

REPUBLIKA NG PILIPINAS
KAGAWARAN NG KALAKALAN
Komisyon sa mga Panagot at Palitan
(SECURITIES AND EXCHANGE COMMISSION)
MANILA

Reg. No.

62893

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

WHEREAS, Articles of Incorporation duly signed and acknowledged for the
organization of the FIRST PHILIPPINE REALTY AND DEVELOPMENT
CORPORATION

under and in accordance with the provisions of Act of the Philippine Commission
Numbered Fourteen hundred and fifty-nine, enacted March first, Nineteen Hun-
dred and six, as amended by Acts of the Philippine Legislature, Numbered Fifteen
hundred and six, Fifteen hundred and sixty-five, Sixteen hundred and thirty,
Seventeen hundred and forty-four, Eighteen hundred and thirty-four, Eighteen
hundred and ninety-five, Twenty hundred and three, Twenty hundred and twelve,
Twenty hundred and thirty-seven, Twenty hundred and ninety-two, Twenty-one
hundred, Twenty-one hundred and thirty-five; Twenty-four hundred and fifty-two,
Twenty-seven hundred and twenty-eight, Twenty-seven hundred and ninety-two,
Twenty-nine hundred, Twenty-nine hundred and ninety-four, Thirty-five hundred
and eighteen, Thirty-six hundred and ten, Thirty-seven hundred and forty-one,
Thirty-eight hundred and forty-nine and Thirty-eight hundred and fifty, and
Commonwealth Acts Numbered Two hundred and eighty-seven, and Four hun-
dred and thirty-seven, were presented for filing in this Commission on
August 6, 1975, and a copy of which said Articles is hereto
attached:

Now, THEREFORE, by virtue of the powers and duties vested in me by law, I
do hereby certify that the said Articles of Incorporation were, after due exami-
nation to determine whether they are in accordance with law, duly registered in
this Commission on the 11th day of August, Anno
Domini, Nineteen hundred and seventy-five.

IN TESTIMONY WHEREOF, I have hereunto set my
hand and caused the seal of this Commission to be
affixed at Manila, Philippines, this 11th day
of August, in the year of our Lord
nineteen hundred and seventy-five.

ARCADIO E. YABASTIN
Securities and Exchange Commissioner

ANDREYAN VELAZQUEZ

00172

JCS/CVS

by Flora D. [Signature]

ASST. Secy. for Reg. Affs. [Signature]

Aug 14, 1975



Presented by:

PRESENTED BY DRENCIO A. OCAMPO
NAME COMMERCIAL BUILDING, ORTIGAS AVE.
MAYAGUAY, P.R.

ARTICLES OF INCORPORATION Tel. 70-03-66

OF THE NO. 9-31-75

FIRST PHILIPPINE REALTY
AND DEVELOPMENT CORPORATION

EP PUBLIC ASSISTANCE
CENTER
PAYMENT OF FEES
RECEIPT

KNOW ALL MEN BY THESE PRESENTS:

PAID T. 100
O.R. No. 644236
Dated 8/6/75

That we, all of whom are of legal age, residents and citizens
of the Philippines, have this day voluntarily associated ourselves to-
gether for the purpose of forming and establishing a corporation
under and in compliance with the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

PAID T. 100
O.R. No. 644236
Dated 8/6/75

FIRST. That the name of the Corporation shall be FIRST
PHILIPPINE REALTY AND DEVELOPMENT CORPORATION.

SECOND. That the purposes for which said corporation is
organized are:

PAID T. 100
O.R. No. 644236
Dated 8/6/75

PRIMARY PURPOSE

To acquire, purchase, lease, hold, sell, or otherwise deal in
land and real estate or any interest or right therein as well as real
or personal property of every kind and description for itself or
for others; to deal and engage in the real estate business in all its
aspects and branches by itself or through its subsidiaries; to own,
hold, improve, develop, subdivide, administer and manage any land
or real estate; to erect or cause to be erected on any land owned,
held or acquired by the corporation buildings or structures of
every kind and nature; to plan, build, manage and sell condominiums,
buildings, complexes, communities and projects of every kind and
description; to sell, trade, mortgage, barter, encumber or
otherwise dispose of any land, real estate, subdivision, buildings,
or other structures or any other property and any interest or
right therein, at any time owned or held by the corporation; and

PAID T. 100
O.R. No. 644236
Dated 8/6/75

CERTIFIED BY MACHINE COPY
PAGE 1 OF 1
VERIFIED BY

to manage and administer in behalf of any individual, corporation or association, lands, buildings, or any kind of business and any kind of properties, whether real or personal.

SECONDARY PURPOSES

- (1) To engage in the business of general builders and contractors such as the building and construction of private houses and buildings, government and/or military buildings, and other edifices, either local or foreign, needed and necessary in the ordinary course of business and life including the construction, enlargement, repair, or manufacturing plants, bridges, piers, docks, mines, shafts, water works, railroad, railways, structures and all iron, steel work, masonry and earth construction and to extend and receive any contracts or assignment of contracts, therefor, or relating thereto, or connected therewith and to manufacture and furnish the building materials and supplies connected therewith.
- (2) In general to act as agent, attorney-in-fact, purchasing agent and general agent of any person or persons, corporation or corporations, or other associations.
- (3) To invest and deal with moneys and properties of the corporation in such manner as from time to time be considered wise or expedient for advancement of its interest, and to sell, or dispose of or transfer the business, goodwill, properties and undertakings of such terms as it shall see fit to accept.
- (4) To purchase, acquire, hold, dispose of, and otherwise deal in such and with shares, stocks, bonds, securities,



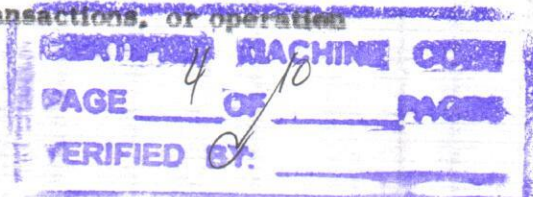
and other evidence of indebtedness created by any company having objects altogether or in part similar to those of this corporation, and while the owner and holder thereof, to exercise all the rights and incidents of ownership, including the right to vote the same to receive, collect and dispose of the interests, dividends and income therefrom, without acting as stock broker or dealer in securities.

(5) To engage in agriculture (in all its aspects), cultivation, production, purchase, warehousing, milling, sale, barter, import and export of agricultural products.

(6) To breed, raise, import and deal in cattle and livestock of all kinds, and to carry on a general cattle raising business, purchasing or acquiring, and selling or otherwise disposing of stocks, supplies, equipment, accessories, appurtenances, products of said business.

(7) To carry on a general import and export business in goods, wares and merchandise of any and all kinds or nature whatsoever and enter in all kinds of contracts, agreements and obligations, or other associations for the purchasing, acquiring, selling or otherwise disposing of goods, wares and merchandise of all kinds, either as principal or agent, upon commission or indent orders.

(8) To act as agent or representative of corporations, firms, individuals, in general, and in particular, to act as a commission merchant, commercial broker and factors and to carry on and undertake any business transactions, or operation



commonly carried on the manufacturer's agents.

(9) To enter into, make, perform, operate, maintain, invest, deal in, manage, own and dispose and carry out contracts of every sort and kind, not prohibited by law, with any person, firm, association or corporation, private, public, national or municipal or body politic.

(10) To do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes or the exercise of any one or more of the powers herein enumerated, or which at any time, appear conducive to, or expedient for, the protection or benefits of this corporation.

In furtherance, and not in limitation of the foregoing purposes and powers, this corporation shall have the general powers conferred by the laws of the Philippines, and all powers necessary, desirable or incident to the carrying out completely of its corporate purposes, powers and objects, or any of them, including, but not limited to, participation in commercial, mercantile and industrial enterprises and operation in the Philippines and elsewhere.

THIRD. That the place where the principal office of the Corporation is to be established or located is in the Municipality of Pasig, Rizal, Philippines.

FOURTH. That the term for which the Corporation is to exist shall be FIFTY (50) YEARS, from and after the date of incorporation.

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



<u>N a m e</u>	<u>N a t i o n a l i t y</u>	<u>R e s i d e n c e</u>
Emilio Abello	Filipino	206 M. Paterno St. San Juan, Rizal
Placido Mapa	Filipino	No. 4 Mahogany Road Forbes Park Makati, Rizal
Antonio V. Ayala	Filipino	245 Connecticut Greenhills Mandaluyong, Rizal
Antonio H. Ozaeta	Filipino	137 G. Reyes St. San Juan, Rizal
Miguel Guerrero	Filipino	17 Garfield St. Greenhills San Juan, Rizal

SIXTH. That the number of Directors of the Corporation shall be seven (7) and that the names 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>N a m e</u>	<u>Nationality</u>	<u>Residence</u>
Emilio Abello	Filipino	206 M. Paterno St. San Juan, Rizal
Placido Mapa	Filipino	4 Mahogany Road Forbes Park Makati, Rizal
Antonio V. Ayala	Filipino	245 Connecticut Greenhills Mandaluyong, Rizal
Antonio H. Ozaeta	Filipino	137 G. Reyes St. San Juan, Rizal
Miguel Guerrero	Filipino	17 Garfield Street Greenhills San Juan, Rizal
Roberto M. Paterno	Filipino	202 V. Cruz San Juan, Rizal
Benito T. de la Cruz	Filipino	4 Mathison Road

4 Mulligan Road
White Plains, N.Y. 10601

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VERIFIED BY: [Signature]

SEVENTH. That the amount of capital stock of the Corporation is ONE MILLION PESOS (P1,000,000.00), Philippine Currency, divided into Ten Thousand (10,000) common shares with a par value of One Hundred Pesos (P100.00), Philippine Currency, each.

No transfer of stock or interest therein which will reduce the ownership of Filipino citizens to less than the percentage that may be required by law shall be allowed or permitted to be recorded in the books of the Corporation and this restriction shall be indicated in all stock certificates to be issued by the Corporation.

EIGHTH. That the amount of capital stock which has been actually subscribed is Two Hundred Thousand Pesos (P200,000.00), 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>N a m e</u>	<u>Residence</u>	<u>No. of Share Subscri</u>	
Emilio Abello	206 M. Paterno San Juan, Rizal	400	P40,000.00
Placido Mapa	4 Mahogany Road Forbes Park Makati, Rizal	400	40,000.00
Antonio V. Ayala	245 Connecticut Greenhills, Manda- luyong, Rizal	400	40,000.00
Antonio H. Ozaeta	137 G. Reyes St. San Juan, Rizal	400	40,000.00
Miguel Guerrero	17 Garfield St. Greenhills San Juan, Rizal	400	40,000.00

T O T A L

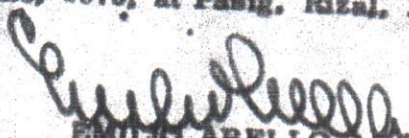
3,000 / P200,000.00
PAGE 7 OF 10 PAGES
VERIFIED BY: _____

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

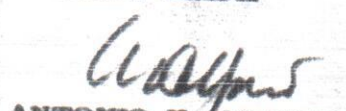
<u>Name</u>	<u>Residence</u>	<u>Amount Paid</u>
Emilio Abello	206 M. Paterno San Juan, Rizal	P 20,000.00
Placido Mapa	4 Mahogany Road Forbes Park Makati, Rizal	20,000.00
Antonio V. Ayala	245 Connecticut Greenhills Mandaluyong, Rizal	20,000.00
Antonio H. Ozaeta	137 G. Reyes St. San Juan, Rizal	20,000.00
Miguel Guerrero	17 Garfield St. Greenhills San Juan, Rizal	20,000.00
T O T A L		<u>P100,000.00</u>

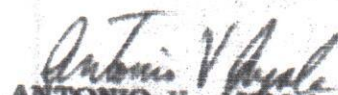
TENTH. That Mr. Antonio H. Ozaeta has been elected by the subscribers as Treasurer of the Corporation, to act as such until his successor is duly elected and shall have qualified in accordance with the by-laws; that, as such Treasurer, he has been authorized to receive for the corporation and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have herunto set our hands this
14 day of June, 1975, at Pasig, Rizal, Philippines.


EMILIO ABELLO

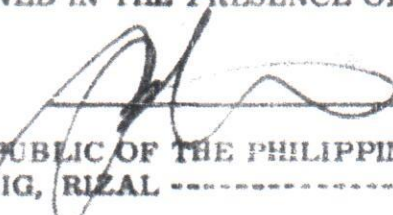

PLACIDO MAPA


ANTONIO H. OZAETA


ANTONIO V. AYALA


MIGUEL GUERRERO
CERTIFIED MACHINE COPY
PAGE 3
VERIFIED BY: 

SIGNED IN THE PRESENCE OF:



REPUBLIC OF THE PHILIPPINES | S.S.
PASIG, RIZAL ----- |

BEFORE ME, a Notary Public for and in the Province of
Rizal, Philippines, personally appeared -

<u>N a m e</u>	<u>Res. Cert. No.</u>	<u>Date & Place of Issue</u>
Emilio Abello TAN-	A-7746	Jan. 2, 1975 - Manila
Placido Mapa TAN-1362-422-6	A-365458	Jan. 6, 1975 - Manila
Antonio V. Ayala TAN-1054-968-1	A-365459	Jan. 6, 1975 - Manila
Antonio H. Ozaeta TAN-1424-201-0	A-7333101	Jan. 2, 1975 - Pasig, Rizal
Miguel Guerrero TAN-1263-942-3	A-6806040	Feb. 1, 1975 - Manila

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.

WITNESS MY HAND AND SEAL this 20th day of June, 1975
at Pasig, Rizal, Philippines.

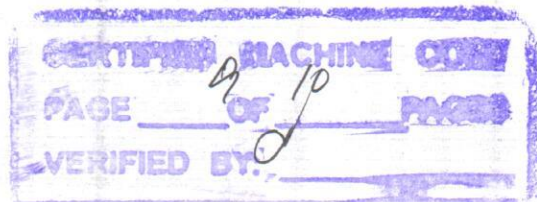

ROMEO A. MATAL
NOTARY PUBLIC
Until December 31, 1975
PTR No. 0304060
Issued at Pasig, Rizal
Issued on Jan. 7, 1975

Doc. No. 368

Page No. 75

Book No. 81

Series of 1975.



TREASURER'S AFFIDAVIT

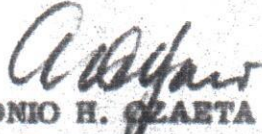
REPUBLIC OF THE PHILIPPINES]
PASIG, RIZAL] S.S.

I, ANTONIO H. OZAETA, of legal age, married, Filipino, and a resident of 137 G. Reyes Street, San Juan, Rizal, after being duly sworn on oath, depose and state:

That on June 30, 1975, I was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation, to act as such until my successor shall have been duly elected and qualified in accordance with the By-Laws of the corporation, and that as such Treasurer, I have been authorized by the subscribers to receive for the Corporation all subscriptions paid in by the subscribers for the capital stock;

That of the total number of authorized capital stock, Two Hundred Thousand Pesos (P200,000.00), Philippine Currency, have been actually subscribed and that of said subscription, One Hundred Thousand Pesos (P100,000.00) in cash have been actually paid to me, in trust and received by me for the benefit and to the credit of the Corporation; and that at least twenty per cent of the entire capital stock has been subscribed and at least twenty-five per cent of the subscription has been actually paid to me in cash for the benefit and to the credit of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my signature this 24th day of June, 1975.


ANTONIO H. OZAETA
Treasurer

SUBSCRIBED AND SWORN to before me this 24th day of June, 1975 at Pasig, Rizal, Philippines, affiant exhibiting to me his Residence Certificate No. A-7333101 issued at Pasig, Rizal on January 2, 1975.

Doc. No. 376;
Page No. 75;
Book No. XI;
Series of 1975.



Romeo A. Magtal

ROMEO A. MAGTAL
NOTARY PUBLIC

Until December 31, 1975

PTR No. 030 4066

Issued at Pasig, Rizal

Issued on June 11, 1975

