



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

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 Secondary Purpose, III & VII thereof)

copy annexed, adopted on December 10, 2019 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds (2/3) 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 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 at Cebu City, Philippines, this 4<sup>th</sup> day of February, Two Thousand Twenty.

  
ALMA MARIE ESTRADA-DALENA  
Officer-in-Charge  
SEC CEBU OFFICE



**COVER SHEET**  
**COMPANY REGISTRATION AND MONITORING DEPARTMENT**

Nature of Application

**AMENDMENT**

SEC Registration Number

**C S 2 0 1 3 3 0 6 3 8**

Company Name

**T O P L I N E B U S I N E S S**  
**D E V E L O P M E N T C O R P .**

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

**U N I T 6 0 4 6 / F T H E G L O B E T O W E R**  
**A Y A L A C O R N E R S A M A R L O O P A N D**  
**P A N A Y R O A D , B A R A N G A Y L U Z ,**  
**C E B U C I T Y**

ZIP CODE

**COMPANY INFORMATION**

Company's Email Address

**toplinecebu2017@gmail.com**

Company's Telephone Number/s

**521-3533**

Mobile Number

**CONTACT PERSON INFORMATION**

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

**Eugene Erik C. Lapasaran Lim**

Email Address

**erik@topline.ph**

Telephone Number/s

**412-4323**

Mobile Number

**09178014773**

Contact Person's Address

**3F EL BLDG., CEBEDO STREET, 50TH BARANGAY, OZAMIS CITY, MISAMIS OCCIDENTAL**

To be accomplished by CRMD Personnel

Assigned  
Processor:

Date

Signature

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

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

**TOP LINE BUSINESS DEVELOPMENT CORP.**

KNOW ALL PERSONS BY THESE PRESENTS:

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

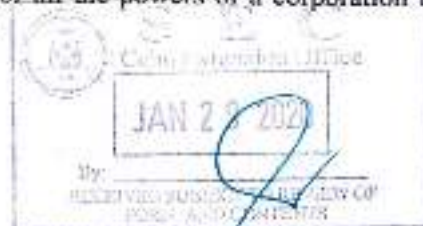
PRIMARY PURPOSE:

TO ENGAGE IN, CONDUCT AND CARRY ON THE BUSINESS OF ACQUIRING PROPERTIES FOR LEASING SUCH AS BUT NOT LIMITED TO LAND, BUILDING (RESIDENTIAL & COMMERCIAL), EQUIPMENT AND TO ENGAGE IN VARIOUS TYPES OF SERVICE ACTIVITIES AS IT MAY BE PERMITTED BY LAW

SECONDARY PURPOSES:

1. TO ENGAGE IN THE DISTRIBUTION OF PETROLEUM PRODUCTS AND RELATED LOGISTIC SERVICES; *(As amended on December 10, 2019)*
2. TO ENGAGE IN THE OPERATIONS AND MANAGEMENT OF A RESTAURANT FRANCHISE; *(As amended on December 10, 2019)*
3. TO OPERATE LOTTO OUTLET(S); *(As amended on December 10, 2019)*
4. TO ENGAGE IN PORT DEVELOPMENT; *(As amended on December 10, 2019)*
5. TO ENGAGE IN THE BUSINESS OF A HOLDING COMPANY. *(As amended on December 10, 2019)*
6. To purchase, acquire, own, lease, sell and convey to the extent allowed by law, property of every kind and description as may be necessary or incidental to the conduct of its corporate business;
7. To raise capital or borrow money to meet the financial requirements of its business by the issuance of securities, bonds, promissory notes and other evidence of indebtedness;
8. To invest in other companies and enter into joint venture agreements with any company, partnership, persons or government entities, domestic or foreign, for the advancement of its interest and in carry out its primary purpose;
9. 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;
10. To do and perform all acts and things necessary or incidental to the accomplishment of the foregoing purposes or the exercise of any or all the powers of a corporation for the benefit of this corporation and its stockholders.

*(as amended on December 10, 2019)*



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

No./Street Unit 604 6/F The Globe Tower Ayala corner Samar Loop and Panay Road, Barangay LAJZ

City/Town Cebu City

Province Cebu

*(as amended on December 10, 2019)*

Article IV: That the term for which said corporation is to exist is FIFTY (50) years from and after the date of issuance of certificate of incorporation.

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)
<u>EUGENE ERIK C. LAPASARAN LIM</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy. Ozamis City</u>
<u>EUGENE L. LIM</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy. Ozamis City</u>
<u>MA. CONSTANCIA C. LIM</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy. Ozamis City</u>
<u>CONSTANCE MARIE C. LIM</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy. Ozamis City</u>
<u>SUZANNE DOROTHY C. LAPASARAN LIM</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy. Ozamis City</u>
<u>MA. ALICE L. INGLES</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy. Ozamis City</u>
<u>BRIGITTE CARMEL L. MUELLER</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy. Ozamis City</u>

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)
<u>EUGENE ERIK C. LAPASARAN LIM</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy. Ozamis City</u>
<u>EUGENE L. LIM</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy. Ozamis City</u>
<u>MA. CONSTANCIA C. LIM</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy. Ozamis City</u>
<u>CONSTANCE MARIE C. LIM</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy. Ozamis City</u>

<u>SUZANNE DOROTHY C. LAPASARAN LIM</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy, Ozamis City</u>
<u>MA. ALICE L. INGLES</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy, Ozamis City</u>
<u>BRIGITTE CARMEL L. MUELLER</u>	<u>Filipino</u>	<u>3F EL Bldg., Cebedo St., 50<sup>th</sup> Brgy, Ozamis City</u>

Article VII: That the authorized capital stock of the corporation is TWO HUNDRED FIFTY MILLION (P250,000,000.00) pesos in lawful money of the Philippines, divided into TWO MILLION FIVE HUNDRED THOUSAND (2,500,000) shares with the par value of ONE HUNDRED (P100.00) pesos per share (As amended on December 10, 2019).

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:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>	<u>Amount Paid</u>
<u>EUGENE ERIK C. LAPASARAN LIM</u>	<u>Filipino</u>	<u>2,000</u>	<u>200,000.00</u>	<u>50,000.00</u>
<u>EUGENE L. LIM</u>	<u>Filipino</u>	<u>500</u>	<u>50,000.00</u>	<u>12,500.00</u>
<u>MA. CONSTANCIA C. LIM</u>	<u>Filipino</u>	<u>500</u>	<u>50,000.00</u>	<u>12,500.00</u>
<u>CONSTANCE MARIE C. LIM</u>	<u>Filipino</u>	<u>500</u>	<u>50,000.00</u>	<u>12,500.00</u>
<u>SUZANNE DOROTHY C. LAPASARAN LIM</u>	<u>Filipino</u>	<u>500</u>	<u>50,000.00</u>	<u>12,500.00</u>
<u>MA. ALICE L. INGLES</u>	<u>Filipino</u>	<u>500</u>	<u>50,000.00</u>	<u>12,500.00</u>
<u>BRIGITTE CARMEL L. MUELLER</u>	<u>Filipino</u>	<u>500</u>	<u>50,000.00</u>	<u>12,500.00</u>
<b>Total</b>		<b><u>5,000</u></b>	<b><u>P 500,000.00</u></b>	<b><u>P 125,000.00</u></b>

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 qualified 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: <sup>→ AS PROVIDED HEREIN OR AS AMENDED HEREAFTER</sup> That the incorporators and directors undertake to change the name of the corporation 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.

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

SGD.

\_\_\_\_\_  
**EUGENE ERIK C. LAPASARAN LIM**  
TIN 247 218 645 000

SGD.

\_\_\_\_\_  
**EUGENE L. LIM**  
TIN 103 314 325 000

SGD.

\_\_\_\_\_  
**MA. CONSTANCIA C. LIM**  
TIN 168 386 470 000

SGD.

\_\_\_\_\_  
**CONSTANCE MARIE C. LIM**  
TIN 403 131 207 000

SGD.

\_\_\_\_\_  
**SUZANNE DOROTHY C.  
LAPASARAN LIM**  
TIN 403 118 807 000

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**

## ACKNOWLEDGMENT

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

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

Name	TIN/ID/Passport No.	Date and 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
BRIGITTE 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 and voluntary act and deed.

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

## NOTARY PUBLIC

Doc. No. 431 ;  
Page No. 87 ;  
Book No. XV ;  
Series of 13 .

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

REPUBLIC OF THE PHILIPPINES )  
OZAMIS CITY ) S S

**TREASURER' AFFIDAVIT**

I, CONSTANCE MARIE C. LIM being duly sworn to, depose and say:

That I am the elected Treasurer of TOP LINE BUSINESS DEVELOPMENT CORP.

That as Treasurer, I am authorized to act until my successor has been duly elected and qualified in accordance with the by-laws of the corporation;

That I certify that at least twenty five (25%) of the authorized capital stock of the abovementioned corporation has been subscribed and at least twenty five (25%) of the subscription in the amount of ONE HUNDRED TWENTY FIVE THOUSAND PESOS (P 125,000.00) has been paid, and received by me in cash/property for the benefit and credit of the corporation

IN WITNESS WHEREOF, I hereby sign this Affidavit this 10<sup>th</sup> day of July, 2013 in Ozamis City

SGD.  
CONSTANCE MARIE C. LIM  
Treasurer

SUBSCRIBED AND SWORN TO before me this 10<sup>th</sup> day of July 2013 at Ozamis City affiant exhibited to me his/her TIN/ID/Passport/CTC with No. 28685667 issued on May 22, 2013 at Ozamis City.

**NOTARY PUBLIC**

Doc. No. 433 ;  
Page No. 87 ;  
Book No. XV ;  
Series of 13 .

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