

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. CS201330638

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

TOP LINE BUSINESS DEVELOPMENT CORP.

(Amending Articles II Primary & Secondary Purpose, IV [term of existence] & VII Reclassification of Shares thereof)

copy annexed, adopted on April 18, 2024 by majority vote of the Board of Directors and 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this day of July, Twenty Twenty Four.

Assistant Director

SO Order 1768 Series of 2018

GPP/bds



SEC Main Office The SEC Headquarters 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

eOR Number	20240729-MYEG-0096704-54	
Transaction Number	4BYT9ZHS7V	_
Payment Date	July 29, 2024 02:18 PM	
Payment Scheme	Mobile-GCASH_MYEG_Government	
Status	Payment success	
Payment Status	PAYMENT SUCCESS	

Payment Assessment Details

PAF No.	20240729-11080179
PAF Date	2024-07-29 13:52:51
Payor Name	TOP LINE BUSINESS DEVELOPMENT CORP.
Payor Address	19/F LATITUDE CORPORATE CENTER MINDANAO AVENUE, CEBU BUSINESS PARK, BARANGAY LUZ, CEBU CITY, CEBU

#	Nature of Collection	Account Code	Amount
1	Amended By Laws	4020102000(606)	1,000.00
2	Amendment of the Articles of Incorporation-reclassification /declassification / conversion of shares/change of par Value	4020102000(606)	2,000.00
3	Documentary Stamp Tax	4010401000(4010401)	60.00
4	Legal Research Fee (A0823)	2020105000(131)	30.00
		TOTAL	3,090.00

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.



VALID UNTIL: SEPTEMBER 12, 2024





Republic of the Philippines

DEPARTMENT OF FINANCE SECURITIES AND EXCHANGE COMMISSION The SEC Heedquarters 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209



No. 20240729-11080179

PAYMENT ASSESSMENT FORM

DATE 07/29/2024 PAYOR: TOP LINE BUSINESS DEVELOPMENT CORP. 19/F LATITUDE CORPORATE CENTER MINDANAO AVENUE, CEBU BUSINESS PARK,

BARANGAY LUZ, CEBU CITY, CEBU

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT			
Amended By Laws		4020102000 (606)	1,000.00			
Amendment of the Articles of Incorporation-reclassification /declassification / conversion of shares/change of par Value		4020102000 (606)	2,000.0			
Legal Research Fee (A0823)		2020105000 (131)	30.0			
Documentary Stamp Tax	2	4010401000 (4010401)	60.00			
NOTHING FOLL	.0WS					
TOTAL AMOUNT TO BE PAID			Php 3,090.00			
Assessed by: gppena =	Amount in words: THREE THOUSAND NINETY PESOS AND 00/100					
Remarks: L ⁽¹⁾			nd -			

PAYMENT OPTIONS

PAYMENT OPTIONS	BREAKDOWN SUMMARY		
 Online payment thru eSPAYSEC at 	FUND ACCOUNT	ACCOUNT #	
 https://espaysed.sec.gov.ph 	SEC FCC Current Account	3,000.00	3752-2220-44
Over the Counter Payments at any LandBank.	SEC BIR · DST	60.00	3752-2220-60
branch nationwide	SEC BTR Account - LRF	30.00	3402-2319-20
	TOTAL	Php 3,090.00	Sectored to the sector

NOTES:

A The Payment Assessment Form (PAF) is valid until SEPTEMBER 12, 2024.

B. Accepted modes of payment at Landbank branches:

1. Cash 2: Manager's/Cashier's Chock payable to the Securities and Exchange Commission

C. For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.

D. For over the counter payment at LandBank:

- 1. Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy
- Accomplish the <u>onColl Payment slip per fund account</u> as indicated on the breakdown summary. Use the correct Fund Account and Account No. and provide the below information:
 - · Reference Number 1 PAF No.
 - · Reference Number 2 Name of Payor appearing on the PAF
- 3. Present OnColl Payment Slip, together with the PAF, to the LandBank Teller

E. You may generate the electronic official receipt (eOR) by visiting https://espaysec.sec.gov.ph/eor

- Payment thru ESPAYSEC eOR available upon peyment
- LendBank OTC sOR available within two (2) business days after the payment

F. ANY ALTERATIONS WILL INVALIDATE THIS FORM

	Nature of Application													SEC	Regi	strati	ion	Numb	er						
	AMENDMENT					SEC Registration Number																			
				Company Name																					
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AMENDED ARTICLES OF INCORPORATION

OF

TOP LINE BUSINESS DEVELOPMENT CORP.

KNOW ALL PERSONS BY THESE PRESENTS:

 $+ e^{i \frac{1}{2} - \frac{1}{2}}$

We, the undersigned incorporators, all of legal age, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines

THAT WE HEREBY CERTIFY:

Article I: That the name of this corporation shall be

TOP LINE BUSINESS DEVELOPMENT CORP.

Article II: That the purposes for which this corporation is formed are:

PRIMARY PURPOSE:

To carry on businesses related to any and all kinds of petroleum and petroleum products, mineral oils, and other sources of energy, including (i) purchase from within and outside of the country, storage, marketing, distribution, transport, use, wholesale exportation, refinement, treatment, manufacture of, and generally deal in fuel oils, gas oils, gasolines, lubricants, all kinds of petroleum and petroleum products, including but not limited to kerosene, diesel, gasoline, aviation gas, Liquefied Petroleum Gas (LPG) and Liquefied Natural Gas (LNG), (ii) wholesale and retail distribution and, for this purpose, operate, manage and maintain gasoline stations, depots and storage facilities for such petroleum-based products, together with relevant machinery, fuel tankers, equipment and paraphernalia and facilities necessary or required for the transportation, handling, delivery, loading, sale and distribution and other related logistics services of such products, and (iii) development and management of ports, terminals, service station and the like. (As approved by the Board of Directors and shareholders on 18 April 2024)

SECONDARY PURPOSES:

That the corporation shall have all the express powers of a corporation as provided for under Section 35 of the Revised Corporation Code of the Philippines and the following: (As approved by the Board of Directors and shareholders on 18 April 2024)

 To carry on and manage the general business of its subsidiaries; (as amended on August 01, 2023 and re-adopted on February 01, 2024)

1.14.003

- 2. To raise capital or borrow money from not more than nineteen (19) lenders including its stockholders necessary to meet the financial requirements of its business by the issuance of securities, bonds, promissory notes and other evidence of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue, pursuant to law, shares of its capital stock, debentures and other evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business; (As approved by the Board of Directors and shareholders on 18 April 2024)
- 3. To invest in other companies and enter into joint venture agreements or other lawful arrangements with any company, partnership, association, persons or government entities (domestic or foreign) for the advancement of its interests and in carrying out any business or transaction deemed necessary, convenient or incidental to the purposes of the corporation; (As amended on August 01, 2023 and re-adopted on February 01, 2024)
- To establish and operate branch offices or agencies to carry out any or all of its operations and business without any restriction as to place or amount;
- 5. To acquire, take over, hold and manage the property and business, and assume the liabilities thereof, of any person, firm or entity carrying on any business which the corporation may itself engage in conformably with law, except the management of funds, securities, portfolio and assets of similar nature of such person, firm or entity; nor it may engage in the business of being a broker/dealer in securities, transfer agent, commodity/financial futures exchange/broker/merchant, investment house, and an investment company adviser/mutual fund distributor of an investment company/ mutual fund company/fund manager trading in futures contract (a.k.a commodity pool operator)/commodity trading advisor/futures broker/and any other commodities futures role. Provided further, that the corporation shall not engage as property manager of a Real Estate Investment Trust and Personal Equity Retirement Account; (As approved by the Board of Directors and shareholders on 18 April 2024)
- 6. To act as corporate surety or guarantor, or otherwise provide financial support and/or security for the performance of any lawful obligations, undertakings, agreements or contracts of any kind entered into or executed by any corporation or entity in which it has a lawful interest; (As approved by the Board of Directors and shareholders on 18 April 2024)
- 7. To apply for, join in applying for, purchase or otherwise acquire, sell, exchange, assign or otherwise dispose of, and protect, prolong, extend and renew any patent, patent rights, inventions, improvements, processes licenses, trademarks, trade names, business names, marks or design, protections and concessions used in connection with or secured under letter patents of the Philippines and other countries: (As approved by the Board of Directors and shareholders on 18 April 2024)

8. To perform all and everything necessary and proper for the attainment and furtherance of any of the purposes above set forth, either alone or in association with other corporations or individual, and in general to do every other act incidental and appurtenant to the business of the corporation, provided that the same be not in conflict with the law under which this corporation is formed. (As approved by the Board of Directors and shareholders on 18 April 2024)

Article III: That the corporation shall have its principal office at:

No./Street 19/F Latitude Corporate Center Mindanao Avenue, Cebu Business Park, Barangay Luz

City/Town Cebu City

Province Cebu

a george

(as amended on December 10, 2019 and further amended on August 01, 2023 and re-adopted on February 01, 2024).

Article IV: That the term for which the corporation is to exist is perpetual unless the Securities and Exchange Commission issues a certificate providing otherwise. (As approved by the Bound of Directors and shareholders on 18 April 2024)

Article V: That the names, nationalities, and residences of the incorporators, majority of whom are residents of the Philippines, are as follows:

Name	Nationality	Residence (complete address)
Eugene Erik C. Lapasaran Lim	Filipino	3F EL Bldg, Cebedo St., 50th Brgy, Ozamis City
Eugene L. Lim	Filipino	3F EL Bldg. Cebedo St., 50th Brgy, Ozamis City
Ma. Constancia C. Lim	Filipino	3F EL Bldg. Cebedo St., 50th Brgy, Ozamis City
Constance Marie C. Lim	Filipino	3F EL Bldg. Cebedo St., 50th Brgy, Ozamis City
Suzanne Dorothy C. Lapasaran Lim	Filipino	3F EL Bldg. Cebedo St., 50th Brgy, Ozamis City
Ma. Alice L. Ingles	Filipino	3F EL Bldg, Cebedo St., 50th Brgy, Ozamis City
Brigitte Carmel L. Mueller	Filipino	3F EL Bldg. Cebedo St., 50th Brgy, Ozamis City

Article VI: That the number of directors of the corporation shall be seven (7); and the names, nationalities and residence of the first directors of the corporation, majority of who are residents of the Philippines, are as follows:

Name	Nationality	Residence (complete address)			
Eugene Erik C. Lapasaran Lim	Filipino	3F EL Bldg. Cebedo St., 50 th Brgy, Ozamis City			
Eugene L. Lim	Filipino	3F EL Bldg. Cebedo St., 50 th Brgy, Ozamis City			

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Ma. Constancia C. Lim	Filipino	3F EL Bldg. Cebedo St., 50th Brgy, Ozamis City
Constance Marie C. Lim	Filipino	3F EL Bldg. Cebedo St., 50th Brgy, Ozamis City
Suzanne Dorothy C. Lapasaran	Filipino	3F EL Bldg. Cebedo St., 50th Brgy, Ozamis City
Lim		
Ma. Alice L. Ingles	Filipino	3F EL Bldg, Cebedo St., 50th Brgy, Ozamis City
Brigitte Carmel L. Mueller	Filipino	3F EL Bldg. Cebedo St., 50th Brgy, Ozamis City

 $1 + q^{1+\frac{1}{2}} = 1$

Article VII: That the authorized capital stock of said corporation is ONE BILLION SIX HUNDRED MILLION PESOS (P1,600,000,000,000), Philippine Currency, and said capital stock is divided into <u>SIXTEEN BILLION (16,000,000,000)</u> shares with par value of <u>TEN</u> <u>CENTAVOS (P0.10)</u> each.

No stockholders of any class shall be entitled to any pre-emptive right to purchase, subscribe for, or receive any part of the shares of the corporation, whether issued from its unissued capital, increase in its authorized capital or its treasury stock.

The corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and Small, Medium and Emerging Board of The Philippine Stock Exchange, Inc. (the "Exchange"), subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement, (As approved by the Board of Directors and shareholders on 18 April 2024)

Article VIII: That the following persons have subscribed to the authorized capital stock; and at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Fugene Erik C. Lapasaran Lím	Filipin	2,000	200,000.00	50,000.00
Eugene I., Lim	Filipino	500	50,000.00	12,500.00
Ma. Constancia C. Lim	Filipino	500	50,000.00	12,500.00
Constance Marie C. Lim	Filipino	500	50,000.00	12,500.00
Suzanne Dorothy C.	Filipino	500	50,000.00	12,500.00
Lapasaran Lim	0.2		1010133333	1.122310101033
Ma. Alice L. Ingles	Filipino	500	50,000.00	12,500.00
Brigitte Carmel L. Mueller	Filipino	500	50,000.00	12,500.00
Total		5,000	500,000.00	125,000.00

Article IX: That no transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in the stock certificates issued by the corporation.

Article X: That CONSTANCE MARIE C. LIM has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and gualified in accordance with the by-laws; and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

Article XI: That the incorporators and directors undertake to change the name of the corporation as provided herein or as amended hereafter immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

WITNESS WHEREOF, we have set our hands this _____ IN day of 2013, at Ozamis City, Philippines.

SGD. EUGENE ERIK C. LAPASARAN LIM TIN 247 218 645 000

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SGD.

MA. CONSTANCIA C. LIM TIN 168 386 470 000

SGD. SUZANNE DOROTHY C.

LAPASARAN LIM

TIN 403 118 807 000

SGD. EUGENE L. LIM

SGD.

CONSTANCE MARIE C. LIM TIN 403 131 207 000

SGD.

MA. ALICE L. INGLES TIN 196 550 968 000

SGD. BRIGITTE CARMEL L. MUELLER TIN 196 550 997 000

Signed in the presence of:

SGD. DUANEE E. CHICO

SGD. **GENIVIVE C. GULAHAB**

TTN 103 314 325 000

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES) CITY OF OZAMIS CITY) 5.5.

BEFORE ME, a Notary Public in and for Ozamis City, Philippines, this 10th day of July, 2013, personally appeared:

Name	TIN/ID/Passport No.	Date & Place Issued
EUGENE ERIK C. LAPASARAN LIM	27942407	8-Jan-13 Ozamis City
EUGENE L. LIM	28667888	31-Jan-13 Ozamis City
MA. CONSTANCIA C. LIM	28668612	5-Feb-13 Ozamis City
CONSTANCE MARIE C. LIM	28685667	22-May-13 Ozamis City
SUZANNE DOROTHY C. LAPASARAN LIM	28685666	22-May-13 Ozamis City
MA. ALICE L. INGLES	28689203	27-Jun-13 Ozamis City
BRIGHTE CARMEL L. MUELLER	28689202	27-Jun-13 Ozamis City

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free act and voluntary deed.

In witness whereof, I have bereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc. No. <u>431</u>; Page No. <u>87</u>; Book No. <u>XV</u>; Series of <u>13</u> NOTARY PUBLIC SGD. ATTY, DANIEL LAO Notary Public Until December 31, 2013 PTR No.1385088-1/10/2013-OZA IBP No. LIFETIME MEMBER TIN - 135 -323 - 064 Roll No. 29112 DIRECTORS' CERTIFICATE OF AMENDMENT OF THE AMENDED ARTICLES OF INCORPORATION AND ADOPTION OF NEW BY-LAWS OF TOP LINE BUSINESS DEVELOPMENT CORP. By:



The undersigned members of the Board of Directors and Corporate Secretary of TOP LINE BUSINESS DEVELOPMENT CORP. (the "Corporation"), with principal office at the 19th Floor, Latitude Corporate Center, Mindanao Avenue, Cebu Business Park, Brgy, Luz, Cebu City, hereby certify as follows:

 At a special meeting of the Board of Directors held on 18 April 2024 at the 19th Floor, Latitude Corporate Center, Mindanao Avenue, Cebu Business Park, Brgy. Luz, Cebu City, at which meeting a quorum was presented and acting throughout, the majority members of the Board of Directors unanimously approved the amendments, as described below, to the Corporation's Amended Articles of Incorporation.

- Article II reflecting the change in the Corporation's primary purpose and provision of additional secondary purposes of the Corporation;
- Article IV amending the term for which the Corporation is to exist to perpetual unless the Securities and Exchange Commission issues a certificate providing otherwise;
- c. Article VII reducing the par value of the shares from One Hundred Pesos (P100.00) to Ten Centavos (P0.10);
- Article VII inclusion of denial of pre-emptive right to purchase, subscribe for, or receive any part of the shares of the corporation, whether issued from its unissued capital, increase in its authorized capital or its treasury stock;
- e. Article VII inclusion of provision on compliance with the lock-up requirements under the Listing Rules of the Philippine Stock Exchange, Inc.

2. At the same special meeting of the Board of Directors held on 18 April 2024 at the 19th Floor, Latitude Corporate Center, Mindanao Avenue, Cebu Business Park, Brgy. Luz, Cebu City, at which meeting a quorum was presented and acting throughout, the majority members of the Board of Directors unanimously approved to adopt the attached new By Laws of the Corporation.

The attached copy of the Amended Articles of Incorporation and new By Laws of the Corporation are true and correct.

In connection with the foregoing amendments to the Amended Articles of Incorporation and adoption of new By Laws, the Board authorized the President, Corporate Secretary and the directors of the Corporation (with full power of delegation or substitution) to (i) submit or cause the submission of copies of the Amended Articles of Incorporation and new By Laws, certified by a majority of the directors and the Corporate Secretary, to the Securities and Exchange Commission, and (ii) execute and deliver any and all documents, and to do any and all acts, necessary in causing the amendment of the Amended Articles of Incorporation and adoption of the new By Laws.

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3. At a special meeting of the shareholders of the Corporation called for the purpose of amending the Articles of Incorporation and adopting a new By-Laws held on 18 April 2024 at the principal office of the Corporation, the shareholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation ratified the aforementioned approvals.

IN WITNESS WHEREOF, we have hereunto signed these presents on this COBU GITY at ADD 0 0 2006 EUGENEL LIM EUGENE ERIK Q/LAPARASAN LIM Chairman of the Board Director TIN 247-218-645 TIN 103-374-325 CONSTAN MA. CONSTANCIA C. LIM CE MARIE C. LIM Director Director TIN 403-131-207 TIN 168-386-470 MA. AMOE L. INGLES SUZANNE DOROTHY C. Director LAPARASAN LIM TIN 196-550-997 Director &

BRIGITTE CARMEL L. MUELLER Director TIN 196-550-968

Corporate Secretary TIN 403-118-807

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ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES) Cebu City) S.S.

APR 3 0 2024 BEFORE ME, a Notary Public for and in the above jurisdiction, this personally appeared the following:

Name	Govt Issued ID	Validity
Eugene Erik C. Laparasan Lim	Philippine Passport No. P4805828B	Feb 12, 2030
Eugene L. Lim	Philippine Passport No. P4870110B	Feb 18, 2030
Ma. Constancia C. Lim	Philippine Passport No. P4870330B	Feb 18, 2030
Constance Marie C. Lim	Philippine Passport No. P4816025B	Feb 13, 2030
Suzanne Dorothy C. Laparasan Lim	Philippine Passport No. P4893362B	Feb 20, 2030
Ma. Alice L. Ingles	Philippine Passport No. P1061697B	March 14, 2029
Brigitte Carmel L. Mueller	Philippine Passport No. P3876508A	March 16, 2029

known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL, this _ Cebu City. APR 3 0 2024

at

Doc. No. 14 Page No. 29 Book No. 11 Series of 2024.

OTARY PUBLIC Conference Via 146-08 Viail Dec 31, 2025, Post of Assume The \$5:25 Rantwol na Boreaber 28, 7021 of No. 3647/50; Oct. 74, 2022 for 2024, Cebu City 7, R.No. 2477/056; Novi 14, 2022 for 2024, Cebu City MCDB Pro. VII. 0022566; April 14, 2025 Lon 312 5930 Pldg., Negros St., CBP, Com. J.



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REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

> 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City, 1209

CORPORATE STATUS

Date: SEC Registration No. : Company Name:

19 June 2024 CS201330638 TOP LINE BUSINESS DEVELOPMENT CORP. Stock Corporation

Entity Type: Printed by:

Stock Corporation Giselle Pinga

Department	Status	Remarks	Date
HEAD OFFICE			
CRMD	Cleared		Jun 18 2024
CMD	Cleared		Jun 18 2024
CPRD	Cleared		Jun 18 2024
CFRD	Cleared		Jun 18 2024
FAAD	Cleared		Jun 18 2024
LU	Cleared		Jun 18 2024
CAD	Cleared		Jun 18 2024
CGFD	Cleared		Jun 18 2024
MSRD	Cleared		Jun 18 2024
EIPD	Cleared		Jun 18 2024
OGC	Cleared		Jun 18 2024
SOs			
SOs	Cleared		Jun 18 2024
EOs			
EOs	Cleared		Jun 18 2024