

The Preferred Stock shall not be convertible into Common Stock.⁵

No stockholder of the Corporation shall, because of his/its ownership of stock, have preemptive right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying the options or warrants to purchase stock of the Corporation. Any part of such stock or other securities may at any time be issued, optioned for sale, or sold or disposed of by the Corporation pursuant to a resolution of its Board of Directors, to any person, whether or not such person is a stockholder of the Corporation and upon such terms and conditions as such Board may deem proper without first offering such stock or securities or any part thereof to existing or other stockholders.

EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follow

Name	Nationality	TIN	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Lush Properties Inc.	Filipino	008-111-146	26,000,000	P26,000,000.00	P6,500,000.00
Fruitasgroup Inc.	Filipino	007-812-677	26,000,000	26,000,000.00	6,500,000.00
Buko ni Frutas Inc.	Filipino	238-383-045	26,000,000	26,000,000.00	6,500,000.00
Lush Enterprises Corporation	Filipino	206-787-265	26,000,000	26,000,000.00	6,500,000.00
Ral Properties Inc.	Filipino	008-581-119	10,000,000	10,000,000.00	2,500,000.00
Lester C. Yu	Filipino	191-309-944	10,250,000	10,250,000.00	2,562,500.00
Jonathan G Co	Filipino	103-391-878	100,000	100,000.00	25,000.00
Melanie S. Legaspi	Filipino	257-846-975	100,000	100,000.00	25,000.00
Sherlyn U Gonzales	Filipino	257-847-298	250,000	250,000.00	62,500.00
Roselyn A. Legaspi	Filipino	206-658-508	300,000	300,000.00	75,000.00
Total			125,000,000	P125,000,000.00	P31,250,000.00

The Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Boards of the Philippine Stock Exchange, Inc. (the "Exchange") dated 6 June 2013 subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement.⁶

NINTH: That all shares may be purchased or taken up by the corporation at the option of the corporation to the extent permitted by law and upon such terms and conditions as may be mutually agreed upon between the subscriber and the corporation.

TENTH: That all shares taken by the corporation may be reissued at the original issued value of the shares and under the same terms and conditions existing at the time of the original issuance.

ELEVENTH: 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.

TWELFTH: That Melanie S. Legaspi 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, she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

THIRTEENTH: That the incorporators undertake to change the name of the corporation as herein provided or as amended thereafter 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 the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

⁵ As amended on October 19, 2017

⁶ As amended on October 19, 2017

ACKNOWLEDGEMENT

Republic of the Philippines)

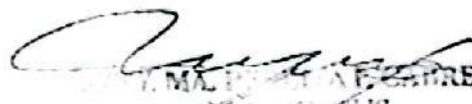
Quezon City

BEFORE ME, a Notary Public in and for Quezon City, Philippines, this
day of JAN 07 2014, personally appeared and exhibited to me the following described
competent evidence of identity:

Name	TIN
Lester C. Yu	191-309-944
Jonathan G. Co	103-391-878
Melanie S. Legaspi	257-846-975
Sherlyn U. Gonzales	257-847-258
Roselyn A. Legaspi	206-658-508

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


J. MALDONADO FIGUEROA
NOTARY PUBLIC
ENTIRE TERM: 2014 to 2015
Adm. Matter: 10-134 (2014-2015)
PTR NO. 127 - Jan. 02, 2014
IBP NO. 1-136 - Dec. 03, 2013
ACILE NO. 14-0021159 - July 9, 2013
ROLL NO. 44573
SUCESOR: J. MALDONADO FIGUEROA, QUEZON CITY

Doc. No. 4966
Page No. 10
Book No. X
Series of 2014

shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

TWELFTH: That Melanie S. Legaspi 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, she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

THIRTEENTH: That the incorporators undertake to change the name of the corporation as herein provided or as amended thereafter immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporate partnership or person has acquired a prior right to the use of that name or that the 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 07 day of JAN 07 2015
2013 at Q.C. City.



Lester C. Yu
TIN 191-309-944



Jonathan G. Co
TIN 103-391-878



Melanie S. Legaspi
TIN 257-846-975



Steedyn A. Gonzales
TIN 257-847-298



Roselyn A. Legaspi
TIN 106-658-108

WITNESSES:



REPUBLIC OF THE PHILIPPINES)
QUEZON CITY, METRO MANILA) s.s.

SECRETARY'S CERTIFICATE

I, **MARVIN C. YU**, of legal age, Filipino, with office address at No. 60 Cordillera Street, Brgy. Dona Josefa, Quezon City, after having been duly sworn, hereby depose and state that:

1. I am the Corporate Secretary of **FRUITAS HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under Philippine Laws, with address at #60 Cordillera Street, Brgy. Dona Josefa, Quezon City; and
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court or tribunal involving an intra-corporate dispute, and/or claim by any person or group against the Board of Directors, individual directors, stockholders, and/or major corporate officers of the Corporation, and vice-versa.

IN WITNESS WHEREOF, I hereby affix my signature this ~~AUG 26 2021~~ at QUEZON CITY.

Marvin C. Yu
MARVIN C. YU
Corporate Secretary

~~AUG 26 2021~~ AND SWORN TO before me in Quezon City, Philippines on , affiant personally known to me and appeared before me exhibits his TIN ID No. 214-877-469 bearing his photograph and signature.

Doc. No. 494;
Page No. 100;
Book No. XIV
Series of 2021.

ATTY. MA. PERLITA P. CABRERA
Notarial Commission Expires on 31 Dec 2021
PTR No. 033159; 1-04-21, Q.C.
IBP O.R. No. 141532; 1-04-21, Q.C.
Roll of Attorneys No. 44573
MCLE Compliance No. VI-0026703
(Valid until April 14, 2022)

**DIRECTORS' CERTIFICATE OF
AMENDMENT OF THE ARTICLES OF INCORPORATION
OF
FRUITAS HOLDINGS, INC.**



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Chairman, Secretary and at least a majority of the members of the Board of Directors of FRUITAS HOLDINGS, INC. (the "Corporation"), a corporation duly organized and existing under Philippine laws, and with principal address at No. 60 Cordillera Street, Barangay Dona Josefa, Quezon City, do hereby certify that:

1. A special meeting of the Board of Directors was duly called and held at the principal office of the Corporation on July 27, 2021. Subsequently, the Annual Stockholders Meeting of the Corporation was held via remote communication where the Board of Directors were present at the principal office of the Corporation on July 27, 2021.
2. At the said meetings, the Board of Directors and stockholder owning and/or representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation, on motion duly made and seconded, unanimously approved the amendment of the Articles of Incorporation of the Corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to following:

(A) Addendum to Secondary Purposes

11. " To assume, undertake, guarantee, or secure, whether as solidary obligor, surety, guarantor, or security provider, or in any other capacity, and either on its general credit or on the mortgage or security over any of its property, the whole or any part of the liabilities and obligations of any of its direct or indirect parent, stockholders, subsidiaries, or affiliates, or any person, firm, association, or corporation, whether domestic or foreign, in which the corporation has lawful interest and for the benefit of the corporation."

We further certify that the attached Amended Articles of Incorporation is true and correct copy thereof.

IN WITNESS WHEREOF, the undersigned Directors, Chairman and Secretary of the stockholders' and directors' meeting have hereunto set their hands this July 27, 2021.


ROGELIO M. GUADALQUIVER

Chairman

TIN: 123-305-015


CALVIN F. CHUA

Director

TIN: 211-386-338


LESTER C. YU

Director

TIN: 101-309-944


MADELEN TIMBAS-SAYSON

Director

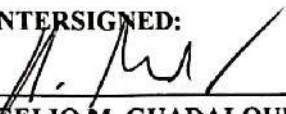
TIN: 294-685-820

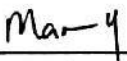

DENNIS T. BENG HUI
Director
TIN: 130-122-316


SHIRLEY O' TAN
Director
TIN: 112-174-810


BAMBI MAUREEN E. DONATO
Director
TIN: 161-637-757

COUNTERSIGNED:


ROGELIO M. GUADALQUIVER
Chairman of the Stockholders' Meeting

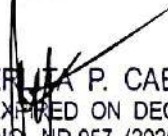

MARVIN C. YU
Secretary of the Stockholders' Meeting

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY, METRO MANILA) s.s.

SUBSCRIBED AND SWORN to before me this **AUG 26 2021** at Quezon City, Philippines, affiants exhibiting to me the following identifications bearing their photograph and signature:

Name	Passport/Driver's License/ TIN No.	Date/Place Issued
Rogelio M. Guadalquiver	123-305-015	Manila
Lester C. Yu	P1599517B	05-7-2019/ DFA NCR East
Calvin C. Yu	P1661598B	04-15-2019/ DFA Manila
Madelene T. Sayson	P3402662A	06-15-2017/ DFA NCR East
Dennis T. Beng Hui	P3650169A	07-11-2017/ DFA Manila
Shirley O' Tan	112-174-810	Quezon City
Bambi Maureen E. Donato	161-637-757	San Juan

Doc. No.: 473
Page No.: 100
Book No.: XXI
Series of 2021.


ATTY. MA. PERLA P. CABRERA
NOTARIAL COMM. EXPIRED ON DEC. 31, 2021
ADM. MATTER NO. NP-057 (2020-2021)
PTR. # 0683153 11-04-21 Q.C.
IBP. O.R. # 11032/14210QC
ROLL OF ATTORNEY NO. 44573
MCLE COMPLIANCE NO. VI-0026703
ADDRESS 8-16 IRIGA ST., SMH QUEZON CITY
VALID UNTIL APRIL 14, 2022



Markets and Securities Regulation Department

August 26, 2022

FRUITAS HOLDINGS, INC.
60 Cordillera St. cor. E. Rodriguez Sr. Ave.,
Brgy. Dona Josefa, Quezon City
1113 Philippines
Tel No.: +632 243 1741 loc. 117

Attention: **LESTER C. YU**
President and Chief Executive Officer

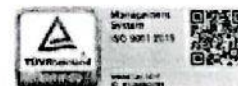
Subject: **REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:

This is in connection with the request for comment and/or recommendation of **FRUITAS HOLDINGS, INC.** (the "Company") relative to its application for approval of the following amendment in its Amended Articles of Incorporation, to wit:

From	To
Secondary Purpose	Secondary Purpose
XXX	XXX
10. To conduct and transact any and 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 or 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 one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.	10. To conduct and transact any and 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 or 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 one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.
	<u>11. To assume, undertake, guarantee, or secure, whether as solidary obligor, surety, guarantor, or security provider, or in any other capacity, and either on its general credit or on the mortgage or security over any of its property, the whole or any part of the liabilities and obligations of any of its direct or indirect parent, stockholders,</u>

The SEC Headquarters, 7907 Makati Avenue
Salcedo Village, Bel-Air, Makati City
(+63 2) 8918 0921
www.sec.gov.ph | imessagem@sec.gov.ph



	<u>subsidiaries, or affiliates, or any person, firm, association, or corporation, whether domestic or foreign, in which the corporation has lawful interest and for the benefit of the corporation.</u>
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Upon review of the request and documents annexed thereto, and the Company records, it appears that the proposed amendment is consistent with the disclosures made by the Company; hence, on this basis, the MSRD **does not interpose any objection** to the application for amendment of the Amended Articles of Incorporation. Thus, within five (5) days from the approval of such amendment, FRUITAS HOLDINGS, INC. shall file a duly accomplished Current Report (SEC Form 17-C), disclosing the Commission's approval of said amendment. The Company is also reminded to file an amended General Information Sheet, if applicable, within seven (7) days after such change accrued or become effective.

The Department, nonetheless, defers to the discretion of the Commission's Company Registration and Monitoring Department whether it will adopt our recommendations contained herein considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-Laws. Moreover, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Revised Corporation Code of the Philippines.

Finally, the Commission is not precluded from acting later on any matter, such as but not limited to the conduct of audit of the Company's activities, its books and records, and imposition of appropriate sanctions upon proper findings of violations committed by the Company, if any, to ensure full compliance with the provisions of Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO JR.
Director

Copy Furnished:
Company Registration and
Monitoring Department
Securities and Exchange Commission

RECEIVED BY:

(Signature over Printed Name of Authorized Representative)

(Name of Company/ Date Received)



SEC Main Office
Ground Floor, Secretariat Building, PICC Complex, Pasay City, Metro Manila

electronic Official Receipt

Transaction Details

eOR Number	20221020-PM-0031929-68
Transaction Number	20221020121212800110170290630950294
Payment Date	October 20, 2022 02:22 PM
Payment Scheme	gcash
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20220908-5933830
PAF Date	2022-09-08 09:32:57
Payor Name	FRUITAS HOLDINGS INC.
Payor Address	QUEZON CITY

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Documentary Stamp Tax	4010401000(4010401)	30.00
3	Legal Research Fee (A0823)	2020105000(131)	10.00
TOTAL			1,040.00

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



Machine Validation:



Republic of the Philippines

DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307

**PAYMENT ASSESSMENT FORM**

No. 20220908-5933830

DATE 09/08/2022	RESPONSIBILITY CENTER CRMD
PAYOR: FRUITAS HOLDINGS INC. QUEZON CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended Articles of Incorporation		4020102000 (606)	1,000.00
Legal Research Fee (A0823)		2020105000 (131)	10.00
Documentary Stamp Tax	1	4010401000 (4010401)	30.00
----NOTHING FOLLOWS----			
TOTAL AMOUNT TO BE PAID			Php 1,040.00
Assessed by: mmvelasquez		Amount in words: ONE THOUSAND FORTY PESOS AND 00/100	
Remarks:			

Payment Options

- Online payment thru SEC Payment Portal
 - <https://espaysec.sec.gov.ph>
- Over the Counter Payments
 - SEC Cashier Office
 - Selected Landbank Branches

SEC BIR Accounts - DST

SEC Clearing Account	SEC Office
3752-1002-75	Head Office / NCR
0072-1178-59	Tarlac
0222-1003-48	Baguio
0132-1123-98	Legazpi
3302-1046-88	Iloilo
3162-1098-20	Bacolod
0142-1085-85	Cebu
0192-0639-30	Zamboanga
0152-1090-08	Cagayan De Oro
0162-1090-73	Davao

SEC BTR Accounts - LRF

SEC Clearing Account	SEC Office
3402-2319-20	Head Office / Tarlac
3402-2319-38	Baguio
3402-2319-46	Legazpi
3402-2319-54	Iloilo / Bacolod
3402-2319-62	Cebu
3402-2319-70	Zamboanga
3402-2319-89	Cagayan De Oro
3402-2319-97	Davao

Breakdown Summary

FUND ACCOUNT	AMOUNT	ACCOUNT #
BIR Account - DST	30.00	see SEC BIR accounts
SEC RCC Current Account	1,000.00	3752-1001-43
BTR Account - LRF	10.00	see SEC BTR accounts
TOTAL	Php 1,040.00	

Notes:

- This form is valid for forty-five (45) calendar days from the date of Payment Assessment Form (PAF)
- Accepted modes of payment at SEC Main Office, Pasay City:
 - Cash
 - Manager's/Cashier's Check
 - Postal Money Order
- Accepted modes of payment at selected Landbank branches:
 - Cash
 - Manager's/Cashier's Check payable to the Securities and Exchange Commission
- For check payment, please prepare separate checks per fund account as indicated on the breakdown summary. All checks must be payable to Securities and Exchange Commission
- For over the counter payment at LandBank, preparation of oncoll payment or deposit slip shall be per fund account as indicated on the breakdown summary.
 - If fund code is BTR, use an oncoll payment slip.
 - If fund code is BIR, REIT, SRC or RCC, use a regular deposit slip.
- Send through email the copy of the machine-validated oncoll payment slip / deposit slip to the issuer of this PAF to confirm that payment has been made.
- For National Capital Region, payments are only allowed through the following Landbank Branches: EDSA Greenhills, EDSA Congressional, Araneta EO, YMCA, DOTC, Ortigas EO, Muntinlupa, and North Avenue

ANY ALTERATIONS WILL INVALIDATE THIS FORM

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AMENDMENT

C S 2 0 1 5 0 3 0 1 4

Former Company Name

F R U I T A S H O L D I N G S I N C .

AMENDED TO:
New Company Name

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

N O . 6 0 C O R D I L L E R A S T . B R G Y . D O N
A J O S E F A Q U E Z O N C I T Y
M E T R O M A N I L A

ZIP CODE

1 1 1 3

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

Mobile Number

ipo.compliance@fruitasholdings.com

(02) 243-1741

0967-7824286

CONTACT PERSON INFORMATION

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

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

Rushell A. Salvador

rushell.salvador@fruitasholdings.com

(02) 420-9447

09677824286

Contact Person's Address

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"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

Compliance Monitoring Division

AMENDED ARTICLES OF INCORPORATION
OF
FRUITAS HOLDINGS, INC.¹
(Formerly: The Lush Company Inc.)

Know All Men By These Presents:

That the undersigned incorporators, all of legal age, all of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines:

THAT WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be:

FRUITAS HOLDINGS, INC.²
(Formerly: The Lush Company, Inc.)

SECOND: A. That the purpose of the corporation is:

PRIMARY PURPOSE

To invest in, hold, own purchase, acquire, lease, contract, operate, improve, develop, manage, grant, sell, exchange, or otherwise dispose of real and personal properties of every kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness of any other corporation, association, firm, or entity, domestic or foreign, where necessary or appropriate and to possess and exercise in respect thereof of all the rights, powers and privileges of ownership, including all voting powers of any stock so owned, without acting as or engaging in the business of an investment company, or dealer or broker in securities,

SECONDARY PURPOSE

1. To act as managers or managing agents or persons, firms, associations, corporations, partnerships, and other entities; to provide management investment and technical advice for commercial, industrial and other kinds of enterprises; and to undertake, carry on, assist or participate in the promotion, organizations, management, liquidation, or reorganization of corporations, partnerships and other entities
2. To purchase, acquire, own, lease, except financial lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital debentures and other evidences of indebtedness, or other securities, as may be deemed expedient for any business or property acquired by the corporation.
3. To borrow or raise money from not more than nineteen (19) lenders including its stockholders necessary to meet the financial requirements of its business by the issuance of 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.

¹ As amended on February 15, 2017.

² As amended on February 15, 2017.

4. To invest and deal with moneys and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest 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.

5. To aid in any manner any corporation, association or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise.

6. To enter into any lawful arrangement for sharing profits, union of interests, unitization of farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

7. To acquire, or obtain from any government or authority, national, provincial, municipal, or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses, and concessions as may be conducive to any of the objects of the corporation.

8. To establish and operate one or more offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise deal in and with real and personal property anywhere Within the Philippines.

9. To distribute dividends, the surplus profits of the corporation to the stockholders thereof in kind or in cash, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and

10. To conduct and transact any and 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 or 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 one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation

11. "To assume, undertake, guarantee, or secure, whether as solidary obligor, surety, guarantor, or security provider, or in any other capacity, and either on its general credit or on the mortgage or security over any of its property, the whole or any part of the liabilities and obligations of any of its direct or indirect parent, stockholders, subsidiaries, or affiliates, or any person, firm, association, or corporation, whether domestic or foreign, in which the corporation has lawful interest and for the benefit of the corporation."⁷

B. That the corporation shall have all the express powers of a corporation as provided under Section 36 of the Corporation Code of the Philippine

THIRD: That the place the principal office of the corporation is to be established at No. 60 Cordillera St., Barangay Dona Josefa, Quezon City, 1113.³

FOURTH: That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

⁴As amended on February 15, 2017

⁷As amended on July 27, 2021

FIFTH: That the names, nationalities, and residences of the incorporators as follow:

Name	Nationality	Residence
1. Lester C. Yu	Filipino	#288 Escolta St, Binondo Manila
2. Jonathan G. Co	Filipino	25K Soliven Ave, 3 Loyola Grand Villas, Marikina City
3. Melanie S. Legaspi	Filipino	#67 M Ponce St, Bagong Barrio, Caloocan City
4. Sherlyn U. Gonzales	Filipino	Unit-F #81 Florentino St, Sto. Domingo, Quezon City
5. Roselyn A. Legaspi	Filipino	45A Cordillera St, Don Manuel, Quezon City

SIXTH: That the number of directors of said corporation shall be SEVEN (7), at least three (3) of whom shall be independent, and that names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided the by-laws are as follows. ⁴

Name	Nationality	Residence
1. Lester C. Yu	Filipino	#288 Escolta St, Binondo Manila
2. Jonathan G. Co	Filipino	25K Soliven Ave, 3 Loyola Grand Villas, Marikina City
3. Melanie S. Legaspi	Filipino	#67 M Ponce St, Bagong Barrio, Caloocan City
4. Sherlyn U. Gonzales	Filipino	Unit-F #81 Florentino St, Sto. Domingo, Quezon City
5. Roselyn A. Legaspi	Filipino	45A Cordillera St, Don Manuel, Quezon City

SEVENTH: That the authorized capital stock of the corporation is **FIVE HUNDRED MILLION PESOS (500,000,000.00)** in lawful money of the Philippines, divided into (a) 3,000,000,000 shares of Preferred Stock with a par value of One Centavos (P0.01) per share and (b) 4,700,000,000 shares of common stock with par value of Ten Centavos (0.10) per share. All shares of the Corporation, whether Preferred Stock or Common Stock, shall enjoy the same rights and privileges, except as otherwise specified in these Articles of Incorporation and indicated on the corresponding certificates of stock. For avoidance of doubt, both Preferred Stock and Common Stock shall enjoy voting rights.

Each Preferred Stock shall have its class clearly designated on the face of the share certificate.

Each Preferred Stock shall be entitled to a fixed annual dividend ("Guaranteed Dividend") calculated at 2.5% of its par value per annum with no participation in further dividends declared and paid to the Common Stock or any other class or series of stock. The Guaranteed Dividend shall be cumulative such that if, for any given year, the Guaranteed Dividend is not declared in full due to the insufficiency of the unrestricted retained earnings for such years the deficiency shall be a charge upon the unrestricted retained earnings of the subsequent years after declaration of Guaranteed Dividends for such years, if any, until such deficiency shall have been declared as dividends.

The Guaranteed Dividend shall, upon declaration by the Corporation's Board of Directors, be payable in cash within 120 days from the close of the Corporation's calendar year for which such Guaranteed Dividend was declared. If the due date for payment of any amount in respect of any Preferred Share is not a day on which banks are generally open in the Philippines (a "Business Day"), then the holder shall not be entitled to payment of the amount due until the next following Business Day and shall not be entitled to any interest or other payment in respect of any such day.

⁴As amended on February 15, 2017 and on October 19, 2017

The Preferred Stock shall not be convertible into Common Stock.⁵

No stockholder of the Corporation shall, because of his/its ownership of stock, have pre-emptive right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying the options or warrants to purchase stock of the Corporation. Any part of such stock or other securities may at any time be issued, optioned for sale, or sold or disposed of by the Corporation pursuant to a resolution of its Board of Directors, to any person, whether or not such person is a stockholder of the Corporation and upon such terms and conditions as such Board may deem proper without first offering such stock or securities or any part thereof to existing or other stockholders.

EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follow

Name	Nationality	TIN	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Lush Properties Inc.,	Filipino	008-111-146	26,000,000	₱26,000,000.00	₱6,500,000.00
Fruitagroup Inc.	Filipino	007-812-677	26,000,000	26,000,000.00	6,500,000.00
Buko ni Frutas Inc.	Filipino	238-383-045	26,000,000	26,000,000.00	6,500,000.00
Lush Enterprises Corporation	Filipino	206-787-265	26,000,000	26,000,000.00	6,500,000.00
Ral Properties Inc.	Filipino	008-581-119	10,000,000	10,000,000.00	2,500,000.00
Lester C. Yu	Filipino	191-309-944	10,250,000	10,250,000.00	2,562,500.00
Jonathan G Co	Filipino	103-391-878	100,000	100,000.00	25,000.00
Melanie S. Legaspi	Filipino	257-846-975	100,000	100,000.00	25,000.00
Sherlyn U Gonzales	Filipino	257-847-298	250,000	250,000.00	62,500.00
Roselyn A. Legaspi	Filipino	206-658-508	300,000	300,000.00	75,000.00
Total			125,000,000	₱125,000,000.00	₱31,250,000.00

The Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Boards of the Philippine Stock Exchange, Inc. (the "Exchange") dated 6 June 2013 subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement.⁶

NINTH: That all shares may be purchased or taken up by the corporation at the option of the corporation to the extent permitted by law and upon such terms and conditions as may be mutually agreed upon between the subscriber and the corporation.

TENTH: That all shares taken by the corporation may be reissued at the original issued value of the shares and under the same terms and conditions existing at the time of the original issuance.

ELEVENTH: 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.

TWELFTH: That Melanie S. Legaspi 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, she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

THIRTEENTH: That the incorporators undertake to change the name of the corporation as herein provided or as amended thereafter 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 the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

⁵ As amended on October 19, 2017

⁶ As amended on October 19, 2017

ACKNOWLEDGEMENT

Republic of the Philippines)

 City QUEZON CITY

BEFORE ME, a Notary Public in and for QUEZON CITY, Philippines, this
____ day of JAN 07, 2019, personally appeared and exhibited to me the following described
competent evidence of identity:

Name	TIN
Lester C. Yu	191-309-944
Jonathan G. Co	103-391-878
Melanie S. Legaspi	257-846-975
Sherlyn U. Gonzales	257-847-298
Roselyn A. Legaspi	206-658-508

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


J. MALIBON A. FERRERA

NOTARY PUBLIC
COMMISSIONED 2014 to 2015

Acc. Mat. No. 10-84 (2014-2015)

PTR No. 127 - Jan. 02, 2014

IBP No. 9-036 - Dec. 03, 2013

ACLE NO. 14-0021159- July 9, 2013

ROLL NO. 44573

COAST GUARD, QUEZON CITY

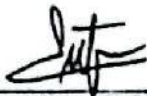
Doc. No. 4966
Page No. 10
Book No. X
Series of 2014

shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

TWELFTH: That Melanie S. Legaspi 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, she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

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

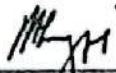
IN WITNESS WHEREOF, we have set our hands and seals this 07 day of JAN 07 2015, 2013 at Q.C. City.



Lester C. Yu
TIN 191-309-944



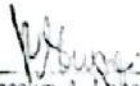
Jonathan G. Co
TIN 103-391-878



Melanie S. Legaspi
TIN 257-846-975



Stephen M. Gonzales
TIN 257-847-293



Roselyn A. Legaspi
TIN 206-688-108

WITNESSES:



REPUBLIC OF THE PHILIPPINES)
QUEZON CITY, METRO MANILA) s.s.

SECRETARY'S CERTIFICATE

I, **MARVIN C. YU**, of legal age, Filipino, with office address at No. 60 Cordillera Street, Brgy. Dona Josefa, Quezon City, after having been duly sworn, hereby depose and state that:

1. I am the Corporate Secretary of **FRUITAS HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under Philippine Laws, with address at #60 Cordillera Street, Brgy. Dona Josefa, Quezon City; and
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court or tribunal involving an intra-corporate dispute, and/or claim by any person or group against the Board of Directors, individual directors, stockholders, and/or major corporate officers of the Corporation, and vice-versa.

IN WITNESS WHEREOF, I hereby affix my signature this ~~AUG 26 2021~~ at QUEZON CITY.

Marvin Yu
MARVIN C. YU
Corporate Secretary

~~AUG 26 2021~~ AND SWORN TO before me in Quezon City, Philippines on ~~AUG 26 2021~~, affiant personally known to me and appeared before me exhibits his TIN ID No. 214-877-469 bearing his photograph and signature.

Doc. No. 494;
Page No. 100;
Book No. XIV;
Series of 2021.

[Signature]
ATTY. MA. PERLITA P. CABRERA
Notarial Commission Expires on 31 Dec 2021
PTR No. 033159; 1-04-21, Q.C.
IBP O.R. No. 141312; 1-04-21, Q.C.
Roll of Attorneys No. 44573
MCLE Compliance No. VI-0025703
(Valid until April 14, 2022)

DIRECTORS' CERTIFICATE OF
AMENDMENT OF THE ARTICLES OF INCORPORATION
OF
FRUITAS HOLDINGS, INC.



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Chairman, Secretary and at least a majority of the members of the Board of Directors of **FRUITAS HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under Philippine laws, and with principal address at No. 60 Cordillera Street, Barangay Dona Josefa, Quezon City, do hereby certify that:

1. A special meeting of the Board of Directors was duly called and held at the principal office of the Corporation on July 27, 2021. Subsequently, the Annual Stockholders Meeting of the Corporation was held via remote communication where the Board of Directors were present at the principal office of the Corporation on July 27, 2021.
2. At the said meetings, the Board of Directors and stockholder owning and/or representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation, on motion duly made and seconded, unanimously approved the amendment of the Articles of Incorporation of the Corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to following:

(A) Addendum to Secondary Purposes

11. " To assume, undertake, guarantee, or secure, whether as solidary obligor, surety, guarantor, or security provider, or in any other capacity, and either on its general credit or on the mortgage or security over any of its property, the whole or any part of the liabilities and obligations of any of its direct or indirect parent, stockholders, subsidiaries, or affiliates, or any person, firm, association, or corporation, whether domestic or foreign, in which the corporation has lawful interest and for the benefit of the corporation."

We further certify that the attached Amended Articles of Incorporation is true and correct copy thereof.

IN WITNESS WHEREOF, the undersigned Directors, Chairman and Secretary of the stockholders' and directors' meeting have hereunto set their hands this July 27, 2021.



ROGELIO M. GUADALQUIVER

Chairman

TIN: 123-305-015



CALVIN F. CHUA

Director

TIN: 211-386-338



LESTER C. YU

Director

TIN: 191-309-944



MADELENE TIMBAS-SAYSON

Director

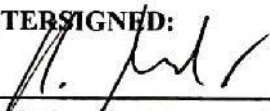
TIN: 294-685-820

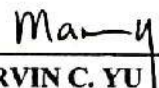

DENNIS T. BENG HUI
Director
TIN: 130-122-316


SHIRLEY O' TAN
Director
TIN: 112-174-810


BAMBI MAUREEN E. DONATO
Director
TIN: 161-637-757

COUNTERSIGNED:


ROGELIO M. GUADALQUIVER
Chairman of the Stockholders' Meeting

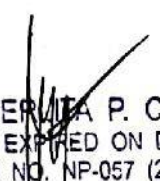

MARVIN C. YU
Secretary of the Stockholders' Meeting

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY, METRO MANILA) s.s.

SUBSCRIBED AND SWORN to before me this **AUG 26 2021** at Quezon City, Philippines, affiants exhibiting to me the following identifications bearing their photograph and signature:

Name	Passport/Driver's License/ TIN No.	Date/Place Issued
Rogelio M. Guadalquiver	123-305-015	Manila
Lester C. Yu	P1599517B	05-7-2019/ DFA NCR East
Calvin C. Yu	P1661598B	04-15-2019/ DFA Manila
Madelene T. Sayson	P3402662A	06-15-2017/ DFA NCR East
Dennis T. Beng Hui	P3650169A	07-11-2017/ DFA Manila
Shirley O' Tan	112-174-810	Quezon City
Bambi Maureen E. Donato	161-637-757	San Juan

Doc. No.: 493
Page No.: 100
Book No.: XXIII
Series of 2021.


ATTY. MA. PERLA P. CABRERA
NOTARIAL COMM. EXPIRED ON DEC. 31, 2021
ADM. MATTER NO. NP-057 (2020-2021)
PTR. # 0683152 / 1 - 04 - 21 Q.C.
IBP. O.R. # 41032 / 14210QC
ROLL OF ATTORNEY NO. 44573
MCLE COMPLIANCE NO. VI - 0026703
ADDRESS 8-25 IRIGA ST., SMH QUEZON CITY
VALID UNTIL APRIL 14, 2022



Markets and Securities Regulation Department

August 29, 2022

FRUITAS HOLDINGS, INC.
60 Cordillera St. cor. E. Rodriguez Sr. Ave.,
Brgy. Dona Josefa, Quezon City
1113 Philippines
Tel No.: +632 243 1741 loc. 117

Attention: **LESTER C. YU**
President and Chief Executive Officer

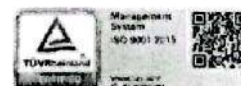
Subject: **REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:

This is in connection with the request for comment and/or recommendation of **FRUITAS HOLDINGS, INC.** (the "Company") relative to its application for approval of the following amendment in its Amended Articles of Incorporation, to wit:

From	To
Secondary Purpose	Secondary Purpose
XXX	XXX
10. To conduct and transact any and 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 or 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 one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.	10. To conduct and transact any and 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 or 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 one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.
	<u>11. To assume, undertake, guarantee, or secure, whether as solidary obligor, surety, guarantor, or security provider, or in any other capacity, and either on its general credit or on the mortgage or security over any of its property, the whole or any part of the liabilities and obligations of any of its direct or indirect parent, stockholders,</u>

The SEC Headquarters, 7907 Makati Avenue
Salcedo Village, Bel-air, Makati City
(+63 2) 8818 0921
www.sec.gov.ph | lmessage@sec.gov.ph



	<u>subsidiaries, or affiliates, or any person, firm, association, or corporation, whether domestic or foreign, in which the corporation has lawful interest and for the benefit of the corporation.</u>
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Upon review of the request and documents annexed thereto, and the Company records, it appears that the proposed amendment is consistent with the disclosures made by the Company; hence, on this basis, the MSRD **does not interpose any objection** to the application for amendment of the Amended Articles of Incorporation. Thus, within five (5) days from the approval of such amendment, FRUITAS HOLDINGS, INC. shall file a duly accomplished Current Report (SEC Form 17-C), disclosing the Commission's approval of said amendment. The Company is also reminded to file an amended General Information Sheet, if applicable, within seven (7) days after such change accrued or become effective.

The Department, nonetheless, defers to the discretion of the Commission's Company Registration and Monitoring Department whether it will adopt our recommendations contained herein considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-Laws. Moreover, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Revised Corporation Code of the Philippines.

Finally, the Commission is not precluded from acting later on any matter, such as but not limited to the conduct of audit of the Company's activities, its books and records, and imposition of appropriate sanctions upon proper findings of violations committed by the Company, if any, to ensure full compliance with the provisions of Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO JR.
Director

Copy Furnished:
**Company Registration and
Monitoring Department**
Securities and Exchange Commission

RECEIVED BY:

(Signature over Printed Name of Authorized
Representative)

(Name of Company/ Date Received)