



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 60566

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:


This is to certify that the Amended By-Laws of

CENTURY PROPERTIES GROUP INC.

copy annexed, adopted on December 18, 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

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 20th day of January, Twenty Fifteen.




FERDINAND B. SALES
Director
Company Registration and Monitoring Department

AMENDED BY-LAWS

OF

CENTURY PROPERTIES GROUP INC.

(Formerly: EAST ASIA POWER RESOURCES CORPORATION)

*(As amended by the Board of Directors on August 17, 2011 and
Stockholders on September 26, 2011)*

ARTICLE I

Office

The principal office of the Corporation shall be located at the 21st Floor, Pacific Star Building, Senator Gil Puyat Avenue corner Makati Avenue, Makati City. The Corporation may have offices at such other places of business in the Philippines or in foreign countries as the Board may, from time to time, designate (As amended by the Board of Directors on December 17, 2014 and Written Assent of the Majority Stockholders on December 16, 2014)

ARTICLE II

Board of Directors

1. Powers of the Board – Unless otherwise provided by law, the corporate powers of the Corporation shall be exercised, all business conducted and all property of the Corporation held and controlled by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall have the following express powers:

a) From time to time to make and change rules and regulations not inconsistent with these By-Laws for the management of the Corporation's business and affairs;

b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the Corporation, any and all properties, rights and privileges, including securities and bonds of other corporations, as the transaction of the business of the Corporation may reasonably or necessarily require for such consideration and upon such terms and conditions as the Board may deem proper or convenient;

c) To invest the funds of the Corporation in another corporation or business or any other purpose other than those for which the Corporation was organized, whenever in the judgment of the Board the interests of the Corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;

d) To incur such indebtedness as the Board may deem necessary and, for such purposes, to make and issue evidence of such indebtedness including, without limitation, notes, deeds of trust, instruments, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the Corporation;

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- c) To invest the funds of the Corporation in another corporation or business or any other purpose other than those for which the Corporation was organized, whenever in the judgment of the Board the interests of the Corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary and, for such purposes, to make and issue evidence of such indebtedness including, without limitation, notes, deeds of trust, instruments, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the Corporation;

e) To guarantee, for and in behalf of the Corporation, obligations of other corporations or entities in which it has lawful interest;

f) To make provisions for the discharge of the obligations of the Corporation as they mature, including payment for any property or rights acquired by the Corporation, either wholly or partly in money, property or in stocks, bonds, debentures or other securities of the Corporation lawfully issued for the purposes;

g) To impose conditions as the Board may deem, convenient, subject to the limitations prescribed by law, regarding the transfer of shares issued in total or partial payment of debts contracted, or properties acquired by, or services rendered to the Corporation;

h) To sell, lease, exchange assign, transfer or otherwise dispose of any property real or personal belonging to the Corporation, whenever in the Board's judgment, the Corporation's interest would thereby be promoted;

i) To establish pension, retirement, bonus, profit sharing, or other types of incentives or compensation plans for the employees, including officers and directors of the Corporation and to determine the persons who may participate in any such plans and the amount of their respective participation;

j) To prosecute, maintain, defend, compromise or abandon any lawful suit in which the Corporation or its directors or officers are either plaintiffs or defendants in connection with the business of the Corporation; likewise to grant settlements for the payment or settlement of whatsoever debts are payable to the Corporation;

k) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the Corporation to any standing or special committee or to any officer or agent and to appoint any person to be an agent for the Corporation with such powers, and upon such terms as may be deemed fit;

l) To implement these By-Laws and to act on any matter not covered by these By-Laws, provided such matter does not require the approval or consent of the stockholders under any existing law, rule or regulation.

2. Election and Term – The Board of Directors shall be elected during each regular meeting of the stockholders, and shall hold office for one (1) year until the election and qualification of their successors.

3. Vacancies – Any vacancy occurring in the Board of Directors, other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the vote of the stockholders at a regular or special meeting called for the purpose. The directors so chosen shall serve for unexpired term.

The vacancy resulting from the removal of a director by the stockholder in the manner provided by law may be filled by election at the same meeting of stockholders without need of further notice, or at any regular or special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.