

**REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION**

The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City, 1209, Metro Manila

**COMPANY REG. NO. 13174**

**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

**DigiPlus Interactive Corp.**  
(Amending Article VII thereof)

copy annexed, adopted on September 15, 2022 by a majority vote of the Board of Directors and on November 24, 2022 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 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 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 this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 12<sup>th</sup> day of September, Twenty Twenty Three.

**GERARDO F. DEL ROSARIO**  
Director

Company Registration and Monitoring Department



**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**

**DigiPlus Interactive Corp.**

*(formerly, LEISURE & RESORTS WORLD CORPORATION)*

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.

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

**DigiPlus Interactive Corp.**

*(as amended on 24 November 2022 by the Stockholders and  
15 September 2022 by the Board of Directors)*

**SECOND.** That the purpose or purposes for which the said corporation is incorporated are:

***PRIMARY PURPOSE***

To purchase, acquire, own, use, improve, construct, develop, maintain, subdivide, sell, dispose of, exchange, lease and hold for investment, or otherwise deal with real estate and personal property of all kinds, including the management and operation of the activities conducted therein pertaining to general amusement and recreation enterprises, such as, but not limited to resorts, golf courses, clubhouses and sport facilities, hotels and gaming facilities, including but not limited to bingo parlors with all the apparatus, equipment and other appurtenances as may be related thereto or in connection therewith.

## ***SECONDARY PURPOSE***

AN IN FURTHERANCE OF THE FOREGOING PURPOSES, the Corporation shall have the power –

1. To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, maintain, control, operate, lease, mortgage, create security interest in, create liens upon sell, convey or otherwise dispose of any and all plants machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitably necessary, or convenient for, any of the purposes above enumerated, including all or any part of the properties, assets, business and goodwill of any person, firm, association or corporation;

2. 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;

3. To purchase or otherwise acquire the whole or any part of the property, assets, business, franchises, goodwill and rights, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities, and obligations of any person, business, firm, association, corporation or organization, and to pay for the same or any part or combination thereof in cash, property, shares of stock, bonds, debentures, notes and other obligations or by undertaking and assuming the whole or any part of the liabilities or obligations of the transfer; and to hold or in any lawful manner dispose of the whole or any part of the property and assets so acquired or purchased and to conduct in any lawful manner the whole or any part of 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;

In the purchase or acquisition of property, business, rights or franchises or for additional working capital, or for any other object or purpose in or about its business or affairs, borrow and secure the payment of money in any lawful manner including the issues and sale or other disposition of bonds, warrants, debentures, indebtedness of all kinds whether secured or not, mortgages, pledges, deed of trust or otherwise;

4. To purchase, own, sell, assign, negotiate, mortgage, pledge, or otherwise dispose of accounts receivable, notes receivable, negotiable instruments, letters of credit and other evidence of indebtedness or other obligations for the payment of money owed by any person, partnership, corporation or association, or to undertake, under such terms and conditions as the Corporation may deem fit, the collection of such accounts receivable, notes receivable, negotiable instruments, letter of credit and other evidences of indebtedness or other obligations for the payment of money, provided that this Corporation will not engage in the financing business;

5. To apply for, register, purchase or otherwise acquire, use, manufacture under, protect and renew or in any manner dispose of and deal and contract with reference to any letters patents, patent rights, licenses, concessions, trademarks, copyrights, inventions, formulas, designs, labels, brands, processes and similar rights and privileges or any interest therein granted or recognized by or existing under the laws of the Republic of the Philippines or of any foreign country, used or capable or being used in connection with any of the business of the Corporation the acquisition of which may directly or indirectly benefit the Corporation the acquisition, or which may directly or indirectly benefit the Corporation, and to use, exercise, develop, sell, assign or otherwise dispose of or grant licenses in respect of the property, rights, trademarks, or other information so acquired and to spend money in experimenting upon, and testing and improving any patents, inventions or rights which the Corporation may acquire or propose to acquire;



6. To enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or colony of dependency thereof, obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain, carry out, perform or comply with and to hire the services or architects, engineers, technicians as may be necessary to accomplish the purposes for which the Corporation is organized;

7. To establish and operate one or more offices or agencies and to carry on any or all of its operations and business without 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; and to hold directors' and stockholders' meetings, and keep such books of the Corporation outside the Philippines as be permitted by law;

8. To do in the Philippines, and in any other country, state or locality, either as principal or agent and either alone or in connection with other corporations, firms or individuals all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purpose or attainment of any one or more of the objects herein enumerated or incidental to the powers herein specified or which shall at any time appear conducive in or expedient for the accomplishment or attainment of any objects or purposes hereinabove enumerated not inconsistent with the laws of the Republic of the Philippines, and to execute from time to time such general or special powers of attorney to such persons as the Board of Directors may approve granting to such persons all powers, either in the Philippines, or in any other country, state or locality which the Board of Directors may deem proper, and to revoke such powers of attorney whenever the Board of Directors may deem proper;

It is the intention that the foregoing clauses shall be construed as powers as well as objects and purposes, and the foregoing enumeration of specific powers shall not be held limit or restrict in any manner the general power of the Corporation, and generally, the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges now or hereafter granted by the laws of the Republic of the Philippines, or of any country, state, or corporations of the character of this Corporation; Provided, however, that the Corporation shall not in any state, territory,

or country carry any business, exercise any powers, which a corporation organized under the laws of the said state, territory or country could not carry on or exercise, except to extent permitted or authorized by the laws of such state, territory or country.

**THIRD.** That the place where the principal office of the corporation is to be established at the **Ecoprime Building, 32<sup>nd</sup> Street corner Ninth Avenue, Bonifacio Global City, Taguig City.** *(As amended on 24 November 2022 by the Stockholders, and on 15 September 2022 by the Board of Directors)*

**FOURTH.** That the term for which said corporation is to exist for another fifty years from 10 October 2007. *(As amended on 30 September 2005)*

**FIFTH.** That the name and residences of the incorporators of said Corporation are as follows:

Name	Nationality	Residence
Jose M. Soriano	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Andres Soriano Jr.	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Raoul E. Kahn	Filipino	#47 Amorsolo St., San Lorenzo Village, Makati, Metro Manila
Sebastian Ugarte	Filipino	8 Bauhinia Road, Makati, Metro Manila
Marcelo Karaan	Filipino	#2492 Rosa Malo Street, Manila

**SIXTH.** That the number of directors of said corporation shall be **Nine (9)** 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:



<b>Name</b>	<b>Nationality</b>	<b>Residence</b>
Col. Andres Soriano	American	1987 Roberts Street, Pasay City
Jose M. Soriano	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Andres Soriano Jr.	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Col. Charles M. Smith	American	Toledo City, Cebu
Raoul E. Kahn	Filipino	#47 Amorsolo St., San Lorenzo Village, Makati, Metro Manila
Col. Bernard L. Anderson	American	#55 Tamarind Road, Forbes Park, Makati, Metro Manila
Sebastian Ugarte	Filipino	8 Bauhinia Road, Makati, Metro Manila
Juan de Ibazeta	Filipino	195 Ortega St., San Juan, Rizal
Jesus Urbina	Filipino	1173 Consuelo Street, Manila
Col. Lee Telesco	American	420 Protacio Street, Pasay City
Marcelo Karaan	Filipino	#2492 Rosa Malo Street, Manila

*(As amended on 29 July 2022 by Stockholders and 8 June 2022 by the Board of Directors)*

**SEVENTH.** That the capital stock of the corporation is **SEVEN BILLION PESOS (PhP7,000,000,000.00)** and said capital stock is divided into **Seven Billion (7,000,000,000) shares of Common Stock of the par value of One Peso (P 1.00) each.**  
*(As amended on 15 September 2022 by the Board of Directors and 24 November 2022 by the Stockholders.)*

The Corporation may at any time issue, option for sale, and sell or dispose any part of stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation, whether out of the unissued authorized capital stock or future increases thereof, pursuant to a resolution of its Board of Directors to such persons and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders. No stockholder shall because of his/its ownership of stock, have a pre-emptive or other right to the said unissued authorized capital stock or future increases thereof.

**EIGHTH.** That the amount of said capital stock which has been actually subscribed is TWO HUNDRED THOUSAND ONE HUNDRED PESOS (P200,100.00) and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

<b>Name</b>	<b>Residence</b>	<b>No. of Shares</b>	<b>Amount</b>
Col. Andres Soriano	1987 Roberts Street, Pasay City	10,000	Php100,000.00
Jose M. Soriano	#40 McKinley Road, Forbes Park, Makati, Metro Manila	3,000	30,000.00
Andres Soriano Jr.	#40 McKinley Road, Forbes Park, Makati, Metro Manila	3,000	30,000.00
Col. Charles M. Smith	Toledo City, Cebu	500	5,000.00
Raoul E. Kahn	#47 Amorsolo St., San Lorenzo Village, Makati, Metro Manila	500	5,000.00
Col. Bernard L. Anderson	#55 Tamarind Road, Forbes Park, Makati, Metro Manila	500	5,000.00
Sebastian Ugarte	8 Bauhinia Road, Makati, Metro Manila	500	5,000.00
Juan de Ibazeta	195 Ortega St., San Juan, Rizal	500	5,000.00
Jesus Urbina	1173 Consuelo Street, Manila	500	5,000.00
Col. Lee Telesco	420 Protacio Street, Pasay City	500	5,000.00
Marcelo Karaan	#2492 Rosa Malo Street, Manila	500	5,000.00
Atlas Consolidated Mining & Development Corp.	5 <sup>th</sup> Flr. Soriano Building, Manila	10	100.00
<b>TOTAL</b>		<b>20,010</b>	<b>Php200,100.00</b>



**NINTH.** That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

<b>Name</b>	<b>Residence</b>	<b>Amount</b>
Col. Andres Soriano	1987 Roberts Street, Pasay City	Php25,000.00
Jose M. Soriano	#40 McKinley Road, Forbes Park, Makati, Metro Manila	7,500.00
Andres Soriano Jr.	#40 McKinley Road, Forbes Park, Makati, Metro Manila	7,500.00
Col. Charles M. Smith	Toledo City, Cebu	1,250.00
Raoul E. Kahn	#47 Amorsolo St., San Lorenzo Village, Makati, Metro Manila	1,250.00
Col. Bernard L. Anderson	#55 Tamarind Road, Forbes Park, Makati, Metro Manila	1,250.00
Sebastian Ugarte	8 Bauhinia Road, Makati, Metro Manila	1,250.00
Juan de Ibazeta	195 Ortega St., San Juan, Rizal	1,250.00
Jesus Urbina	1173 Consuelo Street, Manila	1,250.00
Col. Lee Telesco	420 Protacio Street, Pasay City	1,250.00
Marcelo Karaan	#2492 Rosa Malo Street, Manila	1,250.00
Atlas Consolidated Mining & Development Corp.	5 <sup>th</sup> Flr. Soriano Building, Manila	100.00
	<b>TOTAL</b>	<b>Php50,010.00</b>

**TENTH.** That **MR. JUAN DE IBAZETA** has been elected by the subscribers as Treasurer of the Corporation to act as such until her 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 the subscribers.

**IN WITNESS WHEREOF**, we have hereunto set our hands and seal this 8<sup>th</sup>  
day of October 1957.

**(SGD.) JOSE M. SORIANO**  
(Typed) JOSE M. SORIANO

**(SGD.) ANDRES SORIANO JR.**  
(Typed) ANDRES SORIANO JR.

**(SGD.) RAOUL E. KAHN**  
(Typed) RAOUL E. KAHN

**(SGD.) SEBASTIAN UGARTE**  
(Typed) SEBASTIAN UGARTE

**(SGD.) MARCELO P. KARAAN**  
(Typed) MARCELO P. KARAAN

SIGNED IN THE PRESENCE OF:

**(SGD.) C.U. INFANTE**

**(SGD.) ELVIRA SILOS-ANDRES**



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

BEFORE ME, a Notary Public in and for the City of Manila, Philippines, personally appeared Messrs. Jose M. Soriano, Andres Soriano Jr., Raoul E. Kahn, Sebastian Ugarte and Marcelo P. Karaan, all known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged before me that their execution of the same is their free will and voluntary act and deed, for the purposes and uses therein stated.

The parties hereto have exhibited their Residences Certificates set after their respective names:

Name	Residence Certificate No.	Place and Date
Jose M. Soriano	None	Exempt
Andres Soriano Jr.	A-0006401	Manila, Jan. 2, 1957
Raoul E. Kahn	A-0008409	Manila, Jan. 2, 1957
Sebastian Ugarte	A-00077599	Manila, Jan. 2, 1957
Marcelo P. Karaan	A-0001412	Manila, Jan. 2, 1957

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused my notarial seat to be affixed at the City of Manila, Philippines, this 8<sup>th</sup> day of October 1957.

Doc No. 162;	(Sgd.) ESCOLASTICA R. CRUZ
Page No. 6;	Notary Public
Book No. IV;	Until December 31, 1957
Series of 1957.	

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

## SECRETARY'S CERTIFICATE

I, **CAROL V. PADILLA**, of legal age, Filipino and with office address at 26/F, West Tower, Philippine Stock Exchange Centre, Exchange Road, Origas Center, Pasig City, under oath, hereby depose and state:

1. I am the elected and incumbent Corporate Secretary of **DIGIPLUS INTERACTIVE CORP.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines with principal address at Ecoprime Building, 32nd Street corner Ninth Avenue, Bonifacio Global City, Taguig City.
2. 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 or vice versa.


**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my signature this \_\_\_\_ day of MAY 17 2023, in PARAÑAQUE CITY.

  
**CAROL V. PADILLA**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before this MAY 17 2023 day of \_\_\_\_\_ in PARAÑAQUE CITY, Philippines, affiant exhibiting to me her

## NOTARY PUBLIC

Doc. No. 216 ;  
Page No. 45 ;  
Book No. 1 ;  
Series of 2023.

  
**MARIA VICTORIA V. RIVERA-GILERA**  
Notary Public for Parañaque City  
Until December 31, 2024  
Commission No. 305-2023  
Roll No. 52139  
IBP Lifetime No. 08742 / 01.13.2010  
PTR No. 3200089 / 01.04.2023 / Parañaque City  
MCLE Compliance No. VII 003258 / 06.04.2021  
24 F.G. Calderon St. BF Manresa, BF Homes, Parañaque City



REPUBLIC OF THE PHILIPPINES}  
\_\_\_\_\_ }S.S



### DIRECTORS' CERTIFICATE

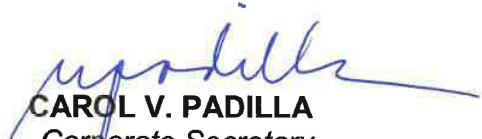
KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, Directors and the Corporate Secretary of **DIGIPLUS INTERACTIVE CORP.**, a corporation duly organized and existing under the laws of the Republic of the Philippines, DO HEREBY CERTIFY:

THAT the attached document is the true and correct copy of the Articles of Incorporation as amended by the affirmative vote of all of the members of the Board of Directors on 15 September 2022, and the stockholders owning at least two-thirds (2/3) of the subscribed and outstanding capital stock at their Special Meeting held on 24 November 2022 at 26/F West Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City.

THAT the amendment refers to the increase of authorized capital stock of the corporation, changing it from **FIVE BILLION PESOS (P5,000,000,000.00) divided into FIVE BILLION (5,000,000,000) shares** of common stock with par value of One Peso (P1.00) each to **SEVEN BILLION PESOS (Php7,000,000,000.00) divided into SEVEN BILLION (7,000,000,000) shares of Common Stock of the par value of One Peso (P 1.00) each.**

IN WITNESS WHEREOF, we have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_ JUN 16 2023 2023, in \_\_\_\_\_  
PARAÑAQUE CITY.

  
**CAROL V. PADILLA**  
Corporate Secretary

  
**EUSEBIO H. TANCO**  
Chairman/Director

  
**TSUI KIN MING**  
President/Director

  
**WILLY N. OCIER**  
Director


  
**MARDOMEO N. RAYMUNDO JR.**  
Director

  
**RAFAEL JASPER S. VICENCIO**  
Director

  
**RENATO G. NUÑEZ**  
Director

  
**JOSE RAULITO E. PARAS**  
Director


  
**RAMON D. DIZON**  
Independent Director

  
**TIMOTEO B. AQUINO**  
Independent Director

**SUBSCRIBED AND SWORN** to before me this JUN 16 2023 day of \_\_\_\_\_ at PARAÑAQUE CITY, affiants exhibited to me their TIN Nos. as indicated below their printed names.

**NOTARY PUBLIC**

Doc. No. 457;  
Page No. 91;  
Book No. 1;  
Series of 2023.

  
**MARIA VICTORIA A. RIVERA-GILERA**  
Notary Public for Parañaque City  
Until December 31, 2024  
Commission No. 305-2023  
Roll No. 52139  
IBP Lifetime No. 08742 / 01.13.2010  
PTR No. 3200089 / 01.04.2023 / Parañaque City  
MCLE Compliance No. VII 003258 / 06.04.2021  
24 F.G. Calderon St. BF Manresa, BF Homes, Parañaque City



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
Secretariat Building PICC Complex, Roxas Boulevard  
Pasay City, 1307

**CORPORATE STATUS**

Date: 17 July 2023  
SEC Registration No. : 0000013174  
Company Name: LEISURE & RESORTS WORLD CORP.  
Entity Type: Stock Corporation; With secondary license  
Printed by: GIANE VALERIE U. CABANERO

Department	Status	Remarks	Date
<b>HEAD OFFICE</b>			
CRMD	Cleared		Jul 14 2023
CMD	Cleared		Jul 14 2023
CPRD	Cleared		Jul 14 2023
CFRD	Cleared		Jul 14 2023
FAAD	Cleared		Jul 14 2023
LU	Cleared		Jul 14 2023
CGFD	Cleared		Jul 14 2023
MSRD	Cleared		Jul 14 2023
EIPD	Cleared		Jul 14 2023
OGC	Cleared		Jul 14 2023
<b>SOs</b>			
SOs	Cleared		Jul 14 2023
<b>EOs</b>			
EOs	Cleared		Jul 14 2023