

DEPARTMENT OF JUSTICE
SECURITIES AND EXCHANGE COMMISSION
MANILA

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TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

WHEREAS, Articles of Incorporation duly signed and acknowledged for the organization of the MANILA BROADCASTING COMPANY

under and in accordance with the provisions of Act of the Philippine Commission Numbered Fourteen hundred and Fifty-nine, enacted March first, Nineteen hundred and six, as amended by Acts of the Philippine Legislature, Numbered Fifteen hundred and six, Fifteen hundred and sixty-five, Sixteen hundred and thirty, Seventeen hundred and forty-four, Eighteen hundred and thirty-four, Eighteen hundred and ninety-five, Twenty hundred and three, Twenty hundred and twelve, Twenty hundred and thirty-seven, Twenty hundred and ninety-two, Twenty-one hundred, Twenty-one hundred and thirty-five, Twenty-four hundred and fifty-two, Twenty-seven hundred and twenty-eight, Twenty-seven hundred and forty-one, Thirty-eight hundred and fifty, and Commonwealth Acts Numbered Two hundred and eighty-seven and Four hundred and thirty-seven, were presented for filing in this Office on June 8, 1946, and a copy of which said Articles is hereto attached:

NOW THEREFORE, by virtue of the powers and duties vested in me by law, particularly Section 37 of Act Numbered Four thousand and seven, I do hereby certify that the said Articles of Incorporation were, after due examination to determine whether they are in accordance with law, duly registered in this Office on the 12th day of June, Anno Domini, Nineteen hundred and forty-six.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Manila, Philippines this 12th day of June, in the year of our Lord Nineteen hundred and forty-~~six~~^{six}, and of the Commonwealth of the Philippines, the 11th.
For the Secretary of Justice:

FILEMON COSIO
Assistant to the Commission

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ARTICLES OF INCORPORATION

OF

MANILA BROADCASTING COMPANY

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 "MANILA BROADCASTING COMPANY".

SECOND:- That the purposes for which said corporation is formed are:

To engage in the business of radio broadcasting on a commercial and/or sustaining basis; to act as advertising agent and to carry on the business of advertising in any medium whatsoever; to act as agent for and in behalf of any singer, musician or artist and to manage same for a fee; to make recordings for broadcasting or for private use and to carry on a recording business for this purpose; to establish an artists bureau and to sell the services of the same for a fee; to establish a public address system service and to rent and operate such equipment for a fee; to engage in the publishing business of any and all kinds; to engage in any other kind of business that the directors may see fit to undertake; to purchase and own real property.

As incidental to such purpose, the corporation shall have power:

(1) To purchase, hold, convey, sell, lease, let, mortgage, encumber and otherwise deal with such real and

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personal property in any part of the Philippines or in any other country, as the purpose for which this corporation is formed may permit, and as may be reasonably and necessarily required for the transaction of the lawful business of the corporation.

(2) To act as financial, commercial, general agent or factor of, or to undertake the general management of any person, partnership, corporation, or association carrying on any transaction or negotiation or any business of radio broadcasting and advertisement and while acting as such agent, factor or manager, to perform such acts, enter into such obligations and carry on such transactions as shall tend to promote the interests that the corporation shall represent.

(3) To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, in connection with radio broadcasting and advertisement, either as principal or agent, upon commission or otherwise.

(4) To apply for, obtain, register, lease or otherwise acquire, and to hold, use, own, operate, mortgage, sell, assign, or otherwise dispose of any trademarks, trade-names, patents, inventions, improvements and processes used in connection with, or secured under letters patent of the United States or of other countries, or otherwise.

(5) To hold, purchase or otherwise acquire, or be interested in, and to sell, assign, pledge or otherwise dispose of, shares of the capital stock, bonds or other evidences of debt issued or created by any corporation, whether foreign or domestic and whether now or hereafter

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organized; and while the holder of any such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

(6) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

(7) To acquire, hold, sell, reissue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this corporation, and provided further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(8) Without in any particular limiting or restricting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to borrow money; to issue all classes of stock, bonds or other obligations, the issuance of which by corporations formed under the Philippine Corporation Law are now authorized, by the laws of the Philippines, and to issue bonds and other obligations, and shares of its capital stock, in payment for property purchased or acquired by it, or for any other lawful object; to mortgage or pledge any stocks, bonds, or other obligations, or any property which may be acquired by it; to

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secure any bonds, guaranties or other obligations by it issued or incurred; to guarantee any dividends or bonds or contracts, or other obligations; to set apart out of any funds of the corporation available for dividends a reserve or reserves for working capital or for any other lawful purpose, and also to abolish any such reserve in the same manner in which it was created; to make and perform contracts of every kind and description; and in carrying on its business, or for the purpose of attaining or furthering any of its objects or purposes, to do any and all other things and exercise any and all other powers which a co-partnership or natural person could do and exercise, or which now or hereafter may be authorized by law.

(9) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the Philippines upon corporations formed thereunder or under any act amendatory or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the laws of the Philippines, or any amendment thereof or supplement thereto or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and

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powers specified in each of the paragraphs of these articles of incorporation shall, except as otherwise provided, in no wise be limited or restricted by the terms of any other clause or paragraph of this article, or of any other article of these articles of incorporation.

THIRD:- That the place where the principal office of the corporation is to be established or located is City of Manila, Philippines.

FOURTH:- That the term for which said corporation is to exist is twenty-five (25) years from and after the date of incorporation.

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

<u>Names</u>	<u>Residences</u>	<u>Nationalities</u>
1. J. M. Elizalde ✓	c/o Elizalde & Co., Inc., Elizalde Bldg., Manila.	Filipino
2. Manuel Elizalde ✓	- do -	Filipino
3. Jose Yulo ✓	- do -	Filipino
4. B. H. Silen ✓	- do -	American
5. Eduardo Yrezabal ✓	- do -	Filipino

SIXTH:- That the number of directors of said corporation shall be five (5), and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified, as provided by the by-laws, are as follows, to wit:

<u>Names</u>	<u>Residences</u>
1. J. M. Elizalde	c/o Elizalde & Co., Inc., Elizalde Bldg., M a n i l a
2. Manuel Elizalde	- do -
3. Jose Yulo	- do -
4. B. H. Silen	- do -
5. Eduardo Yrezabal	- do -

SEVENTH:- That the capital stock of said corporation is

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TWO HUNDRED THOUSAND (P200,000.00) PESOS and said capital stock is divided into TWO THOUSAND (2,000) shares of the par value of ONE HUNDRED (P100.00) PESOS each.

EIGHTH:- That the amount of said capital stock which has been actually subscribed is TWO HUNDRED THOUSAND (P200,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Names</u>	<u>Residences</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
1. J. M. Elizalde ✓	c/o Elizalde & Co., Inc., Elizalde Bldg., Manila.	600	P 60,000.00
2. Manuel Elizalde ✓	- do -	600	60,000.00
3. Jose Yulo ✓	- do -	100	10,000.00
4. B. H. Silen ✓	- do -	600	60,000.00
5. Eduardo Yrezabal ✓	- do -	100	10,000.00
Total - - - -		<u>2,000</u>	<u>P200,000.00</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>Names</u>	<u>Residences</u>	<u>Amount paid on Subscription</u>
1. J. M. Elizalde	c/o Elizalde & Co., Inc., Elizalde Bldg., Manila.	P 60,000.00
2. Manuel Elizalde	- do -	60,000.00
3. Jose Yulo	- do -	10,000.00
4. B. H. Silen	- do -	15,000.00
5. Eduardo Yrezabal	- do -	10,000.00
Total - - - - -		<u>P155,000.00</u>

TENTH:- That EDUARDO YREZABAL 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 receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, at

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 Notary D. ABAD Date Issued

IN WITNESS WHEREOF, I have hereunto set my hand and af-
fixed my seal, at the City of Manila, Philippines, on this
8th day of June, 1946.

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Pacific de Ocampo
PACIFICO DE OCAMPO
Notary Public

My commission expires December 31, 1946

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By D. ABAD

AFFIDAVIT OF THE TREASURER

UNITED STATES OF AMERICA)
COMMONWEALTH OF THE PHILIPPINES) SS.
CITY OF MANILA)

EDUARDO YREZABAL, being first duly sworn, deposes and says:

That on the 8th day of June, 1946, he was duly elected by the subscribers named in the foregoing articles of incorporation as Treasurer of the corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock; that TWO HUNDRED THOUSAND (P200,000.00) PESOS worth of stock has been actually subscribed, and that of said subscription, ONE HUNDRED FIFTY FIVE THOUSAND (P155,000.00) PESOS in cash, has been actually transferred to him in trust and received by him for the benefit and to the credit of the corporation, and that at least TWENTY PER CENTUM (20%) of the entire capital stock has been subscribed and at least TWENTY-FIVE PER CENTUM (25%) of the subscription has been actually paid to him in cash for the benefit and to the credit of the corporation.

EDUARDO YREZABAL

--oOo--

Subscribed and sworn to before me, at the City of Manila, Philippines, on this 8th day of June, 1946; affiant exhibiting to me his Residence Certificate No. A-44653, issued at Manila, on January 18, 1946.

Juan P. Ocampo
PACIFICO DE OCAMPO
Notary Public

My commission expires December 31, 1946

Doc. No. 50
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Republic of the Philippines
SECURITIES and EXCHANGE COMMISSION

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I hereby certify that (a) this is a true copy of the document stored in the SEC I-View facility to which proper security measures were employed to ensure data integrity, consisting of ten (10) page(s); and (b) at all material times, the SEC I-View Facility was operating in a manner that did not affect the integrity of the electronic document.

MANILA MANUFACTURING COMPANY

Verified by: DOSSY ABAD Fees Php 200- paid under
O.R.No.: 185910 Dated NOV 05 2019

BASIS: ELECTRONIC RECORDS FROM CD



ROMEO B. CAMANO
SEC Information Officer II

Electronic Records Management Division
Information and Communication Technology Department