



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

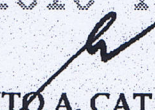
**[ Amending Articles VI and VII thereof ]**

copy annexed, adopted on March 16, 2007 by a majority vote of the Board of Directors and on by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock and certified under oath by the 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, pre-need plan issuer, general agent in pre-need plans 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 hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 3rd day of May, Two Thousand Seven.

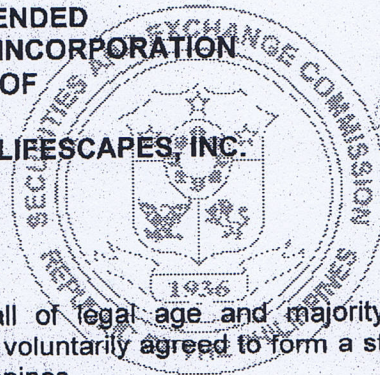
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**BENITO A. CATARAN**  
Director

www.sec.gov.ph Company Registration and Monitoring Department Vista Land



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



**Know All Men By 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.

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.

**THIRD:** That the place where the principal office of the corporation is to be established is at Las Piñas Business Center, National Road, Talon, Las Piñas City, Philippines.

**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:

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Name	Nationality	Residence (Complete Address)
Marcelino C. Mendoza	Filipino	BF Resort Village, Talon, Las Piñas City
Benjamin Therese N. Serrano	Filipino	La Marea, San Pedro



Alma P. Villadolid	Filipino	Laguna BF International, Las Piñas City
Maribeth C. Tolentino	Filipino	Camella Townhomes Classic, Las Piñas City
Jerylle Luz C. Quismundo	Filipino	Doña Juana Subdivision, Pasig City

**SIXTH:** That the number 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 [As approved by the Board of Directors and the Stockholders at their respective meetings held on 16 March 2007]:

Name	Nationality	Residence (Complete Address)
Marcelino C. Mendoza	Filipino	BF Resort Village, Talon, Las Piñas City
Benjamarie Therese N. Serrano	Filipino	La Marea, San Pedro, Laguna
Alma P. Villadolid	Filipino	BF International, Las Piñas City
Maribeth C. Tolentino	Filipino	Camella Townhomes Classic, Las Piñas City
Jerylle Luz C. Quismundo	Filipino	Doña Juana Subdivision, Pasig City

**SEVENTH:** That the authorized capital stock of the Corporation is Twelve Billion Pesos (Php12,000,000,000.00) in lawful money of the Philippines, divided into Twelve Billion (12,000,000,000) shares with the par value of One Peso (Php1.00) per share.

The stockholders of the Corporation shall have no preemptive right to subscribe to any issue or disposition of shares of any class of the Corporation. [As approved by the Board of Directors and the Stockholders at their respective meetings held on 16 March 2007]

**EIGHTH:** 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	Php200,000.00	Php200,000.00
Benjamarie 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
TOTAL		1,000,000	Php1,000,000.00	Php1,000,000.00
		=====	=====	=====

**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 stocks certificates issued by the corporation.

**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 in the name or one deceptively or confusing similar to it.

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

(Sgd.)  
BENJAMARIE THERESE N. SERRANO  
T.I.N. 119-618-951

(Sgd.)  
MARCELINO C. MENDOZA  
T.I.N. 119-618-539

(Sgd.)  
ALMA P. VILLADOLID  
T.I.N. 119-618-554

(Sgd.)  
MARIBETH C. TOLENTINO  
T.I.N. 123-236-077

(Sgd.)  
JERYLLE LUZ C. QUISMUNDO  
T.I.N. 119-618-731

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# 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 23  
February 2007, personally appeared:

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

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.

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. GORDOLA  
Notary Public  
Until December 31, 2007  
PTR No. 7071217, 1/02/2007, Q.C.

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

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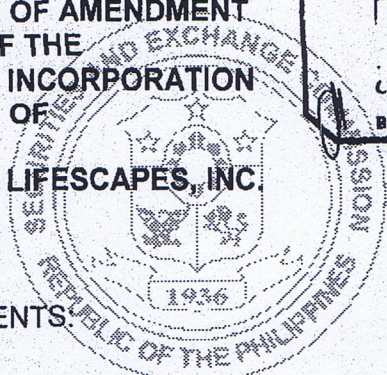
www.sec.gov.ph

User Name: vista\_land



**CERTIFICATE OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF**

**VISTA LAND & LIFESCAPES, INC.**



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, a majority of the members of the Board of Directors and the Corporate Secretary of **VISTA LAND & LIFESCAPES, INC.** (the "Corporation"), do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to Article SIXTH, increasing the number of directors from Five (5) to Seven (7), and to Article SEVENTH, increasing the authorized capital stock from Four Million Pesos (P4,000,000.00) to Twelve Billion Pesos (P12,000,000,000.00) and denying preemptive right to the stockholders of the Corporation, 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 meeting held on 16 March 2007, and 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 meeting held on the same date at the principal office of the Corporation.

IN WITNESS WHEREOF, we have hereunto signed this Certificate of Amendment of the Articles of Incorporation this 16 day of APR, 2007 in Makati City, Philippines.

  
**MARCELINO C. MENDOZA**

T.I.N. 119-618-539

Chairman

  
**BENJAMARIE THERESE B. SERRANO**

T.I.N. 119-618-951

Director

  
**MARIBETH C. TOLENTINO**

T.I.N. 123-236-077

Director

  
**MANUEL PAOLO A. VILLAR**

T.I.N. 218-221-293

Director

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**MARK A. VILLAR**

T.I.N. 207-243-463

Director

  
**GEMMA M. SANTOS**

T.I.N. 114-272-159

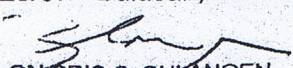
Corporate Secretary



SUBSCRIBED AND SWORN to before me this 12 day of APR, 2007,  
affiants exhibiting to me the following:

Name	Community Tax Certificate No.	Date & Place Issued
Marcelino C. Mendoza	14874232	12/28/06 - Las Piñas City
Benjaminarie Therese N. Serrano	14871217	02/24/06 - Las Piñas City
Maribeth C. Tolentino	14147033	01/26/07 - Las Piñas City
Manuel Paolo A. Villar	14129363	01/17/07 - Las Piñas City
Mark A. Villar	14129362	01/17/07 - Las Piñas City
Gemma M. Santos	09543895	02/20/07 - Bulacan, Bulacan

Doc. No. 106;  
Book No. 25;  
Page No. III;  
Series of 2007.

  
ELON CRIS C. CUI ANGEN  
Appointment No. M-481  
Notary Public for Makati City  
Until December 31, 2007  
18<sup>th</sup> 19<sup>th</sup> & 17<sup>th</sup> Floor, Liberty Center  
104 H.V. dela Costa Street  
Santa Vito Village, Makati City  
Roll of Attorneys No. 52281  
PTR 271715/Makati City/01-05-2007  
IBP 698311/Abra/01-04-2007

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