



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. AS95004137

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

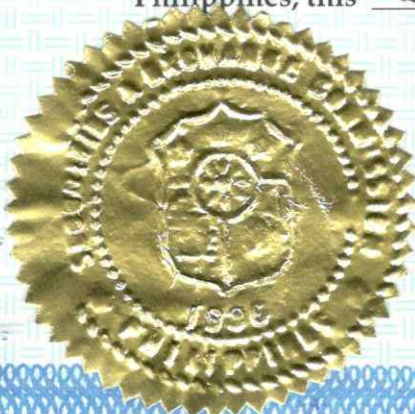
This is to certify that the amended articles of incorporation of the

DMCI PROJECT DEVELOPERS, INC.
(Amending Article VI thereof.)

copy annexed, adopted on March 17, 2017 by majority vote of the Board of Directors and on May 04, 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 20th day of June, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
Amended Articles of Incorporation

SEC Registration Number
AS095-004137

Former Company Name
D M C I P R O J E C T D E V E L O P E R S I N C

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)
D M C I H O M E S C O R P O R A T E C E N T E R
1 3 2 1 A P O L I N A R I O S T R E E T , B A N G K A L
M A K A T I C I T Y

COMPANY INFORMATION
Company's Email Address
Company's Telephone Numbers
555-7777
Company's Facsimile Number/s

CONTACT PERSON INFORMATION
Name of Contact Person
Email Address
Telephone Number/s
Facsimile Number/s
ATTY. MA. PILAR GUTIERREZ
PMP@cltps.com.ph
817-6791 to 95
819-2724

Contact Person's Address
The Valero Tower, 122 Valero Street, Salcedo Village, Makati City

To be accomplished by CRMD Personnel
Assigned Processor
Date
Signature
B. Arceo
6.15.17

DOCUMENT ID
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

FOR FOR BLESS

AMENDED ARTICLES OF INCORPORATION

OF

DMCI PROJECT DEVELOPERS, INC.
(Formerly: DMCI Property Developers, Inc.)

KNOW ALL MEN BY THESE PRESENTS:

We, all of legal age, Filipino citizens, and all of whom are residents of the Philippines, have this day voluntarily associated ourselves for the purpose of forming a corporation in accordance with the laws of the Philippines, and

BY THESE PRESENTS CERTIFY:

FIRST: That the name of the Corporation is

DMCI PROJECT DEVELOPERS, INC.
(Formerly: DMCI Property Developers, Inc.
As Amended on August 1, 1995)

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

PRIMARY PURPOSE

(1) To deal and engage in land or real estate business in all its branches and ramifications, to hold, develop, manage, administer, sell, convey, encumber, purchase, acquire, rent or otherwise deal in and dispose of, for itself or for others, for profit and advantage, residential including, but not limited to all kinds of housing projects, commercial, industrial, urban or other kinds of real property, improved or unimproved, with or to such persons and entities and under such terms and conditions as may be permitted by laws to acquire, purchase, hold, manage, develop and sell subdivision lots, golf courses, resorts and leisure projects and yacht clubs, with or without buildings or improvements, for such consideration and in such manner for form as the Corporation may determine or as the law permits; 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: to undertake the financing, construction, operation and maintenance of infrastructure and development of projects such as but not limited to Build-Operate-and Transfer (BOT), Build-Own Operate (BOO), Build-Transfer-and Operation (BTO), Develop-Operate and Transfer (DOT), Rehabilitate-Operate and Transfer (ROT), Rehabilitate-Own-and Operation (ROO); to engage in infrastructure development projects, including but limited to power plants, highways, port, airports, canals, dams, hydropower projects, water supply, irrigation, telecommunications, railroad and railways, transport systems, land reclamation projects, industrial estates or townships, housing, government buildings, tourism projects, public markets, slaughterhouses, warehouses, solid waste management, information technology networks, and data base infrastructure,

education and health facilities, sewerage, drainage, dredging, overpass, underpass, aqueduct, viaduct, and other infrastructure and development projects. (As amended on August 1, 1995)

SECONDARY

(2) 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, which are not excluded from the commerce of men or which are not contrary to law or good moral;

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

(4) To borrow or raise money or funds for the purpose of the Corporation, and in pursuance thereof, to issue mortgages, hypothecations, deeds of trust, debentures, bonds, liens or other obligation of the Corporation, either at par, premium or discount, secured by all part of the revenue, rights, interests and properties of the Corporation, and to change or vary from time to time any such mortgages, obligations and securities;

(5) 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 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;

(6) To apply for, obtain, register, lease, license, purchase or otherwise acquire, and to hold, use, own, operate, sell, assign and dispose of any trademark, tradename, trade secrets, formulas, patents, inventions, copyrights and processes used in connection with or secured under letters, patents, copyrights, domestic or foreign;

(7) To buy, sell, rent, manufacture, install, use, operate and generally deal in and with machines, devices, apparatuses, inventions, gadgets and other kinds of technical or industrial equipment or improvement within the commerce of man;

(8) To make, enter into and ratify and confirm, undertake and perform all kinds of lawful contracts with any person, firm or corporation without limit as to amount and conditions including but not limited to, contracts creating rights, encumbrances, liens, easements, servitudes and other privileges respecting any property or girth of any kind owned by the Corporation; and

(9) 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

directly or indirectly enhance the value of or render profitable any business of the Corporation, provided always that nothing shall be done in connection with any of the above objects of the Corporation which is prohibited by 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 to another purpose except in accordance with the Corporation Law of the Philippines;

THIRD: That the place where the principal office of the Corporation is to be located is at the DMCI Homes Corporate Center, 1321 Apolinario Street, Bangkal, Makati City. *(As amended on November 17, 2014)*

FOURTH: That the term for which the Corporation is to exist is fifty (50) years from date of incorporation;

FIFTH: That the names and residences of the incorporators and their nationalities are the following:

<u>NAMES</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
1. Isidro A. Consunji	Filipino	7 Bauhinia St. cor. Intsia Road South Forbes, Makati
2. Jorge A. Consunji	Filipino	7 Socorro St., Magallanes Village Makati City
3. Herbert M. Consunji	Filipino	7 Bernabe Street South Admiral Village Paranaque City
4. Ma. Edwina C. Laperal	Filipino	468a Pasay Road Dasmaringas Village Makati City
5. Antonio G. Bernas	Filipino	103 Neptune St., Bel Air Makati City

SIXTH. That the number of directors of said corporation shall be **ELEVEN (11), two of whom must be Independent Directors**, and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: *(As amended on May 4, 2017)*

<u>NAMES</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
1. Isidro A. Consunji	Filipino	7 Bauhinia St. cor. Intsia Road South Forbes, Makati
2. Antonio G. Bernas	Filipino	103 Neptune St., Bel Air Makati City

3. Jorge A. Consunji	Filipino	7 Socorro St., Magallanes Village, Makati City
4. Herbert M. Consunji	Filipino	7 Bernabe Street South Admiral Village Paranaque City
5. Ma. Edwina C. Laperal	Filipino	468a Pasay Road Dasmariñas Village Makati City

SEVENTH: That the authorized capital stock of said Corporation is FIVE BILLION (P5,000,000,000.00) Pesos, Philippine Currency, divided into FIVE BILLION (5,000,000,000) shares, of the par value of ONE PESO (P1.00) per share. (as amended on March 7, 1997 and October 30, 2009)

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 or permitted to be recorded in the proper books, this restriction shall likewise be indicated in all stock certificate of the Corporation.

EIGHTH: That the amount of the capital stock which has been actually subscribed PESOS: SEVENTY FIVE MILLION ONLY (P75,000,000.00), and that the following persons have subscribed for the number of shares in the amount of capital stock set out after their respective names:

<u>Names</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>
1. DMCI Holdings, Inc.	Filipino	74,995,000	74,995,000
2. Isidro A. Consunji	Filipino	1,000	1,000
3. Antonio Bernas	Filipino	1,000	1,000
4. Jorge A. Consunji	Filipino	1,000	1,000
5. Herbert M. Consunji	Filipino	1,000	1,000
6. Ma. Edwina C. Laperal	Filipino	1,000	1,000

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:

<u>Names</u>	<u>No. of Shares Subscribed</u>	<u>Amount Paid-up</u>
1. DMCI Holdings, Inc.	74,995,000	74,995,000
2. Isidro A. Consunji	1,000	1,000
3. Antonio Bernas	1,000	1,000
4. Jorge A. Consunji	1,000	1,000
5. Herbert M. Consunji	1,000	1,000
6. Ma. Edwina C. Laperal	1,000	1,000

That Ms. Edwina C. Laperal has been elected by the subscribers as Treasurer of the Corporation, to act as such until his successor has been 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 receipt in its name for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 16th day of March, 1995 at Makati, Philippines.

Edwina C. Laperal
 MA. EDWINA C. LAPERAL

Isidro A. Consunji
 ISIDRO A. CONSUNJI

Antonio G. Bernas
 ANTONIO G. BERNAS

Jorge A. Consunji
 JORGE A. CONSUNJI

Herbert M. Consunji
 HERBERT M. CONSUNJI

SIGNED IN THE PRESENCE OF:

[Signature] [Signature]

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
 (MANDALUONG DIVISION I L A) S.S.

BEFORE ME, a Notary Public in and for Manila, Philippines, this 28th day of March, 1995, personally appeared:

NAME	RES. CERT. NO.	DATE & PLACE ISSUED
1. Isidro A. Consunji	2813716	Feb. 13, 1995/Man.
2. Jorge A. Consunji	2800423C	Jan. 23, 1995/Man.
3. Herbert M. Consunji	2800422	Jan. 23, 1995/Man.
4. Ma. Edwina C. Laperal	2813715	Feb. 13, 1995/Man.
5. Antonio G. Bernas	4549335	Jan. 20, 1995/Manila

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.

WITNESS MY HAND AND SEAL this APR 28 1995 at MANDALUONG DIVISION I L A Metro Manila, Philippines.

Doc. No. 690
 Page No. 59
 Book No. 60
 Series of 1995.

NOTARY PUBLIC

CERTIFIED TRUE COPY

By: [Signature]

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

SECRETARY'S CERTIFICATE

I, **NOEL A. LAMAN**, of legal age, Filipino, with office address at The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, after having been sworn to in accordance with law, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **DMCI PROJECT DEVELOPERS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with office address at DMCI Homes Corporate Center, 1321 Apolinario Street, Bangkal, Makati City;
2. I hereby certify that 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.

MAY 25 2017 **WITNESS WHEREOF**, I have hereunto set my hand this
at MAKATI CITY, Philippines.


NOEL A. LAMAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAY 25 2017 in Makati City, Philippines, affiant who is personally known to me and whose identity I have confirmed through his Passport No. EC1231940 issued at Manila on May 27, 2014, bearing the affiant's photograph and signature, and who showed to me her Community Tax Certificate No. 25050401 issued at Makati City on February 2, 2017.

Doc. No. 359 ;
Page No. 71 ;
Book No. 11 ;
Series of 2017.





DAVE OLIVER P. ANASTACIO
Appointment No. M-527
Notary Public for Makati City
Until December 31, 2017
Castillo Laman Tan Pantaleon
& San Jose Law Firm
The Valero Tower, 122 Valero Street
Salcedo Village, Makati City
PTR No. 5908601; 01-03-2017; Makati City
IBP No. 1055272; 01-03-2017; Makati City Chapter
Roll No. 66279

DIRECTORS' CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION

OF

DMCI PROJECT DEVELOPERS, INC.

JUN 14 2017



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being a majority of the members of the Board of Directors of **DMCI PROJECT DEVELOPERS, INC.** (the "Corporation"), a corporation organized and existing under the laws of the Philippines, together with the Chairman of the Board/ Chairman of the Stockholders' Meeting, and the Secretary of the Stockholders' Meeting of the Corporation, do hereby certify that:


(1) At the meeting of the Board of Directors of the Corporation held on March 17, 2017, and at the annual meeting of the stockholders of the Corporation held on May 4, 2017 at the principal office of the Corporation, at least a majority of the directors and the stockholders representing at least 2/3 of the outstanding capital stock, respectively, approved the resolutions to increase the number of directors of the Corporation from nine (9) to eleven (11), two of whom, must be independent directors, thereby amending Article Sixth of the Corporation's Amended Articles of Incorporation;

(2) Attached hereto is a true and correct copy of the Amended Articles of Incorporation of the Corporation incorporating the said amendment.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this
MAY 30 2017 2017 at Makati City, Metro Manila, Philippines.

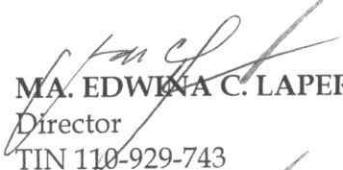
ATTEST



ISIDRO A. CONSUNJI
Chairman of the Stockholders' Meeting
TIN 100-985-420


NOEL A. LAMAN
Secretary of Stockholders' Meeting
TIN 104-112-228

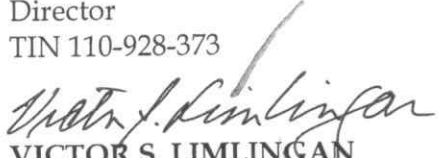

JORGE A. CONSUNJI
Director
TIN 110-929-728


VICTOR A. CONSUNJI
Director
TIN 100-985-438


MA. EDWINA C. LAPERAL
Director
TIN 110-929-743


ALFREDO R. AUSTRIA
Director
TIN 110-904-238


ELMER G. CIVIL
Director
TIN 110-928-373


VICTOR S. LIMLINGAN
Director
TIN 123-105-024


FRANCISCO F. DEL ROSARIO, JR.
Director
TIN 119-180-704


HONORIO O. REYES-LAO
Director
TIN 125-401-609

9/11

SUBSCRIBED AND SWORN to before me this MAY 30 2017 at QUEZON CITY ~~Quezon City~~ plaintiffs exhibiting to me their respective competent evidence of identity:

NAME	COMPETENT PROOF OF IDENTIFICATION
ISIDRO A. CONSUNJI	TIN 100-985-420
JORGE A. CONSUNJI	TIN 110-929-728
VICTOR A. CONSUNJI	TIN 100-985-438
MA. EDWINA C. LAPERAL	TIN 110-979-743
ALFREDO R. AUSTRIA	TIN 110-904-238
ELMER G. CIVIL	TIN 110-928-373
VICTOR S. LIMLINGAN	TIN 123-105-024
FRANCISCO F. DEL ROSARIO, JR.	TIN 119-180-704
HONORIO O. REYES-LAO	TIN 125-401-609

Doc. No. 88;
Page No. 18;
Book No. 40;
Series of 2017.

JOEL G. GORDOLA
Notary Public
Commission expires until December 31, 2017
Adm. No. 009; Roll No. 25103
IBP No. 1058526 1/04/17; Q.C.
PTR No. 3698408; 1/03/17; Q.C.
TIN 126-768-809; MCLE No. V-0001531
Unit 1 # 878 Quirino Hway, Gulod, Novaliches, Q.C.