



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills,
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 1746

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

STI EDUCATION SYSTEMS HOLDINGS, INC.
(Amending Article VIII thereof)

copy annexed, adopted on June 14, 2012 by majority vote of the Board of Directors and on August 10, 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 28th day of September, Twenty Twelve.




FERDINAND B. SALES
Officer-in-Charge

Company Registration and Monitoring Department



AMENDED

ARTICLES OF INCORPORATION

OF

STI EDUCATION SYSTEMS HOLDINGS, INC.
(FORMERLY: JTH DAVIES HOLDINGS, INC.)

(As amended by a majority vote of the Corporation's Board of Directors and by the stockholders owning at least 2/3 of the outstanding capital stock, at separate meetings held on 14 June 2012 and 10 August 2012.)

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Republic of the Philippines, have voluntarily associated ourselves together this day for the purpose of forming a corporation under the laws of the Philippines.

AND WE DO HEREBY CERTIFY:

FIRST That the name of said corporation shall be:

"STI EDUCATION SYSTEMS HOLDINGS, INC."

(As amended by a majority vote of the Corporation's Board of Directors and by the stockholders owning at least 2/3 of the outstanding capital stock, at separate meetings held on 14 June 2012 and 10 August 2012.)

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

To invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of real properties as well as personal and movable property of any kind and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign 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, but not to act as dealer in securities and to invest in and manage any company or institution.

(As amended by a majority vote of the Corporation's Board of Directors and by the stockholders owning at least 2/3 of the outstanding capital stock, at separate meetings held on 13 October 2011 and 8 December 2011)

SECONDARY PURPOSES

- a. To export and import all kinds of produce and merchandise, shipping, buying or selling the same on account of the Company, or as agent for others.
- b. To purchase, hire, build, charter, exchange, sell, or act as agents for ships and vessels of all kinds.
- c. To promote any other company for the purpose of acquiring all or any of the property, rights, and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- d. To the extent allowed by law, to perform marine and cargo surveying activities.
- e. To the extent allowed by law and upon complying with the requirements of the laws applicable thereto, to own, manage, purchase, hire, build, charter, exchange, sell or act as agents for aircraft or all kinds, or to act as representatives of airlines or air transportation companies and in respect thereof solicit fares and engage in any and all activities related thereto;
- f. To invest in, or engage in, the business of providing general services to the public, such as, but not limited to, clerical, janitorial, messengerial and/or delivery or any kinds of goods, secretarial, electrical, plumbing, gardening, telephone operators, elevator boys, drivers, sales representatives and/or providing labor services for any and all kinds of businesses, industries and plant construction projects, services for the repair, reconstructions, remodeling, operation, supervision and maintenance of any and all kinds of structures, buildings, facilities, machinery, appliances and equipment of whatever kind of nature, as may be permitted by law;
- g. To purchase, take on lease or in exchange, hire or otherwise require any landed property, buildings, or other real or personal property in the Philippines or elsewhere, all in the manner and to the extent permitted by law.
- h. To purchase, take on lease or in exchange, hire, or otherwise acquire any rights or privileges which the Company may think necessary or convenient for the purposes of its business;
- i. To raise money or secure the payment of money in such manner as may be thought fit, and in particular by the issue of mortgages, bonds, debentures, or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property or rights (both present and future), including its uncalled capital. The Company may create a sinking fund for the redemption of any mortgages, bonds, debentures or debenture stock which it may issue;

j. As incidental to its business, to lend money on such terms as may seem expedient to customers and other having dealings with the Company and to guarantee and become surety for the performance of contracts by any such persons.

k. In connection with its business, to lend money on such terms as may seem expedient to customers and others having dealings with the Company and to guarantee and become surety for the performance of contracts by any such persons.

l. To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any of the rights or property of the Company.

p. To insure on behalf of the Company the whole or any part of the property of the Company, and to protect the Company from liability in respect of any risks covered by insurance companies, either fully or partially, and either on the mutual principles or otherwise.

q. As may be permitted by law, to promote or assist, any association, company institution, or combination, charitable or otherwise, calculated to benefit the Company, or persons employed by or having dealing with the Company.

r. 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 and 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 or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Company. (As amended by a majority vote of the Corporation's Board of Directors and by the stockholders owning at least 2/3 of the outstanding capital stock, at separate meetings held on 13 October 2011 and 8 December 2011)

The enumeration herein of the purposes of this Company shall be construed as powers as well as purposes and shall be liberally construed both as to purposes and powers and shall not be deemed to exclude by inference any powers, objects or purposes which this Company is empowered to exercise, whether expressly by force of the laws of the Philippines now or hereafter in effect, or impliedly by the reasonable construction of said laws.

Provided, however, that the Company shall not transfer the investment of its funds from one purpose to another for which it has been organized, unless its Board of Directors has been so authorized in a resolution by the affirmative vote of stockholders holding shares in the Company entitling them to exercise at least two-thirds of the voting power on such a proposal at a stockholders' meeting called for that purpose.

THIRD: That the principal office of said Company shall be located at the 7/F iAcademy Building, 6764 Ayala Avenue, Makati City. (As amended by a majority vote of the Corporation's Board of Directors and by the stockholders owning at least 2/3 of the outstanding capital stock, at separate meetings held on 13 October 2011 and 8 December 2011)

FOURTH: The period of existence of this corporation is fifty (50) years from June 28, 1996, the expiry date of its original term.

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

| <u>Names</u> | <u>Nationality</u> | <u>Residences</u> |
|-----------------|--------------------|---------------------|
| G. H. Wilkinson | British | Manila, Philippines |
| G. G. Gordon | British | Manila, Philippines |
| T. Yule | British | Manila, Philippines |
| F. P. Luling | Filipino | Manila, Philippines |
| C. Arellano | Filipino | Manila, Philippines |

SIXTH: The number of Directors of said Company shall be eleven (11), but this number may be increased or decreased within the limits prescribed by this Article SIXTH by the vote of the stockholders holding two-thirds (2/3) of the outstanding capital stock of the Company at the annual or at a special meeting called for the purpose subject to the approval by the Securities and Exchange Commission. The Names, nationalities, and residences of the Directors who shall serve until their successors are elected and qualified in accordance with the By-Laws, are as follows: (As amended by a majority vote of the Corporation's Board of Directors and by the stockholders owning at least 2/3 of the outstanding capital stock, at separate meetings held on 13 October 2011 and 8 December 2011)

| <u>Names</u> | <u>Nationality</u> | <u>Residences</u> |
|-----------------|--------------------|-----------------------|
| G. H. Wilkinson | British | Manila, Philippines |
| G. G. Gordon | British | Manila, Philippines |
| H. D. Weidig | American | New York City, U.S.A. |
| T. D. Yule | British | Manila, Philippines |
| C. A. DeWitt | American | Manila, Philippines |

SEVENTH: In addition to the powers and authorities by the By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or the Articles of Incorporation or the By-Laws directed or required to be exercised or done by the stockholders

That no holder of the capital stock whether said capital stock is now or hereafter authorized, shall have any right, as such stockholder, to purchase or subscribe for any share of the capital stock, whether such shares of capital stock are now or hereafter authorized by the Company. This restriction shall be printed in the stock certificates

EIGHT: That the capital stock of the said corporation is FIVE BILLION PESOS (Php5,000,000,000.00) Philippine Currency, consisting of Ten Billion (10,000,000,000) shares at a par value of Php0.50 per share. (As amended by a majority vote of the Corporation's Board of Directors and by the stockholders owning at least 2/3 of the outstanding capital stock, at separate meetings held on 14 June 2012 and 10 August 2012.)

NINTH: The amount of said capital stock which has been actually subscribed is Two Hundred Thousand Pesos (P200,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock as follows:

| <u>Name</u> | <u>No of Shares</u> | <u>Amount Subscribed</u> |
|-----------------|-------------------------|---------------------------------|
| G. G. Wilkinson | 998 | P199,200.00 |
| G. G. Gordon | 1 | 200.00 |
| T. Yule | 1 | 200.00 |
| F. P. Luling | 1 | 200.00 |
| C. Arellano | 1 | 200.00 |
| TOTAL | 1,000 vvvvv | P200,000.00 vvvvvvvvvvvv |

TENTH: The Following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after the respective names:

| <u>Name</u> | <u>Amount of Subscriptions Paid</u> |
|-----------------|---|
| G. H. Wilkinson | P49,200.00 |
| G. G. Gordon | 200.00 |
| T. Yule | 200.00 |
| F. P. Luling | 200.00 |
| C. Arellano | 200.00 |
| TOTAL | P50,000.00 |

ELEVENTH: That G. G. Gordon has been elected by the subscribers as Treasurer of said Company to serve as such until his successor is duly elected and have qualified in accordance with the By-Laws, and that as such treasurer he has been authorized to receive for said Corporation and to receipt in its name for all subscriptions paid in by the subscribers.

TWELFTH: The By-Laws shall not become effective or be revoked, altered or amended except by the vote of stockholders holding a majority of the capital stock of said corporation issued and outstanding.

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Manila Philippines, on this 27th day of June, 1946.

(SGD.) G. H. WILKINSON

(SGD.) G. G. GORDON

(SGD.) T. YULE

(SGD.) F. P. LULING

(SGD.) C. ARELLANO

SIGNED IN THE PRESENCE OF:

(SGD.) S. CAAMPUED

(SGD.) A. S. SIMPAO

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

In the City of Manila, Philippines on this 27th day of June, 1946, before me, the undersigned Notary Public in and for the said City personally appeared the following persons with their respective residence certificates, to wit:

| <u>Names</u> | <u>Res. Cert.</u> | <u>Issued at</u> | <u>Date</u> |
|------------------|-------------------|------------------|---------------|
| G. H. Wilkinson | A-327530 | Pasay, Rizal | Mar. 27, 1946 |
| G. G. Gordon | A-265829 | Pasay, Rizal | Feb. 25, 1946 |
| T. Yule | A-1330899 | Pasay, Rizal | June 12, 1946 |
| F. P. Luling | A-264837 | Pasay, Rizal | Feb. 14, 1946 |
| Miss C. Arellano | A-926153 | Baguio | May 13, 1946 |

all of whom are known to me and to me known to be the same persons whose names are subscribed to and who executed the foregoing articles of incorporation, and each of them acknowledge to me that he/she freely and voluntarily executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(Sgd.) TOMAS CONTRERAS
Notary Public
Until December 31, 1946

Doc. No. 504;
Page No. 98;
Book No. 29;
Series of 1946.

Revised Notary Public Form No. 1 (1946) - 1/1/46


DIRECTORS' CERTIFICATE
[Articles of Incorporation]




WE, the undersigned, being the Chairman of the Board of Directors, the Corporate Secretary, and at least a majority of the members of the Board of Directors of **JTH DAVIES HOLDINGS, INC.** (the "Corporation") hereby certify that:

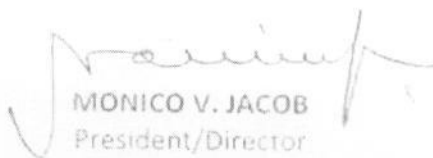
1. On 14 June 2012 and 10 August 2012, at separate meetings at the principal office of the Corporation, the Corporation's Board of Directors, by a majority vote of its members, and the stockholders, by affirmative vote of two-thirds (2/3) of the outstanding capital stock of the Corporation, approved the amendment of the Eighth Article of the Articles of Incorporation to increase the Corporation's authorized capital stock to Ten Billion (10,000,000,000) shares with an aggregate par value of Five Billion Pesos (Php 5,000,000,000.00)
2. The copy of the Corporation's Amended Articles of Incorporation attached hereto as Annex "A" is a true and correct copy of the Corporation's Amended Articles of Incorporation and reflects the foregoing amendments thereto.


IN WITNESS WHEREOF, we have hereunto signed this Certificate this ^{28th} ~~10th~~ day of August 2012 at Makati City.



ARSENIO C. CABRERA, JR.
Secretary of the Meeting/
Corporate Secretary
(T.N. 105-821-570)

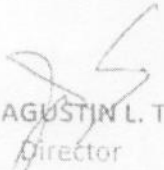
ATTEST:


EUSEBIO H. TANCO
Chairman of the Meeting/Director
(T.I.N. 141-978-255)

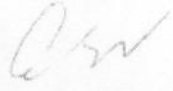

MONICO V. JACOB
President/Director
(T.I.N. 123-030-879)

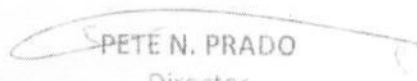

YOLANDA M. BAUTISTA
Director
(T.I.N. 107-098-796)


ARSENIO N. TANCO
Director
(T.I.N. 102-001-157)


JOSEPH AGUSTIN L. TANCO
Director
(T.I.N. 135-123-445)


MA. VANESSA ROSE TANCO CUALOPING
Director
(T.I.N. 131-219-492)


ELPIDIO C. JAMORA, JR.
Director
(T.I.N. 103-211-578)


PETE N. PRADO
Director
(T.I.N. 124-297-612)

8/11

ACKNOWLEDGMENT


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

SUBSCRIBED AND SWORN to before me this 10th day of August 2012 in Makati City, affiants exhibiting to me the following:

| Name | Passport No./ Community Tax Certificate No. | Date & Place Issued |
|----------------------------------|---|-----------------------------|
| Arsenio C. Cabrera, Jr. | 06994198 | 12 January 2012/Makati City |
| Eusebio H. Tanco | XX5485551 | 9 February 2012/DFA-Manila |
| Monico V. Jacob | EB4638151 | 6 February 2012/ DFA-Manila |
| Yolanda M. Bautista | 21888718 | 27 March 2012/ Makati City |
| Arsenio N. Tanco | T.I.N. 102-001-157 | |
| Joseph Agustin L. Tanco | 01478715 | 17 January 2012/ Manila |
| Ma. Vanessa Rose Tanco Cualoping | XX5209711 | 4 January 2010/ DFA-Manila |
| Elpidio C. Jamora, Jr. | 06996095 | 11 January 2012/ Makati |
| Pete N. Prado | 01475971 | 4 January 2012/ Manila |

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and place first above-written.

Doc. No. 72;
Page No. 14;
Book No. III;
Series of 2012.


CANDICE V. BACABAC
Notary Public
Until 31 December 2012
PTR No. 3180434 / Makati / 01-05-12
ID# No. 879762 / Makati / 01-05-12
Appointment No. M-553
ROLL OF ATTORNEY NO. 59567
8FSGV II BLDG., 6755 AYALA AVE.,
MAKATI CITY