



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

COMPANY REG. NO. AS92000798

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

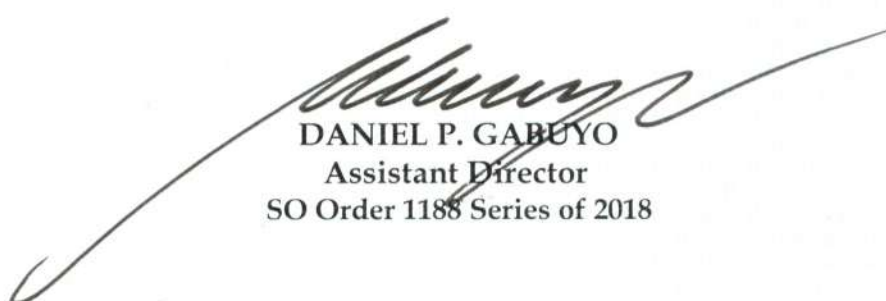
This is to certify that the amended articles of incorporation of the

**THE ORCHARD GOLF AND COUNTRY CLUB, INC.**  
(Amending Article IV (term of existence) thereof)

copy annexed, adopted on June 25, 2019 by majority vote of the Board of Directors and on October 12, 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 29<sup>th</sup> day of March, Twenty Twenty One.

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

BA/qba

# COVER SHEET

for Applications at  
**COMPANY REGISTRATION AND MONITORING DEPARTMENT**

Nature of Application

AMENDMENT

SEC Registration Number

A S 0 9 2 0 0 0 7 9 8

Former Company Name

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

**AMENDED TO:  
New Company Name**

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

K M .   2 7   A G U I N A L D O   H I G H W A Y  
S A L A W A G ,   D A S M A R I N A S   C I T Y  
C A V I T E

ZIP CODE  
4 1 1 4

COMPANY INFORMATION

Company Email Address

togccofficial@gmail.com

Company's Telephone Number/s

(634) 6.416.5931 to 35

Mobile Number

+639065964330

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

ATTY. JON P. ALAMIS

Email Address

jalamis@lmja.law

Telephone Number/s

(632)7.919.4643

Mobile Number

+639175785912

Contact Person's Address

UNIT 2305 ANTEL GLOBAL CORPORATE CENTER, DONA JULIA VARGAS AVE., PASIG 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**  
**THE ORCHARD GOLF AND COUNTRY CLUB, INC.**

**KNOW ALL MEN BY THESE PRESENTS:**

THAT WE, who are of legal age, and a majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the laws of the Republic of the Philippines.

**AND WE HEREBY CERTIFY:**

FIRST. – That the name of said Corporation shall be:

**THE ORCHARD GOLF AND COUNTRY CLUB, INC.**

SECOND. – That the purpose for which the said Corporation is formed are:

To promote the social, educational and athletic activities among its shareholders, the main objective and undertaking of which will be the construction and maintenance of a golf course, tennis courts, swimming pools and other indoor and outdoor related sports and recreational facilities. (As amended on 8 October 2016)

In order to carry out the foregoing purpose, the Corporation shall have the following incidental objects and powers:

1. To purchase, receive, take, or grant, hold, convey, sell, lease, pledge, mortgage, and otherwise deal with such real and personal properties, including securities and bonds of other corporations, as the transaction of the lawful business of the corporation may reasonably and necessarily require, subject to such limitations prescribed by law or the Constitution.
2. To invest and deal with the money and property of the Corporation in such manner as may from time to time, be considered necessary or expedient for the advancement of the purposes and interest of the Corporation, and to sell, or dispose of, or transfer the goodwill, business, property and undertakings of the Corporation under such terms and conditions as it shall deem fit to accept.
3. To draw, make, accept, endorse, negotiate, assign, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and

other negotiable or transferable instruments or securities as may be deemed necessary and convenient for the furtherance of the business of the Corporation.

4. To borrow or raise money as may be necessary to meet the financial requirements of its activities by the issuance of bonds, promissory notes, and other evidence 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 evidence of indebtedness, on such terms and conditions as the Board of Directors of the Corporation shall determine and as may be permitted by law.
5. To the extent permitted by law, to purchase, acquire, manage and take over all or any part of the business and property of any person, corporation, syndicate or partnership, carrying on any business which this Corporation is authorized to carry on, or possessed of property suitable for the purpose of this Corporation, and to pay for the same in property, cash, checks, bonds, debentures, or other obligations of the Corporation and to undertake, assume and guarantee the liabilities of such person, corporation, syndicate or partnership whose property or business may be taken over, or shares of whose capital stock may be acquired, and owned by the Corporation, without, however, engaging in the surety or guaranty business;
6. Insofar as the same may now or hereafter be permitted by law, to amalgamate or unite with, manage, or combine into this Corporation, any other corporation or association or business, wherever formed, for objects similar, analogous, or subsidiary to any of the objects of this Corporation, carrying on any business capable of being conducted so as to directly benefit this Corporation, and to acquire, hold and deal in shares or interest therein;
7. To apply for, obtain, register, purchase, lease or otherwise to acquire, hold, use, own, operate or sell, assign, or otherwise, dispose of any trademarks, tradenames, patents, inventions, improvements and processes secured under letters of patent of the Philippines and of foreign countries or otherwise, to use, exercise, develop or grant licenses in respect of, or otherwise to turn to account any such trademarks, patents, licenses, processes and the like or any such property or rights;

8. To carry on any other lawful business and to do everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects enumerated herein or incident to the powers named herein or for the enhancement of the value of the property of the Corporation, or which shall at any time appear conducive thereto or expedient; to have all the rights, powers, privileges now or in the future conferred by the laws of the Philippines.

The preceding clauses shall constitute both as objects and powers, and it is expressly provided that the preceding enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation, and are in furtherance of, and in addition to, and not in limitation of the general powers conferred by the laws of the Philippines.

THIRD. – That the place where the principal office of the Corporation is to be established is Km. 27 Aguinaldo Highway, Salawag, Dasmariñas City, Cavite. (As amended on 8 October 2016)

FOURTH. - That the Corporation shall exist in perpetuity. (As amended on 12 October 2019)

FIFTH. – That the names, citizenships and residences of the incorporators are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
EXEQUIEL D. ROBLES	Filipino	Dumandan Compound, Santolan Avenue, Pasig, Metro Manila
FELIPE G. SANTOS	Filipino	72 Evangelista St., Santolan, Pasig, M.M.
HELENA Z. BENITEZ	Filipino	26 Mariposa St., Cuabo, Quezon City
JACINTO A. GALANG, JR.	Filipino	San Bartolome, Kapitolyo, Pasig, Metro Manila
HENRY CUA LOPING	Filipino	17165 PM Guanzon, Street, Manila

SIXTH. – That the number of directors of said Corporation shall be Seven (7) and the names and residences of the directors of the Corporation who are to serve until their successors are elected and qualified pursuant to the By-Laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
EXEQUIEL D. ROBLES	Filipino	Dumandan Compound, Santolan Avenue, Pasig, Metro Manila
MARIZA S. TAN	Filipino	Cluster 351-A, Alexandria Condo., Meralco Ave., Pasig, Metro Manila



FELIPE G. SANTOS	Filipino	72 Evangelista St., Santolan, Pasig, M.M.
LIBERATO D. ROBLES	Filipino	Dumandan Compound, Santolan Ave., Pasig, Metro Manila
HELENA Z. BENITEZ	Filipino	26 Mariposa St., Cuabo, Quezon City
JACINTO A. GALANG, JR.	Filipino	San Bartolome, Kapitolyo, Pasig, Metro Manila
HENRY CUA LOPING	Filipino	17165 PM Guanzon, Street, Manila

SEVENTH. That the total authorized capital stock of the Club shall consist of Three Thousand (3,000) no par value shares, divided into One Thousand Eight Hundred (1,800) Class "A" Shares inclusive of seven (7) Founders' Shares, Seven Hundred (700) Class "B" Common Shares and Five Hundred (500) Class "C" Common Shares. (As amended on 8 October 2016)

Class "A" Common Shares, inclusive of Founders' Shares, may be sold to citizens of the Philippines or to partnerships, corporations or associations, of which at least 60% of the outstanding capital stock and entitled to vote is owned or controlled by citizens of the Philippines. Every holder of a Class "A" Common Share shall be entitled to one (1) membership in the Club. (As amended on 8 October 2016)

Class "B" Common Shares may be sold to any individual, corporation, partnership, or association, irrespective of nationality. Every holder of a Class "B" Common Share shall be entitled to one (1) membership in the Club. (As amended on 8 October 2016)

Class "C" Common Shares are special corporate shares which may be sold to corporations irrespective of their nationality or citizenship and entitle every holder thereof to one (1) membership in the Club, with two (2) playing rights. (As amended on 8 October 2016)

Subject to the foregoing limitations, authority is hereby conferred upon the Board of Directors to issue such shares for such consideration as it may from time to time fix, which in no event shall be less than the amount prescribed by law. The share certificate/s shall be issued within sixty (60) business days from the date of their full payment, subject to the presentation of the appropriate tax clearances; provided, however, that the prospective members shall first be qualified for membership before the actual sale or transfer of the share/s. (As amended on 8 October 2016)

The Club is a private club and is organized on a non-profit basis for the sole benefit of its shareholders/members. Ownership of a share shall entitle the registered owner to the use of all the sports and other facilities of the Club, subject to the terms and conditions prescribed herein, in the By-Laws and such rules and regulations as may from time to time be prescribed by the Board of Directors. The foregoing and any other provisions herein to the contrary notwithstanding, the Board of Directors may allow persons other than shareholders/members to use the sports and other facilities of the Club on such terms and conditions as it may reasonably determine.

Ownership of all shares of stock of the Club is subject to the following restrictive conditions: (As amended on 8 October 2016)

(1) Except for the seven (7) Founders' Shares, voting rights of the rest of the shares will be suspended. The Founders' Shares shall have the exclusive right to vote and be voted for in the election of directors. Five (5) years from and after the date of incorporation, the voting rights of the rest of the Common Shares shall automatically be revived, thus, putting them on equal footing in all respects with the Founders' Shares. (As amended on 8 October 2016)

(2) No transfer of shares of stock of the Club which will 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 Club. This restriction shall be printed or indicated in all the certificates of stocks to be issued by the Club. Any transfer made in violation hereof shall be null and void. (As amended on 8 October 2016)

(3) No profit shall inure to the exclusive benefit of any of its shareholders, hence, no dividends shall be declared in their favor. Shareholders shall be entitled only to a pro-rata share of the assets of the Club at the time of its dissolution or liquidation. (As amended on 8 October 2016)

(4) In case of foreclosure by the pledgee or mortgagee of the shares of shareholders in the Club, the pledgee/mortgagee shall, in the event of inability of the pledger or mortgagor to meet his obligations under the terms of the pledge or chattel mortgage, notify the Club in writing of the date, time and place of the foreclosure sale and of the nature and amount of obligation secured by the pledge or mortgage, which sale shall be conducted not earlier than fifteen (15) days from the date the Club received written notice thereof. The Club shall have the right to purchase the auctioned shares, within thirty (30) days from the award, by paying in cash the price paid for by the winning bidder and expenses of sale incurred by the latter. (As amended on 8 October 2016)

(5) The owners of shares of the Club shall be subject the payment of monthly dues in such amount as may be prescribed by resolution of the Board of Directors to meet the expenses for the general operations of the Club, and the maintenance and improvement of its premises and facilities. Such dues together with all other obligations of the shareholders to the Club shall constitute a first lien on the shares, second only to any lien in favor of the national or local government, and in the event of delinquency such shares may be ordered sold by the Board of Directors in the manner provided in the By-Laws to satisfy said dues or other obligations of the shareholders. (As amended on 8 October 2016)

(6) In case any shareholder shall violate the provisions of these Articles or the By-Laws or rules and regulations of the Club, or resolutions duly promulgated by the Board of



Directors or Shareholders, or commit any other act or conduct which the Board of Directors may deem injurious to the interest or hostile to the objectives of the Club, such shareholder may be expelled by the Board of Directors in the manner provided in the By-Laws upon proper notice and hearing, and he shall then cease to be a shareholder and shall have no right with respect to his share except the right to demand payment therefor in accordance with the By-Laws. The Club shall have a period of thirty (30) days from the expulsion of the shareholder to make payment of his share, and upon such payment the shareholder shall forthwith transfer and assign the share held by him as directed by the Club. (As amended on 8 October 2016)

(7) No share of the Club hereafter issued shall be sold or transferred by the registered holder thereof until such holder shall have first offered such share for sale to the Club, it being the intention hereof to give preference to the Club. For this purpose, a shareholder desiring to sell his share or shares shall file a notice in writing of his intention to sell with the Membership Committee, stating the price, terms and conditions of sale. If, within sixty (60) days from date of receipt of such written notice, the Board of Directors shall elect to purchase any or all of such shares, the holder thereof shall thereupon forthwith transfer and assign to the Club the share or shares so purchased, and the Club shall at the same time deliver payment of the purchase price thereof. If the Board of Directors shall vote not to purchase any or all of such shares or shall fail to elect to make such purchase within the said sixty (60) day period, the registered holder of such share or shares may transfer the same to other persons who are qualified to own and hold shares in the Club by sale or otherwise, at the price, terms and conditions for which they were offered to the Club. If the price, terms and conditions offered to, or offered by, a third party prove to be less than the price, and are less onerous than the terms and conditions originally offered to the Club, the said shareholder must file with the Membership Committee another written offer stating the new price, terms and conditions, and within sixty (60) days from the filing of the said written offer, the Club shall have the option to purchase the shares for the same price, terms and conditions. The foregoing procedure shall also apply whenever any share of the Club is the subject of an auction or public sale, where the successful bidder shall send notice in writing to the Club of the auction sale and the bid price, which shall be the basis for the Club to exercise its option to purchase the shares within the same period of sixty (60) days from receipt of such notice. (As amended on 8 October 2016)

This restriction shall not apply to transfers to the shareholder's parent, spouse and children, whether by sale, donation, inheritance, or otherwise. (As amended on 8 October 2016)

The provisions contained herein shall be written, printed or stamped upon such stock certificates already issued or which hereafter may be issued, and thereupon shall be a part thereof and binding upon such and every present or future owner or holder thereof. (As amended on 8 October 2016)



Any transfer of shares made in violation of these provisions shall be null and void and shall not be recorded in the books of the club. (As amended on 8 October 2016)

(8) These restrictive conditions shall be noted by reference or incorporation in the certificates of stock of the Club. Any transfer made in violation hereof shall be null and void.

EIGHT. - That at least twenty-five percent (25%) of the authorized capital stock above stated has been subscribed as follows:

Names	Nationality	No. of Shares Subscribed	Amount Subscribed
Sta. Lucia Realty & Development, Inc.	Filipino	476 Class "A" Shares	<b>₱476,000.00</b>
Exequiel D. Robles	Filipino	1 Founders' Share	1,000.00
Mariza S. Tan	Filipino	1 Founders' Share	1,000.00
Liberato Robles	Filipino	1 Founders' Share	1,000.00
Felipe G. Santos	Filipino	1 Founders' Share	1,000.00
Helena Z. Benitez	Filipino	1 Founders' Share	1,000.00
		59 Class "A" Shares	59,000.00
AFP Retirement & Benefit System	Filipino	104 Class "A" Shares	104,000.00
Jacinto Galang	Filipino	1 Founders' Share	1,000.00
ACL Development Corporation	Filipino	104 Class "A" Shares	104,000.00
Henry Cua-Loping	Filipino	1 Founders' Share	1,000.00
	Total	750 Shares	<b>₱750,000.00</b>

NINTH. - That the above-named subscribers have paid at least twenty-five percent (25%) of the total subscription as follows:

Name	Amount Paid
Sta. Lucia Realty & Development, Inc.	<b>₱476,000.00</b>
Exequiel D. Robles	1,000.00
Mariza S. Tan	1,000.00
Liberato Robles	1,000.00
Felipe G. Santos	1,000.00
Helena Z. Benitez	60,000.00
AFP Retirement & Benefit System	104,000.00
Jacinto Galang	1,000.00
ACL Development Corporation	104,000.00
Henry Cua-Loping	1,000.00

---

Total

₱750,000.00

TENTH. – Exequiel D. Robles has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that, as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the Corporation all subscriptions paid by subscribers.

IN WITNESS WHEREOF, the parties have hereunto affixed their signatures this 27 January 1992 at Mandaluyong, Metro Manila.

(Sgd.) EXEQUIEL D. ROBLES  
TAN – 30583842

(Sgd.) FELIPE G. SANTOS  
TAN – 25880465

(Sgd.) HELENA Z. BENITEZ  
TAN – 1082-195-7

(Sgd.) JACINTO A. GALANG, JR.  
TAN – G4529-J2434-A-6

(Sgd.) HENRY CUA-LOPING  
TAN – C4150-M2347-A-G

SIGNED IN THE PRESENCE OF:

\_\_\_\_\_ (Sgd.) \_\_\_\_\_

\_\_\_\_\_ (Sgd.) \_\_\_\_\_

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)  
MANDALUYONG, METRO MANILA ) S.S.

BEFORE ME, a Notary Public for in Mandaluyong, Metro Manila, Philippines, personally appeared:

Name

Res. Cert. No.

Date/Place Issued



Exequiel D. Robles	18799404	1/20/91- Pasig M.M.
Felipe G. Santos	18799402	1/20/91- Pasig, M.M.
Jacinto Galang	16080145	1/20/91- Quezon City
Helena Z. Benitez	179292	4/12/91- Manila
Henry Cua-Loping	111147L	2/28/91- Manila

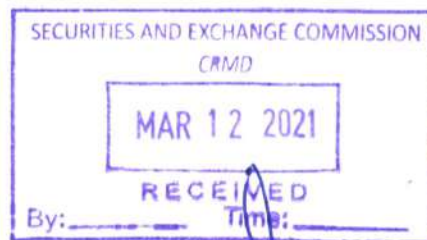
all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal this 27 January 1992 at Mandaluyong, Metro Manila, Philippines.

(sgd.)  
MIRIAM E. GOONZAGA DAWAY  
Notary Public  
Until December 31, 1992  
PTR NO 6639378 S 1-21-92  
at quezon city  
TAN No. G5223-E3051-A-8

Doc. No. 421;  
Page No. 86;  
Book No. II;  
Series of 1992.

Republic of the Philippines }  
City of **PASIG CITY** } s.s.



**DIRECTORS' CERTIFICATE**

We, the undersigned members of the Board of Directors of The Orchard Golf & Country Club, Inc. (the "Club"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at Km. 27 Aguinaldo Highway, Salawag, Dasmariñas City, Cavite, after having been duly sworn in accordance with law, hereby certify that:

1. At the Regular Meeting of the Board of Directors on 25 June 2019, at which meeting at least a majority of the directors was present and acting throughout, and at the Annual Shareholders' Meeting of the Club on 12 October 2019, at which meeting shareholders owning at least two-thirds of the issued and outstanding capital stock of the Club were present or represented, the following resolutions were approved and adopted to reflect the amendments to the Club's Articles of Incorporation and By-Laws:

"RESOLVED, That, Article IV of the Club's Articles of Incorporation and Section 1, Article XV of the Club's By-laws, shall respectively be amended as follows:

(A) Article IV, Articles of Incorporation

"FOURTH. – That the term for which the Corporation is to ~~shall~~ exist is ~~fifty (50) years from and after the date of incorporation~~ in perpetuity."

(B) Section 1, Article XV, By-Laws

"Section 1. Suspension and Expulsion. The Board of Directors, by a ~~unanimous~~ vote of the ~~members present~~ at least five (5) of its members, may reprimand, suspend or expel a member on any of the following grounds:

... .."

2. Further, at the Regular Meeting of the Board of Directors on 21 July 2020, at which meeting all of the directors were present and acting throughout, and at the Annual Shareholders' Meeting of the Club on 12 December 2020, at which meeting shareholders owning at least two-thirds of the issued and outstanding capital stock of the Club were present or represented, the following resolutions were approved and adopted to reflect the amendments to the Club's By-Laws:

"RESOLVED, That Section 2(b), Article XII and Section 1, Article XV of the Club's By-Laws shall be amended as follows:

(A) Section 2(b), Article XII, By-Laws

"House Committee. The House Committee with the approval of the Board shall make and promulgate the rules and regulations for the management of the Club and the use of the Clubhouse and all facilities;

A handwritten mark or signature in blue ink, possibly a stylized letter 'C' or a similar symbol.

A handwritten signature in blue ink, appearing to be a cursive name.

A handwritten signature in blue ink, partially visible on the left margin.

A large handwritten signature in blue ink, located on the left margin.

A handwritten signature in blue ink, located at the bottom center.

A handwritten signature in blue ink, located at the bottom right.



regulate the prices of commodities and services within its jurisdiction; and formulate policies on purchasing functions; ~~and~~ Subject to its House Rules, it may also, in its discretion, recommend to the Board the imposition of any disciplinary action, sanction or penalty upon a member, including a reprimand, suspension or expulsion. The House Committee shall likewise of any member, and exercise such other powers and perform such other functions as may be authorized by the Board."

(B) Section 1, Article XV, By-Laws

"Section 1. Suspension and Expulsion. The Board of Directors, by a vote of at least five (5) of its members, may reprimand, suspend or expel a member on any of the following grounds:

- (a) Violation of the Articles of Incorporation or the By-Laws;
- (b) Violation of Rules and Regulations adopted by the Board of Directors; or
- (c) Acts or conduct of the member inimical to the interest and purposes of the Club.

The member concerned shall be informed of the charges against him in writing. ~~w~~Within ten (10) days from receipt thereof, the member concerned shall comment thereon. ~~Not later than thirty (30) days thereafter~~As soon as practicable, the Board of Directors shall convene and decide upon the matter. The member concerned shall be notified in writing of the decision of the Board of Directors.

Should the Board of Directors decide to reprimand, suspend or expel a member, the member concerned may file a motion for reconsideration with the Board of Directors within fifteen (15) days from notice of the decision. Failure by the member concerned to file such motion for reconsideration within the said period shall render the decision final and executory.

~~A denial of said motion for reconsideration may be appealed by the member concerned to a general or special meeting of shareholder within fifteen (15) days from notice of such denial. For this purpose, the member concerned shall furnish the Board of Directors a notice of appeal with the said fifteen (15) day period, during which the decision to reprimand, suspend or expel shall be stayed.~~

~~If the shareholders, by a majority vote of those constituting a quorum, shall approve the decision of the Board, the decision to reprimand, suspend or expel a member shall be executed immediately upon receipt by the member concerned of a written notice thereof. Failure by the member concerned to appeal to the shareholders within the fifteen (15) day period shall make the decision of the Board final and executory.~~

The suspension or expulsion of a regular member shall automatically include the suspension or expulsion of the assignees or representatives of said member. If a nominee or representative of a regular member is suspended or expelled by reason other than delinquency in the payment of accounts, only the erring nominee or representative shall be disciplined."

3. The foregoing resolutions have not been amended or rescinded, are still in full force and effect, and are in accordance with the records of the Club presently in the custody of the Corporate Secretary;

4. All the requirements of Section 15 of the Revised Corporation Code have been complied with; and

5. The attached Articles of Incorporation and By-Laws are true and correct copies of the Club's Articles of Incorporation and By-Laws, as amended by at least a majority vote of the Board of Directors at the regular meeting held on 25 June 2019 and 21 July 2020, and ratified by the affirmative vote of the stockholders representing at least two-thirds of the issued and outstanding capital stock of the Club at the annual shareholders' meetings held on 12 October 2019 and 12 December 2020.

**JAN 25 2021**

IN WITNESS WHEREOF, we, the Directors of the Club, have, this \_\_ day of January 2021, signed this Directors' Certificate with the countersignature of the First and Second Asst. Corporate Secretaries.



Vicente R. Santos  
TIN No. 155-810-410



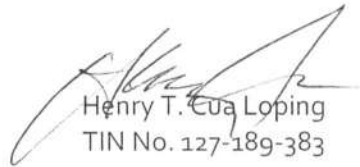
Tomas Julio A. Benitez  
TIN No. 190-872-271



Jose P. Crisostomo, Jr.  
TIN No. 104-096-901



Exequiel D. Robles  
TIN No. 139-154-445



Henry T. Cua Loping  
TIN No. 127-189-383



Jose S. Gonzales  
TIN No. 140-478-864



MARIZA SANTOS-TAN  
TIN No. 139-154-574



Countersigned by:



Mariza Santos-Tan  
First Asst. Corporate Secretary



Atty. Jon Michael P. Alamis  
Second Asst. Corporate Secretary

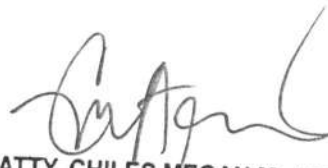
JAN 25 2021

SUBSCRIBED AND SWORN to before me this \_\_\_ day of January 2021, affiants exhibiting to me their respective government issued IDs, to wit:

Name	Government ID	Date/Place Issued
Vicente R. Santos	TIN No. 155-810-410	
Exequiel D. Robles	TIN No. 139-154-445	
Henry T. Cua Loping	TIN No. 127-189-383	
Jose P. Crisostomo, Jr.	TIN No. 104-096-901	
Tomas Julio A. Benitez	TIN No. 190-872-271	
Jose S. Gonzales	TIN No. 140-478-864	
Mariza Santos-Tan	TIN No. 139-154-574	
Jon Michael P. Alamis	TIN No. 190-894-444	



Doc No. 9  
Page No. 4  
Book No. I  
Series of 2021.



**ATTY. CHILES MEGAN M. AREÑO**  
Notary Public for the City of Pasig  
Appointment No. 56(2021-2022)  
Roll of Attorneys No. 74058  
BP O.R. No. 137831; 01.05.2021; RSM Chapter  
PTR O.R. No. 6514569; 01.07.2021; Pasig City  
Admitted to the Bar on 6 July 2020  
2305 Antel Global Corporate Center  
Julia Vargas Ave, Ortigas, Pasig City