



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. AS94006430

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

EMPIRE EAST LAND HOLDINGS, INC.

(Amending Article III thereof.)

copy annexed, adopted on June 06, 2017 by majority vote of the Board of Directors and on June 13, 2017 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 Pasay City, Metro Manila, Philippines, this 27th day of December, Twenty Seventeen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AMENDMENT

A S 0 9 4 - 6 4 3 0

Former Company Name

EMPIRE EAST LAND
HOLDINGS, INC.

AMENDED TO:
New Company Name

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

1 2 t h F l o o r , A l l i a n c e G l o b a l
T o w e r , 3 6 t h S t r e e t c o r . 1 1 t h
A v e n u e , T a g u i g C i t y
1 6 3 4

COMPANY INFORMATION

Company Email Address

Company's Telephone Numbers

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 Numbers

Mobile Number

Dennis E. Edaño

867-8351

Contact Person's Address

24/F The World Centre, 330 Sen. Gil Puyat Avenue, 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:

-
-
-
-
-

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

DEC 21 2017

CERTIFICATE OF AMENDMENT OF THE
AMENDED ARTICLES OF INCORPORATION
OF
EMPIRE EAST LAND HOLDINGS, INC.

WE, the Chairman of the Board, the Corporate Secretary and at least a majority of the members of the Board of Directors of EMPIRE EAST LAND HOLDINGS, INC. (the "Corporation"), a corporation organized an existing under Philippine laws with principal office at the 21st Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, do hereby certify that:

1. On 06 June 2017, at least a majority of the members of the Board of Directors of the Corporation approved the amendment of the Third Article of the Corporation's Amended Articles of Incorporation to read as follows:

"THIRD : That the place where the principal office of the Corporation is to be established or located is at the 12th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City, 1634, Metro Manila, Philippines. (Amended as of 15 April 2014 and 13 June 2017)"

2. On 13 June 2017, during the Annual Meeting of stockholders of the Corporation held in Eastwood City, Bagumbayan, Quezon City, stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation ratified the said amendment to the Third Article of the Corporation's Amended Articles of Incorporation.

3. The amendment to the Third Article of the Corporation's Amended Articles of Incorporation consisting of the change in the principal office address of the Corporation from "21st Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines" to "12th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City, 1634, Metro Manila, Philippines" is embodied in the attached true and correct copy of the Corporation's Amended Articles of Incorporation.

~~IN WITNESS~~ WHEREOF, we have hereunto affixed our signatures this 2017 at Makati City, Metro Manila, Philippines.

ANDREW L. TAN
Chairman of the Board,

ANTHONY CHARLEMAGNE C. YU
Director,

ALEJO L. VILLANUEVA, JR.
Director,

ENRIQUE SANTOS L. SY
Director

GERARDO C. GARCIA
Chairman of the Meeting,

KEVIN ANDREW L. TAN
Director,

EVELYN G. CACHO
Director,

DENNIS E. EDANO
Corporate Secretary,

11 DEC 2017

SUBSCRIBED AND SWORN to before me this _____ at
QUEZON CITY, Philippines, affiants exhibited to me their
valid identifications, to wit:

<u>Name</u>	<u>Valid ID</u>
Andrew L. Tan	TIN: 125-960-003
Gerardo C. Garcia	TIN: 110-183-659
Anthony Charlemagne C. Yu	TIN: 132-173-451
Kevin Andrew L. Tan	TIN: 224-803-734
Alejo L. Villanueva, Jr.	TIN: 107-279-348
Evelyn G. Cacho	TIN: 127-326-686
Enrique Santos L. Sy	TIN: 125-960-296
Dennis E. Edaño	TIN: 207-906-709

Doc. No. 21 ;
 Page No. 1 ;
 Book No. 111 ;
 Series of 2017.

Benjamin E. Alfonso
ATTY. BENJAMIN E. ALFONSO
Notary Public
 UNTIL DECEMBER 31, 2017
 PTR. NO. 3806846 - 1/15/2017 QUEZON CITY
 ISP NO. 1028379 - 11/24/2015 QUEZON CITY
 ROLL NO. 10000
 ADM. MATTER NO. NP-142-05-17-0010
 PRO. NO. 24 ASSET'S SEC. 17-0010-17
 ROLL NO. 11-0028275- OCT. 28, 2011

[Signature]
[Signature]
[Signature]

AMENDED

ARTICLES OF INCORPORATION

OF

Empire East Land Holdings, Inc.

KNOWN ALL MEN BY THESE PRESENTS :

That we, all of whom are Filipinos, of legal age, residents of the Philippines, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines :

AND WE HEREBY CERTIFY :

FIRST : That the name of said Corporation shall be **EMPIRE EAST LAND HOLDINGS, INC.** (the "Corporation.")

PRIMARY PURPOSE

SECOND : That the purpose for which said Corporation is formed are :

a) To engage in the business of real estate development, mass community housing, townhouses and row houses development, residential subdivision and other massive horizontal land development, alone or in syndicate or joint ventures with others and for this purpose acquire land by purchase, lease, donation or otherwise, and to own, use, improve, subdivide, hold, administer, sell, convey, exchange, lease, mortgage, dispose of, work, improve, develop, subdivide and otherwise deal in real property of any kind and interest or right therein and to construct, improve, manage or otherwise dispose of buildings, condominium, apartments and other structures of whatever kind, together with their appurtenances whether for dwelling, commercial or industrial purposes ;

b) To conduct, maintain, engage in, and carry on the business of acquiring, constructing, developing and operating hotels, lodges, resorts and other tourist-oriented projects, either alone or in conjunction with others; and

c) To perform all and everything necessary and proper for the attainment of the said purposes, or in furtherance of any of the above purposes, either alone or in association with corporations or individuals.

SECONDARY PURPOSES

a) To promote, establish, operate, manage, own or invest in any and all kinds of business enterprises or assist or participate in organization, merger or consolidation thereof, and in connection with such activities, to subscribe to, purchase or otherwise acquire shares of stock or other evidence of equity participation in any business enterprise, or purchase or otherwise acquire all or part of assets, franchise, concession or goodwill of any firm, corporation or establishments as may be allowed by law;

b) To borrow money, to make and issue notes and other evidence of indebtedness of all kinds and to secure the same by mortgage, pledge or otherwise, in amounts as the business of the Corporation may require;

c) To deal in engage and transact, directly or indirectly, all forms of business and mercantile acts and transactions concerning all kinds of real or personal property, movables, semi-movables or immovables, goods, wares, chattels, choses in action, tangible and intangible property, technical and industrial equipment and machineries, personal and real things, including future ones, which are not excluded from the commerce of man or which are not contrary to law or good morals;

d) To borrow or raise money or funds for the purpose/s of the Corporation, and in pursuance thereof, to issue any mortgage, hypothecation, deed of trust, debenture, bond, lien or obligation of the Corporation, either at par premium, secured by all or any parts of the undertakings revenues, rights and properties of the Corporation and to exchange or vary from time to time any such securities;

e) To carry on a general mercantile and commercial business, buying or otherwise acquiring, holding, importing and exporting, selling and otherwise disposing, and dealing in goods, wares, merchandise or anything of any nature, natural or artificial, which is or may become an article of commerce;

f) To act as commercial or general agent or factor, to undertake the general management or representation of any person, either within or without the Philippines; in no case, however, shall the Corporation manage the funds, securities and portfolios and similar assets of such managed entities; any transaction or negotiation of any business of shipping, air, water or land passenger and/or freight transportation, maritime, commercial, manufacturing, or other business of any nature whatsoever and while so acting as such agent, factor or manager, to perform such acts, enter into such contracts and obligations and carry on such transactions as shall tend to promote the best interests of the Corporation and those it represents;

g) To do a general business as commission merchant, selling agent and factor, and conduct, manage and operate the general business of importers and exporters, to make such contracts as may from time to time be required to be made; to deal or traffic in, negotiate, acquire, keep and dispose of commercial or other papers;

h) In furtherance of its business, enter into, make, perform and carry out, or cancel and rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, syndicate, domestic or foreign or others;

i) To acquire for itself by purchase, and to invest in hold, sell, or otherwise dispose of, stocks, bonds, debentures, certificates or other securities of any corporation, domestic or foreign, or the bonds or other obligations and evidence of indebtedness of any person or persons, in the same manner and extent as juridical persons might, could or would do, and while the owner or holder of such stocks, bonds or other securities, to exercise all the rights, powers and privileges appurtenant thereto without necessarily engaging in stock brokerage herein;

j) To apply for, obtain, register lease, license, purchase or otherwise acquire, and to hold, use, own, operate, sell, assign or otherwise dispose of any trademark, trade name,

trade secret, formula, patent, invention, copyright, improvement or process used in connection with or secured under letter, patent or copyright, domestic or foreign;

k) Directly or indirectly, to buy, sell, rent, manufacture, install, use, operate and generally deal in machines, mechanisms, devices, apparatuses, inventions, gadgets and equipment of all kinds and types and technical and industrial improvements known to and within the commerce of man;

l) To make, enter into, execute, ratify, confirm, sign, undertake and perform contracts of any and all kinds of description with any person, firm or corporation, whether governmental public or private, without limit as to amount and conditions, including but not by way of limitations, contracts, creating rights, encumbrances, liens, assessments, servitudes and other privileges respecting any of the property of any kind owned by the Corporation; and,

m) To do all such other things and acts as are necessary or impliedly included, incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated, directly, to enhance the value of or render profitable any business of the Corporation, always provided that nothing shall be done in connection with any of the above objects which is prohibited by of the laws of the Philippines now or hereafter existing, and provided further that the funds of the Corporation invested for one purpose shall not be diverted for another purpose except in accordance with Section 17 of the Corporation Code, as amended.

THIRD : That the place where the principal office of the Corporation is to be established or located is at the 12th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City, 1634, Metro Manila, Philippines. (Amended as of 15 April 2014 and 13 June 2017)

FOURTH : That the term for which said Corporation is to exist is fifty (50) years from and after that date of its incorporation.

FIFTH : That the names, nationalities and addresses of the incorporators of said Corporation are as follows :

ANDREW L. TAN	Filipino	10 Taft Street, Greenhills San Juan, Metro Manila
KATHERINE L. TAN	Filipino	10 Taft Street, Greenhills San Juan, Metro Manila
ELIZABETH DE JESUS	Filipino	Equitable Bank Bldg., Greenhills San Juan, Metro Manila
CIRILO L. MANLANGIT	Filipino	One Beverly Place #35 Annapolis Street, Greenhills San Juan, Metro Manila
LOURDES G. CLEMENTE	Filipino	#18 Denmark Street, Better Living Subd., Parañaque, Metro Manila

SIXTH : That the number of Directors of said Corporation shall be seven (7) and that the names and residences of the Directors of the Corporation who shall initially serve until their

successors are elected and qualified as provided in the By-Laws are as follows, to with: *(Amended as of March 26, 1998)*

ANDREW L. TAN	Filipino	10 Taft Street, Greenhills San Juan, Metro Manila
KATHERINE L. TAN	Filipino	10 Taft Street, Greenhills San Juan, Metro Manila
ELIZABETH DE JESUS	Filipino	Equitable Bank Bldg., Greenhills San Juan, Metro Manila
CIRILO L. MANLANGIT	Filipino	One Beverly Place #35 Annapolis Street, Greenhills San Juan, Metro Manila
LOURDES G. CLEMENTE	Filipino	#18 Denmark Street, Better Living Subd., Parañaque, Metro Manila

SEVENTH : That the amount of capital stock of said Corporation is PESOS : TWENTY-THREE BILLION FOUR HUNDRED NINETY-FIVE MILLION TWO HUNDRED THOUSAND (PhP23,495,200,000.00), Philippine currency, and said capital stock is divided into : **(AMENDED AS OF OCTOBER 12, 2007)**

a) TWENTY-ONE BILLION FOUR HUNDRED NINETY-FIVE MILLION TWO HUNDRED THOUSAND (21,495,200,000) shares of COMMON STOCK with par value of ONE PESO (PhP1.00) per share, and **(AMENDED AS OF OCTOBER 12, 2007)**;

b) : TWO BILLION (2,000,000,000) shares of PREFERRED STOCK with par value of ONE PESO (PhP1.00) per share, and which shall be convertible, non-voting (except in those cases expressly provided by law and the Enabling Resolutions), and have no pre-emptive right to subscribe to or purchase any shares of any class. The Preferred Stock shall be issued subject to the following conditions, rights, preferences, qualifications and limitations and which shall appear and be printed on the Certificates of Preferred Stock.

The Preferred Shares may be issued from time to time in one or more series as the Board of Directors of the Corporation may determine. Provided, that there shall be a series of preferred shares which shall be redeemable. Authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of Preferred Shares, to fix the number of shares to be included in each of such series, and to determine the cash dividend rate or amount, if any, and the price, period and manner of conversion or redemption of shares for each of such series. The specific terms and restrictions of each series of Preferred Shares shall be specified in such resolutions(s) as may be adopted by the Board of Directors prior to the issue of each of such series (the "Enabling Resolutions"), which resolutions shall be filed with the Securities and Exchange Commission and thereupon be deemed a part of these Articles of Incorporation. Provided, however, that all Preferred Shares surrendered either upon conversion or redemption may again be issued or disposed of by the Corporation. *(Amended as of March 26, 1998)*

EIGHTH : That the amount of capital stock which has been actually subscribed is ONE HUNDRED TWENTY-FIVE MILLION PESOS (PhP125,000,000.00), Philippine currency, and

that the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names :

<u>Name</u>	<u>Residence</u>	<u>Number of Shares Subscribed</u>	<u>Amount of Capital Stock</u>
MEGAWORLD PROPERTIES & HOLDINGS, INC.	16 th Floor Solidbank Bldg. 777 Paseo de Roxas, Makati. Metro Manila	124,999,995	PhP124,999,995.00
ANDREW L. TAN	10 Taft Street, Greenhills San Juan, Metro Manila	1	1.00
KATHERINE L. TAN	10 Taft Street, Greenhills San Juan, Metro Manila	1	1.00
ELIZABETH DE JESUS	Equitable Bank Bldg., Greenhills San Juan, Metro Manila	1	1.00
CIRILO L. MANLANGIT	One Beverly Place #35 Annapolis Street, Greenhills San Juan, Metro Manila	1	1.00
LOURDES G. CLEMENTE	#18 Denmark Street, Better Living Subd., Parañaque Metro Manila	1	1.00
		125,000,000	PhP125,000,000.00

NINTH : That the following persons have paid on the shares of capital stock for which they have subscribed, the amounts set out after their respective names :

MEGAWORLD PROPIERTIES & HOLDINGS, INC.	16 th Floor Solidbank Bldg. 777 Paseo de Roxas, Makati. Metro Manila	PhP31,249,999.00.00
ANDREW L. TAN	10 Taft Street, Greenhills San Juan, Metro Manila	1.00
KATHERINE L. TAN	10 Taft Street, Greenhills San Juan, Metro Manila	1.00
ELIZABETH DE JESUS	Equitable Bank Bldg., Greenhills San Juan, Metro Manila	1.00
CIRILO L. MANLANGIT	One Beverly Place #35 Annapolis Street, Greenhills San Juan, Metro Manila	1.00
LOURDES G. CLEMENTE	#18 Denmark Street, Better Living Subd., Parañaque Metro Manila	1.00
	Total -	PhP1,250,004.00

TENTH : That ANDREW L. TAN has been elected Treasurer of the Corporation to act 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 for all the subscriptions paid by the said subscribers.

ELEVENTH : Directors and all other officers of said Corporation shall receive such compensation as the stockholders and the Board of Directors may provide, respectively.

TWELFTH : That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed to be recorded in the in the proper books of the Corporation and that this restriction shall be indicated in all the stock certificates issued by the Corporation. Furthermore, all stockholders shall not enjoy any pre-emptive right to subscribe to any issue or disposition of shares of any class of the Corporation. (Amended as of April 3, 1995)

IN WITNESS WHEREOF, we have hereunto set our hands this 15th day of June 1994 at Makati, Metro Manila, Philippines.

(Sgd.) ANDREW L. TAN

- spouses -

(Sgd.) KATHERINE L. TAN

(Sgd.) ELIZABETH DE JESUS

(Sgd.) CIRILO L. MANLANGIT

(Sgd.) LOURDES G. CLEMENTE

Signed in the presence of :

(Sgd.) R. D. Siatela

(Sgd.) J. G. Dinglasan

A C K N O W L E D G E M E N T

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

On this 11th day of July, before me, a Notary Public for and in Kalookan City, personally appeared :

ANDREW L. TAN - Res. Cert. No. 6000751 issued at San Juan on Feb. 28, 1994

KATHERINE L. TAN - Res. Cert. No. 8000752 issued at San Juan on Feb. 28, 1994

ELIZABETH DE JESUS - Res. Cert. No. 800152A issued at Makati, M.M. on March 2, 1994

CIRILO L. MANLANGIT - Res. Cert. No. 7211333-A issued at Makati, MM on March 16, 1994

LOURDES G. CLEMENTE - Res. Cert. No. 7211331-A issued at Makati, MM on March 16, 1994

known to me and to me known to be the same persons whose names are subscribed and who executed the foregoing Articles of Incorporation and each of them acknowledged that he/she voluntarily execute the same.

WITNESS MY HAND AND SEAL.

(Sgd.) NIMFA E. SILVESTRE E. PINEDA

Notary Public

Until December 31, 1994

PTR. No. 0369133; 2-1-93

Kalookan City

Doc. No. 432;

Page No. 87;

Book No. II;

Series of 1994

Republic of the Philippines)
)S.S.

QUEZON CITY

SECRETARY'S CERTIFICATE

I, DENNIS E. EDAÑO, of legal age, Filipino, married and with residence address at No. 7 Walnut St., Ferndale Homes, Brgy. Pasong Tamo, Quezon City, after being duly sworn hereby deposes and states that:

1. I am the Corporate Secretary of EMPIRE EAST LAND HOLDINGS, INC. (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at the 21st Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines.

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 any claim by any person or group against the Board of Directors, individual directors or major corporate officers of the Corporation in their capacity as directors or officers or vice-versa.

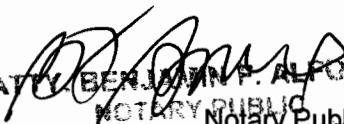
IN WITNESS WHEREOF, I have hereunto affixed my signature this 11th DEC 2017 2017 at Makati City, Metro Manila, Philippines.

11 DEC 2017


DENNIS E. EDAÑO
Corporate Secretary

SUBSCRIBED AND SWORN to before this 11th DEC 2017 at Quezon City, Philippines, affiant exhibiting to me his Tax Identification No. 207-906-709.

Doc. No. 19
Page No. 4
Book No. 77A
Series of 2017.


ATTY. BENJAMIN P. ALPONSO
Notary Public
UNTIL DECEMBER 31, 2017
PTR. NO. 3886345 - 11/02/2017 QUEZON CITY
IDP NO. 1032379 - 11/02/2016 QUEZON CITY
ADM. DIVISION 10796
ADM. DIVISION NO. 10796 (2017-2018)
ADM. NO. 26 ARROJO ST. QUESADA VILL., PROJ. Q.C.C.
TEL. NO. 8802-276- OCT. 29, 2011