



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City , 1209, Metro Manila



COMPANY REG. NO.: 0000077823

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION OF  
CITYLAND DEVELOPMENT CORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the Commission has approved the amendment of the Increase/Decrease in the Number of the Board of the above-named Corporation pursuant to Section 15 of the Republic Act No. 11232, Revised Corporation Code of the Philippines, effective February 23, 2019.

This amendment was adopted on June 24, 2026 by majority vote of the Board of Directors and on August 7, 2026 by the vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the Corporation.

**I' WITNESS WHEREOF**, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209, Metro Manila, Philippines, this 16th day of September, Two Thousand Twenty-Six.



**GERARDO F. DEL ROSARIO**

**Director**

**Company Registration and Monitoring Department**

*This is a computer generated certificate, signature is not required.*



## ANNEX "D" - ANNOTATION

### ARTICLES OF INCORPORATION

#### ORGANIZATIONAL DETAIL

TRN-N092026-SEC2Y8XQNQXJ1

|                                                                                                                |                                              |
|----------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| Corporate Name                                                                                                 | CITYLAND DEVELOPMENT CORPORATION             |
| Date of Approval by the Commission                                                                             | 16 September 2026                            |
| Approved by majority of the Directors                                                                          | 24 June 2026                                 |
| Approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock | 07 August 2026                               |
| Subject of Amendment                                                                                           | Increase/Decrease in the Number of the Board |

TO 9

FROM 16

### BY-LAWS

#### ORGANIZATIONAL DETAIL

TRN-N092026-SEC2Y8XQNQXJ1

|                                                                                                                |                                                                                  |
|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| Corporate Name                                                                                                 | CITYLAND DEVELOPMENT CORPORATION                                                 |
| Date of Approval by the Commission                                                                             | 16 September 2026                                                                |
| Delegated by at least 2/3 of the outstanding capital stock                                                     | No                                                                               |
| Approved by majority of the Directors                                                                          | 24 June 2026                                                                     |
| Approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock | 07 August 2026                                                                   |
| Subject of Amendment                                                                                           | The Powers, Qualifications, Duties, Term, and Compensation of Directors/Trustees |

TO ARTICLE II THE BOARD OF DIRECTORS 1. QUALIFICATION AND ELECTION. The general management of the Corporation, shall be vested in a Board of NINE (9) Directors, at least two (2) of whom shall be independent directors, who are stockholders and who shall be

elected annually by the stockholders owning or representing the majority of the subscribed capital stock of the term of one (1) year and shall serve until the election and qualification of their successors. Any vacancy in the Board of Directors shall be filled by the remaining members of the Board constituting a quorum by a majority vote and the Director or Directors so chosen shall serve for the unexpired term. x x x 3. MEETINGS. The Board of Directors shall hold a meeting, for the organization, immediately after their election, of which no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings either quarterly, semi-annually or as the need arises to be determined by, or at the discretion of the Board of Directors at such particular hour or place as the Board may fix or through teleconferencing, video conferencing or other remote or electronic means of communication, in accordance with the relevant regulations of the Securities and Exchange Commission. Special meetings of the Board of Directors may be called by the President on two (2) day's notice to each Director, either personally or in writing, or on written request of two (2) Directors. x x x 7. NOMINATION AND ELECTION OF INDEPENDENT DIRECTORS A. Nomination of independent directors shall be conducted by the Corporate Governance Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees. x x x At least forty-five (45) days before the scheduled annual stockholders' meeting, the stockholders shall submit their nomination/s to the Corporate Secretary who in turn shall immediately forward the same to the Chairman of the Corporate Governance Committee for proper action.

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**FROM** ARTICLE II THE BOARD OF DIRECTORS 1. QUALIFICATION AND ELECTION. The general management of the Corporation, shall be vested in a Board of TEN (10) Directors, at least two (2) of whom shall be independent directors, who are stockholders and who shall be elected annually by the stockholders owning or representing the majority of the subscribed capital stock of the term of one (1) year and shall serve until the election and qualification of their successors. Any vacancy in the Board of Directors shall be filled by the remaining members of the Board constituting a quorum by a majority vote and the Director or Directors so chosen shall serve for the unexpired term. x x x 3. MEETINGS. The Board of Directors shall hold a meeting, for the organization, immediately after their election, of which no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings either quarterly, semi-annually or as the need arises to be determined by, or at the discretion of the Board of Directors at such particular hour or place as the Board may fix or through teleconferencing, video conferencing or other remote or electronic means of communication, in accordance with the relevant regulations of the Securities and Exchange Commission. Special meetings of the Board of Directors may be called by the President on one (1) day's notice to each Director, either personally or in writing, or on written request of two (2) Directors. x x x 7. NOMINATION AND ELECTION OF INDEPENDENT DIRECTORS A. Nomination of independent directors shall be conducted by the Nomination Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees. x x x At least forty-five (45) days before the scheduled annual stockholders' meeting, the stockholders shall submit their nomination/s to the Corporate Secretary who in turn shall immediately forward the same to the Chairman of the Nomination Committee for proper action.

|                                                                                                                       |                                                                                                    |
|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| <b>Corporate Name</b>                                                                                                 | CITYLAND DEVELOPMENT CORPORATION                                                                   |
| <b>Date of Approval by the Commission</b>                                                                             | 16 September 2026                                                                                  |
| <b>Delegated by at least 2/3 of the outstanding capital stock</b>                                                     | No                                                                                                 |
| <b>Approved by majority of the Directors</b>                                                                          | 24 June 2026                                                                                       |
| <b>Approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock</b> | 07 August 2026                                                                                     |
| <b>Subject of Amendment</b>                                                                                           | The Time, Place, and Manner of Calling and Conducting Special Meetings of the Stockholders/Members |

**TO** ARTICLE VII STOCKHOLDERS' MEETING Section 1. PLACE. All meetings of the stockholders shall be held at the principal office of the Corporation, unless written notices of such meetings should fix another place within Metro Manila. Upon the approval of the Board of Directors, the Corporation may conduct the annual or special meeting of the stockholders fully or partially through tele-conferencing, video conferencing or other remote or electronic means of communication, in accordance with the relevant regulations of the Securities and Exchange Commission. x x x Section 5. ANNUAL MEETING. The annual meeting of the stockholders shall be held every fourth Tuesday of June of each calendar year, when the Board of Directors shall be elected by plurality of votes by ballot system or viva voce. Written notice of the annual meeting of the Corporation shall be sent to each registered stockholders at least twenty-one (21) days prior to the date of such meeting. Waiver of such notice may only be made in writing. x x x Section 6. SPECIAL MEETING. Special meetings of the stockholders may be called by the President at his discretion, or on the demand of any number of stockholders who hold at least ten percent (10%) or more of the outstanding capital stock of the Corporation. A written notice stating the day and place of meeting and the general nature of the business to be transacted shall be sent to each stockholder at least twenty-one (21) days before the date of such special meeting; provided, that this requisite may be waived in writing by the stockholders.

**FROM** ARTICLE VII STOCKHOLDERS' MEETING Section 1. PLACE. All meetings of the stockholders shall be held at the principal office of the Corporation, unless written notices of such meetings should fix another place within Metro Manila. Upon the approval of the Board of Directors, the Corporation may conduct the annual meeting of the stockholders fully or partially through tele-conferencing, video conferencing or other remote or electronic means of communication, in accordance with the relevant regulations of the Securities and Exchange Commission. x x x Section 5. ANNUAL MEETING. The annual meeting of the stockholders shall be held every fourth Tuesday of June of each calendar year, when the Board of Directors shall be elected by plurality of votes by ballot system or viva voce. Written notice of the annual meeting of the Corporation shall be sent to each registered stockholders at least fifteen (15) days prior to the date of such meeting. Waiver of such notice may only be made in writing. x x x Section 6. SPECIAL MEETING. Special meetings of the stockholders may be called by the President at his discretion, or on the demand of stockholders holding the

majority of the subscribed capital stock of the Corporation. A written notice stating the day and place of meeting and the general nature of the business to be transacted shall be sent to each stockholder at least fifteen (15) days before the date of such special meeting; provided, that this requisite may be waived in writing by the stockholders.

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SEC Main Office  
The SEC Headquarters  
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

## electronic Official Receipt

### Transaction Details

|                           |                             |
|---------------------------|-----------------------------|
| <b>eOR Number</b>         | 20260911-PM-0152192-48      |
| <b>Transaction Number</b> | 625405996832                |
| <b>Payment Date</b>       | September 11, 2026 01:27 PM |
| <b>Payment Scheme</b>     | master-card                 |
| <b>Status</b>             | COMPLETED                   |
| <b>Payment Status</b>     | PAYMENT_SUCCESS             |

### Payment Assessment Details

|                      |                                                                              |
|----------------------|------------------------------------------------------------------------------|
| <b>PAF No.</b>       | 20260911-15993240                                                            |
| <b>PAF Date</b>      | 2026-09-11 13:20:42                                                          |
| <b>Payor Name</b>    | CITYLAND DEVELOPMENT CORPORATION                                             |
| <b>Payor Address</b> | 2/F CITYLAND CONDOMINIUM 10 TOWER 1, 156 H. V. DELA COSTA CITY OF MAKATI NCR |

| #     | Nature of Collection              | Account Code        | Amount   |
|-------|-----------------------------------|---------------------|----------|
| 1     | Amended Articles of Incorporation | 4020102000(606)     | 1,000.00 |
| 2     | Amended By Laws                   | 4020102000(606)     | 1,000.00 |
| 3     | Legal Research Fee (A0823)        | 2020105000(131)     | 20.00    |
| 4     | Documentary Stamp Tax             | 4010401000(4010401) | 60.00    |
| TOTAL |                                   |                     | 2,080.00 |

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.

**COVER SHEET**  
for Applications at  
SEC HEADQUARTERS - MAIN OFFICE

**Nature of Application**

AMENDMENT

**SEC Registration Number**

0 0 0 0 0 7 7 8 2 3

**Former Company Name**

C I T Y L A N D   D E V E L O P M E N T   C O R P O R A T I O  
N

**AMENDED TO:  
New Company Name**

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

2 / F   C I T Y L A N D   C O N D O M I N I U M   1 0   T O W  
E R I ,   1 5 6   H .   V .   D E L A   C O S T A   S T R E  
E T   C I T Y   O F   M A K A T I   N C R

**COMPANY INFORMATION**

**Company Email  
Address**

**Company's Telephone  
Number/s**

( ) 893-6060

**Mobile Number**

**CONTACT PERSON INFORMATION**

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

**Name of Contact  
Person**

VILLARIÑA, MARIELLE

**Email Address**

cityland.legal@gmail.com

**Telephone Number/s**

**Mobile Number**

09477494523

**Contact Person's Address**

CITY OF MAKATI, 3RD FLOOR, CITYLAND CONDOMINIUM 10 TOWER I, H.V. DELA COSTA, BEL-AIR (1209), FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR)

**To be accomplished by CRMD Personnel**

Assigned Processor

**Date**

**Signature**

Document ID

Received by Corporate Filing and Records Division (CFRD)

Forwarded To

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

**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**CITYLAND DEVELOPMENT CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

**FIRST:** That the name of the Corporation shall be -

**CITYLAND DEVELOPMENT CORPORATION**

**SECOND:** That the primary purpose for which the Corporation is formed is to acquire, develop, improve, subdivide, cultivate, lease, sublease, sell, exchange, barter and/or dispose of agricultural, industrial, commercial, and residential lands and other real properties, as well as to construct, improve, lease, sublease, sell and/or dispose of houses, building and other improvements thereon, and to manage and operate subdivisions and housing projects or otherwise engage in the financing and training of real estate.

And that the secondary purposes thereof are as follows:

1. To identify and locate suitable sites for development in accordance with sound environmental and aesthetic standards, trends in population movement, legally imposed constraints, and other similar considerations;
2. To design the general plan of development of real estate projects on the basis of market objectives, ecological considerations, functional requirements and other material factors necessary or convenient for carrying out any of the purposes of the Corporation;
3. To secure, utilize and dispose of, in any lawful manner, rights, powers, privileges, franchises and concessions from any governmental, state, municipal, or other authority;
4. To determine the financial components of land development projects and programs, and to plan manage the same in order to render such projects and programs bankable and induce optimum utilization of available or obtainable financial resources;
5. To cause the construction not only of the main structural unit of real estate development project but likewise provide the necessary support or peripheral facilities in accordance with sound architectural and engineering practices, advanced mass construction technology and modern land developments principles which take into account the preservation of natural scenery and historical sites, and anticipate the need for facilities for transportation, recreation, religious workshop, trade, industry, and other similar complementary facilities in the vicinity of residential, commercial and industrial centers and complexes;

6. To market and promote developed and undeveloped areas and the individual structural units composing the latter;
7. To purchase, develop, exploit, manufacture, process and sell any agricultural, forest and mineral lands and other natural resources;
8. To administer, manage, and care for the entire developed complexes and/or individual unit structures with the end in view of preserving their utility for the occupants thereof and the entire community and preventing the incidence of slums and other urban blights;
9. To buy, lease, and obtain other rights to sell, exchange, lease, encumber or otherwise dispose of or deal in lands, buildings, tenements, condominiums and other similar properties or in mortgages or other security interest involving real estate or in options to buy, or in leases or other rights to acquire, possess or use such properties, either for its own account or for the account of others;
10. To develop, subdivide and reclaim land areas suitable for residential, commercial or industrial uses and to construct dwelling units, office buildings, industrial plants, recreational halls, piers, wharves, docks, and other single unit or condominium type structures thereon;
11. To provide general management and specialized technical services to land-owners, land developers, contractors and other persons and entities involved in the real estate industry;
12. To furnish building care and management services and facilities;
13. To evaluate, gather, disseminate information on real estate development matters by collecting and processing statistics and other data relevant to the industry; initiating, sponsoring, financial or otherwise participating in seminars, conferences and other similar sessions; and conducting studies and researches on mass construction technology, structural design, urban renewal and development, town planning and other related subjects;
14. To act as principal, agent, commission merchant, broker, manager, factor, or consignee, to acquire by purchase or otherwise own, hold, lease, exchange, mortgage, sell or dispose of any real and personal property rights and privileges suitable or convenient for any of the corporate businesses; and to purchase and acquire or sell and dispose any other businesses of a character similar to those of the corporation;
15. To unite, merge, or cooperate, whether generally or for a limited period, or to a limited extent determinable, continuous or otherwise, with any corporation, company or persons already or hereafter to be established or to engage in objects similar or analogous to those of the Corporation or any lawful activity relative to the pursuit of the corporate businesses or any part thereof, and for such purpose, to make and enter into any contract, agreement or arrangement, for sharing profits or uniformity of interests or otherwise, and to acquire and hold shares of stock, certificates of indebtedness, mortgages, bonds or other securities or any undertaking issued by any individual, corporation or company already formed or hereafter to be formed;
16. To invest the funds of the Corporation under such terms and conditions as the Board of Directors may legally determine;
17. To acquire, purchase, hold, ledge, sell and/or dispose of the shares of stock, bonds, and evidence of indebtedness and other obligations of any domestic or foreign corporation, and to possess and exercise in respect to such equities and indebtedness thus acquired all the rights, powers, and privileges of individual owners or holders thereof;

18. To borrow and raise money from time to time and to secure the payment thereof by mortgage, pledge, deed or trust and to make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange and other credit instruments for the purchase of any property or any purposes permissible under the Corporation Law;
19. To enter into joint ventures and working arrangements with other entities and to make or carry into effect, either in whole or in part, such arrangements with any other companies, corporations, associations or persons to the extent permitted by law;
20. To do everything necessary, proper, suitable or convenient for the attainment of the corporate purposes and objects and the furtherance of the powers herein set forth and to do and perform every act and thing incidental thereto or connected therewith insofar as the law of the Philippines may permit;
21. To enter into management contract with another firm or entity; provided that the management contract to be entered into by the corporation shall be amended, modified, revised, reformed, revoked or terminated only by the unanimous vote of the entire members of the Board of Directors and shall be subject further to the ratification by the affirmative vote of the stockholders owning at least  $\frac{3}{4}$  of the entire subscribed capital stock;

**THIRD:** That the place where the principal office of the Corporation is to be established or located is at 2/F Cityland Condominium 10 Tower I, 156 H.V. Dela Costa Street, Makati City;

**FOURTH:** That the term for which the Corporation is to exist is fifty (50) years from and after the date of incorporation.

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

| Name                     | Citizenship | Residences |
|--------------------------|-------------|------------|
| ANSELMO A. TRINIDAD, SR. | Filipino    |            |
| MANUEL F. GARCIA         | Filipino    |            |
| CHUNG TIONG TAY          | Filipino    |            |
| DANIEL Y. CHIONG         | Filipino    |            |
| STEPHEN C. ROXAS         | Filipino    |            |

**SIXTH:** That the number of directors of the Corporation shall be **NINE (9)** and the names, citizenship and addresses of the directors of the Corporation who are to serve until their successors are duly elected and qualified as provided by the By-Laws are as follows:

| Name                     | Citizenship | Residences |
|--------------------------|-------------|------------|
| ANSELMO A. TRINIDAD, SR. | Filipino    |            |
| MANUEL F. GARCIA         | Filipino    |            |
| CHUNG TIONG TAY          | Filipino    |            |
| DANIEL Y. CHIONG         | Filipino    |            |
| STEPHEN C. ROXAS         | Filipino    |            |

*(As amended on June 24, 2026 by majority of the Board of Directors, and on August 7, 2026 by the stockholders representing at least 2/3 of the outstanding capital stock)*

**SEVENTH:** That the capital stock of said Corporation is SEVEN BILLION PESOS (P7,000,000,000.00), Philippine Currency, divided into SEVEN BILLION (7,000,000,000) shares with a par value of One Peso (P1.00) per share; and that no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than sixty percent (60%) of the capital stock then subscribed shall be allowed or permitted to be recorded on the proper books and this restriction shall also be indicated in all its stock certificates.

The stockholders shall have no pre-emptive right to subscribe to any issue or disposition of shares of any class and all the stockholders, their transferees and/or assignees take the shares subject to this condition.

**EIGHTH:** That the amount of said capital stock which has been actually subscribed is Two Million shares and the following persons have subscribed for the number of shares and the amount of capital stock set forth after their respective names:

| Name                     | No. of Shares<br>Subscribed | Amount of Capital Stock<br>Subscribed |
|--------------------------|-----------------------------|---------------------------------------|
| ANSELMO A. TRINIDAD, SR. | 400,000                     | P 4,000,000.00                        |
| MANUEL F. GARCIA         | 400,000                     | 4,000,000.00                          |
| CHUNG TIONG TAY          | 400,000                     | 4,000,000.00                          |
| DANIEL Y. CHIONG         | 400,000                     | 4,000,000.00                          |
| STEPHEN C. ROXAS         | 400,000                     | 4,000,000.00                          |
|                          | <u>2,000,000</u>            | <u>P 20,000,000.00</u>                |

**NINTH:** That the following have paid on the shares of capital stock for which they have subscribed the amounts set forth after their respective names:

| Name                     | Amount Paid on<br>Subscription |
|--------------------------|--------------------------------|
| ANSELMO A. TRINIDAD, SR. | P 1,000,000.00                 |
| MANUEL F. GARCIA         | 1,000,000.00                   |
| CHUNG TIONG TAY          | 1,000,000.00                   |
| DANIEL Y. CHIONG         | 1,000,000.00                   |
| STEPHEN C. ROXAS         | 1,000,000.00                   |
|                          | <u>P 5,000,000.00</u>          |

**TENTH:** That STEPHEN C. ROXAS has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer he has been authorized to receive for the Corporation and to receive in its name for all subscription paid by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on this 26<sup>th</sup> day of January, 1978 in the City of Manila, Philippines.

(SGD) ANSELMO A. TRINIDAD, SR.

(SGD) MANUEL F. GARCIA

(SGD) CHUNG TIONG TAY

(SGD) DANIEL Y. CHIONG

(SGD) STEPHEN C. ROXAS

SIGNED IN THE PRESENCE OF:

\_\_\_\_\_  
ILLEGIBLE

\_\_\_\_\_  
ILLEGIBLE

#### ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public, for and in the City of Manila, this 26<sup>th</sup> day of January 1978, personally appeared the following:

| Name                     | Comm. Tax Cert. No. | Place/Date of Issue |
|--------------------------|---------------------|---------------------|
| ANSELMO A. TRINIDAD, SR. | A-264575            | Manila/1-03-77      |
| MANUEL F. GARCIA         | A-0000090           | Manila/1-07-77      |
| CHUNG TIONG TAY          | A-1104744           | Pasay/1-03-77       |
| DANIEL Y. CHIONG         | A-537704            | Manila/1-11-77      |
| STEPHEN C. ROXAS         | A-537797            | Manila/1-13-77      |

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

WITNESS MY HAND AND SEAL on the date and place first above indicated.

Doc. No. 469;  
Page No. 101;  
Book No. II;  
Series of 1978.

(SGD) ESCOLASTICO U. CRUZ, JR.  
NOTARY PUBLIC  
Until December 31, 1978  
PTR No. 9767552-T  
Makati, July 1, 1977  
TAN No. 71149-612-W