



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

COMPANY REG. NO. PW538

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:


This is to certify that the increase of capital stock of the

FAR EASTERN UNIVERSITY, INCORPORATED

from P1,000,000,000.00 divided into 10,000,000 shares with the par value of P100.00 each, to P2,000,000,000.00 divided into 20,000,000 shares with the par value of P100.00 each, approved by majority of the Board of Directors on July 19, 2011 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on August 27, 2011 certified to by the Chairman and the Secretary of the stockholders' meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 2nd day of November, Twenty Eleven.




 BENITO A. CATARAN
 Director
 Company Registration and Monitoring Department





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

IN THE MATTER OF :

FAR EASTERN UNIVERSITY
 INCORPORATED

Fixing of Record Date of
 Stock Dividend which is
 payment for the Increase of
 Capital Stock

X ----- X

O R D E R

Upon consideration of the application for increase of capital stock from P1,000,000,000.00 to P2,000,000,000.00 of FAR EASTERN UNIVERSITY, INCORPORATED and other papers and documents attached thereto, the Commission resolved to authorize the issuance of 3,923,379 shares of the par value of P100.00 or P392,337,900.00 to cover stock dividends declared by its Board of Directors on July 19, 2011 and ratified by the corporation's stockholders representing at least two-thirds (2/3) of the outstanding capital stock on August 27, 2011 and the issuance of shares of stocks to stockholders of record as of November 22, 2011 pursuant to the Amended Rules Governing Pre-emptive and other Subscription Rights and Declaration of Stock or Cash Dividends of Corporations whose securities are registered under the Securities Regulation Code or listed in the Stock Exchange.

SO ORDERED.
 Mandaluyong City.

November 2, 2011.


BENITO A. CATARAN
 Director

Company Registration and Monitoring Department



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

COMPANY REG. NO. PW538

**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

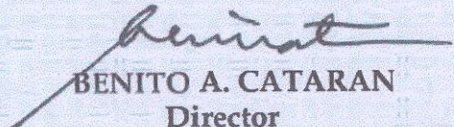
FAR EASTERN UNIVERSITY, INCORPORATED
(Amending Article VII thereof)

copy annexed, adopted on July 19, 2011 by a majority vote of the Board of Director and on August 27, 2011 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock and certified under oath by the 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, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/ membership certificates issuers or selling agents thereof. Neither does 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 Mandaluyong City, Metro Manila, Philippines, this 2nd day of November, Twenty Eleven.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION
OF THE
FAR EASTERN UNIVERSITY, INCORPORATED
doing business under the name and style
FAR EASTERN UNIVERSITY

KNOW ALL MEN BY THESE PRESENTS:

That whereas, we, a majority of whom are residents of the Philippine Islands, a part of whom forms a majority of the stockholders of the Institute of Accountancy controlling the Institute of Accounts, Business and Finance, and the Manila Education Association controlling the Far Eastern College, have the purpose of amalgamating the two colleges in order to facilitate the establishment of a University; therefore

We have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippine Islands;

AND WE HEREBY CERTIFY -

First. That the name of said corporation shall be -

THE FAR EASTERN UNIVERSITY, INCORPORATED doing business under the name and style FAR EASTERN UNIVERSITY. (As Amended on August 22, 2009 by the Stockholders and March 17, 2009 by the Board of Trustees)

Second. That the purpose or purposes for which said corporation is formed are:

(a) To establish and conduct a university, college or colleges, school or schools and dormitories; to provide courses of study of university grade, for business or professional life or for general culture; to establish classical, mathematical, scientific, business, technical, and general courses of study including correspondence courses, to conduct institutes, lectureships, training schools, courses of study and home classes; to provide for the holding and giving of lectures, exhibitions, public meetings, and conferences adapted directly or indirectly

to advance the calling of education; to secure, print, and publish books and courses of study suitable for use in connection with the schools and courses of study of this corporation; and to grant diplomas titles and degrees as may be authorized by the government.

(b) To purchase, build, lease, construct or otherwise acquire such land, buildings and offices as may be necessary or useful to carry out the objects and purposes of this corporation.

(c) Generally to do all such other things and to transact all business as may be directly or indirectly incidental or conducive to the attainment of the above objects.

(d) To do and perform such various and sundry acts and things permitted by the laws of the Philippine Islands unto corporations of like classes and kinds.

Third. That the place where the principal office of the corporation is to be established or located is in Manila, Philippine Islands.

Fourth. That the term for which said corporation is to exist is fifty years from and after the date of incorporation which is hereby extended for another fifty years from and after October 27, 1983, the lapsing date of its corporate existence. (As Amended on May 10, 1980).

Fifth. That the names and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Whose Residence Is At</u>
Nicanor Reyes	1004 Oroquieta, Manila
Celso Icasiano	1234 Sta. Elena, Manila
Mrs. Maria Tejico de Kalaw	489 Peñafrancia, Paco, Manila
Maria Jison vda. De Lopez	489 Peñafrancia, Paco, Manila
Mrs. Belen Enrile Gutierrez	268 Suerte, Manila

Sixth. That the number of Trustees of said corporation shall be nine (9) and that the names and residences of the trustees 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: (As Amended on May 12, 1979).

<u>Name</u>	<u>Whose Residence Is At</u>
Nicanor Reyes	1004 Oroquieta, Manila
Celso Icasiano	1234 Sta. Elena, Manila
Mrs. Maria Tejico de Kalaw	489 Peñafrancia, Paco, Manila
Maria Jison vda. De Lopez	489 Peñafrancia, Paco, Manila
Mrs. Belen Enrile Gutierrez	268 Suerte, Manila

Seventh. That the capital stock of the corporation is Two Billion Pesos (P2,000,000,000.00), Philippine Currency, divided into Twenty Million (20,000,000) shares at the par value of One Hundred Pesos (P100.00) per share. (As Amended on August 27, 2011 by the Stockholders and July 19, 2011 by the Board of Trustees.)

Eight. That the amount of said capital stock which has been actually subscribed is ONE HUNDRED THIRTY-TWO THOUSAND SEVEN HUNDRED PESOS (P132,700.00), and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Capital Subscribed</u>	<u>Amount Paid</u>
Nicanor Reyes	1004 Oroquieta Manila	618	P 61,800.00	P 31,000.00
Celso Icasiano	1234 Sta. Elena Manila	307	30,700.00	19,400.00 (paid in cash)
Maximo M. Kalaw	489 Peñafrancia Paco, Manila	390	39,000.00	900.00

<u>Name</u>	<u>Residence</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Capital Subscribed</u>	<u>Amount Paid</u>
Maria Tejico de Kalaw	489 Peñafrancia Paco, Manila	10	1,000.00	80.00
Maria Jison vda. de Lopez	489 Peñafrancia Paco, Manila	1	100.00	10.00
Belen Enrile Gutierrez	268 Suerte Manila	1	<u>100.00</u>	10.00
			₱132,700.00	
=====				

NINTH. That CELSO ICASIANO 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 the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 27th day of October, A.D. 1933.

(SGD.) NICANOR REYES

(SGD.) CELSO ICASIANO

(SGD.) MARIA TEJICO DE KALAW

(SGD.) MARIA JISON VDA. DE LOPEZ

(SGD.) BELEN ENRILE GUTIERREZ

SIGNED IN THE PRESENCE OF:

(SGD.) LEOPOLDO S. DUQUE

(SGD.) ILLEGIBLE

MARIA TEJICO DE KALAW and BELEN ENRILE GUTIERREZ
have signed with the consent of their respective husbands:

(SGD.) M. M. KALAW

(SGD.) AUREO F. GUTIERREZ

UNITED STATES OF AMERICA)
CITY OF MANILA) S.S.
PHILIPPINE ISLANDS

On this day of October, in the year A.D., one thousand nine hundred and thirty-three before me, Bartolome Umayam, a notary public in and for the City of Manila, personally appeared Nicanor Reyes with cedula No. F-253, issued at Manila on January 6, 1933, Celso Icasiano, with cedula No. F-27266, issued at Manila on February 17, 1933, Maria Tejico de Kalaw, Maria Jison de Lopez and Belen Enrile Gutierrez showed no cedula because they are exempted on account of their sex, known to be the 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 hereunto set my hand and affixed my official seal the day and year last above written.

(SGD.) BART UMayAM
Notary Public
My commission expires Dec. 31, 1934

Doc. No. 136
Page No. 84
Book No. 1
Series of 1933.

(Affixed one twenty-centavo documentary stamp and
the official seal of the Notary)

UNITED STATES OF AMERICA)
CITY OF MANILA) S.S.
PHILIPPINE ISLANDS

Celso Icasiano being sworn, deposes and says that on the 27th day of October, A.D. nineteen hundred and thirty-three he was duly elected by the subscribers named in the foregoing articles of incorporation as treasurer of the corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such treasurer he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by subscribers for the capital stock; that FIFTY THOUSAND FOUR HUNDRED PESOS (P50,400.00) worth of property and ONE THOUSAND PESOS (P1,000.00) in cash has been actually transferred to him in trust and received by him for the benefit and to the credit of the corporation and that at least twenty per centum of the entire number of authorized shares of capital stock has been subscribed and at least twenty-five per centum of the subscription has actually been paid to him or that property of the fair valuation of twenty-five per centum of the subscription has been actually transferred to him in trust and received by him for the benefit and to the credit of the corporation, said property being as follows:

STOCK CERTIFICATES OF THE INSTITUTE OF ACCOUNTANCY
UNDER THE NAME OF MR. NICANOR REYES

A) INSTITUTE OF ACCOUNTANCY (INSTITUTE OF
ACCOUNTS, BUSINESS AND FINANCE)

<u>Cert. No.</u>	<u>No. of Shares</u>	<u>Amount at Par Value</u>
01	120	P 12,000.00
26	5	500.00
27	5	500.00

29	7	700.00
41	10	1,000.00
42	10	1,000.00
43	5	500.00
44	5	500.00
51	<u>5</u>	<u>500.00</u>
Total Fully Paid:	172	₱ 17,200.00

STOCK CERTIFICATES OF THE MANILA EDUCATION
ASSOCIATION UNDER THE NAME OF
MR. NICANOR REYES

B) MANILA EDUCATION ASSOCIATION (FAR EASTERN
COLLEGE

<u>Cert. No.</u>	<u>No. of Shares</u>	<u>Par Value</u>
7	5	₱ 500.00
44	50	5,000.00
45	51	5,100.00
53	<u>32</u>	<u>3,200.00</u>
Total fully paid:	138	₱ 13,800.00

STOCK CERTIFICATES OF THE INSTITUTE OF
ACCOUNTANCY UNDER THE NAME OF MR. CELSO ICASIANO

A) INSTITUTE OF ACCOUNTANCY: INSTITUTE OF
ACCOUNTS, BUSINESS AND FINANCE)

<u>Cert. No.</u>	<u>No. of Shares</u>	<u>Par Value</u>
05	40	₱ 4,000.00
49	<u>10</u>	<u>1,000.00</u>
Total fully paid:	50	₱ 5,000.00

STOCK CERTIFICATES OF THE MANILA EDUCATION
ASSOCIATION UNDER THE NAME OF MR. CELSO ICASIANO

B) MANILA EDUCATION ASSOCIATION
(FAR EASTERN COLLEGE)

<u>Cert. No.</u>	<u>No. of Shares</u>	<u>Amount at Par Value</u>
01	20	₱ 2,000.00
02	25	2,500.00
03	25	2,500.00
04	18	1,800.00
05	5	500.00
06	5	500.00
10	5	500.00
11	2	200.00
43	6	600.00
52	<u>33</u>	<u>3,300.00</u>
Total Fully Paid:	144	₱14,400.00
GRAND TOTAL	-	₱50,400.00 vvvvvvvvv

(SGD.) CELSO ICASIANO

SUBSCRIBED AND SWORN to before me this 27th day of October,
A.D., nineteen hundred and thirty-three.

(SGD.) BART UMayAM
Notary Public

My commission expires Dec. 31, 1934

Doc. No. 157, Book 1
Page No. 85 Series of 1933

(Affixed one twenty-centavo documentary stamp
and the official seal of the Notary.)



FAR EASTERN UNIVERSITY

TRUSTEES' CERTIFICATE ON THE AMENDED ARTICLES OF INCORPORATION OF FAR EASTERN UNIVERSITY, INCORPORATED




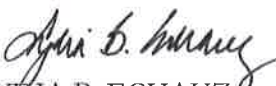
WE, the undersigned, being the Chairman of the Board, the President, the majority of the Board of Trustees, and the Corporate Secretary of **FAR EASTERN UNIVERSITY, INCORPORATED** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office at Nicanor Reyes Street, Sampaloc, Manila, Philippines, do hereby certify that the accompanying Amended Articles of Incorporation are true and correct copies of the articles of incorporation of the Corporation, as amended, which amendments were approved in accordance with the provisions of Section 16 of the Corporation Code, by a vote of at least a majority of the members of the Board of Trustees at its regular meeting held on July 19, 2011 and by at least two-thirds (2/3) of the outstanding capital stock of the Corporation at the annual meeting of the Stockholders held on August 27, 2011 at the principal office of the Corporation.

Nicanor Reyes Street
Sampaloc, Manila
P.O. Box 609 Philippines 1008
www.feu.edu.ph


The amendment consists of an amendment to Article Seventh of the Amended Articles of Incorporation whereby the authorized capital stock of the Corporation is increased from One Billion Pesos (₱1,000,000,000.00), consisting of 10,000,000 shares of common stock with a par value of One Hundred Pesos (₱100.00) per share to Two Billion Pesos (₱2,000,000,000.00), consisting of 20,000,000 shares of common stock with a par value of One Hundred Pesos (₱100.00) per share.

IN WITNESS WHEREOF, we have signed this Certificate this 29th day of September 2011 at Manila, Philippines.

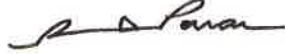

LOURDES R. MONTINOLA
Chairman
TIN No.: 205-212-869



LYDIA B. ECHAÜZ
President
TIN No.: 118-039-639



AURELIO R. MONTINOLA III
Vice-Chair
TIN No.: 135-558-086



PAULINO Y. TAN
Trustee
TIN No.: 103-937-348

GIANNA R. MONTINOLA
Trustee
TIN No.: 121-413-712


RENATO L. PARAS
Trustee
TIN No.: 141-749-639


SHERISA P. NUESA
Independent Trustee
TIN No.: 132-204-906



ANGELINA P. JOSE
Corporate Secretary
TIN No.: 127-973-208


ROBERT F. KUAN
Independent Trustee
TIN No.: 115-733-271

SUBSCRIBED AND SWORN to before me this 29th day of September 2011 at Manila, Philippines, affiants, personally known to me, exhibited to me the following, as competent evidence of their identity:

<u>Name</u>	<u>Community Tax Certificate No.</u>	<u>Date and Place Issued</u>
Lourdes R. Montinola	06003261	2-17-11/Makati City
Aurelio R. Montinola III	05931706	1-05-11/Makati City
Lydia B. Echauz	01190789	2-15-11/Manila
Angelina P. Jose	06364145	6-27-11/Manila
Paulino Y. Tan	02697800	1-28-11/Manila
Gianna R. Montinola	21629666	2-28-11/Makati City
Renato L. Paras	05946979	1-13-11/Makati City
Sherisa P. Nuesa	24359837	2-21-11/Manila
Robert F. Kuan	23322025	2-16-11/Makati City

Doc. No. 465;
Page No. 94;
Book No. III;
Series of 2011.


ATTY. ENRICO G. SILERA
NOTARY PUBLIC
UNTIL DECEMBER 2011
PTR No. 8315823; 01-18-11; MANILA
IBP No. 847327; 01-07-11; PFLM
ROLL No. 35145; MAY 27, 1988
COMPLIANCE No. III-0018920