

# REPUBLIC OF THE PHILIPPINES DEPARTMENT OF TRADE AND INDUSTRY

### SECURITIES AND EXCHANGE COMMISSION

ILOILO EXTENSION OFFICE
SEC Building, General Hughes Street
Iloilo City

Company Reg. No. <u>CS200930354</u>

CERTIFICATE OF FILING

OF

#### AMENDED ARTICLES OF INCORPORATION

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the Amended Articles of Incorporation of the

#### INJAP LAND CORPORATION

(Amending Articles II [primary purpose] and VII [authorized capital stock] thereof)

copy annexed, adopted on May 11, 2010 by a 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 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, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

BY AUTHORITY OF THE COMMISSION:

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AMENDED
ARTICLES OF INCORPORATION

OF

INJAP LAND CORPORATION

(Name of Corporation)

DATE: TIGHT

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Know All Men By These Presents:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY!

FIRST: The name of this corporation shall be:

INJAP LAND CORPORATION

SECOND: A. That the primary purpose of this corporation is

To engage in the business of real estate development, to hold by lease or by ownership any real estate or any interest therein, to manage, develop, construct, and sell real estate projects, commercial, industrial, urban or other kinds of real property, improved or unimproved, with or to such persons or entities and under such terms and conditions as may be permitted by law; to erect or cause to be erected on any real estate leased or owned by the Corporation, buildings, plants or other similar structures with their appurtenances, to invest in shares of stock of real estate companies engaged in real estate development (As Amended on May 11, 2010).

B. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

**THIRD**: That the place where the principal office of the corporation is to be established is at:

No./Street: Four-Season Hotel-Cor. Fuentes Delgado Sts., Iloilo City

**FOURTH**: That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

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FIFTH: That the names, nationalities, and residences of the incorporators are as follows:/

<u>Name</u>	Nationality /	(Complete Address)
EDGAR J. SIA, SR.	Filipino	Brgy, Cagay, Roxas City
EDGAR J. SIA II	Filipino	c/o Four-Season Hotel Cor. Fuentes-
/		Delgado Sts., Hoilo City
FERDINAND J. SIA	Filipino	c/o Four Season Hotel Cor. Fuentes-
. 2.02	•	Delgado Sts., Iloilo City
SHELLA A. SIA	Filipino /	c/o Four-Season Hotel Cor. Fuentes-
/		Delgado Sts., Iloilo City
RIZZA MARIE JOY J. SIA	Filipino	Brgy. Cagay, Roxas City

**SIXTH**: That the number of directors of said corporation shall be five (5) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Name	Nationality	(Complete haddress)
EDGAR J. SIA, SR.	Filipino	Brgy. Cagay, Roxas City
EDGAR J. SIA II	Filipino	c/o Four Season Hotel Cor. Fuentes-
/		Delgado Sts., Iloilo City
FERDINAND J. SIA	Filipino/	c/o Four Season Hotel Cor. Fuentes-
		Delgado Sts., Iloilo City
SHELLA A. SIA	Filipino	c/o Four Season Hotel Cor. Fuentes-
		Delgado Sts., Iloilo City
RIZZA MARIE JOY J. SIA	Filipino	Brgy. Cagay, Roxas City

SEVENTH: That the authorized capital stock of the corporation is <u>EIGHTY MILLION PESOS (P80,000,000.000</u>) pesos in lawful money of the Philippines, divided into <u>EIGHT HUNDRED THOUSAND (800,000)</u> shares with the par value of ONE HUNDRED PESOS ONLY (P100.00) pesos per share (As amended on May 11, 2010).

**EIGHT**: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscriptions has been paid as follows:

/	/	No. of Sha	, , ,
Name /	Nationality	Subscribe	
INJAP INVESTMENTS, JNC.	Filipino	12,495	P1,249,500.00 P312,375.00
EDGAR J. SIA, SR.	Filipino	1	100.00 / 25.00
EDGAR J. SIA II	Filipino	. 1	100.00 / 25.00
FERDINAND J. SIA	Filipino /	2013	Time 10000 57 25:00 AM
SHELLA A. SIA	Filipino	1	100.00 25.00
RIZZA MARIE JOY J. SIA	Filipino	1	<u>100.00</u> <u>25.00</u>
TOTAL		12,500	P1,250,000.00 P312,500.00

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NINTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

TENTH: That <u>RIZZA MARIE JOY J. SIA</u> has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he / she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

**ELEVENTH**: That the incorporators undertake to change the name of the corporation immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, we have set our hands this 21<sup>st</sup> day of November 2009 at Iloilo City, Philippines.

SGD: EDGAR J. SIA, SR.

SGD: EDGAR J. SIA II

SGD: FERDINAND J. SIA

TIN: 102-220-627

TIN: 192-003-450

TIN: 917-782-960

SGD: SHELLA A. SIA

TIN: 942-465-082

SGD: RIZZA MARIE JOY J. SIA

TIN: On Process

WITNESSES:

SGD: MA. LEILAH Y. GERONIMO

SGD: VENANCIO C. PARCON

(All incorporators appearing on the fifth article and the two witnesses should affix their signatures on the blanks provided in this page above their respective names.)

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#### ACKNOWLEDGEMENT

Republic of the Philippines)
S.S.

Iloilo City

BEFORE ME, a Notary Public in and for Iloilo City Philippines, this Dec. 08, 2009 personally appeared:

Name Com	nunity Tax Cert. No.	Date &	Place Issued
EDGAR J. SIA, SR.	06839370	01-05-09	Roxas City
EDGAR J. SIA II	10375484	01-08-09	Iloilo City
FERDINAND J. SIA	10374949	01-12-09	Iloilo City
SHELLA A. SIA	10374948	01-12-09	Iloilo City
RIZZA MARIE JOY J. SIA	03278356	09-02-09	Roxas City

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc. No. 198; Page No. 41; Book No. LXI; Series of 2009. SGD: PLARIDEL NAVA II
NOTARY PUBLIC

PROVINCE AND CITY OF ILOILO UNTIL DECEMBER 31, 2009 SC ROLL NO. 46649

IBP NO. 724911/IC/1.05/09

PTR NO. 3156629/IC/1.05.09

Date: 11MCLE 2ND GOMPHANCE NO. 10888 7/13 AM

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## DIRECTOR'S CERTIFICATE

	*#### C/ S
We, the undersigned majority member	rs of the Board of Directors and the Corporate Secretary,
hereby certify that the Artickles of Incorporation	CODECT ACTON
nereby, certary that the Attackes of Messperson	was amended by an affirmative vote of the stockholders
i leget two thirds (2/3)	of the outstanding capital stock at a meeting held for that
owning or representing at least two-thirds (2/3)	on on May 11, 201 and approved likewise by the
purpose at the principal office of the corporation	on on May 119, 20 and approved the wase by the
majority of the directors on May 11, 201	<del></del>
IN WITNESS WHEREOF, we h	have hereunto set our hands this 8th day 9f
June 20 10, at Iloido C	City Philippines.
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EDGAR J. SIA, SR.	SHELLA SIA
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