



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

COMPANY REG. NO. CS201619734

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

CHELSEA LOGISTICS CORP.
(Formerly: CHELSEA SHIPPING GROUP CORP.)
(Amending Article I & VI thereof.)

copy annexed, adopted on November 28, 2016 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 21st day of December, Twenty Sixteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

**AMENDED
ARTICLES OF INCORPORATION**

OF

CHELSEA LOGISTICS CORP.
(Formerly CHELSEA SHIPPING GROUP CORP.)
(As amended on November 28, 2016)

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom 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 this corporation shall be:

CHELSEA LOGISTICS CORP.
(formerly CHELSEA SHIPPING GROUP CORP.)
(As Amended on November 28, 2016)

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

To act as manager or managing agent of persons, associations, corporations, partnerships and other entities providing management, investment and technical advice; and to undertake, carry on, assist or participate in the organization, management, operation of corporations, partnerships and other entities engaged in commercial, industrial, manufacturing, shipping and other kinds of enterprises, except the management of funds, securities, portfolio or similar assets of the managed entities or corporation;

SECONDARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, lease except financial leasing, franchise, license, work, improve, divide, sell, assign, transfer, mortgage, pledge, exchange or otherwise handle, deal in, and dispose of shipping corporation, real and personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness and other securities or obligations of any other corporation or association, domestic or foreign, and to pay therefore in money or by exchanging therefore stocks, bonds or other evidences of indebtedness or securities of this or any other corporation and, while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such properties, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, without engaging in the stock brokerage business or as dealer of securities.

To engage in maritime trade in the conveyance or carriage of petroleum products, goods, wares and merchandise of every kind and description, including but not limited to general cargo handling, loading, transporting, discharging, and storing, over oceans, seas, lakes, rivers, canals, bays, harbours, and other waterways in the Philippines;

To own, purchase, import, lease, charter or otherwise acquire tankers, barges, bulk carriers, lighters, tugboats, and other mercantile vessels of whatever class and description, and all kinds of machinery, equipment, apparatus, tools, accessories, appurtenances, appliances and furniture, useful necessary and convenient to carry on the main business of the Corporation;

To borrow money from not more than 19 lenders including its stockholders, from any person or from any private and/or government lending or financing institutions or banks and to secure said loans with any real or personal properties of the Corporation to the extent that this may be necessary in the conduct of the business of the Corporation;

To invest the money and develop the properties of the Corporation in such manner as may from time to time be considered necessary for the advancement of the interests of the Corporation and to sell, transfer, convey or otherwise dispose of the interest, goodwill, properties and undertakings of the Corporation under such terms, conditions and considerations as it shall see fit and appropriate under the circumstances;

To purchase, acquire, take over, carry on, maintain, operate, or manage, all or any part of the property, business, rights, franchises, assets, or goodwill of any corporation, firm, person, company, syndicate, partnership or association, which has objects and purposes identical, similar, analogous or subsidiary to any of the purposes or objects of the Corporation and to pay for the same in cash, property, stocks, bonds, debentures, or other obligations and assets of the Corporation, except as to management of funds, securities portfolio and similar assets of other firms or entities; and

To do and perform all other acts and things and to transact other activities as may be directly or indirectly connected, intertwined or interrelated with the business of the Corporation and for the attainment of its purposes that are not otherwise prohibited by law.

B. That the corporation shall have all the express powers of a corporation as provided for 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 is at:

No./Street Stella Hizon Reyes Road (If applicable)
Bo. Pampanga,
City/Town Davao City 8000 Province _____

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)
<u>DENNIS A. UY</u>	<u>FILIPINO</u>	<u>Lots 2-4, Tulip Lane, Ladislawa Garden Village, Davao City</u>
<u>DOMINGO T. UY</u>	<u>FILIPINO</u>	<u>Misamis St., Insular Village Phase 2, Lanang, Davao City</u>
<u>CHRYS ALFONSO V. DANAY</u>	<u>FILIPINO</u>	<u>P2 L16 Prosperity St., SPDA Vill. Catalunan Pequeno, Davao City</u>
<u>IGNACIA S. BRAGA IV</u>	<u>FILIPINO</u>	<u>B5 L16 P4 Coral Tree Grove, Woodridge Park Subd, Maa, Davao</u>
<u>MS. HENEDINA V. SAN JUAN</u>	<u>FILIPINO</u>	<u>Unit 313, Nile Bldg, Riverfront Res. Dr. Sixto Antonio Ave., Pasig City</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

SIXTH: That the number of directors of said corporation shall be **NINE (9)** and that the 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 November 28, 2016)

NAME	NATIONALITY	RESIDENCE (Complete Address)
DENNIS A. UY	FILIPINO	Lots 2-4, Tulip Lane, Ladislawa Garden Village, Davao City
DOMINGO T. UY	FILIPINO	Misamis St., Insular Village, Phase 2, Lanang, Davao City
CHRYSS ALFONSUS V. DAMUY	FILIPINO	P2 L16 Prosperity St., SPDA Village, Catalunan, Pequeno, Davao City
IGNACIA S. BRAGA IV	FILIPINO	B5 L16 P4 Coral Tree Grove, Woodridge Park Subd., Maa, Davao City
MA. HENEDINA V. SAN JUAN	FILIPINO	Unit 313, Nile Bldg., Riverfront Res., Dr. Sixto Antonio Ave., Pasig City

SEVENTH: That the authorized capital stock of the corporation is TWO BILLION (P2,000,000,000.00) pesos in lawful money of the Philippines, divided into TWO BILLION (2,000,000,000) shares with the par value of ONE (P1.00) peso per share.

ELEVENTH: That the incorporators and directors 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 1st day of August 20 16 at TAGUIG CITY.

DENNIS A. UY
TIN 172-020-135

TIN

DOMINGO T. UY
TIN 102-664-155

TIN

TIN

TIN

CHRYS ALFONSUS V. DAMUY
TIN 913-898-959

TIN

IGNACIA S. BRAGA IV
TIN 108-038-078

TIN

TIN

TIN

MA. HENEDINA V. SAN JUAN
TIN 120-130-044

TIN

TIN

WITNESSES:

(All incorporators appearing on the fifth article and the two witnesses should affix their signatures on the blanks provided in this page above their respective names.)

ACKNOWLEDGEMENT

Republic of the Philippines)

TAGUIG CITY S.S.

BEFORE ME, a Notary Public in and for TAGUIG CITY Philippines, this day of AUG 17 2016, 20 personally appeared:

Name	Community Tax Certificate No.	Date & place Issued
DENNIS A. UY	TIN 172-020-135	
DOMINGO T. UY	TIN 102-664-155	
CHRYSS ALFONSUS V. DAMUY	TIN 913-898-959	
IGNACIA S. BRAGA IV	TIN 108-038-078	
MA. HENEDINA V. SAN JUAN	TIN 120-130-044	

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.

NOTARY PUBLIC

Until December 31, 20__

Doc. No. 21
Page No. U
Book No. 37
Series of 2010

ATTY. JOYCE A. MENDOZA
NOTARY PUBLIC AND IN
TAGUIG CITY, METRO MANILA

Print Finish



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **CHELSEA LOGISTICS CORP.** has been reserved from **December 13, 2016 to February 11, 2017.**

Reference Reservation Number (RRN): **RRN20161213134305352**

Type of Industry: **Inter Island Water Freight Transport**

Breakdown of Fees:

Reservation Fee: **Php 80.00**

TOTAL: Php 80.00

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

For SEC use only:
Override By: **lgdelisterio**
Reason: **Other Override Remark(s) - Other Override Remark(s) - w/ appeal letter; approved by Atty. D. Gabuyo dtd. 12.7.16' engaging in logistics activities**

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Print

Finish



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Notice:

This certifies that the name **CHELSEA LOGISTICS CORP.** has been reserved from **December 13, 2016 to February 11, 2017** by JEREMIAH PICASO ATTENTO.

Reference Reservation Number (RRN): **RRN20161213134305352**

Type of Industry: [I61104] Inter Island Water Freight Transport

Activation Key: **Ect57249zdG**

Payment Transaction Number: (refer to SEC Teller)

Reservation Fee: **Php 80.00**

Important Reminders:

Please pay within 4 days at any SEC office.

Please file your SEC Registration forms within the reservation period at SEC office.

You may also accomplish and print your SEC Registration forms online. For more details, please visit the **SEC i-Register** site at register.sec.gov.ph. In case you don't have an internet access, you may go to the nearest SECCCU Internet desk. You will be assisted by SECCCU staff during your online registration.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

Please remember the Activation Key and Reference Reservation Number printed on this reservation notice. These two codes will enable you to add your reservation on your Online Account.

You may reserve a company name for a maximum of 90 calendar days.

If you have not completed your company registration within the reservation period, you may apply for reservation extension online or at any SEC office.

If the reservation period has elapsed and you still have not completed your company registration, your company name reservation will be forfeited. In this case, you should verify and reserve the company name again.

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

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**DIRECTORS' CERTIFICATE TO THE
AMENDED ARTICLES OF INCORPORATION
OF**

CHELSEA SHIPPING GROUP CORP.



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned members of the Board of Directors, and Corporate Secretary of **CHELSEA SHIPPING GROUP CORP.**, a domestic corporation organized and existing under the laws of the Republic of the Philippines with principal address at Stella Hizon Reyes Road, Bo. Pampanga, Davao City:

DO HEREBY CERTIFY:

1. That a special meeting of the stockholders of **CHELSEA SHIPPING GROUP CORP.** (the "Corporation") was held on 28 November 2016 at the Corporation's satellite office in Taguig City, to consider and approve the recommendations of its Board of Directors to (1) change the name of the Corporation from Chelsea Shipping Group Corp. to "**CHELSEA LOGISTICS CORP.**", (2) increase the number of Directors from five (5) to nine (9), and the amendment for these purposes of Articles 1 and 6 of the Articles of Incorporation;

2. That at said special meeting of Stockholders on motion made and duly seconded, the following Resolution was adopted by the affirmative vote of the stockholders present in person and represented by duly elected proxies and owning at least two-thirds of the outstanding capital stock of the Corporation:

"RESOLVED, That the Stockholders of **CHELSEA SHIPPING GROUP CORP.** (the "Corporation") shall approve, as they hereby approve, the recommendation of the Board of Directors to (1) change the name of the Corporation from Chelsea Shipping Group Corp. to "**CHELSEA LOGISTICS CORP.**", (2) increase the number of Directors from five (5) to nine (9), and the amendment for these purposes of Articles 1 and 6 of the Articles of Incorporation."

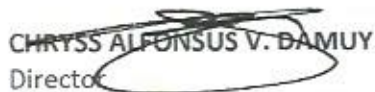
3. That the change in the name of the Corporation and the increase in the number of Directors were approved by the majority vote of the Board of Directors in an earlier meeting also held on 28 November 2016 at Taguig City.


4. That attached herewith is a copy of the Amended Articles of Incorporation incorporating the amendments of Articles 1 and 6 thereof.

IN WITNESS WHEREOF, the undersigned Directors, together with the Chairman and Corporate Secretary of **CHELSEA SHIPPING GROUP CORP.** have hereunto set their hands.


DENNIS A. UY
Director/Chairman & President
TIN 172-020-135


DOMINGO T. UY
Director
TIN 140-162-193


CHRYS ALFONSUS V. DAMUY
Director
TIN 913-898-959

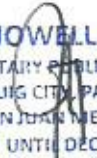

IGNACIA S. BRAGA IV
Director/Treasurer
TIN 108-038-078


MA. HENEDINA V. SAN JUAN
Director/Corporate Secretary
TIN 120-130-044

DEC 12 2016

SUBSCRIBED AND SWORN to before me this ____ day of December 2016 in **TAGUIG CITY**, by the persons stated above with their respective competent evidences of identity.

Doc. No. 238^r
Page No. 49
Book No. 47
Series of 2016.


ATTY. JOWELL A. MENDOZA
NOTARY PUBLIC FOR AND IN
TAGUIG CITY, PASIG, PATEROS,
SAN JUAN METRO MANILA
UNTIL DEC. 31, 2016
APPT. NO. 254(2015-2016)
PTR No. 1383551, 1/4/2016 PASIG CITY
IBP No. 1031952, 2/19/2016
ROLL NO. 59661
MCLE COMPLIANCE NO. IV-0017486-4/19/13
32ND ST, CAH PLAZA BONIFACIO
GLOBAL, TAGUIG CITY