



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. 156675

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

KNOW ALL PERSONS BY THESE PRESENTS:

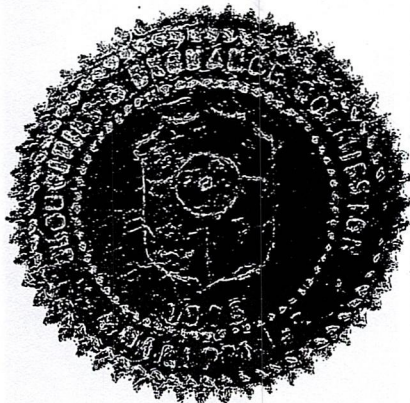
This is to certify that the amended articles of incorporation of the

CITYPLANS, INCORPORATED
[Amending Articles III & VI thereof.]

copy annexed, adopted on July 15, 2014 by majority vote of the Board of Directors and on July 25, 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 8th day of September, Twenty Fourteen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDED AOI & BY-LAWS

SEC Registration Number

1 5 6 6 7 5

Former Company Name

CITYPLANS, INCORPORATED

AMENDED TO:
New Company Name

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

3/F CITYLAND 10 T2, 154 HV DELA COSTA, SALCEDO VILL., MAKATI CITY

COMPANY INFORMATION

Company's Email Address

cityplans_inc@yahoo.com

Company's Telephone Number/s

819-11-11

Company's Facsimile Number/s

893-60-60

CONTACT PERSON INFORMATION

Name of Contact Person

SHYNE P. CALDUA

Email Address

shynesaldua@yahoo.com

Telephone Number/s

816-28-01

Facsimile Number/s

893-60-60

Contact Person's Address

3/F CITYLAND CONDO. 10 TOWER I, 156 HV DELA COSTA ST. MAKATI CITY

To be accomplished by CRMD Personnel

Assigned Processor

M. Cebalw

10/28/11

Signature

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

* PHOTOCOPY OF AOI + BY-LAWS

AMENDED
ARTICLES OF INCORPORATION
OF
CITYPLANS, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That WE, the undersigned, all of whom are Filipino citizens, of legal age and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

- FIRST** - That the name of the Corporation shall be **CITYPLANS, INCORPORATED**.
- SECOND** - That the purposes for which the said corporation is formed are:

PRIMARY PURPOSE

To engage in the business of establishing, organizing, developing, maintaining, conducting, operating, marketing and selling educational assistance and pension plans, as well as other types of pre-need plans and services, merchandise or any articles necessary or relevant to such plans and services, to be delivered in the future to purchasers, planholders or subscribers; to manage, buy, sell all types of products, merchandise, equipment and/or services in the pursuit of business of the corporation.

SECONDARY PURPOSES

1. To develop, establish, provide, sell, market, hold and maintain various other educational programs not necessarily on a pre-need basis, such as but not limited to conventions, seminars, forums, convocations, conferences, lectures, exhibitions, educational film and shows;
2. To engage in the business of printing, publishing, distribution and sale of books, magazines, subscription and other educational materials;
3. To own or otherwise acquire by deed, purchase or otherwise, the necessary property, building and equipment essential or incidental to said business and to purchase, own, hold, possess, lease or otherwise acquire, and to use, operate, maintain, sell, pledge, mortgage, transfer or assign any real or personal property in the furtherance of the business and purpose of the corporation;
4. To manufacture, except food, drugs and cosmetics and to engage in, conduct, and carry on the business of manufacturing, selling, and dealing in goods, wares and merchandise or every class and description including the agricultural products as may be permitted by the laws of the Philippines, and to act as agent, representative attorney-in-fact of any individual or association, partnership, corporation or any other entity; to act as manufacturer's representative, commission merchant, merchandise broker, indenter, factor, consignment agent or in any other representative capacity for natural or juridical persons or entities, either domestic or foreign;

5. To carry on a general mercantile and commercial business of exporting, importing, wholesaling, retailing, buying, acquiring, holding, selling, jobbing or otherwise disposing of and dealing in any goods, wares, mercantile and commodities of all kinds, and various services and items ancillary thereto; to acquire by purchase or otherwise, and of owing, using, selling, granting, assigning, and licensing others to use franchise of any business or retailing systems;

6. Subject to existing laws, to organize and promote or assist in establishing, organizing and promoting, manufacturing real estate, and industrial enterprise, to acquire, construct, erect, lease, and operate plants, factory sites, and the machinery and equipment required for the operation of such enterprises generally, to own, manage and/or administer lands, buildings, business of any kind, properties whether real or personal, and to construct and sell condominium, as owner or as agent, representatives, or attorney-in-fact of owners thereof;

7. To borrow or raise money, negotiate loans from banks and financing institutions, domestic or foreign, for such amounts and under such terms and conditions as are just reasonable; and to make and issue notes, bonds or other evidence or indebtedness of all kinds, and to secure the same mortgage, pledge or otherwise, in such amount as the business of the Corporation requires;

8. To purchase, own, receive, collect or otherwise acquire, obtain any interest, in hold, pledge, hypothecate, mortgage, assign, deposit, create, trust with respect to, deal in, exchange, sell or otherwise dispose of, all kinds of shares, stocks, voting trust certificates, trust receipts, notes and other securities, obligations, choses in action and evidence of indebtedness, including promissory notes, drafts, bills of exchange, negotiable instruments and currencies of any persons, partnership, association, corporation or entity, whether domestic or foreign.

9. To acquire shares, stocks, debentures, bonds, obligations or securities of the Corporation, by purchase or otherwise, in so far as may be necessary to carry out its purpose, and to exercise and enforce all rights and power to conferred by or incident thereto;

10. To guarantee bonds, contracts, debts or other obligations or undertakings of persons, firms or corporations: and to convey, transfer or assign, by way of pledge or mortgage, all or any of the Corporation's property or rights, to secure the debts or obligations of such persons, firms, or corporations, in which the corporation has a lawful interest, under such terms and conditions as the corporation may determine;

11. To invest its funds in other corporations: to raise, borrow, or arrange funds from private, institutional or government sources, local and/or abroad, subject to existing Philippine laws and regulations;

12. To conduct researches, investigations and examinations of business and enterprises of every kind and description in the Philippines and throughout the world with the aim of securing information and particulars in the investments and employment of capital.

13. To undertake and transact all kinds of business relating to the gathering of financial and investment information and statistics in the Philippines and throughout the world.

14. To become a party to and effect a merger or consolidation with another corporation, and to enter into agreements and relationships not in contravention of law with any persons, firms or corporations.

15. Without in any particular limiting the power of the Corporation, it is hereby expressly declared and provided that the Corporation shall have the power to make and perform contracts of any kind and description with any individual or entity; to conduct its business and exercise its power in any to her country; and in carrying on its business purposes, to do any and all other acts and things, and to exercise any and all other powers which a juridical person could do and exercise and which shall now hereinafter may be authorized by law.

THIRD: That the place where the principal office of the Corporation is to be established or located at 3/F Cityland Condo. 10 Tower 2, 154 H.V. Dela Costa St., Salcedo Village, Makati City. (as amended on July 15, 2014 by majority of the Board of Directors and on July 25, 2014 by stockholders representing 2/3 of the outstanding capital stock.)

FOURTH: That the term for which said corporation is to exist is FIFTY (50) YEARS from and after the date of incorporation.

FIFTH: That the names, citizenship and residences of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Citizenship</u>	<u>Residences</u>
IRENE YEN	Filipino	47 Cambridge Circle, North Forbes, Makati, Metro Manila
STEPHEN C. ROXAS	Filipino	1357 Caballero, Dasmariñas Village, Makati, Metro Manila
HELEN C. ROXAS	Filipino	-do-
ANDREW I. LIUSON	Filipino	32 Kennedy cor. Madison North Greenhills, San Juan, Metro Manila
GRACE C. LIUSON	Filipino	-do-

SIXTH: That the number of directors of said Corporation shall be six (6), at least two of whom shall be independent directors, and the names and residences of the initially elected directors, who are to serve their successors are duly elected and qualified as provided in the By-Laws are as follows: (as amended on July 15, 2014 by majority of the Board of Directors and on July 25, 2014 by stockholders representing 2/3 of the outstanding capital stock.)

<u>Name</u>	<u>Citizenship</u>	<u>Residences</u>
IRENE YEN	Filipino	47 Cambridge Circle, North Forbes, Makati, Metro Manila
STEPHEN C. ROXAS	Filipino	1357 Caballero, Dasmariñas Village, Makati, Metro Manila
HELEN C. ROXAS	Filipino	-do-
ANDREW I. LIUSON	Filipino	32 Kennedy cor. Madison North Greenhills, San Juan, Metro Manila
GRACE C. LIUSON	Filipino	-do-

SEVENTH: That the authorized capital stock of said corporation is TWO HUNDRED MILLION (P200,000,000.00), Philippine currency, divided into TWO HUNDRED MILLION (200,000,000) shares with the par value of ONE PESO (P1.00) per share.

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 as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation. This restriction shall be indicated in all stocks of certificate issued by the corporation.

EIGHT: That the amount of said capital stock which has been actually subscribed is TWELVE MILLION FIVE HUNDRED THOUSAND (P12,500,000.00) PESOS, Philippine currency, and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

<u>Name</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
CITYLAND DEVELOPMENT CORP.	10,000,000	P 10,000,000.00
CITYLAND INCORPORATED	2,499,995	2,499,995.00
IRENE YEN	1	1.00
STEPHEN C. ROXAS	1	1.00
HELEN C. ROXAS	1	1.00
ANDREW I. LIUSON	1	1.00
GRACE C. LIUSON	1	1.00
	12,500,000	P12,500,000.00

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

<u>Name</u>	<u>Amount Paid on Subscription</u>
CITYLAND DEVELOPMENT CORP.	P 2,500,000.00
CITYLAND INCORPORATED	624,995.00
IRENE YEN	1.00
STEPHEN C. ROXAS	1.00
HELEN C. ROXAS	1.00
ANDREW I. LIUSON	1.00
GRACE C. LIUSON	1.00
	P 3,125,000.00

TENTH: That GRACE C. LIUSON has been elected by the 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 such Treasurer, she has been authorized to receive for the corporation, and to issue receipt in its name, all subscriptions paid by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at Makati, Metro Manila this 29th day of September, 1998.

(SGD) **ANDREW I. LIUSON**
TAN L2558-H0444-A-O

(SGD) **STEPHEN C. ROXAS**
TAN R2236-J0541-A-7

(SGD) **GRACE C. LIUSON**
TAN L2558-H0444-A-O

(SGD) **HELEN C. ROXAS**
TAN R2236-J0541-A-7

(SGD) **IRENE YEN**
TAN 1621-751-5
(Widow)

SIGNED IN THE PRESECE OF

(SGD.) **SOCORRO A. PINCA**

(SGD.) **ROSIE A. REYES**

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public, for and in the Makati, Metro Manila, personally appeared:

Name	Res. Cert. No.	Date & Place Issued
STEPHEN C. ROXAS	11471851	2-12-88, Makati
ANDREW I. LIUSON	11471885	2-12-88, Makati
HELEN C. ROXAS	11471852	2-12-88, Makati
GRACE C. LIUSON	11471890	2-12-88, Makati
IRENE YEN	11471766	2-12-88, Makati

all known to me to be the very same persons who executed and consented to the foregoing instrument and acknowledged to me that the same is their free and act and deed.

This instrument refers to the Articles of Incorporation of TOP EXECUTIVE PLANS, INC., consisting of eight (8) pages, including this page whereon this acknowledgment is written signed by the parties and their instrumental witnesses on each and every page thereof.

WITNESS MY HAND AND SEAL this 29th day of September, 1988.

Doc. No. 22;
Page No. 5;
Book No. VI;
Series of 1988.

(SGD) **EMMA GUILLERMO-JULARBAL**
Notary Public
IBP NO. 240238, QUEZON CITY, JUNE 24, 1987
PTR NO. 351678, MAKATI, MAR. 3, 1988
TAN G4658-D356-A-2

c3:/sec/cpi/amend-aoi2014

SECRETARY'S CERTIFICATE

I, Jocelyn C. De Asis, of legal age, married, with office address at 3/F Cityland Condominium 10 Tower I, 156 H.V Dela Costa St., Makati City, being duly sworn, depose and state that:

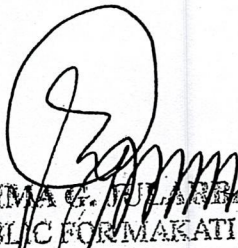
1. I am the duly elected and qualified Corporate Secretary of CITYPLANS, INCORPORATED (the Corporation), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 3/F Cityland Condominium 10 Tower II, 154 H.V. Dela Costa Street, Salcedo Village, 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.

Done this day of AUG 05 2014 at MAKATI CITY.

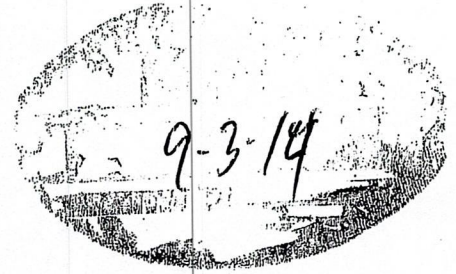
Jocelyn C. de Asis
JOCELYN C. DE ASIS
Corporate Secretary *per W*

SUBSCRIBED AND SWORN TO before me, a Notary Public for and in MAKATI CITY, this day of AUG 05 2014, affiant personally appeared and exhibited to me her Social Security System (SSS) ID with no. 33-0008745-8 and other competent evidence of identity.

Doc. No. 34 ;
Page No. 8 ;
Book No. IX ;
Series of 2014.


ATTY. EMMA C. JULAPAL
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2014
APPOINTMENT NO. M-192
IBP ROLL NO. 33152
PTR No. 4234156/1-8-14/Makati
IBP No. 06987/Lifetime/PPLM
MCLE Cmpl. No. IV-0002349

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



DIRECTORS' CERTIFICATE

WE, the undersigned directors and Corporate Secretary of **CITYPLANS, INCORPORATED**, do hereby certify that the Articles of Incorporation and By-Laws of the Corporation was amended by a majority vote of the Directors on July 15, 2014 and of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock during the special meeting held on July 25, 2014 at the principal office of the Corporation.

The amended provision of the attached Articles of Incorporation are the Third (3rd) and Sixth (6th) Provisions and Article I and Paragraph 1 of Article II of the attached Amended By-Laws.

IN WITNESS WHEREOF, we have hereunto signed this certificate this AUG 05 2014 at MAKATI CITY, Philippines.

STEPHEN C. ROXAS
TIN: 104-131-576

ANDREW I. LIUSON
TIN: 105-361-006

HELEN C. ROXAS
TIN: 180-189-161

GRACE C. LIUSON
TIN: 105-814-831

Certified Correct:

Jocelyn C. de Asis
JOCELYN C. DE ASIS
Corporate Secretary
TIN: 123-424-5954

SUBSCRIBED AND SWORN TO before me this AUG 05 2014 at MAKATI CITY affiants personally appeared and exhibited to me their SSS Identification No., as follows:

<u>NAME</u>	<u>SSS No.</u>
Stephen C. Roxas	03-0344241-7
Andrew I. Liuson	03-1872470-6
Grace C. Liuson	03-1821886-9
Helen C. Roxas	03-3134508-1
Jocelyn C. De Asis	33-0008745-8

Doc. No. 33
Page No. 8
Book No. 1X
Series of 2014.

ATTY. EMMA S. JULABDAL
NOTARY PUBLIC FOR MAKATI CITY
UNTIL **DECEMBER 31, 2014**
APPOINTMENT NO. M-192
IBP ROLL NO. 33152
PTR No. 4234156/1-8-14/Makati
IEP No. 06547/Lifetims/PPLM
MCLE Cmpl. No. IV-0002349