

# 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 eports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, a day of June, Two Thousand Five.

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 pirectors of Social Housing Finance Corporation, and its Chairman and the coard/Corporate Secretary, hereby certify that the attached document is a true and orrect 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 If the members of the Board of Directors who likewise represent a majority of the utstanding capital stock at the Annual Stockholders' Meeting held on 14 December 009 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 010 in Makati City, Metro Manila

NOLI DE CASTRO

Chairman - Stockholder

TIV-126-475-253

FERMIN T. ARZAGA

ice Chairman-Stockholder

AUSTERE A. PANADERO

Director-Stockholder

TH-125-319-148

RENE N. CARREON

Director-Stockholder

11/-136-946-596

(absent)

ROLANDO G. ANDAYA, JR.

Director-Stockholder

TIN-194-009-801

(absent)

ROBERTO B. TAN

Director-Stockholder

JOSEPH PETER S. SISON

Director-Stockholder

TIN-136-671-750

DAMASO C. VERTIDO

Director-Stockholder

(by Proxy)

ANNA MARIE A. KARAOS

Director-Stockholder

TD-152-998-658

NATIONAL HOME MORTGAGE FINANCE CORPORATION

RODOLFO MA. A. PONFERRADA

Director-Stockholder

TIN-215-793-472

ASAI APOLONIA A. TOLENTINO

Director-Stockholder

1114-902-272-822

ATTY. JOSE D. MELGAREJO

Corporate Secretary TIN-105-556-073

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

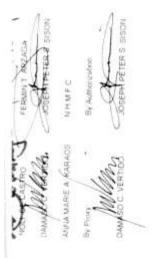
| Name                      | TIN No.     |
|---------------------------|-------------|
| NOLI L. DE CASTRO         | 126-475-253 |
| FERMIN T. ARZAGA          | 120-737-043 |
| ROLANDO G. ANDAYA JR.     | 194-009-801 |
| AUSTERE A. PANADERO       | 125-319-148 |
| ROBERTO B. TAN            | 211-659-608 |
| 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         | 103-558-073 |
|                           | ( \ ( ) ( ) |

oc. No. 112 age No. 24 ook No. W eries of 2010 Until December 31, 2010

IBP Lifetime No. 08659 / 1-6-10 / Pasig City PTR No. 9959903 / 1-6-10 / Las Piñas City AUSTERE & PANADERO
APOLONA TOLENTINO
RODOLEO MA

NANDOG ANADAYA, JR. (appen

RENE N CARRECON ROLANDO G. ANADAYA. JA



### "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)

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