



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 BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of the

DAMOSA LAND INC.

copy annexed, adopted on March 28, 2025 by majority vote of the Board of Directors and by the vote of at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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

AMENDED BY-LAWS
OF
DAMOSIA LAND, INC.
(Formerly DAVAO MOTOR SALES COMPANY)

ARTICLE I

STOCK



1. Certificates of Stock shall be issued to each holder of fully paid stock in numerical order from the stock certificate book, and shall be signed by the President and by the Secretary and sealed by the Secretary with the corporate seal. A record of each certificate issued shall be kept on the stub thereof and upon the stock register of the company.

2. Transfers of Stock shall be made by endorsement of the certificate and delivery thereof, but shall not be effective and binding so far as the company is concerned until duly registered upon the books of the company, and before a new certificate is issued the old certificate must be entered for cancellation and cancelled upon the face thereof. The stock books of the company shall be closed for transfers during five days next preceding general elections and during five days next preceding the date upon which dividends are declared payable and during each additional time as the Board of Directors may from time to time determine.

3. The Unissued Stock of the Company shall be offered for sale and sold in such quantities and at such times as the Board of Directors of the Company may from time to time determine, and shall be sold upon such terms and for such prices (not less than par) as may be fixed in the resolution directing such sales. In all sales of the unused stock the number of the shares directed to be sold shall be placed, for the period of not less than five nor more than ten days as provided by the Directors, at the exclusive option of the then existing shareholders of the company in due proportion to their existing holdings, and thereafter for the period of three days any surplus of said issue remaining unsubscribed by the shareholders in said proportion shall be and remain at the exclusive option of the shareholders who are desirous of acquiring more than their proportionate shares. And thereafter any remaining surplus of said issue unsubscribed by the shareholders shall be offered for sale to the general public.

4. Treasury Stock of the company shall consist of such issued and outstanding stock of the company as may be donated to the company or otherwise acquired by it, and shall be held subject to disposal by the Board of Directors except in those cases otherwise provided by law. Such stock shall neither nor participates in dividends while held by the Company.

5. Lost Certificates may be replaced whenever any person claiming a certificate of stock to be lost or destroyed shall make an affidavit to that fact and shall advertise the same in such manner as the Board of Directors may require, and shall give the company a bond of indemnity in the form and with the sureties satisfactory to the Board in such sum as the Board shall deem reasonably necessary. The new certificate shall be plainly marked as a duplicate certificate and shall otherwise be of the same tenor as the one alleged to be lost or destroyed.

ARTICLE II

STOCKHOLDERS' MEETINGS

1. The Annual Meetings of the stockholders of this company shall be held in the principal office of the company at Davao City on the first Tuesday in February of each year at the hour of 4:00 o'clock P.M.

2. Special Meetings of the stockholders may be called at the principal office of the company at any time by resolution of the Board of Directors or by order of the Chairman and must be called upon written request of stockholders registered as owners of one third of the total outstanding stock.

3. Notice of Meetings written or printed for every regular or special meeting of the stockholders shall be prepared and mailed to the registered post office address of each stockholder not less than five days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat, and no failure or irregularity of notice of any special meeting at which all of the shareholders are present and voting without protest shall invalidate such meeting or any proceeding thereat. No publication of notice of meeting in the public newspapers shall be required.

4. A Quorum at any meeting of the stockholders shall consist of a majority of the voting stock of the company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters in which the laws of the Philippines require the affirmative vote of a greater proportion.

5. Proxies - Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by a proxy duly given in writing duly presented to the Secretary for inspection and record at or prior to the opening of said meeting. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting.

6. Election of Directors shall be held at the annual meeting of the stockholders and shall be conducted in the manner provided by corporation law of the Philippines, and with such formalities and machinery as the officer presiding shall then and there determine and provide.

7. Order of Business at the annual meeting and as far as possible at all other meetings of the stockholders, shall be as follows:

1. Calling the roll
2. Secretary's proof of due notice of the meeting
3. Reading and disposal of any unapproved minutes
4. Reports of officers, annual and otherwise
5. Election of Directors
6. Unfinished business
7. New business
8. Adjournment

ARTICLE III

DIRECTORS

1. The Business and Property of the company shall be managed by a Board of nine (9) Directors who shall be stockholders and shall be elected annually by the stockholders for the term of one (1) year and shall serve until the election and acceptance of their duly qualified successors. Such directors shall have qualifications and none of the disqualifications provided in the Revised Corporation Code, Securities Regulation Code, Manual on Corporate Governance, and other relevant laws and regulations. Any vacancies may be filled by the remaining members of the Board by a majority vote and the Director or Directors so chosen shall serve for the unexpired term. *(As amended March 28, 2025.)*

As a Corporation vested with public interest, the Corporation shall comply with the requirements of the composition of the Board of Directors including as members thereof Independent Directors, as may be required by law and with the legally prescribed procedures for their nomination and election. Independent Directors must meet all the qualifications as defined by applicable laws and regulations. *(As amended March 28, 2025.)*

2. The Regular Meetings of the Board of Directors shall be held at the principal office of the company or at such other place as a majority of the Directors may designate from time to time, on the first Tuesday of each month at 4:00 o'clock P.M., if said day be not a legal holiday, but if a legal holiday, then on the next business day following.

3. Special Meetings of the Board of Directors to be held in the principal office of the company or such other place as may be designated in the call, may be called by the Chairman at any time, or may be called by any three members of the Board, or such special meetings may be held at any time and place without notice by unanimous written consent of all of the members of the Board who are then present within the Philippines, or with the presence and participation of all members of the Board who are then present in the Philippines.

4. Notices of both regular and special meetings shall be mailed by the Secretary to each member of the Board not less than one day before any such meeting, and notices of special meetings shall state the object and purpose thereof. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat. No publication of the notice of any meeting in the public newspapers shall be required.

5. Quorum – A quorum at any meeting of the Directors shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting, save and except such matters in which the law of the Philippines may require the affirmative vote of a greater proportion of the members.

6. Officers of the Company, as provided by the by-laws, shall be elected by the Board of Directors at their first meeting after the election of Directors. If any office becomes vacant during the year, the Board of Directors shall fill the same for the unexpired term. The Board of Directors shall fix the compensation of the officers and agents of the company.

7. The Order of Business at any regular or special meeting of the Board of Directors shall be:

1. Calling the roll
2. Secretary's proof of due notice of meeting
3. Reading and disposal of unapproved minutes
4. Reports of officers
5. Unfinished business
6. New business
7. Adjournment

ARTICLE IV

COMMITTEES

1. The Board of Directors may, by resolution of resolution passed by majority of the whole board, designate one or more committees which shall have and may exercise any of the powers of the Board of Directors in the management of the business and affairs of the Company, subject to the provision of Section 34 of the Revised Corporation Code. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required. The Board of Directors shall have the power to change the members of any such committee at any time, to fill vacancies and to discharge any such committee either with or without cause. (As amended on March 28, 2025)

ARTICLE V

OFFICERS

1. The Officers of the Company shall be a Chairman of the Board, a Vice Chairman, a President, a Vice President, a Secretary, a Treasurer, and a General Manager and such other officers as the Board of Directors from time to time shall create and elect. These officers shall be elected to hold office until their successors are elected and qualified.

Any two or more offices may be united in one person by resolution of the Board of Directors except the office of a Chairman, Vice Chairman or President and Secretary or Treasurer.

The Treasurer shall be ex-officio Assistant Secretary and the Secretary shall be ex-officio an Assistant Treasurer or the same person may hold offices and perform the duties of both Secretary and Treasurer.

2. The Chairman of the Board shall preside at all meetings of the Board of Directors and stockholders. He shall perform such other duties as the Board of Directors shall designate from time to time.

3. The Vice Chairman shall exercise all of the functions and perform all of the duties of the Chairman of the Board in the absence or disability, for any cause, of the Chairman of the Board.

4. The President shall have general supervision of the affairs of the company; shall sign and countersign all certificates, and, as authorized by the Board of Directors, all contracts and other instruments of the company; shall make reports to the Directors and stockholders; shall see the resolutions of the Board of Directors duly executed and carried out, and shall perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

5. The Vice President shall exercise all of the functions and perform all of the duties of the President in the absence or disability for any cause, of the President.

6. The Secretary shall issue notices of all meetings, shall keep their minutes, shall have the charge of the seal and the corporate books; shall sign with the President the certificates of stock and such other instruments as require such signature, and shall make such reports and perform such duties as are incident to his office or are properly required of him by the Board of Directors.

7. The Treasurer shall have the custody of all moneys, securities and values of the company which come into his possession and shall keep regular books of the account. He shall deposit said moneys, securities and values of the company in the name and to the credit of the company in such depositories as may be designated from time to time by the Board of Directors or President; he shall disburse funds of the company as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board and at such other times as may be required, an account of all his financial transactions as Treasurer and of the financial condition of the company, and at the regular meeting of the Board in January of each year, a like report for the preceding year. He shall perform all other duties incident to his office and all that are properly required of him by the Board of Directors. He shall furnish bond conditioned upon the faithful performance of his duties, if and as required to do so by the Board of Directors, the amount of said bond to be determined and fixed by said Board in such requirement.

8. The General Manager shall have such authority and exercise such powers as may from time to time be conferred upon him by the Board of Directors.

ARTICLE VI

DIVIDENDS AND FINANCE

1. The Fiscal Year of the company shall commence with the opening of business, on the first day of January of calendar year, and shall close on the 31st day of December of the same year.

2. Dividends shall be declared only from the surplus profit and shall be payable at such time and in such amounts as the Board of Directors shall determine, and shall be payable in cash or in shares of the unissued stock, or both, as said Board of Directors shall determine. No dividend shall be declared that will impair the capital of the company.

3. Auditors shall be designated by the Board of Directors prior to the close of business in each fiscal year, who shall audit and examine the books of account of the

company, and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No Director nor officer of the company, and no firm or corporation of which such officer or Director is a member, shall be eligible to discharge the duties of Auditor. The compensation of the Auditor shall be fixed by the Board of Directors.

4. Inspection of Accounts by any member of the Board of Directors in person may be made at any end and all times during business hours of the company when not incompatible with the needs and requirements of the business, and such inspection may embrace all books, records and vouchers of the company.

5. Inspection of the books, accounts and records of the company by the stockholders shall be on such reasonable time during business hours.

ARTICLE VII

SEAL

The corporate seal of the company shall consist of two concentric rings, between which shall be inscribed the name of the corporation and in the center the word "Incorporated" followed immediately below by the figures "1948".

ARTICLE VIII

ARBITRATION OF INTRACORPORATE DISPUTES

1. Agreement to Arbitrate - All disputes, controversies, or claims between the Corporation and its stockholders arising out of or relating to the implementation of this Corporation's articles of incorporation or by-laws, or from intra-corporate relations, except those involving criminal offenses and interests of third parties shall be referred to and finally settled exclusively by arbitration in accordance with the Rules of the Philippine Dispute Resolution Center, Inc. ("PDRCI") in force at the time of the commencement of the arbitration.

2. Number of Arbitrators - There shall be one (1) arbitrator to be appointed by the designated independent third party.

3. Designated Independent Third Party - The Philippine Dispute Resolution Center, Inc. ("PDRCI") is hereby designated as the independent third party responsible for appointing the arbitrator.

4. Procedure and Period for Appointment - The parties shall submit a written request to the designated appointing authority within thirty (30) calendar days from the occurrence of the dispute. The appointing authority shall appoint the arbitrator/s within fifteen (15) calendar days from receipt of the request.

Should the appointing authority fail to appoint the arbitrator within thirty (30) days from receipt of the written request invoking arbitration, any of the parties to the arbitration may request the Commission to appoint the arbitrator. In any case, arbitrators must be (a) accredited by the Office for Alternative Dispute Resolution (OADR) or the Commission or (b) accredited by organizations accredited by the OADR or the Commission for the purpose of arbitration.

5. Seat and Language of Arbitration - The seat of the Arbitration shall be in Davao City, Philippines. The Arbitration shall be conducted in the English language and a record of all proceedings in the Arbitration shall be made in English.

6. Binding Effect - This arbitration agreement shall be binding upon the Corporation, its directors, trustees, officers, executives, managers, stockholders, and members, notwithstanding that they may not have been signatories to this By-Laws. (As amended on March 28, 2025)

ARTICLE IX

AMENDMENTS

1. These by-laws may be amended, repealed or altered in whole or in part by a majority vote of the entire outstanding stock of the company at any regular meeting of the shareholders, or at any special meeting where such action has been announced in the call and notice of such meeting.

2. The Board of Directors may adopt additional rules and regulations in harmony with the foregoing by-laws and their amendments and may be delegated the power to alter, modify or repeal thereof in the manner provided in the corporation laws of the Philippines.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned stockholders do hereby certify that the above and foregoing by-laws were duly approved and unanimously adopted as the By-Laws of the said corporation at a regular meeting of the stockholders held in Davao City at its principal office on the 19th day of April, 1948, and that the same do now constitutes the by-laws of the said corporation.

<u>Name of Stockholders</u>	<u>Number of Shares</u>
Antonio O. Floirendo	1,930
Nenita R. Floirendo	50
Licerio O. Floirendo	10
Pedro M. del Rosario	5
Jesus C. Ortega	<u>5</u>
Total	<u>2,000</u>

And, we, the undersigned all members of the Board of Directors hereby certify that the foregoing is a true and correct copy of the By-Laws of the company, and that the same were unanimously approved and adopted as the By-Laws of the corporation at a regular meeting of the stockholders held in the main office of the company in Davao City on the 19th day of April, 1948.

(SGD) ANTONIO O. FLOIRENDO

ATTEST: (SGD) ANTONIO O. FLOIRENDO
Chairman

(SGD) NENITA R. FLOIRENDO

(SGD) LICERIO O. FLOIRENDO
Secretary

(SGD) LICERIO O. FLOIRENDO

(SGD) JESUS C. ORTEGA

(SGD) PEDRO M. DEL ROSARIO