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

COMPANY REG. NO. CS201629673

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

ALLDAY MARTS, INC.

(Formerly: ALL MARTS, INC. Doing business under the name/s and style/s of ALLDAY RX)
(Amending Articles I, II Primary and Secondary Purposes, IV (term of existence), VI & VII thereof)

copy annexed, adopted on July 07, 2021 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 19th day of July, Twenty Twenty One.

DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

BA/qba

COVER SHEET

for Applicants at

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application: AMENDMENT

SEC Registration Number: CS201629673

Company Name: ALLDAY MARTS, INC.

LGF EVIA LIFESTYLE CENTER, DAANG HARI, BRGY. ALMANZA DOS, LAS PINAS CITY

Form Type:

Department requiring the report:

Secondary License Type, If Applicable:

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number

No. of Stockholders	Annual Meeting Month/Day	Fiscal Year Month/Day

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
Caren Kay Adolfo			09998864216

Contact Person's Address:

To be accomplished by CRMD Personnel

		Date	Signature
Assigned Processor			

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- [ ] Corporate and Partnership Registration Division
- [ ] Green Lane Unit
- [ ] Financial Analysis and Audit Division
- [ ] Licensing Unit
- [ ] Compliance Monitoring Division

AMENDED ARTICLES OF INCORPORATION
OF
ALLDAY MARTS, INC.
(Formerly ALLDAY MARTS, INC.
Doing Business under the name/s and style/s of ALL DAY RX)

KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigned incorporators, all of legal age, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

Article I: That the name of this corporation shall be

ALLDAY MARTS, INC.

(As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).

Article II: That the purpose for which this corporation is formed are:

PRIMARY PURPOSE

To engage in, conduct, carry on and deal in the business of retailing, merchandising, buying, selling, marketing, importing, exporting, franchising, acquiring, holding, distributing, warehousing, trading, exchanging or otherwise dealing in all kinds of products and services, which generally include grocery items, dry goods, foods, foodstuffs, beverages, drinks, drugs, medicines and other pharmaceutical products and services and all various items and services for all kinds of consumer needs or requirements, emphasizing convenience to the consumer, and any all goods, wares, merchandise or articles of commerce of all kinds, classes and descriptions, including management services, systems, techniques and technologies for the distribution, retailing, merchandising, marketing, purchase, acquisition or sale of any of all the above, and as incidental or related thereto, acquiring, buying, selling exchanging, building, constructing, operating, managing, or otherwise dealing in the outlets, warehouses, bodegas, storages, stores, groceries, sales stands or centers, eateries, automats, cafeterias, shops, bazaars, emporiums, commissaries, or similar establishments, and/or a combination of chain thereof, contrivances vehicles, machines or apparatus employed in or related to the sales, purchases, marketing or distribution of said food or foodstuffs, beverages, drinks, items, goods, wares, merchandise, as principal, license, promoter, factor, agent or in any other capacity; and operating, owning, managing or otherwise dealing in pharmacies, drugstores or in any form of drug retail[1]; Provided that the same shall not engage in solicitation of investment contracts from public ownership; **and to perform all acts necessary for the furtherance of its primary purpose including, but without limitation, to guarantee obligations of and act as surety for, the loans and**

[1] *As amended on 10 January 2018*

obligations of its subsidiaries, affiliates or associates, and/or to secure the same by mortgage, pledge on any assets of the corporation as may be authorized by the corporation's Board of Directors provided the same is considered beneficial to the corporation, without operating as a lending or financing corporation. *(As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey to the extent allowed by law, property of every kind and description as may be necessary or incidental to the conduct of its corporate business;

2. **To borrow or raise money for any of the purposes of the corporation, and from time to time to draw, make, accept, endorse, execute, and issue bonds, debentures, notes, drafts, acceptances, bills of exchange, warrants and other negotiable and non-negotiable instruments and evidences of indebtedness and other securities; and to secure the payment thereof and of the interest thereon by mortgage upon or pledge of, or conveyance or assignment in trust of, the whole or any part of the property and franchises of the corporation, real, personal, and mixed, tangible or intangible, and wheresoever situated, whether at the time owned or thereafter acquired; and to issue, negotiate, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;**

3. To invest in other companies and enter into joint venture agreements with any company, partnership, persons or government entities, domestic or foreign, for the advancement of its interest and in carry out its primary purpose;

4. **To conduct its business and maintain branch offices both within and outside the Philippines and any foreign countries and places and to purchase or otherwise acquire, hold, possess, convey, transfer or otherwise dispose of real and personal properties therein up to the extent that the same may be permissible under their respective laws;**

5. **To buy, acquire, invest, hold, sell, dispose or otherwise deal in stocks, bonds, notes, drafts, debentures, acceptances, bills of exchange, commercial papers, warrants or other negotiable securities of other companies, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned.**

6. **To produce, process, manufacture, buy, sell or otherwise deal in any and all commodities, wares, equipment, facilities, supplies and merchandise of whatever kind and nature which may be deemed desirable and are legal objects of commerce, except the manufacture of food, drugs, and cosmetics;**

7. **To carry out all or any part of the foregoing objects and purposes and to exercise any or all of the foregoing rights and powers, and to do any and all of the foregoing acts and things, as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with or jointly with, any individual, association or corporation;**

8. To do and perform all acts and things necessary or incidental to the accomplishment of the foregoing purposes or the exercise of any or all the powers of a corporation for the benefit of this corporation and its stockholders.

The foregoing clauses shall each be construed as purposes, object and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the corporation, and that they are in furtherance of, and in addition to, and not in limitation of, the general powers conferred upon the corporation by the laws of the Philippines or otherwise; nor shall the enumeration of one thing to be deemed to exclude another, although it is of like nature, not expressed. *(As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

Article III: That the corporation shall have its principal office at:

No./Street: LGF Evia Lifestyle Center, Daang Hari, Brgy. Almanza Dos,
City/Town: Las Piñas City

Article IV: That the term for which said corporation is to exist **shall be perpetual unless the Securities and Exchange Commission issues a certificate providing otherwise.** *(As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

Article V: That the names, nationalities, and residences of the incorporators, majority of whom are residents of the Philippines, are as follows:

Name	Nationality	Residence (Complete Address)
Benjamarie Therese N. Serrano	Filipino	130 Parklane St. La Marea Subd., San Pedro Laguna
Frances Rosalie T. Coloma	Filipino	Block 1, Lot 10 Granwoods Villas, BF Homes, Quezon City
Camille A. Villar	Filipino	Caroline Masibay St., BF Resort Village, Talon, Las Piñas City
Earl B. Millanes	Filipino	U7K Monet Bldg., Prsedio Sucat, Muntinlupa City

Jo Marie C. Lazaro-Lim	Filipino	Maia Alta, Courtyard Subd. Antipolo City

Article VI: That the number of directors of the corporation shall be **SEVEN (7); and the names, nationalities and residences of the first directors of the corporation are as follows**: (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

Name	Nationality	Residence (Complete Address)
Benjamarie Therese N. Serrano	Filipino	130 Parklane St. La Marea Subd., San Pedro Laguna
Frances Rosalie T. Coloma	Filipino	Block 1, Lot 10 Granwoods Villas, BF Homes, Quezon City
Camille A. Villar	Filipino	Caroline Masibay St., BF Resort Village, Talon, Las Piñas City
Earl B. Millanes	Filipino	U7K Monet Bldg., Prsedio Sucat, Muntinlupa City
Jo Marie C. Lazaro-Lim	Filipino	Maia Alta, Courtyard Subd. Antipolo City

Article VII: That the authorized capital stock of the corporation is Three Billion (₱3,000,000,000.00) pesos in lawful money of the Philippines, divided into Thirty Billion (30,000,000,000) shares with the par value of Ten Centavos (₱0.10) per share.[2]

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of any security or shares of any class of the Corporation.

In connection with the initial public offering and listing of the Corporation's shares on the Philippine Stock Exchange, Inc. ("PSE"), the Corporation shall strictly comply with the following lock-up requirements prescribed by the rules and regulations of the PSE as may be amended from time to time in accordance with the amendments to the rules of the PSE:

(i) **Except as allowed under the existing rules and regulations of the PSE, the Corporation shall cause its existing stockholders who own an equivalent of at least ten percent (10%) of the issued and outstanding shares of stock of the Corporation at the time of the listing of such shares to refrain from selling, assigning, or in any manner disposing of their shares for a period of one hundred eighty (180) days after the listing of said shares;**

(ii) **If there is any issuance or transfer of shares (i.e., private placement, asset for shares swap or a similar transaction) or of instruments which lead to issuance of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within one hundred eighty (180) days**

[2] *As amended on 5 February 2021*

<u>prior to the start of the offering period of the shares, and the transaction pricė is lower than that of the offer price in the initial public offering, all shares availed of shall be subject to a lock-up period of at least three hundred sixty five (365) days from full payment of the aforesaid shares.</u>

(As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).

Article VIII: That the following persons have subscribed to the authorized capital stock; and at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	No. of shares Subscribed	Amount Subscribed	Amount Paid
AllValue HOLDINGS, CORP. (TIN: 008-539-070)	Filipino	2,495,000	249,500,000	62,000,000
Benjamarie Therese N. Serrano	Filipino	1,000	100,000	100,000
Frances Rosalie T. Coloma	Filipino	1,000	100,000	100,000
Camille A. Villar	Filipino	1,000	100,000	100,000
Earl B. Millanes	Filipino	1,000	100,000	100,000
Jo Marie C. Lazaro-Lim	Filipino	1,000	100,000	100,000
TOTAL 62,500,000		2,500,000		250,000,000

Article IX: That no transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in the stock certificates issued by the corporation.

Article X: That Frances Rosalie T. Coloma has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

Article XI: That the incorporators and directors undertake to change the name of the corporation as 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 name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good custom or public policy.

IN WITNESS WHEREOF, we have set our hands these December 14, 2016 at City of Muntinlupa, Philippines.

(SIGNED)
BENJAMARIE THERESE N. SERRANO
TIN: 119-618-951

(SIGNED)
CAMILLE A. VILLAR
TIN: 235-183-601

(SIGNED)
FRANCES ROSALIE T. COLOMA
TIN: 119-618-513

(SIGNED)
JO MARIE C. LAZARO-LIM
235-076-376

(SIGNED)
EARL B. MILLANES
TIN:

Signed in the presence of

_________________________ _________________________

ACKNOWLEDGEMENT

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

BEFORE ME, a Notary Public in and for City of Muntinlupa, Philippines, this December 14, 2016 personally appeared:

Name	TIN/ID Passport No.	Date & Place Issued
BENJAMARIE THERESE N. SERRANO	TIN 119-618-951	BIR
CAMILLE A. VILLAR	TIN 235-183-601	BIR
JO MARIE C. LAZARO-LIM	TIN 225-076-376	BIR
FRANCES ROSALIE T. COLOMA	TIN 119-618-513	BIR
EARL B. MILLANES	TIN	BIR

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

ELEONOR T. HERNANDEZ
Notary Public
Until December 31, 2017
Appt. No. 16-027, Attorneys Roll No. 38745
PTR No. 2064440, Jan. 4, 2016, MuntinlupaCity
IBP Lifetime Member No. 05258, TIN 13547887
MCLE No. V-0004892 12/16/2014, Phillipines
1405 Jaysonsville II, National Road, Putatan
1779 Muntinlupa City, Philippines

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Page No. 52
Book No. 81
Series of 2016

7.15.21

CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
AND BY LAWS OF
ALLDAY MARTS, INC.

We, the undersigned constituting the majority of the Board of Directors of **ALLDAY MARTS, INC. Doing Business under the name/s and style/s of ALLDAY RX** (the "**Corporation**"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at LGF Evia Lifestyle Center, Daang Hari, Brgy. Almanza Dos, Las Piñas City, do hereby certify that the copies of the Amended Articles of Incorporation and By Laws of the Corporation, embodying the underscored amendments to Article I, Article II, Article IV, Article VI, and Article VII of the Amended Articles of Incorporation and Article I, Article II, Article III, Article IV, Article V, Article VI, Article VII, Article VIII, Article IX, and Article X of the Amended By Laws, are true and correct and was approved and adopted by at least a majority of the Board of Directors at the meeting held on July 7, 2021 at the principal office of the Corporation and ratified by the stockholders representing at least two thirds (2/3) of the outstanding capital stock of the Corporation at a meeting likewise held on July 7, 2021 at the principal office of the Corporation.

- SIGNATURE PAGE FOLLOWS -

IN WITNESS WHEREOF, we have hereunto signed this Certificate of Amendment of the Articles of Incorporation and By Laws of the Corporation this JUL 07 2021 in Makati City.

Camille A Villar

FRANCES ROSALIE T. COLOMA
TIN 119-618-513
Chairman & President

CAMILLE A. VILLAR
TIN 235-183-601
Director

BENJAMARIE THERESE N. SERRANO
TIN 119-618-951
Director

EARL B. MILLANES
TIN 209-684-312
Director

JO MARIE C. LAZARO-LIM
TIN 225-076-376
Director and Corporate Secretary

SUBSCRIBED AND SWORN TO before me this JUL 07 2021 at Makati City, affiants exhibiting to me the following:

NAME	VALID IDENTIFICATION	PLACE ISSUED
Frances Rosalie T. Coloma	TIN 119-618-513	Quezon City, Phils
Camille A. Villar	TIN 235-183-601	Quezon City, Phils
Benjamarie Therese N. Serrano	TIN 119-618-951	Quezon City, Phils
Jo Marie C. Lazaro-Lim	TIN 225-076-376	Quezon City, Phils
Earl B. Millanes	TIN 209-684-312	Quezon City, Phils

Doc No. 18;
Page No. 5;
Book No. 1;
Series of 2021.

PAOLO DANIEL ROLANDO R. ANONUEVO
Appointment No. M-198
Notary Public for Makati City
Until December 31, 2022
Library Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 75352
PTR No. 8[illegible] Makati City/01-05-2021
IBP No. 137[illegible] /01-05-2021
MCLE Exempted-Admitted to the bar in 2020

OFFICIAL RECEIPT

Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
Secretarial Building, PICC Complex
Roxas Boulevard, Pasay City, 1307

Accountable Form No. 51 Revised 2006	ORIGINAL
DATE [illegible]	No. 1940480

PAYOR [illegible]

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
[illegible]	[illegible]	[illegible]	[illegible]
		TOTAL	[illegible]

AMOUNT IN WORDS
[illegible]

Received ☐ Cash ☐ Treasury Warrant ☐ Check ☐ Money Order	Received the Amount Stated Above
Treasury Warrant, Check, Money Order Number	[illegible] COLLECTING OFFICER
Date of Treasury Warrant, Check, Money Order	O.R. No. [illegible]

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.

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

SECRETARY'S CERTIFICATE

I, **JO MARIE C. LAZARO-LIM**, of legal age, Filipino, with office address sat the Worldwide Corporate Center, Shaw Boulevard, Mandaluyong City, after having been sworn to in accordance with law hereby depose and state that:

1. I am the duly elected Corporate Secretary of ALLDAY MARTS, INC. (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office address at LGF Evia Lifestyle Center, Daang Hari, Brgy. Almanza Dos, Las Piñas City.

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate/inter-corporate dispute and/or intra-corporate/inter-corporate 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/appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature and seal on this JUL 0 7 2021 MANDALUYONG CITY.

JO MARIE C. LAZARO-LIM
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUL 0 7 2021 day of ______, in MANDALUYONG CITY Philippines, affiant exhibiting to me her Tax Identification Number 225-076-376.

Doc. No. 171;
Page No. 36;
Book No. II;
Series of 2021.

ATTY. ARBIN OMAR P. CARIÑO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2022
ROLL No. 57146
IBP [illegible] No. 013537
PTR No. [illegible] Jan. 2021 / Mandaluyong City
MCLE Compliance No. [illegible]0025011 issued dated 11 April 2019
Notarial Commission Appointment No. 0388-21
Vista Corporate Center, Upper Ground Floor,
Worldwide Corporate Center, Shaw Blvd., Mandaluyong City