



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SDC Bldg., Purok 13,
Maa Road, Brgy. Maa,
Davao City



COMPANY REG. NO.: 0000003571

**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

DAMOSIA LAND INC.

(Increase / Decrease in the number of the Board and Secondary Purpose)

copy annexed, adopted on March 28, 2025 by majority vote of the Board of Directors and 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 was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 SDC Bldg., Purok 13, Maa Road, Brgy. Maa, Davao City, this 15th day of September, Two Thousand Twenty-Five.

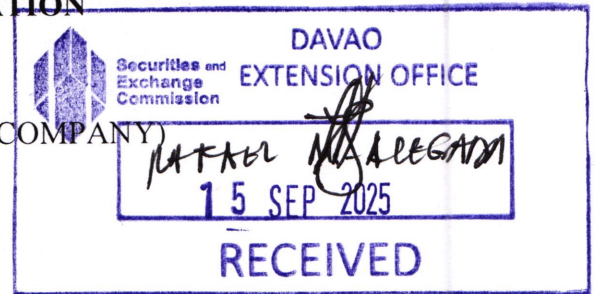


KATRINA JAMILLA B. PONCO-ESTARES

Director

Davao Extension Office

A M E N D E D
ARTICLES OF INCORPORATION
OF
DAMOSIA LAND, INC.
(Formerly DAVAO MOTOR SALES COMPANY)



KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are residents of the Philippines, on this date have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

I

That the name of our Corporation shall be "DAMOSIA LAND, INC."

II

That the purposes for which the said corporation is formed are as follows:

Primary Purpose

To acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease and hold for investment or otherwise, real estate of all kinds, whether improve, manage or otherwise dispose of buildings, houses, apartments and other structures of whatever kind, together with their appurtenances.

Secondary Purposes

1. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

2. To provide services and operate other facilities necessary to carry out the purposes of the corporation such as but not limited to operation of resort villages, farm tourism sites, hotels, inns, restaurants, refreshment parlors, cafes, taverns, theaters and pavilion halls for the accommodation of assemblies and lectures, business offices and other facilities as maybe reasonably necessary for the due and proper conduct of the business of the corporation;

3. To establish, administer, and manage a rental pool program for unit owners, including but not limited to the promotion, leasing, booking, and operation of condominium units as short-term or long-term accommodations; to facilitate the collection and distribution of rental revenues among participating owners in accordance with rental pool agreements; to oversee housekeeping, maintenance, and guest services; and to engage in any other lawful activities necessary or incidental to the efficient operation of a condotel rental management program, in compliance with applicable laws and regulations; (As amended on March 28, 2025)

4. To establish and operate one or more branch offices or agencies and to carry on any of all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

5. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

Removed (*As amended on March 28, 2025*)

III

That the principal office of the Corporation shall be located at Unit 1501, Damosa Diamond Tower, Damosa IT Park, JP Laurel Ave., Brgy. Angliongto, Davao City, Philippines. (*As amended on June 22, 2022*)

IV

That the term of existence of this corporation is hereby extended for another twenty five (25) years from the expiry date on April 14, 1998.

V

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Antonio O. Floirendo	Filipino	1040 F. Ma. Guerrero, Manila
Nenita R. Floirendo	Filipino	1040 F. Ma. Guerrero, Manila
Licerio O. Floirendo	Filipino	1235 V. Concepcion, Manila
Pedro M. del Rosario	Filipino	Davao City
Jesus C. Ortega	Filipino	Davao City

VI

That the number of directors of said corporation shall be **Nine (9)**, and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified, as provided by the by-laws, are as follows: (*As amended on March 28, 2025*)

<u>Name</u>	<u>Residence</u>
Antonio O. Floirendo	1040 F. Ma. Guerrero, Manila
Nenita R. Floirendo	1040 F. Ma. Guerrero, Manila
Licerio O. Floirendo	1235 V. Concepcion, Manila
Pedro M. del Rosario	Davao City
Jesus C. Ortega	Davao City

VII

That the authorized capital stock of the corporation is **TWO BILLION FOUR HUNDRED FIFTY MILLION (₱ 2,450,000,000.00)** pesos in lawful money of the Philippines, consisting of:

- (i) **SEVEN MILLION FIVE HUNDRED THOUSAND (7,500,000)** Common shares with a par value of ONE HUNDRED (₱ 100.00) pesos per share which may be issued/transferred only to Philippine nationals, and
- (ii) **ONE MILLION SEVEN HUNDRED THOUSAND (1,700,000)** Preferred shares with a par value of ONE THOUSAND (₱ 1,000.00) pesos per share which may be freely issued/transferred to Philippine or non-Philippine nationals, respectively. Such Preferred shares shall have a fixed preferential dividend rate of 3% per annum on the issued price, redeemable, non-cumulative and participating. *(As amended on March 22, 2024)*

VIII

That the amount of said capital stock which has been actually subscribed is TWO HUNDRED THOUSAND PESOS (₱ 200,000.00), and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Antonio O. Floirendo	Manila	1,930	₱ 193,000.00
Nenita R. Floirendo	Manila	50	5,000.00
Licerio O. Floirendo	Manila	10	1,000.00
Pedro M. del Rosario	Davao City	5	500.00
Jesus C. Ortega	Davao City	5	500.00
	TOTAL	<u>2,000</u>	<u>₱ 200,000.00</u>

IX

That the following persons have paid on the shares of Capital Stock for which they have subscribed, the amount set out opposite of their respective names:

<u>Name</u>	<u>Residence</u>	<u>Amount paid on subscription</u>
Antonio O. Floirendo	Manila	₱ 48,250.00
Nenita R. Floirendo	Manila	1,250.00
Licerio O. Floirendo	Manila	250.00
Pedro M. del Rosario	Davao City	125.00
Jesus C. Ortega	Davao City	125.00
	TOTAL	<u>₱ 50,000.00</u>

X

That Antonio O. Floirendo 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 receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 12th day of April, 1948, in the City of Manila, Philippines.

(SGD) ANTONIO O. FLOIRENDO

(SGD) NENITA R. FLOIRENDO
(Wife of Antonio O. Floirendo)

(SGD) LICERIO O. FLOIRENDO

(SGD) PEDRO M. DEL ROSARIO

(SGD) JESUS C. ORTEGA

SIGNED IN THE PRESENCE OF:

(SGD) ILLEGIBLE

(SGD) ILLEGIBLE

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
C I T Y O F M A N I L A) S.S.

Before me, the undersigned a notary public in and for the City of Manila, personally appeared the following with their respective residence certificates:

<u>Names</u>	<u>Residence Tax Certificates</u>
Antonio O. Floirendo	No. A-11738 issued on January 17, 1948 Manila
Nenita R. Floirendo	No. A-147492 issued on February 14, 1948 Manila
Licerio O. Floirendo	No. A-147250 issued on February 10, 1948 Manila
Pedro M. del Rosario	No. A-437484 issued on January 15, 1948 Davao City
Jesus C. Ortega	No. A-437483 issued on January 12, 1948 Davao City

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

This instrument is composed of four pages including this one signed by the parties and their instrumental witnesses. It refers to the Articles of Incorporation of DAVAO MOTOR SALES COMPANY. All pages bear the impression of my notarial seal.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this 12th day of April 1948.

(SGD) M. A. CARBONELL
Notary Public
My commission expires Dec. 31, 1948

Doc. No. 174; Page No. 95; Book No. VIII; Series of 1948

REPUBLIC OF THE PHILIPPINES)
C I T Y O F M A N I L A) S.S.

Antonio O. Floirendo, being duly sworn, deposes and says:

That on the 12th day of April, 1948, he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation, to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock. That TWO HUNDRED THOUSAND PESOS (₱ 200,000.00) have been actually subscribed, and that FIFTY THOUSAND PESOS (₱ 50,000.00) have been actually paid to him in actual cash for the benefit and to the credit of the corporation and that at least twenty percent of the entire capital stock has been subscribed and that at least twenty five percent of the subscription has been actually paid to him for the benefit and to the credit of the corporation. That no expenses has been incurred nor salary or commission has been paid in securing the above mentioned subscriptions.

(SGD) ANTONIO O. FLOIRENDO

Subscribed and sworn to before me at Manila, Philippines, this 12th day of April, 1948, the affiant exhibiting to me his Residence Certificate No. A-11738 issued in Manila, Philippines, on January 17, 1948.

(SGD) M. A. CARBONELL

Notary Public

My commission expires Dec. 31, 1948

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