



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

COMPANY REG. NO. A199904864

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

KNOW ALL PERSONS BY THESE PRESENTS:

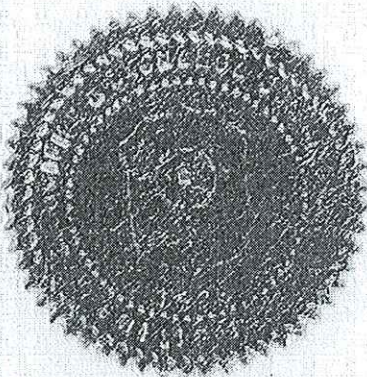
This is to certify that the amended articles of incorporation of the

BLOOMBERRY RESORTS CORPORATION
[Amending Article III thereof.]

copy annexed, adopted on April 16, 2014 by majority vote of the Board of Directors and on June 05, 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 26th day of June, Twenty Fourteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION

OF

BLOOMBERRY RESORTS CORPORATION

(Formerly "Active Alliance, Incorporated")

KNOWN ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of this Corporation shall be:

BLOOMBERRY RESORTS CORPORATION

(As approved by the Board of Directors on 13 December 2011 and by the stockholders of the Corporation on 6 February 2012)

SECOND: A. That the primary purpose of this Corporation is to subscribe, acquire, hold, sell, assign, or dispose of shares of stock and other securities of any corporation including those engaged in hotel and/or gaming and entertainment business, without however engaging in dealership in securities or in the stock brokerage business or in the business of an investment company, to the extent permitted by law, and to be involved in the management and operations of such investee companies; and to guarantee the obligations of its subsidiaries or affiliates or any entity in which the Corporation has lawful interest. *(As approved by the Board of Directors on 24 June 2013 and by the stockholders of the Corporation on 24 June 2013)*

B. That the Corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines, such as:

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, any business or property acquired by the Corporation;
2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof 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 evidences of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the prosecution of its lawful business;
3. 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;
4. To aid in any manner any corporation, association or trust estate, domestic or foreign, or any firm or individual, in which any shares of stock or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this Corporation, directly or indirectly or through other corporations or otherwise;
5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout 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 purposes of this Corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the Corporation;
7. To establish and operate one or more branch offices or agencies and carry on any or all of its operations and business without any restriction 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;
8. 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, with 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 of more or the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation.

THIRD: That the place where the principal office of the Corporation is to be established or located is at The Executive Offices, Solaire Resort & Casino, Asean Avenue, Entertainment City, Barangay Tambo, Parañaque City. (As approved by the Board of Directors on 16 April 2014 and by the stockholders of the Corporation on 5 June 2014)

FOURTH: That the term for which the Corporation is to exist is Fifty (50) years from and after the date of incorporation.

FIFTH: That the names, nationalities and residences of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence Address</u>
LINCOLN CHEN	British	Bldg. CA-3, Dewey Avenue, Subic Bay Free Port Zone
GODOFREDO GALINDEZ, JR.	Filipino	# 213 Caliraya St. Ayala Alabang, Muntinlupa City

JEFFREY GO	Filipino	#15 Palanza St, Quezon City
KENNETH GO	Filipino	#15 Palanza St, Quezon City
CESAR GALINDEZ	Filipino	# 213 Caliraya St. Ayala Alabang, Muntinlupa City
RENATO REYES	Filipino	4989 Col. E. de Leon St., Sto Niño, Parañaque City
CHRISTINE P. BASE	Filipino	1707Ab Wack Wack Twin Towers, Wack Wack Road, Mandaluyong City

SIXTH: That the number of directors of the Corporation shall be Seven (7) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence Address</u>
LINCOLN CHEN	British	Bldg. CA-3, Dewey Avenue, Subic Bay Free Port Zone
GODOFREDO GALINDEZ, JR.	Filipino	# 213 Caliraya St., Ayala Alabang, Muntinlupa City
JEFFREY GO	Filipino	#15 Palanza St., Quezon City
KENNETH GO	Filipino	#15 Palanza St., Quezon City
CESAR GALINDEZ	Filipino	# 213 Caliraya St. Ayala Alabang, Muntinlupa City
RENATO REYES	Filipino	4989 Col. E. de Leon St., Sto. Niño, Parañaque City
CHRISTINE P. BASE	Filipino	1707Ab Wack Wack Twin Towers, Wack Wack Road, Mandaluyong City

SEVENTH: That the authorized capital stock of the Corporation is Fifteen Billion Pesos (Php15,000,000,000.00), in lawful money of the Philippines, divided into Fifteen Billion (15,000,000,000) shares with a par value of One Peso (Php1.00) per share. (As approved by the Board of Directors on 13 December 2011 and by the stockholders of the Corporation on 6 February 2012)

EIGHT: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

*Bloomberry Resorts Corporation
Amended Articles of Incorporation*

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>	<u>Amount Paid</u>
Active Circuit Technology, Inc.	Filipino	15,000,000	Php 15,000,000.00	Php 15,000,000.00
Active Components Holdings, Inc.	Filipino	14,700,000	14,700,000.00	14,700,000.00
Godofredo Galindez, Jr.	Filipino	130,000	130,000.00	130,000.00
Lincoln Chen	British	120,000	120,000.00	120,000.00
Jeffrey Go	Filipino	10,000	10,000.00	10,000.00
Kenneth Go	Filipino	10,000	10,000.00	10,000.00
Cezar Galindez	Filipino	10,000	10,000.00	10,000.00
Renato Reyes	Filipino	10,000	10,000.00	10,000.00
Christine Base	Filipino	10,000	10,000.00	10,000.00
TOTAL		30,000,000	Php 30,000,000.00	Php 30,000,000.00

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 the Corporation and this restriction shall be indicated in the stock certificates issued by the Corporation.

TENTH: That GODOFREDO GALINDEZ, JR. has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and shall have 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: That the Corporation manifest its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

TWELFTH: That the stockholders of the Corporation shall have no preemptive right to subscribe to all issues or disposition of any class or shares of stock of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands, this _____ day of Mar 22 1999 at Makati City, Philippines.

SGD.

LINCOLN CHEN

for himself and for Active Circuit Technology, Inc.

SGD.

GODOFREDO GALINDEZ, JR.

for himself and for Active Circuit Technology, Inc.

SGD.

CESAR GALINDEZ

SGD.

JEFFREY GO

SGD.

KENNETH GO

SGD.

RENATO REYES

SGD.

CHRISTINE P. BASE

Signed in the presence of:

SGD.

SGD.

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
City of Makati)S.S.

BEFORE ME, a Notary Public, in and for the City of Makati, Philippines, this
_____ day of MAR 22 1999, personally appeared:

<u>Name</u>	<u>Com. Tax Cert. No.</u>	<u>Date/Place Issued</u>
LINCOLN CHEN	1500664	05-07-98/Olongapo City
GODOFREDO GALINDEZ, JR.	09261072	03-09-98/Mandaluyong City
CESAR GALINDEZ	19739880	11-24-98/Olongapo City
JEFFREY GO	07230708	01-16-98/Manila
KENNETH GO	09262304	03-10-98/Mandaluyong City
RENATO REYES	17067214	1-07-99/Parañaque
CHRISTINE P. BASE	06686222	01-30-98/Manila

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledge to me that the same is their free and voluntary act and deed and of the corporation they represent.

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. 145 ;
Page No. 29 ;
Book No. VII ;
Series of 1999;

SGD.
MICHAEL REX O. CELIZ
NOTARY PUBLIC
UNTIL DECEMBER 31, 1999
PTR NO. (*undecipherable*)
ISSUED ON JANUARY 6, 1999
ISSUED AT MAKATI CITY