



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

COMPANY REG. NO. 86188

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, INC.
(Amending Article VII thereof)

copy annexed, adopted on October 21, 2019 by a majority vote of the Board of Directors and on November 19, 2019 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 17th day of December, Twenty Twenty.


GERARDO F. DEL ROSARIO
Director
Company Registration and Monitoring Department

**AMENDED
ARTICLES OF INCORPORATION
OF
CITYLAND, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, Filipinos and residents of the Philippines, have this day voluntarily associated 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

CITYLAND, INC,

SECOND: That the purpose for which said corporation is formed are as follows:

PRIMARY PURPOSE

To acquire by purchase or lease or otherwise, lands and interest in lands, and to own, hold, trade, improve, subdivide, develop and manage any real estate so acquired and to erect or cause to be erected on any land owned, held or occupied by the corporation, houses, buildings, housing projects, condominium, industrial plants, or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any land so owned, held or occupied, and to mortgage, sell, barter, lease or otherwise dispose of any agricultural, industrial, commercial and residential lands or interest in lands and buildings or other structures at any time owned or held by the corporation.

SECONDARY PURPOSES

1. To acquire, purchase, hold, pledge, 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;
2. 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;
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 and industrial subdivision, and to that end to acquire, own, lease, maintain, operate, and/or manage inns, motels, apartments, restaurants, and any or all other allied business as may be necessary or desirable in connection with establishing new residential and industrial community, and to operate and maintain any and all services and facilities incidental thereto, including the operation and maintenance of transport facilities, such as buses, and other vehicles, warehouses, barber shops, beauty shops, shopping centers, supermarts, stores, schools, tennis court, swimming pool and other recreational facilities;

5. To engage in the business of developing the reclaimed areas either by virtue of contracts, subcontracts, assignment and/or by appointing local or foreign contractors, in joint venture either in part or in full time within the bound of the laws of the Republic of the Philippines. Included herein the interest to import capital, machineries and equipment, technical labors and all sort of for the interest and to the credit of this corporation as created;

6. To build, construct, develop and erect any sort of building, either commercial, industrial or residential, schools, universities, piers, wharves, airfields runways and any all improvements thereon, including the construction of roads, bridges, water works, electrical works, sanitation facilities, plazas, and boulevards, highways, terminals, railroads and to carry on the business, for itself and for others, of general construction and excavation, to construct, enlarge, repair, demolish, and engage generally in work upon buildings, roads, highways, streets, sidewalks, pavements, tunnels, railroads, bridges, waterworks and sewer, of concrete, iron, steel, wood, masonry, earth and of other construction materials, to dredge or otherwise obtain out of the waters, navigable or unnavigable, sand, gravel, and other deposits found in said waters; to or otherwise acquire and make available for commercial purposes sand, gravel, lime and similar building materials; to manufacture, purchase or otherwise acquire, and to use deal in, sell or otherwise dispose of, bricks, tiles, earthenware, ceramic ware of all kind, and all materials and articles for the manufacture thereof, also timber, iron steel and other building materials, for which this corporation is organized and erected;

7. 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;

8. 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;

9. To secure, utilize, and dispose of in any lawful manner, rights, powers, privileges, franchises and concessions from any governmental, state, provincial, or other authority;

10. To determine the financial components of land development projects and programs, and to plan and manage the sale in order to render such project and program bankable and induce optimum utilization of available or obtainable financial resources;

11. 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;

12. To market and promote, developed and undeveloped areas and the individual structural units composing the latter;

13. 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;

14. To buy, lease, and obtain their rights to or 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;

15. To provide general management and specialized technical services to landowners, land developers, contractors and other persons and entities involved in the real estate industry;

16. To evaluate, gather, 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 and on mass construction technology, structural design, urban renewal and development, town planning and other related subjects;

17. 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;

18. 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 thereafter 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 purposes, to make an enter into any contract, agreement or arrangement, for sharing profits or uniformity of interests or otherwise, and to acquire and hold shares of stock certificate of indebtedness, mortgages bonds or other securities or any undertaking issued by any individual, corporation or company already formed or hereafter to be formed;

19. 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;

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, nationalities and residences of the incorporators are as follows:

NAME	NATIONALITY	RESIDENCE
STEPHEN C. ROXAS	Filipino	1357 Caballero, Dasmariñas Village Makati, Metro Manila
ANDREW I. LIUSON	Filipino	32 Kennedy corner Madison North Greenhills, San Juan, MM
GRACE C. LIUSON	Filipino	32 Kennedy corner Madison North Greenhills, San Juan, MM
HELEN C. ROXAS	Filipino	1357 Caballero, Dasmariñas Village Makati, Metro Manila
IRENE YEN	Filipino	47 Cambridge Circle, Forbes Park Makati, Metro Manila

SIXTH. That the number of directors of said corporation shall be eight (8), two (2) of whom shall be an independent director and the names and residences 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:

<u>NAME</u>	<u>RESIDENCE</u>
STEPHEN C. ROXAS	1357 Caballero, Dasmariñas Village, Makati, Metro Manila
ANDREW I. LIUSON	32 Kennedy corner Madison, North Greenhills, San Juan, MM
GRACE C. LIUSON	32 Kennedy corner Madison, North Greenhills, San Juan, MM
HELEN C. ROXAS	1357 Caballero, Dasmariñas Village, Makati, Metro Manila
IRENE YEN	47 Cambridge Circle, Forbes Park, Makati, Metro Manila

SEVENTH. That the capital stock of the said corporation is ONE BILLION EIGHT HUNDRED FIFTY MILLION PESOS (Php1,850,000,000.00), Philippine currency, and said capital stock is divided into ONE HUNDRED EIGHTY FIVE MILLION (185,000,000) SHARES of the par value of TEN PESOS (Php10.00) each. (As amended on October 21, 2019 by majority of the Board of Directors, and on November 19, 2019 by the stockholders representing 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 shall be allowed or permitted to be recorded in the proper books and this restriction shall also be indicated in all its stock certificates.

EIGHTH. That the amount of capital stock which has been subscribed is FOUR MILLION PESOS (Php 4,000,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective name:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
STEPHEN C. ROXAS	80,000	Php 800,000.00
ANDREW I. LIUSON	80,000	800,000.00
GRACE C. LIUSON	80,000	800,000.00
HELEN C. ROXAS	80,000	800,000.00
IRENE YEN	80,000	800,000.00
Total	400,000	Php 4,000,000.00

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

<u>NAME</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
STEPHEN C. ROXAS	Php 200,000.00
ANDREW I. LIUSON	200,000.00
GRACE C. LIUSON	200,000.00
HELEN C. ROXAS	200,000.00
IRENE YEN	200,000.00
Total	Php1,000,000.00

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, she 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 this 11th day of May 1979 at Makati, Metro Manila, Philippines.

(SGD)STEPHEN C. ROXAS

(SGD)HELEN C. ROXAS

(SGD)ANDREW I. LIUSON

(SGD)GRACE C. LIUSON

(SGD)IRENE YEN

Signed in the presence of:

ILLEGIBLE

ILLEGIBLE

REPUBLIC OF THE PHILIPPINES)
) S. S.

A C K N O W L E D G M E N T

Before me, a Notary Public in and for the City of Manila, personally appeared:

Name	Res. Cert. No.	Date and Place Issued
STEPHEN C. ROXAS	2243596	Feb. 8, 1979 Manila
HELEN C. ROXAS	2243597	Feb. 8, 1979 Manila
ANDREW I. LIUSON	4707475	Jan. 27, 1979 Q.C.
GRACE C. LIUSON	2238184	Feb. 8, 1979 Manila
IRENE YEN	2235436	Feb. 9, 1979 Manila

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and that each acknowledged to me that the same is their free act and voluntary deed.

WITNESS MY HAND AND SEAL this 11th day of May 1979.

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Page No. 80
Book No. I
Series of 1979.

(SGD) IRENEO J. MARASIGAN
Notary Public
Until December 31, 1979
ISSUED AT MANILA
ON JANUARY 15, 1979
TAN M6226-J849-A-9

SECRETARIES DIVISION
C.M.A.

DEC 01 2020

RECEIVED

By: _____ Time: _____

DIRECTOR'S CERTIFICATE

We, the undersigned majority of the Board of directors and the Corporate Secretary of CITYLAND, INC., 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 November 19, 2019 at the principal office of the corporation.

and October 21, 2019

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~~ ^{Memorandum} is/are true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed this certificate this day 23rd day of January, 2020 at Makati City.

ANDREW I. LIUSON
TIN: 105-361-006

GRACE C. LIUSON
TIN: 105-814-831

BENJAMIN I. LIUSON
TIN: 100-175-843

ANASTASIA Y. DY
TIN: 141-312-544

TIN: _____

TIN: _____

TIN: _____

TIN: _____

STEPHEN C. ROXAS
TIN: 104-131-576

HELEN C. ROXAS
TIN: 180-189-161

JOSE C. GONOC
TIN: 103-376-888

PETER S. DEE
TIN: 100-847-043

TIN: _____

TIN: _____

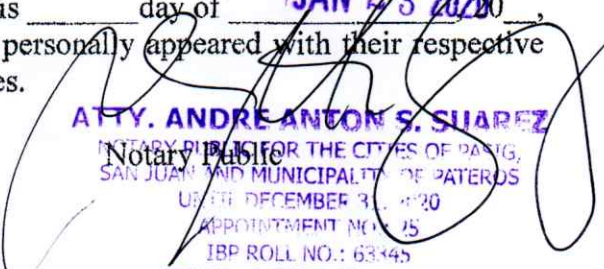
TIN: _____

Countersigned:


ATTY. EMMA G. JULARBAL
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JAN 23 2020 day of _____, at PASIG CITY, Philippines, affiants personally appeared with their respective TIN Nos. indicated below their names and signatures.

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Page No. 92
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ATTY. ANDRE ANTON S. SUAREZ
Notary Public
NOTARY PUBLIC FOR THE CITIES OF PASIG, SAN JUAN AND MUNICIPALITY OF PATEROS
US TO DECEMBER 31, 2020
APPOINTMENT NO. 15
IBP ROLL NO.: 63345
IBP NO.: 012664/Lifetime/RSM
PTR No.: 6439657/01-03-2020/Pasig
Unit 105 Grand Emerald Tower, #6 F. Ortigas Jr. Ruby and Garnet Roads, Ortigas Center, Pasig City

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