January 21, 2020

PHILIPPINE STOCK EXCHANGE
The Disclosure Department
3rd Floor, Tower One and Exchange Plaza
Ayala Triangle, Ayala Ave., Makati City
Attention: Mr. Jose Valeriano B. Zuño III
Head, Disclosures Department

PHILIPPINE DEALING AND EXCHANGE CORPORATION
37th Floor, Tower 1, The Enterprise Center
6766 Ayala Ave. cor Paseo de Roxas, Makati City
Attention: Atty. Marie Rose M. Magallen-Lirio
Head, Issuer Compliance and Disclosure Department

Subject: Vista Land & Lifescapes, Inc.: **Amended Articles of Incorporation**

Gentlemen:

Please see attached Vista Land & Lifescapes, Inc.'s Amended Articles of Incorporation submitted with the Securities and Exchange Commission (SEC).

Thank you.

Very truly yours,

Brian N. Edang
Officer-in-Charge

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 VII Reclassification of Shares thereof)

copy annexed, adopted on May 09, 2019 by majority vote of the Board of Directors and on June 17, 2019 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 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 Pasay City, Metro Manila, Philippines, this 20th day of January, Twenty Twenty.

DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

RP/qba

COVER SHEET
for Applicantion at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application: AMENDMENT

SEC Registration Number: CS200703145

Company Name

VISTA LAND & LIFESCAPES, INC.

New Company Name

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

LOWER GROUND FLOOR, BUILDING B, EVIA LIFESTYLE CENTER, VISTA CITY, DAANGHARI, ALMANZA II, LAS PINAS CITY

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Kay Adolfo	ckbongalos_adolfo@yahoo.com		09998864216

Contact Person's Address

LGF Evia Lifestyle Center, Almanza II, Las Pinas City

To be accomplished by CRMD Personnel

		Date	Signature
Assigned Processor			
Document I.D.			
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

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.[1]

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.

---

[1] 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 Piñas City, Philippines[2]

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	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	Dona Juana Subdivision, Pasig City

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:[3]

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	Dona Juana Subdivision, Pasig City

SEVENTH: 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, **Eight Billion (8,000,000,000) Series 1 preferred shares with a par value of One Centavo (Php0.01) per share and Two Hundred Million (200,000,000) Series 2 preferred shares with a par value of Ten Centavos (Php0.10) per share.**

---

[2] As amended on July 15, 2015

[3] As approved by the Board of Directors and the Stockholders at their respective meetings held on March 16, 2007

The Series 1 preferred shares shall be voting, non-cumulative, non-participating, non-convertible and non-redeemable. The Series 1 preferred shares may be issued from time to time in one or more sub-series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular **sub-series of Series 1 preferred shares**, to fix the number of shares to be included in each of such sub-series, and to determine the dividend rate, which shall not be more than five percent (5%) per annum **or the 1-year PHP BVAL rate**, whichever is lower, issue price and other terms and conditions for each such shares. Dividends on the **Series 1** preferred shares shall be noncumulative. **Series 1 preferred shares of each and any sub-series** shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the same preferred shares. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each **sub-series of Series 1 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 sub-series (the Enabling Resolutions) which resolution(s) shall thereupon be deemed a part of these Amended Articles of Incorporation.

The Series 2 preferred shares shall be non-voting, cumulative, non-participating, non-convertible and redeemable at the option of the Corporation. The Series 2 preferred shares may be issued from time to time in one or more sub-series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular sub-series of Series 2 preferred shares, to fix the number of shares to be included in each of such sub-series, and to determine the dividend rate, issue price and other terms and conditions for each such shares. Dividends on the Series 2 preferred shares shall be cumulative. Series 2 preferred shares of each and any sub-series shall not be entitled to any participation or share in the retained earnings remaining after payment of all accumulated dividends shall have been made on the same preferred shares. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each sub-series of Series 2 preferred shares shall be specified in such Enabling Resolutions as may be adopted by the Board of Directors prior to the issuance of each of such sub-series which resolution(s) shall thereupon be deemed a part of these Amended Articles of Incorporation.[4]

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.[5]

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
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	Php 1,000,000.00	Php 1,000,000.00

[4] As approved by the Board of Directors and the Stockholders at their respective meetings held on May 9, 2019 and June 17, 2019

[5] As amended on June 15, 2012

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.

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
[redacted]

(Sgd.)
MARCELINO C. MENDOZA
[redacted]

(Sgd.)
ALMA P. VILLADOLID
[redacted]

(Sgd.)
MARIBETH C. TOLENTINO
[redacted]

(Sgd.)
JERYLLE LUZ C. QUISMUNDO
[redacted]

ACKNOWLEDGMENT

Republic of the Phippines)
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 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 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

CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF VISTA LAND & LIFESCAPES, INC.

We, the undersigned, being a majority of the members of the Board of Directors, the Chairman, and the Corporate Secretary of **VISTA LAND & LIFESCAPES, INC.** (the "**Corporation**"), hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, reflecting and embodying the following underscored amendments to the **SEVENTH Article** of the Articles of Incorporation, is true and correct and was approved by the affirmative vote of at least a majority of the members of the Board of Directors during their meeting held on 9 May 2019, and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the total issued and outstanding capital stock of the Corporation at their annual meeting held on 17 June 2019, at the principal office of the Corporation:

> **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, Eight Billion (8,000,000,000) Series 1 preferred shares with a par value of One Centavo (Php0.01) per share and Two Hundred Million (200,000,000) Series 2 preferred shares with a par value of Ten Centavos (Php0.10) per share. Preferred shares shall have preference over common shares in case of liquidation or dissolution of the Corporation.
>
> The Series 1 preferred shares shall be voting, non-cumulative, non-participating, non-convertible and non-redeemable. The Series 1 preferred shares may be issued from time to time in one or more sub-series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular sub-series of Series 1 preferred shares, to fix the number of shares to be included in each of such sub-series, and to determine the dividend rate, which shall not be more than five percent (5%) per annum or the 1-year PHP BVAL rate, whichever is lower, issue price and other terms and conditions for each such shares. Dividends on the Series 1 preferred shares shall be noncumulative. Series 1 preferred shares of each and any sub-series shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the same preferred shares. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each sub-series of Series 1 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 sub-series (the Enabling Resolutions) which resolution(s) shall thereupon be deemed a part of these Amended Articles of Incorporation.
>
> The Series 2 preferred shares shall be non-voting, cumulative, non-participating, non-convertible and redeemable at the option of the Corporation. The Series 2 preferred shares may be issued from time to time in one or more sub-series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular sub-series of Series 2 preferred shares, to fix the number of shares to be included in each of such sub-series, and to determine the dividend rate, issue price and other terms and conditions for each such shares. Dividends on the Series 2 preferred shares shall be cumulative. Series 2 preferred shares of each and any sub-series shall not be entitled to any participation or share in the retained earnings remaining after payment of all accumulated dividends shall have been made on the same preferred shares. To the

extent not set forth in this Article Seventh, the specific terms and restrictions of each sub-series of Series 2 preferred shares shall be specified in such Enabling Resolutions as may be adopted by the Board of Directors prior to the issuance of each of such sub-series which resolution(s) shall thereupon be deemed a part of these Amended Articles of Incorporation.

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

- SIGNATURE PAGE FOLLOWS -

IN WITNESS WHEREOF, we have signed this Certifificate of Amendment of the Articles of Incorporation this _______________ in Makati City, Philippines.

MANUEL B. VILLAR, JR.
Chairman of the Board
[redacted]

MANUEL PAOLO A. VILLAR
Director, President, and Chief Executive Officer
[redacted]

CYNTHIA J. JAVAREZ
Director, Treasurer, Chief Operating Officer, and Chief Risk Officer
[redacted]

FRANCES ROSALIE T. COLOMA
Director
[redacted]

CAMILLE A. VILLAR
Director
[redacted]

MARILOU O. ADEA
Independent Director
[redacted]

RUBEN O. FRUTO
Independent Director
[redacted]

GEMMA M. SANTOS
Corporate Secretary
[redacted]

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 Piñas City, Philippines.

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.

MAKATI CITY City, _____ day of AUG 2 2 2019, 2019

GEMMA M. SANTOS
Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ day of AUG 2 2 2019, in MAKATI CITY Philippines, affiant exhibiting to me her Tax Identification Number [redacted] issued by BIR at Quezon City.

Doc. No. : 170
Page No. : 35
Book No. : VI
Series of 2019.

ERNESTO C. NAVAL III
Appointment No. M-520
Notary Public for Makati City
Until December 31, 2019
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll No. 72134
PTR No. 7339301/Makati City/01-06-2019
IBP No. 060471/Makati City/01-03-2019
MCLE Compliance No. VI-0019659/3-26-2019