



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
Baguio Extension Office  
Baguio Convention Center  
Baguio City

COMPANY REG. NO. CS200728083

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

**KNOW ALL MEN BY THESE PRESENTS:**

THIS IS TO CERTIFY that the amended articles of incorporation of the

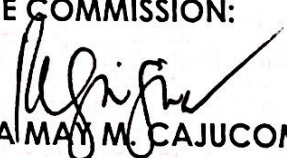
**GOSHEN LAND CAPITAL INC.**

Amending Articles III, VI & VII thereof:

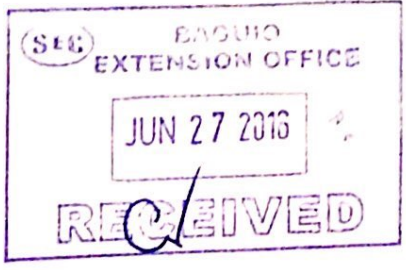
copy annexed, adopted on **August 14, 2015** by a majority vote of the Board of Trustees and the vote of at least two-thirds of the members of the corporation, and certified under oath by the Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions 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.

**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 **June** Twenty **Sixteen**.

FOR THE COMMISSION:

  
**REGINA MAY M. CAJUCUM**  
Officer-In-Charge





COVER SHEET  
for Applications at  
BAGUIO EXTENSION OFFICE

Nature of Application  
Amended Art. Of Inc.

SEC Registration Number  
CS 200728083

Company Name  
GOSHEN LAND CAPITAL INC.

AMENDED TO:  
New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)  
10 MONTINOLA SUBDIVISION  
KISAD RD. BAGUIO CITY

Company's Telephone Number/s  
(074) 424 2754

Contact Person  
DIVINA GRACE FUMAR

Contact Person's Telephone Number  
0917775507

Contact Person's Address  
SF CYA CENTRUM MILITARY CUT-OFF BAGUIO CITY

To be accomplished by SEC-BEO Personnel  
Assigned Processor: \_\_\_\_\_ Date: 6-27-16 Signature: [Signature]

Document I.D. \_\_\_\_\_

Received by SEC-BEO Records Unit \_\_\_\_\_

AMENDED  
ARTICLES OF INCORPORATION  
OF  
GOSHEN LAND CAPITAL INC.

SEC BAGUIO EXTENSION OFFICE

Paid: 30

O.R. No.: 5917631

Date: 6/27/16

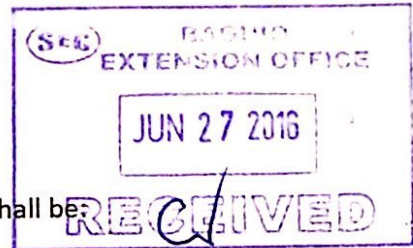
KNOW ALL MEN BY THESE PRESENTS:

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: That the name of the said corporation shall be

GOSHEN LAND CAPITAL, INC.



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

To acquire by purchase, lease, donation, or otherwise and own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for investment or otherwise real estate of all kinds, whether improve, manage or otherwise dispose of buildings, houses, equipment, and other structures of whatever kind, together with their maintenances.

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 or located at:

**No./Street : 5/F CYA Centrum, Military Cut-off Barangay, Kennon Road**

**City/Town: 2600 Baguio City**

(Amended as of August 14, 2015)

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

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Alexander L. Bangsoy	Filipino	10 Montinola Subd., Kisad, Baguio City
Annabelle C. Bangsoy	Filipino	10 Montinola Subd., Kisad, Baguio City
Ramon M. Bayan	Filipino	Lamug St. Victoria Village, Baguio City
Julius C. Calaycay	Filipino	51 Bayan Park Ext., Aurora Hill, B.C.
Jael T. Cuaresma	Filipino	51 Bayan Park Ext., Aurora Hill, B.C.
Jingboy M. Atonen	Filipino	307 Tacay, Central Guisad, Baguio City

SIXTH: That the number of directors of said corporation shall be **NINE (9) with two (2) board seats reserved for Independent Directors**, 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:

(Amended as of August 14, 2015)

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Alexander L. Bangsoy	Filipino	10 Montinola Subd., Kisad, Baguio City
Annabelle C. Bangsoy	Filipino	10 Montinola Subd., Kisad, Baguio City
Ramon M. Bayan	Filipino	Lamug St., Victoria Village, Baguio City
Julius C. Calaycay	Filipino	#51 Bayan Park Ext., Aurora Hill, B.C.
Jael T. Cuaresma	Filipino	#51 Bayan Park Ext., Aurora Hill, B.C.
Jingboy M. Atonen	Filipino	#307 Tacay, Central Guisad, Baguio City

SEVENTH: That the authorized capital stock of the said corporation is **FOUR HUNDRED FIFTY MILLION (PHP 450,000,000.00) pesos to be divided into THREE HUNDRED MILLION (300,000,000) common shares with par value of ONE PESO (PHP 1.00) per share and ONE HUNDRED FIFTY MILLION (150,000,000) preferred shares with par value of ONE PESO (PHP 1.00) per share.**

(Amended as of August 14, 2015)

(Amended as of August 14, 2015)

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

Name Paid	Nationality	No. of shares	Amount	
		Subscribed	Subscribed	Amount
Alexander L. Bangsoy	Filipino	3,750.00	375,000.00	93,750.00
Annabelle C. Bangsoy	Filipino	3,750.00	375,000.00	93,750.00
Alma Luz Atulba	Filipino	1,250.00	125,000.00	31,250.00
Ramon M. Bayan	Filipino	1,250.00	125,000.00	31,250.00
Jael T. Cuaresma	Filipino	1,250.00	125,000.00	31,250.00
Jingboy M. Atonen	Filipino	1,250.00	125,000.00	31,250.00
<b>Total</b>		<b><u>12,500.00</u></b>	<b><u>1,250,000.00</u></b>	<b><u>312,500.00</u></b>

NINTH: That no issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino Citizens, shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

TENTH: That Annabelle C. Bangsoy has been elected by the subscribers as Treasurer of the Corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the By-laws, and that, as such Treasurer, he/she has been authorized for the corporation, and to issue in its name receipts for all subscriptions paid in 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 27th day of April, 2007 at Baguio City, Benguet.

ALEXANDER L. BANGSOY	(SIGNED)
ANNABELLE C. BANGSOY	(SIGNED)
RAMON M. BAYAN	(SIGNED)
JULIUS C. CALAYCAY	(SIGNED)
JAEL T. CUARESMA	(SIGNED)
JINGBOY M. ATONEN	(SIGNED)

Witnesses:

RUTH KATHERINE BUGASTO (SIGNED)  
JACKIELYN D. ABUL (SIGNED)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES )  
BAGUIO CITY ) S. S.

BEFORE ME, a notary Public for and in for Bagiuo City, Philippines, this 27<sup>th</sup> day of April, 2007 personally appeared:

Name	Community Tax Certificate No.	Date & place Issued
ALEXANDER L. BANGSOY	01261251	01-12-07 Bagiuo City
ANNABELLE C. BANGSOY	01261252	01-12-07 Bagiuo City
RAMON M. BAYAN	A01-82-15262	
JULIUS C. CALAYCAY	01261253	01-12-07 Bagiuo City
JAEL T. CUARESMA	01261254	01-12-07 Bagiuo City
JINGBOY M. ATONEN	0445667	03-14-07 Bagiuo City

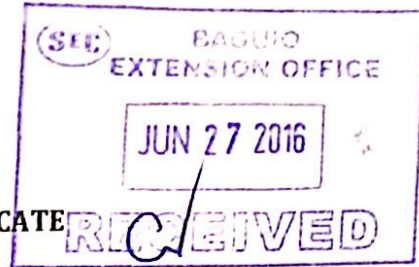
All known to me the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

(SIGNED)  
JUAN ANTONIO REYES XXXXXX III  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2008  
PTR NO. 1885092 /BAGIUO CITY  
IBP NO. XXXXXXXX / BAGIUO CITY  
ROLL NO. 35781 / TIN 122-445-559

Doc. No. 47  
Page No. 11  
Book No. XXIII  
Series of 2007.

Republic of the Philippines )  
  )S.S.




**SECRETARY'S CERTIFICATE**

That I am the Corporate Secretary of Goshen Land Capital Inc., with principal office address at 5/F CYA Centrum, Military Cut-Off Barangay, Kennon Road, Baguio City.

That NO ACTION OR PROCEEDING has been filed or is pending before any Court or Tribunal involving an intra-corporate dispute or claim by any group against the directors, officers or stockholders of the said corporation.

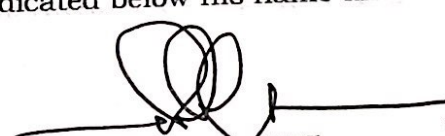
That the foregoing is being executed for whatever legal intents or purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this 27<sup>th</sup> day of JUNE 2016 at Baguio City, Philippines

  
STEPHEN E. CASCOLAN  
Corporate Secretary  
IBP Roll No. 51383

SUBSCRIBED AND SWORN TO before me this \_\_\_ day of JUN 27 2016 2016 at Baguio City Philippines. Affiant presented to me his competent evidence of identity indicated below his name and signature.

Doc. No. 46;  
Page No. 02;  
Book No. XII;  
Series of 2016

  
**RONALD L. PEREZ**  
NOTARY PUBLIC  
For and Within the City of Baguio  
Commission No. 27-NC-15-R  
Until December 31 2016  
Roll of Attorney's No. 50908, 05/05/05  
PTR No. 2009681, 01/05/2015; B.C.  
IBP Lifetime Member No. 06421; B.C.  
MCLE Compliance No. V-0002800  
Rm 202 2/F Jose Miguel Building, Yandoc St., Cor  
Naquilan Road (Beside Justice Hall) 2600 Baguio City