



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. A200000652

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

FILINVEST REIT CORP.

(Formerly: CYBERZONE PROPERTIES, INC.)
(Amending Articles I, II Primary & Secondary Purposes, VI,
VII, VIII and X thereof)

copy annexed, adopted on June 25, 2021 by a 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 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 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 to this Certificate at Pasay City, Metro Manila, Philippines, this 2nd day of July, Twenty Twenty One.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION

OF

FILINVEST REIT CORP.

(Formerly "CYBERZONE PROPERTIES, INC.")

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal ages, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines;

AND WE HEREBY CERTIFY:

FIRST: That the name of said Corporation shall be:

FILINVEST REIT CORP.

(As approved by the Board of Directors and the stockholders on June 25, 2021)

SECOND: That the purposes for which said Corporation is formed are:

PRIMARY PURPOSE

To engage in the business of a real estate investment trust, as provided under Republic Act No. 9856 (the Real Estate Investment Trust Act of 2009), including the Revised Implementing Rules and Regulations of Republic Act No. 9856 (the "REIT Act"), and other applicable laws, which business includes the following: (1) to own, invest in, purchase, acquire, hold, possess, lease, construct, develop, alter, improve, operate, manage, administer, sell, assign, convey, encumber, in whole or in part, or otherwise deal in and dispose of, income-generating real estate, within or outside the Philippines, in accordance with applicable laws and regulations; (2) to invest in, purchase, acquire own, hold, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of (a) real estate and other related assets, including personal property, incidental to the ownership of real estate; and (b) managed funds, evidence of indebtedness of the Philippines and other evidence of indebtedness or obligations, the servicing and repayment of which are fully guaranteed by the Philippines, and other evidence of indebtedness issued by the governments of other countries with which the Philippines maintains diplomatic relations and securities issued by multilateral agencies, corporate bonds of non-property privately owned domestic corporations or foreign non-property corporation, commercial papers, equities of a non-property company listed in a local or foreign stock exchange, cash and cash equivalent item, collective investment schemes, offshore mutual funds, synthetic investment products and such other investment outlets as may be allowed under the REIT Act and other applicable laws, provided that each of these investments or instruments complies with all criteria and terms and conditions prescribed by the Securities and Exchange Commission (the "Commission") and other regulatory agencies; (3) to receive, collect, and dispose of the rent, interest, and

such other income rising from its property and investments; (4) to guaranty the obligations, debt, or loans of its subsidiaries or affiliates or any entity in which the corporation has lawful interest; and (5) to exercise, carry on or undertake such other powers, acts, activities and transactions as may be deemed necessary, convenient, or incidental to or implied from the purposes herein mentioned.

AND IN FURTHERANCE OF THE FOREGOING PURPOSES, the Corporation shall have the following powers –

1) To acquire by purchase, lease, donation or otherwise, and/or to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for investment or otherwise, deal in real estate of all kinds, nature and purpose and/or any interest or right therein, whether improved or not, erect, construct, enlarge, alter, improve, develop, manage, lease, deal in or otherwise dispose of commercial business, residential, recreational complexes, buildings, houses, apartments, and other structures and immovable or whatever kind, together with their appurtenances;

2) To purchase, acquire, own, lease, sell, and convey real properties of every kind and description such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties of every kind and description, whether tangible or intangible, as may be necessary or incidental to the conduct of the corporate business in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, manage, grant, lease, sell, assign, convey, transfer, exchange, or otherwise of the whole or any part thereof, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation;

3) To borrow or raise money necessary to meet the financial requirements of its business for any of the purposes of the Corporation by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for the properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

4) Insofar as may be permitted by law, to purchase or otherwise acquire the stocks, bond, and other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange therefore its own stocks, bonds, or other obligations or to pay therefore in cash, or otherwise; to hold for investment or otherwise own, use, sell deal in, dispose of, and turn to account any such stocks, bonds, or other securities, and exercise the rights and powers of ownership, including the right to vote in thereon for any purpose;

5) To purchase hold, cancel, re-issue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine; provided that the Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital stock, except to the extent permitted by law;

6) To merge, consolidate, combine or amalgamate with any corporation, firm, association or entity heretofore or hereafter created in such manner as may be permitted by law;

7) To acquire, take over, hold or control all or any part of the business, goodwill, property and other assets, as may be allowed under the law, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or corporation, whether domestic or foreign, and whether a going concern or not, engaging in or previously engaged in a business which the corporation is or may become authorized to carry on or which may be appropriated or suitable for the purposes of the Corporation, and to pay for the same in cash or in stock bonds, or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof;

8) To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

9) To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise;

10) To enter into any lawful arrangement for sharing of profits, union of interest, unitization or farmout agreement, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity, persons or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

11) To enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or colony or dependency thereof and 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, rights, privileges, exemption, licenses, and concessions as may be conducive to any of the objects of the corporation and exercise the rights and privileges thereunder;

12) To establish and operate one or more branch offices or agencies and to carry on any or 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 with any real and personal property anywhere within the Philippines;

13) 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.

(As approved by the Board of Directors and the stockholders on June 25, 2021)

THIRD: That the place where the principal office of the Corporation is to be established or located at 5th-7th Floors, Vector One Building, Northgate Cyberzone, Filinvest City, Alabang, Muntinlupa City. *(As amended by the Board of Directors and stockholders representing at least 2/3 of the outstanding capital stock of the Corporation during the joint meeting held on May 30, 2014)*

FOURTH: That the term for which said Corporation is to exist is fifty (50) years from and after the date of incorporation.

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

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Joseph M. Yap	Filipino	
Efren M. Reyes	Filipino	
Dante T. Ramos	Filipino	
Concepcion T. Fernandez	Filipino	
Ricardo G. Villarosa	Filipino	

SIXTH: That the number of directors of said Corporation shall be SEVEN (7), with such number of independent directors as may be required by relevant laws and regulations. *(As approved by the Board of Directors and the stockholders on June 25, 2021)*

The names, nationalities and residences of the directors who are to serve until their successors are elected and qualified, as provided by the By-laws, are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Joseph M. Yap	Filipino	
Efren M. Reyes	Filipino	
Dante T. Ramos	Filipino	
Concepcion T. Fernandez	Filipino	
Ricardo G. Villarosa	Filipino	

SEVENTH: That the authorized capital stock of said Corporation is SEVEN BILLION ONE HUNDRED THIRTY-ONE MILLION EIGHT HUNDRED FORTY-NINE THOUSAND PESOS (Php7,131,849,000) Philippine Currency, and said capital stock is divided into FOURTEEN BILLION TWO HUNDRED SIXTY-THREE MILLION SIX HUNDRED NINETY-EIGHT THOUSAND (14,263,698,000) Common Shares with a par value of Fifty Centavos (Php0.50) per share.

No stockholders of any class shall be entitled to any pre-emptive right to purchase, subscribe for, or receive any part of the shares of the Corporation, whether issued from its unissued capital, increase in its authorized capital or its treasury stock. (As approved by the Board of Directors and the stockholders on June 25, 2021)

EIGHTH: That the amount of said capital stock which has been actually subscribed is TWENTY-FIVE MILLION PESOS (Php25,000,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

Name	Nationality	No. of Shares	Amount Subscribed
Filinvest Alabang, Inc.	Filipino	24,999,995	3,999,500.00
Joseph M. Yap	Filipino	1	100.00
Efren M. Reyes	Filipino	1	100.00
Dante T. Ramos	Filipino	1	100.00
Concepcion T. Fernandez	Filipino	1	100.00
Ricardo G. Villarosa	Filipino	1	100.00
		<u>25,000,000</u>	<u>Php 25,000,000.00</u>

The Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Boards of the Philippine Stock Exchange, Inc. (the "Exchange") dated June 6, 2013 subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement. (As approved by the Board of Directors and the stockholders on June 25, 2021)

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out their respective names:

Name	Amount Paid-up (in Php)
Filinvest Alabang, Inc.	Php24,999,995.00
Joseph M. Yap	1.00
Efren M. Reyes	1.00
Dante T. Ramos	1.00
Concepcion T. Fernandez	1.00
Ricardo G. Villarosa	1.00
	<u>25,000,000.00</u>

TENTH: That no issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens or the public shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation. (As approved by the Board of Directors and the stockholders on June 25, 2021)

ELEVENTH: That Joseph M. Yap has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and shall have qualified, in accordance with the By-Laws, and that as such Treasurer, he has been authorized to receive for the Corporation and to issue in its name receipts for all subscriptions paid in by said subscribers.

TWELFTH: 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 hereunto set our hands this 13th day of January, 2000 at San Juan, M. M., Philippines.

(Sgd.) JOSEPH M. YAP

(Sgd.) EFREN M. REYES

(Sgd.) DANTE T. RAMOS

(Sgd.) CONCEPCION T. FERNANDEZ

(Sgd.) RICARDO G. VILLAROSA

**CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF
CYBERZONE PROPERTIES, INC.**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being a majority of the members of the Board of Directors of **CYBERZONE PROPERTIES, INC.** (the "Corporation") and the Corporate Secretary of the Corporation, do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to the FIRST, SECOND, SIXTH, SEVENTH, EIGHT, and TENTH Articles, is true and correct, and that:

(i) the FIRST Article amendment was approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meeting held on 5 March 2021 and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in a meeting held on 25 June 2021, both held at the Corporation's principal office;

(ii) the SECOND and EIGHT Article amendment was approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meeting held on December 15, 2020 and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in a meeting held on 25 June 2021, both held at the Corporation's principal office;

(iii) the SIXTH, and TENTH Article amendments were approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meeting held on September 30, 2020 and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in a meeting held on 25 June 2021, both held at the Corporation's principal office; and

(iv) the SEVENTH Article amendment was approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meetings held on 30 September 2020 and 5 March 2021 and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in a meeting held on 25 June 2021, both held at the Corporation's principal office.

*[Remainder of the page intentionally left blank;
Signature and Acknowledgement pages follow]*

IN WITNESS WHEREOF, we have hereunto signed this Certificate this
_____ in Mandaluyong City, Philippines.



LOURDES JOSEPHINE GOTIANUN-YAP
Chairperson of the Board
TIN:



MARICEL BRION-LIRIO
Director

TIN:

A handwritten signature in black ink, consisting of a vertical line with a horizontal stroke crossing it, and a curved flourish extending to the right.

TRISTANEIL D. LAS MARIAS

Director

TIN:



VAL ANTONIO B. SUAREZ
Independent Director
TIN:



VIRGINIA T. OBCENA
Independent Director
TIN:


SHARON P. PAGALING-REFUERZO
Corporate Secretary
TIN:

SUBSCRIBED AND SWORN to before me this JUN 25 2021,
affiants exhibiting to me the following government-issued IDs:

Name	Government Issued ID	Date & Place Issued
Lourdes Josephine Gotianun-Yap	Philippine Passport No.	Philippine Embassy - Singapore /
Maricel Brion-Lirio	Non-Professional Driver's License No.	Land Transportation Office /
Tristaneil D. Las Marias	Non-Professional Driver's License No.	Land Transportation Office /
Val Antonio B. Suarez	IBP Lifetime Member ID	Integrated Bar of the Philippines Pasig City
Virginia T. Obcena	Philippine Passport No.	DFA NCR South /
Sharon P. Pagaling-Refuerzo	Philippine Passport No.	DFA NCR East /

Doc. No. 500 ;
Book No. 101 ;
Page No. 22 ;
Series of 2021.

JOVEN G. SEVILLANO
NOTARY PUBLIC FOR CITY OF MANDALUYONG
COMMISSION NO. 0285-19 VALID UNTIL JUNE 30, 2021
AS PER SC EN BANC RESOLUTION DATED DECEMBER 1, 2020
ROLL NO. 53970
IBP LIFETIME NO. 011302; 12-28-12; RIZAL
PTR NO. 4581076; 1-4-21; MANDALUYONG
MCLE COMPLIANCE NO. VI 0017960 14 APRIL 2022
METRO MART COMPLEX, MANDALUYONG CITY