



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. A200209481

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

PROPERTY SPECIALISTS RESOURCES, INC.

doing business as

Quest Hotel and Conference Center - Cebu
(Amending Article II Secondary Purpose thereof.)

copy annexed, adopted on August 24, 2016 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and 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.

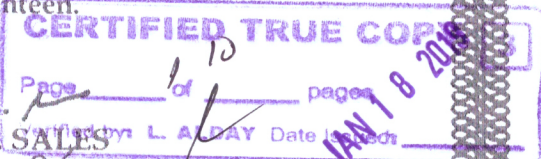
Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, 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 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.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 28th day of December, Twenty Seventeen.

FERDINAND B. SALES

Director

Company Registration and Monitoring Department



39743 0067 0000

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amended AOI

SEC Registration Number

A 2 0 0 2 0 9 4 8 1

Former Company Name

P R O P E R T Y S P E C I A L I S T S R E S O U R C E S ,
I N C . d o i n g b u s i n e s s a s Q u e s t
H o t e l a n d C o n f e r e n c e C e n t e r - C e b u

AMENDED TO:

New Company Name

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

B A S E M E N T 1 , Q U E S T H O T E L &
C O N F E R E N C E C E N T E R , A R C H B I S H O P R E Y E S
A V E . c o r n e r A P I T O N G a n d S O L O / N
S T S . , B R G Y . K A P U T H A W , C E B U C I T Y

COMPANY INFORMATION

Company's Email Address

Company's Telephone Numbers

Company's Facsimile Number/s

CONTACT PERSON INFORMATION

Name of Contact Person

Atty. Sharon P. Pagaling-Refuerzo

Email Address

sharon.refuerzo@filinvestland.com

Telephone Number/s

918-8188 loc. 6316

Facsimile Number/s

Contact Person's Address

6th Floor, Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

A. VERASQUEZ

12-15-17

DOCUMENT ID

Received by Corporate Filing and Records Division (CFRD)

FORWARDED TO:

- ☐ Corporate and Partnership Registration Division
- ☐ Green Lane Unit
- ☐ Financial Analysis and Audit Division
- ☐ Licensing Unit
- ☐ Compliance Monitoring Division

Amending Art. II
Aug. 24, 2016

Date: 2019-01-18 Time: 11:37:29 AM

CERTIFIED TRUE COPY

Page 2 of 2 pages

Verified by: L. ALDAY Date Issued:

JAN 18 2019

SECURITIES AND EXCHANGE COMMISSION

AMENDED ARTICLES OF INCORPORATION
OF
PROPERTY SPECIALISTS RESOURCES, INC.
doing business as Quest Hotel and Conference Center – Cebu

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:

PROPERTY SPECIALISTS RESOURCES, INC.
doing business as Quest Hotel and Conference Center – Cebu

SECOND: A. That the purposes for which this Corporation is formed are:

PRIMARY PURPOSE

To purchase or otherwise acquire and own real property and personal property of all kinds, to sell, use, assign, transfer, dispose, hold, mortgage, lease, maintain, manage, construct, contract for, improve, develop and administer, alone or jointly with others, any interest in real or personal property as well as in hotels to cater only to hotel and resort clients, inns, resorts, lodging houses and all adjunct and accessories thereto, including restaurants, cafes, bars, stores, offices, barbershops, beauty lounges, sports facilities, places of amusement, and entertainment of all kinds; or to grant concessions, rights or licenses to others to operate, manage, or deal with the same; to do any and all things necessary, suitable, convenient, proper or incidental to the accomplishment of the business of hotelkeepers and innkeepers, or for the enhancement of the value of the Corporation.

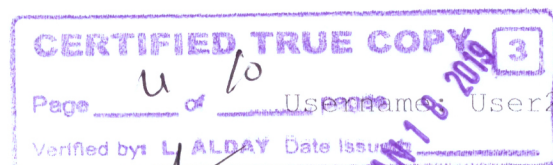
SECONDARY PURPOSES

A. To act as a foreign exchange dealer (FXD), money changer (MC) or to engage in the business of buying and/or selling currencies on real time basis; to act as a Remittance Agent (RA) or to engage in the business of remitting money on behalf of any person to another person and/or entity (as amended by the Board of Directors and Stockholders on August 24, 2016.)

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.

THIRD: That the place where the principal office of the Corporation is to be established at Basement 1, Quest Hotel & Conference Center, Archbishop Reyes Avenue corner Apitong and Solon Sts., Brgy. Kaputhaw, Cebu City.

Date: 2019-01-18 Time: 11:37:29 AM



29743.0067.0004

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>
✓ Efren C. Gutierrez	Filipino	113 Avocado Drive Ayala Alabang Subdivision Muntinlupa City, MM
✓ Andrew T. Gotianun, Jr.	Filipino	Villa Francesca Mission Hills Subdivision Bo. Colaique, Antipolo
✓ Jonathan T. Gotianun	Filipino	1296 Gladiola St. Dasmariñas Village Makati City
✓ Joseph M. Yap	Filipino	776 Harvard cor. Princeton Sts. Wack-Wack Subdivision Mandaluyong City
✓ Josephine G. Yap	Filipino	776 Harvard cor. Princeton Sts. Wack-Wack Subdivision Mandaluyong City

SIXTH: That the number of directors of said corporation shall be five (5) who are also the incorporators.

SEVENTH: That the authorized capital stock of the corporation is Four Hundred Thousand Pesos (Php400,000.00) in lawful money of the Philippines, divided into Four Hundred Thousand (400,000) common shares with the par value of One Peso (Php1.00) per share.

EIGHTH: That the subscribers to the capital stock and the amount paid-in to their subscription are as follows:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>	<u>Amount Paid</u>
Filinvest Land, Inc.	Filipino	99,995	Php99,995.00	Php99,995.00
Efren C. Gutierrez	Filipino	1	Php1.00	Php1.00
Andrew T. Gotianun, Jr.	Filipino	1	Php1.00	Php1.00
Jonathan T. Gotianun	Filipino	1	Php1.00	Php1.00
Joseph M. Yap	Filipino	1	Php1.00	Php1.00
Josephine G. Yap	Filipino	1	Php1.00	Php1.00
Total		100,000	Php100,000.00	Php100,000.00

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 the corporation and this restriction shall be indicated in the stock certificates issued by the corporation.

TENTH: That **EFREN M. REYES** 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

39743.0067.0005

by-laws; and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have set our hands this 12th day of April 2002 at San Juan, Metro Manila.

Original Signed
EFREN C. GUTIERREZ

Original Signed
ANDREW T. GOTIANUN, JR.

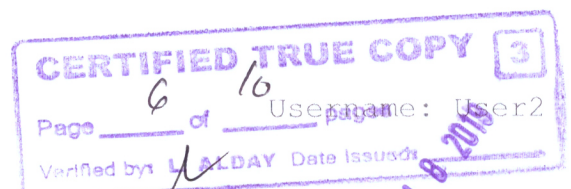
Original Signed
JONATHAN T. GOTIANUN, JR.

Original Signed
JOSEPH M. YAP

Original Signed
JOSEPHINE G. YAP

WITNESS:

Date: 2019-01-18 Time: 11:37:29 AM



REPUBLIC OF THE PHILIPPINES)

) S. S.

BEFORE ME, a Notary Public in and for San Juan, Metro Manila, Philippines, this 12th day of April 2002, personally appeared:

NAME	CTC. No.	DATE/PLACED ISSUED
Efren C. Gutierrez	08772454	2-28-02/San Juan, MM
Andrew T. Gotianun, Jr.	08772380	2-28-02/San Juan, MM
Jonathan T. Gotianun	08772379	2-28-02/San Juan, MM
Joseph M. Yap	08772453	2-28-02/San Juan, MM
Josephine G. Yap	08772455	2-28-02/San Juan, MM

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. 8;

Page No. 3;

Book No. VI;

Series of 2002.

(original signed)

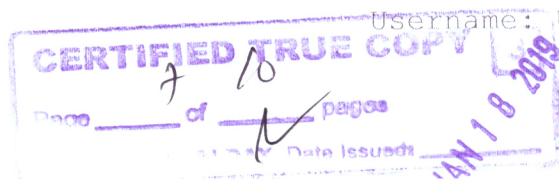
BARBARA ALELI H. BRIONES

NOTARY PUBLIC

UNTIL DECEMBER 31, 2002

PTR NO. 0847117 01-15-02 PASIG CITY

IBP NO. 542909 12-18-01 QUEZON CITY



CRABO-CASE
SEC 2
RECEIVED BY
DATE/TIME 12-17-17

PROPERTY SPECIALISTS RESOURCES, INC.
doing business as Quest Hotel and Conference Center - Cebu

DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the members of the Board of Directors, President and Chairman of the Meeting, and the Corporate Secretary of **PROPERTY SPECIALISTS RESOURCES, INC. doing business as Quest Hotel and Conference Center - Cebu** (the "Corporation"), after having been duly sworn in accordance with the law, hereby certify that the accompanying Amended Articles of Incorporation of the Corporation, embodying the amendment to the Second Article:

SECOND: That the purposes for which this Corporation is formed are:

PRIMARY PURPOSE

To purchase or otherwise acquire and own real property and personal property of all kinds, to sell, use, assign, transfer, dispose, hold, mortgage, lease, maintain, manage, construct, contract for, improve, develop and administer, alone or jointly with others, any interest in real or personal property as well as in hotels to cater only to hotel and resort clients, inns, resorts, lodging houses and all adjunct and accessories thereto, including restaurants, cafes, bars, stores, offices, barbershops, beauty lounges, sports facilities, places of amusement, and entertainment of all kinds; or to grant concessions, rights or licenses to others to operate, manage, or deal with the same; to do any and all things necessary, suitable, convenient, proper or incidental to the accomplishment of the business of hotelkeepers and innkeepers, or for the enhancement of the value of the Corporation.

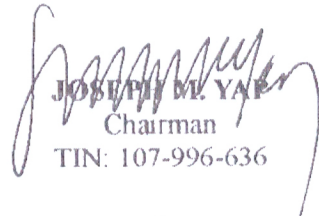
SECONDARY PURPOSES

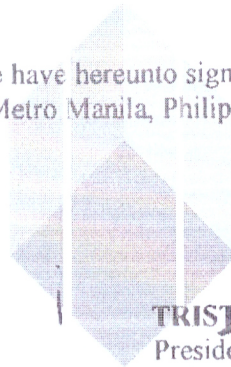
A. To act as a foreign exchange dealer (FXD), money changer (MC) or to engage in the business of buying and/or selling currencies on real time basis; to act as a Remittance Agent (RA) or to engage in the business of remitting money on behalf of any person to another person and/or entity. ✓

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. ✓

is true and correct and was approved by at least a majority of the members of the Board of Directors in a meeting held on 24 August 2016 and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in a special meeting also held on 24 August 2016 both at The Beaufort, 5th Avenue corner 23rd St., Bonifacio Global City, Taguig City. ✓
✓
✓
✓

IN WITNESS WHEREOF, we have hereunto signed this Certificate this **FEB 22 2017** day of **FEB 22 2017** in Mandaluyong City, Metro Manila, Philippines

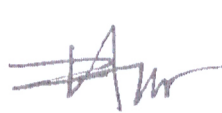

JOSEPH M. YAP
Chairman
TIN: 107-996-636

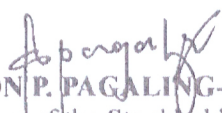



TRISTANEIL D. LAS MARIAS
President/Chief Executive Officer
TIN: 177-478-967


ANDREW T. GOTIANUN, JR.
Director
TIN: 107-995-667


LOURDES JOSEPHINE GOTIANUN-YAP
Director
TIN: 107-996-643


FRANCIS NATHANIEL C. GOTIANUN
Director
TIN: 303-587-194


SHARON P. PAGALING-REFUERZO
Secretary of the Stockholders' Meeting
TIN: 244-453-789

5 (S/S) ✓ ✓

SUBSCRIBED AND SWORN to before me this **FEB 22 2017** day of **FEB 22 2017** in Mandaluyong City, Metro Manila, affiants exhibiting to me competent evidence of their identities, bearing their photographs and signatures, to wit:

Name	Competent Evidence of Identity	Place and Date of Issue / Date of Expiry
Joseph M. Yap	Philippine Passport No. EB6038109	DFA Manila / July 27, 2012 / July 26, 2017
Tristaneil D. Las Marias	Driver's License No. N01-91-124620	Land Transportation Office / March 27, 2018
Andrew T. Gotianun, Jr.	Philippine Passport No. EC6611864	DFA Manila / January 25, 2016 / January 24, 2021
L. Josephine Gotianun-Yap	Philippine Passport No. EB6037431	DFA Manila / July 27, 2012 / July 26, 2017

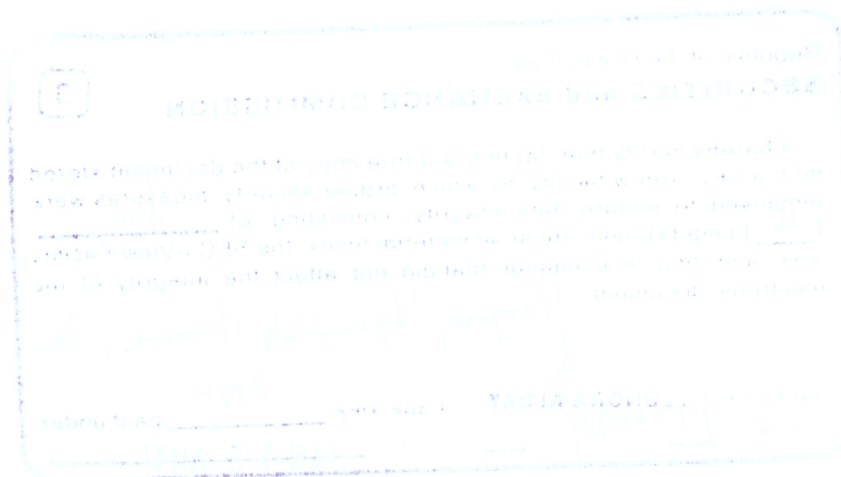
Doc. No. 355
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Book No. 12
Series of 2017

Francis Nathaniel C. Gotianun	Philippine Passport No. EC4015937	DFA Manila / April 23, 2015 / April 22, 2020
Sharon P. Pagaling-Refuerzo	Philippine Passport No. EC3510951	DFA NCR East / February 23, 2015 / February 22, 2020

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Page No. 72
Book No. 12
Series of 2017

File No. 1.26.5
DC - PROSPER - Amendment of AOL/Ryan

OVEN G. SEVILLANO
NOTARY PUBLIC FOR CITY OF MANDALUYONG
COMMISSION NO. 0285-17 UNTIL DECEMBER 31, 2018
ROLL NO. 53970
IBP LIFETIME NO. 011302 RIZAL
PTR NO. 3019108 ; 1-3-17; MANDALUYONG
MCLE COMPLIANCE NO. IV - 0014673 14 APRIL 2019
METRO MART COMPLEX, MANDALUYONG CITY



Date: 2019-01-18 Time: 11:37:29 AM

