

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. CS202006725

**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

VISTAREIT, INC.

(Formerly: VISTA ONE, INC.)

(Amending Articles I, II Primary Purpose, III, VI, VII, VIII & IX thereof)

copy annexed, adopted on March 16, 2022 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 18th day of April, Twenty Twenty Two.


DANIEL P. GABUYO

Assistant Director

SO Order 1188 Series of 2018

BA/qba

COVER SHEET
for Application at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

C S 2 0 2 0 0 6 7 2 5

Company Name

V I S T A O N E , I N C .

New Company Name

V I S T A R E I T , I N C .

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

L O W E R G R O U N D F L O O R , B U I L D I N G B ,
E V I A L I F E S T Y L E C E N T E R D A A N G H A R I
A L M A N Z A D O S L A S P I Ñ A S C I T Y

COMPANY INFORMATION

Company's Email Address

NA

Company's Telephone Number/s

89944377

Company's Facsimile Number/s

NA

CONTACT PERSON INFORMATION

Name of Contact Person

Vecel T. Mojal

Email Address

m.vecel21@gmail.com

Telephone Number/s

89944377

Fax Number/s

Contact Person's Address

LGF BLDG. B EVIA LIFESTYLE CENTER, DAANG HARI, ALMANZA DOS LAS PINAS CITY

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

- Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

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

AMENDED
ARTICLES OF INCORPORATION
OF
VISTAREIT, INC.
(Formerly, VISTA ONE, INC.)

KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigned incorporators, all of legal age, have this day voluntarily agreed to form a stock corporation under the laws of the Republic to the Philippines.

THAT WE HEREBY CERTIFY:

Article I: That the name of this corporation shall be

VISTAREIT, INC.¹⁴

Article II: That the purposes for which this corporation is formed are:

PRIMARY PURPOSE¹⁵

To engage in the business of a real estate investment trust, as provided under Republic Act No. 9856 (the Real Estate Investment Trust Act of 2009), including the Revised Implementing Rules and Regulations of Republic Act No. 9856 (the "REIT Act"), and other applicable laws, which business includes the following: (1) to own, invest in, purchase, acquire, hold, possess, lease, construct, develop, alter, improve, operate, manage, administer, sell, assign, convey, encumber, in whole or in part, or otherwise deal in and dispose of, income-generating real estate, within or outside the Philippines, in accordance with applicable laws and regulations; (2) to invest in, purchase, acquire own, hold, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of (a) real estate and other related assets, including personal property, incidental to the ownership of real estate; and (b) managed funds, evidence of indebtedness of the Philippines and other evidence of indebtedness or obligations, the servicing and repayment of which are fully guaranteed by the Philippines, and other evidence of indebtedness issued by the governments of other countries with which the Philippines maintains diplomatic relations and securities issued by multilateral agencies, corporate bonds of non-property privately-owned domestic corporations or foreign non-property corporation, commercial papers, equities of a non-property company listed in a local or foreign stock exchange, cash and cash equivalent item, collective investment schemes, offshore mutual funds, synthetic investment products and

¹⁴ As amended on 16 March 2022

¹⁵ As amended on 16 March 2022

such other investment outlets as may be allowed under the REIT Act and other applicable laws, provided that each of these investments or instruments complies with all criteria and terms and conditions prescribed by the Securities and Exchange Commission (the "Commission"); (3) to receive, collect, and dispose of the rent, interest, and such other income rising from its property and investments; (4) to guaranty the obligations, debt, or loans of its subsidiaries or affiliates or any entity in which the corporation has lawful interest; and (5) to exercise, carry on or undertake such other powers, acts, activities and transactions as may be deemed necessary, convenient, or incidental to or implied from the purposes herein mentioned.

SECONDARY PURPOSES:

1. To purchase, acquire, own, lease, sell and convey to the extent allowed by the law, property of every kind and description as may be necessary or incidental to the conduct of its corporate business.
2. To raise capital or borrow money from not more than nineteen (19) lenders including its stockholders, to meet the financial requirements of its business by the issuance of securities, bonds, promissory notes and other evidence of indebtedness;
3. To invest in other companies and enter into joint venture agreements with any company, partnership, persons or government entities, domestic or foreign, for the advancement of its interest and in carry out its primary purpose;
4. To establish and operate branch offices or agencies to carry out any or all of its operations and business without any restriction as to place or amount;
5. To do and perform all act and things necessary of incidental to the accomplishment of the foregoing purposes or the exercise of any or all the powers of a corporation for the benefit of this corporation and its stockholders.

Article III: That the corporation shall have its principal office at Lower Ground Floor, Building B, Evia Lifestyle Center Daang Hari Alamanza Dos Las Piñas City¹⁶

Article IV: That the corporation shall have perpetual existence from and after the date of issuance of the certificate of incorporation.

¹⁶ As amended on 16 March 2022

Article V: That the names, nationalities, and residences of the incorporators, majority of whom are residents of the Philippines, are as follows:

Name	Nationality	Residence (complete address)
<u>Manuel Paolo A. Villar</u>	<u>Filipino</u>	<u>C. Masibay St. BFRV, Talon II, Las Pinas City</u>
<u>Cynthia J. Javarez</u>	<u>Filipino</u>	<u>Blk 34A Lot 2&4 Citta Italia Vetta, Imus, Cavite</u>
<u>Jo Marie Lazaro-Lim</u>	<u>Filipino</u>	<u>Blk 3 Lot 15 Courtyards of Maia Alta Subd.,</u>
		<u>Antipolo City</u>
<u>Brian N. Edang</u>	<u>Filipino</u>	<u>Blk 11 Lot 16 Pigeon St. Pacita 2 Ph1, San</u>
		<u>Pedro, Laguna</u>
<u>Rowena M. Bandigan</u>	<u>Filipino</u>	<u>Blk 3 Lot 6 Ph2, Dolmar Golden Hills, Lorna de Gato</u>
		<u>Marilao, Bulacan</u>
<u>Manuela Corporation</u>	<u>Filipino</u>	<u>3rd Floor, Starmall Las Pinas, CV Starr Avenue,</u>
		<u>Las Pinas City</u>

Article VI: That the number of directors of the corporation shall be **SEVEN (7), with such number of independent directors as may be required by relevant laws and regulations¹⁷**; and the names, nationalities and residence of the first directors of the corporation, majority of whom are residents of the Philippines, are as follows:

Name	Nationality	Residence (complete address)
<u>Manuel Paolo A. Villar</u>	<u>Filipino</u>	<u>C. Masibay St. BFRV, Talon II, Las Pinas City</u>
<u>Cynthia J. Javarez</u>	<u>Filipino</u>	<u>Blk 34A Lot 2&4 Citta Italia Vetta, Imus, Cavite</u>
<u>Jo Marie Lazaro-Lim</u>	<u>Filipino</u>	<u>Blk 3 Lot 15 Courtyards of Maia Alta Subd.,</u>
		<u>Antipolo City</u>
<u>Brian N. Edang</u>	<u>Filipino</u>	<u>Blk 11 Lot 16 Pigeon St. Pacita 2 Ph1, San</u>
		<u>Pedro, Laguna</u>
<u>Rowena M. Bandigan</u>	<u>Filipino</u>	<u>Blk 3 Lot 6 Ph2, Dolmar Golden Hills, Lorna de Gato</u>
		<u>Marilao, Bulacan</u>

¹⁷ As amended on 16 March 2022

Article VII: That the authorized capital stock of the corporation is FIFTEEN BILLION (Php15,000,000,000.00) pesos in lawful money of the Philippines, divided into FIFTEEN BILLION (15,000,000,000) shares with the par value of One Peso (Php1.00) per share.¹⁸

No stockholders of any class shall be entitled to any pre-emptive right to purchase, subscribe for, or receive any part of the shares of the Corporation, whether issued from its unissued capital, increase in its authorized capital or its treasury stock.¹⁹

Article VIII: That all the incorporators and directors have subscribed to the capital stock; and at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
<u>Manuela Corporation</u>	<u>Filipino</u>	<u>4,500,000</u>	<u>P 4,500,000</u>	<u>P 4,500,000</u>
<u>Manuel Paolo A. Villar</u>	<u>Filipino</u>	<u>4,500,000</u>	<u>4,500,000</u>	<u>4,500,000</u>
<u>Cynthia J. Javarez</u>	<u>Filipino</u>	<u>500,000</u>	<u>500,000</u>	<u>500,000</u>
<u>Brian N. Edang</u>	<u>Filipino</u>	<u>250,000</u>	<u>250,000</u>	<u>250,000</u>
<u>Jo Marie Lazaro-Lim</u>	<u>Filipino</u>	<u>150,000</u>	<u>150,000</u>	<u>150,000</u>
<u>Rowena Bandigan</u>	<u>Filipino</u>	<u>100,000</u>	<u>100,000</u>	<u>100,000</u>
*indicate TIN of corporate subscriber Total		<u>10,000,000</u>	<u>P10,000,000</u>	<u>P10,000,000</u>

The Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Boards of the Philippine Stock Exchange, Inc. (the "Exchange") dated 6 June 2013 subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement.²⁰

Article IX: That no **issuance or** transfer of stock or interest which would reduce the stock ownership of Filipino citizens **or the public** 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.²¹

¹⁸ As amended on 07 February 2022

¹⁹ As amended on 16 March 2022

²⁰ As amended on 16 March 2022

²¹ As amended on 16 March 2022

Article X: That CYNTHIA J. JAVAREZ 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 and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

Article XI: That the incorporators and directors undertake to change name of the corporation as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, we have set our hands this August 7, 2020, at Las Piñas City, Philippines.

(Original Signed)
MANUEL PAOLO A. VILLAR
TIN – 119-618-143

(Original Signed)
CYNTHIA J. JAVAREZ
TIN – 119-618-513 TIN -

(Original Signed)
BRIAN N. EDANG
TIN – 206-574-221

(Original Signed)
ROWENA M. BANDIGAN
TIN – 204-508-055 TIN -

(Original Signed)
JO MARIE LAZARO - LIM
TIN – 225-075-376

TIN - TIN -

(Original Signed)
CYNTHIA J. JAVAREZ
TIN – 119-618-513
as representative of
MANUELA CORPORATION

TIN - TIN -

Signed in the presence of

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
LAS PIÑAS CITY) S S

BEFORE ME, a Notary Public in and for Las Piñas City, Philippines, this day of August 7, 2020 personally appeared:

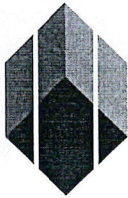
Name	TIN / ID / Passport No.	Date & Place Issued
Manuel Paolo A. Villar	119-618-143	BIR – Quezon City
Cynthia J. Javarez	119-618-513	BIR – Quezon City
Brian N. Edang	206-574-221	BIR – Quezon City
Rowena M. Bandigan	119-618-513	BIR – Quezon City
Jo Marie Lazaro-Lim	225-075-376	BIR – Quezon City

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 and voluntary act and deed.

In witness whereof, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

(Original Signed)
Atty. Khristian Z. Glipo, CPA
Notary Public
Until December 31, 2021
Appt. No. LP 19-022
IBP No. 108126/01.04.20/PPL
PTR No. 11894796/01.07/20
MCLE Compliance No. VI-0021867/03.29.19
Roll No. 71316

Doc. No. 418;
Page No. 85;
Book No. 2;
Series of 2020.



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
PICC Secretariat Bldg., PICC Complex
Pasay City, Metro Manila

Date: February 14, 2022
Verification Reference No.: NV2202393
Name:
VISTAREIT, INC.
Name of Applicant: Odessa Baco
Verifier: cmfurugganan

Result: **Verification Approved**

You may now proceed with the amendment application.

The proposed company name and/or trade name/s will be presented in the certificate of amendment exactly the same as how they were entered. Be informed that the proposed company name and/or trade name/s is reserved for **30 calendar days**. Present this document together with other documentary requirements. If the reservation period has elapsed and you still have not completed your company registration, your proposed company name and/or trade name/s reservation will be forfeited. In this case, you should verify and reserve your proposed company name and/or trade name/s again.

Note: The fact that the proposed company name and/or trade name/s is available at the date verified, it is not to be regarded as an approval of the application for change of name. No expense for the printing or posting in the internet using a verified name should be incurred until the amendment takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

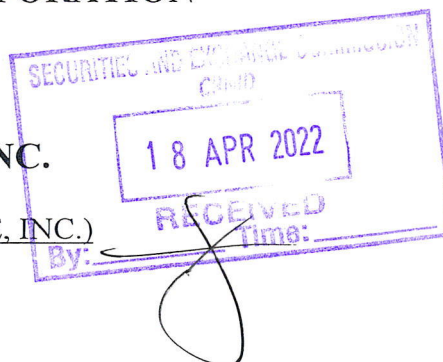
The applicant undertakes to change the reserved name in case another person or person has acquired a prior right of the said firm/trade name, has been deemed not distinguishable from a registered or reserved name and if the name has been declared misleading or contrary to public morals, good custom or public policy

Verifier Remarks:

Note to processor: for payment P100.00

**CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION**

OF
VISTAREIT, INC.
(formerly, VISTAONE, INC.)



KNOW ALL MEN BY THESE PRESENTS:


We, the undersigned, being a majority of the members of the Board of Directors of **VISTAREIT, INC.** (formerly, VISTAONE, INC.) (the “Corporation”) and the Corporate Secretary of the Corporation, do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to:

- (1) **FIRST Article**, amending the name of the Corporation to VISTAREIT, INC.
- (2) **SECOND Article**, amending the primary purpose of the Corporation;
- (3) **THIRD Article**, amending the principal office of the Corporation;
- (4) **SIXTH Article**, providing that “That the number of directors of the corporation shall be SEVEN (7), with such number of independent directors as may be required by relevant laws and regulations”;
- (5) **SEVENTH Article**, providing that “No stockholders of any class shall be entitled to any pre-emptive right to purchase, subscribe for, or receive any part of the shares of the Corporation, whether issued from its unissued capital, increase in its authorized capital or its treasury stock.”;
- (6) **EIGHT Article**, providing that “The Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Boards of the Philippine Stock Exchange, Inc. (the “Exchange”) dated 6 June 2013 subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement.”; and
- (7) **NINTH Article**, providing that “no issuance or transfer of stock or interest which would reduce the stock ownership of Filipino citizens or the public to less than the required percentage of the capital stock as provided by existing laws... xxx”

are true and correct and were approved by the affirmative vote of at least a majority of the members of the Board of Directors at its meeting held on 16 March 2022, at the principal office of the Corporation and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at the special meeting held on the same date and at the same venue.

MAR 18 2022

MANDALUYONG CITY, PL


MANUEL PAOLO A. VILLAR
Director and Chairman


JERYLLE LUZ C. QUISMUNDO
Director and President

JO MARIE LAZARO-LIM

BRIAN N. EDANG

ROWENA B. BANDIGAN
Director
TIN: 204-508-055

MAR 18 2022

Name	Government Issued ID	Date & Place Issued
MANUEL PAOLO A. VILLAR	TIN: 218-221-293	BIR – Quezon City
JERYLLE LUZ C. QUISMUNDO	TIN: 119-618-731	BIR – Quezon City
JO MARIE LAZARO - LIM	TIN: 225-075-376	BIR – Quezon City
BRIAN N. EDANG	TIN: 206-574-221	BIR – Quezon City
ROWENA B. BANDIGAN	TIN: 204-508-055	BIR – Quezon City

Doc. No. 200;
Book No. 4;
Page No. XIII;
Series of 2022.

ATTY. ARBIN OMAR P. CARIÑO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2022
ROLL NO. 57141

[illegible]

Signature page to the "Certificate of Amendment of the Articles of Incorporation"

Republic of the Philippines)
MANDALUYONG CITY)S.S.

UNDERTAKING TO CHANGE NAME

I, **BRIAN N. EDANG**, of legal age, Filipino, and a resident of Blk 11 Lot 16 Pigeon St. Pacita 2 Ph1, San Pedro Laguna, after having been sworn to in accordance with law hereby depose and state that:

1. I am the Treasurer of **VISTA ONE, INC.**, which is in the process of amending its corporate name to **VISTAREIT, INC.** with the Securities and Exchange Commission.
2. I, on behalf of said corporation, hereby undertake to change its corporate name as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name of that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good custom or public policy.
3. This Affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, I hereby sign this affidavit this MAR 18 2022 day of MANDALUYONG CITY at _____

BRIAN N. EDANG
Affiant

SUBSCRIBED AND SWORN to before me this MAR 18 2022 day of MANDALUYONG CITY at _____ affiant exhibiting to me her TIN 206-574-221 issued Quezon City, Philippines.

Doc. No. 210
Page No. 43
Book No. XVIII
Series of 2022.

ATTY. ARBIN OMAR P. CARIÑO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2022
ROLL No. 57146
ISF Lifetime Member No. 018537
PTR No. 4871170 / 05 Jan. 2022 / Mandaluyong City
MCLE Compliance No. VI-00227-1 issued dated 11 April 2019
Notarial Commission Appointment No. 0388-21
Vista Corporate Center, Upper Ground Floor,
Worldwide Corporate Center, Shaw Blvd., Mandaluyong City

OF THE PHILIPPINE
MANDALUYONG CITY

SECRETARY'S CERTIFICATE

I, **JO MARIE C. LAZARO-LIM**, of legal age, Filipino, with office address at the Upper Ground Floor Worldwide Corporate Center, Shaw Boulevard, Mandaluyong City, after having been sworn to in accordance with law hereby depose and state that:

1. I am the duly elected Corporate Secretary of **VISTAREIT, INC.** (formerly, VISTA ONE, INC.) (the “**Corporation**”), a corporation organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at the Lower Ground Floor, Building B, Evia Lifestyle Center Daang Hari Alamanza Dos Las Piñas City.

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate/inter-corporate dispute and/or intra-corporate/inter-corporate claim by any person or group against the Board of Directors, individual directors, and/or major corporate officers of the Corporation as its duly elected and/appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature and seal on this

MANDALUYONG CITY

JO MARIE C. LAZARO-LIM
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 15 day of MARCH, in MANILA,
Philippines, affiant exhibiting to me her TIN 225-075-376 issued at Quezon City, Phils.

Doc. No. 138 ;
Page No. 29 ;
Book No. XVIII ;
Series of 2022.

ATTY. ARBIN OMAR P. CARINO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2022
ROLL No. 67468
IBP License No. 0000000-00000007
PTR No. 4671179-00000000-00000000
MCLE Compliance ID: 00000000-00000000-00000000
Notary Commission Expires On: 31 April 2019
Vista Corporate Center, Upper Ground Floor,
Worldwide Corporate Center, Shaw Blvd., Mandaluyong City