



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 NEW BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

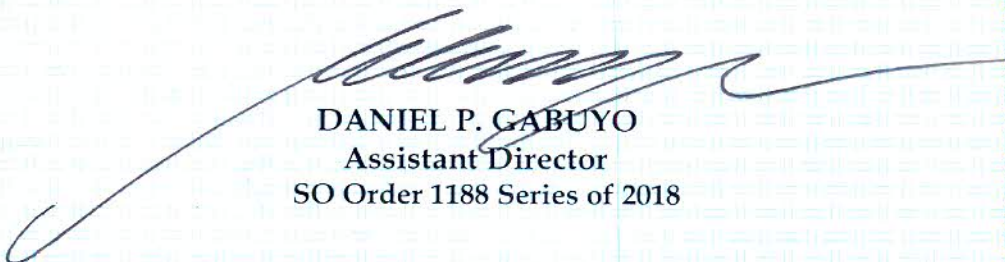
THIS IS TO CERTIFY that the New By-Laws of

**Altus Property Ventures, Inc.**  
(Formerly: ALTUS SAN NICOLAS CORP.)

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 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.

This is a replacement Certificate in lieu of the Certificate of Filing of New By-Laws 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



## NEW BY-LAWS

### OF

## ALTUS PROPERTY VENTURES, INC.

(FORMERLY: ALTUS SAN NICOLAS CORP.)

### ARTICLE I

#### SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

SECTION 1. SUBSCRIPTIONS. Unpaid subscriptions to the capital stock of the Corporation shall be due and payable in accordance with the terms of the subscription agreement, if provided for, or at any time, or from time to time, as they shall be declared due and payable by the Board of Directors. Unless otherwise provided in the subscription agreement, no interest shall be due on the unpaid subscriptions until such subscriptions are declared delinquent.

SECTION 2. STOCK CERTIFICATES. Each stockholder shall be entitled to a certificate for fully paid stock subscriptions in his name in the books of the Corporation which shall be signed by the Chairman and countersigned by the Secretary of the Corporation and sealed with the corporate seal certifying the number of fully paid-up shares owned by the stockholder. All such certificates shall be issued in consecutive order from a certificate book, and shall be numbered and registered in the order in which they are issued, and on the stub of each certificate issued to the stockholder. Every certificate returned to the Corporation for the exchange or transfer of shares shall be cancelled, and attached to the stock certificate book from which it originated. No certificate evidencing previously issued shares shall be created until the old certificates corresponding to such shares shall have been cancelled and returned to its stock certificate book. The necessary documentary stamp taxes for the issuance of new certificates arising from the transfer of shares shall be borne by the stockholder in whose favor such shares are assigned or transferred.

SECTION 3. TRANSFER OF SHARES. Transfer of shares shall be recorded in the books of the Corporation if such transfer is made by the stockholder in person or by an attorney-in-fact duly authorized in writing, upon the surrender of the certificates for such shares properly endorsed and presentation of proof of payment of applicable taxes. The name and citizenship or nationality of the parties to the transaction, the date of transfer, the numbers of the certificates and the number of shares transferred shall be recorded in the books of the Corporation. Upon such transfer, the old certificate shall be surrendered to the Corporation by delivery thereof to the Secretary or to the transfer agent, or to such other person as the Board of Directors may designate, and such certificate shall be cancelled, and new certificate shall thereupon be issued. All certificates presented for transfer to the Corporation must be stamped "CANCELLED" on the face thereof together with the date of cancellation, and must be immediately attached to the corresponding stub in the stock book. Whenever any transfer of shares shall be made as a result of being made collateral or security, such fact, if known to the Secretary or to the transfer agent, shall be so expressed in the entry of the transfer. No issuance or transfer of shares of stock of the Corporation which would reduce the



stock ownership of Filipino citizens to less than the minimum percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation.

All transfer shall be valid and binding on the Corporation only upon the recording thereof in the books of the Corporation, cancellation of the certificate surrendered to the Secretary, and issuance of new certificate to the transferee.

No share of stock against which the Corporation holds unpaid claim shall be transferable in the books of the Corporation.

**SECTION 4. LOST, DESTROYED AND MUTILATED CERTIFICATES.** Any stockholder of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of his stock certificate. Any stockholder who claims that his certificate of stock has been lost or destroyed shall file an affidavit in triplicate with the Corporation stating the circumstances of such loss or destruction, and he shall further give notice thereof by publication in a newspaper of general circulation in Manila once a week for three (3) consecutive weeks. After one (1) year from the date of the last publication, if no contest has been presented regarding said certificate(s) of stock, a new certificate or certificates marked "DUPLICATE" shall be issued to such stockholder, provided that, a bond may be given in lieu of the one-year required prior to issuance of replacement pursuant to Section 72(b) of the Revised Corporation Code which bond shall be effective for a period of one (1) year and shall be in such amount and in such form as may be satisfactory to the Board of Directors.

**SECTION 5. ADDRESSES.** Every stockholder and transferee shall furnish the Secretary or transfer agent with his address to which notices may be served upon or mailed to him. If any stockholder shall fail to designate any change in such address, notices of the Corporation shall be deemed properly served upon him by delivery or by mail sent to him at his last known postal address.

**SECTION 6. TREASURY SHARES.** All issued and outstanding shares of the Corporation which may be purchased, acquired, donated or transferred to the Corporation shall become treasury shares and shall be held subject to disposition by the Board of Directors. Such treasury shares shall neither vote, nor participate in dividends while held by the Corporation.

**SECTION 7. FRACTIONAL SHARES.** No certificate of stock shall be issued evidencing ownership of a fractional part of a share.

## **ARTICLE II**

### **MEETINGS OF STOCKHOLDERS**

**SECTION 1. ANNUAL MEETINGS.** The annual meeting of the stockholders shall be held on the last Friday of May of each year, at the principal office of the Corporation or such other place in the Municipality of San Nicolas, Ilocos Norte, as may be designated by the Board of Directors.

