



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

COMPANY REG. NO. 77823

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

CITYLAND DEVELOPMENT CORPORATION
(Amending Article VII thereof)

copy annexed, adopted on May 2, 2018 and readopted on September 5, 2018 by a majority vote of the Board of Directors and on June 5, 2018 and readopted on October 5, 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 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 this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 14th day of March, Twenty Nineteen.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

AMENDED
ARTICLES OF INCORPORATION
OF
CITYLAND DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be -

CITYLAND DEVELOPMENT CORPORATION

SECOND: That the primary purpose for which the Corporation is formed is to acquire, develop, improve, subdivide, cultivate, lease, sublease, sell, exchange, barter and/or dispose of agricultural, industrial, commercial, and residential lands and other real properties, as well as to construct, improve, lease, sublease, sell and/or dispose of houses, building and other improvements thereon, and to manage and operate subdivisions and housing projects or otherwise engage in the financing and training of real estate.

And that the secondary purposes thereof are as follows:

1. To identify and locate suitable sites for development in accordance with sound environmental and aesthetic standards, trends in population movement, legally imposed constraints, and other similar considerations;
2. To design the general plan of development of real estate projects on the basis of market objectives, ecological considerations, functional requirements and other material factors necessary or convenient for carrying out any of the purposes of the Corporation;
3. To secure, utilize and dispose of, in any lawful manner, rights, powers, privileges, franchises and concessions from any governmental, state, municipal, or other authority;
4. To determine the financial components of land development projects and programs, and to plan manage the same in order to render such projects and programs bankable and induce optimum utilization of available or obtainable financial resources;
5. To cause the construction not only of the main structural unit of real estate development project but likewise provide the necessary support or peripheral facilities in accordance with sound architectural and engineering practices, advanced mass construction technology and modern land developments principles which take into account the preservation of natural scenery and historical sites, and anticipate the need for facilities for transportation, recreation, religious workshop, trade, industry, and other similar complementary facilities in the vicinity of residential, commercial and industrial centers and complexes;

6. To market and promote developed and undeveloped areas and the individual structural units composing the latter;
7. To purchase, develop, exploit, manufacture, process and sell any agricultural, forest and mineral lands and other natural resources;
8. To administer, manage, and care for the entire developed complexes and/or individual unit structures with the end in view of preserving their utility for the occupants thereof and the entire community and preventing the incidence of slums and other urban blights;
9. To buy, lease, and obtain other rights to sell, exchange, lease, encumber or otherwise dispose of or deal in lands, buildings, tenements, condominiums and other similar properties or in mortgages or other security interest involving real estate or in options to buy, or in leases or other rights to acquire, possess or use such properties, either for its own account or for the account of others;
10. To develop, subdivide and reclaim land areas suitable for residential, commercial or industrial uses and to construct dwelling units, office buildings, industrial plants, recreational halls, piers, wharves, docks, and other single unit or condominium type structures thereon;
11. To provide general management and specialized technical services to land-owners, land developers, contractors and other persons and entities involved in the real estate industry;
12. To furnish building care and management services and facilities;
13. To evaluate, gather, disseminate information or real estate development matters by collecting and processing statistics and other data relevant to the industry; initiating, sponsoring, financial or otherwise participating in seminars, conferences and other similar sessions; and conducting studies and researches on mass construction technology, structural design, urban renewal and development, town planning and other related subjects;
14. To act as principal, agent, commission merchant, broker, manager, factor, or consignee, to acquire by purchase or otherwise own, hold, lease, exchange, mortgage, sell or dispose of any real and personal property rights and privileges suitable or convenient for any of the corporate businesses; and to purchase and acquire or sell and dispose any other businesses of a character similar to those of the corporation;
15. To unite, merge, or cooperate, whether generally or for a limited period, or to a limited extent determinable, continuous or otherwise, with any corporation, company or persons already or hereafter to be established or to engage in objects similar or analogous to those of the Corporation or any lawful activity relative to the pursuit of the corporate businesses or any part thereof, and for such purpose, to make and enter into any contract, agreement or arrangement, for sharing profits or uniformity of interests or otherwise, and to acquire and hold shares of stock, certificates of indebtedness, mortgages, bonds or other securities or any undertaking issued by any individual, corporation or company already formed or hereafter to be formed;
16. To invest the funds of the Corporation under such terms and conditions as the Board of Directors may legally determine;
17. To acquire, purchase, hold, ledge, sell and/or dispose of the shares of stock, bonds, and evidence of indebtedness and other obligations of any domestic or foreign corporation, and to possess and exercise in respect to such equities and indebtedness thus acquired all the rights, powers, and privileges of individual owners or holders thereof;
18. To borrow and raise money from time to time and to secure the payment thereof by mortgage, pledge, deed or trust and to make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange and other credit instruments for the purchase of any property or any purposes permissible under the Corporation Law;

19. To enter into joint ventures and working arrangements with other entities and to make or carry into effect, either in whole or in part, such arrangements with any other companies, corporations, associations or persons to the extent permitted by law;

20. To do everything necessary, proper, suitable or convenient for the attainment of the corporate purposes and objects and the furtherance of the powers herein set forth and to do and perform every act and thing incidental thereto or connected therewith insofar as the law of the Philippines may permit;

21. To enter into management contract with another firm or entity; provided that the management contract to be entered into by the corporation shall be amended, modified, revised, reformed, revoked or terminated only by the unanimous vote of the entire members of the Board of Directors and shall be subject further to the ratification by the affirmative vote of the stockholders owning at least $\frac{3}{4}$ of the entire subscribed capital stock;

THIRD: That the place where the principal office of the Corporation is to be established or located is at 2/F Cityland Condominium 10 Tower I, 156 H.V. Dela Costa Street, Makati City;

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

FIFTH: That the names, citizenship and residences or addresses of the incorporators of the Corporation are as follows:

Name	Citizenship	Residences
ANSELMO A. TRINIDAD, SR.	Filipino	9 Talisay Road, Forbes Park
MANUEL F. GARCIA	Filipino	765 East Street, Mandaluyong, Metro Manila
CHUNG TIONG TAY	Filipino	8 Anahaw Street, Forbes Park
DANIEL Y. CHIONG	Filipino	1148 Tamarind Road, Dasmariñas Village, Makati MM
STEPHEN C. ROXAS	Filipino	9 Sta. Ana Street, Magallanes Village

SIXTH: That the number of directors of the Corporation shall be nine (9) and the names, citizenship and addresses of the directors of the Corporation who are to serve until their successors are duly elected and qualified as provided by the By-Laws are as follows:

Name	Citizenship	Residences
ANSELMO A. TRINIDAD, SR.	Filipino	9 Talisay Road, Forbes Park
MANUEL F. GARCIA	Filipino	765 East Street, Mandaluyong, Metro Manila
CHUNG TIONG TAY	Filipino	8 Anahaw Street, Forbes Park
DANIEL Y. CHIONG	Filipino	1148 Tamarind Road, Dasmariñas Village, Makati MM
STEPHEN C. ROXAS	Filipino	9 Sta. Ana Street, Magallanes Village

SEVENTH: That the capital stock of said Corporation is FIVE BILLION PESOS (P5,000,000,000.00), Philippine Currency, divided into FIVE BILLION (5,000,000,000) shares with a par value of One Peso (P1.00) per share; and that no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than sixty percent (60%) of the capital stock then subscribed shall be allowed or permitted to be recorded on the proper books and this restriction

shall also be indicated in all its stock certificates. (As amended on May 2, 2018 and on September 5, 2018 by majority of the Board of Directors, and on June 5, 2018 and on October 5, 2018 by the stockholders representing at least 2/3 of the outstanding capital stock).

The stockholders shall have no pre-emptive right to subscribe to any issue or disposition of shares of any class and all the stockholders, their transferees and/or assignees take the shares subject to this condition.

EIGHTH: That the amount of said capital stock which has been actually subscribed is Two Million shares and the following persons have subscribed for the number of shares and the amount of capital stock set forth after their respective names:

Name	No. of Shares Subscribed	Amount of Capital Stock Subscribed
	-----	-----
ANSELMO A. TRINIDAD, SR.	400,000	₱ 4,000,000.00
MANUEL F. GARCIA	400,000	4,000,000.00
CHUNG TIONG TAY	400,000	4,000,000.00
DANIEL Y. CHIONG	400,000	4,000,000.00
STEPHEN C. ROXAS	400,000	4,000,000.00
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	<u>2,000,000</u>	<u>₱ 20,000,000.00</u>

NINTH: That the following have paid on the shares of capital stock for which they have subscribed the amounts set forth after their respective names:

<u>Name</u>	Amount Paid on Subscription

ANSELMO A. TRINIDAD, SR.	₱ 1,000,000.00
MANUEL F. GARCIA	1,000,000.00
CHUNG TIONG TAY	1,000,000.00
DANIEL Y. CHIONG	1,000,000.00
STEPHEN C. ROXAS	---1,000,000.00
	<u>₱ 5,000,000.00</u>

TENTH: That STEPHEN C. ROXAS 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 receive in its name for all subscription paid by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on this 26th day of January, 1978 in the City of Manila, Philippines.

(SGD) ANSELMO A. TRINIDAD, SR.

(SGD) MANUEL F. GARCIA

(SGD) CHUNG TIONG TAY

(SGD) DANIEL Y. CHIONG

(SGD) STEPHEN C. ROXAS

SIGNED IN THE PRESENCE OF:

ILLEGIBLE

ILLEGIBLE

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public, for and in the City of Manila, this 26th day of January 1978, personally appeared the following:

Name	Comm. Tax Cert. No.	Place/Date of Issue
ANSELMO A. TRINIDAD, SR.	A-264575	Manila/1-03-77
MANUEL F. GARCIA	A-0000090	Manila/1-07-77
CHUNG TIONG TAY	A-1104744	Pasay/1-03-77
DANIEL Y. CHIONG	A-537704	Manila/1-11-77
STEPHEN C. ROXAS	A-537797	Manila/1-13-77

known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the date and place first above indicated.

Doc. No. 469;
Page No. 101;
Book No. II;
Series of 1978.

(SGD) **ESCOLASTICO U. CRUZ, JR.**
NOTARY PUBLIC
Until December 31, 1978
PTR No. 9767552-T
Makati, July 1, 1977
TAN No. 71149-612-W

DIRECTORS' CERTIFICATE

*Amended
and readopted on*

*Amended
May 2, 2018*

WE, the undersigned majority of the Board of Directors and the Corporate Secretary of **CITYLAND DEVELOPMENT CORPORATION**, do hereby certify that the Articles of Incorporation of the Corporation was amended by a majority vote of the Directors on September 5, 2018, and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at the special stockholders' meeting held on October 5, 2018 at the principal office of the Corporation.

Amended June 5, 2018 and readopted on

The amended provision of the attached Amended Articles of Incorporation refers to Seventh (7th) article.

We further certify that the Amended Articles of Incorporation is a true and correct copy thereof.

This Certificate is a supplement/addendum to the Directors' Certificate executed on July 9, 2018 which is attached herewith.

IN WITNESS WHEREOF, we have hereunto signed this certificate this MAR 05 2019 at MANILA, Philippines.

ANDREW I. LIUSON
TIN: 105-361-006

STEPHEN C. ROXAS
TIN: 104-131-576

GRACE C. LIUSON
TIN: 105-814-831

JOSEF C. GOHOC
TIN: 103-376-888

ALICE C. GOHOC
TIN: 110-623-828

HELEN C. ROXAS
TIN: 180-189-161

Counter-signed:

EMMA G. JULARBAL
Corporate Secretary
TIN: 105-815-652

MAR 05 2019

MANILA

SUBSCRIBED AND SWORN TO before me this _____ at _____, affiants personally appeared and exhibited to me their SSS Identification No., as follows:

NAME
Andrew I. Liuson
Stephen C. Roxas
Grace C. Liuson
Josef C. Gohoc
Helen C. Roxas
Emma G. Jularbal

SSS No.
03-1872470-6
03-0344241-7
03-1821886-9
33-0942784-4
03-3134508-1
03-9243383-5

Doc. No. 204
Page No. 42
Book No. I
Series of 2019.

ATTY. ALBERT ANTHONY H. OCAMPO

NOTARY PUBLIC FOR MANILA
UNTIL DECEMBER 31, 2020

APPOINTMENT NO.: 2019-031
IBP ROLL NO.: 44239

IBP NO.: 07884/Litetimer/Laguna
PTR No.: 7975860/12-06-2018/Manila
581 Quintin Paredes St., Binondo, Manila

DIRECTOR'S CERTIFICATE

We, the undersigned majority of the Board of directors and the Corporate Secretary of Cityland Development Corporation, do hereby certify that the Articles of Incorporation/By Laws of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on June 05, 2018 at the principal office of the corporation.

FINANCIAL STATEMENTS AND ACCOUNTS REVIEWED BY AN INDEPENDENT ACCOUNTING FIRM IN ACCORDANCE WITH THE STANDARDS ON SYSTEMS OF ACCOUNTS FOR FINANCIAL STATEMENTS AND STANDARDS ON AUDITING OF FINANCIAL STATEMENTS ISSUED BY THE BOARD OF ACCOUNTS IN THE PHILIPPINES. RECEIVED NOV 08 2018

Signature

The amended provisions of the attached Amended Articles of Incorporation refers to SEVENTH of the Amended Articles of Incorporation

We further certify that the Amended Articles of Incorporation/By Laws is/are true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed this certificate this day of JUL 09 2018 at PASIG CITY.

ANDREW I. LIUSON TIN: 105-364-006 GRACE C. LIUSON TIN: 105-814-831 ALICE C. GOHOC TIN: 110-623-828

STEPHEN C. ROXAS TIN: 104-131-576 HELEN C. ROXAS TIN: 180-189-161 JOSEF C. GOHOC TIN: 103-376-888

Countersigned: ATTY. EMMA G. JULARBAL Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUL 09 2018 day of PASIG CITY, Philippines, affiants personally appeared with their respective TIN Nos. indicated below their names and signatures. Tax Identification Numbers

Doc. No. 491 Page No. 100 Book No. III Series of 2018

Notary Public ATTY. ANDRE ANTON S. SUAREZ NOTARY PUBLIC FOR THE CITIES OF PASIG, SAN JUAN AND MUNICIPALITY OF PATEROS UNTIL DECEMBER 31, 2018 APPOINTMENT NO.: 30 ISF ROLL NO.: 63345 ISF NO.: 012884/LifeTimePRM PTD No.: 180-12-17701-05-2018-00000 Ruby and Comet roads, Orages Center, pasig City

(Note: To be attached to the Amended Articles of Incorporation) *Print Name of the Director below the Signature



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

COMPANY REG. NO. 77823

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

CITYLAND DEVELOPMENT CORPORATION

from P4,000,000,000.00 divided into 4,000,000,000 shares of the par value of P1.00 each, to P5,000,000,000.00 divided into 5,000,000,000 shares of the par value of P1.00 each, approved by majority of the Board of Directors on May 2, 2018 and readopted on September 5, 2018 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on June 5, 2018 and readopted on October 5, 2018 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 hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 14th day of March, Twenty Nineteen.

GERARDO F. DEL ROSARIO
Director

Company Registration and Monitoring Department