



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. CS200704758

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

**Altus Property Ventures, Inc.**

(Formerly: ALTUS SAN NICOLAS CORP.)

(Amending Articles I, Article II Primary Purpose and by introducing  
Secondary Purpose, VI, VII & VIII thereof)

copy annexed, adopted on July 08, 2019 by 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 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.

This is a replacement Certificate in lieu of the Certificate of Filing of Amended Articles of Incorporation approved on August 23, 2019, which erroneously stated the Company Name "Altus Property Ventures Inc." instead of indicating it as "Altus Property Ventures, Inc."

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 3rd day of September, Twenty Nineteen.

  
DANIEL P. GABUYO

Assistant Director

SO Order 1188 Series of 2018



# COVER SHEET

## COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Articles of Incorporation

SEC Registration Number

C S 2 0 0 7 0 4 5 7 8

Former Company Name

A L T U S   S A N   N I C O L A S   C O R P .

AMENDED TO:

New Company Name

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

B R G Y .   I   S A N   F R A N C I S C O ,   S A N  
N I C H O L A S ,   I L O C O S   N O R T E

### COMPANY INFORMATION

Company's Email Address

N/A

Company's Telephone Number/s

633-7631 to 40

Company's Facsimile Number/s

### CONTACT PERSON INFORMATION

Name of Contact Person

Atty. Rosalinda F. Rivera  
Corporate Secretary

Email Address

Telephone Number/s

633-7631

Facsimile Number/s

395-2608

Contact Person's Address

40th Floor Robinsons Equitable Tower, ADB Avenue corner Poveda St., Ortigas Center, Pasig City

To be accomplished by CRMD Personnel

Assigned Processor

Date

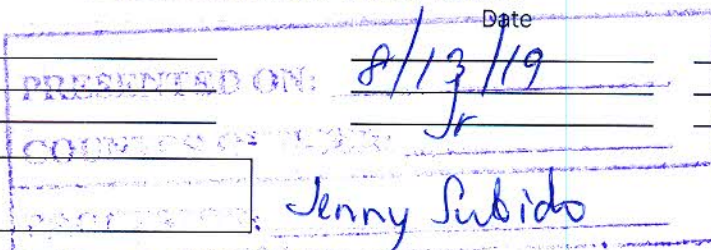
Signature

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**  
**ALTUS PROPERTY VENTURES, INC.**  
**(FORMERLY: ALTUS SAN NICOLAS CORP.)**

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:

**ALTUS PROPERTY VENTURES, INC.**

(As amended on July 8, 2019 by the unanimous vote of the Board of Directors and by the vote of stockholders representing more than 2/3 of the outstanding capital stock)

**SECOND:**    **A.** That the purposes for which of this corporation is

**PRIMARY**

To engage in the business of selling, acquiring, building, constructing, developing, leasing, disposing or real properties such as land, buildings, shopping malls, commercial centers, housing projects of all types, hotels, motels and other variants, mixed-used property projects, industrial estates, infrastructure projects, amusement and recreation parks or theme parks and property development of all kinds and nature.

**SECONDARY PURPOSES**



1. To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidence of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive collect, and dispose of the interest, dividends, and income arising from such property; 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, without acting as stockbroker or dealer in securities.
2. To borrow money or raise money, subject to compliance with applicable laws, necessary to meet the financial requirements of its business through the issuance of bonds, securities, 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 stock, debentures and other evidences of indebtedness as payment for properties acquired by the Corporation or for money borrowed in the conduct of its business.
3. 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 interests 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.
4. To guarantee the obligations of, or to issue guarantees in favor of any corporation, entity, or association, domestic or foreign, as it shall deem necessary, convenient or incidental to carrying out any of the purposes of this Corporation.
5. To purchase, acquire, own, lease, sell and convey real properties such as parcels of land, buildings, factories, warehouses and personal properties such as machineries, equipment and other assets as may be necessary or incidental to the conduct of its business, and to pay in cash, shares of stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation.
6. To apply for, obtain, register, purchase, lease or otherwise to acquire and to the extent authorized by law, to hold, exercise, carry out, use, enjoy, own, operate, or dispose of any rights, franchise, licenses, permits, powers, goodwill, assets, property, authority, privileges, charters, concessions, exemptions, contracts, trademarks, patents, inventions, improvements, and processes used in connection with or secure under letters patent to the Philippines, or of any country, enacted, made or granted by any government or authority, national, provincial, municipal or otherwise, or any corporation, firm, association, company, partnership or person, and to use, exercise, develop, grant licenses, permits, trademarks, trade names, patents, licenses, processes and the like.



7. To enter, make, perform, and carry out contracts of every kind, in connection with the carrying on of any business or transaction deemed necessary, convenient or incidental to any of the purposes of this Corporation, as principal, agent or otherwise with any corporation, association, partnership, entity, person or any government authority and regulatory agencies, whether domestic or foreign.
8. To acquire or obtain from any government authority, regulatory agencies or any corporation, company, partnership or person, such charter, contracts, franchise, privileges, exemption, licenses, permits and concessions as may be necessary or incidental to any of the purposes of this Corporation.
9. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business including the right to hold, purchase or otherwise acquire, sell, lease, mortgage, pledge, assign, convey or transfer real and personal properties.
10. To distribute the surplus profits of the Corporation to the stockholders thereof in kind, namely, properties of the Corporation, particularly any shares of stock, debentures or securities of other companies belonging to this Corporation.
11. To perform everything necessary and proper for the attainment of the purposes or the furtherance of any of the powers above set forth, either alone or in association with other corporations, associations, entities or individuals; and
12. To conduct and transact any and all lawful activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within the Philippines or 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 be conducive to or expedient for the protection or benefit of this Corporation.

(As amended on July 8, 2019 by the unanimous vote of the Board of Directors and by the vote of stockholders representing more than 2/3 of the outstanding capital stock)

**THIRD:** That the place where the principal office of the Corporation is to be established is at:

No./ Street    Brgy. 1, San Francisco (if applicable)  
City/ Town    San Nicolas,    Province Ilocos Norte

**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)
Hilario P. Valdez	Filipino	12 Paraguay St., Loyola Heights, Quezon City
Charity V. Valdez	Filipino	12 Paraguay St., Loyola Heights, Quezon City
Abelardo Santos	Filipino	42B J. de Leon, Greenheights Vill., Parañaque
Enrique Madamba	Filipino	9 Raraon St., Alvir Com., San Juan, Manila
Janet Butay	Filipino	#1 San Nicolas, Ilocos Norte

**SIXTH:** That the number of directors of said corporation shall be nine (9) 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 amended on July 8, 2019 by the unanimous vote of the Board of Directors and by the vote of stockholders representing more than 2/3 of the outstanding capital stock)

Name	Nationality	Residence (Complete Address)
Hilario P. Valdez	Filipino	12 Paraguay St., Loyola Heights, Quezon City
Charity V. Valdez	Filipino	12 Paraguay St., Loyola Heights, Quezon City
Abelardo Santos	Filipino	42B J. de Leon, Greenheights Vill., Parañaque
Enrique Madamba	Filipino	9 Raraon St., Alvir Com., San Juan, Manila
Janet Butay	Filipino	#1 San Nicolas, Ilocos Norte

**SEVENTH:** That the authorized capital stock of the corporation is One Hundred Million Pesos (P100,000,000.00) in lawful money of the Philippines, divided into One Hundred Million (100,000,000) shares with the par value of One (P1.00) Peso per share. (As amended on January 6, 2010 at the Special Stockholders' Meeting)

No shareholder of any class shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury shares. (As amended on July 8, 2019 by the unanimous vote of the Board of Directors and by the vote of stockholders representing more than 2/3 of the outstanding capital stock)



**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
Hilario P. Valdez	Filipino	1000	1000	1000
Charity V. Valdez	Filipino	1000	1000	1000
Abelardo Santos	Filipino	1	1	1
Enrique Nadamba	Filipino	1	1	1
Janet Butay	Filipino	1	1	1
Venvi Holdings Corp.	Filipino	249,500	249,500	249,500
VVH Realty Corporation	Filipino	9,750,000	9,750,000	9,750,000
<b>Total</b>		<b>10,001,503</b>	<b>10,001,503</b>	<b>10,001,503</b>

In connection with the Listing by Way of Introduction and initial listing of shares by the Corporation with the Philippine Stock Exchange, the Corporation shall strictly comply with the lock-up requirements prescribed by the rules and regulations of the Philippine Stock Exchange as may be amended from time to time in accordance with the amendments to the Rules of the Exchange. (As amended on July 8, 2019 by the unanimous vote of the Board of Directors and by the vote of stockholders representing more than 2/3 of the outstanding capital stock)

**NINTH:** No transfer of stock interest which would reduce the stock ownership of Filipino citizens to less than the 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 Marissa C. Ramos has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions 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 10<sup>th</sup> day of March 2007 at Mandaluyong City.

\_\_\_\_\_  
(Sgd.)  
Hilario P. Valdez

\_\_\_\_\_  
(Sgd.)  
Charity V. Valdez

\_\_\_\_\_  
(Sgd.)  
Abelardo Santos

\_\_\_\_\_  
(Sgd.)  
Enrique Madamba

\_\_\_\_\_  
(Sgd.)  
Janet Butay

WITNESSES:

\_\_\_\_\_

\_\_\_\_\_

*(All incorporators appearing on the fifth article and the two witnesses should affix their signatures on the blanks provided in this page above their respective names.)*



**ALTUS SAN NICOLAS CORP.**  
**Metro Manila**

**DIRECTORS' CERTIFICATE**



We, the undersigned, being the Chairman of the Board, the Corporate Secretary and the members of the Board of Directors of **ALTUS SAN NICOLAS CORP.** (the “Corporation”), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal address at Barangay 1, San Francisco, San Nicolas, Ilocos Norte, hereby certify that:

- (1) The Articles of Incorporation of the Corporation was amended by the majority vote of the Board of Directors and by the vote of shareholders representing more than two-thirds (2/3) of the outstanding capital stock of the Corporation at the Joint Special Stockholders and Board of Directors Meeting which was held on July 8, 2019 at the principal office of the Corporation, whereby the following resolutions were approved:

“**RESOLVED**, that Article First of the Articles of Incorporation of **ALTUS SAN NICOLAS CORP.** (the “Corporation”) is hereby amended to change its corporate name to ‘**ALTUS PROPERTY VENTURES, INC.**’ and for the said Article First to read as follows:

‘**FIRST:** The name of the said corporation shall be:

**ALTUS PROPERTY VENTURES, INC.**’

**RESOLVED, FURTHER**, that Article Second of the Articles of Incorporation of the Corporation is hereby amended in order to modify the primary and secondary purposes of the Corporation and for the said Article Second to read as follows:

‘**SECOND: A.** That the purposes for which the corporation is established are

**PRIMARY**

To engage in the business of selling, acquiring, building, constructing, developing, leasing, disposing or real properties such as land, buildings, shopping malls, commercial centers, housing projects of all types, hotels, motels and other variants, mixed-used property projects, industrial estates, infrastructure projects, amusement and recreation parks or theme parks and property development of all kinds and nature.

**SECONDARY PURPOSES**



1. To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidence of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive collect, and dispose of the interest, dividends, and income arising from such property; 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, without acting as stockbroker or dealer in securities.
2. To borrow money or raise money, subject to compliance with applicable laws, necessary to meet the financial requirements of its business through the issuance of bonds, securities, 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 stock, debentures and other evidences of indebtedness as payment for properties acquired by the Corporation or for money borrowed in the conduct of its business.
3. 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 interests 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.
4. To guarantee the obligations of, or to issue guarantees in favor of any corporation, entity, or association, domestic or foreign, as it shall deem necessary, convenient or incidental to carrying out any of the purposes of this Corporation.
5. To purchase, acquire, own, lease, sell and convey real properties such as parcels of land, buildings, factories, warehouses and personal properties such as machineries, equipment and other assets as may be necessary or incidental to the conduct of its business, and to pay in cash, shares of stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation.
6. To apply for, obtain, register, purchase, lease or otherwise to acquire and to the extent authorized by law, to hold, exercise, carry out, use, enjoy,



own, operate, or dispose of any rights, franchise, licenses, permits, powers, goodwill, assets, property, authority, privileges, charters, concessions, exemptions, contracts, trademarks, patents, inventions, improvements, and processes used in connection with or secure under letters patent to the Philippines, or of any country, enacted, made or granted by any government or authority, national, provincial, municipal or otherwise, or any corporation, firm, association, company, partnership or person, and to use, exercise, develop, grant licenses, permits, trademarks, trade names, patents, licenses, processes and the like.

7. To enter, make, perform, and carry out contracts of every kind, in connection with the carrying on of any business or transaction deemed necessary, convenient or incidental to any of the purposes of this Corporation, as principal, agent or otherwise with any corporation, association, partnership, entity, person or any government authority and regulatory agencies, whether domestic or foreign.
8. To acquire or obtain from any government authority, regulatory agencies or any corporation, company, partnership or person, such charter, contracts, franchise, privileges, exemption, licenses, permits and concessions as may be necessary or incidental to any of the purposes of this Corporation.
9. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business including the right to hold, purchase or otherwise acquire, sell, lease, mortgage, pledge, assign, convey or transfer real and personal properties.
10. To distribute the surplus profits of the Corporation to the stockholders thereof in kind, namely, properties of the Corporation, particularly any shares of stock, debentures or securities of other companies belonging to this Corporation.
11. To perform everything necessary and proper for the attainment of the purposes or the furtherance of any of the powers above set forth, either alone or in association with other corporations, associations, entities or individuals; and
12. To conduct and transact any and all lawful activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within the Philippines or 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 be conducive to or expedient for the protection or benefit of this Corporation.'



**RESOLVED, FURTHER**, that Article Sixth of the Articles of Incorporation of the Corporation is hereby amended in order to increase the number of directors from five (5) to seven (7) and for the said Article Sixth to read as follows:

‘**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: [xxx]’

**RESOLVED, FURTHER**, that Article Seventh of the Articles of Incorporation of the Corporation is hereby amended in order to include a waiver of pre-emptive right to the shares of the Corporation and for the said Article Seventh to read as follows:

‘**SEVENTH:** That the authorized capital stock of the corporation is One Hundred Million Pesos (P100,000,000.00) in lawful money of the Philippines, divided into One Hundred Million (100,000,000) shares with the par value of One (P1.00) Peso per share. (As amended on January 6, 2010 at the Special Stockholders’ Meeting)

No shareholder of any class shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury shares.’

**RESOLVED, FURTHER**, that Article Eighth of the Articles of Incorporation of the Corporation is hereby amended in order to include provisions pertaining to the lock up of shares of the Corporation in compliance with the Listing Rules of the Philippine Stock Exchange, and for the said Article Eighth to read as follows:

‘**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:

[xxx]

In connection with the Listing by Way of Introduction and initial listing of shares by the Corporation with the Philippine Stock Exchange, the Corporation shall strictly comply with the lock-up requirements prescribed by the rules and regulations of the Philippine Stock Exchange as may be amended from time to time in accordance with the amendments to the Rules of the Exchange.’

**RESOLVED, FINALLY**, that each of Mr. Frederick D. Go, Chairman and President, and/or Mr. Kerwin Max S. Tan, Treasurer of the Corporation, is hereby authorized to do any and all acts necessary and proper to give the foregoing resolutions full force and effect.”



- (2) The existing By-Laws of the Corporation was revoked and a new set of By-Laws was adopted by the majority vote of the Board of Directors and by the vote of shareholders representing more than two-thirds (2/3) of the outstanding capital stock of the Corporation at the Joint Special Stockholders and Board of Directors Meeting which was held on July 8, 2019 at the principal office of the Corporation, whereby the following resolutions were approved:


**“RESOLVED**, that the Board of Directors and stockholders of **ALTUS SAN NICOLAS CORP.** (the “Corporation”) hereby approve the revocation of the existing By-Laws of the Corporation and the adoption of the new set of By-Laws attached herewith as Annex A;


**RESOLVED, FINALLY**, that each of Mr. Frederick D. Go, Chairman and President, and/or Mr. Kerwin Max S. Tan, Treasurer of the Corporation, is hereby authorized to do any and all acts necessary and proper to give the foregoing resolution full force and effect.”

- (3) Attached are the full, complete, true and correct copies of the Amended Articles of Incorporation and New By-Laws of the Corporation.

IN WITNESS WHEREOF, we have signed this Certificate this AUG 09 2019 at PASIG CITY, Philippines.

(signature page follows)

  
**FREDERICK D. GO**  
Chairman/Director  
TIN: 112-934-209

  
**FARADAY D. GO**  
Director  
TIN: 117-485-605

  
**KERWIN MAX S. TAN**  
Director  
TIN: 169-981-320

  
**CORAZON L. ANG LEY**  
Director  
TIN: 103-041-296

  
**ARLENE G. MAGTIBAY**  
Director  
TIN: 106-950-813

  
**ROSALINDA F. RIVERA**  
Corporate Secretary  
TIN: 185-543-392

SUBSCRIBED AND SWORN TO before me this AUG 09 2019 at PASIG CITY, affiants exhibiting to me their following identification cards:

**Name:**

Frederick D. Go  
Faraday D. Go  
Kerwin Max S. Tan  
Corazon L. Ang Ley  
Arlene G. Magtibay  
Rosalinda F. Rivera


**Government-issued ID**

TIN: 112-934-209  
TIN: 117-485-605  
TIN: 169-981-320  
TIN: 103-041-296  
TIN: 106-950-813  
TIN: 185-543-392

known to me to be the same persons who executed the foregoing instrument, and who acknowledged to me that the same is their free and voluntary act and deed.

WITNESS my hand and seal at the place and date first above written.

Doc. No. 131;  
Page No. 28;  
Book No. X;  
Series of 2019.

  
**ATTY. PATRICK ARNOLD P. TETANGCO**  
Notary Public for Pasig City  
Commission No. 187 (2018-2019)  
40th Flr., Robinsons Equitable Tower,  
Ortigas Center, Pasig City  
IBP No. 012638; Quezon City Chapter  
Roll No. 63825; 05/08/2014  
PTR No. 5858740; 01/31/2018; Q.C.  
MCLE No. VI-0007708; 04/11/2018.



## ALTUS SAN NICOLAS CORP.

### SECRETARY'S CERTIFICATE


I, ROSALINDA F. RIVERA, of legal age, Filipino, with office address at the 40<sup>th</sup> floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of Altus San Nicolas Corp. (the "Corporation") with office address at Barangay 1, San Francisco, San Nicolas, Ilocos Norte.
2. At a meeting held on July 8, 2019, the Board of Directors, by majority vote, and stockholders representing more than two-thirds (2/3) of the outstanding capital stock, approved the amendment of the Articles of Incorporation and the adoption of new By-laws of the Corporation.
3. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or 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.

  
ROSALINDA F. RIVERA  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this AUG 09 2019 in PASIG CITY, Philippines, affiant exhibiting to me her SSS I.D. with number 33-2484959-1. She is personally known to me to be the same person who executed the foregoing Certificate and acknowledged to me that the same is her free act and deed.

Doc. No. 132;  
Page No. 28;  
Book No. X;  
Series of 2019.

  
ATTY. PATRICK ARNOLD P. TETANGCO  
Notary Public for Pasig City  
Commission No. 187 (2018-2019)  
40th Flr., Robinsons Equitable Tower,  
Ortigas Center, Pasig City  
IBP No. 012638; Quezon City Chapter  
Roll No. 63825; 05/08/2014  
PTR No. 5858740; 01/31/2018; Q.C.  
ACTE No. 1870007708; 04/11/2018