



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:**

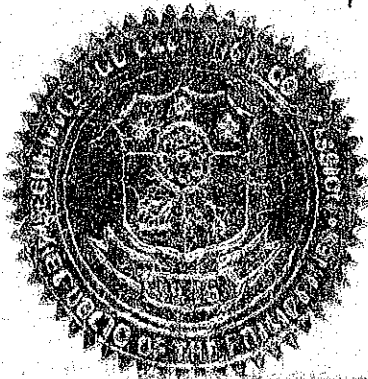
This is to certify that the amended articles of incorporation of the

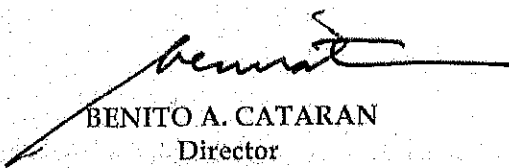
**BLOOMBERRY RESORTS CORPORATION  
(Formerly: Active Alliance Incorporated)  
(Amending Articles I, II, III and VII thereof)**

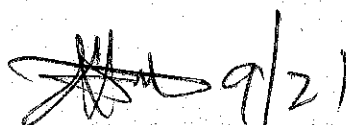
copy annexed, adopted on December 13, 2011 by a majority vote of the Board of Director and on February 06, 2012 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by 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, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/ membership certificates issuers or selling agents thereof. Neither does 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 27<sup>th</sup> day of February, Twenty Twelve.



  
**BENITO A. CATARAN**  
Director  
Company Registration and Monitoring Department

  
9/21

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

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:

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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.

Bloomberry Resorts Corporation  
Amended Articles of Incorporation

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 Unit 601 6<sup>th</sup> Floor Eco Plaza Building, Chino Roces Ave. Ext., Makati City. (As approved by the Board of Directors on 13 December 2011 and by the stockholders of the Corporation on 6 February 2012)

**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

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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:

<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

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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
<b>TOTAL</b>		<b>30,000,000</b>	<b>Php 30,000,000.00</b>	<b>Php 30,000,000.00</b>

**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.

*Bloomberry Resorts Corporation  
Amended Articles of Incorporation*

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.

Bloomberry Resorts Corporation  
Amended Articles of Incorporation

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	1600664	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



CERTIFICATE OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
ACTIVE ALLIANCE, INCORPORATED

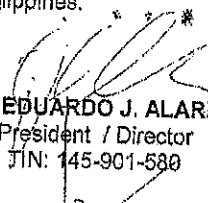



We, the undersigned, being the Chairman, Secretary and at least a majority of the members of the Board of Directors of **ACTIVE ALLIANCE, INCORPORATED** ("the Corporation") do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to the **FIRST, SECOND, THIRD** and **SEVENTH** Articles, are true and correct and were approved by at least a majority of the Board of Directors at their duly constituted meetings held on 13 December 2011 and 6 February 2012, and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their special meeting on 6 February 2012.

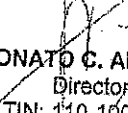
The amendment to the First Article is the change of the Corporation's name to "Bloomberry Resorts Corporation." The amendment to the Second Article is the change of the primary purpose of the Corporation from a manufacturing company to that of a holding company. The amendment to the Third Article is the change of the principal office address to Unit 601 6<sup>th</sup> Floor Ecoplaza Building, Chino Roces Ave. Extension, Makati City. The amendment to the Seventh Article is the increase of the authorized capital stock of the Corporation to Php15,000,000,000.00.


IN WITNESS WHEREOF, we have hereunto signed this Certificate of Amendment of the Articles of Incorporation this 6 February 2012 at Makati City, Philippines.


  
**ENRIQUE A. RAZON, JR.**  
Chairman / Director  
TIN: 109-879-307

  
**JOSE EDUARDO J. ALARILLA**  
President / Director  
TIN: 145-901-580


  
**CHRISTIAN R. GONZALEZ**  
Director  
TIN: 910-574-064

  
**DONATO C. ALMEDA**  
Director  
TIN: 110-100-806

  
**ESTELA TUASON-OCCENA**  
Director  
TIN: 107-204-123

  
**CARLOS J. EJERCITO**  
Director  
TIN: 128-430-790

  
**JON RAMON ABSITIZ**  
Director  
TIN: \_\_\_\_\_

  
**SILVERIO BENNY J. TAN**  
Corporate Secretary  
TIN: 138-005-178

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE


1. Check the appropriate box:  
 Preliminary Information Statement  
 Definitive Information Statement
2. Name of Registrant as specified in its charter: ACTIVE ALLIANCE, INCORPORATED
3. Subic Bay, Freeport Zone, Philippines  
 Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number A1999904864
5. BIR Tax Identification Code 204-636-102-000
6. Bldg. 1428 POL Pier Compound, Aragonat Highway  
Subic Bay Freeport Zone, Olongapo City 2222  
 Address of principal office Postal Code
7. Registrant's telephone number, including area code 252-6338 (Olongapo); 844-3906 (Manila)
8. February 6, 2012 at 10:30 a.m. at The Lighthouse Marina Resort, Subic Bay, Moonbay Marina  
Complex, Waterfront Road, CBD, Subic Bay Freeport Zone, Zambales  
 Date, time and place of the meeting of security holders
9. Approximate date on which the Information Statement is first to be sent or given to security holders  
January 12, 2012
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA  
 (information on number of shares and amount of debt is applicable only to corporate registrants):
 

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Stock, Php1.00 par value	80,000,000 shares
Principal Debt Outstanding	
12. Are any or all of registrant's securities listed in a Stock Exchange?  
 Yes  No   
 If yes, disclose the name of such Stock Exchange and the class of securities listed therein:  
Philippine Stock Exchange Common Shares

SUBSCRIBED AND SWORN to before me this FEB 06 2012 at Makati City, affiants exhibiting to me the following:

Name	Passport No.	Date and Place of Issuance
Enrique K. Razon, Jr.	WW0527425	Feb. 15, 2010 - Manila
Jose Eduardo J. Alarilla	XX36562066	May 08, 2010 - Manila
Christian R. Gonzalez	ZZ202456	Jan. 18, 2007 - Manila
Donato C. Almada	458236308	May 25, 2009 - USA
Estela Tuason-Occena	EA0031480	Feb. 15, 2010 - Manila
Carlos J. Ejercito	XX4324016	Aug. 8, 2009 - Manila
Jon Ramon Aboitiz	XX43931116	Aug. 18, 2009 - Manila
Silverio Benny J. Tan	EB1758456	Jan. 20, 2011 - Manila

Doc. No. 792 ;  
Book No. 512 ;  
Page No. 111 ;  
Series of 2012.

  
**CARMELENE E. VINCEDA**  
Appointment No. M-684  
Notary Public for Makati City  
Until December 31, 2012  
16<sup>th</sup>, 19<sup>th</sup> & 17<sup>th</sup> Floor, Liberty Center  
104 H.V. dela Costa Street  
Salcedo Village, Makati City  
Roll of Attorneys No. 55768  
PTP 3:04910/Makati City/01-10-2012  
ISP 074173/Cavite/01-02-2012