



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS201424077
COMPANY TIN 008-923-940

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

RAPPLER HOLDINGS CORPORATION

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), and copies of said Articles and By-Laws are hereto attached.


This Certificate grants juridical personality to the corporation but 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, pre-need plan issuer, general agent in pre-need plans 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.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.


IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 12th day of December, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, 1554



PAYMENT ASSESSMENT FORM No. 12112014-665172

DATE 12/11/2014	RESPONSIBILITY CENTER (DEPARTMENT) CRMD
PAYOR: RAPPLER HOLDINGS CORPORATION PASIG CITY	

NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT
REGISTRATION	606	11,000.00
LRF (A0823)	131	120.00
BY-LAWS	606	500.00

TOTAL AMOUNT TO BE PAID Php 11,620.00

Assessed by:
ED

015439 Dec 11, 2014 05:14PM SEC No: 00
 000000000000000000000000 PYP: 11,620.00*****

Machine Validation:

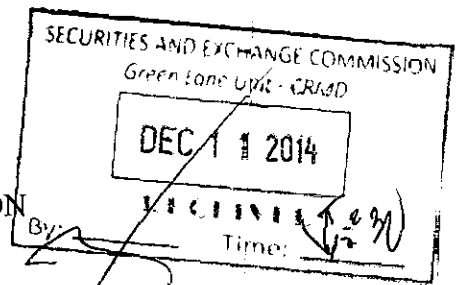
12112014-665172

SECURITIES AND EXCHANGE COMMISSION
 Green Lane Unit, CRMD

DEC 11 2014

By: _____ Timer: _____

DCK)



ARTICLES OF INCORPORATION
OF

RAPPLER HOLDINGS CORPORATION

(Name of Corporation)

Know All Men By These Presents:

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

RAPPLER HOLDINGS CORPORATION

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

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, let, develop, mortgage, pledge, traffic, deal in and with and otherwise operate, enjoy and dispose of real and 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, promissory notes, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic, and real estate, whether improved or unimproved, and any interest or right therein, as well as buildings, tenements, warehouses, factories, edifices and structures and other improvements, and while the owner, holder or possessor thereof, 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 rentals, dividends, interests and income derived therefrom, except the management of fund portfolios and similar assets of such managed entities; Provided it shall not act as a stockbroker or dealer of securities.

SC-97-1

1

conformed copy

8	Manuel I. Ayala	Filipino	Unit 30 Kasiyahan Homes 58 McKinley Road, Makati City
9	Nico Jose S. Nolleto	Filipino	16AD Urdaneta Apartments Ayala Avenue, Makati City

SC-97-01

2

SIXTH: That the number of directors of said corporation shall be **Five** (5) 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:

Name	Nationality	Residence (Complete Address)
Maria A. Ressa	Filipino	Unit 16C North, Pacific Plaza Towers 4 th Avenue corner 25 th St. Bonifacio Global City, Taguig City 1630
Glenda M. Gloria	Filipino	9 Eymard Drive Wedgewood Estates, Quezon City
James C. Bitanga	Filipino	5 th Floor, Eurovilla Bldg. 853 A. Arnaiz Avenue, Makati City
Manuel I. Ayala	Filipino	Unit 30 Kasiyahan Homes 58 McKinley Road, Makati City
Nico Jose S. Nolleto	Filipino	16 AD Urdaneta Apartments, Ayala Ave., Makati City

SEVENTH: That the authorized capital stock of the corporation is **FIVE MILLION FIVE HUNDRED THOUSAND PESOS (P5,500,000.00)** in lawful money of the Philippines, divided into **FIVE MILLION FIVE HUNDRED THOUSAND (5,500,000)** shares with the par value of **ONE PESO (P1.00)** per share.

EIGHT: 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:

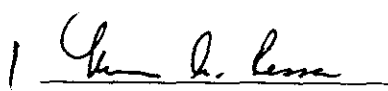


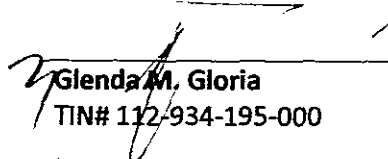


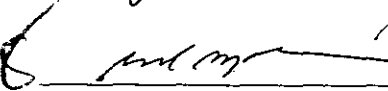
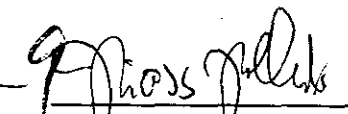
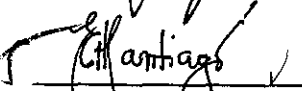
<u>Name</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>	<u>Amount Paid</u>
1 Maria A. Ressa	Filipino	332,500	P 332,500.00	P 332,500.00
6 Benjamin Y. So	Filipino	249,892	249,892.00	249,892.00
7 Ma. Rosario F. Hofileña	Filipino	23,000	23,000.00	23,000.00
8 Glenda M. Gloria	Filipino	25,000	25,000.00	25,000.00
4 Lilibeth L. Frondoso	Filipino	25,000	25,000.00	25,000.00
Public Trust and Media Group Inc.	Philippine	75,000	75,000.00	75,000.00
7 James C. Bitanga	Filipino	1	1.00	1.00
Dolphin Fire Group, Inc.	Philippine	436,535	436,535.00	436,535.00
8 Manuel I. Ayala	Filipino	1	1.00	1.00
9 Nico Jose S. Nolleddo	Filipino	1	1.00	1.00
Hatchd Group, Inc.	Philippine	230,998	230,998.00	230,998.00
5 Emilia H. Santiago	Filipino	1,000	1,000.00	1,000.00
GRAND TOTAL		1,398,928	P 1,398,928.00	P 1,398,928.00

NINTH: 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 stocks certificates issued by the Corporation.

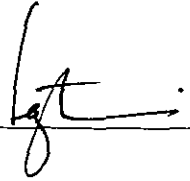
TENTH: That **GLENDAM. GLORIA** has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.


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 DEC. 3, 2014 and at QUEZON CITY

 _____ Maria A. Ressa TIN # 241-938-311-000	 _____ Benjamin Y. So TIN # 105-652-504-000	 _____ Ma. Rosario F. Hofileña TIN # 135-052-766-000
 _____ Glenda M. Gloria TIN# 112-934-195-000	 _____ Lilibeth L. Frondoso TIN # 205-702-103-000	 _____ James C. Bitanga TIN # 209-444-733-000
 _____ Manuel I. Ayala TIN # 904-116-013-000	 _____ Nico Jose S. Nelledo TIN # 201-976-186-000	 _____ Ermilia H. Santiago TIN # 250-130-317-000

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.)

ACKNOWLEDGMENT

Republic of the Philippines)
) S.S.

BEFORE ME a Notary Public in and for QUEZON CITY Philippines,
 this 30 day of November 2014, personally appeared:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Date & Place Issued</u>
Maria A. Ressa	TIN # 241-938-311-000	
Benjamin Y. So	TIN #105-652-504-000	
Ma. Rosario F. Hofileña	TIN #135-052-766-000	
Glenda M. Gloria	TIN# 112-934-195-000	
Lilibeth L. Frondoso	TIN# 205-702-103-000	
James C. Bitanga	TIN # 209-444-730-000	
Manuel I. Ayala	TIN # 904-116-013-000	
Nico Jose S. Nollado	TIN # 201-976-186-000	
Emilia H. Santiago	TIN# 250-130-317-000	

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.

Doc. No. 235 ;
 Page No. 42 ;
 Book No. 307 ;
 Series of 2014.

James F. Dulay Jr.
 ATTY. TOMAS F. DULAY JR.
 NOTARY PUBLIC
 Exp. December 31, 2014
 ADM. MATTER # NP-011-2014-2015
 PR# 04218301-02/03-07-14 Q.C.
 PR# 015073 CY-2014 Q.C.
 P.O. No. 10583/03/13-61
 TIN # 410228916
 Ass. 32 Legaspi St. Proj. 4 Q.C.
 MCLE EXEMPTED # 000838

REPUBLIC OF THE PHILIPPINES)
M. M.) S.S
QUEZON CITY,

TREASURER'S AFFIDAVIT

I, GLENDAM. GLORIA, being duly sworn to, depose and say:

That I am the elected Treasurer of **RAPPLER HOLDINGS CORPORATION**;

That as Treasurer, I am authorized to act as such until my successor 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 percent (25%) of the subscription in the amount of **ONE MILLION THREE HUNDRED NINETY EIGHT THOUSAND NINE HUNDRED TWENTY EIGHT PESOS (P1,398,928.00)** has been paid, and received by me in cash for the benefit and credit of the corporation.

IN WITNESS WHEREOF, I hereby sign this Affidavit on the date and at the place stated below.



GLENDAM. GLORIA
Treasurer

SUBSCRIBED AND SWORN to before me this **DEC 03 2014** at the place stated above, affiant exhibiting to me her TIN No. 112-934-195-000 issued by the Bureau of Internal Revenue, Quezon City.



ATTY. TOMAS F. DULAY JR.
Notary Public

NOTARY PUBLIC
Until December 31, 2014
ADM MATTER E. NP-061-2014-2015
PTR# 914238201-02 / 01-07-14 Q.C.
IB# 915073 C/2014 Q.C.
Reg. No. 16583/03/13-01
TIN# 410225818
Add. 92 Legaspi St. Proj. 4 Q.C.
MCLE EXEMPTED # 000338

Doc. No. 199 :
Page No. 70 :
Book No. 307 :
Series of 2014.

SC-97-01

(STOCK)

BY - LAWS
OF
RAPPLER HOLDINGS CORPORATION

(Name of Corporation)

ARTICLE I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions - Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificate - The stockholder shall be entitled to one or more certificates for fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates - In case any stock certificate is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code,

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Annual / Regular Meetings - The annual/regular meetings of stockholders shall be held at the principal office on last day of July of each year, if legal holiday, then on the day following.

Section 2. Special Meeting - The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock, (b) President.

Section 3. Place of Meeting - Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. Notice of Meeting - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum - Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 6. Conduct of Meeting - Meeting of the stockholders shall be presided over by the President, or in his absence, by a chairman to be chosen by the stockholders. The Secretary, shall act as Secretary of every meetings, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.

Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting.

Section 8. Closing of Transfer Books or Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers of the Board - Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

- a.) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b.) To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c.) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;
- d.) To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation;
- e.) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation;
- f.) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officer are either plaintiffs or defendants in connection with the business of the corporation;

g.) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit:

h.) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code.

Section 2. Election and Term - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

Section 3. Vacancies - Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.

Section 4. Meetings - Regular meetings of the Board of Directors shall be held once a month on such dates and at places as may be called by the Chairman of the Board, or upon the request of a majority of the Directors.

Section 5. Notice - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, or by written message. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

Section 7. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

Section 8. Compensation – By - resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

ARTICLE IV

OFFICER

Section 1. Election / Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the President, the Vice-President, the treasurer, and the Secretary at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. President – The President shall be the Chief Executive Officer of the corporation and shall exercise the following functions:

- a.) To preside at the meetings of the stockholders;
- b.) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c.) To supervise and manage the business affairs of the corporation upon the direction of the Board of Directors;
- d.) To implement the administrative and operational policies of the corporation under his supervision and control;
- e.) To appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;
- f.) To oversee the preparation of the budgets and the statements of accounts of the corporation;
- g.) To represent the corporation at all functions and proceedings;

h.) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors.

i.) To make reports to the Board of Directors and stockholders;

j.) To sign certificates of stock;

k.) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 3. The Vice-President - He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

Section 4. The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

a.) To record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;

b.) To keep record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;

c.) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;

d.) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;

e.) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations.

f.) To act as inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election.

g.) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 5. The Treasurer - The Treasurer of the corporation shall have the following duties:

- a.) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b.) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;
- c.) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;
- d.) To render an annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, or the President may, from time to time require;
- e.) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f.) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 6. Term of Office - The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified.

Section 7. Vacancies - If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 8. Compensation - The officers shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE V

OFFICES

Section 1. The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate.

ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditor - At the regular stockholders' meeting, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation.

Section 2. Fiscal Year - The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

ARTICLE VII

SEAL

Section 1. Form and Inscriptions - The corporate seal shall be determined by the Board of Directors.

ARTICLE VIII

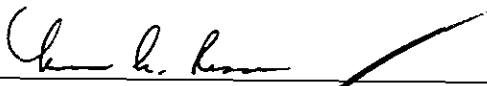
AMENDMENTS

Section 1. These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of stockholders representing a majority of the outstanding capital stock at a regular or special meeting.


IN WITNESS WHEREOF, we the undersigned stockholders have adopted the foregoing by-laws and hereunto affixed our signatures this 24 day of ~~December~~ November 2014 at Quezon City.

(Note: 1. If filed with Articles of Incorporation, these by-laws should be signed by all incorporators;


2. If filed after incorporation, should be signed by majority of the subscribers and should submit director's certificate for the adoption of the by-laws.)



Maria A. Ressa
TIN # 241-938-311-000



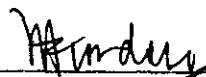
Benjamin Y. So
TIN # 105-652-504




Ma. Rosario F. Hofileña
TIN # 135-052-766-000



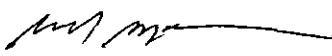
Glenda M. Gloria
TIN # 112-934-195-000



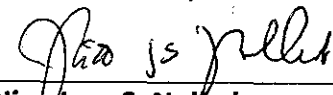
Lilibeth L. Frondoso
TIN # 205-702-103-000



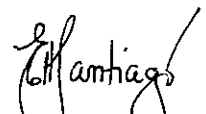
James C. Bitanga
TIN # 209-444-730-000



Manuel I. Ayala
TIN # 904-116-013-000



Nico Jose S. Nollado
TIN # 201-976-186-000



Emilia H. Santiago
TIN # 250-130-317-000

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **RAPPLER HOLDINGS CORPORATION** has been reserved from **November 5, 2014 to January 4, 2015**.

Reference Reservation Number (RRN): **RRN20141105115434037**

Type of Industry: Financial Holding Company Activities

Breakdown of Fees:

Reservation Fee: Php 40.00

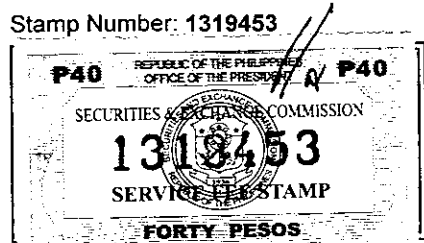
TOTAL: Php 40.00

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.



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Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Notice:

This certifies that the name **RAPPLER HOLDINGS CORPORATION** has been reserved from **November 5, 2014 to January 4, 2015** by **JERVIE ILANO**.

Reference Reservation Number (RRN): **RRN20141105115434037**

Type of Industry: [J66940] Financial Holding Company Activities

Payment Transaction Number: (refer to SEC Teller)

Reservation Fee: **Php 40.00**

Important Reminders:

Please pay within 4 days (on or before **December 8, 2014**, except on Saturdays and Sundays) 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 iregister.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.

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.

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