

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 Article III thereof.]

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 twothirds 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 \_\_\_\_\_\_ day of January, Twenty Fifteen.

FERDINAND B. SALES Director

**Company Registration and Monitoring Department** 

# COVER SHEET

# for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

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#### 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 of 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 at the 21/F Pacific Star Building, Sen. Gil Puyat corner Makati Avenue, Makati City, but it may establish branches in some foreign countries. (As amended by the Board of Directors on December 17, 2014 and Written Assent of the Majority Stockholders on December 18, 2014) FOURTH: That the names, nationalities and residences of the incorporators of said corporation are as follows

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Names	Nationality	Residences						
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 nine (9) 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:

Names	<u>Nationality</u>	Residences					
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 <u>NINE BILLION</u> <u>FIVE HUNDRED FORTY MILLION PESOS (P9,540,000,000,000</u>, and said capital is divided into <u>EIGHTEEN BILLION (18,000,000,000</u>) 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	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 17th day of February, 1975 at Manila, Philippines.

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

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(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.

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#### 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 <u>the Board of Directors of CPGI on December</u> 17, 2014 as follows:

> "RESOLVED, to approve the amendment of Third Article of the Articles of Incorporation and Article I Section 1 of the By-Laws of Century Properties Group Inc. (the "Corporation"), so as to read as follows:

"That the place where the principal office of the Corporation is to be located shall be in 21<sup>st</sup> Floor, Pacific Star Building, Senator Gil Puyat Avenue corner Makati Avenue, Makati City, but it may establish branches in some foreign countries"

**"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 21<sup>st</sup> Floor, Pacific Star Building, Senator Gil Puyat Avenue corner Makati Avenue, Makati City.

"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."

and approved by the Majority Stockholders of the Corporation by Written Assent of CPI representing at least 2/3 of the outstanding capital stock of the Corporation on December 18, 2014 at which a quorum was present and acting throughout approved the following resolutions:

"**RESOLVED**, that the Board of Directors and majority of the Stockholders of Century Properties Inc. (CPI) hereby approves the issuance of a written assent for Century Properties Group Inc. (CPGI) for the amendments of CPGI's Articles of Incorporation and By-Laws as the majority stockholder of CPGI owning 66.6% or 7,739,644,637 shares of stock representing at least 2/3 of the outstanding capital stock of CPGI.

"RESOLVED FURTHER, AS IT IS HEREBY RESOLVED, that the Board of Directors of Century Properties Inc. and majority of the Stockholders owning or representing at least two-thirds of the outstanding capital stock of CENTURY PROPERTIES, INC. (the "Corporation") hereby authorizes the Corporation for the issuance of the written assent and approval for the amendments of the Articles of Incorporation and By-Laws of <u>Century Properties Group Inc.</u> specifically Third Article of the Articles of Incorporation and Article I Section 1 of the By-Laws the same to read as follow:

- 1. Third: "That the place where the principal office of the Corporation is to be located shall be in 21<sup>st</sup> Floor, Pacific Star Building, Senator Gil Puyat Avenue corner Makati Avenue, Makati City, but it may establish branches in some foreign countries" (As amended by the Board of Directors on December 17, 2014 and Written Assent of the Majority Stockholders on December 18, 2014)
- 2. Article 1 Section 1. Office The principal office of the Corporation shall be located at the 21<sup>st</sup> 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 18, 2014)

"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."

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

. .,

Makati CiDEC 18 2014 CARLOS BENEDICT K. RIVILLA IV

**Corporate Secretary** 

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

SUBSCRIBED AND SWORN TO before me LEC\_1dfy 2010 ecember, 2014, affiant exhibiting to me his Community Tax Certificate Number 10880767 issued at Makati City on January 21, 2014.

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EDUVANE tic fo kakati City ppointment No. M-202 Until December 31, 2015 PTR No. 4233439 / 01.08.14 / Makati City

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 21st 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 21st 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 Chty, 1 7 2014 day of December, 2014

CARLOS BENEDICT K. RIVILLA IV Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this day of December, 2014, in Makati City, Philippines, affiant exhibiting to me her Tax Identification Number 167-589-322-000 issued by the Bureau of Internal Revenue.

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WRITTEN ASSENT OF THE MAJORITY SHAREHOI	LDERS
OF	
CENTURY PROPERTIES GROU	P INC.
FOR THE AMENDMENT	หมือนใหญ่ไม่เป็น
of the	SECURITIES AND EXCHANGE CONMISSION
AMENDED ARTICLES OF INCORPO	ORATION
AND BY-LAWS	I IAN 0 3 2015
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CENTURY PROPERTIES GROU	P 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. As of December 15, 2014 Century Properties Inc. is the majority Shareholder of Century Properties Group Inc. (CPGI), holding 66.6% of CPGI shares amounting to 7,739,644,637 common shares of stock.

2. 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) held on December 18, 2014 at the principal office of the Corporation by a majority vote and the stockholders representing at least 2/3 of the corporation's outstanding capital stock approved the following resolutions to be further ratified by all shareholders of CPGI on the next Annual Stockholders meeting of Century Properties Group Inc. :

(a) 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.

(b) 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:

# <u>Article I</u> 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." SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in the City of Makati, Philippines, th **BEC 2** the **2014** of September 2011, 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	EB1244869	Manila/Oct. 26, 2010
Carlos Benedict K. Rivilla, IV	EB8478393	DFA Manila/June 25,2013
Jose Marco R. Antonio	EB1962944	Manila/Feb. 23, 2011
Ricardo P. Cuerva	EB0226658	DFA Mla./ May 17, 2010
Rafael G. Yaptinchay	EB0427586	DFA Mla./ June 22,2010
Jose Carlo R. Antonio	XX2246432	Manila/Oct. 9, 2008
John Victor R. Antonio	TIN 161-426-133-000	BIR
Hilda R. Antonio	TIN176-692-000	BIR
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IN WITNESS WHEREOF, the undersigned directors, stockholders, Chairman and Secretary of the Meeting have hereunto set their hands the DEC 18 2014 of at Makati City, Philippines.

all IOSE E.B. ANTONIO Charman of the Meeting of the

TIN: 110-083-8T9

Director /Stockholder

TIN: 161-426-133

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CARLOS BENEDICT K. RIVILLA IV Corporate Secretary and Secretary of the Meeting of the Stockholders and Board of Stockholders and Board of Directors Directors TIN: 101-732-451 JOSE CARLO R. ANTONIO JOSE MARCO 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

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