



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

COMPANY REG. NO. 152661

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

CITY & LAND DEVELOPERS, INCORPORATED
(Amending Article VII thereof)

copy annexed, adopted on April 26, 2021 by a majority vote of the Board of Directors and on June 8, 2021 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 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 29th day of July, Twenty Twenty Two.


GERARDO F. DEL ROSARIO
Director

Company Registration and Monitoring Department

AMENDED
ARTICLES OF INCORPORATION
OF
CITY & LAND DEVELOPERS, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of whom are of legal age, 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 Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be

"CITY & LAND DEVELOPERS, INCORPORATED";

SECOND: That the purposes for which said Corporation is formed are as follows:

PRIMARY PURPOSE

To establish an effective institutional medium for acquiring and developing suitable land sites for residential, office, commercial, institutional and industrial uses, primarily but not exclusively, in accordance with the subdivision, condominium and cooperative concepts of land-utilization and land-ownership. Within the framework of this stated objective, the Corporation shall assume any and all functions, exercise any and all powers engage in any and all activities, the assumption or exercise of or participation in which is required, necessary or convenient, considering the Corporation's conceptual basis for operations, such functions, powers and activities to include, but not to be limited to the following:

1. To plan, subdivide, and improve areas suitable for residential, office, commercial, institutional or industrial utilization, services connected with or related to the management, administration, care and preservation of work, and dwelling units, as well as recreation facilities, developed by the Corporation, including services required to keep equipment and fixtures in good repair, to clean the premises, and to maintain lawns, walks, malls, swimming pools, fences and other common areas usable and free from the trespassers, and other interlopers;

2. To construct, alter and renovate buildings and structures of all kinds and description with their appurtenances in accordance with the most technologically advanced engineering specifications and the most functional and aesthetic architectural design;
3. To manage, operate and administer single-unit condominium type or cooperatively-owned work, recreation or housing facilities;
4. To purchase, lease or otherwise acquire real estate properties and to sell, barter, mortgage, encumber or otherwise dispose of the same or to acquire, or grant options, road-rights of way, usufructs and other rights or interests, pertaining to or connected with real estate ownership and use;
5. To the extent permitted by law to initiate, sponsor, or participate in the establishment and management or organizations established for the purpose of holding title to, or administering common areas, forming part of condominium or cooperatively-owned structures and to enter into such relationship with unit owners, or organization of unit owners, as may be necessary, proper or convenient or required by law;
6. To enter into any contract, agreement or to make arrangements for the installation, establishment and operation of water, light, transportation, recreation and parking facilities, equipment, and systems in order to implement any development project undertaken by the Corporation;
7. To render, to the extent legally permissible, or otherwise to cause to be rendered any and all services connected with or related to the management, administration, care and preservation of work, and dwelling units, as well as recreation facilities, developed by the Corporation, including services required to keep equipment and fixtures in good repair, to clean the premises, and to maintain lawns, malls, swimming pools, fences and other common areas usable and free from the trespassers, and other interlopers.

SECONDARY PURPOSES

1. To acquire, purchase, hold, pledge, sell and/or dispose of the shares of stocks, 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;
2. To borrow and raise money 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;
3. 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;

4. To promote and develop residential, commercial and industrial subdivisions, and to that end, to acquire, own, lease, maintain, operate and/or manage inns, motels, apartments, restaurants, and any or all other allied businesses as may be necessary or desirable in connection with establishing new residential, commercial and industrial communities, and to operate and maintain any and all services and facilities incidental thereto, including the operation and maintenance of transportation facilities, such as buses and other vehicles, warehouses, barber shops, beauty shops, shopping centers, supermarkets, stores, schools, tennis courts, swimming pools and other recreational facilities;
5. To design the general plan of development of real estate project 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;
6. To secure, utilize and dispose of, in any lawful manner, rights, powers, privileges, franchises and concessions from any governmental, state, provincial, or other authority;
7. To determine the financial components of land development projects and programs, and to plan and manage the same in order to render such projects and programs bankable, and to induce optimum utilization of available or obtainable financial resources;
8. To cause the construction of the main structural unit of real estate development projects and likewise to provide the necessary support or peripheral facilities in accordance with sound architectural and engineering practices, advanced mass construction technology and modern land development principles which take into account the preservation of natural scenery and historical sites, and anticipate the need for facilities for transportation, recreation, religious worship, trade, industry, and other similar complementary facilities in the vicinity of residential, commercial and industrial centers and complexes;
9. To market and promote developed and undeveloped areas and the individual structural units composing the latter;
10. 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 slum and other urban blights;
11. To provide general management and specialized technical services to landowners, land developers, contractors and other persons and entities involved in the real estate industry;
12. To evaluate, gather and disseminate information on real estate development matters by collecting and processing statistics and other data relevant to the industry; initiating, sponsoring, financing 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;
13. 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 that of the Corporation;

14. 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 in any lawful activity relative to the pursuit of the corporate businesses or any part thereof, and for such purposes, 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, bond or other securities or any undertaking issued by any individual, corporation or company already formed or hereafter to be formed;

15. To do everything necessary, proper, suitable or convenient for the attainment of the corporate purposes and objectives 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 laws of the Philippines may permit;

THIRD: That the place where the principal office of the Corporation is to be established or located at 3/F Cityland Condominium 10 Tower I, 156 H. V. Dela Costa Street, Makati City. The Corporation may establish and maintain branch offices within or without the Philippines whenever warranted by the exigencies of the business or operations of the Corporation.

FOURTH: That the term for which Corporation is to exist is Fifty (50) years from and after the date of its incorporation, extendable upon amendment of this Article in accordance with the Corporation Code.

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

Name	Citizenship	Residence
IRENE YEN	Filipino	
STEPHEN C. ROXAS	Filipino	
ANDREW I. LIUSON	Filipino	
HELEN C. ROXAS	Filipino	
GRACE C. LIUSON	Filipino	

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

Name	Residence
IRENE YEN	
STEPHEN C. ROXAS	
ANDREW I. LIUSON	
HELEN C. ROXAS	
GRACE C. LIUSON	

SEVENTH: That the capital stock of the Corporation is ONE BILLION SEVEN HUNDRED FIFTEEN MILLION PESOS (P1,715,000,000.00), Philippine Currency, to be divided into ONE BILLION SEVEN HUNDRED FIFTEEN MILLION (1,715,000,000) unclassified common shares with a par value of ONE PESO (P1.00) per share. (As amended on April 26, 2021 by majority of the Board of Directors and on June 08, 2021 by at least 2/3 of the outstanding capital stock.)

That no transfer of stock or interest which will reduce the 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 on the proper books of the Corporation.

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

EIGHT: That the amount of said capital stock which has been subscribed is TWENTY FIVE MILLION (25,000,000) Class A shares and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective name:

Name	No. of Shares	Amount Subscribed
CITYLAND DEVELOPMENT CORP.	20,000,000	P20,000,000.00
CITYLAND INCORPORATED	4,999,995	4,999,995.00
IRENE YEN	1	1.00
STEPHEN C. ROXAS	1	1.00
ANDREW I. LIUSON	1	1.00
HELEN C. ROXAS	1	1.00
GRACE C. LIUSON	1	1.00
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	25,000,000	P25,000,000.00

NINTH: That the following have paid on the shares of capital stock for which they have subscribed the amount set out after their respective name:

NAME	AMOUNT PAID ON SUBSCRIPTION
CITYLAND DEVELOPMENT CORPORATION	P5,000,000.00
CITYLAND INCORPORATED	1,249,995.00
IRENE YEN	1.00
STEPHEN C. ROXAS	1.00
ANDREW I. LIUSON	1.00
HELEN C. ROXAS	1.00
GRACE C. LIUSON	1.00

TOTAL	6,250,000.00
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TENTH: That GRACE C. LIUSON 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, he/she has been authorized to receive for the Corporation and to receive in its name for all subscriptions paid by said subscribers.

IN WITNESS WHEREOF, we, the incorporators, have hereunto set our hands this 23rd day of May, 1988 at Makati City, Metro Manila, Philippines.

(SGD) IRENE YEN

(SGD) STEPHEN C. ROXAS

(SGD) HELEN C. ROXAS

(SGD) ANDREW I. LIUSON

With my marital consent:

(SGD) STEPHEN C. ROXAS

(SGD) GRACE C. LIUSON

With my marital consent:

(SGD) ANDREW I. LIUSON

SIGNED IN THE PRESENCE OF:

(SGD) ROSIE A. REYES

(SGD) MARINA YUMUL

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public for and in Makati, Metro Manila, personally appeared:

Name	Res. Cert. No.	Place & Date Issued
IRENE YEN		
STEPHEN C. ROXAS		
ANDREW I. LIUSON		
HELEN C. ROXAS		
GRACE C. LIUSON		

all known to me to be the very same persons who executed the foregoing instrument and acknowledged to me that the same is their own free and deed.

This instrument refers to the Articles of Incorporation of City & Land Developers, Inc., consisting of seven (7) pages, including this page whereon the acknowledgment is written, signed by the incorporators and their instrumental witnesses on each and every page thereof.

WITNESS MY HAND AND SEAL on this 6th day of June, 1988 at Makati, Metro Manila, Philippines.

Doc. No. 449;
Page No. 90;
Book No. IV;
Series of 1988.

(SGD) EMMA GUILLERMO-JULARBAL
NOTARY PUBLIC

SECURITIES AND EXCHANGE COMMISSION
CRMD
25 JUL 2022
CITY & LAND
By: _____
Time: _____

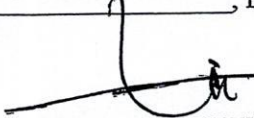
DIRECTORS' CERTIFICATE

WE, the undersigned majority of the Directors and the Corporate Secretary of **CITY & LAND DEVELOPERS, INCORPORATED**, do hereby certify that the Articles of Incorporation of the said Corporation was amended by a majority vote of the Directors on April 26, 2021 and of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at the annual meeting of the stockholders held on June 8, 2021 via Zoom.

The amended provision of the attached Articles of Incorporation is the Seventh (7th) Provision.

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

IN WITNESS WHEREOF, we have hereunto signed this certificate this JUL 14 2021 at MANILA, Philippines.


ANDREW I. LIUSON


STEPHEN C. ROXAS

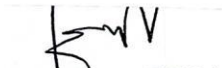

GRACE C. LIUSON

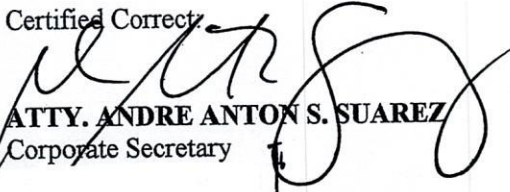

JOSEF C. GOHOC


HELEN C. ROXAS


BENJAMIN I. LIUSON


CESAR E.A. VIRATA


EMMA A. CHOA

Certified Correct

ATTY. ANDRE ANTON S. SUAREZ
Corporate Secretary

JUL 14 2021

SUBSCRIBED AND SWORN TO before me this _____ at MANILA, affiants personally appeared and exhibited to me their SSS and TIN ID with no., as follows:

- | <u>NAME</u> | <u>SSS No.</u> |
|-----------------------|----------------|
| Stephen C. Roxas | |
| Andrew I. Liuson | |
| Grace C. Liuson | |
| Josef C. Gohoc | |
| Helen C. Roxas | |
| Benjamin I. Liuson | |
| Cesar E.A. Virata | |
| Emma A. Choa | |
| Andre Anton S. Suarez | |

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Series of 2021.


ATTY. ALBERT ANTHONY H. OCAMPO
NOTARY PUBLIC FOR MANILA