



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

COMPANY REG. NO. 62893

**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

**ROCKWELL LAND CORPORATION**  
Doing business under the name and style of  
**POWERPLANT MALL; POWERPLANT CINEMAS;**  
**And EDADES SERVICED APARTMENTS**  
(Formerly: Rockwell Land Corporation)  
(Amending Article I thereof.)

copy annexed, adopted on December 12, 2011 by majority vote of the Board of Directors and on January 16, 2012 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Asst. 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 28 day of February, Twenty Twelve.

  
**BENITO A. CATARAN**  
Director  
Company Registration and Monitoring Department

BA/wheng

**COVER SHEET***Mr. Arco ORIGINAL*N  
2/20  
4/00

					6	2	8	9	3
--	--	--	--	--	---	---	---	---	---

S.E.C. Registration Number

**ROCKWELL LAND CORP**

( Company's Full Name )

1011 J P Rizal St

Makati City

( Business Address : No. Street City / Town / Province )

**Rodolfo R. Waga, Jr.**

Contact Person

**449-6066**

Company Telephone Number

1	2
3	1

Month Day

Fiscal Year

**Amended Articles  
of Incorporation**  
FORM TYPE**Every Last Monday of April**

Month Day

Annual Meeting

--	--	--

Dept. Requiring this Doc.

Secondary License Type, If Applicable

*Ok now for my  
man affacted*

--

Amended Articles Number/Section

--

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

--	--	--	--	--	--	--	--

File Number

---

LCU

--	--	--	--	--	--	--	--

Document I.D.

---

Cashier

STAMPS
--------

Remarks = pls. use black ink for scanning purposes

AMENDED  
ARTICLES OF INCORPORATION  
OF  
ROCKWELL LAND CORPORATION  
(Formerly First Philippine Realty and Development Corporation)

**KNOW ALL MEN BY THESE PRESENTS:**

That we, all of whom are of legal age, residents and citizens of the Philippines, have this day voluntarily associated ourselves together 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:**

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

**ROCKWELL LAND CORPORATION**  
Doing business under the name and style of  
Powerplant Mall; Powerplant Cinemas;  
and Edades Serviced Apartments<sup>1</sup>

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

**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 to manage and administer in behalf of any

---

<sup>1</sup> As approved by the Board of Directors and the Stockholders at their respective meetings held on Dec. 12, 2011 and Jan. 16, 2012.

individual, corporation or association, lands, buildings, or any kind of business and any kind of properties, whether real or personal, to lease and to manage and operate shopping malls located therein intended for cinemas, bowling centers, billiard centers, snack bars, restaurants, shop and other retail business.

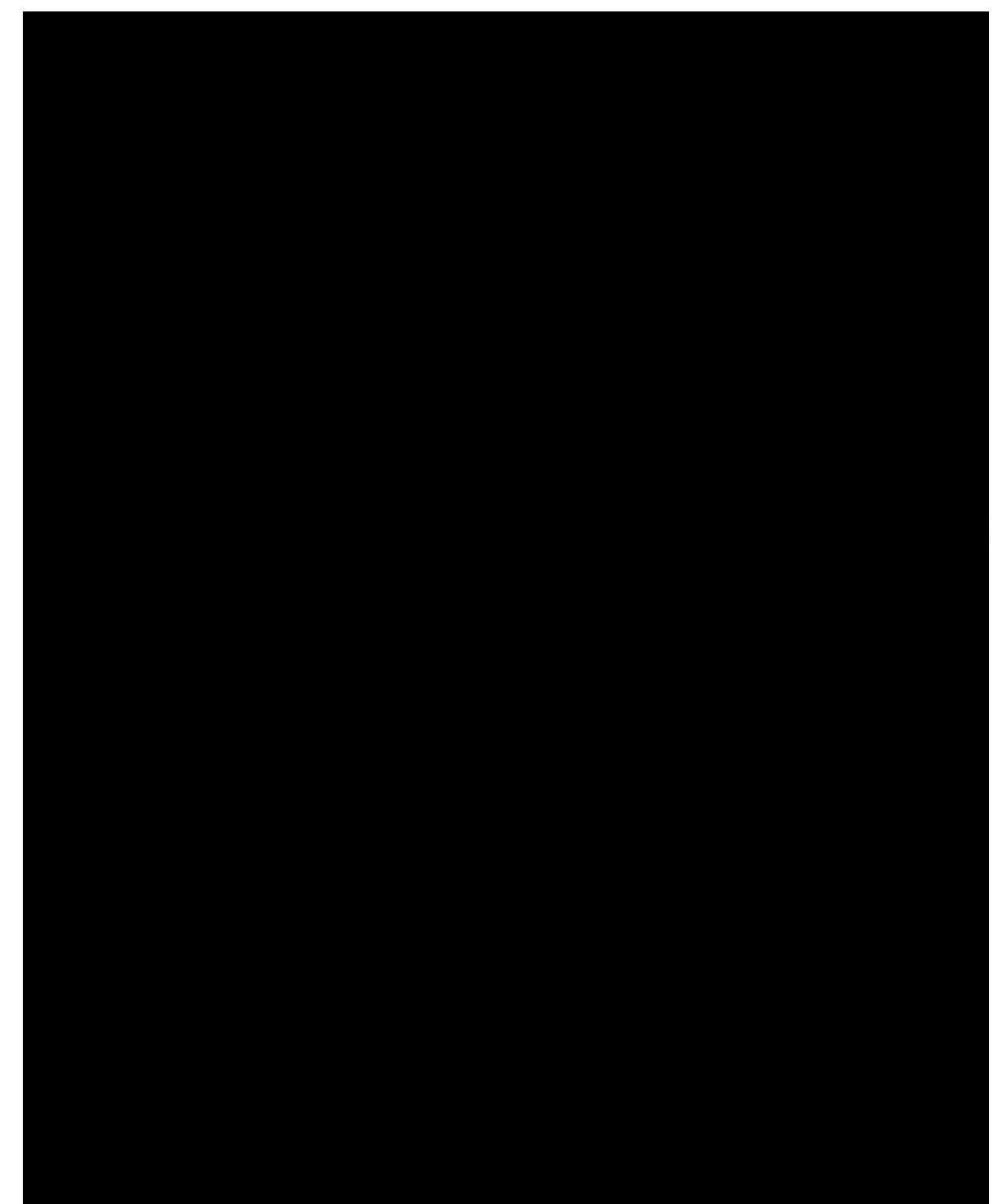
### **SECONDARY PURPOSES**

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.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42  
43  
44  
45  
46  
47  
48  
49  
50  
51  
52  
53  
54  
55  
56  
57  
58  
59  
60  
61  
62  
63  
64  
65  
66  
67  
68  
69  
70  
71  
72  
73  
74  
75  
76  
77  
78  
79  
80  
81  
82  
83  
84  
85  
86  
87  
88  
89  
90  
91  
92  
93  
94  
95  
96  
97  
98  
99  
100  
101  
102  
103  
104  
105  
106  
107  
108  
109  
110  
111  
112  
113  
114  
115  
116  
117  
118  
119  
120  
121  
122  
123  
124  
125  
126  
127  
128  
129  
130  
131  
132  
133  
134  
135  
136  
137  
138  
139  
140  
141  
142  
143  
144  
145  
146  
147  
148  
149  
150  
151  
152  
153  
154  
155  
156  
157  
158  
159  
160  
161  
162  
163  
164  
165  
166  
167  
168  
169  
170  
171  
172  
173  
174  
175  
176  
177  
178  
179  
180  
181  
182  
183  
184  
185  
186  
187  
188  
189  
190  
191  
192  
193  
194  
195  
196  
197  
198  
199  
200  
201  
202  
203  
204  
205  
206  
207  
208  
209  
210  
211  
212  
213  
214  
215  
216  
217  
218  
219  
220  
221  
222  
223  
224  
225  
226  
227  
228  
229  
230  
231  
232  
233  
234  
235  
236  
237  
238  
239  
240  
241  
242  
243  
244  
245  
246  
247  
248  
249  
250  
251  
252  
253  
254  
255  
256  
257  
258  
259  
260  
261  
262  
263  
264  
265  
266  
267  
268  
269  
270  
271  
272  
273  
274  
275  
276  
277  
278  
279  
280  
281  
282  
283  
284  
285  
286  
287  
288  
289  
290  
291  
292  
293  
294  
295  
296  
297  
298  
299  
300  
301  
302  
303  
304  
305  
306  
307  
308  
309  
310  
311  
312  
313  
314  
315  
316  
317  
318  
319  
320  
321  
322  
323  
324  
325  
326  
327  
328  
329  
330  
331  
332  
333  
334  
335  
336  
337  
338  
339  
340  
341  
342  
343  
344  
345  
346  
347  
348  
349  
350  
351  
352  
353  
354  
355  
356  
357  
358  
359  
360  
361  
362  
363  
364  
365  
366  
367  
368  
369  
370  
371  
372  
373  
374  
375  
376  
377  
378  
379  
380  
381  
382  
383  
384  
385  
386  
387  
388  
389  
390  
391  
392  
393  
394  
395  
396  
397  
398  
399  
400  
401  
402  
403  
404  
405  
406  
407  
408  
409  
410  
411  
412  
413  
414  
415  
416  
417  
418  
419  
420  
421  
422  
423  
424  
425  
426  
427  
428  
429  
430  
431  
432  
433  
434  
435  
436  
437  
438  
439  
440  
441  
442  
443  
444  
445  
446  
447  
448  
449  
4410  
4411  
4412  
4413  
4414  
4415  
4416  
4417  
4418  
4419  
4420  
4421  
4422  
4423  
4424  
4425  
4426  
4427  
4428  
4429  
4430  
4431  
4432  
4433  
4434  
4435  
4436  
4437  
4438  
4439  
4440  
4441  
4442  
4443  
4444  
4445  
4446  
4447  
4448  
4449  
44410  
44411  
44412  
44413  
44414  
44415  
44416  
44417  
44418  
44419  
44420  
44421  
44422  
44423  
44424  
44425  
44426  
44427  
44428  
44429  
44430  
44431  
44432  
44433  
44434  
44435  
44436  
44437  
44438  
44439  
44440  
44441  
44442  
44443  
44444  
44445  
44446  
44447  
44448  
44449  
444410  
444411  
444412  
444413  
444414  
444415  
444416  
444417  
444418  
444419  
444420  
444421  
444422  
444423  
444424  
444425  
444426  
444427  
444428  
444429  
444430  
444431  
444432  
444433  
444434  
444435  
444436  
444437  
444438  
444439  
444440  
444441  
444442  
444443  
444444  
444445  
444446  
444447  
444448  
444449  
4444410  
4444411  
4444412  
4444413  
4444414  
4444415  
4444416  
4444417  
4444418  
4444419  
4444420  
4444421  
4444422  
4444423  
4444424  
4444425  
4444426  
4444427  
4444428  
4444429  
4444430  
4444431  
4444432  
4444433  
4444434  
4444435  
4444436  
4444437  
4444438  
4444439  
4444440  
4444441  
4444442  
4444443  
4444444  
4444445  
4444446  
4444447  
4444448  
4444449  
44444410  
44444411  
44444412  
44444413  
44444414  
44444415  
44444416  
44444417  
44444418  
44444419  
44444420  
44444421  
44444422  
44444423  
44444424  
44444425  
44444426  
44444427  
44444428  
44444429  
44444430  
44444431  
44444432  
44444433  
44444434  
44444435  
44444436  
44444437  
44444438  
44444439  
44444440  
44444441  
44444442  
44444443  
44444444  
44444445  
44444446  
44444447  
44444448  
44444449  
444444410  
444444411  
444444412  
444444413  
444444414  
444444415  
444444416  
444444417  
444444418  
444444419  
444444420  
444444421  
444444422  
444444423  
444444424  
444444425  
444444426  
444444427  
444444428  
444444429  
444444430  
444444431  
444444432  
444444433  
444444434  
444444435  
444444436  
444444437  
444444438  
444444439  
444444440  
444444441  
444444442  
444444443  
444444444  
444444445  
444444446  
444444447  
444444448  
444444449  
4444444410  
4444444411  
4444444412  
4444444413  
4444444414  
4444444415  
4444444416  
4444444417  
4444444418  
4444444419  
4444444420  
4444444421  
4444444422  
4444444423  
4444444424  
4444444425  
4444444426  
4444444427  
4444444428  
4444444429  
4444444430  
4444444431  
4444444432  
4444444433  
4444444434  
4444444435  
4444444436  
4444444437  
4444444438  
4444444439  
4444444440  
4444444441  
4444444442  
4444444443  
4444444444  
4444444445  
4444444446  
4444444447  
4444444448  
4444444449  
44444444410  
44444444411  
44444444412  
44444444413  
44444444414  
44444444415  
44444444416  
44444444417  
44444444418  
44444444419  
44444444420  
44444444421  
44444444422  
44444444423  
44444444424  
44444444425  
44444444426  
44444444427  
44444444428  
44444444429  
44444444430  
44444444431  
44444444432  
44444444433  
44444444434  
44444444435  
44444444436  
44444444437  
44444444438  
44444444439  
44444444440  
44444444441  
44444444442  
44444444443  
44444444444  
44444444445  
44444444446  
44444444447  
44444444448  
44444444449  
444444444410  
444444444411  
444444444412  
444444444413  
444444444414  
444444444415  
444444444416  
444444444417  
444444444418  
444444444419  
444444444420  
444444444421  
444444444422  
444444444423  
444444444424  
444444444425  
444444444426  
444444444427  
444444444428  
444444444429  
444444444430  
444444444431  
444444444432  
444444444433  
444444444434  
444444444435  
444444444436  
444444444437  
444444444438  
444444444439  
444444444440  
444444444441  
444444444442  
444444444443  
444444444444  
444444444445  
444444444446  
444444444447  
444444444448  
444444444449  
4444444444410  
4444444444411  
4444444444412  
4444444444413  
4444444444414  
4444444444415  
4444444444416  
4444444444417  
4444444444418  
4444444444419  
4444444444420  
4444444444421  
4444444444422  
4444444444423  
4444444444424  
4444444444425  
4444444444426  
4444444444427  
4444444444428  
4444444444429  
4444444444430  
4444444444431  
4444444444432  
4444444444433  
4444444444434  
4444444444435  
4444444444436  
4444444444437  
4444444444438  
4444444444439  
4444444444440  
4444444444441  
4444444444442  
4444444444443  
4444444444444  
4444444444445  
4444444444446  
4444444444447  
4444444444448  
4444444444449  
44444444444410  
44444444444411  
44444444444412  
44444444444413  
44444444444414  
44444444444415  
44444444444416  
44444444444417  
44444444444418  
44444444444419  
44444444444420  
44444444444421  
44444444444422  
44444444444423  
44444444444424  
44444444444425  
44444444444426  
44444444444427  
44444444444428  
44444444444429  
44444444444430  
44444444444431  
44444444444432  
44444444444433  
44444444444434  
44444444444435  
44444444444436  
44444444444437  
44444444444438  
44444444444439  
44444444444440  
44444444444441  
44444444444442  
44444444444443  
44444444444444  
44444444444445  
44444444444446  
44444444444447  
44444444444448  
44444444444449  
444444444444410  
444444444444411  
444444444444412  
444444444444413  
444444444444414  
444444444444415  
444444444444416  
444444444444417  
444444444444418  
444444444444419  
444444444444420  
444444444444421  
444444444444422  
444444444444423  
444444444444424  
444444444444425  
444444444444426  
444444444444427  
444444444444428  
444444444444429  
444444444444430  
444444444444431  
444444444444432  
444444444444433  
444444444444434  
444444444444435  
444444444444436  
444444444444437  
444444444444438  
444444444444439  
444444444444440  
444444444444441  
444444444444442  
444444444444443  
444444444444444  
444444444444445  
444444444444446  
444444444444447  
444444444444448  
444444444444449  
4444444444444410  
4444444444444411  
4444444444444412  
4444444444444413  
44444

16  
17  
18  
19  
20  
21

Mr. Antonio V. Ayala      Filipino



Mr. Antonio H. Ozaeta      Filipino

Mr. Miguel Guerrero      Filipino

**SIXTH:** That the number of Directors of the Corporation shall be eleven (11) 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>
Mr. Emilio Abello	Filipino	[Redacted]
Mr. Placido L. Mapa, Jr.	Filipino	[Redacted]
Mr. Antonio V. Ayala	Filipino	[Redacted]
Mr. Antonio H. Ozaeta	Filipino	[Redacted]
Mr. Miguel Guerrero	Filipino	[Redacted]
Mr. Roberto M. Paterno	Filipino	[Redacted]
Mr. Benito T. dela Cruz	Filipino	[Redacted]

**SEVENTH:** That the amount of capital stock of the Corporation is NINE BILLION PESOS (₱9,000,000,000.00). Philippine Currency, divided into:

- (a) Eight Billion Eight Hundred Ninety Million (8,890,000,000) common stock ("Common Shares") with the par value of One Peso (₱1.00) per share, and
- (b) Eleven Billion preferred stock ("Preferred Shares") with the par value of One Centavo (₱0.01) per share.

Preferred Shares shall have the following rights and features:

- a) All Preferred Shares shall be of equal rank, preference and priority and shall be identical in all respects regardless of series, except to the issue value which may be specified by the Board of Directors from time to time. The Preferred Shares shall (i) have voting rights and (ii) be non-participating in any other or further dividends beyond that specifically payable on the shares.
- b) Each Preferred Share shall not be convertible to Common Shares.
- c) Preferred Shares shall be redeemed at issue value in accordance with laws and regulations and shall be redeemed in equal proportion among all series. After completion of the listing of the Corporation's shares on the Philippine Stock Exchange, the Preferred Shares may be redeemed in the event the Philippine Constitution is amended to remove the minimum 60% Filipino equity ownership requirement imposed on corporations in order to hold title to land in the Philippines. Preferred Shares, once redeemed, shall thereupon revert to the Corporation and may be reissued by the Corporation.
- d) The Preferred Shares of the Corporation shall be transferable only to Philippine citizens or corporations at least 60% of the outstanding equity capital is beneficially owned by Philippine citizens, and which, in either case, are not in competition with Manila Electric Company, Benpres Holdings Corporation, First Philippine Holdings Corporation, or any of their affiliates.
- e) The Board of Directors may specify other terms, conditions, qualifications, restrictions and privileges of the Preferred Redeemable Shares or series/classes thereof, insofar as said terms, conditions, qualifications, restrictions and privileges are not inconsistent with the provisions of this Article Seventh and any of applicable law or regulation. Any redemption shall be at the option of the Corporation. Provided, that such terms and conditions shall be

effective upon the filing of a certificate thereof with the Securities and Exchange Commission.

f) In the event of any voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, the holders of the shares of each series of Preferred Redeemable Shares then outstanding shall be entitled to receive out of the net assets of the Corporation the amount per share fixed by the resolution or resolutions of the Board of Directors to be received by the holders of shares of each such series on such voluntary or involuntary liquidation, dissolution, distribution of assets or winding up, as the case may be, for every share of their holdings of Preferred Redeemable Shares, before any distribution or payment shall be made to the holders of the Common Shares, and shall be entitled to no other further distribution. Neither the consolidation nor the merger of the Corporation with or into any other Corporation, nor any sale, lease, exchange or conveyance of all or any part of the property, assets or business of the corporation with or into any other Corporation, nor any sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation shall be deemed to be a liquidation, dissolution, distribution of assets or winding up of the Corporation within the meaning of the provisions hereof, unless the Board of Directors of the Corporation elects to treat such transaction as a liquidation, dissolution, distribution of assets or winding up of the Corporation, or unless such transaction is deemed, under law, to be a liquidation, dissolution, distribution of assets or winding up of the Corporation.

g) The Board of Directors shall have full power and authority to authorize (whether by adoption of amendments to the By-Laws of the Corporation or of resolutions, the promulgation of rules or regulations or otherwise) the taking by the Corporation of all such action, and the Corporation shall have full power and authority to take all such actions as the Board of Directors may deem necessary or appropriate to insure compliance by the Corporation with any applicable provision of law, rule or regulation relating to the ownership of securities of the Corporation by citizens of the Philippines, aliens or other persons or groups of persons, which action may include (but shall not be required to include or be limited to): (i) postponing for such period of time as shall be approved by the Board of Directors, or prohibiting, the recordation on the books of the Corporation of any proposed transfer of any of its securities; (ii) issuing and/or selling for such consideration as shall be approved by the Board of Directors (a) authorized but unissued securities of the Corporation which have not been otherwise reserved or set aside for issuance or (b) authorized and previously issued securities of the corporation which have been reacquired by, and deposited in the treasury of the Corporation; (iii) identifying and/or classifying, by means of a legend or otherwise, certificates representing any securities of the Corporation as "domestic" or "foreign", or utilizing such other designation or legend as shall be approved by the Board of Directors; (iv) maintaining separate transfer records for securities of the Corporation held by citizens of the Philippines, aliens or such other persons or groups of persons as

shall be approved by the Board of Directors; and (v) requiring, as a condition to the recordation on the books of the Corporation of any issuance or transfer of any of its securities, information satisfactory to the Board of Directors regarding the citizenship or residence of the person to whom it is proposed to issue or transfer its securities.

Holders of Common Shares and Preferred Shares shall have no pre-emptive rights to issuances and dispositions of shares of 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:

Name	Residence	No. of Shares Subscribed	Amount of Stock Subscribed
Mr. Emilio Abello	[REDACTED]	400	P 40,000.00
Mr. Placido L. Mapa, Jr.	[REDACTED]	400	P 40,000.00
Mr. Antonio V. Ayala	[REDACTED]	400	P 40,000.00
Mr. Antonio H. Ozaeta	[REDACTED]	400	P 40,000.00
Mr. Miguel Guerrero	[REDACTED]	400	P 40,000.00
		<u>2,000</u>	<u>P 200,000.00</u>

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

Name	Residence	Amount Paid
Mr. Emilio Abello	[REDACTED]	P 20,000.00
Mr. Placido L. Mapa, Jr.	[REDACTED]	P 20,000.00
Mr. Antonio V. Ayala	[REDACTED]	P 20,000.00
Mr. Antonio H. Ozaeta	[REDACTED]	P 20,000.00
Mr. Miguel Guerrero	[REDACTED]	P 20,000.00
		<u>P 100,000.00</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 hereunto set our hands this 30th day of June 1975 at Pasig, Rizal, Philippines.

(Signed)  
**EMILIO ABELLO**

(Signed)  
**PLACIDO L. MAPA, JR.**

(Signed)  
**ANTONIO V. AYALA**

(Signed)  
**ANTONIO H. OZAETA**

(Signed)  
**MIGUEL GUERRERO**

SIGNED IN THE PRESENCE OF:

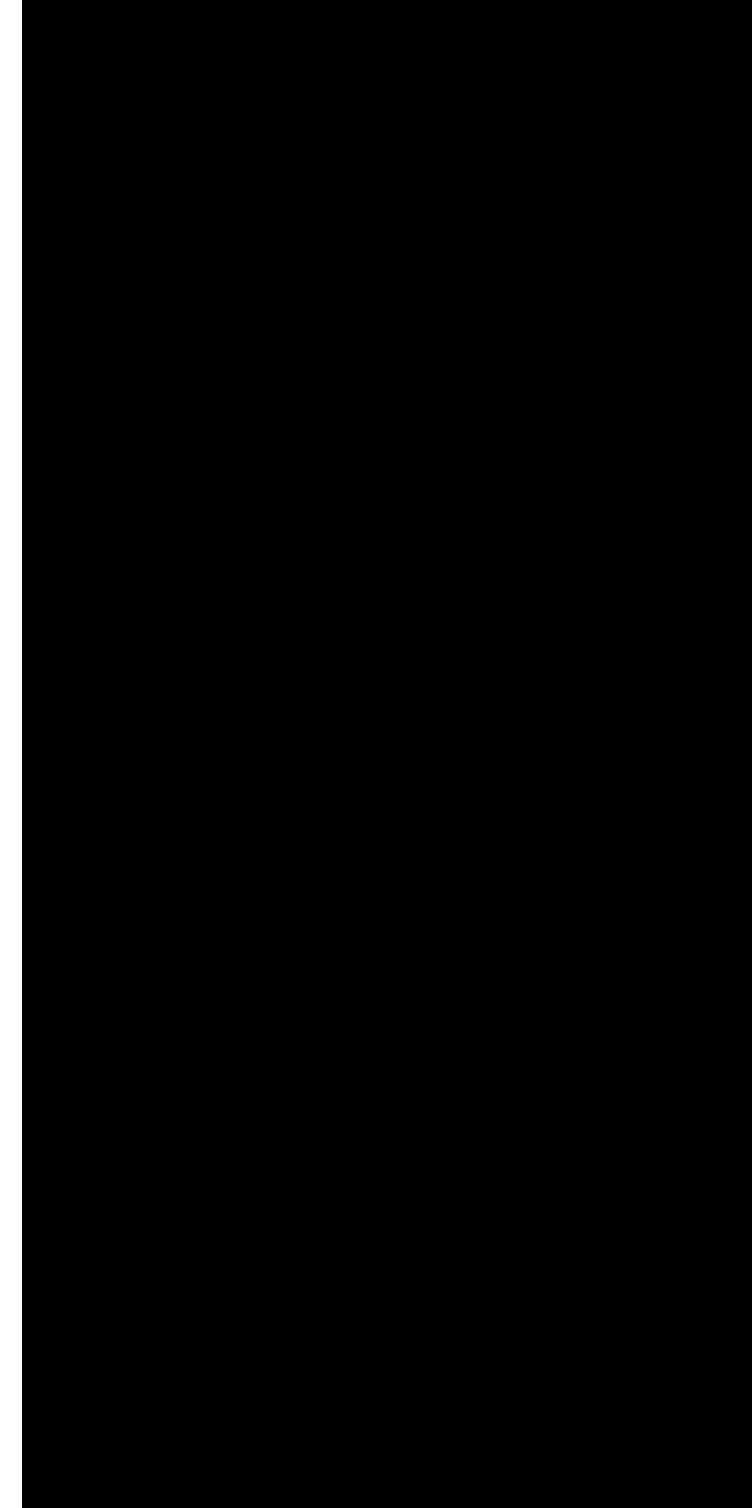
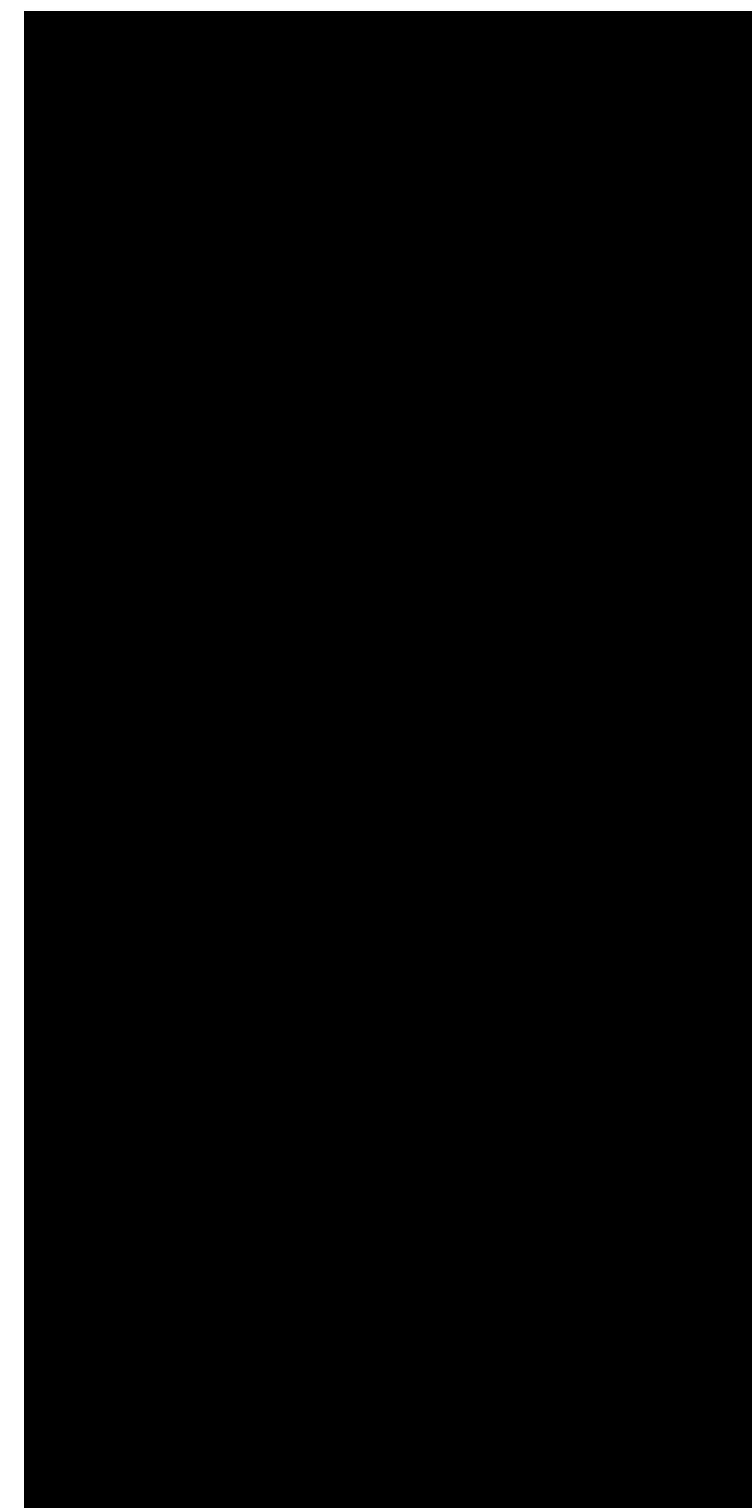
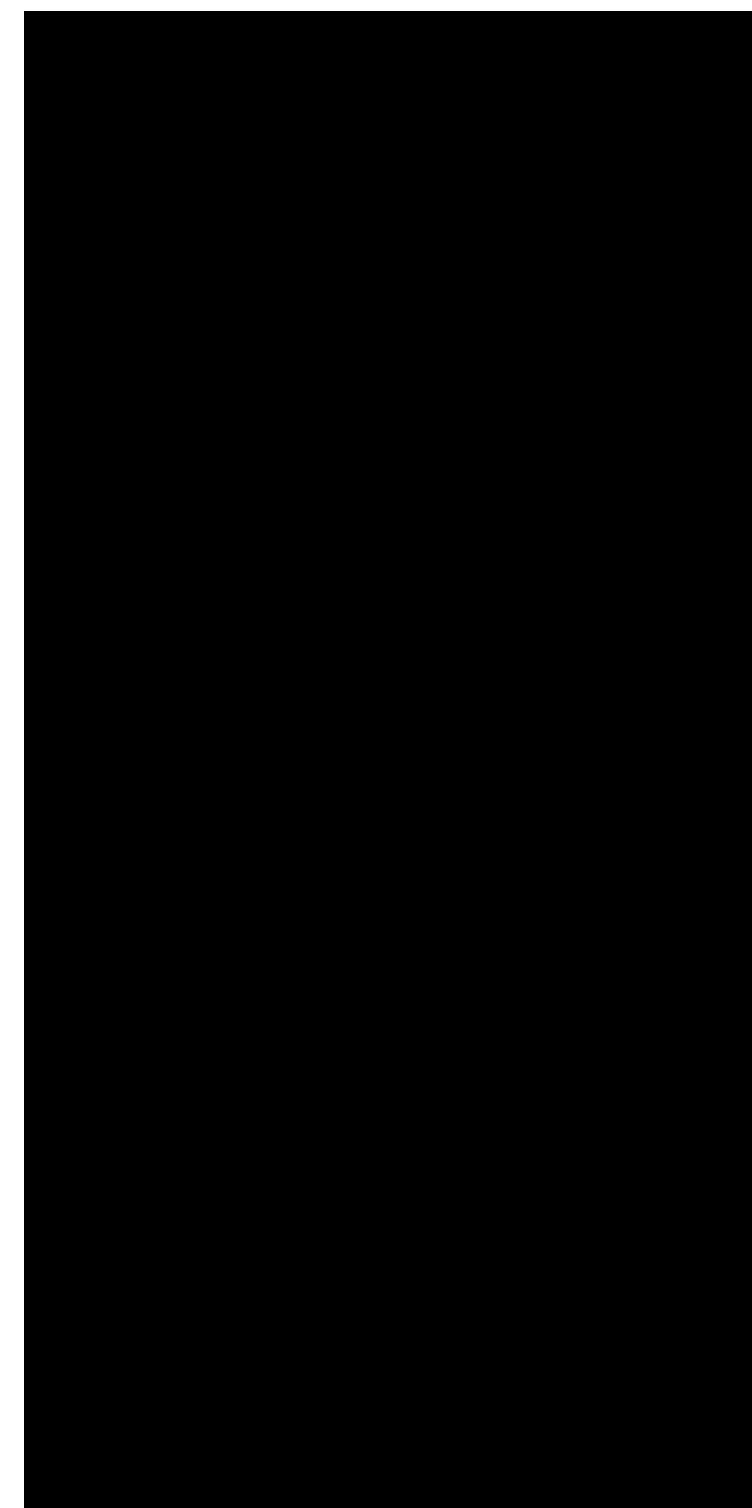
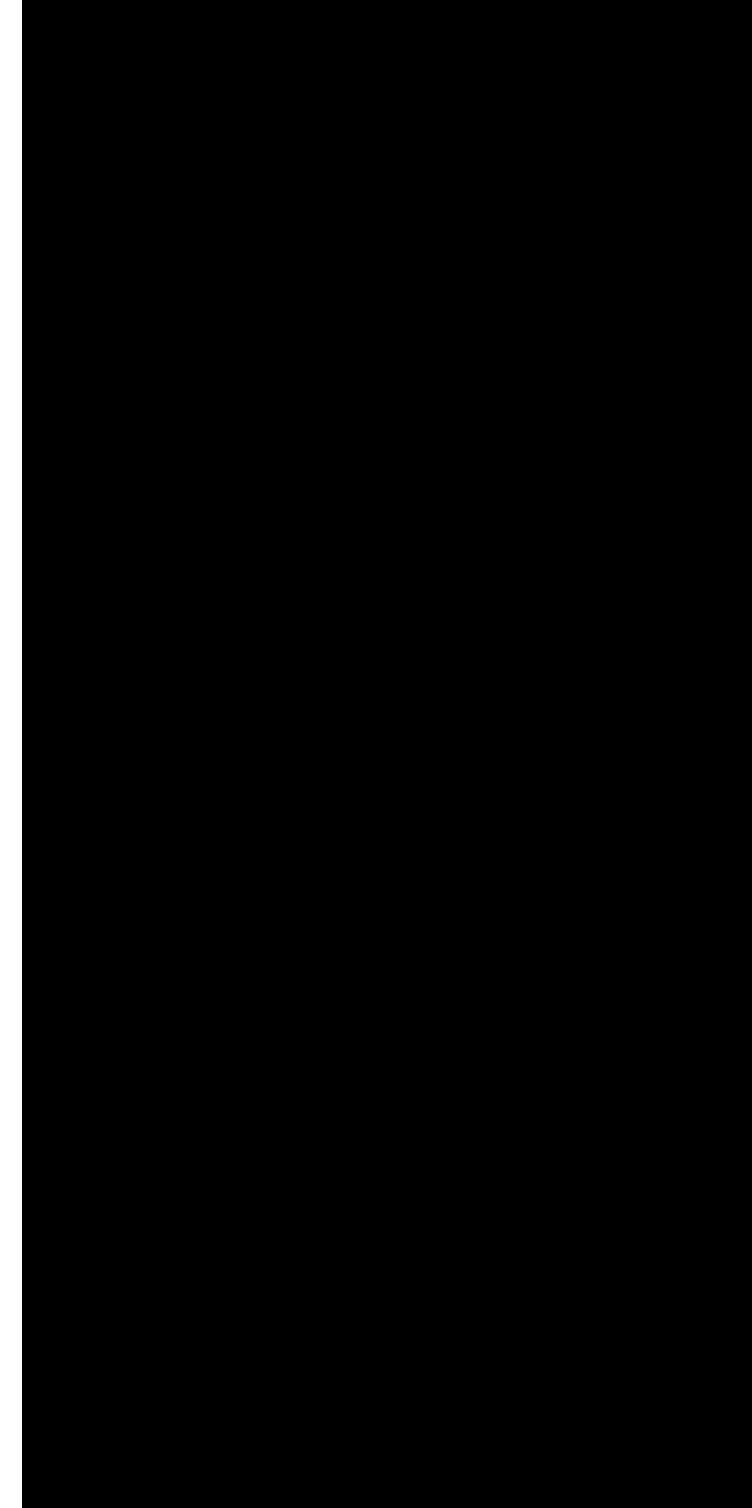
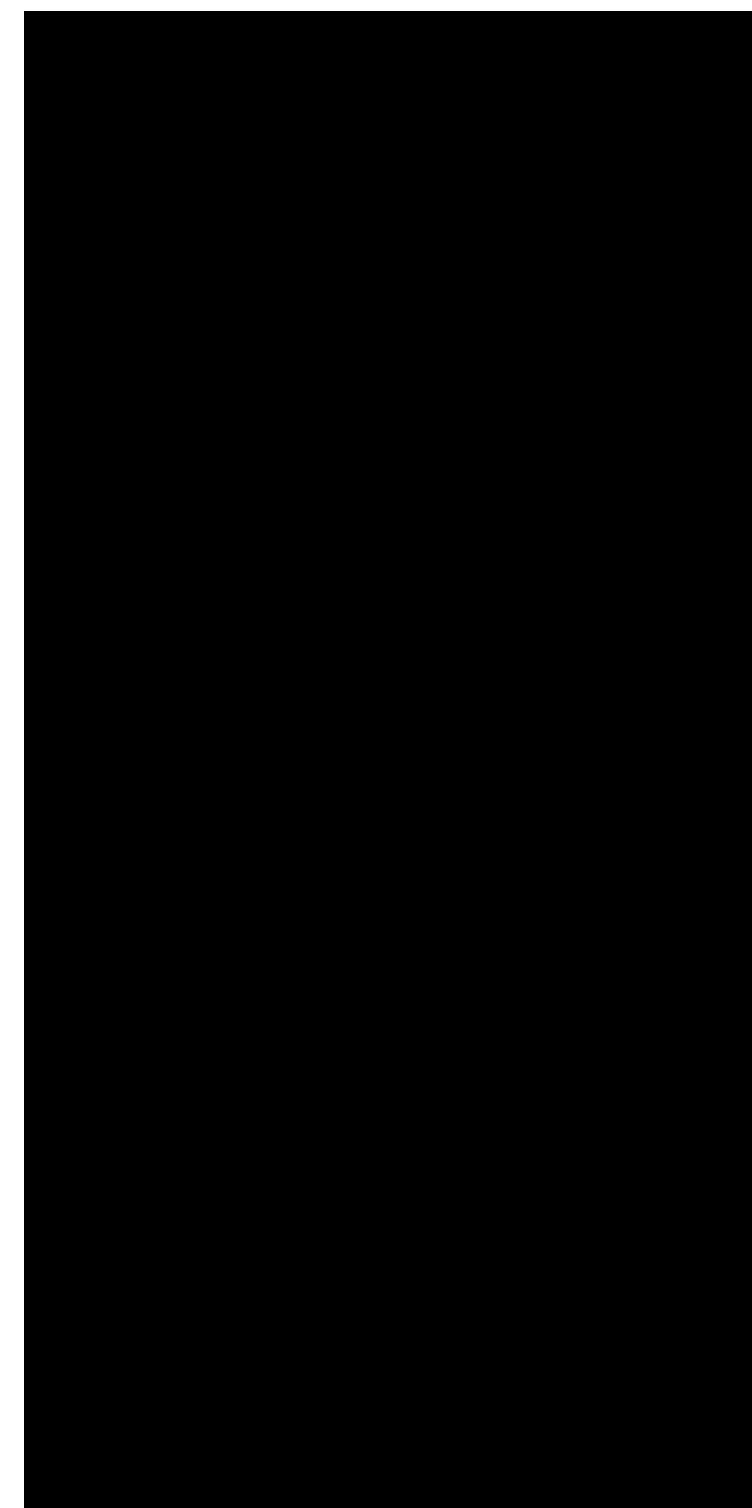
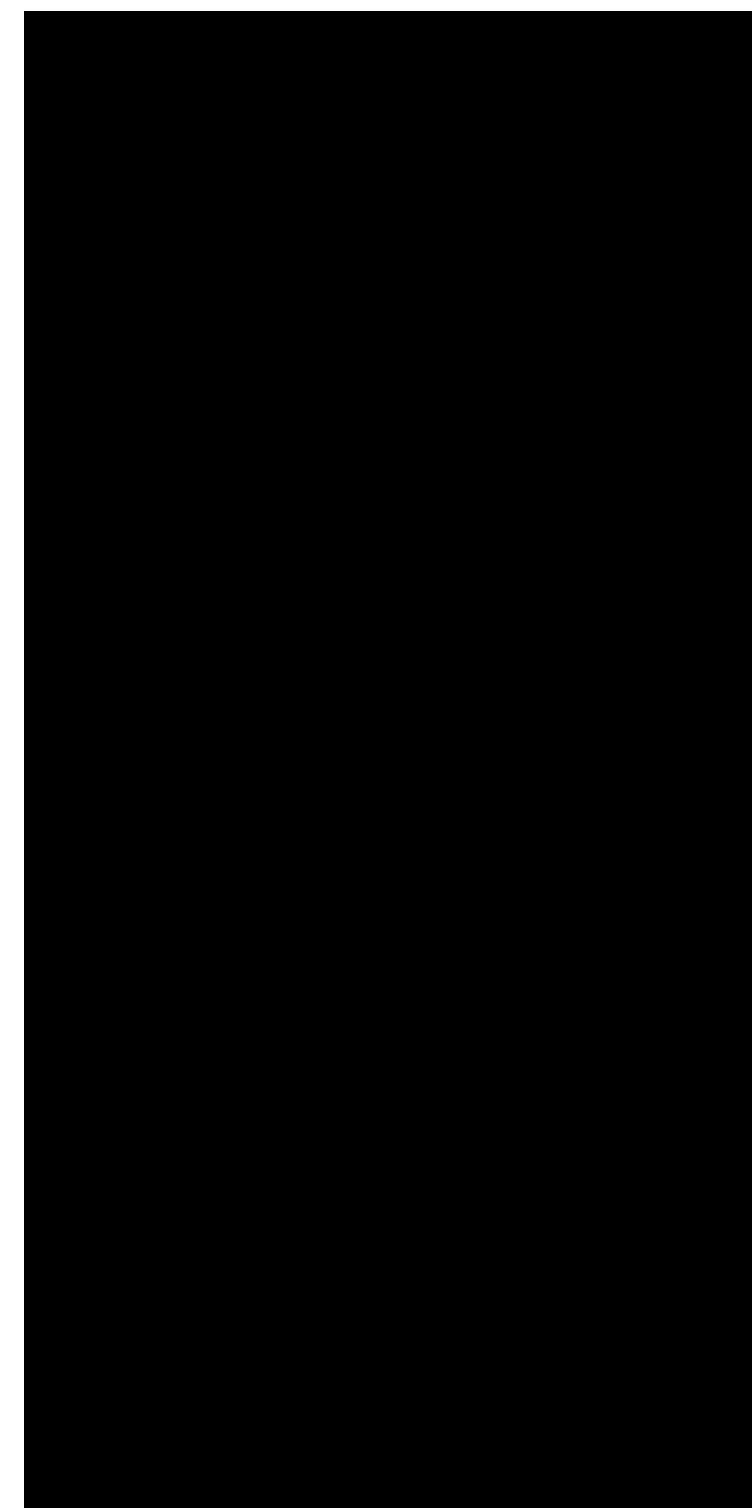
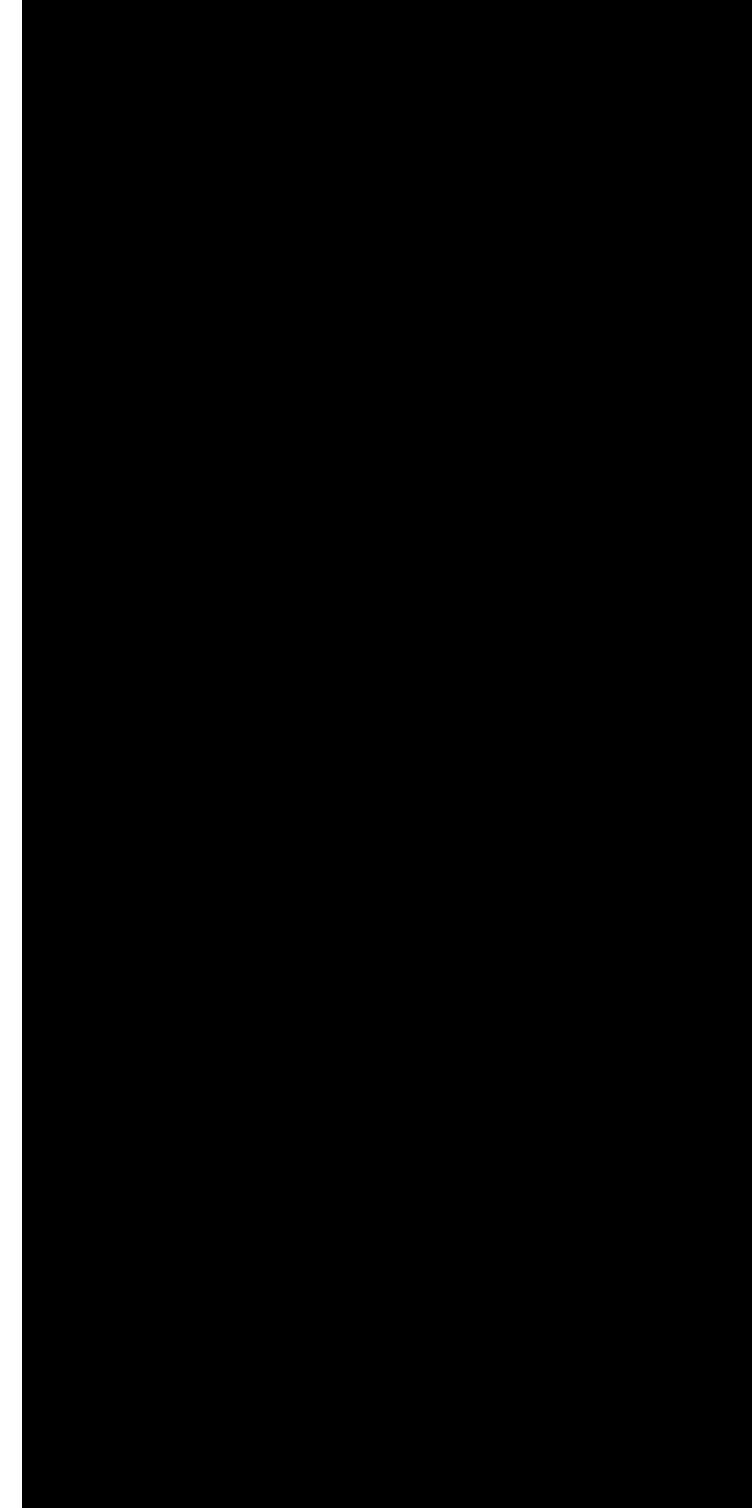
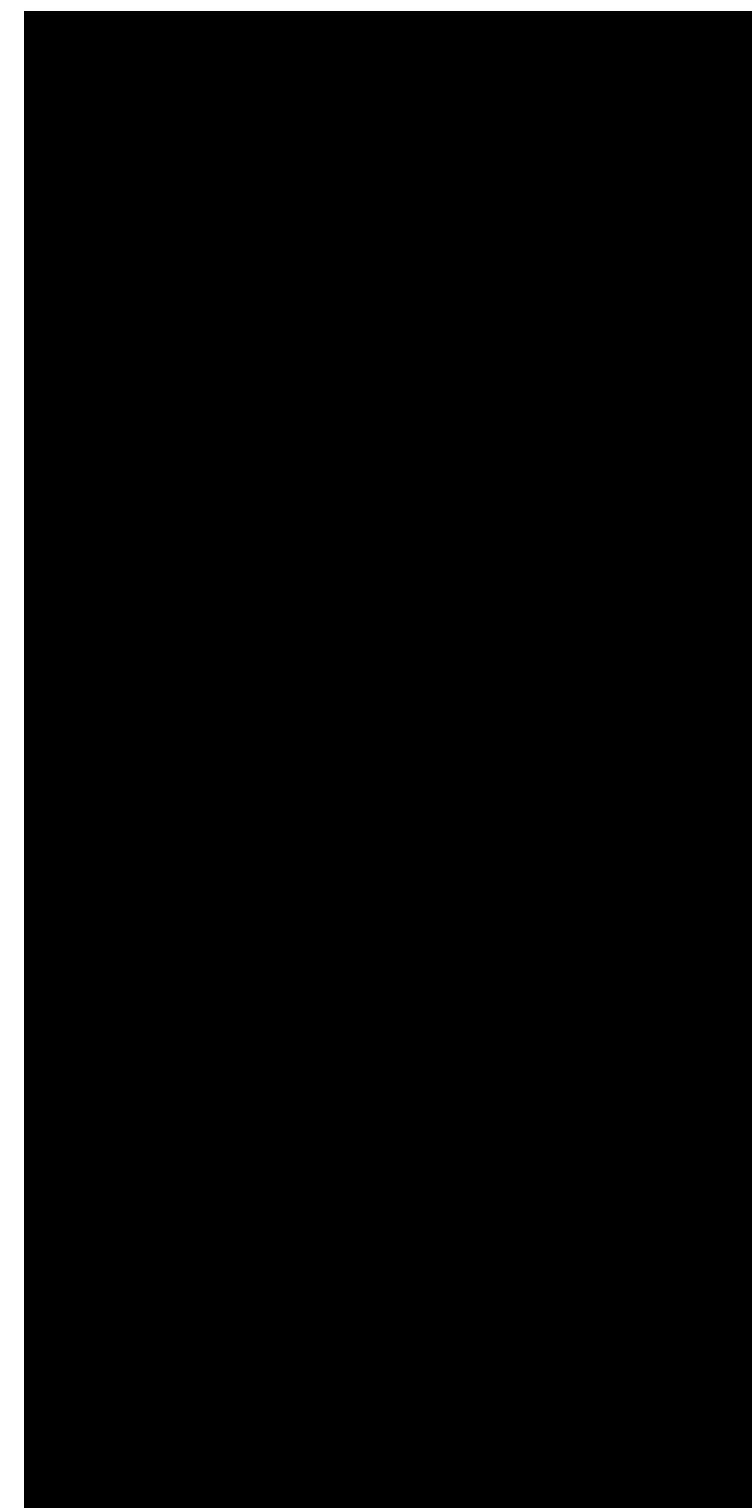
(Sgd.) \_\_\_\_\_

(Sgd.) \_\_\_\_\_

**ACKNOWLEDGMENT**

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

BEFORE ME, a Notary Public in the Province of Rizal, Philippines, personally appeared:

<u>Name</u>	<u>Community Tax Cert. No.</u>	<u>Date/Place of Issue</u>
Emilio Tan T.A.N.		
Placido L. Mapa, Jr. T.A.N. 		
Antonio H. Ozaeta T.A.N. 		
Antonio V. Ayala T.A.N. 		
Miguel Guerrero		

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.

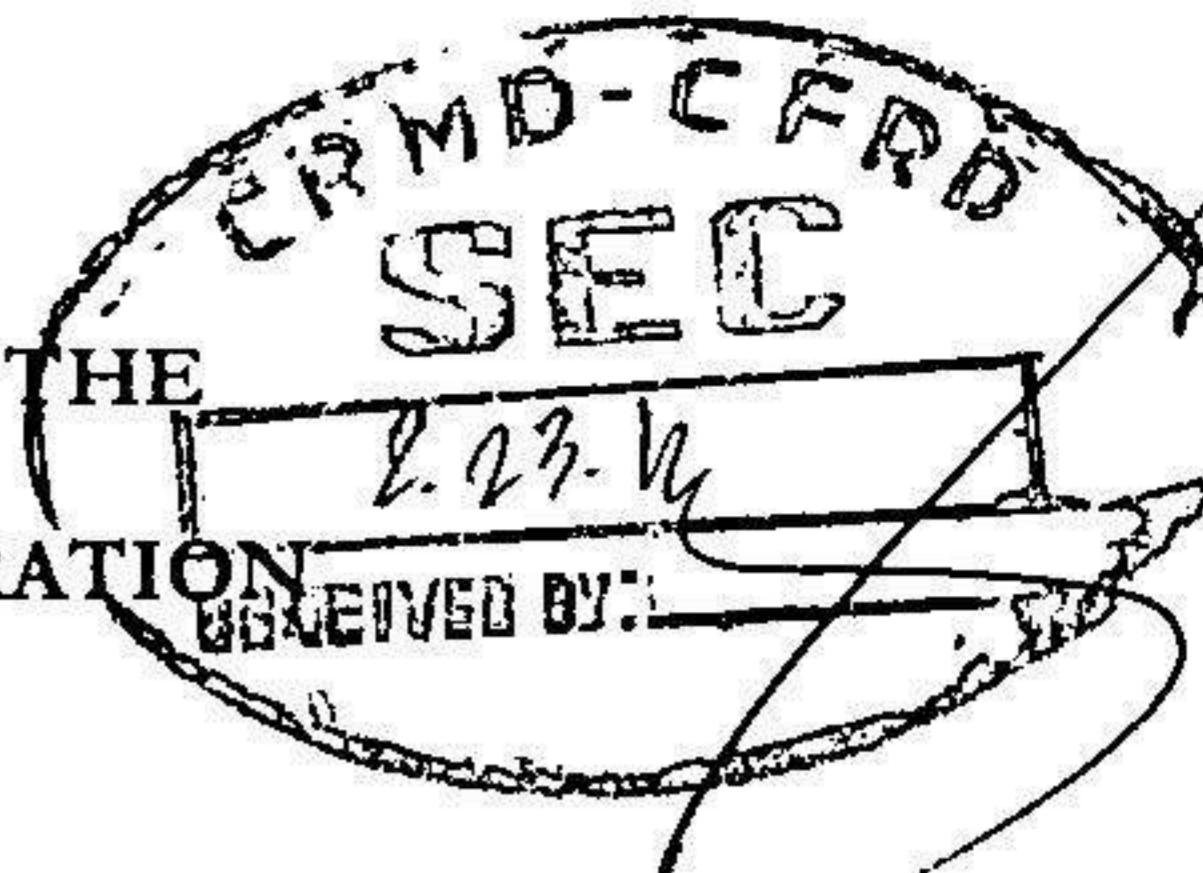
WITNESS MY HAND AND SEAL this 30th day of June, 1975 at Pasig, Rizal, Philippines.

(Signed)  
ROMEO A. MACTAL  
Notary Public  
Until December 31, 1975  
PTR No.  
Issued at  
Issued on

Doc. No. 369;  
Page No. 75;  
Book No. XI;  
Series of 1975.

DIRECTORS' CERTIFICATE AS TO THE  
AMENDED ARTICLES OF INCORPORATION

OF  
ROCKWELL LAND CORPORATION



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned constituting at least the majority of the Board of Directors and the Asst. Corporate Secretary of **ROCKWELL LAND CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Philippines and with principal office located at the 1011 J.P. Rizal Street, Makati City (the "Corporation"), do hereby certify as follows:

1. That the Amended Articles of Incorporation of the Corporation, hereto attached as Annex "A", with amendments therein duly underscored is a true and correct copy of the Amended Articles of Incorporation of the Corporation, as further amended;
2. That the amendment relates to Article First (i.e., the change in the corporate name) which amendment was duly approved by the majority of the Board of Directors at their regular meeting duly held on December 12, 2011, and by an affirmative vote of the stockholders representing at least two-thirds (2/3) of the total outstanding capital stock of the Corporation at the Special Stockholders' Meeting duly held on January 16, 2012, in Pasig City.

IN WITNESS WHEREOF, we have signed and the Asst. Corporate Secretary has countersigned this Certificate, this \_\_\_\_ day of January 2012 at Pasig City.

**MANUEL M. LOPEZ**  
Chairman of the Board  
TIN No. 1 [REDACTED]

*Oscar Lopez*  
**OSCAR M. LOPEZ**  
Vice Chairman  
TIN No. [REDACTED]

**EUGENIO L. LOPEZ III**  
Director  
TIN No. [REDACTED]

*Benjamin Lopez*  
**BENJAMIN R. LOPEZ**  
Director  
TIN No. [REDACTED]

*Miguel Lopez*  
**MIGUEL L. LOPEZ**  
Director  
TIN No. [REDACTED]

*Manuel Lopez Jr.*  
**MANUEL L. LOPEZ, JR.**  
Director  
TIN No. [REDACTED]

*Nestor Padilla*  
**NESTOR J. PADILLA**  
Director  
TIN No. 1 [REDACTED]

*Elpidio Ibanez*  
**ELPIDIO L. IBAÑEZ**  
Director  
TIN No. [REDACTED]

*Jose Guingona*  
**JOSE T. GUINGONA**  
Director  
TIN No. [REDACTED]

*Betty Siy-Yap*  
**BETTY SIY-YAP**  
Director  
TIN No. 10 [REDACTED]

*Rafael Andrada*  
**RAFAEL L. ANDRADA**  
Director  
TIN No. [REDACTED]

Countersigned:

*Rodolfo Waga*  
**RODOLFO R. WAGA, JR.**  
Asst. Corporate Secretary  
[REDACTED]

REPUBLIC OF THE PHILIPPINES )

) S.S.

QUEZON CITY

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_, 2012 at Pasig City, affiants exhibiting to me their Competent Evidence of Identity ("CEI") and Community Tax Certificate ("CTC") as follows:

Name	CTC/CEI	Date/Place Issued
Manuel M. Lopez	[REDACTED]	[REDACTED]
Oscar M. Lopez	[REDACTED]	[REDACTED]
Eugenio L. Lopez III	[REDACTED]	[REDACTED]
Benjamin R. Lopez	[REDACTED]	[REDACTED]
Miguel L. Lopez	[REDACTED]	[REDACTED]
Manuel L. Lopez, Jr.	[REDACTED]	[REDACTED]
Nestor J. Padilla	[REDACTED]	[REDACTED]
Elpidio L. Ibañez	[REDACTED]	[REDACTED]
Jose T. Guingona	[REDACTED]	[REDACTED]
Betty Siy-Yap	[REDACTED]	[REDACTED]
Rafael L. Andrada	[REDACTED]	[REDACTED]
Rodolfo R. Waga, Jr.	[REDACTED]	[REDACTED]

16 FEB 2012

QUEZON CITY

Date/Place Issued

1-12-12/Pasig City

*Fernando F. Dulay Jr.*  
ATTEST: TOMAS F. DULAY, JR.

Notary Public

Until December 31, 2014

Roll No. 165830 / 03-13-61

NIP No. 823239 / cy 2012 - Q.C.

N.O. 3031383 / 01-02-12 - Q.C.

N.O. 41022591692

St. Proj. 4, Q.C.

THE EXEMPTED

Doc. No. 268Page No. 54Book No. 41

Series of 2012.

[Dir-Cen Jan2012(AOI-NameChange/RLC)]

*So.*

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

**UNDERTAKING TO CHANGE NAME**  
(For Amendment of Corporate/Partnership Name)

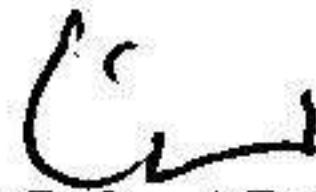
I, ELPIDIO L. IBAÑEZ, of legal age, Filipino and with office address at the 6<sup>th</sup>  
Floor, **POWERPLANT MALL**, **EDADES SERVICED APARTMENTS**, **Quezon City**, in accordance with law hereby depose and state:

That I am the duly appointed Director of **ROCKWELL LAND CORPORATION** which is in the process of amending its corporate name with the Securities and Exchange Commission to **ROCKWELL LAND CORPORATION DOING BUSINESS UNDER THE NAME AND STYLE OF POWERPLANT MALL; POWERPLANT CINEMAS; AND EDADES SERVICED APARTMENTS.**

That I, in behalf of said corporation, hereby undertake to change its corporate name immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

That this affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I hereby sign this \_\_\_\_\_ day of February 2012 at Pasig City.

  
**ELPIDIO L. IBAÑEZ**

Director

**20 FEB 2012**

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of February 2012, affiant exhibiting to me his Competent Evidence of Identity through SSS No. 03-2569048-3 and his Community Tax Certificate No. 11182662 issued on Feb. 6, 2012 at Pasig City.

Doc. No. 151;  
Page No. 31;  
Book No. 44;  
Series of 2012.

[Affidavit-Change of Name Feb 2012/R.L.C]

*Fernando F. Araya Jr.*  
Notary Public  
Barkada St. Brgy. 1, 2014  
Reg. No. 103-13-61  
Jr. Notary Public, May 2012 - Q.C.  
P.N.C. No. 103-11-02-12 - Q.C.  
T.I.C. No. 103-11-532  
92 Lic. No. 103-109, 4, Q.C.  
NOTARIAL ACTS EXEMPTED