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

CERTIFICATE OF FILING OF THE ARTICLES AND PLAN OF MERGER

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Plan and Articles of Merger executed on September 11, 2018 by and between:

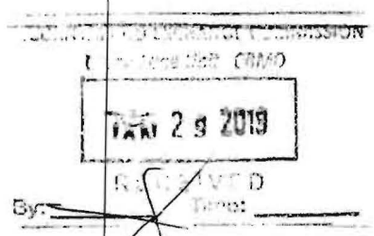
RFM CORPORATION
(Surviving Corporation)
and
CABUYAO LOGISTICS AND INDUSTRIAL CENTER, INC.
INTERBAKE COMMISSARY CORPORATION
INVEST ASIA CORPORATION
(Absorbed Corporations)

copy annexed, approved by a majority vote of the Board of Directors on **July 25, 2018, July 31, 2018 and August 31, 2018** and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock on **September 7, 2018, July 31, 2018 and August 31, 2018**, signed by their Presidents certified by their respective Corporate Secretaries, whereby the entire assets and liabilities of **CABUYAO LOGISTICS AND INDUSTRIAL CENTER, INC., INTERBAKE COMMISSARY CORPORATION and INVEST ASIA CORPORATION** will be transferred to and absorbed by **RFM CORPORATION** was approved by this Office on this date pursuant to the provisions of Sections 76 to 80 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporations subject to compliance with Republic Act 10667 or the Philippine Competition Act.

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 31st day of January, Twenty Nineteen.

GERARDO F. DEL ROSARIO
Director
Company Registration and Monitoring Department

BA/lea



ARTICLES OF MERGER

KNOW ALL MEN BY THESE PRESENTS:

This Articles of Merger is made and entered into by and among:

RFM CORPORATION, a corporation organized and existing by virtue of Philippine laws, with office address at RFM Corporate Center, Pioneer corner Sheridan Streets, Mandaluyong City, represented by its President, Jose Ma. A. Concepcion III, hereinafter referred to as RFM;

CABUYAO LOGISTICS AND INDUSTRIAL CENTER INC., a corporation organized and existing by virtue of Philippine laws, with office address at RFM Corporate Center, Pioneer corner Sheridan Streets, Mandaluyong City, represented by its President, Enrique Oliver I. Rey-Matias, hereinafter referred to as CLIC;

INTERBAKE COMMISSARY CORPORATION, a corporation organized and existing by virtue of Philippine laws, with office address at RFM Corporate Center, Pioneer corner Sheridan Streets, Mandaluyong City, represented by its President, Ma. Victoria Herminia C. Young, hereinafter referred to as ICC;

and

INVEST ASIA CORPORATION, a corporation organized and existing by virtue of Philippine laws, with office address at RFM Corporate Center, Pioneer corner Sheridan Streets, Mandaluyong City, represented by its President, Enrique Oliver I. Rey-Matias, hereinafter referred to as IAC;

sets forth that:

ARTICLE I
PLAN OF MERGER

In the manner prescribed by Sections 76 and 77 of the Corporation Code of the Philippines, a majority of all the members of the respective Board of Directors of RFM, CLIC, ICC, and IAC have separately and unanimously approved in their respective meetings, all held on July 25, 2018, July 31, 2018, July 31, 2018, and August 31, 2018, respectively, the Plan of Merger which is attached hereto and made an integral part hereof marked as Annex "A." The stockholders of RFM, CLIC, ICC, and IAC, representing at least two-thirds (2/3) of their respective outstanding capital stock, have likewise approved and ratified the aforesaid Plan of Merger in meetings all held on September 7, 2018, July 31, 2018, July 31, 2018, and August 31, 2018, respectively.

The Plan of Merger sets forth the terms of the merger among RFM, CLIC, ICC, and IAC and the mode of carrying the same into effect.

ARTICLE 2
OUTSTANDING SHARES

The number of outstanding shares of RFM, CLIC, ICC and IAC, as of the date of their respective stockholders' meetings when the Plan of Merger was approved, is as follows:

RFM

	No. of Shares
Authorized Capital Stock	3,978,265,025
Outstanding Capital Stock	3,495,500,066[1]

CLIC

	No. of Shares
Authorized Capital Stock	400,000
Outstanding Capital Stock	100,000

ICC

	No. of Shares
Authorized Capital Stock	200,000,000
Outstanding Capital Stock	83,500,000

IAC

	No. of Shares
Authorized Capital Stock	500,000,000
Outstanding Capital Stock	324,645,040

ARTICLE 3
NUMBER OF VOTES

The number of outstanding shares voting for and against the merger among RFM, CLIC, ICC, and IAC during their respective stockholders' meeting is as follows:

[1] The outstanding capital stock of 3,495,500,066 is based on the issued and outstanding capital stock of 3,500,403,866 less than 4,903,800 treasury stock.

	No. of Shares Voting for the Merger	No. of Shares Voting Against the Merger
RFM	2,740,827,041	0
CLIC	100,000	0
ICC	83,500,000	0
IAC	324,645,040	0

IN WITNESS WHEREOF, this Articles of Merger has been signed by the respective representatives of RFM, CLIC, ICC, and IAC on 11 SEP 2018, at ~~MANDALUYONG CITY~~ Philippines.

RFM CORPORATION

By:

Jose Ma. A. Concepcion III
President

Certified by:

Atty. Mitchie Vanessa T. Magomnang
Corporate Secretary

CABUYAO LOGISTICS AND INDUSTRIAL CENTER, INC.

By:

Enrique Oliver I. Rey-Matias
President

Certified by:

Atty. Mitchie Vanessa T. Magomnang
Corporate Secretary

INTERBAKE COMISSARY CORPORATION

By:

Ma. Vitoria Herminia C. Young
President

Certified by:

Atty. Mitchie Vanessa T. Magomnang
Corporate Secretary

INVEST ASIA CORPORATION

By:

Enrique Oliver I. Rey-Matias
President

Certified by:

Atty. Mitchie Vanessa T. Magomnang
Corporate Secretary

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public, in and for the City of ~~MANDALUYONG CITY~~ on 11 SEP 2018, personally appeared:

Name	Community Tax Certificate No./ Passport No.	Date/Place Issued
RFM CORPORATION		
By:		
Jose Ma. A. Concepcion III	PP No. P3744591A	July 21, 2017- July 20, 2022 DFA MANILA
CABUYAO LOGISTICS AND INDUSTRIAL CENTER, INC.		
By:		
Enrique Oliver I. Rey-Matias	PP No. P5401351A	Dec. 20, 2017- Dec. 19, 2022 DFA NCR EAST
INTERBAKE COMMISSARY CORPORATION		
By:		
Ma. Victoria Herminia C. Young	PP No. P1986512A	Feb. 22, 2017- Feb. 21, 2022 DFA MANILA
INVEST ASIA CORPORATION		
By:		
Enrique Oliver I. Rey-Matias		

known to me to be the same persons who executed the foregoing instrument entitled Articles of Merger and acknowledged to me that the same is their free and voluntary act and deed and that of the corporations they respectively represent.

This instrument, consisting of seven (7) pages including the page whereon the Acknowledgment is written, has been signed by the Parties and the witnesses hereof, and sealed with my notarial seal.

Doc. No. 427 :
Page No. 87 :
Book No. 1 :
Series of 2018.

JOEL 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