



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

COMPANY REG. NO. CS200510702

### CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

### SOCIAL HOUSING FINANCE CORPORATION

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 21st day of June, Two Thousand Five.



*Benito A. Cataran*  
BENITO A. CATARAN  
Director

Company Registration and Monitoring Department



**DIRECTORS' CERTIFICATE OF AMENDMENT OF  
THE BY-LAWS OF  
SOCIAL HOUSING FINANCE CORPORATION**


We, the undersigned, constituting the majority of all the members of the Board of Directors of Social Housing Finance Corporation, and its Chairman and the Board/Corporate Secretary, hereby certify that the attached document is a true and correct copy of the By-Laws of the Corporation, wherein:

Article II, Section 1 has been amended to read as follows:


"Section 1. Regular Meetings. – The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office on the SECOND MONDAY of DECEMBER, OR if a legal holiday then on the day following."

We further certify that the foregoing amendment was approved by a majority of all the members of the Board of Directors who likewise represent a majority of the outstanding capital stock at the Annual Stockholders' Meeting held on 14 December 2009 at the 7<sup>th</sup> Floor, PNB Financial Center Building, Roxas Boulevard, Manila.

IN WITNESS WHEREOF, We hereto set our hands on this 21<sup>st</sup> day of January 2010 in Makati City, Metro Manila.

  
**NOLI DE CASTRO**  
Chairman – Stockholder

TIN-126-475-253

  
**FERMIN T. ARZAGA**  
Vice Chairman – Stockholder

TIN-120-755-043

  
**AUSTERE A. PANADERO**

Director-Stockholder

TIN-125-319-148

**RENE N. CARREON**

Director-Stockholder

TIN-136-946-595

(absent)

**ROLANDO G. ANDAYA, JR.**

Director-Stockholder


TIN-194-009-801

(absent)

**ROBERTO B. TAN**


Director-Stockholder

TIN-211-659-608

  
**JOSEPH PETER S. SISON**

Director-Stockholder

TIN-136-671-750

  
**DAMASO C. VERTIDO**

Director-Stockholder

TIN-137-505-343

  
(by Proxy)


**ANNA MARIE A. KARAOS**

Director-Stockholder

TIN-152-998-658

  
(by Authorization)

**NATIONAL HOME MORTGAGE  
FINANCE CORPORATION**

  
**RODOLFO MA. A. PONFERRADA**

Director-Stockholder

TIN-215-793-472

  
**APOLONIA A. TOLENTINO**

Director-Stockholder

TIN-902-272-822

  
**ATTY. JOSE D. MELGAREJO**


Corporate Secretary

TIN-105-558-073

SUBSCRIBED AND SWORN TO BEFORE ME on this 21<sup>st</sup> day of January 2010  
in Makati City, Metro Manila, affiants exhibiting to me their Tax Identification Number  
(TIN) as follows:

| Name                      | TIN No.     |
|---------------------------|-------------|
| NOLI L. DE CASTRO         | 126-475-253 |
| FERMIN T. ARZAGA          | 120-737-043 |
| ROLANDO G. ANDAYA JR.     | 194-009-801 |
| AUSTERE A. PANADERO       | 125-319-148 |
| ROBERTO B. TAN            | 211-659-608 |
| RENE N. CARREON           | 136-946-596 |
| JOSEPH PETER S. SISON     | 136-671-750 |
| DAMASO C. VERTIDO         | 137-505-343 |
| APOLONIA A. TOLENTINO     | 902-272-822 |
| ANNA MARIE A. KARAOS      | 152-998-658 |
| RODOLFO MA. A. PONFERRADA | 215-793-472 |
| JOSE D. MELGAREJO         | 105-558-073 |






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Book No. W  
Series of 2010

  
**ATTY. LEO B. DEOCAMPO**  
- NOTARY PUBLIC  
Until December 31, 2010  
Roll No. 48042

IBP Lifetime No. 08659 / 1-6-10 / Pasig City  
PTR No. 9959903 / 1-6-10 / Las Piñas City

  
ALUSTERE A. PANADERO  
  
APOLONIA TOLENTINO  
  
RODOLFO M. PONCEFERRADA

  
RENE N. CARREÓN  
  
ROLANDO G. ANADAYA, JR. (ibamif)

  
FERNÁN TINZAOLA  
  
JOSEPH PETER SISON  
N.M.F.C.  
By Authorization:  
  
JOSEPH PETER SISON  
  
  
DIANA MARIE A. KARAOS  
By Proxy:  
  
DIAMAS C. VERTIDO

"XXX"

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Regular Meetings. – The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office on the SECOND MONDAY of DECEMBER, OR if a legal holiday, then on the day following (As amended on 14 December 2009)

"XXX"