



**2GO GROUP, INC.**  
**(Formerly “ATS CONSOLIDATED (ATSC), INC.”)**

## **ARTICLES OF INCORPORATION**

**AMENDED ARTICLES OF INCORPORATION**

**OF**

**2GO GROUP, INC.**

Doing business under the name and styles of '2GO Travel', '2GO Freight', '2GO Supply Chain', '2GO Distribution', 'ATS', '2GO', '2GO Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries'.

(Formerly, "ATS CONSOLIDATED (ATSC), INC.")

Doing business under the name and styles of 'ATS', '2Go', '2Go Together', 'Superferry', 'Superferry Travel and Leisure' and 'Cebu Ferries'.")

KNOW ALL MEN BY THESE PRESENTS:

That, we, William L. Chiongbian, Virginia S. Chiongbian, Alexander L. Chiongbian, James L. Chiongbian and Pedro B. Uy Calderon, all citizens of the Philippines, married, of legal age, and all of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be

**2GO GROUP, INC.**

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*(As amended at the meeting of the Board of Directors and by the written assent of the Stockholders on 29 December 2011.)*

SECOND: That the purposes for which said corporation is formed are:

**PRIMARY PURPOSE**

To engage in the business of operating steamships, motorboats and other kinds of water crafts for the transportation of cargoes and passengers within the waters and territorial jurisdiction of the Philippines as well as on high seas; to act as agents of domestic or foreign shipping companies; to purchase, charter, hire, build, or otherwise acquire motor or steam or other ships or vessels, and to employ the same in conveyance and carriage of goods, wares, merchandise of every description, and of passengers, within the waters and

territorial jurisdiction of the Philippines as well as on high seas; and generally, to do and perform all acts and things necessary or proper or incidental for the accomplishment of the foregoing purposes.

### **SECONDARY PURPOSES**

To acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, mortgage, pledge, and otherwise operate, enjoy, and dispose of personal properties of every kind and description and wherever situated, as and to the extent permitted by law, including, but not limited to, shares of capital stock, bonds, debentures, evidence of indebtedness, promissory notes, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic, including securities in corporations engaged in the following:

- (a) the business of air and land transportation such as but not limited to transporting any and all kinds of goods, cargoes, passengers, of air and land freight forwarding, of acting as a courier for mails, letters, pouches, delivery and transfer of money remittances and its equivalent, cargo and personal effects of all kinds, domestic and international;
- (b) the business of warehousing and distribution, of receiving (on consignment or otherwise), storing, selling and distributing goods on commission or other basis; exporting, importing and/or otherwise dealing in goods, wares and merchandise of all classes and description, of issuing warehouse receipts, certificates and circulars (negotiable or otherwise) to a person's warehoused goods, wares or merchandise with said corporation; of making advances or loans secured by mortgage of or pledge or deposit warehouse receipts for the goods, wares, or merchandise stored in said corporation, or otherwise;
- (c) the business of container leasing and container yard management and operations;
- (d) the business of trucking, container handling and trailer leasing;
- (e) the business of providing or furnishing any and all forms or types of services and facilities relating to placement or employment or crewing, the business of contracting, enlisting, recruiting Filipino professionals, and skilled and unskilled workers for overseas work to maintain and operate an information bureau for the collection and supply of information as to proposals for work and job opportunities available for unemployed labor (whether skilled or unskilled), business conditions, credit ratings, and other subjects of trade interest, and otherwise, to carry on and conduct a general agency business, to act, and to appoint others to act, as general agent, special agent, broker, factor, representatives and commission merchant for individuals or firms, whether domestic or foreign; and/or

- (f) the business of establishing, maintaining and operating domestic and international pick-up and delivery service by air, land and sea freight of any kind and nature wherever bound including storage, brokerage, forwarding, transportation and/or allied services and includes customizing inventory and cost management solutions to support domestic, import and export oriented enterprises through an e-commerce ready system which includes the following activities: all inclusive, Door-to-Door pick up and delivery of goods, supply chain and management, and the loading into any carrier where the following are done: scanning, weighing, packing into containers and re-loading into any carrier of packages and bundled documents, confirmation of export documentation and completion of manifests which are then sent electronically to destination airport gateways to enable the customers to track their shipment's progress through the integrator's system over the internet and SMS – from pick up to delivery;

while the owner, holder or possessor of such securities, to exercise any and all rights, powers and privileges of ownership or any other interest therein, including the right to vote on any proprietary or other interest on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held and the right to receive, collect and dispose of, any and all dividends, interests and income derived therefrom; Provided it shall not act as an investment bank or investment company or as a stockbroker or dealer of securities or as a manager of fund portfolios or similar assets of such managed entities.

*(As amended by a majority of the Board of Directors on 10 May 2005 and 10 June 2005 and ratified by stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 17 June 2005.)*

To conduct the business of rendering technical services requirement to customers nationwide for refrigerated marine container vans and related equipments or accessories including but not limited to repair and maintenance, equipment rental and leasing, technical consultancy and training, selling of spare parts, components and accessories, service contracting and to act as service agent on behalf of the various domestic and foreign container manufacturer with services but not limited to performing warranty and non-warranty repair services, selling of service parts, components and accessories, and consultancy services; and

To conduct and transact any and all lawful business, 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 of 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.

*(Amended at the respective meetings of the Board of Directors on 28 April 2011 and Stockholders on 22 June 2011.)*

THIRD: That the place where the principal office of the corporation is to be established or located is in the Metropolitan Manila, Philippines.

*(As amended and approved by a majority of the Board of Directors on 12 February 2003 and by stockholders representing at least two-thirds of the outstanding capital stock of the Corporation through their affirmative vote by way of written assent as of 27 March 2003.)*

FOURTH: That the term for which said corporation is to exist is extended to another fifty (50) years from and after the date of expiration of its first fifty (50) – year term. *(As amended on 28 January 1995)*

FIFTH: That the names and residences, as well as the citizenships of the incorporation of said corporation are as follows:

NAMES	CITIZENSHIP	RESIDENCE
William L. Chiongbian	Filipino	Plaridel, Misamis Occ.
Virginia S. Chiongbian (married to William L. Chiongbian)	Filipino	Plaridel, Misamis Occ.
Alexander L. Chiongbian	Filipino	City of Cebu
James L. Chiongbian	Filipino	City of Cebu
Pedro B. Uy Calderon	Filipino	Samboan, Cebu

SIXTH: That the number of directors of said corporation shall be nine (9) and the names, citizenships and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows, to wit:

NAMES	CITIZENSHIP	RESIDENCE
William L. Chiongbian	Filipino	Plaridel, Misamis Occ.
Virginia S. Chiongbian (married to William L. Chiongbian)	Filipino	Plaridel, Misamis Occ.
Alexander L. Chiongbian	Filipino	City of Cebu
James L. Chiongbian	Filipino	City of Cebu
Pedro B. Uy Calderon	Filipino	Samboan, Cebu

SEVENTH: That the authorized capital stock of the Corporation is Four Billion Seventy Four Million Nine Hundred and Eight Thousand (₱4,074,908,000.00), Philippine currency, divided into: (a) Four Billion Seventy Million Three Hundred Forty-Three Thousand Six Hundred Seventy (4,070,343,670) common shares with a par value of One Peso (₱1.00) per share and, (b) Four Million Five Hundred and Sixty Four Thousand and Three Hundred Thirty (4,564,330) redeemable preferred shares with a par value of One Peso (₱1.00) per share.

The redeemable preferred shares shall have the following features:

- a. Non-voting – Holders of the redeemable preferred shares shall not have the right to vote, except on matters specified in Section 6 of the Philippine Corporation Code with respect to which holders of non-voting shares shall nevertheless be entitled to vote on.
- b. Dividends - Holders of the redeemable preferred shares shall be entitled to receive dividends at the same rate as holders of common shares; provided, however, that dividends declared on the redeemable preferred shares shall first be paid before dividends are paid on the common shares.
- c. Redemption Privilege – Provided that the Corporation has after such redemption, sufficient assets in its books to cover its debt and liabilities inclusive of capital stock, the Corporation may redeem the redeemable preferred shares at any time, from time to time, in whole or in part, as may be determined by the Corporation's Board of Directors, within a period not exceeding ten (10) years from the date of issuance thereof, at a price that may be determined by the Board of Directors, which shall not be lower than Six Pesos (P6.00) per share. The Corporation shall redeem the redeemable preferred shares in the amount of at least Two Hundred Fifty Million Pesos (PhP250,000,000.00) per calendar year, provided that the Corporation has, after such redemption, sufficient assets in its books to cover its debt and liabilities inclusive of capital stock.

In the event that the Corporation does not redeem the redeemable preferred shares, in accordance with the preceding paragraph, the redeemable preferred shares may be exchanged by its holder with a bond to be issued by the Corporation in accordance with the pertinent provisions of the Corporation Code and the Securities Regulation Code, and such bond shall bear interest at the rate of 4% over the treasury bill rate prevailing at the time of the exchange.

- d. Preference in liquidation – In the event of any dissolution or liquidation or winding up, whether voluntary or involuntary, of the Corporation, except in connection with a merger or consolidation, the holders of redeemable preferred shares shall be entitled to be paid in full both the par value of the shares and the unpaid dividends accrued thereon, before any amount shall be paid to the holders of the common shares.
- e. Convertibility – Holders of redeemable preferred shares shall, at their option, have the right to convert every redeemable preferred share held into two (2) common shares of the Corporation, which option must be exercised on or before December 29, 2006 or within one hundred and twenty (120) days from the

approval by the Securities and Exchange Commission of this convertibility feature, whichever occurs earlier.

That the issuance, sale and transfer of shares to persons or entities not qualified under the Philippine Laws, whether such issuance, sale, or transfer is voluntary or otherwise, shall not be recognized nor registered in the books of the Corporation.

That in the event that the Corporation shall find that a stockholder is not qualified, or has in any manner lost his qualifications to own such stock, the Corporation, through its Corporate Secretary, shall notify the disqualified stockholder to transfer his shares in the Corporation to a qualified person within one (1) business day from receipt of notice, failing which the Corporation may acquire the shares into treasury, and subject to other requirements under the Corporation Code. If the corporation has no sufficient unrestricted retained earnings or is unwilling to acquire the shares, the Corporation, through its Board of Directors, shall have the right to designate any qualified and willing person to purchase the shares of the disqualified stockholder within such time as the Board may fix, at book value per share, as reflected in the latest audited financial statements of the Corporation. If at the time of the disqualification, the shares of the Corporation are already listed in the Philippine Stock Exchange, the purchase price shall be fixed at the then prevailing market value of such shares. For purposes of this provision, the prevailing market price of the shares of the Corporation is the price in the Philippine Stock Exchange on the last trading day immediately preceding the date of purchase. Upon payment or tender of payment of the shares to the disqualified stockholder, the Secretary of the Corporation shall be considered as the Attorney-In-Fact of the disqualified stockholder and shall have full authority to transfer the shares of the Corporation to the purchaser designated by the Board without need of further authorization from the disqualified stockholder, the disqualified stockholder, upon demand, shall surrender to the Corporation the certificates of stock, duly endorsed, for cancellation. The failure of the disqualified stockholder to surrender the certificates shall not, however, prevent the transfer from being registered in the books of the Corporation.

No holder of stock of the Corporation shall have any pre-emptive right to subscribe to and/or purchase any stock of the Corporation, including any additional or increased stock, of any class whether now or hereafter authorized.

*(As amended and approved by a majority of the Board of Directors on 27 April 2006 and ratified by stockholders representing at least two-thirds of the outstanding capital stock of the Corporation on 25 May 2006.)*

EIGHT: That the amount of capital stock which has been actually subscribed in ONE MILLION TWO THOUSAND PESOS (₱1,002,000.00) and the following persons have subscribed for the number of shares and amounts of capital stock set out after their respective names.

NAMES	RESIDENCE	NO. OF SHARES SUBSCRIBED	AMOUNT OF CAPITAL STOCK SUBSCRIBED
William L. Chiongbian	Plaridel, Misamis Occ.	800	800,000.00
Virginia S. Chiongbian (married to William L. Chiongbian)	Plaridel, Misamis Occ.	160	160,000.00
Alexander L. Chiongbian	City of Cebu	28	28,000.00
James L. Chiongbian	City of Cebu	12	12,000.00
Pedro B. Uy Calderon	Samboan, Cebu	2	2,000.00
<b>TOTAL</b>		<b>1,002</b>	<b>1,002,000.00</b>

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, the amounts set out after their respective names:

NAMES	RESIDENCE	CITIZENSHIP	AMOUNT OF CAPITAL STOCK SUBSCRIBED
William L. Chiongbian	Plaridel, Misamis Occ.	Filipino	200,000.00
Virginia S. Chiongbian (married to William L. Chiongbian)	Plaridel, Misamis Occ.	Filipino	40,000.00
Alexander L. Chiongbian	City of Cebu	Filipino	7,000.00
James L. Chiongbian	City of Cebu	Filipino	3,000.00
Pedro B. Uy Calderon	Samboan, Cebu	Filipino	1,000.00
<b>TOTAL</b>			<b>251,000.00</b>

TENTH: That Virginia S. Chiongbian 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 the Corporation and to issue receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on the 20<sup>th</sup> day of May, 1949, in the City of Cebu, Philippines.

(Sgd.) WILLIAM L. CHIONGBIAN

(Sgd.) VIRGINIA S. CHIONGBIAN



(Sgd.) ALEXANDER L. CHIONGBIAN

(Sgd.) JAMES L. CHIONGBIAN

(Sgd.) PEDRO B. UYCALDERON

IN THE PRESENCE OF:

(Sgd.) PEDRO CABUSAS

(Sgd.) FIDEL AUREA

#### ACKNOWLEDGMENT

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

On the 20<sup>th</sup> day of May, 1949, A.D. before me a Notary Public in and for the city and province of Cebu, personally appeared:

William L. Chiongbian with Residence Certificate No. 531089 issued at Plaridel, Misamis Occidental, on 19 January 1949; Virginia S. Chiongbian, with Residence Certificate No. 1133768, issued at Cebu City on 25 January 1949; Alexander L. Chiongbian, with Residence Certificate No. 1142210 issued at Cebu City on 3 January 1949; James L. Chiongbian with Residence Certificate No. A1119574 issued at Cebu City on 3 January 1949; Pedro B. Uy Calderon, with Residence Certificate No. A1112209 issued at Cebu City on 24 February 1949, all known to me and to me known to be the same persons whose names are subscribed and who executed the within instrument and each of them acknowledged to me that he freely and voluntarily executed the same.

IN WITNESS WHEREOF, I have hereinto set my hand and affixed my official seal the day and year last above written.

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Book No. III;  
Series of 1949

(Sgd.) FELIX M. SUN  
Notary Public  
Until December 30, 1950