



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

COMPANY REG. NO. 93269-A

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

KNOW ALL PERSONS BY THESE PRESENTS:

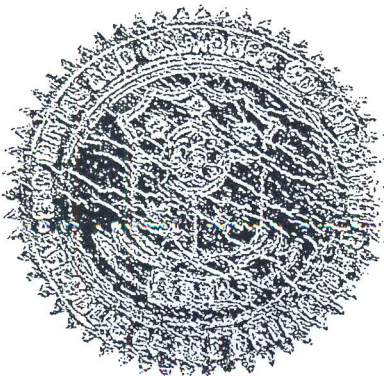
This is to certify that the amended articles of incorporation of the

ROBINSONS LAND CORPORATION
(Amending Article VII thereof)

copy annexed, adopted on November 19, 2010 by a majority vote of the Board of Director and on February 23, 2011 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock and certified under oath by the 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 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.

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 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 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 Mandaluyong City, Metro Manila, Philippines, this 17th day of May, Twenty Eleven.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION
OF
ROBINSONS LAND CORPORATION
(Formerly Robinson's Land Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are residents of the Philippines, of legal age, and Filipino citizens, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST. – That the name of the said corporation shall be: “ROBINSONS LAND CORPORATION”. (As amended on April 30, 1997 by stockholders representing 2/3 of the outstanding capital stock and on April 29, 1997 by majority of the Board of Directors).

SECOND. – That the primary purpose for which the corporation is formed is:

To engage in the business of selling, acquiring, building, constructing, development, leasing, disposing of real properties such as land, buildings, shopping malls, commercial centers, housing projects of all types, hotels, motels, and other variants, mixed-used property projects, industrial estates, infrastructure projects, amusement and recreation parks or theme parks, and property development of all kinds and nature. (As amended on May 2, 1996 by stockholders representing 2/3 of the outstanding capital stock and on April 15, 1996 by majority of the Board of Directors).

SECONDARY PURPOSE

(a) To act as general agent of any company, whether domestic or foreign, or as a commercial broker, real estate dealer, export broker, or agent or factor of any person, partnership, corporation, or association engaged in any lawful business, industry or enterprise, except as insurance agent;

(b) To engage in the establishment of cinema houses, bowling lanes, amusement centers, and other facilities as are normally found in commercial complex establishment; and to engage in the operation of tourist facilities, tourist car service, and hotel accommodations; (As amended on April 29, 1998).

(c) To engage in the business of manufacturing, producing, converting, bartering, packing, and storing any and all kinds of products, wares, commodities, particularly shoes, bags, men's, ladies' and children's wear;

(d) To purchase or otherwise acquire, obtain, an interest in, own, hold, pledge, mortgage, assign, deal in, exchange, sell and otherwise dispose of alone or in conjunction with others all kinds of securities, including but not limited to, stock, bonds, debentures, trust certificates, trust receipts, notes and other securities, choses in action and evidence of indebtedness of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic, or foreign, and evidence of any interest therein; and to promote, manage, participate in or act as principal or agent for any purchasing or selling syndicate or group and shall not engage in stock brokerage business;

(e) To erect, construct, enlarge, alter or improve buildings or other structures on land held or owned by the corporation; and to promote, finance and manage build-operations, real estate developments or any other transaction involving real estate or any interest therein;

(f) To act as managers of managing agents of the corporation, partnership; and other forms of business organizations and to undertake, carry on, assist or participate in the promotion, organization, management, liquidation or re-organization of corporations, partnerships and other forms of business firms and

entities, excluding the management of funds, securities, portfolios or similar kinds of said firms or enterprises;

(g) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession and cooperation with any persons, firms, partnership, corporation, association, or other entity, whether domestic or any transactions deemed necessary, convenient or incidental to the purposes for which the corporation is organized and to undertake and carry on any other business venture or mercantile activity which may be undertaken or carried on by juridical persons, merchants, contractors, commercial brokers or agents, either directly itself in its own name or indirectly through the medium or ownership of shares or other interest in such business enterprise, provided, however, that the corporation shall not acquire any interest in another corporation engaged in agriculture;

(h) To purchase or otherwise acquire as a going concern or otherwise, all or any part of the business, goodwill, rights, property, real or personal, and assets of all kinds, and in connection with the acquisition of the same to undertake, assume and guarantee all or any part of the liabilities of any corporation, association, partnership or person deemed to be beneficial to the corporation in any manner in connection with any of its objects or purposes; and to pay for the same in cash, bonds, notes, and/or other securities of this corporation; to hold, possess, manage, conduct and carry on the whole or any part of the business or property so acquired in the manner and to extend now or hereafter authorized or permitted by law;

(i) To engage in general manufacturing industry, to manufacture, fabricate, make, construct, process or otherwise produce wares, goods commodities and merchandise of any and all kinds and descriptions which are lawful objects of trade and commerce; except in the manufacturing of tools, drugs and cosmetics.

IN FURTHERANCE OF THE FOREGOING PURPOSES, the corporation shall have, among others, the following incidental powers:

(aa) To acquire or obtain from any government authority, national or municipal, local or otherwise, or any corporation, company or persons, such charters, franchises, licenses, rights, privileges and

concessions as may be necessary or conducive to the attainment of any of the objects of the corporation;

(bb) To apply for, obtain, register, purchase, lease, or otherwise acquire, and to the extent authorized by law, to hold, use, own, sell, assign, and otherwise dispose of any trademarks, tradenames, distinctive marks, patents, inventions, improvements and process used in connection with or secured under letters of patent of the Philippines or of any foreign country; and to use, exercise, grant licenses in respect of and otherwise avail of the benefits of any patents, inventions, process and the like or any such property or rights;

(cc) To enter, make, perform and carry out contracts of every kind and for any lawful purposes, pertaining to the business of the corporation, in any manner incident thereto, as principal, agent or otherwise with any person, firm, association or corporation, whether domestic or foreign, to the extent permitted by laws of the land;

(dd) To borrow or raise money necessary to meet the financial requirements of its business by issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgages, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law, shares of its capital stock, bonds, debentures, and other evidences of indebtedness in payment for property acquired by the corporation or for money borrowed in the prosecution of its lawful business;

(ee) To do and perform all acts and things necessary, suitable or proper for the accomplishments, of any of the purpose or the attainment of any one or more of the objects herein enumerated or which shall at any time appear conducive to the protection or benefit of the corporation including the exercise of the powers and authorities conferred upon corporation organized under the laws of the Philippines in general and upon domestic corporation of like nature in particular, provided however, that the funds of the corporation or business, or for any purpose other than the main purpose for which this corporation has been organized unless the requirements of Section 17-1/2 of the Corporation Law, as amended have been complied with;

(ff) To invest and deal with the funds and properties of the corporation in such manner as from time to time to be considered

wise and expedient for the advancement or enhancement of its properties, business and interest, and to dispose of, sell, assign, pledge, lease, or otherwise, the business, goodwill, properties, assets, rights or undertakings of the company or any part thereof for such consideration and under such terms and conditions as it may see fit.

THIRD. – That the place where the principal office of the corporation is to be established or located is at Metro Manila, Philippines. The corporation may establish branch offices or agency elsewhere in the Philippines or abroad whenever its business exigencies so require. (As further amended on May 31, 1990).

FOURTH. – That the term for which said corporation is to exist is FIFTY (50) years from and after date of incorporation.

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

NAME	CITIZENSHIP	RESIDENCE
JOHN GOKONGWEI, JR.	Filipino	517 Buendia Ext. Makati, Metro Mla.
HENRY L. GO	Filipino	4 Rosemarie Lane Pasig, Metro Mla.
JOHNSON ROBERT GO	Filipino	Horseshoe Drive Beverly Hills Antipolo, Rizal
JAMES L. GO	Filipino	22 Asteroid Street Bel-Air, Makati Metro Manila
IGNACIO GOTAO	Filipino	27 Pina St. Valle Verde Pasig, Metro Mla.
QUIRINO A. MARQUINEZ	Filipino	2409 Syquia St. Sta. Ana, Mla.

SIXTH. – That the number of directors of the said corporation shall be ELEVEN (11) and that the names and residences of the directors who are to serve as such until their successors are duly elected and qualified as provided by the By-Laws are as follows: (As further amended on April 8, 1989)

NAME	CITIZENSHIP	RESIDENCE
JOHN GOKONGWEI, JR.	Filipino	517 Buendia Ext. Makati, M. M.
HENRY L. GO	Filipino	4 Rosemarie Lane Pasig, M. M.
JOHNSON ROBERT GO	Filipino	Horseshoe Drive Beverly Hills Antipolo, Rizal
JAMES L. GO	Filipino	22 Asteroid St. Bel-Air, Makati Metro Manila
IGNACIO GOTAO	Filipino	27 Pina St. Valle Verde Pasig, M. M.
QUIRINO A. MARQUINEZ	Filipino	2409 Syquia St. Sta. Ana, Mla.

SEVENTH. – That the authorized capital stock of the corporation is EIGHT BILLION TWO HUNDRED MILLION PESOS (P8,200,000,000.00) divided into EIGHT BILLION TWO HUNDRED MILLION (8,200,000,000) common shares, with a par value of One (P1.00) Peso per share. (As amended on 23 February 2011 by stockholders representing at least 2/3 of the outstanding capital stock and on 19 November 2010 by majority of the Board of Directors).

No transfer of shares or interest in the corporation shall reduce the percentage of Filipino stockholdings from that required by law may be allowed to be recorded in the books of the corporation. This restriction shall be printed in the stock certificates of the corporation. (As further amended on April 16, 1988).

That the Stockholders of the Corporation shall not have the pre-emptive right to subscribe to all issues or disposition of shares. (As amended on May 2, 1996 by stockholders representing 2/3 of the outstanding capital stock and on April 15, 1996 by majority of the Board of Directors)

EIGHT. – That the amount of the capital stock of the said corporation which has been subscribed is FOUR MILLION PESOS (P4,000,000.00), Philippine Currency, and the following persons have subscribed for the number of FORTY THOUSAND (40,000) SHARES and the amount of capital stocks set out after their respective names:

N A M E S	RESIDENCE	NO. OF SHARES	AMOUNT OF CAPITAL SUBSCRIBED
JOHN GOKONGWEI, JR.	517 Buendia Ext. Makati, M.M.	39,995	P3,999,500.00
HENRY L. GO	4 Rosemarie Lane Pasig, M.M.	1	100.00
JOHNSON ROBERT GO	Horseshoe Drive Beverly Hills Antipolo, Rizal	1	100.00
JAMES L. GO	22 Asteroid St. Bel-Air, Makati Metro Manila	1	100.00
IGNACIO GOTAO	27 Pina Street Valle Verde Pasig, M.M.	1	100.00
QUIRINO A. MARQUINEZ	2409 Syquia St. Sta. Ana. Manila	1	100.00

NINTH. - That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names:

NAMES	RESIDENCE	AMOUNT PAID
JOHN GOKONGWEI, JR.	517 Buendia Ext. Makati, M.M.	P999,500.00
HENRY L. GO	4 Rosemarie Lane Pasig, M.M.	100.00
JOHNSON ROBERT GO	Horseshoe Drive Beverly Hills Antipolo, Rizal	100.00

JAMES L. GO	22 Asteroid St. Bel-Air, Makati Metro Manila	100.00
IGNACIO GOTAO	27 Pina Street Valle Verde Metro Manila	100.00
QUIRINO A. MARQUINEZ	2409 Syquia St. Sta. Ana, Manila	100.00
		<u>P1,000,000.00</u>

TENTH. - That IGNACIO GOTAO 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 the corporation and issue receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 28th day of April, 1980 at Pasig, Metro Manila, Philippines.

(sgd) JOHN GOKONGWEI, JR. (sgd) HENRY L. GO

(sgd) JOHNSON ROBERT GO (sgd) JAMES L. GO

(sgd) QUIRINO A. MARQUINEZ (sgd) IGNACIO GOTAO

SIGNED IN THE PRESENCE OF:

(sgd) ISABELITA F. RAMOS (sgd) MERLE A. DE GUZMAN

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
PASIG, METRO MANILA)

BEFORE ME, a Notary Public for and in Rizal, this 28th day of April, 1980, personally appeared the following, to wit:

NAME	RES. CERT. NO.	DATE/PLACE ISSUED
JOHN GOKONGWEI, JR.	384204	2/23/80-Pasig, M.M.
HENRY L. GO	384202	2/23/80- Pasig, M.M.
JOHNSON ROBERT GO	384221	2/23/80-Pasig, M.M.
JAMES L. GO	384203	2/23/80-Pasig, M.M.
QUIRINO A. MARQUINEZ	18227	2/18/80-Pasig, M.M.

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 act and voluntary deed.

WITNESS MY HAND AND SEAL on the date and place first above mentioned.

Doc. No. 194;
Page No. 8;
Book No. VI;
Series of 1980.

(sgd) PEDRO S. JUANITAS
Notary Public
Until December 31, 1980
PTR No. 0596261
Issued at Pasig, M.M.
on Jan. 23, 1980

ROBINSONS LAND CORPORATION

DIRECTORS' CERTIFICATE



We, the undersigned, being the Chairman of the Board, the Corporate Secretary and the majority of the members of the Board of Directors of **ROBINSONS LAND CORPORATION** (the "Corporation"), hereby certify that:

(1) The Amended Articles of Incorporation of the Corporation was further amended by the Board of Directors on November 19, 2010 and by the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at a special meeting of the stockholders held on February 23, 2011, whereby the following resolutions were approved:

"RESOLVED, that the authorized capital stock of Robinsons Land Corporation (the "Corporation") be increased from Three Billion Pesos (P3,000,000,000.00) divided into Three Billion (3,000,000,000) common shares with a par value of One Peso (P1.00) per share to Eight Billion Two Hundred Million Pesos (P8,200,000,000.00) divided into Eight Billion Two Hundred Million (8,200,000,000) common shares with a par value of One Peso (P1.00) per share.

RESOLVED, that the Board of Directors of the Corporation hereby approves the amendment of the first paragraph of Article Seventh of the Amended Articles of Incorporation of the Corporation to reflect the increase in the authorized capital stock of the Corporation to read as follows:

"SEVENTH: That the authorized capital stock of the Corporation is Eight Billion Two Hundred Million Pesos (P8,200,000,000.00) divided into Eight Billion Two Hundred Million (8,200,000,000) common shares with a par value of One Peso (P1.00) per share."

RESOLVED, that the Board of Directors is hereby authorized to determine the final terms and conditions and implement any transaction in connection with the increase of shares of the Corporation, including, but not limited to the stock rights offering, public offering or such other type of transaction without the necessity of obtaining further approval from the stockholders.

RESOLVED FINALLY, that the foregoing resolutions be presented to the stockholders for approval at a meeting to be called for that purpose."

(2) The attached is a full, complete, true and correct copy of the Amended Articles of Incorporation of the Corporation, as further amended.

IN WITNESS WHEREOF, we have signed this Certificate this MAR 09 2011 at Pasig City, Philippines.


JOHN L. GOKONGWEI, JR.
Director


JAMES L. GO
Director


FREDERICK D. GO
Director


PATRICK HENRY C. GO
Director


JOHNSON ROBERT G. GO, JR.
Director


ROBINA Y. GOKONGWEI-PE
Director


ROBERTO F. DE OCAMPO
Director


EMMANUEL C. ROJAS, JR.
Director


ARTEMIO V. PANGANIBAN
Director


ROSALINDA F. RIVERA
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this MAR 09 2011 at Pasig City, affiants exhibiting to me their following identification cards:

<u>Name</u>	<u>ID</u>
John L. Gokongwei, Jr.	TIN: 124-249-226
James L. Go	TIN: 124-249-200
Frederick D. Go	TIN: 112-934-209
Patrick Henry C. Go	TIN: 139-143-209
Robina Y. Gokongwei-Pe	TIN: 139-634-860
Johnson Robert G. Go, Jr.	TIN: 112-197-201
Roberto F. de Ocampo	TIN: 120-115-828

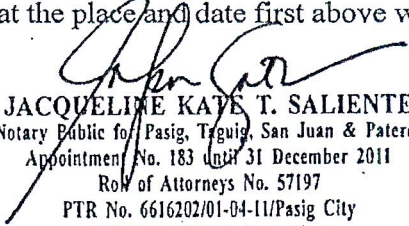
Artemio V. Panganiban
Emmanuel C. Rojas, Jr.
Rosalinda F. Rivera

TIN: 106-197-693
TIN: 124-294-275
TIN: 185-543-392

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

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

Doc. No. 364;
Page No. 62;
Book No. 1;
Series of 2011.


JACQUELINE KAYE T. SALIENTE
Notary Public for Pasig, Taguig, San Juan & Pateros
Appointment No. 183 until 31 December 2011
Roll of Attorneys No. 57197
PTR No. 6616202/01-04-11/Pasig City
IBP No. 839712/12-10-10/Rizal
MCLE No. III-0015262/05-06-10
40/F Robinsons Equitable Tower, Ortigas, Pasig City