 Derby St., White Plains  
Quezon City

SEVENTH - That the capital stock of the Corporation is THREE BILLION FOUR HUNDRED TWENTY MILLION PESOS (₱3,420,000,000.00), Philippine Currency, and said capital stock is divided into: *(As amended by the Board of Directors on January 18, 2005 and ratified by the Stockholders on February 22, 2005)*

(a) THREE BILLION FOUR HUNDRED MILLION (3,400,000,000) shares of Common Stock of the par value of ONE PESO (1.00) per share or THREE BILLION FOUR HUNDRED MILLION PESOS (₱3,400,000,000.00); *(As amended on February 24, 1995, and further amended by the Board of Directors on January 18, 2005 and ratified by the Stockholders on February 22, 2005)*

(b) TWO HUNDRED THOUSAND (200,000) shares of Preferred Stock of the par value of ONE HUNDRED PESOS (₱100.00) per share or TWENTY MILLION PESOS (₱20,000,000.00). *(As amended on June 20, 1985)*

Preferred Stock shall be issued serially in blocks of not less than One Hundred Thousand (100,000) shares. Shares of preferred stock comprising one series shall have the same rights and restrictions. There shall be no pre-emptive right on the part of the holders of shares of either the common stock or preferred stocks of the Corporation to subscribe to any or all issues or other disposition of shares of preferred stocks.

Holders of preferred stock shall be entitled to cumulative preferential dividends before any dividend is paid upon shares of common stock payable at a rate and at such intervals as may be determined by the Board of Directors of the Corporation from time to time for each series or block of preferred stock, provided that such divided rate shall in no case higher than Twenty Percent (20%) per annum. Preferred stock may be issued subject to call by the Corporation or with rights for their redemption, either mandatory at a fixed or determinable date after issue. Preferred shares shall have such other features as the Board of Directors of the Corporation may determine prior to the issue of each series or block of preferred stock to which they are applicable.

Voting rights shall be vested exclusively in common shares. Preferred stock shall be non-voting, except in those cases expressly provided by law.

After full cumulative dividends upon the outstanding preferred shares shall have been paid the holders of common shares shall be entitled to receive such dividends as may from time to time be declared by the Board of Directors of the Corporation.

EIGHT - That the amount of capital stock which has been actually subscribed is Two Million Five Hundred Thousand Pesos, Philippine Currency, and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

	<u>Name</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
1.	Mario D. Camacho	24,996	₱2,499,600.00
2.	Danilo M. Celestial	1	100.00

3.	Federico C. Galang	1	100.00
4.	Leonides S. Lerma	1	100.00
5.	Benito T. dela Cruz	<u>1</u>	<u>100.00</u>
		<u>25,000</u>	<u>P2,500,000.00</u>

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:

	<u>Name</u>	<u>Amount Paid</u>
1.	Mario D. Camacho	P 999,840.00
2.	Danilo M. Celestial	40.00
3.	Federico C. Galang	40.00
4.	Leonides S. Lerma	40.00
5.	Benito T. dela Cruz	<u>40.00</u>
		<u>P1,000,000.00</u>

TENTH- That Leonides S. Lerma, Jr. 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 receive in its name for all subscription paid in by said subscribers.

ELEVENTH - That no transfer of stock or interest therein which will reduce the ownership of Filipino citizen to less than the percentum of capital stock required by law shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be indicated in all its stock certificates.

IN WITNESS WHEREOF, we have hereunto set our hands this 23<sup>rd</sup> day of February 1981 at Manila, Philippines.

(Sgd.) \_\_\_\_\_  
(T) DANILO M. CELESTIAL

(Sgd.) \_\_\_\_\_  
(T) FEDERICO C. GALANG

(Sgd.) \_\_\_\_\_  
(T) LEONIDES S. LERMA, JR.

(Sgd.) \_\_\_\_\_  
(T) BENITO T. DELA CRUZ

(Sgd.) \_\_\_\_\_  
(T) MARIO D. CAMACHO

SIGNED IN THE PRESENCE OF:

(Sgd.) \_\_\_\_\_  
RENE E. PUNO

(Sgd.) \_\_\_\_\_  
P.M. CERVANTES

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public for and in Manila, personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date and Place of Issue</u>
Mario D. Camacho	366115	February 7, 1980 Pasig, Metro Manila
Danilo M. Celestial	7250825	March 13, 1980 Pasig, Metro Manila
Federico C. Galang	4494742	February 19, 1980 Pasig, Metro Manila
Leonides S. Lerma, Jr.	364831	February 05, 1980 Pasig, Metro Manila
Benito T. dela Cruz	4109227	February 22, 1980 Quezon City

known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledged to me that they executed the same as their free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by notarial seal at Manila, Philippines, this 23<sup>rd</sup> day of February 1981.

(Sgd.) PASTOR M. VILLANUEVA  
(Stamped) Notary Public  
Until December 31, 1981  
PTR No. 152623-1/26/81

Doc No. 322;  
Page No. 065;  
Book No. 10;  
Series of 1981.


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

**SECRETARY'S CERTIFICATE**

I, **JOSEPH JASON M. NATIVIDAD**, Filipino, of legal age and with office address at the 21<sup>st</sup> Floor, BDO Towers Valero, 8741 Paseo de Roxas, Salcedo Village, Makati City, under oath, do hereby certify that:

1. I am the duly appointed Corporate Secretary of **BDO LEASING AND FINANCE, INC.** (the "Corporation"), a corporation duly organized and existing in accordance with Philippine laws and with principal address at BDO Corporate Center Ortigas, No. 12 ADB Avenue, Ortigas Center, Mandaluyong City, and in that capacity, I have custody of the corporate records of the Corporation;
2. To the best of my knowledge, 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 or vice-versa; and
3. I am executing this certificate in connection with the application for amendment of the Articles of Incorporation and By-laws of the Corporation with the Securities and Exchange Commission.

IN WITNESS WHEREOF, I have hereunto affixed my signature this \_\_\_ day of JUN 30 2022 at Makati City, Philippines.

  
**JOSEPH JASON M. NATIVIDAD**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this \_\_\_ day of JUN 30 2022 at Makati City, affiant exhibiting to me his up to October 5, 2028. with validity

  
**Atty. CHRISTINE JOY K. TAN**

Appointment No. M-336  
Notary Public until 31 December 2021  
Extended until 30 June 2022 per Supreme Court *En Banc*  
Resolution dated 28 September 2021 (B.M. No. 3795)  
21/F BDO Towers Valero, 8741 Paseo de Roxas  
Salcedo Village, Makati City 1226  
Roll No. 57195  
IBP No. 177780, 10 February 2022, Makati City  
PTR No. 8864147, 11 January 2022, Makati City  
MCLE Compliance No. VI-0012110, 11 September 2018

Doc. No. 172  
Page No. 36  
Book No. I  
Series of 2022.

**BDO Leasing and Finance, Inc.**  
39/F BDO Corporate Center Ortigas  
12 ADB Avenue, Ortigas Center  
Mandaluyong City 1554  
Tel +632 8688-1288 loc. 65819/ 65175/ 45303

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

**AFFIDAVIT OF UNDERTAKING TO CHANGE NAME**


I, **LAZARO JEROME C. GUEVARRA**, legal age, Filipinos, and resident of Quezon City, after having been sworn to in accordance with law hereby depose and state:

That I am a **Director** of **BDO LEASING AND FINANCE, INC.** (the "Corporation") which is in the process of amending its corporate name with the Securities and Exchange Commission to **DOMINION HOLDINGS, INC.**

That I, on behalf of the Corporation, hereby undertake to change the name of the Corporation immediately upon receipt of notice from the Commission that another corporation, partnership or person has acquired a prior right to the use of such name, that the name has been declared not distinguishable from a corporation, or that it is contrary to law, public morals, good customs or public policy.

This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

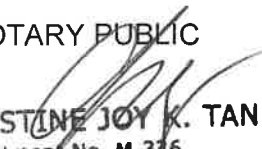
**IN WITNESS WHEREOF**, I hereby signed this affidavit this JUN 30 2022 day of \_\_\_\_\_, 2022 at Makati City.

  
**LAZARO JEROME C. GUEVARRA**  
Affiant

**SUBSCRIBED AND SWORN** to before me this JUN 30 2022 day of \_\_\_\_\_ 2021 in CITY OF MAKATI by the above-named person who exhibited to me his Driver's License No. \_\_\_\_\_

NOTARY PUBLIC

Doc. No. 171  
Page No. 36  
Book No. II  
Series of 2022.

  
**Atty. CHRISTINE JOY K. TAN**

Appointment No. **M-326**  
Notary Public until 31 December 2021  
Extended until 30 June 2022 per Supreme Court *En Banc*  
Resolution dated 28 September 2021 (B.M. No. 3795)  
21/F BDO Towers Valero, 8741 Paseo de Roxas  
Salcedo Village, Makati City 1226  
Roll No. 57195  
IBP No. 177780, 10 February 2022, Makati City  
PTR No. 8864147, 11 January 2022, Makati City  
MCLE Compliance No. VI-0012110, 11 September 2018

**BDO Leasing and Finance, Inc.**  
39/F BDO Corporate Center Ortigas  
12 ADB Avenue, Ortigas Center  
Mandaluyong City 1554  
Tel +632 8688-1288 loc. 65819/ 65175/ 45303



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
PICC Secretariat Bldg., PICC Complex  
Pasay City, Metro Manila

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**Date:** June 09, 2022  
**Verification Reference No.:** NV2206419  
**Name:**  
Dominion Holdings, Inc.  
**Name of Applicant:** Christy Fagar  
**Verifier:** cmfurugganan

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Result: **Verification Approved**

You may now proceed with the amendment application.

The proposed company name and/or trade name/s will be presented in the certificate of amendment exactly the same as how they were entered. Be informed that the proposed company name and/or trade name/s is reserved for **30 calendar days**. Present this document together with other documentary requirements. If the reservation period has elapsed and you still have not completed your company registration, your proposed company name and/or trade name/s reservation will be forfeited. In this case, you should verify and reserve your proposed company name and/or trade name/s again.

Note: The fact that the proposed company name and/or trade name/s is available at the date verified, it is not to be regarded as an approval of the application for change of name. No expense for the printing or posting in the internet using a verified name should be incurred until the amendment takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or person has acquired a prior right of the said firm/trade name, has been deemed not distinguishable from a registered or reserved name and if the name has been declared misleading or contrary to public morals, good custom or public policy

**Verifier Remarks:**

Note to processor: w/ appeal letter, approved by Atty. Daniel P. Gabuyo dtd. 6/9/22. For payment P100.00

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



**BDO LEASING AND FINANCE, INC.**

**DIRECTORS' CERTIFICATE ON THE  
AMENDMENT OF THE ARTICLES OF INCORPORATION  
AND BY-LAWS**

We, the undersigned Chairman, Corporate Secretary and majority of the Directors of **BDO LEASING AND FINANCE, INC.** (hereinafter, the "Corporation"), do hereby certify that:

1. At the meeting of the Board of Directors held on January 31, 2020 via electronic means of communication, these amendments were approved, and at the special meeting of the shareholders of the Corporation held on July 21, 2020 via electronic means of communication, at which meeting, stockholders 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 the vote of the stockholders present/represented, approved and adopted:

"Stockholders' Resolution No. 2020-02

**RESOLVED**, that BDO LEASING AND FINANCE, INC. (the **Corporation**) be authorized to amend its Articles of Incorporation and By-laws as follows:

xxx

- (3) To change the primary and secondary purposes of the Corporation from that of a financing company to a holding company, and to amend the Second Article of its Articles of Incorporation to reflect this change of corporate purpose as follows:

**PRIMARY**

**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, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging shares of stock of this corporation or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, 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, powers and privileges of ownership, including all voting powers of any stock so owned; to carry on and manage the general business of any company.

## SECONDARY

1. To borrow or raise money from not more than nineteen (19) lenders, including stockholders, 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 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 prosecution of its lawful activities;
2. 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;
3. To aid, in any manner, any corporation, association, or trust estate, domestic or foreign, or any firm or individual, in which any shares of stocks, bonds, debentures, notes, securities and evidence of indebtedness, contracts or obligations of which are held by or for the Corporation, directly or indirectly or through other corporations or otherwise;
4. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farm-out 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 purpose of the Corporation;
5. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company, partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the Corporation;

6. To assume or undertake or guarantee or secure, whether as solidary obligor, surety or guarantor or in any other capacity and either on its general credit or on the mortgage or pledge of any of its property, the whole or any part of the liabilities and obligations of any of its stockholders, subsidiaries or affiliates or any person firm association or corporation, whether domestic or foreign and whether a going concern or not engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purposes of the Corporation.
7. To establish and operate one or more branch offices or agencies, and to carry on any or 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 activities, and to do or cause to be done, any one or more of the acts and things herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or benefit of the Corporation.

XXX

**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 copies of the Amended Articles of Incorporation and Amended By-laws of the Corporation, certified by 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.”

2. At the meeting of the Board of Directors held on March 1, 2022 via electronic means of communication, these amendments were approved, and at the annual meeting of the shareholders of the Corporation held on April 20, 2022 via electronic means of communication, at which meeting, stockholders 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 the vote of the stockholders present/represented, approved and adopted:

“Stockholders’ Resolution No. 2022-06

**RESOLVED**, that BDO LEASING AND FINANCE, INC. (the Corporation) be hereby authorized to amend the First Article of its Articles of Incorporation to change the Corporation’s corporate name, to wit:

'FIRST – That the name of the said Corporation shall be:

**DOMINION HOLDINGS, INC.'**

**RESOLVED, FINALLY**, that the Chairman, President, Corporate Secretary and/or Directors of the Corporation are hereby authorized and empowered, for and on behalf of the Corporation, to sign, execute, deliver and cause the submission of the amended Articles of Incorporation of the Corporation, certified by the Chairman, majority of the directors and the Corporate Secretary or Assistant Corporate Secretary, and any and all documents necessary for any and all transactions related to the said amendment of the Articles of Incorporation of the Corporation, to the Securities and Exchange Commission (**SEC**), Philippine Stock Exchange (**PSE**) and other relevant governmental authorities, to sign, execute and deliver any and all documents, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

xxx

"Stockholders' Resolution No. 2022-07

**RESOLVED**, that BDO LEASING AND FINANCE, INC. (the **Corporation**) be hereby authorized to amend the title of its By-Laws to reflect the change in the Corporation's corporate name, to wit:

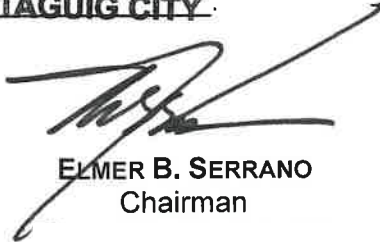
AMENDED BY-LAWS  
OF  
**DOMINION HOLDINGS, INC.**  
**(formerly BDO Leasing and Finance, Inc.)**

**RESOLVED, FINALLY**, that the Chairman, President, Corporate Secretary and/or Directors of the Corporation are hereby authorized and empowered, for and on behalf of the Corporation, to sign, execute, deliver and cause the submission of the amended Articles of Incorporation of the Corporation, certified by the Chairman, majority of the directors and the Corporate Secretary or Assistant Corporate Secretary, and any and all documents necessary for any and all transactions related to the said amendment of the Articles of Incorporation of the Corporation, to the Securities and Exchange Commission (**SEC**), Philippine Stock Exchange (**PSE**) and other relevant governmental authorities, to sign, execute and deliver any and all documents, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

DIRECTORS' CERTIFICATE OF  
AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS  
BDO LEASING AND FINANCE, INC.

JUL 04 2022

IN WITNESS WHEREOF, we have hereunto signed this certificate this \_\_\_\_\_ day  
of \_\_\_\_\_ at TAGUIG CITY.



ELMER B. SERRANO  
Chairman



MANUEL Z. LOCSIN, JR.  
Director/President



MELANIE S. BELEN  
Director



ISMAEL G. ESTELA, JR.  
Independent Director



GENEVA T. GLORIA  
Director



LAZARO JEROME C. GUEVARRA  
Director



LUIS S. REYES, JR.  
Director



LUIS MA. G. URANZA  
Independent Director



JOSEPH JASON M. NATIVIDAD  
Corporate Secretary

DIRECTORS' CERTIFICATE OF  
AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS  
BDO LEASING AND FINANCE, INC.


**SUBSCRIBED AND SWORN** to before me this JUL 04 2022, affiants  
exhibiting to me competent proofs of their identity, to wit:

<u>Name</u>	<u>ID No. /Date and Place of Issue</u>
Elmer B. Serrano	
Manuel Z. Locsin, Jr.	
Melanie S. Belen	
Ismael G. Estela, Jr.	
Geneva T. Gloria	
Lazaro Jerome C. Guevarra	
Luis S. Reyes, Jr.	
Luis Ma. G. Uranza	
Joseph Jason M. Natividad	

known to me and to me known to be the same persons who executed the foregoing  
instrument and acknowledged to me that the same is their free and voluntary act and deed.

**WITNESS MY HAND AND SEAL**, this JUL 04 2022 at TAGUIG CITY.

Doc. No. 16 :  
Page No. 5 :  
Book No. I :  
Series of 2022.

  
**MELISSA JEAN G. HIPOLITO**  
Appointment No. 25 (2022-2023)  
Notary Public for Taguig City  
Until December 31, 2023  
Attorney's Roll No. 70077  
Unit 1105, 11th Floor High Street Corporate Plaza Tower 2  
Fort Bonifacio, Taguig City  
PTR No. 5369207; 01.18.22; Taguig City  
IBP Receipt No. 198412; 01.10.22; Pampanga  
MCLE Compliance No. VI-0019878; 4.14.22\*  
\*until April 14, 2023, per Supreme Court En Banc  
Resolution dated February 15, 2022



**OFFICIAL RECEIPT**  
 Republic of the Philippines  
 DEPARTMENT OF FINANCE  
 SECURITIES AND EXCHANGE COMMISSION  
 Secretariat Building, PICC Complex  
 Roxas Boulevard, Pasay City, 1307



Accountable Form No. 51 Revised 2006	<b>ORIGINAL</b>
DATE July 07, 2022	No. 2151512

**PAYOR** DOMIND HOLDINGS INC.  
MANDALUYONG CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
Amended Articles of Incorporation	4020102000	CRMD (606)	1,000.00
Amended By Laws	4020102000	(606)	1,000.00
Name Verification	4020193000	(678)	100.00
Documentary Stamp Tax	4010401000	(4010401)	60.00
Legal Research Fee (A0823)	2020105000	(131)	20.00
<b>TOTAL PHP</b>			<b>2,180.00</b>

**AMOUNT IN WORDS**  
TWO THOUSAND ONE HUNDRED EIGHTY PESOS AND 00/100

Received <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above  OFELIA A. CAPISPISAN COLLECTING OFFICER
Treasury Warrant, Check, Money Order Number	O.R. No. 2151512
Date of Treasury Warrant, Check, Money Order	

**NOTE:** Write the number and date of this receipt on the back of treasury warrant, check or money order received.