



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**
(Amending Article III thereof.)

copy annexed, adopted on March 27, 2014 by majority vote of the Board of Directors and on May 28, 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 October, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department

BA wheng

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amended Articles

SEC Registration Number

6 2 8 9 3

Former Company Name

ROCKWELL LAND CORP.

AMENDED TO:
New Company Name

1011 JP RIZAL ST

MAKATI CITY

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

Company's Email Address

N/A

COMPANY INFORMATION

Company's Telephone Number/s

Company's Facsimile Number/s

Name of Contact Person

Esmeraldo Amistad

CONTACT PERSON INFORMATION

Email Address

631 8024

Telephone Number/s

Facsimile Number/s

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor M. Aca

Date

Signature

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Document ID.

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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
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**

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 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.
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, including the management and operation of cinemas, bowling centers, billiards centers, snack bars, restaurants and other retail business.
10. To do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes or the exercise of anyone 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 The Garage at Rockwell Center, Estrella Street, Rockwell Center, Makati City, Metro Manila, Philippines¹.

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>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
Mr. Emilio Abello	Filipino	[REDACTED]
Mr. Placido L. Mapa, Jr.	Filipino	[REDACTED] ..

¹ As approved by the Board of Directors and the Stockholders at their respective meetings held on Mar. 27, 2014 and May 28, 2014.

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	
Mr. Placido L. Mapa, Jr.	Filipino	
Mr. Antonio V. Ayala	Filipino	
Mr. Antonio H. Ozaeta	Filipino	
Mr. Miguel Guerrero	Filipino	
Mr. Roberto M. Paterno	Filipino	
Mr. Benito T. dela Cruz	Filipino	

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 herof, 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
	Total	<u>400</u>	<u>P 40,000.00</u>
		<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]	<u>P 20,000.00</u> <u>P 100,000.00</u>
	Total	

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.	[REDACTED]	[REDACTED]
Placido L. Mapa, Jr. T.A.N. 1 [REDACTED]	[REDACTED]	[REDACTED]
Antonio H. Ozaeta T.A.N. 1 [REDACTED]	[REDACTED]	[REDACTED]
Antonio V. Ayala T.A.N. 1 [REDACTED]	[REDACTED]	[REDACTED]
Miguel Guerrero	[REDACTED]	[REDACTED]

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.

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

SECRETARY'S CERTIFICATE

I, **RODOLFO R. WAGA, JR.**, a duly elected and qualified Asst. Corporate Secretary of **ROCKWELL LAND CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Philippines (the 'Corporation') DO HEREBY CERTIFY, That:

I am familiar with the facts herein certified and duly authorized to certify the same:

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.

WITNESS THE SIGNATURE of the undersigned as such officer of the said
Corporation this 01 July 2014 at Pasig City. {

RODOLFO R. WAGA, JR.
Asst. Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUL 01 2014 July 2014 at Pasig City, affiant exhibiting to me his Competent Evidence of Identity (“CEI”) and Community Tax Certificate (“CTC”) as follows:

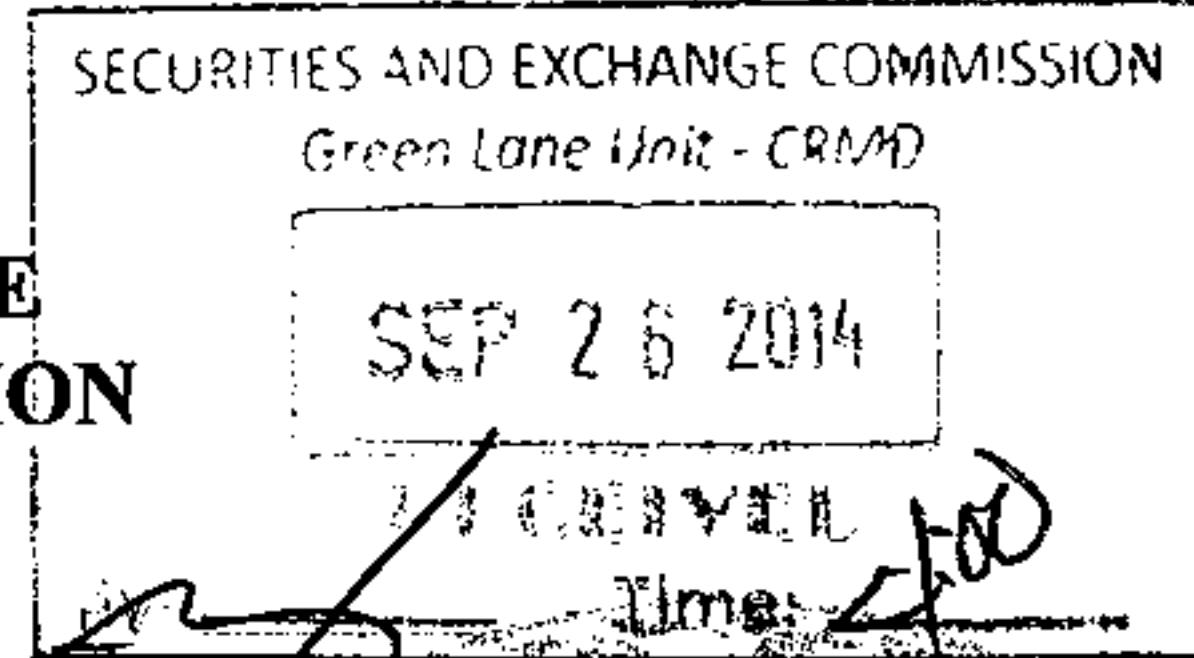
<u>Name</u>	<u>Details of CEI/CTC</u>	<u>Issued at</u>	<u>Issued On</u>
Rodolfo R. Waga, Jr.	{REDACTED} 7	Pasig City	{REDACTED}

Doc. No. 244;
Page No. 050;
Book No. L;
Series of 2014.

Series of 2011. See Cet. June 2014/SLC

LIANNE M. BACORRO
NOTARY PUBLIC
FOR AND IN THE CITIES OF PASIG, TAGUIG AND SAN JUAN
AND IN THE MUNICIPALITY OF PATEROS, METRO MANILA
UNTIL DECEMBER 31, 2014
PTR NO. 8439473; 1/11/13; PASIG CITY
IBP NO. 08770; RSM CHAPTER; LIFETIME MEMBER
ROLL NO. 55914 / APPOINTMENT NO. 208 (2013-2014)
- 4F BENPRES BLDG.
EXCHANGE ROAD, PASIG CITY

**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 Rockwell Center, 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;

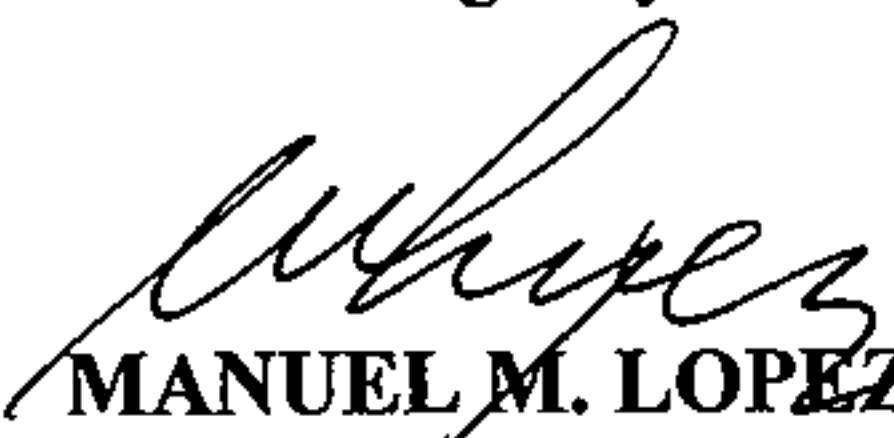
2. That the amendment relates to Article Third (i.e., the change in principal office address) which amendment was duly approved by the majority of the Board of Directors at their regular meeting duly held on March 27, 2014, and by an affirmative vote of the stockholders representing at least two-thirds (2/3) of the total outstanding capital stock of the Corporation at the Annual Stockholders' Meeting duly held on May 28, 2014, in Makati City.

IN WITNESS WHEREOF, we have signed and the Corporate Secretary has countersigned this Certificate, this ____ day of June 2014 at Pasig City.


OSCAR M. LOPEZ

Chairman Emeritus

T [REDACTED] 633-888-500


MANUEL M. LOPEZ

Chairman of the Board

T [REDACTED] 633-888-500


FEDERICO R. LOPEZ

Vice Chairman

T [REDACTED]


EUGENIO L. LOPEZ III

Director

T [REDACTED]


FRANCIS GILES B. PUNO

Director

T [REDACTED] 633-888-500


FERDINAND EDWIN S. COSETENG

Director

T [REDACTED]


MIGUEL L. LOPEZ

Director

T [REDACTED] 633


MANUEL L. LOPEZ, JR.

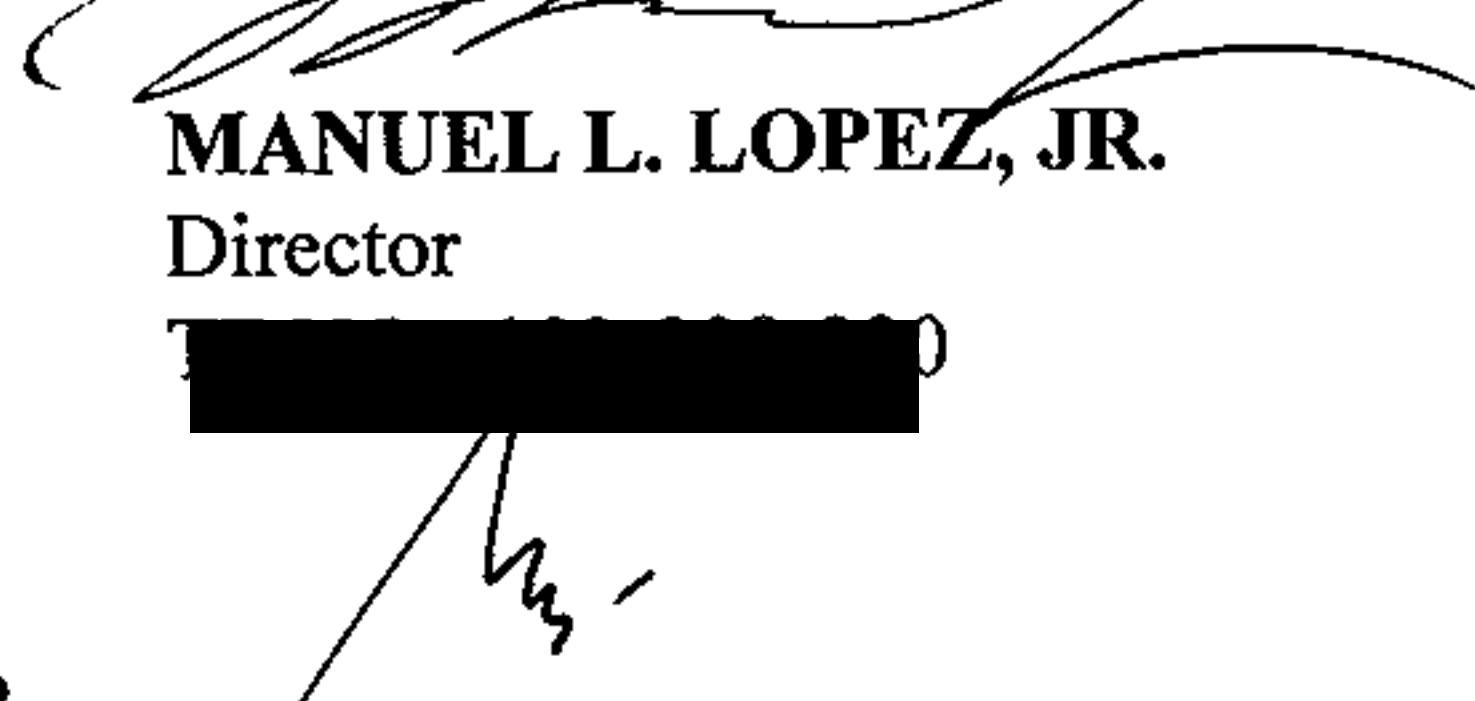
Director

T [REDACTED] 633


NESTOR J. PADILLA

Director

T [REDACTED]


MANUEL N. TORDESILLAS

Director

T [REDACTED]


VICENTE R. AYLLON

Director

T [REDACTED]

Countersigned:



ENRIQUE I. QUIASON

Corporate Secretary

[REDACTED]

REPUBLIC OF THE PHILIPPINES)

) S.S.

SEP 09 2014

SUBSCRIBED AND SWORN to before me this _____ day of _____, 2014 at Pasig City, affiants exhibiting to me their Competent Evidence of Identity ("CEF") and Community Tax Certificate ("CTC") as follows:

Name

Federico R. Lopez

Manuel M. Lopez

Eugenio L. Lopez III

Francis Giles B. Puno

Vicente R. Ayllon

Ferdinand Edwin S. CoSet

Manuel L. Lopez, Jr.

Miguel L. Lopez

Nestor J. Padilla
Manuel N. Tordesillas

Enrique I. Quiason

CTC/CEI

Date/Place Issued

Doc. No. 219
Page No. 54 ;
Book No. 139
Series of 2014.