



SECURITIES AND EXCHANGE COMMISSION
12th Floor at AppleOne-Equicom Tower, Mindanao
Ave cor. Biliran Road, Cebu Business Park,
Cebu City, Philippines
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:

TOP LINE BUSINESS DEVELOPMENT CORP.

(Amending Articles II, III & VII thereof)

copy annexed, adopted on August 1, 2023 and re-adopted on February 1, 2024 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 17th day of April, Two Thousand Twenty Four.


SHEARA L. LIPANGO-TAMAYO
Director

**COVER SHEET
COMPANY REGISTRATION AND MONITORING DEPARTMENT**

Nature of Application
AMENDMENT AOI - II, III & VII

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

Principal Office (No./Street/Barangay/City/Town)Province)
**I 9 T H F L O O R L A T I T U D E C O R P O R A T E
C E N T E R M I N D A N A O A V E N U E C E B U
B U S I N E S S P A R K B A R A N G A Y L U Z .
C E B U C I T Y C E B U**
ZIP CODE
6 0 0 0

COMPANY INFORMATION
Company's Email Address: **compliance@topline.ph**
Company's Telephone Number/s: **032 521-3533**
Mobile Number: **9985664773**

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
#29 SUNSET DRIVE LAHUG, CEBU CITY

To be accomplished by CRMD Personnel

Assigned Processor:	Date	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division Green Lane Unit
<input type="checkbox"/>	Financial Analysis and Audit Division
<input type="checkbox"/>	Licensing Unit

SEC
Estamping Office
17 APR 2024

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 acquire by purchase, exchange, assignment or otherwise, and to own, use, operate, sell, assign, lease, let, sublet, develop, mortgage, pledge, deal in and with, invest in, or otherwise, any or all properties or businesses of any kind and description (such as but not limited to land, residential or commercial buildings, and equipment) and wherever situated as to the extent permitted by law in order to exercise all rights, powers, and privileges of ownership or any other interest therein as may be necessary, convenient or incidental to the conduct of its corporate business. (as amended on August 01, 2023 and re-adopted on February 01, 2024)

SECONDARY PURPOSES:

1. To carry on businesses related to any and all kinds of petroleum and petroleum products, mineral oils, and other sources of energy, including wholesale distribution and related logistic services; (as amended on August 01, 2023 and re-adopted on February 1, 2024)
2. Omitted (as amended August 01, 2023 and re-adopted on February 01, 2024)
3. Omitted (as amended August 01, 2023 and re-adopted on February 01, 2024)
4. To engage in the development, operations and management of ports, terminals and the like; (as amended on August 01, 2023 and re-adopted on February 01, 2024)
5. To carry on and manage the general business of its subsidiaries; (as amended on August 01, 2023 and re-adopted on February 01, 2024).
6. Omitted (as amended on August 01, 2023 and re-adopted on February 01, 2024)
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 ventures, partnerships or other lawful arrangements with any company, partnership, association, persons or governmental 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))

K. DIVISION SUBJECT TO THE VIEW OF
FORM 4100-01-01

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 19/F Latitude Corporate Center Mindanao Avenue, Cebu Business Park, Barangay Luz

City/Town Cebu City

Province Cebu

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

Article VII: That the authorized capital stock of said corporation is ONE BILLION SIX HUNDRED MILLION PESOS (P1,600,000,000.00), Philippine Currency, and said capital stock is divided into SIXTEEN MILLION (16,000,000) shares with par value of ONE HUNDRED PESOS (P100.00) each. (as amended on December 10, 2019 and further amended on August 01, 2023 and re-adopted on February 01, 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 rf.,

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Eugene Erik C. Lapasaran Lim	Filipino	2,000	200,000.00	50,000.00
Eugene L. Lim	Filipino	500	50,000.00	12,500.00
Ma. Constanca 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. Lapasaran Lim	Filipino	500	50,000.00	12,500.00
Ma. Alice L. Ingles	Filipino	500	50,000.00	12,500.00
Brigitte Carmel L. Mueller	Filipino	<u>500</u>	<u>50,000.00</u>	<u>12,500.00</u>
Total		5,000	P500,000.00	P125,000.00

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 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: 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.

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 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
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 act and voluntary 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. 411 ;
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

DIRECTORS' CERTIFICATE

WE, the undersigned members of the Board of Directors and the Corporate Secretary of **TOP LINE BUSINESS DEVELOPMENT CORP.** (hereinafter referred to as the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal place of business at **19th Floor, Latitude Corporate Center, Mindanao Avenue, Cebu Business Park, Brgy Luz, Cebu City, Cebu Philippines**, do hereby certify under oath that the "Amended Articles of Incorporation of Top Line Business Development Corp." attached hereto, is a true and correct copy of the Articles of Incorporation of said Corporation, as amended in accordance with the provisions of Section 15 and Section 37 of the Revised Corporation Code and as approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock and majority of the Board of Directors at a special meeting held at the principal office of the Corporation on 1 August 2023.

The amendment pertains to the below provisions:

- ARTICLE II.** Change in the primary purpose from *"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"* to "to acquire by purchase, exchange, assignment or otherwise, and to own, use, operate, sell, assign, lease, let, sublet, develop, mortgage, pledge, deal in and with, invest in, or otherwise, any or all properties or businesses of any kind and description (such as but not limited to land, residential or commercial buildings, and equipment) and wherever situated as to the extent permitted by law in order to exercise all rights, powers, and privileges of ownership or any other interest therein as may be necessary, convenient or incidental to the conduct of its corporate business".
- ARTICLE II.** Change in the secondary purpose from *"to engage in the distribution of petroleum products and related logistic services"* to "to carry on businesses related to any and all kinds of petroleum and petroleum products, mineral oils, and other sources of energy, including wholesale distribution and related logistic services".
- ARTICLE II.** Secondary purpose of *"to engage in the operations and management of a restaurant franchise"* to be **Omitted**.
- ARTICLE II.** Secondary purpose of *"To operate lotto outlet(s)"* to be **Omitted**.
- ARTICLE II.** Change in the secondary purpose from *"to engage in port development"* to "to engage in the development, operations and management of ports, terminals and the like."
- ARTICLE II.** Change in the secondary purpose from *"to engage in the business of a holding company"* to "to carry on and manage the general business of its subsidiaries".





ARTICLE II. Change in the secondary purpose from "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" to "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".


ARTICLE III. Change in the principal office "604 Globe Tower Cebu Business Park, Samar Loop, Luz, Cebu City" to "19th Floor, Latitude Corporate Center, Mindanao Avenue, Cebu Business Park, Brgy Luz, Cebu City, Cebu Philippines".


ARTICLE VII. Change in the authorized capital stock from "Two Hundred Fifty Million Pesos (Php250,000,000.00)" to "One Billion Six Hundred Million Pesos (Php1,600,000,000.00)".

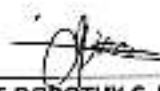
IN WITNESS THEREOF, we hereunto set our hands this 28th day of Sept 2023 at Cebu City, Philippines.

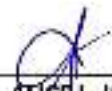

EUGENE ERIC C. LAPASARAN LIM
TIN 247 218 645



EUGENE L. LIM
TIN 103 314 325


MA. CONSTANCIA C. LIM
TIN 168 386 470



CONSTANCE MARIE C. LIM
TIN 403 131 207



SUZANNE DOROTHY C. LAPASARAN LIM
TIN 403 118 807


MA. ALICE L. INGLES
TIN 196 550 907


BRIGITTE CARMEL L. MUELLER
TIN 196 550 908

COUNTERSIGNED BY:


EUGENE ERIC C. LAPASARAN LIM
President/Chairman


SUZANNE DOROTHY C. LAPASARAN
LIM
Corporate Secretary

SEP 28 2023

SUBSCRIBED AND SWORN to before me this ___ day of ___ at Cebu City, affiants exhibiting to me their proofs of identity, as follows:

Name	ID No.	Date and Place Issued	Valid Until
Eugene Erik Corominas Lapasaran Lim	Passport No. P4805828B	February 13, 2020 DFA Cebu	February 12, 2030
Eugene L. Lim	Passport No. P4870110B	February 19, 2020 DFA Cebu	February 18, 2030
Ma. Constanca Corominas Lim	Passport No. P4870330B	February 19, 2020 DFA Cebu	February 18, 2030
Constance Marie Corominas Lim	Passport No. P4816025B	February 14, 2020 DFA Cebu	February 13, 2030
Suzanne Dorothy Lapasaran Lim	Passport No. P4893362B	February 21, 2020 DFA Cebu	February 20, 2030
Ma. Alice Lapasaran Lim Ingles	Passport No. P1061697B	March 15, 2019 DFA Cebu	March 14, 2029
Brigitte Carmel Lapasaran Lim Mueller	Passport No. P3876508A	March 17, 2022 DFA Cebu	March 16, 2032

Doc. No. 268;
Page No. 55;
Book No. no;
Series of 2023

NOTARY PUBLIC

ATTY. NOEL O. BACALLA
NOTARY PUBLIC-Cebu City; Comm. No. 186-08
Roll of Attorney No. 55125
RENEWED ON SEPTEMBER 15, 2022
JEP No. 255483; Dec. 29, 2022; Cebu City
PTR No. 2113927; Dec. 28, 2022; Cebu City
MCLE No. VI-0023211; April 14, 2022
Rm. 302, 3800 Old, Negros St., CDP, Cebu City




SECRETARY'S CERTIFICATE

I, **SUZANNE DOROTHY C. LAPASARAN LIM**, Filipino, of legal age, with residence at residence 3F EL Bldg., Cebedo St., 50th Brgy., Ozamis City, Philippines, after being duly sworn in accordance with the law, certify as follows:

- 1. That I am the duly elected and qualified Corporate Secretary of **TOP LINE BUSINESS DEVELOPMENT CORP.** (hereinafter referred to as the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office at **19th Floor, Latitude Corporate Center, Mindanao Avenue, Cebu Business Park, Brgy Luz, Cebu City, Cebu Philippines;**
- 2. That, to the best of my knowledge, no 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; and
- 3. That I am executing this Certification in relation to the application of the Corporation for the increase of its authorized capital stock and the amendment of its Articles of Incorporation.

IN WITNESS THEREOF, I hereunto set my hand this **APR 04 2024** day of **APRIL** at Cebu City, Philippines.


SUZANNE DOROTHY C. LAPASARAN LIM
Corporate Secretary
TIN 403 118 807 000

SUBSCRIBED AND SWORN to before me by the affiant, who is personally known to me to be the same person who presented the foregoing instrument and signed the instrument in my presence this **APR 04 2024** day of **APRIL** at Cebu City, affiant exhibiting to me her Passport No. P4893362B issued on Feb. 21, 2020 at DFA Manila and valid until Feb. 20, 2030.

NOTARY PUBLIC

Doc. No. 422;
Page No. 80;
Book No. 8;
Series of 2024.

ATTY. NOTARY PUBLIC
OFFICE OF PUBLIC CEBU
11-11 Dec 31, 2023; J. Alayon (Sp. Notary)
7 Angeles Blvd. 6th Floor 2019-2024
Cebu City, Cebu 6000, Philippines
P. O. Box 247866, Manila 1101, Philippines
E-mail: notary@notarypublic.com.ph
www.notarypublic.com.ph

