



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS201420992

COMPANY TIN 008-893-096

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

DD-MERIDIAN PARK DEVELOPMENT CORP.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 27th day of October, Twenty Fourteen.

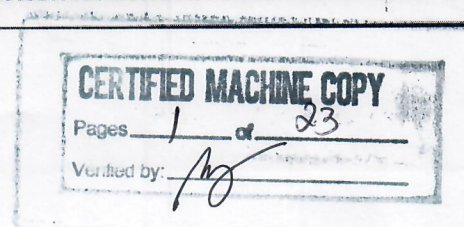
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FERDINAND B. SALES
Director

Company Registration and Monitoring Department

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K00110 (PSIC AS reserved)



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application REGISTRATION	SEC Registration Number <div style="border: 1px solid black; width: 100px; height: 20px; margin: 0 auto;"></div>
Company Name	
<div style="border: 1px solid black; padding: 2px;"> DD-MERIDIAN PARK DEVELOPMENT CORP. </div>	
Principal Office (No./Street/Barangay/City/Town/Province)	
<div style="border: 1px solid black; padding: 2px;"> 16th FLOOR 6750 BUILDING 6750 AYALA AVENUE MAKATI CITY PHILIPPINES </div>	

Company's Email Address <div style="border: 1px solid black; height: 20px; margin: 0 auto;"></div>	Company's Telephone Number 856-7111	Company's Facsimile Number <div style="border: 1px solid black; height: 20px; margin: 0 auto;"></div>
CONTACT PERSON INFORMATION		
Name of Contact Person Gilbert Corandang	Email Address gilbert.corandang@disubedragon.com.ph	Telephone Number 856-7111
Contact Person's Address 16th Floor, 6750 Building, 6750 Ayala Avenue, Makati City, Philippines		

To be accomplished by CRMD Personnel

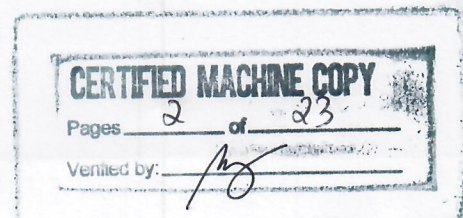
Assigned Processor: Ed 10.2-1	Date	Signature
<div style="border: 1px solid black; padding: 5px;"> <i>[Signature]</i> </div>		
Document I.D.	<div style="border: 1px solid black; padding: 5px;"> Oct. 24, 2020 </div>	

Received by Corporate Filing and Records Division (CFRD)

Forwarded to: **07scajulao**



	Corporate and Partnership Registration Division
	Green Lane Unit
	Financial Analysis and Audit Division
	Licensing Unit

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Title: SEC i-Report .

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Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, 1554


SEC NO: SEC

PAYMENT ASSESSMENT FORM

No. 10242014-347722

[illegible]

SECURITY INFORMATION COMPLIANCE OFFICE
Growth (and) (and) (and)
OCT 24 2014
By: [Signature] Title: [Signature]

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<http://150.150.150.130:8686/secireport/cpayment/downloadforms.sx>

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Pages 3 of 23

Verified by: [Signature]



ARTICLES OF INCORPORATION

OF

DD-MERIDIAN PARK DEVELOPMENT 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:

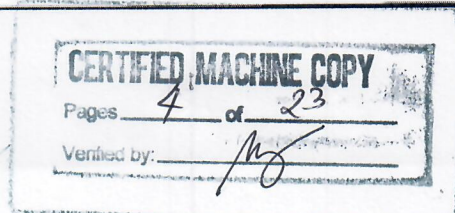
DD-MERIDIAN PARK DEVELOPMENT CORP.

SECOND: A. That the primary purpose of this corporation is

To engage in the business of real estate development including but not limited to residential and commercial subdivisions, buildings, and condominium projects in accordance with Republic Act 4726 (otherwise known as The Condominium Act) as amended; to buy and acquire by purchase, lease or otherwise, lands, and interest in land and to own, hold, impose, promote, develop, subdivide and manage any land owned, held or occupied by the Corporation or belonging to them; to construct, erect and manage or administer buildings such as condominiums, apartments, hotels, restaurants, stores or other structures now or hereafter erected on any land owned, held or occupied and to sell, lease or otherwise dispose of lands or interests in lands and buildings or other structures at any time owned or held by the corporation or belonging to others in the Philippines or elsewhere for such other lawful, commercial and charitable purposes as may be deemed proper for the corporation.

B. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines and the following:

- (i) To acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, exchange, lease, develop, and hold for investment or otherwise dispose of buildings, houses, apartments, and other structures of whatever kind, together with their appurtenances;
- (ii) To purchase, acquire, own lease, sell and convey real properties, such as lands, buildings, machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporation business, and to pay in cash, or other securities, as may be deemed expedient, for any business of property acquired by the corporation;



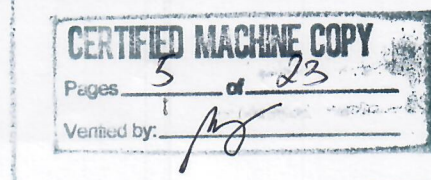
- (iii) To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient shares of stocks, bonds or obligations or evidences of indebtedness in the same manner and to the same extent as natural persons might, could or would do and to exercise all the rights powers and privileges of ownership, including the right to vote thereof or consent in respect thereof for any and all purpose without engaging in stock brokerage business;
- (iv) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incident to carrying out any of the purposes of the corporation;
- (v) To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, corporation or partnership or person, such charter, contracts, franchise, privileges exemption, licenses and concessions as may be conducive to any of the objects of the corporation;
- (vi) To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase, or otherwise acquire, lease, mortgage, pledge, and convey or otherwise deal in and with real and personal property any where within the Philippines;
- (vii) To distribute the surplus profits of the corporation to the shareholders thereof in cash or in kind, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to the corporation;
- (viii) To do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purpose or the exercise of any one or more of its powers, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation;
- (ix) to create or invest in corporations engage in the business of shopping malls, to enter into Joint Venture Agreements with any person for the creation, development, operation and/or management of any shopping mall and to enter into any other lawful agreement for the furtherance of this purpose.

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

07scajulao
No./Street: 16th Floor, 6750 Building, 6750 Ayala Avenue
City/Town: Makati City, Philippines

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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.

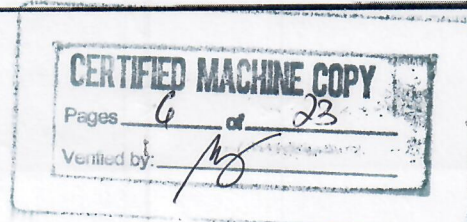


FIFTH: That the names, nationalities, and residences of the incorporators are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u> (Complete Address)
EDGAR J. SIA II	Filipino	38B Luna Gardens, Rockwell Makati City
FERDINAND J. SIA	Filipino	38B Luna Gardens, Rockwell Makati City
RIZZA MARIE JOY J. SIA	Filipino	38B Luna Gardens, Rockwell Makati City
TONY TAN CAKTIONG	Filipino	52 Buchanan St., North Greenhills San Juan, Metro Manila
WILLIAM TAN UNTIONG	Filipino	108 Kennedy St., North Greenhills, San Juan, Metro Manila
BENEDICTO V. YUJUICO	Filipino	No. 90, 10th Street corner Victoria Avenue, New Manila, Quezon City
TERESITA M. YUJUICO	Filipino	No. 90, 10th Street corner Victoria Avenue, New Manila, Quezon City
CHRISTOPHER C. DY	Filipino	No. 16 D. Bonifacio Street, Canumay East Valenzuela City

SIXTH: That the number of directors of said corporation shall be Eight (8) 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:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u> (Complete Address)
EDGAR J. SIA II	Filipino	38B Luna Gardens, Rockwell Makati City
FERDINAND J. SIA	Filipino	38B Luna Gardens, Rockwell Makati City
RIZZA MARIE JOY J. SIA	Filipino	38B Luna Gardens, Rockwell Makati City

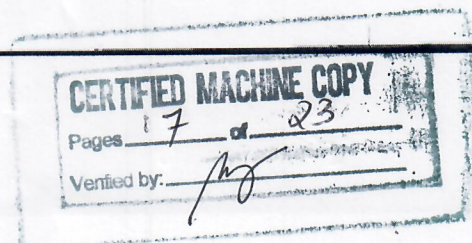


TONY TAN CAKTIONG	Filipino	52 Buchanan St., North Greenhills San Juan, Metro Manila
WILLIAM TAN UNTIONG	Filipino	108 Kennedy St., North Greenhills, San Juan, Metro Manila
BENEDICTO V. YUJUICO	Filipino	No. 90, 10th Street corner Victoria Avenue, New Manila Quezon City
TERESITA M. YUJUICO	Filipino	No. 90, 10th Street corner Victoria Avenue, New Manila Quezon City
CHRISTOPHER C. DY	Filipino	No. 16 D. Bonifacio Street, Canunay East Valenzuela City

SEVENTH: That the authorized capital stock of the corporation is FIFTY THOUSAND PESOS (P50,000.00) in lawful money of the Philippines, divided into FIFTY THOUSAND (50,000) shares with the par value of ONE PESOS (P1.00) per share.

EIGHT: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscriptions has been paid as follows:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>	<u>Amount Paid</u>
<i>1: F.E.</i> DOUBLEDragon PROPERTIES CORP. (TIN: 287 191 423)	Filipino	49,992	P49,992.00	P49,992.00
EDGAR J. SLA II	Filipino	1	P1.00	P1.00
FERDINAND J. SLA	Filipino	1	P1.00	P1.00
RIZZA MARIE JOY J. SLA	Filipino	1	P1.00	P1.00
TONY TAN CAKTIONG	Filipino	1	P1.00	P1.00
WILLIAM TAN UNTIONG	Filipino	1	P1.00	P1.00
BENEDICTO V. YUJUICO	Filipino	1	P1.00	P1.00
TERESITA M. YUJUICO	Filipino	1	P1.00	P1.00
CHRISTOPHER C. DY	Filipino	1	P1.00	P1.00
TOTAL		50,000	P50,000.00	P50,000.00



NINTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

TENTH: That RIZZA MARIE JOY J. SIA 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 incorporators undertake to change the name of the corporation immediately upon receipt of notice or directive from the Securities and Exchange Commission as herein provided or as amended thereafter, that another corporation, partnership or person has acquired a prior right to the use of the name or that the name has been declared as misleading, or contrary to customs or public policy.

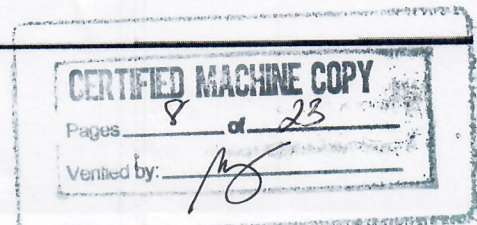
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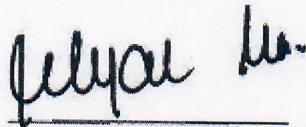
**Securities and
Exchange
Commission**
PHILIPPINES

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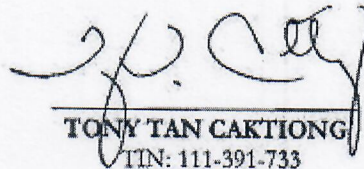
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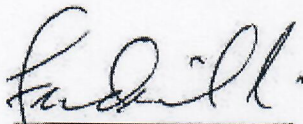
IN WITNESS WHEREOF, we have set our hands this 24th day of October at
Makati City




EDGAR J. SIA II
TIN: 192-003-450



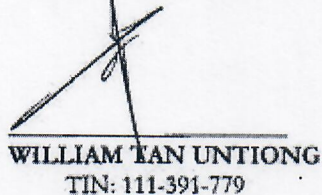
TONY TAN CAKTIONG
TIN: 111-391-733



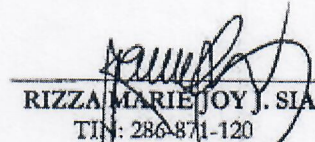
FERDINAND J. SIA
TIN: 917-782-960



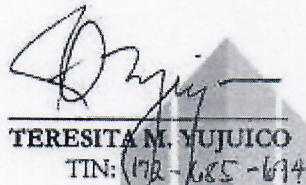
BENEDICTO Y. YUJUICO
TIN: 129-389-279



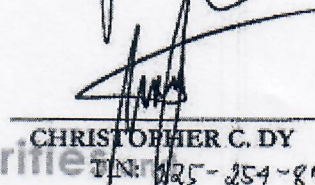
WILLIAM TAN UNTIONG
TIN: 111-391-779



RIZZA MARIE JOY J. SIA
TIN: 286-871-120



TERESITA M. YUJUICO
TIN: 172-685-674



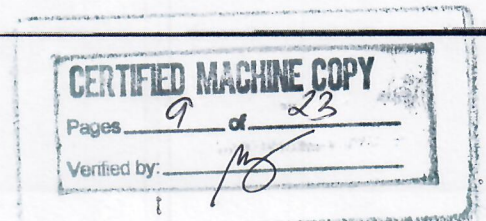
CHRISTOPHER C. DY
TIN: 125-254-874

Securities
Exchange
Commission
PHILIPPINES

WITNESSES:

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ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINE) S.S.

QUEZON CITYBEFORE ME, a Notary Public in and for QUEZON CITY Philippines, this OCT 24 2014 personally appeared:

Name

Competent Evidence of Identity

~~EDGAR J. SIA II~~
~~TONY TAN CAKTIONG~~
~~FERDINAND J. SIA~~
~~BENEDICTO V. YUJUICO~~
~~WILLIAM TAN UNTIONG~~
~~RIZZA MARIE JOY J. SIA~~
~~TERESITA M. YUJUICO~~
~~CHRISTOPHER C. DY~~

TIN: 192-003-450
 TIN: 111-391-733
 TIN: 917-782-960
 TIN: 129-389-277
 TIN: 111-391-779
 TIN: 286-871-120
 TIN: 172-685-894
 TIN: 225-254-874

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledge 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 on the date and at the place first above written.

Doc.No. 89
 Page No. 10
 Book No. 10
 Series of 10

**Securities and
 Exchange
 Commission**
ATTY. JENIE GORDOLA
 NOTARY PUBLIC
 COMMISSION EXPIRES DEC. 31, 2015
 PTA NO. 906-207-1002-2014, Q.C.
 ROLL OF ATTORNEY NO. 25103

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Pages 10 of 23Verified by: [Signature]

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY

TREASURER'S AFFIDAVIT

I, RIZZA MARIE JOY J. SIA, of legal age, Filipino citizen, single, and with office address at 16th Floor 6750 Building, Ayala Avenue, Makati City, after being duly sworn to, depose and say:

That I am the elected Treasurer of DD-MERIDIAN PARK DEVELOPMENT CORP.;

That as Treasurer, I am authorized to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation;

That I certify that at least twenty-five percent (25%) of the authorized capital stock of the abovementioned corporation has been subscribed and at least twenty-five percent (25%) of the subscription in the amount of Fifty Thousand Pesos (P50,000.00) has been paid, and received by me in cash/property for the benefit and credit of the corporation.

OCT 24 2014

IN WITNESS WHEREOF, I hereby sign this Affidavit this ___ day of ___ in
QUEZON CITY

Rizza Marie Joy J. Sia
 RIZZA MARIE JOY J. SIA
 Treasurer

OCT 24 2014

SUBSCRIBED AND SWORN to before me this ___ day of ___ at
QUEZON CITY affiant exhibited to me her TIN No. 286-871-120.

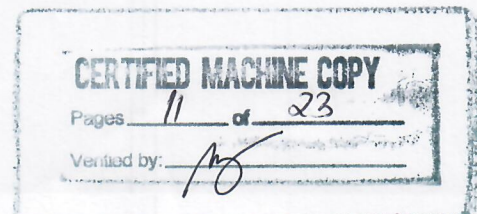
Securities and
 Exchange
 Commission
 PHILIPPINES
 ATTY. JOEL G. GORDOLA
 NOTARY PUBLIC

Notary Public
 COMMISSION EXPIRES DEC. 31, 2015
 PTR NO. 8042871, 1/12/2014, Q.C.
 ROLL OF ATTORNEYS NO. 25103

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**BY-LAWS
OF
DD-MERIDIAN PARK DEVELOPMENT CORP.**

**ARTICLE I
SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES**

Section 1. Subscription- Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificate- The stockholder shall be entitled to one or more certificates for fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President and Chief Operating Officer, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares- Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The secretary shall cancel the stock certificates and issue new certificates to the transferee.

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

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the dated of cancellation, and attached to the corresponding stub with the certificate book.

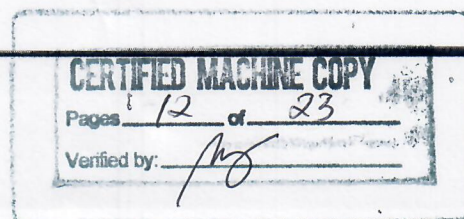
Section 4. Lost Certificates- In case any stock certificate is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

**ARTICLE II
MEETINGS OF STOCKHOLDERS**

Section 1. Annual/Regular Meetings - The annual/regular meetings of stockholders shall be held at the principal office on first Wed of May of each year, if legal holiday, then on the day following.

Section 2. Special Meeting - The special meetings of the stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, as its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock, (b) President and Chief Operating Officer.

Section 3. Place of Meeting - Stockholders meetings, whether regular or special, shall be held in the



principal office of the corporation or at any place designated by the Board of Directors in the city of municipality where the principal office of the corporation is located.

Section 4. Notice of Meeting- Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum- Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 6. Conduct of Meeting - Meeting of the stockholders shall be presided over by the President and Chief Operating Officer, or in his absence, by the chairman or other officers to be chosen by the stockholders. The Secretary shall act as Secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.

Section 7. Manner of Voting- At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary at least ten (10) days before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting.

A forum for the validation of proxies chaired by the Corporate Secretary or Assistant Corporate Secretary, shall be convened seven (7) days before any meeting. Any questions and issues relating to the validity and sufficiency, both as to form and substance, of proxies shall only be raised during said forum and resolved by the Corporate Secretary. The Corporate Secretary's decision shall be final and binding upon the shareholders. Any such question or issue decided upon by the Corporate Secretary shall be deemed settled and those not brought before said forum shall be deemed waived and may no longer be raised during the stockholders' meeting.

Section 8. Closing of Transfer of Books or Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed to ten (10) working days immediately preceding such meeting.

Section 9. Nomination Period - All nominations for directors to be elected by the stockholders of the Corporation shall be submitted in writing to the Corporate Secretary of the Corporation at the principal place of office of the Corporation not earlier than forty (40) days nor later than twenty (20) days prior to the date of the regular or special meeting of stockholders for the election of directors. Nominations which are not submitted within such nomination period shall not be valid. Only a stockholder of record entitled to notice of and vote at the regular or special meeting of the stockholders for the election of the directors shall be qualified to be nominated and elected a director of the Corporation.

Section 10. Nomination Committee - The Board shall form a nomination committee composed of at least three (3) members of the Board. The Nomination Committee shall promulgate the guidelines or

criteria to govern the conduct of nomination. The decision of the Nomination Committee, once confirmed by the Board of Directors, shall be final and binding upon the shareholders and may no longer be raised during the stockholder's meeting.

Any registered stockholder may be nominated and elected to the Board of Directors. The Board of Directors, by majority vote, shall pass upon the qualification of the nominee to the Board. It may also, in the exercise of its discretion and by majority vote of its members, disqualify a nominated shareholder who, in the Board's judgment, represents an interest adverse to or in conflict with those of the Corporation.

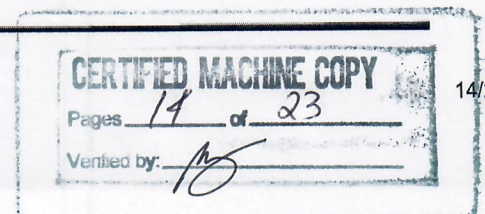
ARTICLE III BOARD OF DIRECTORS

Section 1. Powers of the Board- Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors composed of eight (8) members to be elected by and from among the stockholders.

Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

- a.) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b.) To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c.) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;
- d.) To establish pension, retirement, bonus or other types of incentives or compensation plans for the employees, including officers and directors of the corporation;
- e.) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officer either plaintiffs or defendants in connection with the business of the corporation;
- f.) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;
- g.) To implement these by-laws and to act in any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code;
- h.) Create committees and other bodies it may deem advantageous and necessary in running the affairs of the corporation.

Section 2. Election and Term- The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until successors are elected and qualified.



Section 3. Vacancies - Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of terms, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by election at the same meeting of the stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired of his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.

Section 4. Meetings - Regular meeting of the Board of Directors shall be held at least once every once every three (3) months on such dates and at places as may be called by the Chairman and Chief Executive Officer, or upon the request of a majority of the Directors.

Section 5. Notice- Notice of the Regular meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director in writing at least 10 days prior to the scheduled meeting. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall requires the vote of a majority of all the members of the Board.

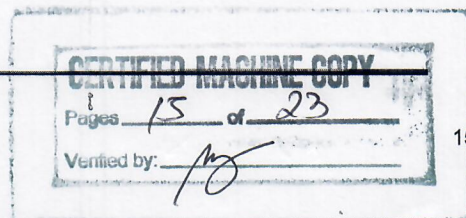
In case of a voting deadlock, each group of directors as represented by its duly authorized representative-director acceptable to the other group shall discuss until they come to an agreement to resolve the impasse.

Section 7. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board and Chief Executive Officer, or in his absence, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present the Chairman of the Board and Chief Executive Officer of the meeting, shall appoint a secretary of the meeting. During the board meeting, teleconferencing and videoconferencing will be allowed.

Section 8. Compensation- By- Resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined an apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

Section 9. Other than the initial set of eight (8) directors which shall not be subject to this provision, no person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of Corporation. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged:

- a) If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of any corporation (other than one in which the Corporation owns at least 30% of the capital stock or which corporation who is a stockholder of record of at least 20% of the outstanding capital stock) engaged in a business which the Board, by at least two-thirds (2/3) vote, determines to be competitive or antagonistic to that of the Corporation, or

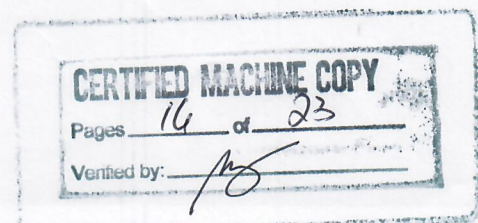


- b) If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any other corporation or entity engaged in any line of business of the Corporation, when in the judgment of the Board, by at least two-thirds (2/3) vote, the laws against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors; or
- c) If the Board, in the exercise of its judgment in good faith, determines by at least two-thirds (2/3) vote that he is the nominee of any person set forth in (a) or (b). In determining whether or not a person is a controlling person, beneficial owner, or the nominee of another, the Board may take into account such factors as business and family relations.

Section 10. Audit Committee - The Audit Committee shall be composed of at least three (3) board members, preferably with accounting and finance background, and one member should have related audit experience. One of the members shall be elected as the Chairman by the Board of Directors. He should be responsible for inculcating in the minds of the Board members the importance of management responsibilities in maintaining a sound system of internal control and the Board's oversight responsibility.

The Audit Committee shall the following specific functions:

- a. Provide oversight over the senior management's activities in managing in credit market, liquidity, operational, legal and other risks of the Corporation. This function shall include receiving from senior management periodic information on risk exposure and risk management activities.
- b. Provide oversight of the Corporation's internal and external auditors;
- c. Review and approve audit scope and frequency, and the annual internal audit plan;
- d. Discuss with the external auditor before the audit commences the nature and scope of the audit, and ensure coordination where more than one audit firm is involved;
- e. Be responsible for the setting-up of an internal audit department and consider the appointment of an internal auditor as well as an independent external auditor, the audit fee and any question of resignation or dismissal;
- f. Monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system;
- g. Receive and review reports of internal and external auditors and regulatory agencies, where applicable, and ensure that management is taking appropriate corrective actions, in a timely manner in addressing control and compliance functions with regulatory agencies;
- h. Review the quarterly, half-year and annual financial statements before submission to the Board, focusing particularly on:
 - i. Any change/s in accounting policies and practices
 - ii. Major judgmental areas
 - iii. Significant adjustments resulting from the audit
 - iv. Going concern assumption
 - v. Compliance with accounting standards



vi. Compliance with tax, legal, and stock exchange requirements

- i. Be responsible for coordinating, monitoring and facilitating compliance with existing laws, rules and regulations. It may also constitute a Compliance Unit for this purpose.
- j. Evaluate and determine non-audit work by external auditor and keep under review the non-audit fees paid to the external auditor both in relation to their significance to the auditor and in relation to the company's total expenditure on consultancy. The non-audit work should be disclosed in the annual report.
- k. Establish and identify the reporting line of the chief audit executive so that the reporting level allows the internal audit activity to fulfill its responsibilities. The chief audit executive shall report directly to the Audit Committee functionally. The Audit Committee shall ensure that the internal auditors shall have free and full access to all the company's records, properties and personnel relevant to the internal audit activity and that the internal audit activity should be free from interference in determining the scope of internal auditing examinations, performing work, and communicating results, and shall provide a venue for the Audit Committee to review and approve the annual internal audit plan.

Section 11. Compensation Committee - The Board may constitute a Compensation or Remuneration Committee which may be composed of at least three (3) members. It may establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the corporation's culture, strategy and control environment.

ARTICLE IV

OFFICER

Section 1. Election/Appointment- Immediately after their election, the Board of Directors shall formally organize by electing the President and Chief Operating Officer, the Vice President, the Treasurer and Chief Finance Officer, and the Secretary at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Chief Operating Officer and Treasurer and Chief Finance Officer or Secretary at the same time.

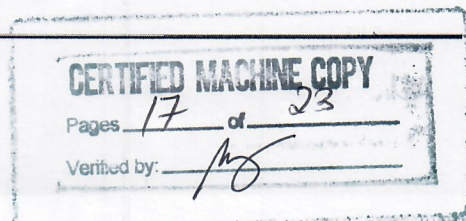
Section 2. President and Chief Operating Officer - The President and Chief Operating Officer of the corporation and shall exercise the following functions:

To preside at the meetings of the stockholders;

To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;

To supervise and manage the business affairs of the corporation upon the direction of the Board of Directors;

To implement the administrative and operational policies of the corporation under his supervision and control;



To appoint, remove, suspend, or discipline employees of the corporation, prescribe their duties, and determine their salaries;

To oversee the preparation of the budgets and the statements of accounts of the corporation;

To represent the corporation at all functions and proceedings;

To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors;

To make reports to the Board of Directors and stockholders;

To sign certificates of stock;

To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 3. The Vice-President - He shall, if qualified, act as President and Chief Operating Officer in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President and Chief Operating Officer.

Section 4. The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

To record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;

To keep record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;

To keep corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;

To attend to the giving and serving of all notices of the corporation requires by law or these by-laws to be given;

To certify to such corporate acts, countersign corporate documents or certificates, and make report or statements as may be requires of him by law or by government rules and regulations;

To act as inspector at the election of directors and, as such to determine the number of shares stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all voted, determine the result, and do such acts as are proper to conduct the election.

To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President and Chief Operating Officer.

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Section 5. The Treasurer and Chief Finance Officer -The Treasurer and Chief Finance Officer of the corporation shall have the following duties:

To keep full and accurate accounts of receipts and disbursements in the books of the corporation;

To have custody of, and be responsible for, all the funds, and securities of the corporation;

To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all moneys, funds, securities, and similar valuable effects belonging to the corporation which may come under his control;

To render an annual statements showing the financial condition of the corporation and such other financial report as the Board of Directors, or the President and Chief Operating Officer may, from time to time require;

To prepare such financial reports, statements, certification and other documents which may, from time to time, be requires by government rules and regulations and to submit the same to the proper government agencies;

To exercise such powers and perform such duties and functions as may be assigned to him by the President and Chief Operating Officer;

Section 6. Term of Office- The term of office of all officers shall be on (1) year and until their successors are duly elected and qualified.

Section 7. Vacancies - If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 8. Compensation - The officers shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE V

OFFICES

Section 1. The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. The corporation may have such other branch offices, either within or outside the Philippines as Board of Directors may designate.

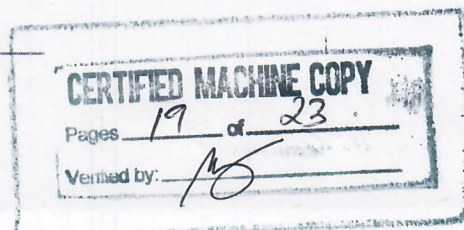
ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditor- At the regular stockholders' meeting, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation.

Section 2. Fiscal Year- The fiscal year of the corporation shall begin on the first days of January and end of the last day of December of each year.

Section 3. Dividends- Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding



stock held by them, annually or as often and at such time as the Board of Directors may determine and in accordance with law.

ARTICLE VII LIQUIDATION

Section 1. In case of liquidation, whether voluntary or involuntary, the corporation shall distribute its remaining assets on the basis of the amount of actual contribution of the incorporators or stockholders at the time of liquidation.

ARTICLE VIII SEAL

Section 1. Form and Inscription - The corporate seal shall be determined by the Board of Directors.

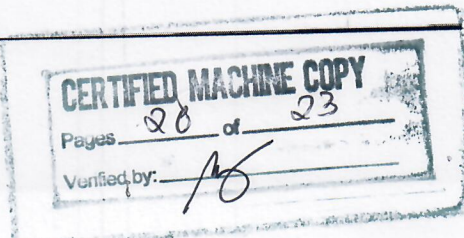
ARTICLE VIII AMENDMENTS

Section 1. These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholder's meeting called for that purpose. However, the outstanding power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

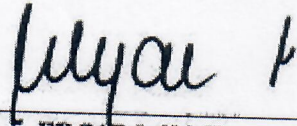
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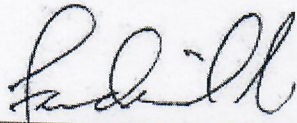
IN WITNESS WHEREOF, we, the undersigned stockholders have adopted the foregoing by laws and hereunto affixed our signatures this 24th day of October, 2014 at Makati City.



EDGAR J. SIA II
TIN: 192-003-450



TONY TAN CAKTIONG
TIN: 111-391-733




FERDINAND J. SIA
TIN: 917-782-960



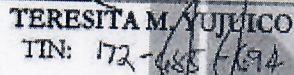
WILLIAM TAN UNTIONG
TIN: 111-391-779



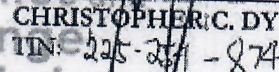
RIZZA MARIE JOY J. SIA
TIN: 286-871-120



BENEDICTO Y. YUJICO
TIN: 129-389-277



TERESITA M. YUJICO
TIN: 172-485-674

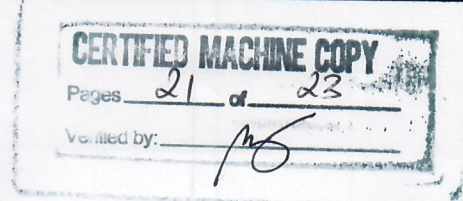


CHRISTOPHER C. DY
TIN: 225-231-874

Securities and
Exchange
Commission
PHILIPPINES

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Payment Confirmation

Page 1 of 1

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Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name DD-MERIDIAN PARK DEVELOPMENT CORP. has been reserved from September 25, 2014 to November 24, 2014.

Reference Reservation Number (RRN): RRN20140925103306996

Type of Industry: Real Estate Buying, Selling, Renting, Leasing

Breakdown of Fees:

Reservation Fee: Php 80.00

TOTAL: Php 80.00

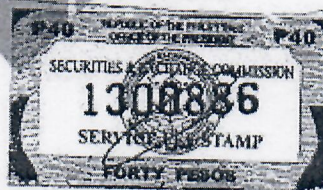
Important Reminders:

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.

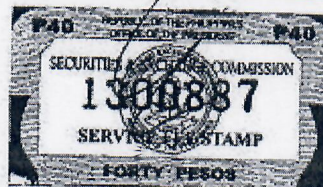
The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

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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Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Notice:

This certifies that the name **DD-MERIDIAN PARK DEVELOPMENT CORP.** has been reserved from September 25, 2014 to November 24, 2014 by ERIKA CUSI.

Reference Reservation Number (RRN): RRN20140925103306996

Type of Industry: [K70110] Real Estate Buying, Selling, Renting, Leasing

Payment Transaction Number: (refer to SEC Teller)

Reservation Fee: Php 80.00

Important Reminders:

Please pay within 4 days (on or before **September 29, 2014**, except on Saturdays and Sundays) at any SEC office or at selected UnionBank branches.

Please file your SEC Registration forms within the reservation period at SEC office.

You may also accomplish and print your SEC Registration forms online. For more details, please visit the SEC i-Register site at iregister.sec.gov.ph. In case you don't have an internet access, you may go to the nearest SECCCU internet desk. You will be assisted by SECCCU staff during your online registration.

Please do not pay for your Name Reservation and Extension WITHIN THE SAME DAY via Funds Transfer.

You may reserve a company name for a maximum of 90 calendar days.

If you have not completed your company registration within the reservation period, you may apply for reservation extension online or at any SEC office.

If the reservation period has elapsed and you still have not completed your company registration, your company name reservation will be forfeited. In this case, you should verify and reserve the company name again.

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.

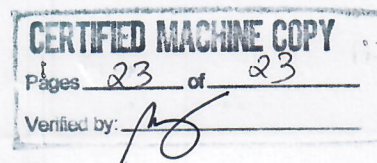
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<http://iregister.sec.gov.ph/MainServlet>

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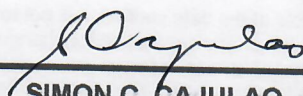
REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
TARLAC CITY EXTENSION OFFICE

I hereby certify that [a] this is a true copy of the documents stored in the SEC i-View facility to which proper security measures were employed to ensure data integrity, consisting of TWENTY THREE (23) page(s); and [b] at all material times, the SEC i-View Facility was operating in a manner that and not affect the integrity of the electronic document.

DD-MERIDIAN PARK DEVELOPMENT CORP.

Verified by: PRINCESS Y. SAGUN
O.R. No.: 6136076

Fees: Php. 480.00
Date: Aug. 11, 2020


SIMON C. CAJULAO, JR.
ADMIN OFFICER IV
SEC - TARLAC CITY EXTENSION OFFICE