REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 102165

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

BRIGHT KINDLE RESOURCES & INVESTMENTS INC.

[Amending Article III thereof.]

copy annexed, adopted on October 31, 2014 by majority vote of the Board of Directors and on December 11, 2014 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 12th day of January, Twenty Fifteen.

FERDINAND B. SALES
Director
Company Registration and Monitoring Department

COVER SHEET

1	0	2	1	6	5				

S.E.C. Registration Number

B	R	I	G	H	T		K	I	N	D	L	E		R	E	S	O	U	R	C	E	S
A	N	D		I	N	V	E	S	T	M	E	N	T	S	,		I	N	C	.		
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T	O	W	E	R	,		P	A	S	E	O		D	E		R	O	X	A	S	,	
M	A	K	A	T	I		C	I	T	Y												

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

Diane Madelyn C. Ching

Contact Person

632-8176046/48

Company Telephone Number

1	2	3	1

Month *Day*

Fiscal Year

AMENDED ARTICLES OF INCORPORATION AND BY-LAWS

FORM TYPE

Every 3rd Tuesday of May

0	5		

Month *Day*

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

655

Total No. of Stockholders

Total Amount of Borrowings

0	none

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

AMENDED ARTICLES OF INCORPORATION

OF

BRIGHT KINDLE RESOURCES & INVESTMENTS INC.
[formerly Bankard Inc. (formerly Philippine Commercial Credit Card Inc.)]

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age, citizens and 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 the said Corporation shall be

"BRIGHT KINDLE RESOURCES & INVESTMENTS, INC."

(as amended on Nov. 08, 2013 by the Board and Dec. 09, 2013 by 2/3 vote of the outstanding capital stock)

SECOND – The purposes for which such Corporation is incorporated are:

PRIMARY PURPOSE

"To acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own, and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, deal in and with and otherwise operate, enjoy and dispose of, any and all properties of every kind and description and whatever situated, as and to the extent permitted by law, including, but not limited to, bonds, debentures, promissory notes, shares of capital stock, or other securities and obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor, thereof, to exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all dividends, interest and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock, and upon any bonds, debentures, or other securities, having voting power, so owned or held, without however engaging in the business of an investment company under the Investment Company Act or a finance company or a broker or dealer in securities of stock. (As amended on Nov. 08, 2013 by the Board and Dec. 09, 2013 by 2/3 vote of the outstanding capital stock)

SECONDARY PURPOSES

To engage in and carry on the business of trading in any and all kinds and descriptions of commodities, goods, wares, merchandise and other lawful articles of commerce, such as, but not limited to producer and consumer machineries and equipment, and for that purpose to buy, produce, manufacture or otherwise acquire, hold, own, use, import, export, sell, barter, exchange or otherwise dispose of lawful articles of commerce without limit as to character, quantity of amount, in bulk, wholesale or retail, by or for itself, or as agent, broker, dealer, distributor, factor or any other representative capacity for and of any natural juridical persons in the Philippines or in foreign countries; And in furtherance of the corporate purposes, goals, and objectives:

a) To invest in, purchase or otherwise acquire, to hold, possess, own, use, assign, pledge, mortgage, exchange, sell transfer or otherwise dispose of any or all parts of the businesses, rights, patents, franchises, goodwill, real or personal property and assets of any or all kinds or description, including shares of stocks, notes, bonds, debentures, and/or any other form of indebtedness, securities or obligations of any person, partnership, association or corporation whether domestic or foreign, public or private, for whatever lawful purposes the same were formed, now existing or which may be organized in the future; and to pay for the same in cash, or to issue in exchange therefore stocks, bonds, notes, or any other form of debt or securities of this corporation or of any other corporation, or any combination or combinations thereof; and while the holder or owner of such businesses, rights, patents, franchises, goodwill, real or personal property, stocks, notes, bonds, debentures, securities or obligations or interests therein, to exercise all the rights, powers and privileges of ownership and possession, including the right to collect, receive, and dispose of dividends, interest and income of any kind derived therefrom, and the rights and powers to vote on any shares of stocks and on any debentures, bonds, or other securities having voting power, so owned, and, to the extent allowed by law, to issue proxies for such purpose; to develop, hold, direct, manage, conduct and carry on any part or the whole of the property or the general businesses of such persons, partnerships, corporations or associations so purchased or acquired, and to mortgage, pledge, hypothecate, sell or otherwise dispose of any such businesses or property so acquired in accordance with law.

b) To guarantee, endorse or assure the satisfaction or payment of bonds, promissory notes, coupons, mortgages, deeds of assignment, guarantees, securities or obligations or any other form or evidence of indebtedness, and to guarantee or assure the payment or satisfaction of interests or income on obligations, dividends in shares of stock of other corporations, and to assume part or the whole of the existing or any future obligations of any person, partnership, association or corporation;

c) To purchase, lease, or otherwise acquire, any personal property necessary and expedient in the improvement, development, or management of any property, real or personal, held, occupied, owned or acquired by it; to trade, deal, or invest in any personal property suitable, useful and beneficial to the corporation, and to mortgage, let, pledge, sell or otherwise dispose of any such property so owned or acquired;

d) To borrow money, and to contract such debts for its use in the pursuit, accomplishment, and furtherance of the purposes or objectives for which the corporation is formed, to issue, make, or execute promissory notes, mortgages, bills of exchange, debentures, bonds, certificates, or any other securities or evidences or debts, for such money borrowed, for such debts contracted, or for any property acquired, and to secure the same by the pledge of any of its personal property or by the mortgage of any or all of its properties or assets, or by any deed which constitutes liens or charges upon, and affecting any part or the whole of the income and revenues from its properties, upon such lawful terms and conditions as may be stipulated in the contract, deed or any documents or documents covering the same; to confer upon the holder of any bonds or debentures of the corporation, secured or otherwise, the right to convert the principal thereof into stock of the corporation, upon such lawful terms and conditions, as may be stipulated in the contract, deed or any document or documents affecting the same , or as shall be fixed by the Board of Directors of the corporation, subject to the limitations established by law;

e) To purchase, own, hold, lease, acquire or otherwise accept such property, real or personal, as may be convenient, necessary or appropriate for any of the purposes herein set forth, and to erect, cause or allow to be erected on any lands, owned, occupied or held by the corporation, buildings, structures or communication stations with their appurtenances;

f) In general, to do any and all acts and things necessary, suitable or appropriate for the attainment or accomplishment of any or all of the purposes or for the furtherance of any of the powers herein set forth, whether alone or in association with other persons, associations or corporations, and to do any and all acts and things incidental or pertaining to the business or powers of the corporation, or any part or parts thereof, PROVIDED, however, that the same is not in conflict with the law under which this corporation is organized. (As amended on 9 September 1994).

THIRD - The principal office of the Corporation shall be at 16th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City *(as amended by the Board on 31 October 2014 and by the shareholders representing 2/3 of the outstanding capital stock on 11 December 2014).*

FOURTH - The term for which said 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 of the Corporation are as follows:

	Name	Nationality	Residence
1.	Antonio H. Ozaeta	Filipino	Corinthian Gardens, Quezon City
2.	Jose R. Perez	Filipino	2391 Mabolo St., Dasmariñas Village, Makati, Metro Manila
3.	Danilo M. Celestial	Filipino	42 Fordham St., St. Ignatius Village, Quezon City
4.	Rene H. Peronilla	Filipino	556 Herrera St., Brookside Hills, Cainta, Rizal
5.	Serapio C. Gabriel	Filipino	43 Lourdes Castillo St., Sta. Mesa Heights, Quezon City

SIXTH – The number of Directors of the Corporation shall be ELEVEN (11) and the name, nationalities and residence of the directors of the Corporation at incorporation who are to serve until their successors are elected and qualified as provided by the By-Laws of the Corporation are as follows: (As amended on July 28, 1995 by the Board & on Aug. 17, 1995 by 2/3 vote of the outstanding capital stock)

	Name	Nationality	Residence
1.	Antonio H. Ozaeta	Filipino	Corinthian Gardens, Quezon City
2.	Jose R. Perez	Filipino	2391 Mabolo St., Dasmariñas Village, Makati, Metro Manila
3.	Danilo M. Celestial	Filipino	42 Fordham St., St. Ignatius Village, Quezon City
4.	Rene H. Peronilla	Filipino	556 Herrera St., Brookside Hills, Cainta, Rizal
5.	Serapio C. Gabriel	Filipino	43 Lourdes Castillo St., Sta. Mesa Heights, Quezon City

SEVENTH - The capital stock of the Corporation is ONE BILLION ONE HUNDRED MILLION PESOS (P1,100,000,000.00), and said capital stock is divided into TWO BILLION (2,000,000,000) common shares of the par value of FIFTY FIVE CENTAVOS (P0.55) per share. (As amended on 31 May 2012)

No transfer of stock or interest which will reduce the interest of the Philippine citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the proper books, and this restriction, shall also be indicated in all its stock certificates. (As amended 9 September 1994)

Stockholders shall have no pre-emptive rights in shares which are issued by the corporation. (As amended on July 19, 2011)

EIGHT - At least twenty five percent (25%) of the authorized capital stock above stated has been actually subscribed as follows:

	Name of Stockholder	Nationality	No. of Shares Subscribed	Amount Subscribed
1.	Antonio H. Ozaeta	Filipino	99,996	P9,999,600.00
2.	Jose R. Perez	Filipino	1	100.00
3.	Danilo M. Celestial	Filipino	1	100.00
4.	Rene H. Peronilla	Filipino	1	100.00
5.	Serapio C. Gabriel	Filipino	1	100.00
			100,000	P10,000,000.00

NINTH - The above-named subscribers have paid at least twenty-five percent (25%) of their respective total subscriptions as follows:

	Name of Subscriber	Amount Subscribed	Amount Paid-in
1.	Antonio H. Ozaeta	P9,999,600.00	P9,899,800.00
2.	Jose R. Perez	100.00	50.00
3.	Danilo M. Celestial	100.00	50.00
4.	Rene H. Peronilla	100.00	50.00
5.	Serapio C. Gabriel	100.00	50.00
		P10,000,000.00	P9,900,000.00

TENTH - Mr. JOSE R. PEREZ 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 of the Corporation, 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 by the subscribed paid by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 23rd day of November, 1981 in Quezon City, Philippines.

(Sgd.) A.H. OZAETA
T.A.N. 1424-201-0

(Sgd.) J.R. PEREZ
T.A.N. P6228-M1037-A-0

(Sgd.) D.M. CELESTIAL
T.A.N.

(Sgd.) R.H. PERONILLA
T.A.N. P6542-B2640-A-0

(Sgd.) S.C. GABRIEL
T.A.N. G1619-A0937-A-2

SIGNED IN THE PRESENCE OF:

(Sgd.) BER J. BERNABE

(Sgd.) CELSO DAYRI

NOTARIAL ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) SS.

BEFORE ME, a Notary Public in and for Quezon City, Metro Manila, personally appeared with their Residence Certificates:

Name	Ress. Cert. No.	Date & Place of Issue
Antonio H. Ozaeta	14639963	Feb. 24, 1981 - San Juan, M.M.
Jose R. Perez	14363361	Feb. 17, 1981- Makati, M.M.
Danilo M. Celestial	A14540916	March 6, 1981 - Pasig, M.M.
Rene H. Peronilla	14363518	Feb. 20, 1981 - Makati, M.M.
Serapio C. Gabriel	6199	Jan. 27, 1981 - Makati

known to me to be the same persons who executed the foregoing Articles of Information, the same incorporators of the PHILIPPINE COMMERCIAL CREDIT CARD, INC. and the same persons who subscribed to the capital stock of the Corporation, and each of them acknowledged to me that they freely and voluntarily executed the foregoing Articles of Incorporation.

WITNESS MY HAND AND SEAL at Quezon City, Philippines, this 23rd day of November, 1981.

(Sgd.) ATTY. RENE E. PUNO
PTR No. 295323
Issued on January 21, 1981

Doc. No. 81;
Page No. 18;
Book No. 1;
Series of 1981.

SECURITIES AND EXCHANGE COMMISSION
CRMD-CFRD
JAN 0 6 2015
RECEIVED BY:

CERTIFICATE OF AMENDMENT TO THE

ARTICLES OF INCORPORATION AND BY-LAWS

OF

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(SEC Reg. No. 102165)

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, the Chairman, Secretary, and majority of the directors of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.** (the "Corporation"), hereby certify that the attached document are the true and correct copy of the Amended Articles of Incorporation and Amended-By-laws of the Corporation, which amends the following:

A. Articles of Incorporation:

1. THIRD: The principal office of the Corporation shall be at 16th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City

We further certify that the amendment of the Articles of Incorporation was unanimously approved by the majority vote of the Board of Directors of the Corporation on 31 October 2014 held at the Manila Golf & Country Club and by the affirmative vote of stockholders owning at least two-thirds (2/3) of the outstanding capital stock at the Special Stockholders' Meeting on 11 December 2014 held at the Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City.

B. By-laws:

1. The name of the Corporation be changed to BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. (formerly Bankard Inc.)

2. Article VII. Seal. The Corporate seal shall consist of a circular design on which is inscribed the name of the Corporation, Bright Kindle Resources & Investments, Inc.

We further certify that the amendment of the By-laws was unanimously approved by the majority vote of the Board of Directors of the Corporation on 26 March 2014 held at the Manila Golf & Country Club and by the affirmative vote of stockholders owning at least two-thirds (2/3) of the outstanding capital stock at the Annual Shareholders' Meeting on 29 May 2014 held at the Manila Golf & Country Club.

IN WITNESS WHEREOF, we have hereunto set our hands this 12th day of December 2014 at Makati City.

Cesar C. Zalamea
Director/ Chairman
TIN No. 137-712-551

Isidro C. Alcantara, Jr.
Director/ President
TIN No. 123-371-185

Antonio H. Ozaeta
Director
TIN No. 106-196-339

Macario U. Te
Director
TIN No. 145-425-028

Carlos Alfonso T. Ocampo
Independent Director
TIN No. 165-489-497

Augusto C. Serafica, Jr.
Director
TIN No. 102-097-338

Nilo Thaddeus P. Rodriguez
Director
TIN No. 102-095-755

Rolando S. Santos
Director
TIN No. 127-551-054

Minda P. de Paz
Director
TIN No. 142-311-133

Hermogene H. Real
Director/ Asst. Corp. Secretary
TIN No. 122-295-404

Remegio C. Dayandayan, Jr.
Director
TIN No. 290-129-991

Diane Madelyn C. Ching
Corporate Secretary
TIN No. 201-507-466

SUBSCRIBED AND SWORN TO before me this DEC 12 2014 day of _____ at MAKATI CITY by the above-named persons who exhibited to me their respective Valid Proof of Identification as follows:

NAME	Valid Proof of Identification	Date of Expiration
Cesar C. Zalamea	Senior Citizen No. 14467	
Isidro C. Alcantara, Jr.	Passport No. EB8303097	03 June 2018
Antonio H. Ozaeta	Passport No. EB2278138	20 April 2016
Macario U. Te	Passport No. EB1449710	23 November 2015
Carlos Alfonso T. Ocampo	Passport No. EB0843152	25 August 2015
Augusto C. Serafica, Jr.	Passport No. EB6303034	09 September 2017
Nilo Thaddeus P. Rodriguez	SSS No. 33-1121995-6	
Rolando S. Santos	T.I.N. No. 127-551-054	
Diane Madelyn C. Ching	Passport No. EB3886703	16 October 2016
Hermogene H. Real	SSS. No. 03-3235876-3	
Remegio C. Dayandayan, Jr.	PASSPORT NO. EB9871313	20 December 2018
Minda P. de Paz	SSS No. 03-8299551-6	

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Book No. 199
Series of 2014.

ATTY. VIRGILIO R. BATALLA
NOTARY PUBLIC FOR MAKATI CITY
APPOINTMENT NO. M-35
UNTIL DECEMBER 31, 2014
ROLL OF ATTORNEY 48348
MCLE COMPLIANCE NO. IV-0016333/4-10-2013
IBP NO. 706702 – LIFETIME MEMBER
PTR. NO. 422-5506 JAN 2, 2014
EXECUTIVE BLDG. CENTER
MAKATI AVE., COR., JUPITER