



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 31050

**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

STA. LUCIA LAND, INC.

(Amending Article IV by extending the term of its existence thereof.)

copy annexed, adopted on April 01, 2014 by majority vote of the Board of Directors and on June 20, 2014 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 16th day of June, Twenty Sixteen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION OF

STA. LUCIA LAND, INC.

(Formerly ZIPPORAH REALTY HOLDINGS, INC.)

KNOW ALL MEN BY THESE PRESENTS:

That WE, all of legal ages, citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the Philippines:

AND WE HEREBY CERTIFY:

FIRST: That the name of the said Corporation shall be **STA. LUCIA LAND, INC.** (as amended on 16 July 2007)

SECOND: That the purpose or purposes for which the Corporation is formed are as follows, to wit: (as amended on 16 July 2007)

A. PRIMARY PURPOSE

To deal, engage or otherwise acquire an interest in land or real estate development, whether in the Philippines or elsewhere, to acquire, purchase, sell, convey, encumber, lease, rent, erect, construct, alter, develop, hold, manage, operate, administer or otherwise deal in and dispose of, for itself or for others, for profit and advantage, residential, commercial, industrial, recreational, urban and other kinds of real property, such as:

(1) horizontal developments, including but not limited subdivisions, industrial parks, recreational farm lots, golf courses and memorial parks, and

(2) vertical developments, including but not limited to housing projects of any kind, residential villas, townhouses, residential, office or mixed-use condominiums, commercial or office buildings, specialty or build-to-suit buildings, hotels, condotels, sports complexes, leisure or theme parks, eco-tourism complexes, retirement or nursing homes, shopping malls or arcades, warehouses and storage facilities.

for such consideration and in such manner or form, and under such terms and conditions as the Corporation may determine or as the law permits; and to erect, construct, alter, manage, operate, lease, in whole or in part, buildings and tenements of the Corporation or of other persons, to engage or act as real estate broker, on commission or for such fees as may be proper or legal and to exercise or undertake such other powers and purposes as may be required and necessarily implied from the purposes herein mentioned. (As amended on 16 July 2007)

B. SECONDARY PURPOSES (As amended on 16 July 2007)

(1) To deal, engage and transact, directly or indirectly, in all forms of business and mercantile acts and transactions concerning all kinds of real or personal property, goods, wares, chattels, choses in action, tangible and intangible properties, technical and industrial equipment, personal and real rights, commercial papers, evidences of

indebtedness, or other forms of obligations, services and all other things including future ones, as may be reasonably necessary to enable the Corporation to carry out its business and which are not excluded from the commerce of man or which are not contrary to law or good morals;

(2) To act as financial, commercial, general agent or factor to undertake the general management or representation of any person, partnership, firm or corporation in carrying on, either in or outside the Philippines, any transaction or negotiation in any commercial, manufacturing or other business of any nature, and to perform all such transactions as shall tend to promote the best interest of the Corporation and those it represents;

(3) To borrow or raise money or funds to meet the financial requirements of the Corporation, and in pursuance thereof, to issue promissory notes, mortgages, hypothecations, deeds of trust, bonds, liens or other obligations of the Corporation, either at par, premium or discount, secured by all or part of the revenues, rights, interests and properties of the Corporation, and to change or vary from time to time any such mortgages, obligations and securities;

(4) To acquire for itself or in behalf of other parties, and to invest in, hold, sell or otherwise dispose of stocks, bonds, debentures, certificates or other securities of any corporation, domestic or foreign, or other persons, in the same manner and to the same extent as juridical persons might or could do, and while the owner or holder of such stocks, bonds or other securities, to exercise all rights, privileges and powers appurtenant thereto, without dealing in securities or engaging in stock brokerage business;

(5) To aid in any manner any corporation, association or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for the Corporation, directly or indirectly or through other corporations or otherwise;

(6) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession or cooperation, including joint venture arrangements, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in carrying of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation;

(7) To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objectives of the Corporation;

(8) 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 any time appear conducive to or expedient for the protection or benefit of the Corporation, including but not limited to the formation and operation of branch offices within or without the Philippines; and

(9) All the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

THIRD: That the principal office of the Corporation shall be located at 3rd Floor Sta. Lucia Mall, Marcos Highway corner Imelda Avenue, Cainta, Rizal, Philippines. (As amended on 16 July 2007)

FOURTH: That the term for which Corporation shall exist is fifty (50) years from ~~AS~~ December 2016. (As amended on 20 June 2014)

FIFTH: That the names and residence of the incorporators of the said corporation are as follows:

<u>Names</u>	<u>Whose Residence Is At</u>
ALMARIO F. MENDOZA	2 J.P. Rizal, Cubao, Quezon City
E. MIKE A. ALORA, JR.	48A Kundiman, Frisco, Quezon City
MANUEL M. SANTAMARIA	395 Quezon Boulevard Extension, Quezon City
MIRIAM M. SANTAMARIA	395 Quezon Boulevard Extension, Quezon City
AGERICO CANSINO	Ilagan, Isabela, Philippines

SIXTH: That the number of directors of the Corporation shall be nine (9) and that the name and residences of the said directors, who are to serve until their successors are elected and qualified as provided in the By-Laws, are as follows, to wit: (As amended on 16 July 2007)

<u>Names</u>	<u>Whose Residence Is At</u>
ALMARIO F. MENDOZA	2 J.P. Rizal, Cubao, Quezon City
E. MIKE A. ALORA, JR.	48A Kundiman, Frisco, Quezon City
MANUEL M. SANTAMARIA	395 Quezon Boulevard Extension, Quezon City
MIRIAM M. SANTAMARIA	395 Quezon Boulevard Extension, Quezon City
AGERICO CANSINO	Ilagan, Isabela, Philippines

SEVENTH: That the authorized capital stock of the Corporation shall be Sixteen Billion Pesos (P16,000,000,000.00), Philippine currency, divided into Sixteen Billion (16,000,000,000) shares, with a Par Value of One Peso (P1.00), Philippine currency, each share.

The stockholders of the Corporation shall not have a pre-emptive right to subscribe to all issues or dispositions of shares of any class in proportion to their respective shareholdings. (As Amended on 16 July 2007)

EIGHTH: That the capital stock which have actually subscribed is TWO HUNDRED MILLION (200,000,000) Shares, with a par value of TWO MILLION PESOS (2,000,000.00) Philippine Currency, of which FIVE HUNDRED THOUSAND PESOS (500,000.00) Philippine Currency, have been paid up by the following persons: (As amended on October 23, 1973)

<u>Names</u>	<u>Kind</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>	<u>Amount Paid</u>
ALMARIO F. MENDOZA	Founder's	300,000	P300,000.00	P300,000.00
MANUEL M. SANTAMARIA	Founder's	60,000	60,000.00	60,000.00
MIRIAM M. SANTAMARIA	Founder's	50,000	50,000.00	50,000.00
AGERICO CANSINO	Founder's	50,000	50,000.00	50,000.00
E. MIKE A. ALORA, JR.	Founder's	40,000	40,000.00	40,000.00
TOTAL	Founder's	500,000	P500,000.00	P500,000.00
ALMARIO F. MENDOZA	Common		900,000	P900,000.00
MANUEL M. SANTAMARIA	Common		300,000	300,000.00
MIRIAM M. SANTAMARIA	Common		180,000	180,000.00
E. MIKE A. ALORA, JR.	Common		120,000	120,000.00
TOTAL	Common		P1,500,000	P1,500,000.00
GRAND TOTAL		2,000,000	P2,000,000.00	P500,000.00

NINTH: That MIRIAM M. SANTAMARIA has been elected by the stockholders-subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws and that as Treasurer, she has been authorized to receive for and in the name of the corporation all subscriptions paid by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 2nd day of November 1966, A.D. at the City of Manila, Philippines.

(Sgd)
ALMARIO F. MENDOZA

(Sgd)
E. MIKE A. ALORA, JR.

(Sgd)
MANUEL M. SANTAMARIA

(Sgd)
AGERICO CANSINO

(Sgd)
MIRIAM M. SANTAMARIA

With my marital consent:

(Sgd)
MANUEL M. SANTAMARIA
Husband

SIGNED IN THE PRESENCE OF:

Illegible

Illegible

ACKNOWLEDGMENT

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

Before me, a Notary Public for the City of Manila, Philippines, personally appeared the following:

Names	Res. Cert. No.	Issued on & at
ALMARIO F. MENDOZA	A-5402831	2/21/68; Q.C.
E. MIKE A. ALORA, JR.	A-5894189	1/11/66; Caloocan
MANUEL M. SANTAMARIA	A-5611478	2/16/66; Q.C.
MIRIAM M. SANTAMARIA	A-5611477	2/16/66; Q.C.
AGERICO CANSINO	A-388892	2/9/66; Manila

to me known and known to me as the same persons who executed the foregoing instrument of five (5) pages including this page where this Acknowledgment is written, and they acknowledged before me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL this 15th day of November 1966, at the City of Manila, Philippines.

ANTONIO C. RAVELO
Notary Public
Until December 31, 1967

Doc. No. 45
Page No.10
Book No.1
Series of 1966.

SECRETARY'S CERTIFICATE

I, **PATRICIA A. O. BUNYE**, Filipino, of legal age, with office address at 9th-12th Floors, One Orion, 11th Avenue corner University Parkway, Bonifacio Global City, Metro Manila, after having been duly sworn in accordance with law, hereby certify:

1. I am the Corporate Secretary of **STA. LUCIA LAND, INC.**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at Penthouse Building 3, Sta. Lucia Mall, Marcos Highway corner Imelda Avenue, Cainta, Rizal.

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. This certificate is issued to attest to the truth of the foregoing statements and for whatever legal purpose it may serve.

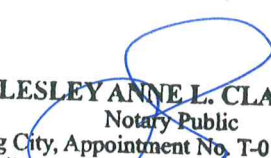
IN WITNESS WHEREOF, I have hereunto set my hand this FEB 04 2016 day of _____ 2016 in Taguig City, Metro Manila.


PATRICIA A. O. BUNYE
Corporate Secretary

SUBSCRIBED AND SWORN to before me this FEB 04 2016 day of _____ 2016 in Taguig City, Metro Manila, affiant exhibiting and presenting to me competent evidence of her identity, Philippine Passport No. EB6755524, bearing her photograph and signature, issued by the Department of Foreign Affairs, Manila, valid until 13 November 2017.

Doc. No. 61;
Page No. 14;
Book No. I;
Series of 2016.




LESLEY ANNE L. CLAUDIO
Notary Public
Taguig City, Appointment No. T-01(2016-2017)
Until December 31, 2017, Roll No. 62111
IBP No. 1015901, 01/04/16, Quezon City
PTR No. A-2626701, 01/04/16, Taguig City
Admitted to the Philippine Bar in 2013
11th Floor, One Orion
11th Avenue corner University Parkway
Bonifacio Global City, 1634
Metro Manila, Philippines

**DIRECTORS' CERTIFICATE
OF THE AMENDMENT OF THE
ARTICLES OF INCORPORATION**

STA. LUCIA LAND, INC.



We, the undersigned members of the Board of Directors and the Secretary, do hereby certify that the Articles of Incorporation of **STA. LUCIA LAND, INC.** was amended by an affirmative vote by majority of the directors at a meeting held at the principal office of the Corporation at Penthouse Bldg. 3, Sta. Lucia Mall, Marcos Highway cor. Imelda Avenue, Cainta, Rizal, on 01 April 2014.

The amendments were likewise ratified by the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held for that purpose at the principal office of the Corporation on 20 June 2014.

The amendment refers to the extension of the corporate term of **STA. LUCIA LAND, INC.** to fifty (50) years from 6th December 2016, thereby amending the Fourth Article of the Articles of Incorporation to read as follows:

"FOURTH. That the term for which the Corporation is to exist is **FIFTY (50) YEARS from 05 December 2016.**"


VICENTE R. SANTOS
Chairman
TIN No. 155-810-416


EXEQUIEL D. ROBLES
Director
TIN No. 139-154-445



MARIZA SANTOS-TAN
Director
TIN No. 139-154-574



AURORA D. ROBLES
Director
TIN No. 139-154-639


ANTONIO D. ROBLES
Director
TIN No. 139-154-420


SANTIAGO CUA
Director
TIN No. 103-086-424


JOSE FERDINAND R. GUIANG
Independent Director
TIN No. 100-242-310


OSMUNDO C. DE GUZMAN, JR.
Independent Director
TIN No. 130-857-709


ORESTES R. SANTOS
Director
TIN No. 211-122-863

Countersigned:


PATRICIA A. O. BUNYE

Corporate Secretary

TIN No. 169-061-152

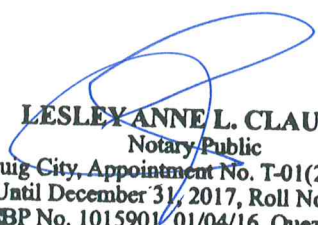


SUBSCRIBED AND SWORN to before me this FEB 03 2016 day of _____ 2016,
in Taguig City Metro Manila, with affiants personally exhibiting to me the following:

NAME	GOV'T ID/TYPE	EXP. DATE
Vicente R. Santos	PRR: 664003677 - DFA	21 Apr. 20
Exequiel D. Robles	PRR: 68828155 - DFA	15 May 18
Mariza Santos-Tan	PRR: 605559263 - DFA	15 Apr. 17
Aurora D. Robles	PRR: 65668577 - DFA	05 Nov. 17
Antonio D. Robles	TIN: 154-154-420 - BIR	N/A
Santiago Cua	OSCA: 2827101 - OSCA MIA	N/A
Jose Ferdinand R. Guiang	PRR: 639018804 - DFA	29 Aug. 18
Osmundo C. De Guzman, Jr.	VIN: 7402-0061A-507550471001-8	N/A
Orestes R. Santos	DUK: M12-80-025171 - LTO	17 Dec. 18
Patricia A. O. Bunyer	Phil. Passport No. EB6755524	13 November 2017

Doc. No. 83;
Page No. 12;
Book No. I;
Series of 2016.




LESLEY ANNE L. CLAUDIO
Notary Public
Taguig City, Appointment No. T-01(2016-2017)
Until December 31, 2017, Roll No. 62111
BP No. 1015901, 01/04/16, Quezon City
PTR No. A-2626701, 01/04/16, Taguig City
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Metro Manila, Philippines



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila

MARKETS AND SECURITIES REGULATION DEPARTMENT

June 9, 2016

STA. LUCIA LAND, INC.

Penthouse, Bldg., 3, Sta. Lucia Mall
Marcos Highway corner
Imelda Avenue, Cainta
Rizal
Tel. No. 810-5858

Attention: **ATTY. PATRICIA A.O. BUNYE**
Corporate Secretary

Subject : **REQUEST FOR COMMENT/RECOMMENDATION**

Madam:

This is in connection with your request for comment/or recommendation relative to your company's application for approval of your Amended Articles of Incorporation embodying **Article IV re: extension of corporate term of fifty (50) years from 5 December 2016.**

We do not interpose any objection to your application provided that once the application has been approved, **Sta. Lucia Land, Inc.** 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.

The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change occurred or became effective.

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: 
KENNETH MARTIN MARIANO

SIGNATURE OVER PRINTED NAME OF
AUTHORIZED REPRESENTATIVE

CRUZ MARCELO S. TENEFRANCIA
COMPANY NAME/DATE RECEIVED