

### REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills City of Mandaluyong, Metro Manila

Company Reg. No. 110790

# 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

## LANDBANK COUNTRYSIDE DEVELOPMENT FOUNDATION, INC.

(Formerly: Land Bank Countryside Development Foundation, Inc.)
(Amending Articles I, III, IV, VII, IX & X thereof.)

copy annexed, adopted on September 29, 2015 by majority vote of the Board of Trustees and by the vote of at least two-thirds of the members of the corporation, and certified under oath by the Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this \_\_\_\_\_\_ day of January, Twenty Sixteen.

FERDINAND B. SALES

Director

Company Registration and Monitoring Department

#### **COVER SHEET**

### for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

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### AMENDED ARTICLES OF INCORPORATION OF THE

# LANDBANK COUNTRYSIDE DEVELOPMENT FOUNDATION, INC. (As amended on 29 September 2015)

(Formerly: LAND BANK COUNTRYSIDE DEVELOPMENT FOUNDATION, INC.)

#### KNOWN ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, all of legal age, Filipino citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a non-stock and non-profit corporation under laws of the Republic of the Philippines.

#### AND WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be <u>LANDBANK</u> COUNTRYSIDE DEVELOPMENT FOUNDATION, INC.; (As amended on 29 September 2015)

**SECOND:** That the purposes for which such corporation is formed are to establish, and operate a private, non-profit foundation which shall initiate, stimulate, encourage, promote, develop, support, assist, undertake, finance, provide, manage, operate and/or maintain programs, plans, projects or enterprises for the improvement, promotion and advancement of agrarian reform beneficiaries, farmers, tillers, fisherman and other agricultural workers and the social and economic development of the countryside. In furtherance of its purposes:

- To grant and extend formal and non-formal education and training assistance to deserving and qualified farmer beneficiaries of the agrarian reform program and their children and to members of Land Bank of the Philippines-assisted cooperatives and other people's organization to enable them to attain technological, vocational and management capability through a planned educational assistance program;
- To promote pure and applied research, development work and economic evaluation and examinations on business and enterprise of every kind and description in the Philippines specially in the fields of agriculture, agronomy, marine science and agri-business for the comprehensive development of the cooperatives and rural communities in the countryside;
- To initiate, promote and develop the advancement of scientific and social development projects, sociological surveys, studies and activities for human resource development including but not limited to manpower training, operation of any activity which in any way shall train an individual for his spiritual, social, and physical development;
- To develop, stimulate, initiate, support, finance or undertake programs and projects for charitable scientific and educational purposes and for the social

- and economic amelioration and improvement of the less privileged sector of our society;
- To establish, set-up and maintain scholarship funds, professorial chairs in the fields of agriculture, agronomy, marine science and agri-business and in the aid of these purposes, to receive grants, bequests and donations from all sources, whether it be in cash, property or otherwise;
- To receive assignments of patents, grant exclusive rights to their use and to charge and collect reasonable fees or charges for their use;
- To contract for the purchase, lease or hire of such rights, leases, licenses, franchises, certificates, or permits of such equipment, materials or supplies as said Foundation may desire or need for its purpose;
- 8. To purchase, lease or otherwise acquire such land with or without buildings and other improvements as the Foundation may require, and to sell, mortgage, or dispose of and transfer such land or portions thereof, together with its improvements, for such consideration and under such terms, stipulations and conditions as the Board of Trustees may deem necessary, proper or convenient in carrying out its purposes;
- 9. To purchase or otherwise acquire personal property of any and all kinds, and in particular plants, machinery, tools, patterns, trademarks, trade names, brands, labels, patents and patent rights, licenses, grants, concessions, copyrights and any interest in personal property and to sell, mortgage, assign, transfer, convey or otherwise invest, deal in, trade or transact, in any manner permitted by law, personal property of every kind and description or any interest therein as may be necessary to carry out its purposes;
- 10. To receive, take title to, hold and use stocks, bonds, obligations or other securities of any organization or association, domestic or foreign and the use, proceeds and income thereof;
- To accept and receive assistance, gifts, bequests, legacies, devises, endowments or donations in cash or in properties both movable and immovable from any person or entity whomsoever, domestic or foreign;
- 12. To invest or exchange any portion of its properties, revenues, earnings or capital in the purchase or acquisition of shares of stocks, bonds, or securities of other entities and in real estate and other kinds of investment, and to these ends, to deal in any manner whatsoever with any of its holdings, properties and investments so that this Foundation may carry out its purposes and objectives;
- 13. To enter into, make, perform and carry out or cancel and rescind contracts of every kind and for any lawful purpose with any person or firm,

association, corporation, or indicate whether domestic or foreign, or others including contracts for services to be rendered by the Foundation to any natural or artificial person in consideration of a <u>fee</u>, provided the profits therefrom shall not inure to the benefit of any of the officers or members of the Foundation but shall be exclusively for the maintenance of the Foundation; (As amended on 29 September 2015)

- 14. To raise money or funds from time to time without limit as to amount, to meet the financial requirements of the Foundation, to borrow money, make, draw, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon, by mortgage on, pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Foundation, real or personal, or mixed including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities;
- 15. To make, perform and carry out contracts of every kind and description pertaining to the purposes of this Foundation and for lawful purpose necessary or expedient thereto with any person, firm, association or corporation; and
- 16. Generally, to do such things, transact such businesses, exercise such powers and authority as may be directly or indirectly necessary, suitable or proper for the accomplishment of any of the purpose herein enumerated or which shall appear at any time conducive to or expedient for the Foundation, it being expressly understood however, that since the purposes and essence of this Foundation, being purely humanitarian, benevolent, charitable, educational and philanthropic, it is expressly declared that this is a corporation not for gain or individual profit and that no dividend shall ever be declared or paid to its members.

**THIRD:** That the <u>principal office of the Foundation is located at the 26<sup>th</sup> Floor, LANDBANK PLAZA, 1598 M. H. Del Pilar corner Dr. J. Quintos Streets, Malate, Manila, but it may establish branch offices in any part of the Philippines as may be directed by the Board of Trustees. (As amended on 29 September 2015)</u>

**FOURTH:** That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation, and upon the corporation's dissolution, its remaining assets shall be disposed of and turned over to any foundation dedicated to similar pursuits as the <u>LANDBANK</u> Countryside Development Foundation or to the Republic of the Philippines, or to any of its agencies or instrumentalities or political subdivisions. (As amended on 29 September 2015)

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

	Name	Nationality	Residence
1.	Cesar Virata	Filipino	63 East Maya, PhilAm Homes, QC
2.	Basilio Estanislao	Filipino	50 Scout Fernandez, QC
3.	Conrado F. Estrella	Filipino	982 Maligaya St., Singalong Manila
4.	Blas F. Ople	Filipino	8 Zalameda St., Corinthian Garden, QC
5.	Ronald D. Roy	Filipino	542 Lafayette St., Greenhills,Mandaluyong, MM

Provided, that the aforementioned incorporators shall be the Charter Members of the Foundation, although additional members may be admitted in accordance with the By-laws.

**SIXTH:** That the affairs of the Foundation shall be governed by the Board of Trustees composed of eleven (11) members who are to serve until their successors are elected and qualified as provided by the By-laws.

The names, nationalities and residences of the five (5) original Trustees of the Corporation are as follows:

	Name	Nationality	Residence
1.	Cesar Virata	Filipino	63 East Maya, PhilAm Homes, QC
2.	Basilio Estanislao	Filipino	50 Scout Fernandez, QC
3.	Conrado F. Estrella	Filipino	982 Maligaya St., Singalong Manila
4.	Blas F. Ople	Filipino	8 Zalameda St., Corinthian Garden, QC
5.	Ronald D. Roy	Filipino	542 Lafayette St., Greenhills, Mandaluyong, MM

**SEVENTH:** That the Foundation shall be maintained by means of membership fees and donations, contributions, bequests and the like from both local and foreign entities, and for this purpose, the Land Bank of the Philippines, a banking institution organized and existing under and by virtue of RA 3844 as amended, with principal office at LANDBANK PLAZA, 1598 M.H. Del Pilar corner Dr. J. Quintos Streets, Malate, Manila has donated to the Foundation the amount of FIVE MILLION PESOS (Php5,000,000.00) which amount must be kept intact and invested in safe and high yield securities and only the earnings thereof shall be used

for the purpose for which the Foundation was created; Provided, that the amount herein contributed by the Bank shall qualify the latter as member in accordance with the classification of members in the By-laws. (As amended on 29 September 2015)

**EIGHTH:** That the corporation shall be a non-stock, non-profit corporation and no part of its property or income shall inure to the benefit of any member, trustee, or officer, corporation or association or any private individual other than the intended beneficiaries of the Foundation, except as may be necessary to pay all lawful expenses and costs actually incurred in connection with the realizations of such income and the acquisition of such property, and to compensate reasonably, staff members and consultants for actual and substantial services rendered in furtherance of the purposes of the corporation.

**NINTH:** That the amount of money to be devoted in the maintenance of said corporation is such sum as may be received in the form of earnings on investments and other activities and in the form of contributions, donations, bequests and/or endowments from the public, subject to the provisions of Act No. 4075, provided, that at least sixty <u>percent</u> (60%) of its gross income as defined in the Revised Internal Code, and unrestricted donations, shall be devoted to granting scholarships for scientific and technological manpower training and/or undertaking, directly financing, or assisting fundamental or applied research or development and <u>capacity</u>-building program of the cooperatives in the countryside. (As amended on 29 September, 2015)

That the level of administrative expenses shall on annual basis not exceed thirty percent (30%) of the total expenses for the taxable year. (As amended on 29 September, 2015)

**TENTH:** That Mrs. Lydia P. Fernandez has been designated Treasurer-in-Trust of the corporation to act as such until her successor is duly elected and qualified in accordance with the By-laws and as such, she has been authorized to receive donations, contributions, gifts and monies, etc. for and in behalf of the LANDBANK COUNTRYSIDE DEVELOPMENT FOUNDATION, INC. (As amended on 29 September 2015)

IN WITNESS WHEREOF, we have hereunto set our hands this  $4^{\rm th}$  day of February, 1983 in Manila, Philippines.

**CESAR VIRATA** 

(Sgd.) BASILIO ESTANISLAO

(Sgd.) BLAS F. OPLE

(Sgd.) CONRADO F. ESTRELLA

(Sgd.) RONALD D. ROY

SIGNED IN THE PRESENCE OF:

(Illegible) (Illegible)

#### **ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES)

Manila

, S.S

Before me, a Notary Public for and in the City of Manila, this  $4^{\text{th}}$  day of February, 1983, personally appeared:

	NAMES	RES. CERT. NO.	DATE/PLACE OF ISSUE
2. 3. 4.	Cesar Virata Basilio Estanislao Conrado Estrella Blas F. Ople Ronald D. Roy	6 A-3602736 2999466 A&B -37116 6209415	02/13/82 Manila 01/04/82 Manila 01/30/82 Rosales, Pang. 01/25/82 Manila 03/01/82 Manila

Known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary acts and deeds as well as those of the corporations they represent. This instrument consists of \_\_\_\_\_(\_\_) pages and is signed by the parties and two witnesses on each and every page.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal at the place and on the date first above written.

(Sgd.) TEODULO R. DINO Notary Public Until December 31, 1983 PTR No. 330058

January 20, 1983 San Juan, Metro Manila

Doc. No. 2295; Page No. 89; Book No. VII; Series of 1983.

Republic of the Philippines	)
City of Manila	) S.S.

#### SECRETARY'S CERTIFICATE

- I, **JOSELITO B. VALLADA**, Filipino, of legal age with office address at LANDBANK PLAZA, 1598 M. H. Del Pilar corner Dr. J. Quintos Streets, Malate, Manila, being duly sworn, dispose and state that:
- I am the duly elected and qualified **Corporate Secretary** of LANDBANK Countryside Development Foundation, Inc., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 26<sup>th</sup> Floor LANDBANK PLAZA, 1598 M. H. Del Pilar corner Dr. J. Quintos Streets, Malate, Manila; and
- 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 Trustees, individual trustees and/or major corporate officers of the Foundation as its duly elected and/or appointed directors or officers or vice versa.

Done this day of, 2015 in M	alate, Manila, Philippines
	B
	JOSELITO B. VALLADA
	Corporate Secretary
SUBSCRIBED AND SWORN to before this	NOV 0 2 2015 day of
2015 in the City of Manila, Phili	ppines, affiant exhibiting to me his
Company ID No. TIN No. 225-394-700 issued o	n in

Doc No. 415
Page No. 91
Book No. XXIII
Series of 2015

NOTARY PUBLIC TIN NO. 231430744000 ROLL NO. 49687 PTR No. 3837971 Until 15-16: MCLE No. IV-8021244 Issued Juty 12 2013 IBP LIFE No. 642235. Commission No. 2014-019 Until 12-31-15 MANILA Office Add: National Press Club Bldg. Magallanes Drive, Intramuros. Manila Republic of the Philippines

CITY OF MANIL

) s.s.

### UNDERTAKING TO CHANGE NAME (For Amendment of Corporate / Partnership)

	(For Amendment of Corporate / Farthership)
c/o	LCDFI, 26th Fir., LANDBANK Plaza, 1598 M.H. Del Pilar, Malate; Manila after having been sworn to in accordance with law hereby depose and state:
	That I am a Chairman, Board of Trustees of LANDRANK COUNTRYSIDE DEVELOPMENT FOUNDATION, INC.  (Director/Partner) (Name of Corporation/Partnership)
<b>b</b>	which is in the process of amending its corporate/partnership name with the Securities and Exchange Commission.
	That I in behalf of said corporation/partnership, hereby undertake to change its corporate/partnership name as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly, similar to a registered name, or contrary to public morals, good custom or public policy.
	This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.
	IN WITNESS WHEREOF, I hereby signed this affidavit this 5th day of Jan ,2016 at  I.S. Bulatar VICTOR GERARDO J. BULATAO
	(AFFIANT)
	SUBSCRIBED AND SWORN to before me thisday ofJAN 0 6 2016
	me their Community Tax Certificates as follows:
	NAME COMM. TAX CERT NO. DATE/PLACE ISSUED VICIOR GERARDO J. BULATAO TIN NO:100-594-415
	NOTARY PUBLI C
	DOC No. 219 Page No. 299 Book No. 17 Series of 2015  ATTY. FRANCISCO TARATE  NOTARY PUBLIC  COMM. NO. 2015205 UNTIL DEC. 31, 2016 TINNO 180-238-358/ROLL NO. 17574  IPP ORNO. 10159 43/1-04-2016 (AKLAN CHAP TOR PIRNO. 4922 454/MANILA/01-04-2016
	MCLEEXEMP CONNO. V-DUDITAUNTIL 2019 553 P. FAURAST., ERMITA, MI. A/TEL 714-5710

Print Finish

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

#### Reservation Payment Confirmation

This certifies that the name LANDBANK COUNTRYSIDE DEVELOPMENT FOUNDATION, INC. has been reserved from January 19, 2016 to February 18, 2016.

Reference Reservation Number (RRN): RRN20160119081811533

Type of Industry: Foundation

Breakdown of Fees:

Reservation Fee: Php 40.00

TOTAL: Php 40.00
Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension WITHIN THE SAME DAY via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

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JAN 0 8 2816

# TRUSTEES CERTIFICATE OF THE AMENDMENT OF THE ARTICLES OF INCORPORATION

#### KNOWN ALL MEN BY THESE PRESENTS:

We, the undersigned being the Chairman, the Secretary, and the majority of the members of the Board of Trustees of the LANDBANK COUNTRYSIDE DEVELOPMENT FOUNDATION, INC. formerly Land Bank of the Philippines Educational Foundation, Inc., do hereby certify that by the affirmative vote of the majority of the members of the Board of Trustees as per Board Resolution No. 15-030 dated September 29, 2015 at the principal office of the corporation at the LANDBANK PLAZA, 1598 M. H. Del Pilar corner Dr. J. Quintos Streets, Malate, Manila, and by 2/3 of the general membership on same date and place the following articles of the Articles of Incorporation were amended:

Article 1 was amended to correct the name of the corporation from Land Bank Countryside Development Foundation, Inc. to LANDBANK Countryside Development Foundation, Inc.

**Article 2**, Paragraph 13 was amended to correct typographical error from "foe" to fee.

**Article 3** was amended to comply with Securities and Exchange Commission Memorandum Circular No. 9, series of 2015.

Article 4 was amended to correct the name of the corporation.

**Article 7** was amended to reflect the change of address of the principal office of the Land Bank of the Philippines.

**Article 9**, 1<sup>st</sup> Paragraph, the word "capability" was amended to "capacity" to comply with the revised Vision statement agreed with the Governance Commission for GOCCs(GCG) and adopted during the LCDFI Board Meeting last December 16, 2014.

Article 9, 1st Paragraph, the word "percentum" was amended to "percent"

**Article 9,** 2<sup>nd</sup> Paragraph, was amended to comply with Bureau of Internal revenue- Revenue Regulation No. 13-98.

Article 10 was amended to correct the name of the corporation and inc.

And that the attached Amended Articles of Incorporation is true and correct.

IN WITNESS WHEDEOE we have he	NOV () 2 2015 ereunto set our hands this day
IN WITNESS WHEREOF, we have he of, 2015 in CITY OF MAN	LA, Philippines.
VICTOR GERAR Chair	
2. 9 Dian	
DOMINGO I. DIAZ	ANDRES C. SARMIENTO
Trustee	Trustee
M/mm ad	
CECILIA C. BORROMEO	JOCELYN D.G. CABREZA
Trustee	Trustee
All to the	
RABBONI FRANCIS B. ARJONILLO	O JOSEĽÍTO P. GUTIERREZ
Trustee	U Trustee
AMunal	
11 -	CATHERINE ROWENA BANKILLANUEVADE
Trustee	Trustee Trustee
	VERIFIED
	DICH ORUE COPY
XAVIER C. ALPASA, SJ	PETER ANDREW S. GUTTER TO
Trustee	DATE Trustee
JOSELITO B.	2 001
Corporlate	
SUBSCRIBED AND SWORN to befo 2015 at CITY OF MANILA by th	re me this, day of, ne following persons who exhibited to me
their respective Tax Identification No.'s, a	
1178	Marino
PAGE NO. 95	ATTY, RAMIL JOSELITO BOTAMAYO NOTARY PUBLIC TIN NO. 231430744000 ROLL NO. 49687
BOOK NO. XXXIII	PTR No. 383790 Until 1-5-16 / MCLE No. IV-0021244 Issued July 12, 2013

	NAME	TIN No.
1.	Victor Gerado J. Bulatao	100-594-415
	Domingo I. Diaz	287-448-846
	Rabboni Francis B. Arjonillo	106-903-546
	Andres C. Sarmiento	120-154-841
	Cecilia C. Borromeo	138-052-273
6.	Joselito P. Gutierrez	141-013-568
7.	Leila C. Martin	138-019-384
8.	Catherine Rowena B. Villanueva	154-854-347
	Xavier C. Alpasa, SJ	119-203-587
	. Peter Andrew S. Gutierrez	246-304-346
	. Joselito B. Vallada	225-394-700

CITY OF MANILA
SUBSCRIBED AND SWORN TO
BEFORE ME THIS NOV 1 2 2015

Doc No. 473; Page No. 90; Book No. XXXIII; Series of 2015 CERFED

BY
DATE

2015

ATTA-RAMIL POSELITO B. TMAYO

NOTARY PUBLIC TIM NO. 231430744000 ROLL NO. 4087

PTR No. 383746 / Unith 15-15. ECIE No. IN 4021444 Issued Jun 12. 2113

IBP LIFE No. 94225. Commission No. 2014-019 Unith 12.31-14 BANKLA

Office Add: National Pross Club BL/2 Magallanes Drvo, Intramuros, Manife

LANDBANK COUNTRYSIDE EEVELOPMENT FOUNDATION, INC.