



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

**COMPANY REG. NO. CS200703145**

**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**

**VISTA LAND & LIFESCAPES, INC.**  
**(Amending Article III thereof.)**

copy annexed, adopted on July 15, 2015 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on 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 Pasay City, Metro Manila, Philippines, this 29<sup>th</sup> day of December, Twenty Seventeen.

  
**FERDINAND B. SALES**

**Director**

**Company Registration and Monitoring Department**



# COVER SHEET

for Applications at  
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

Former Company Name

VISTA LAND LIFESCAPES, INC.

AMENDED TO:  
New Company Name

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

LOWER GROUND FLOOR, BUILDING B,

EVIA LIFESTYLE CENTER, VISTA

CITY, DAANGHARI, ALMANZA II

PINAS CITY

Company Email Address

COMPANY INFORMATION

Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

KAY ADOLFO

0999 886 4214

Contact Person's Address

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

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





**MARKETS AND SECURITIES REGULATION DEPARTMENT**

November 7, 2017

**VISTA LAND & LIFESCAPES, INC.**

Lower Ground Floor, Building B  
Evia Lifestyle Center, Vista City  
Daanghari, Almanza II  
1740 Las Piñas City

Attention: **ATTY. GEMMA M. SANTOS**  
Corporate Secretary

Subject : **REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:

This is in connection with your request for comment and/or recommendation relative to your company's application for approval of the Amended Articles of Incorporation to amend the **THIRD ARTICLE** of its Amended Articles of Incorporation to read as follows:

**"THIRD:** That the place where the principal office of the corporation is to be established at Lower Ground Floor, Building B, Evia Lifestyle Center, Vista City, Daanghari, Almanza II, Las Piñas City, Philippines  
X X X X".

We do not interpose any objection to your application provided that once the application has been approved, **Vista Land & Lifescapes, Inc.**, shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.

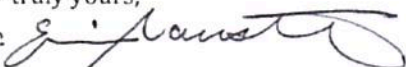
The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change occurred or became effective.

Our Department, nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,

For:



VICENTE GRACIANO P. FELIZMENIO, JR.  
Director

RECEIVED BY:

\_\_\_\_\_  
SIGNATURE OVER PRINTED NAME OF  
AUTHORIZED REPRESENTATIVE

\_\_\_\_\_  
COMPANY NAME/DATE RECEIVED

✉ Secretariat Building, PICC Complex, Roxas Boulevard, Pasay City | ☎ (+632) 584-0923 / (+632) 584-5554  
[www.sec.gov.ph](http://www.sec.gov.ph) | [inquiry@sec.gov.ph](mailto:inquiry@sec.gov.ph)



**Corporate Governance and Finance Department**

28 November 2017

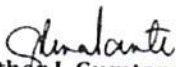
**GEMMA M. SANTOS**  
Corporate Secretary  
**VISTA LAND & LIFESCAPES, INC.**  
Lower Ground Flr., Bldg B  
Evia Lifestyle Center, Vista  
City, Daanghari, Almanza II,  
1750 Las Piñas City

**RE: COMMENTS ON VISTA LAND & LIFESCAPES, INC AMENDED ARTICLE OF INCORPORATION**

Dear Ms. Santos:

This refers to your request for comments on the company's Application for approval of its Amended Articles of Incorporation. The Department interposes no objection to the same.

This is without prejudice to any comments and/or findings of other relevant Departments of the Commission and to any future action of the Department against the corporation, if warranted, to ensure compliance with the provisions of the Securities Regulation Code, its implementing rules and regulation and other pertinent laws, as may be necessary and applicable under the circumstances.

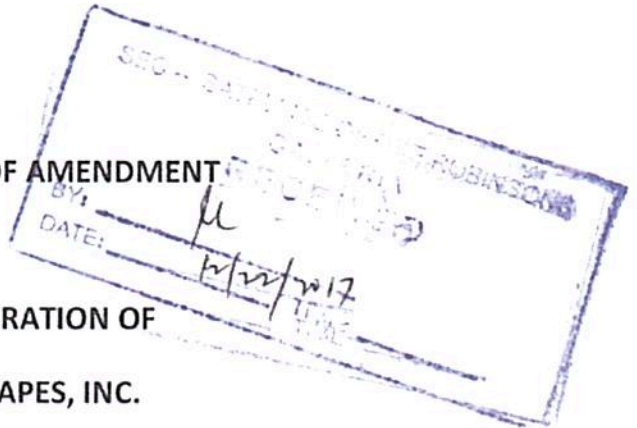
  
**Rachel Esther J. Gumtang-Remalante**  
Officer-in-charge

**DIRECTORS' CERTIFICATE OF AMENDMENT**

**OF THE**

**ARTICLES OF INCORPORATION OF**

**VISTA LAND & LIFESCAPES, INC.**





KNOW ALL MEN BY THESE PRESENTS:

The undersigned Corporate Secretary and majority of the members of the Board of Directors of **VISTA LAND & LIFESCAPES, INC.** (the "Corporation") do hereby certify that the accompanying copy of the Amended Articles of Incorporation embodying the underscored amendment to the THIRD Article thereof, to wit , that the place where the principal office of the corporation is to be established is at Lower Ground Floor, Building B, Evia Lifestyle Center, Vista City, Daanghari, Almanza II, Las Pinas City, Philippines, is true and correct and was approved by the affirmative vote of at least a majority of the members of the Board of Directors at their duly constituted meeting held on 15 July 2015 at the principal office of the Corporation, and ratified by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their special meeting held on at the principal place of business of the Corporation.



- SIGNATURE PAGE FOLLOWS -

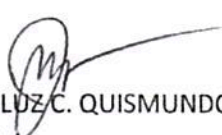
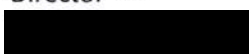
IN WITNESS WHEREOF, we have hereunto signed this Certificate of Amendment of the Articles of Incorporation this 10 NOV 2017 in \_\_\_\_\_.

QUEZON CITY



  
MANUEL B. VILLAR, JR.  
Chairman  




  
MANUEL PAOLO A. VILLAR  
President/ Director  

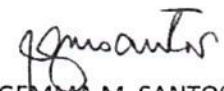


  
CYNTHIA J. JAVAREZ  
CFO/ Treasurer/ Director  


  
JERYLLE LUZ C. QUISMUNDO  
Director  


  
CAMILLE A. VILLAR  
Director  


  
RUBEN O. FRUTO  
Independent Director  


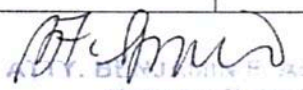
  
MARILOU O. ADEA  
Independent Director  


  
GEMMA M. SANTOS  
Corporate Secretary  


SUBSCRIBED AND SWORN to before me this 10 NOV 2017 affiants exhibiting to me the following:

Name	Government Issued I.D	Date & Place Issued
Manuel B. Villar Jr.		
Manuel Paolo A. Villar		
Cynthia J. Javarez		
Jerylle Luz C. Quismundo		
Camille A. Villar		
Ruben O. Fruto		
Marilou O. Adea		
Gemma M. Santos		

Doc No. 5:  
Page No. 99:  
Book No. 99:  
Series of 2017.

  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2017  
PTR. NO. 3806546 - 11167110 QUEZON CITY  
IBP NO. 1038379 - 11167110 QUEZON CITY  
ROLL NO. 10478  
ADM. MATTER NO. NP-016 (2017)  
ADD: NO 34 ASSETS ST. GEMMA M. SANTOS  
NOTARY PUBLIC



**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**VISTA LAND & LIFESCAPES, INC.**

**Know All Men These Presents:**

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

**THAT WE HEREBY CERTIFY:**

**FIRST:** The name of this corporation shall be:

**VISTA LAND & LIFESCAPES, INC.**

**SECOND:** A. That the primary purpose of this corporation is

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, exchange, develop or otherwise dispose of real or personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, associations, domestic or foreign, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned and to assume or undertake or guarantee or secure loans, whether as solidary obligor, surety, guarantor or in any other capacity either on its general credit or on the mortgage, pledge deed of trust, assignment and/or other security arrangement of any of its direct and indirect subsidiaries or investee companies, without engaging in the business of a financing company or lending investor.<sup>1</sup>

B. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

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<sup>1</sup> As amended on September 27, 2010



**THIRD:** That the place where the principal office of the corporation is to be established is at Lower Ground Floor, Building B, Evia Lifestyle Center, Vista City, Daanghari, Almanza II, Las Pinas City, Philippines<sup>2</sup>

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

**FIFTH:** That the names, nationalities, and residences of the incorporators are as follows:

Name	Nationality	Residence (Complete Address)
Marcelino C. Mendoza	Filipino	
Benjamarie Therese N. Serrano	Filipino	
Alma P. Villadolid	Filipino	
Maribeth C. Tolentino	Filipino	
Jerylle Luz C. Quismundo	Filipino	

**SIXTH:** That the numbers of directors of said corporation shall be seven (7) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:<sup>3</sup>

Name	Nationality	Residence (Complete Address)
Marcelino C. Mendoza	Filipino	
Benjamarie Therese N. Serrano	Filipino	
Alma P. Villadolid	Filipino	
Maribeth C. Tolentino	Filipino	
Jerylle Luz C. Quismundo	Filipino	

**SEVENTH:** That the authorized capital stock of the Corporation is Eighteen Billion Pesos (Php18,000,000,000.00) divided into Seventeen Billion Nine Hundred Million (17,900,000,000) common shares with a par value of One Peso (Php1.00) per share and Ten Billion (10,000,000,000) voting, non-cumulative, non-participating, non-convertible and non-redeemable preferred shares with a par value of One Centavo (Php0.01) per share. Preferred shares shall have preference over common shares in case of liquidation or dissolution of the Corporation. Holders of preferred shares

<sup>2</sup> As amended on July 15, 2015

<sup>3</sup> As approved by the Board of Directors and the Stockholders at their respective meetings held on March 16, 2007

shall have no preemptive right to subscribe to any issue or disposition of shares of any class of the Corporation.<sup>4</sup>

Preferred shares may be issued from time to time in one or more series of the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of preferred shares, to fix the number of shares to be included in each of such series, and to determine the dividend rate, which shall not be more than five percent (5%) per annum or the 1-year-PDST-R1 rate, whichever is lower, issue price and other terms and conditions for each such shares. Dividends shall be non-cumulative but no dividends shall be declared or paid on the common shares unless dividends on all preferred shares shall have been declared and paid by the Corporation. Preferred shares of each and any series shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the preferred shares. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each series of preferred shares shall be specified in such resolutions as may be adopted by the Board of Directors prior to the issuance of each of such series (the Enabling Resolutions) which resolution(s) shall thereupon be deemed a part of these Amended Articles of Incorporation.<sup>5</sup>

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of any class of the Corporation.<sup>6</sup>

**EIGHT:** That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Marcelino C. Mendoza	Filipino	200,000	Php 200,000.00	Php 200,000.00
Benjaminie Therese N. Serrano	Filipino	200,000	200,000.00	200,000.00
Alma P. Villadolid	Filipino	200,000	200,000.00	200,000.00
Maribeth C. Tolentino	Filipino	200,000	200,000.00	200,000.00
Jerylle Luz C. Quismundo	Filipino	200,000	200,000.00	200,000.00
<b>TOTAL</b>		<b>1,000,000</b>	<b>Php 1,000,000.00</b>	<b>Php 1,000,000.00</b>

**NINTH:** No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in the stock certificates issued by the corporation.

<sup>4</sup> As Amended and approved by the Board of Directors during its meeting held on October 5, 2012, and by the written assent of the stockholders secured on November 12, 2012; and as further amended and approved by the Board of Directors during its meeting held on July 15, 2015 and by the stockholders on August 28, 2015.

<sup>5</sup> As amended on September 27, 2010, and further amended and approved by the Board of Directors during its meeting held on October 5, 2012 and by the written assent of stockholders secured on November 12, 2012)

<sup>6</sup> As amended on June 15, 2012

**TENTH:** That ALMA P. VILLADOLID has been elected by the subscribers as treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer, she has been authorized to receive for and in the name for the benefit of the corporation, all subscription paid by the subscribers.

**ELEVENTH:** That the corporation manifests its willingness to change its corporate name in the event another person, firm, or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have set our hands this 23rd day of February 2007 at Quezon City.

(Sgd.)  
BENJAMARIE THERESE N. SERRANO



(Sgd.)  
MARCELINO C. MENDOZA



(Sgd.)  
ALMA P. VILLADOLID



(Sgd.)  
MARIBETH C. TOLENTINO



(Sgd.)  
JERYLLE LUZ C. QUISMUNDO





## ACKNOWLEDGMENT

Republic of the Philippines)  
Quezon City, Metro Manila) S.S.

BEFORE ME, a Notary Public in and for Quezon City, M.M., Philippines, this 23rd February 2007, personally appeared:

Name	Community Tax Certificate No.	Date & Place Issued
Marcelino C. Mendoza	14871232	02/28/06 - Las Pinas City
Benjamarie Therese N. Serrano	14871217	02/24/06 - Las Pinas City
Alma P. Villadolid	14140707	01/25/07 - Las Pinas City
Maribeth C. Tolentino	01051713	07/27/06 - Las Pinas City
Jerylle Luz C. Quismundo	00560202	04/17/06 - Las Pinas City

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledge to me that the same is their free and voluntary act and deed.

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

JOEL G. GARDOLA  
Notary Public  
Until December 31, 2007  
PTR No. 7071217, 01/02/2007 Q.C.

Doc. No.: 292;  
Page No. 59;  
Book No. 38;  
Series of 2007

REPUBLIC OF THE PHILIPPINES )  
\_\_\_\_\_ ) S.S.

## SECRETARY'S CERTIFICATE

### KNOW ALL MEN BY THESE PRESENTS:

I, **GEMMA M. SANTOS**, of legal age, Filipino, with office address at Upper Ground Floor, Worldwide Corporate Center, EDSA cor. Shaw Blvd, Mandaluyong City, after having been sworn to in accordance with law hereby depose and say:

1. I am the duly elected Corporate Secretary of **VISTA LAND & LIFESCAPES, INC.** (the Corporation), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office address Lower Ground Floor, Building B, Evia Lifestyle Center, Vista City, Daanghari, Almanza II, Las Pinas City, Philippines (As amended on June 15, 2017).
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate/inter-corporate dispute and/or intra-corporate/inter-corporate 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.

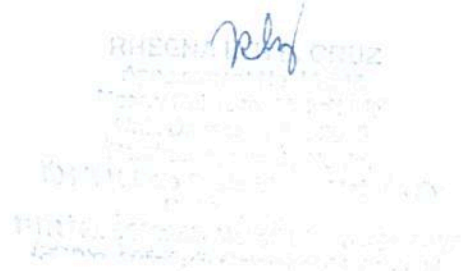
18 DEC 2017

Makuh City, \_\_\_\_\_ day of \_\_\_\_\_, 2017

  
**GEMMA M. SANTOS**  
Corporate Secretary

Makuh **SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of \_\_\_\_\_, in \_\_\_\_\_ Philippines, affiant exhibiting to me her Tax Identification Number [REDACTED]

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Page No. : 94  
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Series of 2017.

  
RHEGNA CRUZ  
Notary Public  
Makuh City