



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. AS095-004137

**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 III thereof.]

copy annexed, adopted on November 17, 2014 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 11<sup>th</sup> day of December, Twenty Fourteen.



  
**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

ATTY. MA. PILAR GUTIERREZ.

Email Address

[PMP@cltpsi.com.ph](mailto:PMP@cltpsi.com.ph)

Telephone Number/s

817-6791 to 95

Facsimile Number/s

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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_____	_____
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_____	_____

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. 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 Dasmariñas Village Makati City
5. Antonio G. Bernas	Filipino	103 Neptune Street Bel Air, Makati City

SIXTH: That the number of directors of said corporation shall be nine (9) 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:<sup>1</sup>

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

<sup>1</sup> As amended on Nov. 24, 3003.

- |                          |          |   |
|--------------------------|----------|---|
| 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

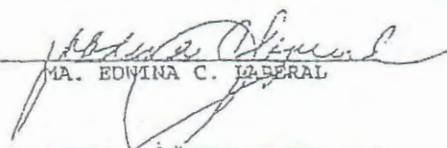
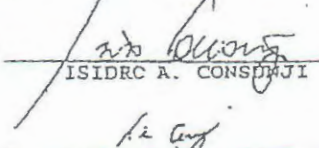
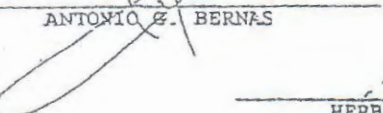
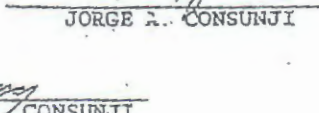

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names:

<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

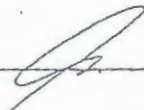



TEXT That Ms. Edwina C. Laperal, an elected by the subscribers, Treasurer of the Corporation, act as such until his successor has been duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, he has been authorized to receive for the Corporation and to receipt in its name for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 18th day of March, 1995 at Makati, Philippines.

  
 MA. EDWINA C. LAPERAL  
  
 ISIDRO A. CONSUNJI  
  
 ANTONIO G. BERNAS  
  
 JORGE A. CONSUNJI  
  
 HERBERT M. CONSUNJI

SIGNED IN THE PRESENCE OF:

  
  
 ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)  
 MANILA, PHILIPPINES

BEFORE ME, a Notary Public in and for the Republic of the Philippines, this 25th day of March, 1995, personally appeared:

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

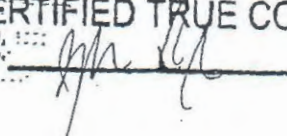
known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL this 25th day of March, 1995 at Manila, Philippines.  
 Metro Manila, Philippines.

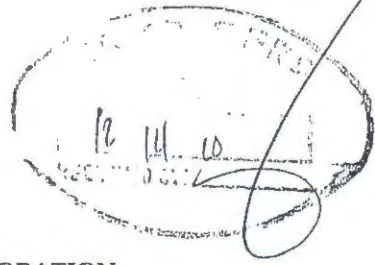
NOTARY PUBLIC

Doc. No. 190  
 Page No. 49  
 Book No. 60  
 Series of 1995.

CERTIFIED TRUE COPY

By: 

REPUBLIC OF THE PHILIPPINES)  
Makati City )S.S.



**DIRECTORS' CERTIFICATE  
OF AMENDED ARTICLES OF INCORPORATION**

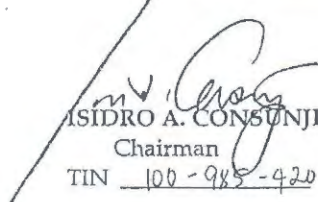
KNOW ALL MEN BY THESE PRESENTS:

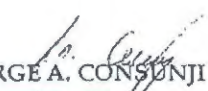
WE, the undersigned, constituting at least  $\frac{2}{3}$  of the members of the Board of Directors, and the Corporate Secretary of DMCI PROJECT DEVELOPERS, INC. (hereinafter referred to as "PDI"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office at the DMCI Homes Corporate Center, 1321 Apolinario St., Brgy Bangkal, , Makati City, do hereby certify that:

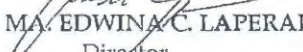
1. The attached Articles of Incorporation is a true and correct copy of PDI's Articles of Incorporation, as amended by at least  $\frac{2}{3}$  vote of the Board of Directors during its special meeting held on Oct 30, 2009 and by the affirmative vote of the stockholders representing at least  $\frac{2}{3}$  of the outstanding capital stock during the special stockholders' meeting likewise held on Oct 30, 2009.


2. The amendment particularly refers to Article Seventh of the Articles of Incorporation which increased the authorized capital stock from THREE BILLION PESOS (P3,000,000,000.00), divided into Three Billion (3,000,000,000) common shares with a par value of P 1.00 per share, to FIVE BILLION PESOS (P5,000,000,000.00), divided into FIVE Billion (5,000,000,000) common shares with a par value of P 1.00 per share.

IN WITNESS WHEREOF, we have hereunto set our hands on REC 09 2009 this 30 day of October 2009, in Makati City.


  
ISIDRO A. CONSUNJI  
Chairman  
TIN 100-985-420


  
JORGE A. CONSUNJI  
Director  
TIN 110-929-728

  
MA. EDWINA C. LAPERAL  
Director  
TIN 110-929743

  
HERBERT M. CONSUNJI  
Director  
TIN 110-929-210



  
ALFREDO R. AUSTRIA  
Director  
TIN 110-9074-238

  
JOSE L. MERIN  
Director  
TIN 100-985-613

Certified:


  
ZENNAIDA L. SALIPSIP  
Corporate Secretary  
TIN 106-973-883

SUBSCRIBED AND SWORN TO before me this 9<sup>th</sup> day of Dec., 2009 in Makati City, affiants exhibiting to me their respective Community Tax Certificates as follows:

Name	CTC No.	Date and Place of Issue
Isidro A. Consunji	12371152	Jan. 19, 2009 - Makati
Jorge A. Consunji	12367612	Jan. 16, 2009 - Makati
Ma. Edwina C. Laperal	21667148	Jan. 23, 2009 - Paranaque
Herbert M. Consunji	12367611	Jan. 16, 2009 - Makati
Alfredo R. Austria	19164874	Jan. 5, 2009 - Manila
Jose L. Merin	27202617	Jan. 29, 2009 - Makati

WITNESS my hand and notarial seal at the date and place first above written.

Doc. No. 93;  
Page No. 20;  
Book No. 2;  
Series of 2009.

  
ATTY. BASILIO D. GASCON, JR.  
NOTARY PUBLIC FOR MAKATI CITY  
(OFF. REG. NO. 31, 611)  
NOTARY PUBLIC'S REG. NO. 31, 611, M-24  
REG. NO. 31, 611, M-24  
MCLE CODE: JAMES M. ... 2008  
BP NO. 767785, ...  
PTR NO. 1597745, ... 05, 2009  
2/F DMCI HOME CORPORATE CENTRE  
1321 APOLINARIO STREET, BANGKAL,  
MAKATI CITY, METRO MANILA

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY, METRO MANILA) S.S.

SECRETARY'S CERTIFICATE

I, **MA. PILAR M. PILARES-GUTIERREZ**, of legal age, married, with office address at 3<sup>rd</sup> Floor, the Valero Tower, 122 Valero Street, Salcedo Village, Makati City, being duly sworn, depose and state that:

1. I am the duly elected and qualified Assistant Corporate Secretary of **DMCI PROJECT DEVELOPERS, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at DMCI Homes Corporate Center, 1321 Apolinario Street, Bangkal, 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.

Makati City, Metro Manila, DEC 09 2014.

  
**MA. PILAR M. PILARES-GUTIERREZ**  
Assistant Corporate Secretary

**SUBSCRIBED AND SWORN TO BEFORE ME**, a Notary Public for and in the City of Makati, Philippines, this DEC 09 2014, by the affiant, whose identity I have confirmed through her Social Security System ID No. 33-7696807-7, bearing the affiant's photograph and signature, and who showed to me her Community Tax Certificate No. 02259078 issued at Makati City, on February 11, 2014.

Doc. No.: 247  
Page No.: 75  
Book No.: VII  
Series of 2014.



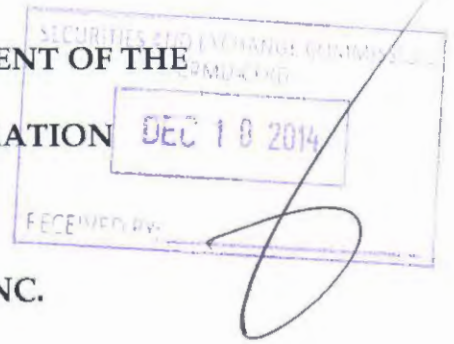
  
**RYAN P. OLIVA**  
Appointment No. M-552  
Notary Public for Makati City  
Until December 31, 2015  
Castillo Laman Tan Pantaleon  
& San Jose Law Firm  
The Valero Tower, 122 Valero Street  
Salcedo Village, Makati City  
PTR No. 4225097;01-02-2014;Makati City  
IBP No. 947569;01-02-14;Quezon City Chapter  
Roll No. 60772



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

of

**DMCI PROJECT DEVELOPERS, INC.**



**KNOW ALL MEN BY THESE PRESENTS:**

We, the undersigned, being at least 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 and Secretary of the stockholders' meeting held on November 17, 2014, at the principal office of the Corporation,

**DO HEREBY CERTIFY:**

(1) That during their meetings both held on November 17, 2014, at the principal office of the Corporation, the Board of Directors, by majority vote and the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation, approved the amendment of Article Third of the Corporation's Amended Articles of Incorporation to indicate the specific principal office address of the Corporation located at DMCI Homes Corporate Center, 1321 Apolinario Street, Bangkal, Makati City.

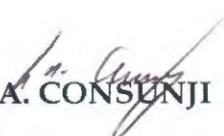
(2) That attached hereto is the true and correct copy of the Amended Articles of Incorporation of the Corporation incorporating the said amendment.

**IN WITNESS WHEREOF**, the undersigned directors, Chairman and Secretary of **DMCI PROJECT DEVELOPERS, INC.**, have hereunto set their hands this DEC 09 2014, at QUEZON CITY.

ATTEST:



**ISIDRO A. CONSUNJI**  
Chairman of the Stockholders'  
Meeting/ Director  
TIN: 100-985-420



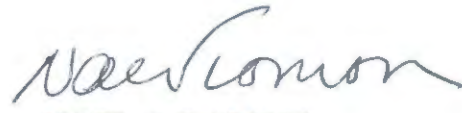
**JORGE A. CONSUNJI**  
Director  
TIN: 110-929-728



**ALFREDO R. AUSTRIA**  
President/ Director  
TIN: 110-904-238




**MA. EDWINA C. LAPERAL**  
Director  
TIN: 100-929-732



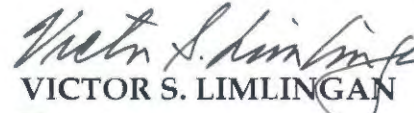
**NOEL A. LAMAN**  
Corporate Secretary/  
Secretary of the Stockholders'  
Meeting  
TIN: 104-221-228



**JOSE L. MERIN**  
Director  
TIN: 100-985-616



**ELMER G. CIVIL**  
Director  
TIN: 110-928-373



**VICTOR S. LIMLINGAN**  
Director  
TIN: 123-105-024



DEC 09 2014

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ at  
QUEZON CITY City, affiants having exhibited to me their  
Passports/Community Tax Certificates ("CTC") as follows:

NAME	TIN NOS.	DATE/PLACE OF ISSUE
Isidro A. Consunji	TIN: 100-985-420	
Alfredo R. Austria	TIN: 110-904-238	
Ma. Edwina C. Laperal	TIN: 100-929-732	
Elmer G. Civil	TIN: 110-928-373	
Jorge A. Consunji	TIN: 110-929-728	
Victor S. Limlingan	TIN: 123-105-024	
Jose L. Merin	TIN: 100-985-616	
Noel A. Laman	PP# EC 1231940	May 27, 2014/Manila

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Page No. 1  
Book No. 12-0  
Series of 2014.

ATTY. JOEL G. GORDOLA  
NOTARY PUBLIC  
COMMISSION EXPIRES DEC. 31, 2015  
PTR NO. 9042371, 1/02/2014, Q.C.  
ROLL OF ATTORNEY NO. 25103