



**Melco Crown Philippines**  
**新濠博亞菲律賓**

05 September 2014

**THE PHILIPPINE STOCK EXCHANGE, INC.**  
3/F Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

Attention: **MS. JANET A. ENCARNACION**  
Head, Disclosure Department

**MR. JUAN FEDERICO C. DE LEON**  
Senior Specialist, Disclosure Department

Re: Report on Form 17-C

Gentlemen:

We submit SEC Form 17-C disclosure, as attached.

Thank you.

Very truly yours,

**MELCO CROWN (PHILIPPINES) RESORTS CORPORATION**

By:

**MARISSA T. ACADEMIA** <sup>MRS</sup>  
Corporate Information Officer



11. Indicate the item numbers reported herein: **Item 9 – Other Events**

MCE Leisure (Philippines) Corporation ("**MCE Leisure**"), a wholly-owned indirect subsidiary of Melco Crown (Philippines) Resorts Corporation (the "**Corporation**") received from the Securities and Exchange Commission ("**SEC**") the Certificate of Filing of Amended Articles of Incorporation dated 1 September 2014 approving the amendments to the Second Article of the Amended Articles of Incorporation of MCE Leisure to include the authority to act as foreign exchange dealer (FXD)/money changer (MC) or engage in the business of buying and/or selling foreign currencies on real time basis as one of its secondary purposes.

Attached is a copy of the Certificate of Filing of Amended Articles of Incorporation as approved by the SEC.

**SIGNATURE**

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MELCO CROWN (PHILIPPINES) RESORTS CORPORATION**

By:



**MARISSA T. ACADEMIA**  
Corporate Information Officer

**05 September 2014**  
Date



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS201215883

**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

**MCE LEISURE (PHILIPPINES) CORPORATION**  
(Amending Article II Secondary Purposes thereof.)

copy annexed, adopted on August 12, 2014 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 1<sup>st</sup> day of September, Twenty Fourteen.

  
**FERDINAND B. SALES**  
Director

Company Registration and Monitoring Department





AMENDED ARTICLES OF INCORPORATION

OF

MCE LEISURE (PHILIPPINES) CORPORATION

doing business under the name and style of

City of Dreams Manila

(Formerly: MCE LEISURE (PHILIPPINES) CORPORATION)

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KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, majority of whom are citizens and residents of the Republic 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 said corporation shall be:

MCE LEISURE (PHILIPPINES) CORPORATION

doing business under the name and style of:

City of Dreams Manila

(As amended on 19 May 2014)

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

PRIMARY PURPOSE

To develop and operate tourist facilities, including hotel casino entertainment complexes with hotel, retail and amusement areas and themed development components, without being engaged in retail trade, and to engage in casino gaming activities. (As amended on 14 November 2012)

SECONDARY PURPOSES

1. To the extent permitted by law, to acquire by purchase, lease, contract, concession, or otherwise, any and all real and personal properties of every kind and description whatsoever, which the Corporation may deem necessary or appropriate in connection with the conduct of the corporate business, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange, or otherwise dispose of the whole or any part thereof;

2. To borrow or raise money necessary for any of the purposes of the Corporation, and from time to time, draw, make, accept, endorse, transfer, assign, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidence of indebtedness, to give guarantees and indemnities, to secure indebtedness of third persons or other secured persons, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver,

mortgage, and/or pledge all or any part of the property or assets at any time held or owned by the Corporation, on such terms and conditions as the Board of Directors of the Corporation or its duly authorized officers or agents shall determine and as may be permitted by law;

3. To purchase or acquire, hold, assign, mortgage, pledge, and sell or otherwise dispose of shares of stock, receivables, bonds, securities, or other evidence of indebtedness issued or created by any other corporation, partnership, or company, whether domestic or foreign, and while the holder of any such share of stock, to exercise all the rights and privileges of ownership, including the right to vote without, however, engaging as a stock broker or dealer in securities;

4. To invest and deal with the money and properties of the Corporation in such manner as may, from time to time, be considered wise or expedient for the advancement of its interest and to sell, dispose, or transfer the business, properties, and goodwill of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

5. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal, or public authority, domestic or foreign, in the carrying out of any of the purposes of the Corporation;

6. To acquire or obtain from any government or authority, or any corporation, company, or partnership or person, such charter, contracts, franchise, privilege, exemption, license, or concession as may be conducive to any of the objects of the Corporation;

7. To act as foreign exchange dealer (FXD)/money changer (MC) or to engage in the business of buying and/or selling foreign currencies on real time basis as defined under Bangko Sentral ng Pilipinas Circular No. 471 dated 24 January 2005. (As amended on 12 August 2014)

8. To guarantee the whole or any part of the indebtedness and obligations of the parent company or any of its subsidiaries and/or affiliates. (As amended on 9 April 2013)

9. To exercise all the powers granted to the Corporation under Batas Pambansa Bilang 68, otherwise known as the Corporation Code of the Philippines.

THIRD: That the place where the principal office of the Corporation is at Aseana Boulevard cor. Roxas Boulevard, Brgy. Tambo, Parañaque City 1701. (As amended on 08 October 2013)

FOURTH: That the term for which the Corporation is to exist is fifty (50) years from and after the date of the issuance of the certificate of incorporation.

FIFTH: That the names, nationalities, and residences of the incorporators are as follows:

<b>Name</b>	<b>Nationality</b>	<b>Address</b>
Frances Marie T. Yuyucheng TIN: 161-211-692	Filipino	Unit 30G, One Legaspi Park Condominium, Rada Street, Legaspi Village, Makati City
Bertrand Hans B. Cagayan TIN: 152-022-237	Filipino	15 Greenwich St., Hillsborough Subd., Cupang, Muntinlupa City
Rena Rico-Pamfilo TIN: 209-631-089	Filipino	65 Switzerland Street, Better Living Subd., Parañaque, Metro Manila
Cristina Collantes-Garcia TIN: 199-116-923	Filipino	121 Country Club Drive, Ayala Alabang Village, Muntinlupa City
Maria Tara A. Mercado TIN: 401-141-426	Filipino	Unit 904 Grand Soho Makati, H.V. dela Costa St., Makati City

SIXTH: That the number of directors of the Corporation shall be five (5) and that the names, nationality, 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:

<b>Name</b>	<b>Nationality</b>	<b>Address</b>
Frances Marie T. Yuyucheng TIN: 161-211-692	Filipino	Unit 30G, One Legaspi Park Condominium, Rada Street, Legaspi Village, Makati City
Bertrand Hans B. Cagayan TIN: 152-022-237	Filipino	15 Greenwich St., Hillsborough Subd., Cupang, Muntinlupa City
Rena Rico-Pamfilo TIN: 209-631-089	Filipino	65 Switzerland Street, Better Living Subd., Parañaque, Metro Manila
Cristina Collantes-Garcia TIN: 199-116-923	Filipino	121 Country Club Drive, Ayala Alabang Village, Muntinlupa City
Maria Tara A. Mercado TIN: 401-141-426	Filipino	Unit 904 Grand Soho Makati, H.V. dela Costa St., Makati City

SEVENTH: That the authorized capital stock of the Corporation is Five Billion Two Hundred Million Pesos (PhP5,200,000,000.00) in lawful money of the Philippines, divided into Five Billion Two Hundred Million (5,200,000,000) common shares with par value of One Peso (Php 1.00) per share. (As amended on 17 June 2014)

No shareholder of any class of shares shall have or otherwise be entitled to any preemptive right to subscribe to, purchase or receive any class of shares of the Corporation, or part thereof, whether issued from the unissued capital, increase in capital stock, treasury stock any securities convertible into stock of the Corporation. Any such shares may at any time be issued, sold or disposed of by the Corporation pursuant to the resolution of the Board of Directors, to such persons and upon such terms as the Board of Directors may deem proper, without first offering such shares to existing shareholders.

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:



Name	Nationality	No. of Shares Subscribed	Amount Subscribed (Php)	Amount Paid-up (Php)
MCE Holdings No. 2 (Philippines) Corporation	BVI	8,309,995	8,309,995.00	8,309,995.00
Frances Marie T. Yuyucheng TIN: 161-211-692	Filipino	1	1.00	1.00
Bertrand Hans B. Cagayan TIN: 152-022-237	Filipino	1	1.00	1.00
Rena Rico-Pamfilo TIN: 209-631-089	Filipino	1	1.00	1.00
Cristina Collantes-Garcia TIN: 199-116-923	Filipino	1	1.00	1.00
Maria Tara A. Mercado TIN: 401-141-426	Filipino	1	1.00	1.00
Total		8,310,000	8,310,000.00	8,310,000.00

NINTH: That Maria Tara A. Mercado has been elected by the subscribers as treasurer of the Corporation to act as such until his/her successor is duly elected and qualified in accordance with the By-Laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the Corporation, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have set our hands this 22<sup>nd</sup> day of August 2012 at Makati, Philippines.

[Sgd.]  
Frances Marie T. Yuyucheng  
TIN: 161-211-692

[Sgd.]  
Betrand Hans B. Cagayan  
TIN: 152-022-237

[Sgd.]  
Rena Rico-Pamfilo  
TIN: 209-631-089

[Sgd.]  
Cristina Collantes-Garcia  
TIN: 199-116-923

[Sgd.]  
Maria Tara A. Mercado  
TIN: 401-141-426

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public in and for the City of Makati, this 24<sup>th</sup> day of August 2012, personally appeared the following, who are satisfactorily proven to me their identity:

Name	Identification Nos.	Validity/Place of Issuance
Frances Marie T. Yuyucheng	PP# XX1409743	16 June 2013/Manila
Bertrand Hans B. Cagayan	PP# EB2037651	6 March 2016/Manila
Rena Rico-Pamfilo	PP#XX0549375	17 Feb 2013/Manila
Cristina Collantes-Garcia	PP# EB490044	25 March 2017/Manila
Maria Tara A. Mercado	PP# EB0753544	12 Aug 2015/Manila

that they are the same persons who executed and voluntarily signed the foregoing Articles of Incorporation which they acknowledged before me as their free and voluntary act and deed.

WITNESS MY HAND AND SEAL, this 24<sup>th</sup> day of August 2012 in the City of Makati.

[Sgd.]  
Atty. Rafael Antonio P. Meer  
Commission No. M-307  
Notary Public for Makati City  
Until December 31, 2012  
21<sup>st</sup> Flr., Philamlife Tower  
8767 Paseo de Roxas, Makati City  
Roll No. 56712  
PTR No. 3174417/01-02-2012/Makati  
IBP No. 869529/01-03-2012/Makati

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