



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 ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

**CENTURY PROPERTIES GROUP INC.**  
(Amending Articles III & V thereof.)

copy annexed, adopted on December 17 & 18, 2014 & May 19, 2015 by majority vote of the Board of Directors and on June 22, 2015 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 company 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 10<sup>th</sup> day of February, Twenty Sixteen.

  
**FERDINAND B. SALES**  
Director

Company Registration and Monitoring Department





# COVER SHEET

for Applications at  
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

60566

Former Company Name

CENTURY PROPERTIES GROUP INC.

AMENDED TO:  
New Company Name

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

21/F PACIFIC STAR BLDG. SEN.

GIL PUYAT COR. MAKATI AVENUE

MAKATI CITY

ZIP CODE

1200

COMPANY INFORMATION

Company Email Address

webmaster@century-properties.com

Company's Telephone Number/s

793-8220

Mobile Number

09989996002

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

ATTY. ISABELITA C. SALES

Email Address

icsales@century-properties.com

Telephone Number/s

7938220

Mobile Number

0998-9996002

Contact Person's Address

21/F PACIFIC STAR BLDG. SEN. GIL PUYAT COR. MAKATI AVE. MAKATI CITY

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>
<input type="checkbox"/>
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<input type="checkbox"/>
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Corporate and Partnership Registration Division  
Green Lane Unit  
Financial Analysis and Audit Division  
Licensing Unit  
Compliance Monitoring Division

**AMENDED ARTICLES OF INCORPORATION**

**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)*

**KNOW ALL MEN BY THESE PRESENTS:**

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

**AND WE HEREBY CERTIFY:**

**FIRST:** That the names of the corporation shall be:

***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)*

**SECOND:** That the purposes for which the corporation is formed are:

**PRIMARY PURPOSE**

To secure by purchase, lease, option or otherwise and to invest, own, improve, develop, subdivide, operate, manage any real estate and other properties so acquired; to erect or cause to be erected on any land owned, held or occupied by the Corporation, any housing or condominium project, building or other structures with their appurtenances and to mortgage or sell any housing or condominium units, rooms or parts of the buildings or structures at anytime held, owned or developed by the Corporation; to engage in real estate business; to invest in, hold, own, purchase, acquire, lease, contract, operate, improve, develop, manage, grant, sell, exchange, or otherwise dispose of properties of every kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness of any other corporation, association, form, or entity, domestic or foreign, where necessary or appropriate, and to possess and exercise in respect thereof all the rights, powers and privileges of



ownership, including all voting powers of any stock so owned; provided that the Corporation will not engage in the business of being a broker/dealer in securities, transfer agent, commodity/financial futures exchange/ broker/ merchant, investment house, and an investment company adviser/mutual fund distributor of any investment company/mutual fund company.'

## SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipments and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or 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 money borrowed in the prosecution of its lawful business.
3. Subject to existing laws, to organize and promote or assist in establishing, organizing and promoting real estate and industrial enterprises; to acquire, construct, erect, lease and operate plants, factory sites and the machineries and equipment required for the operation of such enterprises and generally, to own, manage, and/or administer lands, buildings, businesses of any kind, properties whether real or personal, without necessarily engaging in real estate subdivision business and without however, managing the funds and securities portfolio thereof, and to construct and sell real property, as owners or as agents, representatives or attorney-in-fact of owners thereof.
4. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or 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.

5. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, in which any shares of stocks or 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 corporate or otherwise.
6. To enter into any lawful arrangement for sharing profits, union or interests, utilization or farm out agreement, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, 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.
7. To acquire or obtain from any governmental or public 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.
8. To establish and operate one or more branches, offices or 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 with real and personal property anywhere within the Philippines.
9. To conduct and transact any and all lawful activities, 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 or 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. *(As amended by the Board of Directors on August 17, 2011 and Stockholders on September 26, 2011)*
10. To guarantee and secure, for and in behalf of the corporation, loans, obligations and other corporation or entities in which it has lawful interest” *(As amended by the Board of Directors on April 04, 2014 and Stockholders on July 23, 2014)*



**THIRD:** That the place where the principal office of the corporation, is to be located shall be in 21/F Pacific Star Building, Sen. Gil Puyat corner Makati Avenue, Makati City, but it may establish branches in some foreign countries. (*"copy annexed adopted on December 17, 2014 by majority vote of the Board of Directors of the Company, by the written assent of the stockholders owning or representing at least two-thirds of the outstanding capital stock dated December 18, 2014, and duly ratified by the stockholders of the Company during its annual shareholders' meeting on June 22, 2015, certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on the date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 58, approved on May 1, 1980 and copies thereof are filed with the Commission."*)

**FOURTH:** That the names, nationalities and residences of the incorporators of said corporation are as follows

<u>Names</u>	<u>Nationality</u>	<u>Residences</u>
1. Antonio Umali	Filipino	R-406 Manila Hilton
2. Lorna R. Montilla	Filipino	65-A Height Street, Mandaluyong Rizal
3. Jose C. Montilla	Filipino	1125 Craig Street, Sampaloc, Manila
4. Dolores B. Lectura	Filipino	1629 F. Jacobo Fajardo St., Sampaloc, Manila
5. Alfredo B. Grafil	Filipino	Rm. 416 Rojas Center C.M. Recto Manila
6. Eulogio D. Polistico	Filipino	-same-
7. Erlinda Zalamea	Filipino	933 Padilla Street, San Miguel Manila

**FIFTH:** That the number of the directors of said corporation shall be Ten (10) (*As amended by the Board of Directors on May 19, 2015 and approved by the Majority Stockholders of CPGI on June 22, 2015*) and that the names and residence of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are the following:

<u>Names</u>	<u>Nationality</u>	<u>Residences</u>
1. Antonio Umali	Filipino	R-406 Manila Hilton
2. Lorna R. Montilla	Filipino	65-A Height Street, Mandaluyong Rizal

3. Jose C. Montilla	Filipino	1125 Craig Street, Sampaloc, Manila
4. Dolores B. Lectura	Filipino	1629 F. Jacobo Fajardo St., Sampaloc, Manila
5. Alfredo B. Grafil	Filipino	Rm. 416 Rojas Center C.M. Recto Manila
6. Eulogio D. Polistico	Filipino	-same-
7. Erlinda Zalamea	Filipino	933 Padilla Street, San Miguel Manila

**SIXTH:** That the capital stock of said corporation is **NINE BILLION FIVE HUNDRED FORTY MILLION PESOS (P9,540,000,000.00)**, and said capital is divided into **EIGHTEEN BILLION (18,000,000,000)** common shares of the par value of (PHP0.53.) each. *(As amended by the Board of Directors on June 23, 2014 and Stockholders on July 23, 2014)*

No holder of any Class of stock shall, because of his ownership of such stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation, whether out of the unissued authorized capital stock of any failure increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as the Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders, these restrictions shall be indicated in the stock certificates to be issued by the Corporation.

**SEVENTH:** That the amount of said capital stock which has been actually subscribed is **FOUR HUNDRED FIFTY MILLION (450,000,000) SHARES** worth **FOUR MILLION FIVE HUNDRED THOUSAND (4,500,000.00) PESOS**, Philippine Currency, and **ONE HUNDRED FIFTY MILLION SHARES** worth and **ONE MILLION FIVE HUNDRED THOUSAND (P1,500,000.00) PESOS** was paid up by the following persons:

Names	No. of Shares	Amount	Amount
		Subscribed	Paid
1. Antonio M. Umali	150,000,000	P1,500,000.00	P450,000.00
2. Lorna R. Montilla	45,000,000	450,000.00	150,000.00
3. Jose C. Montilla	145,000,000	1,450,000.00	425,000.00
4. Dolores B. Lectura	83,000,000	830,000.00	265,000.00
5. Alfredo D. Grafil	23,000,000	230,000.00	65,000.00
6. Eulogio D. Polistico	10,000,000	100,000.00	30,000.00
7. Erlinda Zalamea	44,000,000	440,000.00	115,000.00



**EIGHTH:** That the term of this corporation shall be FIFTY (50) Years from date of registration of this Articles of Incorporation

**NINTH:** That no transfer of stocks or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock shall be allowed or permitted to be recorded in the proper books of the corporation. This restriction shall be indicated in the stock certificates.

**TENTH:** That MITSUO M. UMALI, has been elected by the subscribers as Treasurer of the Corporation to serve 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 all subscription paid in by said subscribers.

IN WITNESS WHEREOF, We have hereunto set our hands this 17<sup>th</sup> day of February, 1975 at Manila, Philippines.

(SGD.) ANTONIO M. UMALI  
TAN-3713-561-3

(SGD.) LORNA M. MONTILLA  
TAN-1 588-033-9

(SGD.) JOSE G. MONTILLA  
TAN-4446-275-2

(SGD.) DOLORES B. LECTURA  
TAN-3924-571-7

(SGD.) ALFREDO B. GRAFIL  
TAN-3087-063-8

(SGD.) EULOGIO D. POLISTICO  
TAN-1457-635-9

(SGD.) ERLINDA ZALAMEA  
TAN-3523-648-8

(SGD.) CLARITA JARLEGO

(SGD.) F.A. LAGPAS



## ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public, for and in the City of Manila, personally appeared the following:

Antonio M. Umali	A-64689	Jan. 6, 1975	Manila
Lorna R. Montilla	A-07040261	Nov. 14, 1974	Mand. Rizal
Jose C. Montilla	A-3804477	Jan. 4, 1974	Quezon City
Dolores B. Lectura	A-432043	Jan.20, 1974	Manila
Eulogio D. Polistico	A-1014554	Jan. 2, 1975	Manila
Erlinda Zalamea	A-432020	Jan. 13, 1975	Manila

all known to me to be the same persons who executed the foregoing Articles of Incorporation consisting of five(5) pages including this page on which the acknowledgment is written and all acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND NOTARIAL SEAL this 17<sup>th</sup> day of February 1975 at the place above-mentioned.

(SGD.) JUSTO AGTARAP  
Notary Public  
Until December 31, 1975  
PTR No. 151661

Doc. No. 335;  
Page No. 67;  
Book No. XXVII;  
Series of 1975.

## SECRETARY'S CERTIFICATE

I, **CARLOS BENEDICT K. RIVILLA IV**, of legal age and with office address at 21<sup>st</sup> Floor, Pacific Star Building, Sen. Gil Puyat cor. Makati Avenue, Makati City, certify that I am the duly elected, qualified **Assistant Corporate Secretary of CENTURY PROPERTIES GROUP INC. (CPGI) and Corporate Secretary of CENTURY PROPERTIES INC. (CPI)**, a corporation duly organized and existing under the laws of the Philippines (the "Corporation"), and that the following is a true copy of the resolution duly adopted *by the Board of Directors of the Company on December 17, 2014 and written assent of the shareholders of Century Properties, Inc. on December 18, 2014 which has been ratified by the stockholders of the Company on June 22, 2015 as follows:*

- A. Amend Third Article under the Amended Articles of Incorporation and the Article I Section I of the By-Laws of Century Properties Group Inc. to read as follows:

### Articles of Incorporation

(i)THIRD: That the place where the principal office of the corporation, is to be located shall be at the 21/F Pacific Star Building, Sen. Gil Puyat corner Makati Avenue, Makati City, but it may establish branches in some foreign countries.

### BY-LAWS

(ii) ARTICLE I Office - The principal office of the Corporation shall be located at the 21st Floor, Pacific Star Building, Sen Gil Puyat Avenue corner Makati Avenue, Metro Manila, Philippines. 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.

Upon motions duly seconded, the following resolutions as resolved by the Board of Directors during its 17 December 2014 Special Board Meeting was approved and ratified by the Stockholders present in person or by proxy owning at least two thirds (2/3) of the outstanding capital stock of the Corporation:

“RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of the Third Article under the Amended Articles of Incorporation and the Article I Section I of the By-Laws of Century Properties Group Inc. to read as follows:



(i)THIRD: That the place where the principal office of the corporation, is to be located shall be at the 21/F Pacific Star Building, Sen. Gil Puyat corner Makati Avenue, Makati City, but it may establish branches in some foreign countries.

(ii) ARTICLE I Office - The principal office of the Corporation shall be located at the 21st Floor, Pacific Star Building, Sen Gil Puyat Avenue corner Makati Avenue, Metro Manila, Philippines. 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.

"RESOLVED FURTHERMORE, That the Chairman, the President, the Treasurer, the Corporate Secretary and any other officer of the corporation designated by the President, are hereby directed and authorized to file the necessary application for the amendment to the Articles of Incorporation and By-Laws, execute and deliver such certificates and other documents relative thereto, and to do all other acts and things necessary, proper or convenient to give effect to the foregoing authorizations."

B. Ratify the acts and resolutions approved during the Joint Special Shareholders Meeting of Century Properties Inc. (CPI) and its Board of Directors, being the majority shareholder of CENTURY PROPERTIES GROUP INC. (CPGI) held on December 18, 2014 at the principal office of the Corporation by a majority vote and the majority stockholders of the corporation's outstanding capital stock, as follows:

1. Consent and approval for the amendment of the Articles of Incorporation of Century Properties Group Inc. amending Article Three to state the specific corporate address of the corporation as follows:

THIRD: That the place where the principal office of the corporation, is to be located shall be in 21/F Pacific Star Building, Sen. Gil Puyat corner Makati Avenue, Makati City, but it may establish branches in some foreign countries.

2. Consent and approval of the resolutions for the amendment of Article I of the By-Laws of Century Properties Group Inc. to state the specific corporate address of the corporation:

“RESOLVED, to approve the amendment of Article I of the By-Laws of Century Properties Group Inc. (the “Corporation”), so as to read as follows:

**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.

“RESOLVED FURTHER, to approve the amendment of the first page of the By-laws of the Corporation to reflect the change of address to its present location at the 21st Floor, Pacific Star Building, Senator Gil Puyat Avenue corner Makati Avenue, Makati City.

“RESOLVED FINALLY, that the proper officers of the Corporation are hereby authorized and directed to execute and file the proper certificates of the proceedings of this meeting, to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution.”

Upon motions duly seconded, the aforesaid resolutions as resolved by CPI and the Company’s Board of Directors during its 18 December 2014 at the Joint Special Shareholders Meeting of Century Properties Inc. (CPI) and its Board of Directors, being the majority shareholder of CENTURY PROPERTIES GROUP INC. (CPGI) was approved and ratified by the Stockholders present in person or by proxy owning at least two thirds (2/3) of the outstanding capital stock of the Corporation.

- C. Amend the Fifth Article to increase the number of directors of the corporation from nine (9) to ten (10), to read as follows:

**FIFTH:** That the number of the directors of said corporation shall be ten (10) (As amended by the Board of Directors on May 19, 2015 and approved by the Majority Stockholders of CPGI on June 22, 2015)



Upon motions duly seconded, the following resolutions as resolved by the Board of Directors during its 19 May 2015 Special Board Meeting was approved and ratified by the Stockholders present in person or by proxy owning at least two thirds (2/3) of the outstanding capital stock of the Corporation:

“RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of the Fifth Article under the Amended Articles of Incorporation of Century Properties Group Inc. to read as follows:

“RESOLVED, to approve the amendment of the **Fifth Article of the Amended Articles of Incorporation** of Century Properties Group Inc. (the “Corporation”), so as to read as follows:

**FIFTH:** That the number of the directors of said corporation shall be ten (10) (As amended by the Board of Directors on May 19, 2015 and approved by the Majority Stockholders of CPGI on June 22, 2015)

“RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to execute and file the proper certificates of the proceedings of this meeting, to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution

“RESOLVED FINALLY”, that a copy of this resolution be furnished the entity concerned”.

Makati City, \_\_\_\_\_

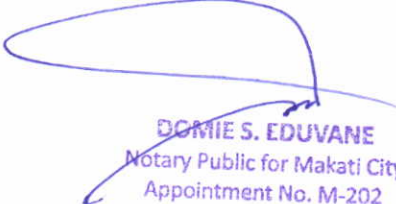


CARLOS BENEDICT K. RIVILLA IV  
Assistant Corporate Secretary

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

**SUBSCRIBED AND SWORN TO** before me this JUL 02 2015 day of June, 2015, affiant  
exhibiting to me his TIN Number 167-589-322 issued at Makati City

Doc. No. III ;  
Page No. 24 ;  
Book No. XXIX ;  
Series of 2015.

  
**DOMIE S. EDUVANE**  
Notary Public for Makati City  
Appointment No. M-202  
Until December 31, 2015  
PTR No. 4233439 / 01.08.14 / Makati City  
IBP No. 952792 / 01.07.14 / Zambales



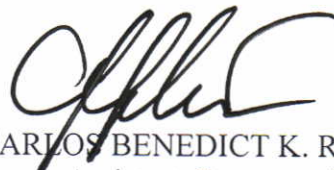
Republic of the Philippines)  
City of Makati )S.S.

SECRETARY'S CERTIFICATE

I, **CARLOS BENEDICT K. RIVILLA IV**, of legal age, single, with office address at 21<sup>st</sup> Floor Pacific Star Building, Sen. Gil Puyat corner Makati Avenue, Makati City being duly sworn, depose and state that:

1. I am the duly elected and qualified Assistant Corporate Secretary of **CENTURY PROPERTIES GROUP, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 21<sup>st</sup> Floor Pacific Star Building, Sen. Gil Puyat corner Makati Avenue, Makati City.
2. 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 its duly elected and/or appointed directors or officers or vice versa.
3. That the undersigned is executing this certification in line with the Corporation's application for the Amendment of the principal address of the corporation.

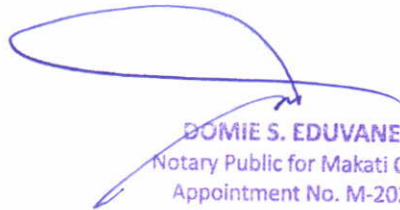
Makati City, \_\_\_\_ day of June, 2015.



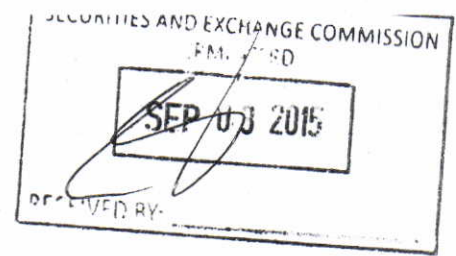
CARLOS BENEDICT K. RIVILLA IV  
Assistant Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me on this JUL 02 2015 day of June, 2015, in Makati City, Philippines, affiant exhibiting to me her Tax Identification Number 167-589-322-000 issued by the Bureau of Internal Revenue.

Doc. No. 112 ;  
Page No. 24 ;  
Book No. XXIX ;  
Series of 2015.



**DOMIE S. EDUVANE**  
Notary Public for Makati City  
Appointment No. M-202  
Until December 31, 2015  
PTR No. 4233439 / 01.08.14 / Makati City  
BP No. 952792 / 01.07.14 / Zambales



## DIRECTORS CERTIFICATE

OF

## CENTURY PROPERTIES GROUP INC.

### KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being at least the majority shareholders of **CENTURY PROPERTIES GROUP INC.** (the "Corporation"), a corporation organized and existing under the laws of the Philippines do hereby certify that:

1. At the Annual Stockholders Meeting of Century Properties Group, Inc. (CPGI) held on June 22, 2015, the following resolutions were ratified and approved by a majority vote of the stockholders of the corporation:

A. Amend Third Article under the Amended Articles of Incorporation and the Article I Section I of the By-Laws of Century Properties Group Inc. to read as follows:

#### Articles of Incorporation

(i)THIRD: That the place where the principal office of the corporation, is to be located shall be at the 21/F Pacific Star Building, Sen. Gil Puyat corner Makati Avenue, Makati City, but it may establish branches in some foreign countries.

#### By-Laws

(ii) ARTICLE I Office - The principal office of the Corporation shall be located at the 21st Floor, Pacific Star Building, Sen Gil Puyat Avenue corner Makati Avenue, Metro Manila, Philippines. 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.

Upon motions duly seconded, the following resolutions by the Board of Directors during its 17 December 2014 Special Board Meeting were approved and ratified by the Stockholders present in person or by proxy owning at least two thirds (2/3) of the outstanding capital stock of the Corporation:



"RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of the Third Article under the Amended Articles of Incorporation and the Article I Section I of the By-Laws of Century Properties Group Inc. to read as follows:

(i)THIRD: That the place where the principal office of the corporation, is to be located shall be at the 21/F Pacific Star Building, Sen. Gil Puyat corner Makati Avenue, Makati City, but it may establish branches in some foreign countries.

(ii) ARTICLE I Office - The principal office of the Corporation shall be located at the 21st Floor, Pacific Star Building, Sen Gil Puyat Avenue corner Makati Avenue, Metro Manila, Philippines. 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.

"RESOLVED FURTHERMORE, That the Chairman, the President, the Treasurer, the Corporate Secretary and any other officer of the corporation designated by the President, are hereby directed and authorized to file the necessary application for the amendment to the Articles of Incorporation and By-Laws, execute and deliver such certificates and other documents relative thereto, and to do all other acts and things necessary, proper or convenient to give effect to the foregoing authorizations."

B. Ratify the acts and resolutions approved during the Joint Special Shareholders Meeting of Century Properties Inc. (CPI) and its Board of Directors, being the majority shareholder of CENTURY PROPERTIES GROUP INC. (CPGI) held on December 18, 2014 at the principal office of the Corporation by a majority vote and the majority stockholders of the corporation's outstanding capital stock, as follows:

1. Consent and approval for the amendment of the Articles of Incorporation of Century Properties Group Inc. amending Article Three to state the specific corporate address of the corporation as follows:

THIRD: That the place where the principal office of the corporation, is to be located shall be in 21/F Pacific Star Building, Sen. Gil Puyat corner Makati Avenue, Makati

City, but it may establish branches in some foreign countries.

2. Consent and approval of the resolutions for the amendment of Article I of the By-Laws of Century Properties Group Inc. to state the specific corporate address of the corporation:

“RESOLVED, to approve the amendment of Article I of the By-Laws of Century Properties Group Inc. (the “Corporation”), so as to read as follows:

#### 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.

“RESOLVED FURTHER, to approve the amendment of the first page of the By-laws of the Corporation to reflect the change of address to its present location at the 21st Floor, Pacific Star Building, Senator Gil Puyat Avenue corner Makati Avenue, Makati City.

“RESOLVED FINALLY, that the proper officers of the Corporation are hereby authorized and directed to execute and file the proper certificates of the proceedings of this meeting, to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution.”

Upon motions duly seconded, the aforesaid resolutions as resolved by CPI and the Company’s Board of Directors during its 18 December 2014 at the Joint Special Shareholders Meeting of Century Properties Inc. (CPI) and its Board of Directors, being the majority shareholder of CENTURY PROPERTIES GROUP INC. (CPGI) was approved and ratified by the Stockholders present in person or by proxy owning at least two thirds (2/3) of the outstanding capital stock of the Corporation.



- C. Amend the Fifth Article to increase the number of directors of the corporation from nine (9) to ten (10), to read as follows:

**FIFTH:** That the number of the directors of said corporation shall be ten (10) *(As amended by the Board of Directors on May 19, 2015 and approved by the Majority Stockholders of CPGI on June 22, 2015)*

Upon motions duly seconded, the following resolutions as resolved by the Board of Directors during its 19 May 2015 Special Board Meeting was approved and ratified by the Stockholders present in person or by proxy owning at least two thirds (2/3) of the outstanding capital stock of the Corporation:

“RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of the Fifth Article under the Amended Articles of Incorporation of Century Properties Group Inc. to read as follows:

“**RESOLVED**, to approve the amendment of the **Fifth Article of the Amended Articles of Incorporation** of Century Properties Group Inc. (the “Corporation”), so as to read as follows:


**FIFTH:** That the number of the directors of said corporation shall be ten (10) *(As amended by the Board of Directors on May 19, 2015 and approved by the Majority Stockholders of CPGI on June 22, 2015)*

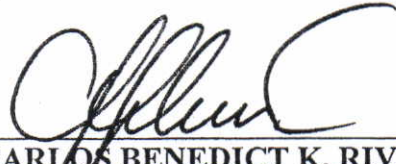
“**RESOLVED FURTHER**, that the proper officers of the Corporation are hereby authorized and directed to execute and file the proper certificates of the proceedings of this meeting, to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution


“**RESOLVED FINALLY**”, that a copy of this resolution be furnished the entity concerned”.


2. Attached hereto are true and correct copies of the Amended Articles of Incorporation and By-Laws of the Corporation incorporating the said amendments.


IN WITNESS WHEREOF, the undersigned directors, stockholders, Chairman and Secretary of the Meeting have hereunto set their hands this \_\_\_\_ day of \_\_\_\_\_ at Makati City, Philippines.

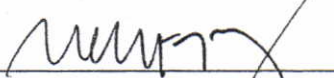
  
\_\_\_\_\_  
**JOSE E.B. ANTONIO**  
Chairman of the Meeting of the  
Stockholders and Board of Directors  
TIN: 110-083-819

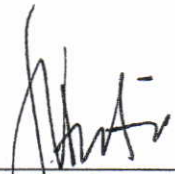
  
\_\_\_\_\_  
**CARLOS BENEDICT K. RIVILLA IV**  
Assistant Corporate Secretary and  
Secretary of the Meeting of the  
Stockholders and Board of Directors  
TIN: 101-732-451


  
\_\_\_\_\_  
**JOSE MARCO R. ANTONIO**  
Director /Stockholder  
TIN: 161-426-133

  
\_\_\_\_\_  
**JOSE CARLO R. ANTONIO**  
Director/ Stockholder  
TIN: 196-835-917

  
\_\_\_\_\_  
**TRIVENTURES MGT. &  
CONSTRUCTION CORPORATION**  
**BY: RAFAEL G. YAPTINCHAY**  
For Himself as Director and  
representative of Triventures  
TIN: 106-957-132

  
\_\_\_\_\_  
**PINE HILL CONSTRUCTION  
CORPORATION**  
**BY: RICARDO P. CUERVA**  
For Himself as Director and  
representative of Pine Hill  
TIN: 122-996-808

  
\_\_\_\_\_  
**JOHN VICTOR R. ANTONIO**  
Director/Stockholder  
TIN: 106-957-132

  
\_\_\_\_\_  
**JOSE ROBERTO R. ANTONIO**  
Director/ Stockholder  
TIN: 106-957-132



  
JOSE L. CUISIA, JR.

Independent Director

TIN: 131-912 000

  
STEPHEN T. CUUNJIENG

Independent Director

TIN: 123 371 417

  
CARLOS C. EJERCITO

Independent Director

TIN: 207-229-653

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in the City of Makati, Philippines, ~~JUL 16 2015~~ of June, 2015, affiants who are personally known to me and whose identity I have confirmed through their valid identification as follows:

Name	Passport/SSS/Driver's License No.	Place and Date of Issue
Jose E.B. Antonio	EC1534055	DFA Mla/06.04.2014
Carlos Benedict K. Rivilla, IV	EB8478393	DFA Mla/06.25.2013
Jose Marco R. Antonio	EB1962944	DFA Mla/02.23.2011
Ricardo P. Cuerva	N17-66-023558	LTO Quezon City/11.28.2014
Rafael G. Yaptinchay	Senior Citizen ID 46919	Office of Senior Citizens Affairs, Muntinlupa/10.07.10
Jose Carlo R. Antonio	EB75668464	DFA Mla/03.06.2013
John Victor R. Antonio	EB6584748	DFA Mla/10.17.2012
Jose Roberto R. Antonio	EB6428737	DFA Mla/09.27.2012
Jose L. Cuisia, Jr.	DP-0007838	DFA Mla 03-09-2011
Stephen T. Cuunjieng	DFA 3404 952	DFA Mla Feb. 7, 2015
Carlos C. Ejercito		

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Book No. XXX

Series of 2015.

  
DOMIE S. EDUVANE

Notary Public for Makati City

Appointment No. M-202

Until December 31, 2015

PTR No. 4233439 / 01.08.14 / Makati City

IBP No. 952792 / 01.07.14 / Zambales



Republic of the Philippines  
Department of Finance  
Securities and Exchange Commission  
SEC Building, EDSA, Greenhills, Mandaluyong City  
MARKETS AND SECURITIES REGULATION DEPARTMENT

August 3, 2015

**CENTURY PROPERTIES GROUP, INC.,**  
21<sup>st</sup> Floor, Pacific Star Building  
Gil Puyat Ave., Makati City

Attention: **MR. JOSE E. B. ANTONIO**  
President

Subject: REQUEST FOR COMMENT/RECOMMENDATION

Gentlemen:


This is in connection with your request for comment/or recommendation relative to your company's application for approval of its Amended Articles of Incorporation and Amended By-laws, which pertains to the increase in number of directors from Nine (9) to ten (10).

We do not interpose any objection to your application provided that once the application has been approved, the company shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.

Our Department, nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-Laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules, and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,

  
**VICENTE GRACIANO P. FELIZMENIO, JR.**  
Director

RECEIVED BY: 

SIGNATURE OVER PRINTED NAME OF  
AUTHORIZED REPRESENTATIVE

COMPANY NAME/DATE RECEIVED