

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

Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. AS94007160

**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

**ARTHALAND CORPORATION**  
(Amending Article III thereof)

copy annexed, adopted on May 09, 2018 by majority vote of the Board of Directors and on June 29, 2018 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/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 4<sup>th</sup> day of September, Twenty Eighteen.

  
GERARDO F. DEL ROSARIO  
Authorized Signatory, HRAD  
Company Registration and Monitoring Department

# COVERSHEET

for Applications at  
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

Amendment of Articles of Incorporation

A S 9 4 0 0 7 1 6 0

Former Company Name

A R T H A L A N D C O R P O R A T I O N

AMENDED TO:  
New Company Name

N O T A P P L I C A B L E

Principal Office (No./Street/Barangay/City/Town) Province

8 F P I C A D I L L Y S T A R B L D G 4 T H A V E

C O R 2 7 T H S T B O N I F A C I O G L O B A L

ZIPCODE

C I T Y T A G U I G C I T Y

1 6 3 4

Company's Email Address

COMPANY INFORMATION  
Company's Telephone Number/s

Mobile Number

—

(02) 403-6910

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CONTACTPERSON INFORMATION

Name of Contact Person

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation  
Email Address Telephone Number/s

Mobile Number

Atty. Riva Kristine V. Maala

rvmaala@arthaland.com

(+632) 403-6910

0917-509-3413

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

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Document I.D.

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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

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SECURITIES AND EXCHANGE COMMISSION  
CORPORATE SEC. DIV.  
**AUG 20 2018**  
RECEIVED

**DIRECTORS' CERTIFICATE**

*(On the Amendment of Article Third, Articles of Incorporation)*

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, constituting the majority of the Board of Directors and the Corporate Secretary of **ARTHALAND CORPORATION (the "Corporation")**, hereby certify that:

1. The Amended Articles of Incorporation hereto attached as **Annex "A"** is a full, true and complete copy of the Articles of Incorporation of the Corporation which was amended by the majority vote of its Board of Directors at its meeting held on **09 May 2018** at the **8/F Picadilly Star Building, 4<sup>th</sup> Avenue corner 27<sup>th</sup> Street, Bonifacio Global City, Taguig City 1634**, and by the stockholders representing more than sixty-seven percent (67%) of all its outstanding common shares entitled and qualified to vote at the duly called and convened Annual Stockholders' Meeting held on **29 June 2018** at **The Ascott Bonifacio Global City, Taguig City**.

2. The amendment to Article Third of the Articles of Incorporation consists of the change of the Corporation's principal office from "8/F Picadilly Star Building, 4<sup>th</sup> Avenue corner 27<sup>th</sup> Street, Bonifacio Global City, Taguig City, Philippines" to "7/F ArthaLand Century Pacific Tower, 5<sup>th</sup> Avenue corner 31<sup>st</sup> Street, Bonifacio Global City, Taguig City, Philippines", to wit:

AMENDED ARTICLES OF INCORPORATION

xxx

THIRD – That the place where the principal office of the Corporation is to be established or located is 7/F ArthaLand Century Pacific Tower, 5<sup>th</sup> Avenue corner 30<sup>th</sup> Street, Bonifacio Global City, Taguig City, Philippines

WITNESS OUR HAND this **29<sup>th</sup>** day of **June 2018** at **Taguig City**.

  
**RIVA KHRISTINE V. MAALA**

*Corporate Secretary*

PP No. EC5989640/14 November 2015/DFA NCR East

TIN No. 910-340-737

**ERNEST K. CUYEGKENG**

*Chairman of the Board*

PP No. EC3327271/31 January 2015/DFA Manila

TIN No. 101-265-572

**JAIME C. GONZALEZ**

*Vice Chairman and President*

PP No. P5521740A/03 January 2018/DFA NCR East

TIN No. 171-457-049

**RICARDO GABRIEL T. PO**

*Vice Chairman*

PP No. P5718395A/22 January 2018/DFA Manila

TIN No. 105-633-446

**LEONARDO ARTHUR T. PO**

*Director/EVP and Treasurer*

PP No. P5812137A/29 January 2018/DFA Manila

TIN No. 213-386-343

*ABSENT*

**JAIME ENRIQUE Y. GONZALEZ**

*Director*

PP No. EC0139804/28 January 2014/DFA Manila

TIN No. 201-668-133

**CHRISTOPHER PAULUS NICOLAS T. PO**

*Director*

PP No. EC34389832/10 February 2015/DFA NCR-East

TIN No. 119-779-656

**EMMANUEL A. RAPADAS**

*Independent Director*

PP No. EC6250487/18 December 2015/DFA NCR-East

TIN No. 110-255-170

**HANS B. SICAT**

*Independent Director*

PP No. EC7002022/11 March 2016/DFA Manila

TIN No. 214-849-441

**ANDRES B. STA. MARIA**

*Independent Director*

PP No. EC2181164/23 September 2014/DFA NCR-East

TIN No. 106-214-861

**OATH**

Republic of the Philippines )  
Taguig City ) SS.

I certify that on this 29<sup>th</sup> day of **June 2018**, before me, a notary public duly authorized in the city above-named to take acknowledgments, personally appeared the foregoing persons (i) whom I identified through competent evidence of their identities as

indicated below their respective names to be the same persons described in this Directors' Certificate, (ii) who acknowledged before me that they voluntarily affixed their signatures on the said instrument for the purpose stated therein, and (iii) who declared to me that they executed the same as their free and voluntary act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and affix my notarial seal on the date and at the place above written.

Doc. No. 462

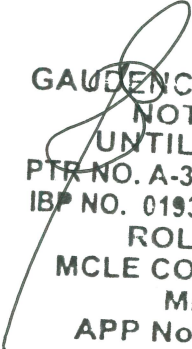
Page No. 94

Book No. 14

Series of 2018.

directors' certificate-AOI amendment (6.29.18)/Articles & By-laws/ALCO/rvm



  
GAUDENCIO A. BARBOZA JR.  
NOTARY PUBLIC  
UNTIL DEC. 31, 2018  
PTR NO. A-3742910-1-3-18 TAGUIG  
IBP NO. 019326 / DEC. 22, 2017 RSM  
ROLL. NO. 41969  
MCLE COMP. V No. 0021481  
MAY 2, 2016  
APP No. 26/(2017-2018)

**AMENDED ARTICLES OF INCORPORATION**

**ARTHALAND CORPORATION**

formerly EIB Realty Developers, Inc.  
(As amended on 11 March 2011 and 24 June 2011)

KNOW ALL MEN BY THESE PRESENTS:

That WE, all of legal age, a majority of whom are citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE CERTIFY THAT:

FIRST – That the name of the Corporation shall be:

**ARTHALAND CORPORATION**

formerly EIB Realty Developers, Inc.  
(As amended on 27 November 2008)

SECOND – That the purposes for which the Corporation is formed are:

**PRIMARY PURPOSE**

To principally engage in the realty development business, including home building and development, and to deal, engage, invest and transact, directly or indirectly, in all forms of business and mercantile acts and transaction concerning all kinds of real property, including but not limited to the acquisition, construction, utilization and disposition, sale, lease, exchange or any mode of transfer of residential, industrial or commercial property.

**SECONDARY PURPOSE**

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouse and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of corporate business, and to pay in cash, shares of its capital stock debentures and other evidences of indebtedness of other securities, as may be deemed expedient, for any business of property acquired by the corporation;

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation, or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered expedient for the advancement of its interests and to sell, dispose of 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;

4. To aid in any manner any corporation, association or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for this Corporation, directly or indirectly or through other corporations or otherwise;

5. To enter into lawful arrangement for sharing profits, union of interest, utilization or farm out agreement, reciprocal concession or cooperation with any corporation, association, partnership syndicate, entity, person or government, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation;

6. To acquire or obtain from any government authority, national, provincial, municipal or otherwise, or any corporation, company or partnership, or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the Corporation;

7. To establish and operate one or more branch offices of other agencies and to carry on any or all of its operations and business without any restrictions as to place or amount, including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey, or otherwise deal in and with real and personal property anywhere within the Philippines; and,

8. 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 of the exercise of any one or more of the powers herein enumerated, or which shall at anytime appear conducive to or expedient for the protection or benefit of this Corporation.

THIRD – That the place where the principal office of the Corporation is to be established or located is **7/F ArthaLand Century Pacific Tower, 5<sup>th</sup> Avenue corner 30<sup>th</sup> Street, Bonifacio Global City, Taguig City, Philippines** (As amended on 29 June 2018).

FOURTH – That the term for which said Corporation is to exist is FIFTY (50) years from the date and after the date of incorporation.

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

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
TEODORO C. BORLONGAN	Filipino	1 Sparrow St., Greenmeadows I, Quezon City, Metro Manila
JOSUE A. CAMBA, JR	Filipino	111 Sampaguita St., Valle Verde III, Pasig, Metro Manila

## ANNEX "A"

CORAZON M. BEJASA	Filipino	30 Amethyst StreetGreenheightsSubd., Paranaque, Metro Manila
DENNIS D. DECENA	Filipino	2473 A. Crisostomo St., BF ResortVillage, Las Pinas, Metro Manila
NIDA S. SANTOS	Filipino	28 F. Rodriguez Ave., Sto. Nino, Marikina, Metro Manila

SIXTH – That the number of directors of the Corporation shall be nine (9) and the names, citizenship and residences of the directors who are to serve until their successors are duly elected and qualified as provided by the By-laws are as follows (*As amended on 30 March 2011 and 24 June 2011*):

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
TEODORO C. BORLONGAN	Filipino	1 Sparrow St., Greenmeadows I, Quezon City, Metro Manila
JOSUE A. CAMBA, JR	American	111 Sampaguita St., Valle Verde III, Pasig, Metro Manila
CORAZON M. BEJASA	Filipino	30 Amethyst StreetGreenheightsSubd., Paranaque, Metro Manila
DENNIS D. DECENA	Filipino	2473 A. Crisostomo St., BF ResortVillage, Las Pinas, Metro Manila
NIDA S. SANTOS	Filipino	28 F. Rodriguez Ave., Sto. Nino, Marikina, Metro Manila

SEVENTH – That the authorized capital stock of the Corporation is Philippine Pesos: Two Billion Nine Hundred Ninety Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,996,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Fifty Million (₱50,000,000.00) of preferred shares consisting of 50,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.

The preferred shares shall be redeemable and have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.



## ANNEX "A"

The shares of stock of the corporation are not subject to pre-emptive rights of stockholders, and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine. *(As amended on 07 September 2016)*

EIGHT – That the amount of said capital stock, which has been actually subscribed, is ONE HUNDRED MILLION PESOS (₱100,000,000.00), Philippine currency, and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names set out after their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Urbancorp Investment Inc.	Filipino	999,995	₱99,999,500.00
Teodoro C. Borlongan	Filipino	1	100.00
Josue A. Camba, Jr.	American	1	100.00
Nida S. Santos	Filipino	1	100.00
Corazon M. Bejasa	Filipino	1	100.00
Dennis D. Decena	Filipino	1	100.00
		1,000,000	₱100,000,000.00

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:

<u>Name</u>	<u>Amount Paid</u>
Urbancorp Investment, Inc.	₱ 29,999,500.00
Teodoro C. Borlongan	100.00
Josue A. Camba, Jr.	100.00
Nida S. Santos	100.00
Corazon M. Bejasa	100.00
Dennis D. Decena	100.00
	₱ 30,000,000.00

TENTH – That no issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation.

ELEVENTH – That NIDA S. SANTOS has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and shall have qualified in accordance with the By-laws; and that, as such treasurer she has been authorized

ANNEX "A"

to receive for the corporation and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 21<sup>st</sup> day of July 1994 at Makati, Metro Manila, Philippines.

(Sgd) TEODORO C. BORLONGAN

(Sgd) JOSUE A. CAMBA, JR.

(Sgd) CORAZON M. BEJASA

(Sgd) DENNIS D. DECENA

(Sgd) NIDA S. SANTOS

SIGNED IN THE PRESENCE OF:

(Illegible)

(Illegible)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES )  
MAKATI, METRO MANILA ) SS.

BEFORE ME, a Notary Public for and in Makati, Metro Manila, Philippines, this 21<sup>st</sup> of July 1994, personally appeared the following:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date/Place Issued</u>
TEODORO C. BORLONGAN	2250528	2.18.94/ Makati
JOSUE A. CAMBA, JR.	793308842	4.11.94/ Pasig
NIDA S. SANTOS	22516804	2.17.94/ Makati
CORAZON M. BEJASA	22520525	2.18.94/ Makati
DENNIS D. DECENA	22520528	2.18.94/Makati

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 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. 350  
Page No. 71  
Book No. IV  
Series of 1994.

(SGD.) MA. ESMERALDA R. CUNANAN  
Notary Public  
Until December 31, 1995  
PTR No. 1781153  
Issued at Quezon City on January 13, 1994

**SECRETARY'S CERTIFICATE**

I, **RIVA KHRISTINE V. MAALA**, being the duly elected and incumbent Corporate Secretary of **ARTHALAND CORPORATION (the "Corporation")**, a corporation duly organized and existing under and by virtue of Philippine laws, with principal place of business at the 8/F Picadilly Star Building, 4<sup>th</sup> Avenue corner 27<sup>th</sup> Street, Bonifacio Global City, Taguig City 1634, subscribing under oath, depose and state that:

1. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as the duly elected and/or appointed directors or officers thereof or vice versa.

2. I am executing this Secretary's Certificate to attest to the truth of the foregoing for whatever legal purpose this may serve the Securities and Exchange Commission in relation to the amendment of the Corporation's Articles of Incorporation.

Issued this **7<sup>th</sup> August 2018** at Taguig City.

**RIVA KHRISTINE V. MAALA**  
*Corporate Secretary*

**OATH**

Republic of the Philippines    )  
Taguig City                            ) SS.

I certify that on this **7<sup>th</sup> day of August 2018**, before me, a notary public duly authorized in the city above-named to take acknowledgments, personally appeared **Riva Khristine V. Maala** (i) whom I identified through her **Passport Number EC5989640** issued on **14 November 2015** at the City of **Manila, Philippines**, a competent evidence of identity, to be the same person described in the foregoing instrument, (ii) who acknowledged before me that she voluntarily affixed her signature on the instrument for the purpose stated therein, and (iii) who declared to me that she has executed the instrument as her free and voluntary act and deed and that she has the authority to sign on behalf of her principal.

IN WITNESS WHEREOF, I hereunto set my hand and affix my notarial seal on the date and at the place above written.

Doc. No. 75  
Page No. 16  
Book No. 18  
Series of 2018.  
seccert.no intra-corporate dispute/ALCO/rvm

**GAUDENCIO A. BARBOZA JR.**  
**NOTARY PUBLIC**  
**UNTIL DEC. 31, 2018**  
**PTR NO. A-3742910-1-3-18 TAGUIG**  
**IBP NO. 019326 / DEC. 22, 2017 RSM**  
**ROLL. NO. 41969**  
**MCLE COMP. V No. 0021481**  
**ALCO, seccert.no intra-corporate dispute**