DTS# 05194733

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor. Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 12998

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

RFM CORPORATION

(Amending Article II Primary and Secondary Purposes thereof)

copy annexed, adopted on July 25, 2018 by majority vote of the Board of Directors and on September 07, 2018 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 Pasay City, Metro Manila, Philippines, this 24th day of May, Twenty Nineteen.

DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

MVL/qba

COVER SHEET
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

S.E.C. Registration Number

Company Name

RFM CORPORATION

Principal Office (No./Street/Barangay/City/Town)Province)

RFM CORPORATE CENTER COR
SHERIDAN PIONEERS
MANDALUYONG CITY

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

831-1297

Mobile Number

CONTACT PERSON INFORMATION

The designated contact person *MUST* be an Incorporator/Director/Resident Agent of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

Contact Person's Address

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor:		

Document I.D.

Received by **Corporate Filing and Records Division (CFRD)**

Forwarded to:

- ☐ Corporate and Partnership Registration Division
- ☐ Green Lane Unit
- ☐ Financial Analysis and Audit Division
- ☐ Licensing Unit

AMENDED

ARTICLES OF INCORPORATION

OF

RFM CORPORATION

(formerly Republic Flour Mills, Inc.)

(As amended on 07 September 2018)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are residents of the Philippines and citizens thereof, except E.M. Grimm, who is an American citizen, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be the

RFM CORPORATION

SECOND: That the Corporation is organized to be a dynamic factor in the rapid economic progress of the country and to be effective in the social improvement and lasting welfare of the employees and laborers and the people of the Philippines, and to that end, the corporation shall have the following primary purposes:

A. To manufacture, market, process, preserve, can, pack, buy, sell at wholesale, distribute, import, export and deal in all kinds of food and beverage, such as but not limited to flour, cake mixes, pasta, meat and other meat products, poultry and poultry products, agricultural products, ice cream, milk and other dairy products, non-alcoholic drinks, juices, tea and other beverages; to process, preserve, can, pack, manufacture, produce, buy, sell at wholesale, import, export and deal in all kinds of food products, such as but not limited to fresh, processed,

canned and prepared foods, fruits, vegetables and other agricultural crops and products of land, including by-products thereof, to acquire, construct, own, lease, charter, establish, maintain and operate canneries, factories, plants, vessels, warehouses and other machineries, equipment, apparatus and appliances as may be required in the conduct of its business. (As amended on 7 September 2018)

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. (As amended on 28 June 2007)

Secondary Purposes
(As amended on 7 September 2018)

1. To develop, manage, operate, sell, convey, lease, mortgage, or otherwise deal with all or any part of the real estate property of the corporation; to enter into lease contracts; and to do any and everything necessary or proper, to the extent permitted by law, with the above-described real estate, other real properties, rights and interests, buildings, facilities, establishments and projects, including providing shared services in the areas of logistics, human relations, warehousing, quality control, and maintenance to lessees and other occupants of its real property.

2. To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers and privileges of ownership,

including all voting powers of any stock so owned, except to act as a stockbroker or dealer in securities.

3. 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, for any business or property acquired by the corporation.

4. To borrow or raise money from not more than nineteen (19) persons including its stockholders, 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 lieu 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;

5. 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 interest 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;

6. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which 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.

7. To enter into any lawful arrangement for sharing profits, union or interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or

government, 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 purpose of this corporation;

8. 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 corporation;

9. To establish and operate one or more branch offices of agencies and to carry on any of all of its operations and business without any restrictions 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;

10. To conduct and transact any and all lawful activities, 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 of 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.

THIRD: That the place where the principal office of the corporation is to be established shall be at RFM Corporate Center, Pioneer corner Sheridan Streets, Mandaluyong City, Philippines, 1550. (As amended on 02 July 2014)

FOURTH: That the term for which said corporation is to exist shall be extended for another Forty Nine (49) years from 22 August 2007 or until 13 October 2056. (As amended on 27 September 2006)

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

	Name	Residence
1.	Salvador Araneta	Admiral Apartments, Manila
2.	Jose Concepcion	Banaba Road, Makati, Rizal
3.	E.M. Grimm	Cordillera St., Sta. Mesa, Manila
4.	Zoilo C. Alberto	Binan, Laguna
5.	Albino Sycip	40 Tamarind Road, Makati
6.	Victoria L. Araneta	Admiral Apartments, Manila
7.	B.J. Server	43 McKinley Road, Makati
8.	Francisco Gamboa	Angela Apts. M.H. del Pilar, Manila
9.	Leonardo C. Eugenio	Grace Building,Rizal Avenue, Manila

SIXTH: That the number of directors of said corporation shall be eleven (11) and the names and residences of the directors of the corporation who are to serve until their successors are duly elected and qualified as provided by the By-Laws are the same nine incorporators listed in the preceding paragraph.

SEVENTH: That the capital stock of said corporation is THREE BILLION NINE HUNDRED SEVENTY EIGHT MILLION TWO HUNDRED SIXTY FIVE THOUSAND TWENTY FIVE PESOS (Php3,978,265,025.00), Philippine Currency, divided into THREE BILLION NINE HUNDRED SEVENTY EIGHT MILLION TWO HUNDRED SIXTY FIVE THOUSAND TWENTY FIVE (3,978,265,025) Common shares, with a par value of ONE PESO (Php1.00) per share. (As amended on 25 June 2008)

EIGHT: That the amount of capital stock which has actually been subscribed is THREE MILLION (P3,000,000.00) PESOS, and the persons who have subscribed to the capital stock, the number of shares and the amount respectively paid on the shares subscribed are set out after the respective names of the stockholders as follows:

Name	Residence	Shares	Amount of Capital Stock Subscribed	Amount Paid on Subscription
Jose Concepcion	Banaba Rd.	50,000	P500,000.00	P125,000.00
E.M. Grimm	Cordillera Sta. Mesa	50,000	500,000.00	125,000.00
Victoria L. Araneta	Admiral Apts. Manila	50,000	500,000.00	125,000.00
Salvador Araneta	-do-	44,000	440,000.00	110,000.00
B.J. Server	43 Mc Kinley Makati	30,000	300,000.00	75,000.00
Francisco Gamboa	Angela Apts. Rizal Ave. Makati	27,500	275,000.00	68,750.00
Leonardo Eugenio	Garcia Bldg. Rizal Ave. Makati	10,000	100,000.00	25,000.00
Cirilo Mapa	11 Sierra Madre Quezon City	10,000	100,000.00	25,000.00
Florentino Genato	1075 R. Hidalgo Manila	10,000	100,000.00	25,000.00
Victoria A. Concepcion	F. Park Makati	8,000	80,000.00	20,000.00

Zoilo Alberto	Binan Laguna	2,000	20,000.00	5,000.00
Ernesto Tan Chi	Wilson Bldg.	2,000	20,000.00	5,000.00
David Sycip	Northern Motors, Isaac Pearl Harbor Manila	2,000	20,000.00	5,000.00
Chua Limco	310 Azcarraga Manila	1,000	10,000.00	2,500.00
T. Shen Wang	China Banking Corp.	1,000	10,000.00	2,500.00
Albino Sycip	-do-	1,000	10,000.00	2,500.00
Wilfredo Tecson	-do-	500	5,000.00	1,250.00
Yap Tian Sang	-do-	500	5,000.00	1,250.00
Lee Siau Tong-do-	-do-	500	5,000.00	1,250.00

NINTH: That SALVADOR ARANETA has been elected by the subscribers as Treasurer of the corporation to act as such until his successor shall have been 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 receive in its name for all subscriptions paid in by the subscribers.

TENTH: The stockholders shall have no pre-emptive rights to all issuances or dispositions of any class of shares of the Corporation, unless otherwise prescribed by the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands on this 15th day of August, 1957, in the City of Manila, Philippines.

(SGD.) SALVADOR ARANETA

(SGD.) FRANCISCO GAMBOA

(SGD.) ZOILO C. ALBERTO

(SGD.) LEONARDO C. EUGENIO

(SGD.) B.J. SERVER

(SGD.) E.M. GRIMM

(SGD.) JOSE CONCEPCION

(SGD.) VICTORIA L. DE ARANETA
(Wife of Incorporator Salvador Araneta)

SIGNED IN THE PRESENCE OF:

(SGD.) CRESENCIO MAGBAG

(SGD) JOSE CONCEPCION JR.

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) s.s.

A C K N O W L E D G M E N T

On this ___ day of August 1957, before me, a notary public in and for the City of Manila, personally appeared:

Name	Res. Cert. No.	Issued At	Date of Issue
Salvador Araneta	0139502	Manila	Jan. 10, 1957
Jose Concepcion	0015803	Manila	Jan. 05, 1957
E.M. Grimm	0013561	Manila	Jan. 02, 1957
Zoilo C. Alberto	4158180	Binan, Laguna	Jan. 18, 1957

Albino Sycip	0185346	Manila	Jan. 14, 1957
Victoria L. Araneta	0139501	Manila	Jan. 10, 1957
B.J. Server	4608779	Mandaluyong	Jan. 19, 1957
Francisco Gamboa	0080080	Manila	Jan. 05, 1957
Leonardo C. Eugenio	0142400	Manila	Jan. 12, 1957

known to me to be the same persons whose names are subscribed and who executed the foregoing Articles of Incorporation and each of them acknowledged to me that they freely and voluntary executed the same.

WITNESS MY HAND AND SEAL, this 13th day of August, 1957, at Manila, Philippines.

(SGD.) CLETO T. VILLATUYA
NOTARY PUBLIC
Until December 31, 1957

Doc. No. 318
Page No. 65
Book No. I
Series of 1957.

DIRECTORS' CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION AND BY-LAWS
OF
RFM CORPORATION

SECURITIES AND EXCHANGE COMMISSION
CRMD
MAY 0 3 2019
RECEIVED
By: Time:

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting at least a majority of the members of the Board of Directors and the Corporate Secretary of **RFM Corporation** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with Securities and Exchange Commission ("SEC") Company Registration No. 0000012998, and with principal office at RFM Corporate Center, Corner Sheridan, Pioneer Sts., Mandaluyong City, do hereby certify that:

(1) The accompanying documents, attached as Annexes "A" and Annex "B", are true and correct copies of the Amended Articles of Incorporation and Amended By-Laws of the Corporation, embodying the amendment of the Second Article of its Articles of Incorporation, changing the primary and secondary purposes of the Corporation, and the amendment of Article XVII, Section 17.1 of the Corporation's By-Laws for purposes of creating a Corporate Governance Committee.

(2) A meeting of the members of the Board of Directors and a meeting of the stockholders were held on July 25, 2018 and September 7, 2018, respectively, at RFM Corporate Center, Pioneer corner Sheridan Sts., Mandaluyong City, for the purpose of approving the changes in the Primary and Secondary purposes of the Corporation and approving the corresponding amendments to the Amended Articles of Incorporation.

(3) A meeting of the members of the Board of Directors and a meeting of the stockholders were held on July 25, 2018 and September 7, 2018, respectively, at RFM Corporate Center, Pioneer corner Sheridan Sts., Mandaluyong City, for the purpose of approving the amendment of Article XVII, Section 17.1 of the

Corporation's By-Laws for purposes of creating a Corporate Governance Committee.

(4) During the aforesaid meetings, a majority of the members of the Board of Directors appeared in person, and stockholders representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation were present or represented either in person or by proxy.

(5) At the meetings on July 25 and Sept. 7, 2018, upon motion duly made and seconded, the following resolutions were adopted by the affirmative vote of a majority of the members of the Board of Directors and were ratified by stockholders holding at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation:

> RESOLVED, FURTHER, That the Board of Directors of RFM Corporation, Inc. (the "Corporation") approve, as it hereby approves, the amendment of the primary and secondary purposes of the Corporation.
>
> RESOLVED, FURTHER, That the Second Article of the Articles of Incorporation of the Corporation be amended as set out in Annex "A-1" hereof.
>
> RESOLVED, FURTHER, That the foregoing resolutions be recommended to the stockholders for approval.
>
> RESOLVED, FINALLY, That the officers of the Corporation be authorized to sign, execute and deliver, and perform all acts necessary or desirable, for and on behalf of the Corporation, in order to implement the foregoing resolutions.

(6) At the meetings on July 25 and Sept. 7, 2018, upon motion duly made and seconded, the following resolutions were adopted by the affirmative vote of a

majority of the members of the Board of Directors and were ratified by stockholders holding at least 2/3 of the issued and outstanding capital stock of the Corporation:

> RESOLVED, FURTHER, That the Board of Directors of RFM Corporation, Inc. (the "Corporation") approve, as it hereby approves, the amendment of Article XVII, Section 17.1 of the By-Laws of the Corporation.
>
> RESOLVED, FURTHER, That Article XVII, Section 17.1 of the By-Laws of the Corporation be amended as set out in Annex "B-1" hereof.
>
> RESOLVED, FURTHER, That the foregoing resolutions be recommended to the stockholders for approval.
>
> RESOLVED, FINALLY, That the officers of the Corporation be authorized to sign, execute and deliver, and perform all acts necessary or desirable, for and on behalf of the Corporation, in order to implement the foregoing resolutions.

(7) This Certificate is issued for purposes of submission to the SEC for approval of the above-stated amendments to the Corporation's Amended Articles of Incorporation and Amended By-Laws and for such other legal purposes it may serve.

IN WITNESS WHEREOF, we have hereunto set our hands this ____ day of October 2018 in Mandaluyong City, Philippines.

JOSE S. CONCEPCION JR.
Director
TIN: 105-347-995

ERNEST FRITZ SERVER
Director
TIN: 115-593-009

JOSE MA. A. CONCEPCION III
Director
TIN: 118-626-873

FELICISIMO M. NACINO, JR.
Director
TIN: 145-446-195

MA. VICTORIA HERMINIA C. YOUNG
Director
TIN: 165-927-865

JOHN MARIE A. CONCEPCION
Director
TIN: 118-628-147

FRANCISCO A. SEGOVIA
Director
TIN: 101-109-554

JOSEPH D. SERVER, JR.
Director
TIN: 123-639-466

RAISSA H. POSADAS
Director
TIN: 104-450-043

ROMEO L. BERNARDO
Director
TIN: 124-135-081

LILIA R. BAUTISTA
Director
TIN: 120-436-749

MITCHIE VANESSA T. MAGOMNANG
Corporate Secretary
TIN: 916-225-448-000

Signed in the presence of:

_____ _____

REPUBLIC OF THE PHILIPPINES)
Mandaluyong City) S.S

SUBSCRIBED AND SWORN to before me this NOV 2018 day of October 2018 at Mandaluyong City, Philippines, affiants exhibiting to me their identification cards as competent proof of their identities:

Name	Competent Evidence of Identity	Date/Place Issued
JOSE S. CONCEPCION JR.	Senior Citizen ID #33688	
ERNEST FRITZ SERVER	Passport NO. EC2843744	Valid until NOV. 26, 2019 DFA South
JOSE MA. A. CONCEPCION III	Passport NO. P3744591A	Valid until July 20, 2022
FELICISIMO M. NACINO, JR.	Unified ID # CRN-003-2691859-1	
MA. VICTORIA HERMINIA C. YOUNG	Passport NO. P1986512A	valid until Feb. 21, 2022
JOHN MARIE A. CONCEPCION		
FRANCISCO A. SEGOVIA	PhilHealth # 19-088813846-7	
JOSEPH D. SERVER, JR.	Drivers License No. N03-81-028609	Valid until Oct. 8, 2019
RAISSA H. POSADAS		
ROMEO L. BERNARDO	Passport NO. EC5403253	valid until Sept. 19, 2020 DFA Manila
LILIA R. BAUTISTA	Passport NO. EC1817562G	Valid until Aug. 5, 2019 DFA Central
MITCHIE VANESSA T. MAGOMNANG	Drivers License No. D04-00-146060	valid until Nov. 7, 2023

Doc. No. 426
Page No. 97
Book No. 1
Series of 2018.

NOEL E. SIQUIAN
Notary Public for and in Mandaluyong City
Notarial Commission No. 0288-17
Commission expires on 31, December 2018
8th Floor, RFM Corporate Center
Pioneer corner Sheridan Sts., Mandaluyong City
PTR No. 3389784, Jan. 05, 2018, Mandaluyong City
IBP Member No. 022373
Roll of Attorneys No. 48372

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
G/F Secretariat Bldg, PICC Complex
Roxas Boulevard, Manila, 1307

COMPANY REGISTRATION AND MONITORING DEPARTMENT

C E R T I F I C A T I O N

This is to certify that based on the records of the Securities and Exchange Commission, as of September 11 2018, **RFM CORPORATION** with **SEC No. 0000012998** has not been dissolved nor has this Commission received any information derogatory to said corporation that would prevent it from exercising its primary franchise.

This Certification, however, does not constitute as waiver of any fine or penalty for deficiencies in reportorial requirements due from, or may hereafter be assessed against, the corporation nor does it preclude the institution of any action against the corporation for violation of any of the provisions of the Corporation Code of the Philippines, the Securities Regulation Code, and its implementing rules and regulations, and other pertinent laws, rules and regulations implemented by the Commission.

In witness whereof, I have set my hand and caused the seal of this Commission to be affixed to this certification at Secretariat Bldg., PICC Complex, Roxas Blvd., Pasay City, Philippines this 12th of September, Twenty Eighteen.

KENNETH JOY A. QUIMIO
Officer-In-Charge

By:

DANIEL P. GABUYO
Officer-In-Charge
Corporate Filing and Records Division

Not valid without SEC seal.

OR No. : 1702403
Date : 2018-09-12
Amount : P 500.00
TRN No. : CRMD 2018-09-07-003

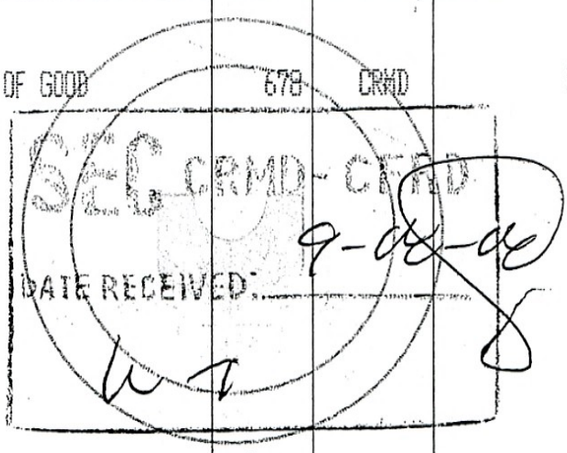
Printed Date:09/12/2018 02:38:21

OFFICIAL RECEIPT
Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, 1554

Accountable Form No. 51 Revised 2006	ORIGINA
DATE September 12, 2018	No. 1702403

PAYOR RFM CORPORATION
MANDALUYONG CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
CERTIFICATE OF GOOD STANDING	678	CRMD	500



TOTAL PHP 500.00

AMOUNT IN WORDS
FIVE HUNDRED PESOS AND 0/100

Received	Received the Amount Stated Above
☒ Cash ☐ Treasury Warrant ☐ Check ☐ Money Order	
Treasury Warrant, Check, Money Order Number	Mary Jane Domin COLLECTING OFFICE
Date of Treasury Warrant, Check, Money Order	O.R. No. 170240

NOTE: Write the number and date of this receipt on the back of trea warrant, check or money order received.

REPUBLIC OF THE PHILIPPINES)
MANDALUYONG CITY) S.S.

CERTIFICATION
OF NO INTRA-CORPORATE DISPUTE

I, **MITCHIE VANESSA MAGOMNANG**, of legal age, Filipino, with office address at RFM Corporate Center, corner Pioneer, Sheridan Sts. Mandaluyong City, after being duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and incumbent Corporate Secretary of **RFM CORPORATION** (the "Corporation"), a corporation organized and existing under the laws of the Republic of the Philippines, with principal office at RFM Corporate Center, corner Pioneer, Sheridan Sts. Mandaluyong City;

2. A meeting of the members of the Board of Directors and a meeting of the stockholders were both held on July 25, 2018 and September 7, 2018, respectively, at RFM Corporate Center, Pioneer corner Sheridan Sts., Mandaluyong City, for the purpose of approving the changes in the Primary and Secondary purposes of the Corporation and approving the corresponding amendments to the Amended Articles of Incorporation (attached as Annex "A");

3. A meeting of the members of the Board of Directors and a meeting of the stockholders were both held on July 25, 2018 at RFM Corporate Center, Pioneer corner Sheridan Sts., Mandaluyong City, for the purpose of approving the amendment of Article XVII, Section 17.1 of the Corporation's By-Laws (attached as Annex "B") for purposes of creating a Corporate Governance Committee;

4. During the aforesaid meetings, a majority of the members of the Board of Directors appeared in person, and stockholders representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation were present or represented either in person or by proxy;

5. At the meetings on July 25, 2018 and September 7, 2018, upon motion duly made and seconded, the following resolutions were adopted by the affirmative vote of majority members of the Board of Directors and were ratified by stockholders holding at least two-thirds (2/3) of the Corporation:

> "RESOLVED, FURTHER, That the Board of Directors of RFM Corporation, Inc. (the "Corporation") approve, as it hereby approves, the amendment of the primary and secondary purposes of the Corporation.
>
> RESOLVED, FURTHER, That the Second Article of the Articles of Incorporation of the Corporation be amended as set out in Annex "A-1" hereof.
>
> RESOLVED, FURTHER, That the foregoing resolutions be recommended to the stockholders for approval.

RESOLVED, FINALLY, That the officers of the Corporation be authorized to sign, execute and deliver, and perform all acts necessary or desirable, for and on behalf of the Corporation, in order to implement the foregoing resolutions."

(l) At the meetings on July 25, 2018 and September 7, 2018, upon motion duly made and seconded, the following resolutions were adopted by the affirmative vote of majority members of the Board of Directors and were ratified by stockholders holding at least two-thirds (2/3) of the Corporation:

"RESOLVED, FURTHER, That the Board of Directors of RFM Corporation, Inc. (the "Corporation") approve, as it hereby approves, the amendment of Article XVII, Section 17.1 of the By-Laws of the Corporation.

RESOLVED, FURTHER, That Article XVII, Section 17.1 of the By-Laws of the Corporation be amended as set out in Annex "B-1" hereof.

RESOLVED, FURTHER, That the foregoing resolutions be recommended to the stockholders for approval.

RESOLVED, FINALLY, That the officers of the Corporation be authorized to sign, execute and deliver, and perform all acts necessary or desirable, for and on behalf of the Corporation, in order to implement the foregoing resolutions."

6. I certify that from the time of such directors' and stockholder's approval of the amendment of Articles of Incorporation of the Corporation, to the time of filing of the application for amendment of Articles of Incorporation with the Securities and Exchange Commission, to the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers.

IN WITNESS WHEREOF, I have hereunto set my hand on ___ day of March 2019 at Mandaluyong City, Philippines.

MITCHIE VANESSA MAGOMNANG
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this MAR 22 2019 by affiant, who personally appeared before me and who presented to me her Driver's License No. DO4-00-146060, valid until November 7, 2023, issued at Quezon City, Philippines as competent proof of her identify and which bears her photograph and signature.

Doc. No. 255
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Series of 2019.

ATTY. ADELEEN B. ALBERTO ★ ROLL NO. 51345 NOTARY PUBLIC ★ MANDALUYONG, PHILIPPINES

ADELEEN B. ALBERTO
Appt. No. 0250-19 until Dec 31 2020
5/F RFM Corporate Center, Pioneer St., Mand
IBP. No. 053803/11.07.18/RSM
PTR NO. 3810508/ 1.03.2019/Mand.
Roll of Attorneys No. 51345
MCLE Compliance No. VI-0017167/4.14.2022

DRS# 5419-940

Securities and Exchange Commission
PHILIPPINES

MARKETS & SECURITIES REGULATION DEPARTMENT

04 April 2019

RFM CORPORATION
RFM Corporate Center
Pioneer corner Sheridan Streets
Mandaluyong City 1550

ATTENTION: **ATTY. EUNEY MARIE J. MATA-PEREZ**
Counsel

Subject : REQUEST FOR COMMENT/RECOMMENDATION

Gentlemen:

This is in connection with your request for comment/or recommendations/clearance relative to the company's Amended By-Laws for the purpose of approving the amendment of Article XVII, Section 17.1 of the Corporation's By-laws for purposes of creating a Corporate Governance Committee and Amended Articles of Incorporation of the primary and secondary purposes of the Corporation.

We do not interpose any objection provided that once the application has been approved, **RFM Corporation** shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of Amended Articles of Incorporation re: Increase of Capital Stock with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Articles of Merger

However, considering that the amendment on the Amended By-laws creating a Corporate Governance Committee relate to matters that of significance to good corporate governance practice, please refer the same to the Office Corporate Governance and Finance Department (CGFD) for their comments/recommendations.

Our Department nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments/or recommendations/clearance are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,

VICENTE GRACIANO P. FELIZMENIO, JR.
Director