



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. 1803

CERTIFICATE OF FILING

OF

AMENDED ARTICLES OF INCORPORATION

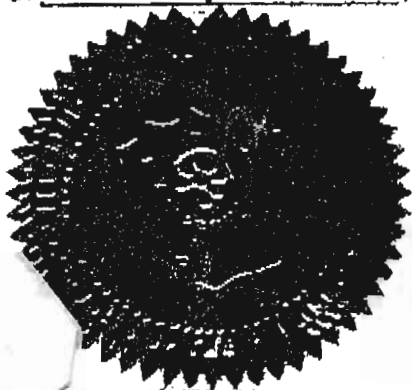
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS

THIS IS TO CERTIFY that the amended articles of incorporation of the

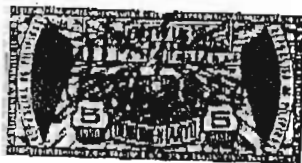
ABS-CBN BROADCASTING CORPORATION
(Amending Article VII thereof)

copy annexed, adopted on March 29, 1995 by a majority vote of the Board of Directors and the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by this Office on the 4th day of July nineteen hundred and ninety-five, pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1960, and attached to the other papers pertaining to said corporation

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 4th day of July, in the year of our Lord nineteen hundred and ninety-five



Eloisa C. Gloria
FE ELOISA C. GLORIA
Associate Commissioner



AMENDED ARTICLES OF INCORPORATION

OF THE

35 MAY 24 10 10

ABS-CBN BROADCASTING CORPORATION
(Formerly: Bolinao Electronics Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are 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 said corporation shall be "ABS-CBN BROADCASTING CORPORATION".

Second: That the purpose or purposes for which said corporation is formed are:

PRIMARY PURPOSE:

To carry on the business of television and radio network broadcasting of all kinds and types; to carry on all other businesses incident thereto; and to establish, construct, maintain and operate for commercial purposes and in the public interest, television and radio broadcasting stations within or without the Philippines, using microwave, satellite or whatever means including the use of any new technologies in television and radio systems.

SECONDARY PURPOSES:

1. To broadcast, disseminate, distribute, transmit, retransmit, receive, or collect by satellite, microwave, electronic, electrical or other means, news, sports, entertainment, educational and informative matter, advertisements or any other matter which may be transmitted by television, radio or electronic signals, and to provide for the use of other equipment or facilities for such purposes.

2. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charters, contracts,

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franchises, privileges, exemptions, licenses and concessions as may be conducive to any of the purposes of the corporation.

3. To engage in any manner, shape or form in the recording and reproduction of the human voice, musical instruments, and sound of every nature, name and description; to engage in any manner, shape or form in the recording and reproduction of moving pictures, visuals and stills of every nature, name and description; and to acquire and operate audio and video recording, magnetic recording, digital recording and electrical transcription exchanges, and to purchase, acquire, sell, rent, lease, operate, exchange or otherwise dispose of any and all kinds of recordings, electrical transcriptions or other devices by which sight and sound may be reproduced.

4. To carry on the business of providing graphic, design, videographic, photographic and cinematographic production services and other creative production services; and to engage in any manner, shape or form in post production mixing, dubbing, overdubbing, audio-video processing, sequence alteration and modification of every nature of all kinds of audio and video productions.

5. To carry on the business of promotion and sale of all kinds of advertising and marketing services and generally to conduct all lines of business allied to and interdependent with that of advertising and marketing services.

6. To engage in the business of broadcasting, cable television, and telecommunications; to provide counselling and consultancy services relative thereto; to gather, compile, prepare and disseminate information, data and advice in respect to matters of broadcasting, cable television and telecommunications; to act as consultants, advisers and supervisors and to render and furnish services in general telecommunication, organization, development, construction, research, management, operation and reorganization matters especially but not exclusively in the fields of structure, facility, machine, plant, power, instrumentalities and new technologies.

7. To purchase or otherwise acquire, hold, own, sell, lease, transfer, convey, assign, or otherwise dispose of, trade in, deal in and with, in any every way and manner, radios and other electronic appliances, apparatus, devices and equipment.

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8. To act as insurance agents, brokers and commission merchants.

9. To apply for, obtain, register, purchase or otherwise to acquire and to hold, use, own, operate and introduce and to sell, lease, assign, or otherwise dispose of, any franchises, trademarks, tradenames, patents, inventions, improvements and processes used in connection with or secured under letters patent of the United States or of the Philippines, or elsewhere or otherwise, and to use, exercise, develop, grant licenses in any respect of, or otherwise, to account any such trademarks, trade names, patents, licenses, processes and the like or any such property or rights.

10. To acquire and undertake the goodwill, property, rights, franchises and assets of every kind of any person, firm, association or corporation.

11. To conduct business and to have one or more offices in connection with the same.

12. To establish, maintain and operate theaters.

13. To establish, maintain and operate electric light and power in any municipalities or provides power and light facilities and obtain a corresponding franchise therefore.

14. To carry on the business as proprietor and publisher of, newspapers, journals, magazines and other literary works and undertaking; to manufacture, prepare, buy, sell and generally deal in all matters of printing, publishing, binding, engraving, engraving designs; publishing of books, papers, periodicals, catalogues, stationeries and stationery supplies, notebooks, printer's ink, pads and stamps, papers and substitute of papers.

15. 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 this corporation.

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Third: That said corporation shall have its principal office established or located in Metro Manila, Philippines.

Fourth: That the corporate term for which the Corporation is to exist is fifty (50) years from and after date of incorporation and extended for another fifty (50) years from and after April 20, 1994.

Fifth: That the names, addresses and citizenships of the incorporators are as follows:

Name	Citizenship	Address
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Soledad S. Lindenberg	Filipino	Bolinao, Pangasinan
James B. Lindenberg	American	Bolinao, Pangasinan
John Hennings	American	Bolinao, Pangasinan
Patrocinio Hennings	Filipino	Bolinao, Pangasinan
Jose Calado	Filipino	Bolinao, Pangasinan

Sixth: That the directors of said corporation are ELEVEN (11) who are elected to serve for a term of one (1) year until their successors are duly elected and qualified as provided in the By-Laws and are as follows:

Name	Address
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John Hennings	Bolinao, Pangasinan
James B. Lindenberg	Bolinao, Pangasinan
Soledad S. Lindenberg	Bolinao, Pangasinan
Patrocinio Hennings	Bolinao, Pangasinan
Jose Calado	Bolinao, Pangasinan

Seventh: That the capital stock of said corporation is ONE BILLION FIVE HUNDRED MILLION (P1,500,000,000.00) PESOS, Philippine Currency, divided into ONE BILLION FIVE HUNDRED MILLION (1,500,000,000) shares with a par value of ONE PESO (P1.00) each. (As amended on April 26, 1995).

Eighth: That the amount of capital stock which has been actually subscribed is FIVE HUNDRED (500) shares, or FIFTY THOUSAND PESOS (P50,000.00) and the following persons have subscribed for the number of shares and capital stock set out after their respective names:

Name	Address	No of Shares	Amount of Capital Stock Subscribed
Soledad S. Lindenberg	Bolinao, Pangasinan	300	P30,000.00
James B. Lindenberg	Bolinao, Pangasinan	25	2,500.00
John Hennings	Bolinao, Pangasinan	3	300.00
Patrocinio Hennings	Bolinao, Pangasinan	2	200.00
Jose Calado	Bolinao, Pangasinan	5	500.00
Florentino Villareal	Bolinao, Pangasinan	1	100.00
Jose Villareal	Bolinao, Pangasinan	1	100.00
Rafael Villareal	Bolinao, Pangasinan	1	100.00
Mauro Villareal	Bolinao, Pangasinan	1	100.00
Diosdado Villareal	Bolinao, Pangasinan	1	100.00
Pascual Candoy	Bolinao, Pangasinan	1	100.00
Philip Eiseman	Boston, Mass. U.S.	159	15,000.00

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:

Name	Address	Amount Paid in Subscription
Soledad S. Lindenberg	Bolinao, Pangasinan	P 7,500.00
James B. Lindenberg	Bolinao, Pangasinan	625.00
John Hennings	Bolinao, Pangasinan	300.00
Patrocinio Hennings	Bolinao, Pangasinan	200.00
Jose Calado	Bolinao, Pangasinan	100.00
Florentino Villareal	Bolinao, Pangasinan	25.00
Jose Villareal	Bolinao, Pangasinan	25.00
Rafael Villareal	Bolinao, Pangasinan	25.00
Mauro Villareal	Bolinao, Pangasinan	25.00
Diosdado Villareal	Bolinao, Pangasinan	25.00
Pascual Candoy	Bolinao, Pangasinan	25.00
Philip Eiseman	Boston, Mass. U.S.	3,975.00

Tenth: That James B. Lindenberg has been elected by the subscribers as the 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 on this 13th day of June, 1946, at Bolinao, Pangasinan.

(SGD.) JOHN HENNINGS

(SGD.) SOLEDAD S. LINDENBERG

(SGD.) PATROCINIO HENNINGS (SGD.) JAMES B. LINDENBERG

(SGD.) JOSE CALADO

SIGNED IN THE PRESENCE:

(SGD.) ILLEGIBLE (SGD.) ANICETO ALBARILLO

ACKNOWLEDGMENT

UNITED STATES OF AMERICA)
COMMONWEALTH OF THE PHILIPPINES)
PROVINCE OF PANGASINAN) S.S.
MUNICIPALITY OF BOLINAO)

On this 13th day of June, 1946, in the municipality and province above-named, before me, a Notary Public in and for the Province of Pangasinan personally appeared:

Soledad S. Lindenberg A-1905710 June 13, 1946 - Mla.
James B. Lindenberg A-1167289 June 13, 1946 - Mla.
John Hennings No res. cert. being over 60 yrs. of age
Patrocinio Hennings No res. cert. being over 60 yrs. of age
Jose Calado A-332724 Feb. 09, 1946 - Bolinao

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 the day and year first herein above-named.

(SGD.) URBANO C. CAASI
Doc. No. 33 ; Notary Public Until Dec. 1947
Page No. 29 ;
Book No. III ;
Series of 1946.

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UNITED STATES OF AMERICA)
 COMMONWEALTH OF THE PHILIPPINES)
 PROVINCE OF PANGASINAN) S.S.
 MUNICIPALITY OF BOLINAO)

JAMES B. LINDENBERG, being duly sworn, deposes and says: That on the 13th day of June, 1946, he was duly elected by the incorporators named in the foregoing Articles of Incorporation as the Treasurer of the "Bolinao Electronics Corporation", to receive for the corporation and to receipt in its name for all subscriptions paid in by the subscribers; that Fifty Thousand Pesos (P50,000.00) worth of shares of capital stock has been totally subscribed and that of said subscription Twelve Thousand Eight Hundred Fifty Pesos (P12,850.00) in cash has been actually received by him to the credit of the corporation. And he further states that the amount of subscription is 100 per cent of the entire capital stock and the amount actually paid to him as stated above is 25.6 per cent of said subscription.

(SGD.) JAMES B. LINDENBERG
 Treasurer

SUBSCRIBED AND SWORN to before me in Bolinao, Pangasinan, this 13th day of June, 1946, the affiant exhibited to me his residence certificate no. A-1167289 issued at Manila, on June 13, 1946.

(SGD.) URBANO C. CAASI
 Notary Public Until Dec. 1947
 Doc. No. 33 ;
 Page No. 29 ;
 Book No. III ;
 Series of 1946.