



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 II Primary and Secondary Purposes thereof)

copy annexed, adopted on July 22, 2016 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 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 30th day of September, 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 BUILDING

SEN. GIL PHYAT CORNER MAKATI

AVE. MAKATI CITY

ZIP CODE

1200

Company Email Address

webmaster@century-properties.com

COMPANY INFORMATION

Company's Telephone Number/s

793-5500

Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

ATTY. ISABELITA C. VALES

iscales@century-properties.com 793-8220

Contact Person's Address

21/F PACIFIC STAR BLDG. SEN. GIL PHYAT COR. MAKATI ONE. MAKATI CITY.

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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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 when the corporation involved is an entity in which the Corporation has a lawful interest, or is the affiliate or subsidiary of the Corporation, then the Corporation shall likewise have the power to guarantee, secure, and act as surety on behalf of said corporation in order to protect its interests therein; provided further, 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 (as amended by the Board of Directors on June 16, 2016 and ratified by the Stockholders on July 22, 2016)

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) (As amended by the Board of Directors on June 16, 2016 and ratified by the Stockholders on July 22, 2016)~~

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. *(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

| <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 Subscribed | 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 17th 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 17th 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 21st 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 "copy annexed adopted on **June 16, 2016** by the Board of Directors and duly ratified by the Stockholders of the Company during its annual shareholders' meeting on **July 22, 2016**.

- A. Amend Primary Purpose under the Amended Articles of Incorporation of Century Properties Group Inc. and Delete Item No. 10 on the Secondary Purposes of the Corporation, to read as follows:**

Articles of Incorporation

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 when the corporation involved is an entity in which the Corporation has a lawful interest, or is the affiliate or subsidiary of the Corporation, then the Corporation shall likewise have the power to guarantee, secure, and act as surety on behalf of said corporation in order to protect its interests therein; provided further, 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 (as amended by the Board of Directors on June 16, 2016 and ratified by the Stockholders on July 22, 2016)

B. DELETION OF ITEM NO. 10 of the SECONDARY PURPOSES.

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)~~ (As amended by the Board of Directors on June 16, 2016 and ratified by the Stockholders on July 22, 2016)

"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."

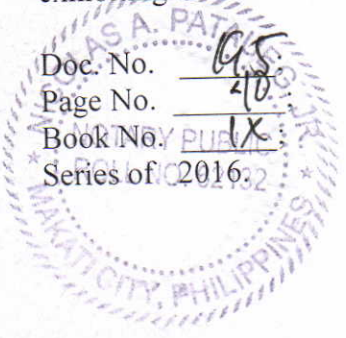
"RESOLVED FINALLY", that a copy of this resolution be furnished the entity concerned".

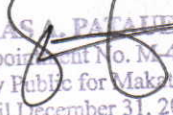
Makati City, 23 JUL 2016


CARLOS BENEDICT K. RIVILLA IV
Assistant Corporate Secretary

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

23 JUL 2016
SUBSCRIBED AND SWORN TO before me this ___ day of July, 2016, affiant exhibiting to me his TIN Number 167-589-322 issued at Makati City


Doc. No. 95
Page No. 40
Book No. IX
Series of 2016


NICOLAS A. PATALEG, JR.
Appointment No. M-487
Notary Public for Makati City
Until December 31, 2016
19/F Pacific Star Building
Sen. Gil Puyat cor. Makati Ave., Makati City
PTR No. 5361742/2.05.16/Makati City
IBP Lifetime No. 011750/Quezon City
Roll of Attorneys No. 62132
MCLE Compliance No. V- 0005835

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

SECRETARY'S CERTIFICATE

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

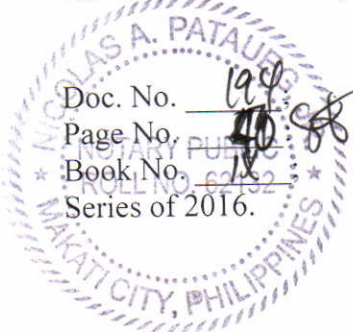
1. I am the duly elected and qualified Assistant Corporate Secretary of **CENTURY PROPERTIES GROUP, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 21st Floor Pacific Star Building, Sen. Gil Puyat corner 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 City, 23 JUL 2016 day of July, 2016.

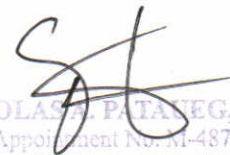


CARLOS BENEDICT K. RIVILLA IV
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this 23 JUL 2016 day of July, 2016, 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. 198
Page No. 40
Book No. 88
Series of 2016.



NICOLAS A. PATASEG, JR.
Appointment No. M-487
Notary Public for Makati City
Until December 31, 2016
19/F Pacific Star Building
Sen. Gil Puyat cor. Makati Ave., Makati City
PTR No. 5361742/2.05.16/Makati City
IBP Lifetime No. 011750/Quezon City
Roll of Attorneys No. 62132
MCLB Compliance No. V-0005835

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 July 22, 2016 at the principal office, the following resolutions were ratified and approved by a majority vote of the Board of Directors and Stockholders of the corporation representing at least two thirds of the outstanding capital stocks:

- A. Amend Second Article under the Amended Articles of Incorporation of Century Properties Group Inc. and Delete Item No. 10 on the Secondary Purposes of the Corporation, to read as follows:

Articles of Incorporation

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 any time 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 any kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness

of any other corporation, association, form (sic) 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 when the corporation involved is an entity in which the Corporation has a lawful interest, or is the affiliate or subsidiary of the Corporation, then the Corporation shall likewise have the power to guarantee, secure, and act as surety on behalf of said corporation in order to protect its interests therein; provided further, 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 (as amended by the Board of Directors on June 16)

DELETION OF ITEM NO. 10 of the SECONDARY PURPOSES.

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)

Upon motions duly seconded, the following resolutions as resolved by the Board of Directors during its June 16, 2016 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 Article II under the Amended Articles of Incorporation to read as follows:

A.) **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 any time 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 any kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness of any other corporation, association, form (sic) 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 when the corporation involved is an entity in which the Corporation has a lawful interest, or is the affiliate or subsidiary of the Corporation, then the Corporation shall likewise have the power to guarantee, secure, and act as surety on behalf of said corporation in order to protect its interests therein; provided further, 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 (as amended by the Board of Directors on June 16)

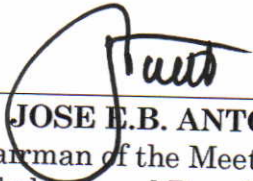
B.) DELETION OF ITEM NO. 10 of the
SECONDARY PURPOSES.

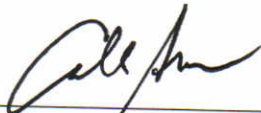
10. To guarantee and secure, for and in behalf of the corporation, loans, obligations and other corporation or entities in which it has lawful interest" (As amended by the Board of Directors on April 04, 2014 and Stockholders on July 23, 2014)

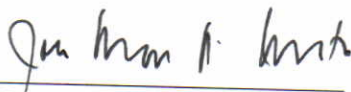
"RESOLVED FINALLY, that the proper officers of the Corporation are hereby authorized and directed to execute and file the proper certificates of the proceedings of this meeting, to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine 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."


2. Attached hereto is the true and correct copy of the Amended Articles of Incorporation 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 23 JUL 2016 at Makati City, Philippines.


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


**CAMILLE KHRISTINE
AROMAS**
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


RAFAEL G. YAPTINCHAY

Director/ Stockholder
TIN: 106-957-132


RICARDO P. CUERVA

Director/ Stockholder
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. CURSIA, JR.

Independent Director
TIN: 135-912-030

STEPHEN T. CUUNJIENG

Independent Director
TIN: 123-371-417


CARLOS C. EJERCITO

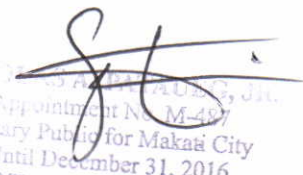
Independent Director
TIN: 207-229-653

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in the City of Makati, Philippines, this 23 JUL 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 | 110-083-819 | |
| Camille Khristine Aromas | 167-589-322 | |
| Jose Marco R. Antonio | 196-835-917 | |

| | |
|-------------------------|-------------|
| Ricardo P. Cuerva | 122-996-808 |
| Rafael G. Yaptinchay | 106-957-132 |
| Jose Carlo R. Antonio | 225-936-895 |
| John Victor R. Antonio | 161-426-133 |
| Jose Roberto R. Antonio | 210-027-826 |
| Jose L. Cuisia, Jr. | 135-912-030 |
| Stephen T. Cuunjieng | 123-371-417 |
| Carlos C. Ejercito | 207-229-653 |

Doc. No. 493;
 Page No. 40;
 Book No. IX;
 Series of 2016.


 Appointment No. M-487
 Notary Public for Makati City
 Until December 31, 2016
 19/F Pacific Star Building
 Sen. Gil Puyat cor. Makati Ave., Makati City
 PTR No. 5361742/2.05.16/Makati City
 IBP Lifetime No. 011750/Quezon City
 Roll of Attorneys No. 62132
 MC LC Clearance No. V-0005835



Securities and
Exchange
Commission
PHILIPPINES

MARKETS AND SECURITIES REGULATION DEPARTMENT

September 1, 2016

CENTURY PROPERTIES GROUP, INC.
21st 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 company's application for registration of the amendments in the Article II of Articles of Incorporation.

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.

Further, the company shall file a duly accomplished SEC Form 17-C within the prescribed period whenever the company extend a corporate guarantee to any of its subsidiaries and affiliates.

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