



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. CS201503014

**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

FRUITAS HOLDINGS, INC.

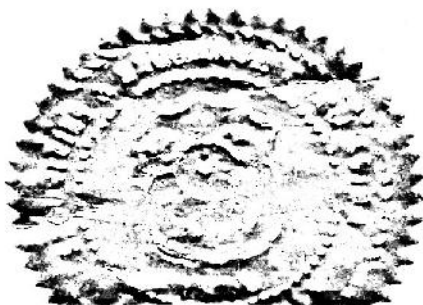
(Formerly: THE LUSH COMPANY, INC.)

(Amending Articles I, III, VI & VII change in par value from P1.00 to P0.01 thereof.)

copy annexed, adopted on February 15, 2017 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 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 6th day of October, Twenty Seventeen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

101 Application at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

C S 2 0 1 5 0 3 0 1 4

Company Name

T H E L U S H C O M P A N Y , I N C .

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

6 8 D A T A S T R E E T , B A R A N G A Y D O N

M A N U E L , Q U E Z O N C I T Y

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

The designated contact person MUST be an Officer of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

HELEN CALLEJA

N/A

330-2889

Contact Person's Address

No. 60 Cordillera St., Brgy. Josefa Quezon City

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor:

Document I.D.

Received by Corporate Filing and Records and Division (CFRD)

Forwarded to:

Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

AMENDED
ARTICLES OF INCORPORATION
OF
FRUITAS HOLDINGS, INC.
(As Amended February 15, 2017
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.
(As Amended February 15, 2017
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, form, 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.

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

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

THIRD: That the place where the principal office of the corporation is to be established at No. 60 Cordillera St., Brgy. Dona Josefa, Quezon City, 1113. (As amended on February 15, 2017)

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.

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

Name	Nationality	Residence (Complete Address)
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

SIXTH: That the number of directors of said corporation shall be SEVEN (7) and that names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: *(As amended on February 15, 2017)*

Name	Nationality	Residence (Complete Address)
Lester C. Yu	Filipino	#288 Escolta St., Binondo Manila
Jonathan G. Co	Filipino	25K Soliven Ave., 3 Loyola Grand Villas, Marikina City
Melanie S. Legaspi	Filipino	#67 M Ponce St., Bagong Barrio, Caloocan City
Sherlyn U. Gonzales	Filipino	Unit-F #81 Florentino St., Sto. Domingo, Quezon City
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 (P500,000,000.00)** in lawful money of the Philippines, divided into *Five Billion (5,000,000,000)* shares with par value of *Ten Centavos (P0.10)* per share. *(As amended on February 15, 2017)*

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 follows:

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

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.

...of 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.

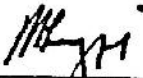
IN WITNESS WHEREOF, we have set our hands this day of JAN 07 2015
2013 at P.C. City.



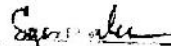
Lester C. Yu
TIN 191-309-944



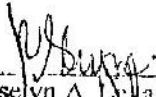
Jonathan G. Co
TIN 103-391-878



Melanie S. Legaspi
TIN 257-846-975

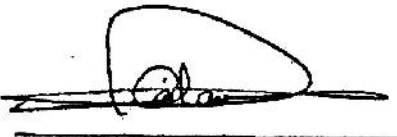


Sherry U. Gonzales
TIN 257-847-298



Roselyn A. Legaspi
TIN 206-638-308

WITNESSES:




City QUEZON CITY

BEFORE ME, a Notary Public in and for QUEZON CITY City, Philippines, this
day of JAN 07 2015 personally appeared and exhibited to me the following described
competent evidence of identity:

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


ATTY. MA. PERLITA P. GABRERA

NOTARY PUBLIC

UNTIL DEC. 31, 2014 to 2015

Adm. Matter No. NI-084(2014-2015)

PTR NO. 908727 - Jan. 02, 2014

IBP NO. 915086 - Dec. 03, 2013

MCLE NO. IV-0021189- July 9, 2013

ROLL NO. 44573

400 BRIGAS ST. SM PLAZA NORTH, QUEZON CITY

Doc. No. 4964

Page No. 10

Book No. X

Series of 2014

REPUBLIC OF THE PHILIPPINES)

QUEZON CITY

)S.S

TREASURER'S AFFIDAVIT

I, MELANIE S. LEGASPI, being duly sworn to, depose and say:

That I am the elected Treasurer of THE LUSH COMPANY, INC.;

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

That I certify that at least twenty five percent (25%) of the authorized capital stock of the above mentioned corporation has been subscribed and at least twenty five (25%) of the subscription in the amount of THIRTY ONE MILLION TWO HUNDRED FIFTY THOUSAND PESOS ONLY (31,250,000.00) 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 DEC 15 2014 day of QUEZON CITY, 2014 in Quezon City M.M.


MELANIE S. LEGASPI
Treasurer

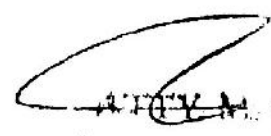
SUBSCRIBED AND SWORN TO before me this DEC 15 2014 day of QUEZON CITY, 2014 at QUEZON CITY affiant exhibited to me her TIN No. 257-846-975.

Doc. No. 2746

Page No. 71

Book No. IX

Series of 2014


NOTARY PUBLIC

UNITED, DEC. 31, 2014 to 2015
Adm. No. NP-084(2014-2015)
PTR No. 9015727 - Jan. 02, 2014
IBP No. 915086 - Dec. 03, 2013
MCLE No. IV-0021182 - July 9, 2013
ROLL NO. 44573

SECRETARY'S CERTIFICATE

I, SHERLYN U. GONZALES, Filipino, of legal age, married and with address at Unit F81 P. Florentino, Sto. Domingo, Quezon City, after having been sworn in accordance with law, hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of THE LUSH COMPANY, INC. (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office located within Metro Manila
2. To the best of my knowledge, no action or 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.
3. This certificate is being issued for purposes of attesting to the truth of the foregoing and for any and all legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of February, 2017 at Quezon City, Metro Manila, Philippines.

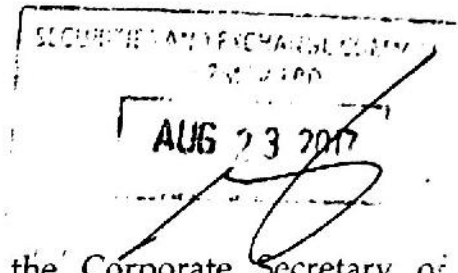

SHERLYN U. GONZALES
Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAR 24 2017 day of _____
at MAKATI CITY, affiant exhibited to me his Tax Identification No. 257-847-298.

Doc. No. 822
Page No. 92
Book No. Y
Series of 2017.

ATTY. GERVACIO B. ORTIZ, JR.
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2018
PTR NO. 5909514 / 01-03-2017 / MAKATI
JEP NO. 656155 / IP TIME MEMBER

DIRECTOR'S CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Directors and the Corporate Secretary of THE LUSH COMPANY, INC., do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a special meeting held on February 15, 2017 at the principal office of the corporation.

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

(1) CHANGE IN THE NAME OF THE CORPORATION IN THE FIRST ARTICLE

FIRST: That the name of the corporation shall be:

FRUITAS HOLDINGS, INC.
(As Amended February 15, 2017)

(2) CHANGE IN THE PRINCIPAL OFFICE OF THE CORPORATION IN THIRD ARTICLE

THIRD: That the place where the principal office of the Corporation is to be established at No. 60 Cordillera St., Brgy. Dona Josefa, Quezon City, 1113

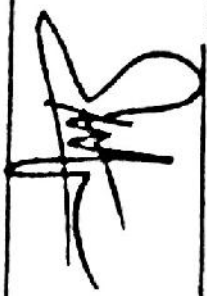
(3) CHANGE IN THE NUMBER OF BOARD OF DIRECTORS

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

(4) CHANGE IN THE NUMBER AND PAR VALUE OF THE CORPORATION'S AUTHORIZED CAPITAL FROM FIVE HUNDRED MILLION SHARES WITH PAR VALUE OF ONE PESO (P1.00) TO FIVE BILLION SHARES WITH PAR VALUE OF TEN CENTAVOS (P0.10)

SEVENTH: That the authorized capital stock of the corporation is **FIVE HUNDRED MILLION (P500,000,000.00)** Pesos in lawful money of the Philippines, divided into Five Billion (5,000,000,000) shares with par value of Ten Centavos (P0.10)

IN WITNESS WHEREOF, we have hereunto signed these presents on this _____
at _____, Metro Manila.



ESTER C. YU

President/Chairman of Meeting/Director

TIN: 191-309-944



MADELENTE TIMBAS

Vice President/Director

TIN: 294-685-820



HERLYN U. GONZALES

Corporate Secretary/Director

TIN: 257-847-298



ROSELYN A. LEGASPI

Director

TIN: 206-658-508



MELANIE S. LEGASPI

Treasurer/Director

TIN: 257-846-975