



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. 151309

**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

**ROBINSONS REALTY AND MANAGEMENT
CORPORATION**

[Amending Article III thereof.]

copy annexed, adopted on March 25, 2015 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 June 24, 2015 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.

This is issued to replace the certificate signed on June 24, 2015 which inadvertently indicated the word ROBINSON'S instead of ROBINSONS in the corporate name.

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 20th day of October, Twenty Fifteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

151309

Former Company Name

ROBINSONS REALTY AND
MANAGEMENT CORPORATION

AMENDED TO:
New Company Name

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

L2, GALLERIA CORPORATE CENTER,
EDSA COR. ORTIGAS AVE., QUEZON
CITY, METRO MANILA, PHILS.

Company Email Address

COMPANY INFORMATION

Company's Telephone Number/s

395-2581 to 82

Mobile Number

0932-8650591

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Ma. Victoria R. Beltran

Email Address

MaVictoria@urc.com.ph

Telephone Number/s

3952582

Mobile Number

0998-8400204

Contact Person's Address

40/F ROBINSONS EQUITABLE TOWER, ADB AVE. COR. POVEDA RD. ORTIGAS, PASIG CITY

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

**AMENDED
ARTICLES OF INCORPORATION**

OF

ROBINSONS REALTY AND MANAGEMENT CORPORATION
(Name of Corporation)

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

ROBINSONS REALTY AND MANAGEMENT CORPORATION
(As amended on July 18, 1996)

SECOND: That the purposes for which the said corporation is formed are :

PRIMARY PURPOSE

To acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for investment or otherwise, real estate of all kinds, whether improve, manage or otherwise dispose of buildings, houses, apartments and other structures of whatever kind, together with their appurtenances.

SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lieu upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. 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 this corporation, directly or indirectly or through other corporations or otherwise.

5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association,

8002

partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exception, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one or more branch offices of agencies and to carry on any of all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

8. To distribute the surplus profits of the corporation to the stockholders thereof in cash or in kind, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and

9. To conduct and transact any and all lawful business, 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 of more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the place where the principal office of the corporation is to be established or located is at **Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila**, Philippines. (As amended on March 25, 2015).

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, nationalities and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
John Gokongwei, Jr.	Filipino	517 Buendia Extn. Makati, Metro Manila
Henry L. Go	Filipino	Rosemarie Lane, Pasig Metro Manila
James L. Go	Filipino	URO Bldg., 110 E. Rodriguez Ave., Libis, Q. C.
Ignacio Gotao	Filipino	Piña St., Valle Verde, Pasig, Metro Manila
Lance Gokongwei	Filipino	517 Buendia Extn., Makati, Metro Manila

SIXTH: That the number of directors of said corporation shall be Five (5) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
John Gokongwei, Jr.	Filipino	517 Buendia Extn., Makati, Metro Manila
Henry L. Go	Filipino	Rosemarie Lane, Pasig Metro Manila
James L. Go	Filipino	URO Bldg., 110 Rodriguez Ave., Libis, Quezon City
Ignacio Gotao	Filipino	Piña St., Valle Verde, Pasig, Metro Manila
Lance Gokongwei	Filipino	517 Buendia Extn., Makati, Metro Manila

SEVENTH: That the authorized capital stock of said corporation is ONE HUNDRED MILLION Pesos (P100,000,000.00) Philippine Currency, and said capital stock is divided into ONE HUNDRED MILLION shares (100,000,000) with a par value of ONE Pesos (P1.00) each. (As amended on July 18, 1996)

EIGHT: That the amount of said capital stock which has been actually subscribed is ONE MILLION Pesos (P1,000,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of shares</u>	<u>Amount subscribed</u>
CFC CORPORATION	Filipino	499,995	P499,995.00
UNIVERSAL ROBINA CORPORATION	Filipino	499,995	499,995.00
John Gokongwei, Jr.	Filipino	2	2.00
Henry L. Go	Filipino	2	2.00
James L. Go	Filipino	2	2.00
Ignacio Gotao	Filipino	2	2.00
Lance Gokongwei	Filipino	2	2.00
Totals		<u>1,000,000</u>	<u>P1,000,000.00</u>

8002

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

<u>Name</u>	<u>Amount Paid</u>
CFC CORPORATION	P124,995.00
UNIVERSAL ROBINA CORP.	124,995.00
John Gokongwei, Jr.	2.00
Henry L. Go	2.00
James L. Go	2.00
Ignacio Gotao	2.00
Lance Gokongwei	2.00

750,000

TENTH: That no issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

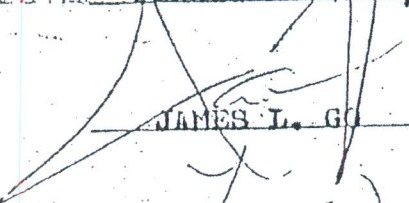
ELEVENTH: That ~~Mrs. Tina O. Dwy~~ has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he/she has been authorized to receive for the corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 27 day of May, 1988 at Metro Manila Philippines.


HENRY L. GO


IGNACIO GOTAO


JOHN GOKONGWEI, JR.


JAMES L. GO


LANCER GOKONGWEI

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Signed in the presence of:

Sanaguiraya

ACKNOWLEDGEMENT

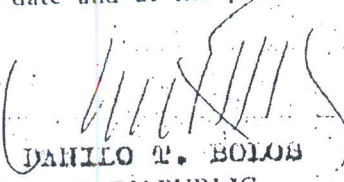
Republic of the Philippines)
Pasig, M. M. S.S.

BEFORE ME, a Notary Public in and for Pasig, MM Philippines,
this _____ day of May, 19 88 personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date & Placed Issued</u>
John Gokongwei, Jr.	9061932	4/12/88 - Pasig, M.M.
Henry L. Go	9061933	4/12/88 - Pasig, M.M.
James L. Go	9061930	4/12/88 - Pasig, M.M.
Ignacio Gotao	9033315	2/20/88 - Pasig, M.M.
Lance Gokongwei	902796	2/16/88 - Pasig, M.M.

all 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.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above-written.


DANILO T. BOLON

NOTARY PUBLIC

Until December 31, 1988

PER No. 276030

Issued at San Juan, P.R.

On Jan. 6, 1988

Doc. No. 123
Page No. 26
Book No. 11
Series of 1988

8002

ORIGINAL

TREASURER'S AFFIDAVIT

Republic of the Philippines)
Pasig, M. M.) S.S.

TINA G. DUY, being first duly sworn,
depose and states;

That he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the corporation, to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock; that out of the authorized capital stock, ONE MILLION Pesos, (1,000,000.00) worth of shares has been actually subscribed and that of the said subscription TWO HUNDRED FIFTY THOUSAND PESOS (250,000.00) has been paid in cash to him for the benefit and to the credit of the corporation; that at least twenty-five percentum (25%) of the entire number of authorized shares of capital stock has been subscribed and that at least twenty-five percentum (25%) of such subscription has been actually paid up to him for the benefit and to the credit of the corporation.

TINA G. DUY
Treasurer-in-Trust

SUBSCRIBED AND SWORN to before me this
day of May, 1988 at Pasig, Metro Manila,
Philippines, affiant exhibiting to me his Residence Certificate
No. 1403131-H, issued at Manila on February 23, 1988

DANILO T. BOLO
NOTARY PUBLIC

Until December 31, 1988

PIR No. 276030

Issued at San Juan, N. H.

On Jan. 6, 1988

Doc. No. 122
Page No. 26
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Series of 1988

Republic of the Philippines)
City of **QUEZON CITY**) S.S.

SECRETARY'S CERTIFICATE


I, MARIA VICTORIA M. REYES-BELTRAN, of legal age, married, and with office address at 40th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda St., Ortigas Center, Pasig City, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of ROBINSONS REALTY AND MANAGEMENT CORPORATION (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 Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court or tribunal 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.

Quezon City, 25th day of March, 2015.

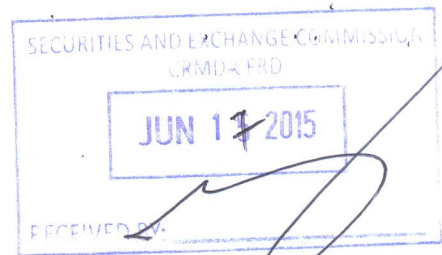

MARIA VICTORIA M. REYES-BELTRAN
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this _____ day of **QUEZON CITY** 2015 in JAN 08 2015, Philippines, affiant exhibiting to me her Passport No. EB8607920 issued at DFA NCR Central on 09 July 2013 valid until 08 July 2018.


CLARENCE T. BALICUD
Notary Public for Quezon City
Commission No. NP-263 (2014-2015)
Until December 31, 2015
2nd Floor Galleria Corporate Center,
Edsa corner Ortigas Avenue, Quezon City
Roll No. 42852
PTR No. 0599804; 01/12/2015- Quezon City
IBP No. 981597; 01/08/2015- Quezon City
MCLE Compliance No. IV 2005030

Doc. No. 462;
Page No. 918;
Book No. 81;
Series of 2013.

DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority members of the Board of Directors, the President and the Secretary of **ROBINSONS REALTY AND MANAGEMENT CORPORATION** (the "Corporation"), do hereby certify that the attached copy of the Articles of Incorporation and By-Laws of the Corporation is a true and correct copy of the Articles of Incorporation and By-Laws which were amended by unanimous vote of the Directors and the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held for that purpose at the principal office of the Corporation on MAR 25 2015.


The amended provisions of the attached amended Articles of Incorporation and By-Laws refer to the following:

"Article III of the Articles of Incorporation; and Article IV Section 1 and Section 12 of the By-Laws and renumbering the succeeding provisions thereof."

IN WITNESS WHEREOF, we have signed this Certificate on MAR 25 2015
at Quezon City


JOHN GOKONGWEI, JR.
Director
TIN 124-294-226


LANCE Y. GOKONGWEI
Director
TIN 116-312-586


JAMES L. GO
Director
TIN 124-294-200


PATRICK HENRY GO
Director
TIN 139-143-209


FREDERICK D. GO
Director
TIN 112-934-209

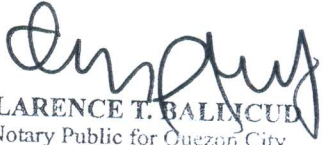

MARIA VICTORIA M. REYES-BELTRAN
Corporate Secretary
TIN 153-352-042

Directors' Certificate
Robinsons Realty and Management Corp.
Page 2 of 2.....

SUBSCRIBED AND SWORN to before me this MAR 25 2015 at Qc, affiants exhibited to me their respective competent evidence of identity as follows:

<u>Name</u>	<u>TIN Numbers</u>
John Gokongwei, Jr.	124-294-226
Lance Y. Gokongwei	116-312-586
James L. Go	124-294-200
Patrick Henry Go	139-143-209
Frederick D. Go	112-934-209
Maria Victoria M. Reyes-Beltran	153-352-042

Doc No. 201
Page No. 45
Book No. 7
Series of 2015.


CLARENCE T. BALINCUD
Notary Public for Quezon City
Commission No. NP-263 (2014-2015)
Until December 31, 2015
2nd Floor Galleria Corporate Center,
Edsa corner Ortigas Avenue, Quezon City
Roll No. 42852
PTR No. 0599804; 01/12/2015- Quezon City
IBP No. 981597; 01/08/2015-Quezon City
MCLE Compliance No. IV-0003030