



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 13174

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

KNOW ALL PERSONS BY THESE PRESENTS:

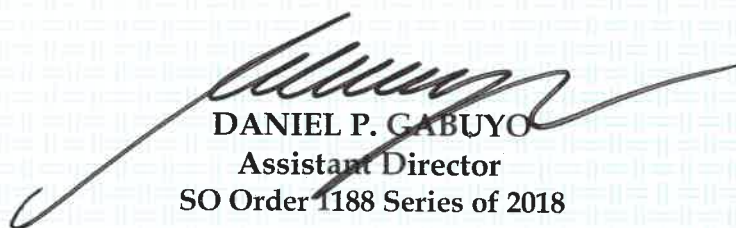
This is to certify that the amended articles of incorporation of the

LEISURE & RESORTS WORLD CORPORATION
(Amending Article VI thereof)

copy annexed, adopted on June 08, 2022 by majority vote of the Board of Directors and on July 29, 2022 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 24th day of October, Twenty Twenty Two.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

MGT/qba

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

0 0 0 0 0 1 3 1 7 4

Company Name

L E I S U R E A N D R E S O R T S W O R L D
C O R P O R A T I O N

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

2 6 T H F L O O R W E S T T O W E R
P H I L I P P I N E S T O C K E X C H A N G E
C E N T R E , E X C H A N G E R O A D ,
O R T I G A S C E N T E R P A S I G C I T Y 1 6 0 5

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

ATTY. CAROL V. PADILLA

carol.padilla@lrwc.com.ph

8634-5099

Contact Person's Address

26/F West Tower Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig 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"/>

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

AMENDED
ARTICLES OF INCORPORATION
OF
LEISURE & RESORTS WORLD CORPORATION
(formerly, Atlas Fertilizer Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That We, a majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

FIRST. That the name of the said corporation shall be:

LEISURE & RESORTS WORLD CORPORATION
(formerly, Atlas Fertilizer Corporation)

SECOND. That the purpose or purposes for which the said corporation is incorporated are:

PRIMARY PURPOSE

To purchase, acquire, own, use, improve, construct, develop, maintain, subdivide, sell, dispose of, exchange, lease and hold for investment, or otherwise deal with real estate and personal property of all kinds, including the management and operation of the activities conducted therein pertaining to general amusement and recreation enterprises, such as, but not limited to resorts, golf courses, clubhouses and sport facilities, hotels and gaming facilities, including but not limited to bingo parlors with all the apparatus, equipment and other appurtenances as may be related thereto or in connection therewith.

SECONDARY PURPOSE

AN IN FURTHERANCE OF THE FOREGOING PURPOSES, the Corporation shall have the power –

1. To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, maintain, control, operate, lease, mortgage, create security interest in, create liens upon sell, convey or otherwise dispose of any and all plants machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitably necessary, or convenient for, any of the purposes above enumerated, including all or any part of the properties, assets, business and goodwill of any person, firm, association or corporation;

2. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

3. To purchase or otherwise acquire the whole or any part of the property, assets, business, franchises, goodwill and rights, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities, and obligations of any person, business, firm, association, corporation or organization, and to pay for the same or any part or combination thereof in cash, property, shares of stock, bonds, debentures, notes and other obligations or by undertaking and assuming the whole or any part of the liabilities or obligations of the transfer; and to hold or in any lawful manner dispose of the whole or any part of the property and assets so acquired or purchased and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business;

In the purchase or acquisition of property, business, rights or franchises or for additional working capital, or for any other object or purpose in or about its business or affairs, borrow and secure the payment of money in any lawful manner including the issues and sale or other disposition of bonds, warrants, debentures, indebtedness of all kinds whether secured or not, mortgages, pledges, deed of trust or otherwise;

4. To purchase, own, sell, assign, negotiate, mortgage, pledge, or otherwise dispose of accounts receivable, notes receivable, negotiable instruments, letters of credit and other evidence of indebtedness or other obligations for the payment of money owed by any person, partnership, corporation or association, or to undertake, under such terms and conditions as the Corporation may deem fit, the collection of such accounts receivable, notes receivable, negotiable instruments, letter of credit and other evidences of indebtedness or other obligations for the payment of money, provided that this Corporation will not engage in the financing business;

5. To apply for, register, purchase or otherwise acquire, use, manufacture under, protect and renew or in any manner dispose of and deal and contract with reference to any letters patents, patent rights, licenses, concessions, trademarks, copyrights, inventions, formulas, designs, labels, brands, processes and similar rights and privileges or any interest therein granted or recognized by or existing under the laws of the Republic of the Philippines or of any foreign country, used or capable or being used in connection with any of the business of the Corporation the acquisition of which may directly or indirectly benefit the Corporation the acquisition, or which may directly or indirectly benefit the Corporation, and to use, exercise, develop, sell, assign or otherwise dispose of or grant licenses in respect of the property, rights, trademarks, or other information so acquired and to spend money in experimenting upon, and testing and improving any patents, inventions or rights which the Corporation may acquire or propose to acquire;

6. To enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or colony of dependency thereof, obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain, carry out, perform or comply with and to hire the services or architects, engineers, technicians as may be necessary to accomplish the purposes for which the Corporation is organized;

7. To establish and operate one or more offices or agencies and to carry on any or all of its operations and business without restrictions as to place or amount including the right to hold, purchase, or otherwise acquire, lease, mortgage, pledge, and convey or otherwise deal in and with real and personal property anywhere within the Philippines; and to hold directors' and stockholders' meetings, and keep such books of the Corporation outside the Philippines as be permitted by law;

8. To do in the Philippines, and in any other country, state or locality, either as principal or agent and either alone or in connection with other corporations, firms or individuals all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purpose or attainment of any one or more of the objects herein enumerated or incidental to the powers herein specified or which shall at any time appear conducive in or expedient for the accomplishment or attainment of any objects or purposes hereinabove enumerated not inconsistent with the laws of the Republic of the Philippines, and to execute from time to time such general or special powers of attorney to such persons as the Board of Directors may approve granting to such persons all powers, either in the Philippines, or in any other country, state or locality which the Board of Directors may deem proper, and to revoke such powers of attorney whenever the Board of Directors may deem proper;

It is the intention that the foregoing clauses shall be construed as powers as well as objects and purposes, and the foregoing enumeration of specific powers shall not be held limit or restrict in any manner the general power of the Corporation, and generally, the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges now or hereafter granted by the laws of the Republic of the Philippines, or of any country, state, or corporations of the character of this Corporation; Provided, however, that the Corporation shall not in any state, territory,

or country carry any business, exercise any powers, which a corporation organized under the laws of the said state, territory or country could not carry on or exercise, except to extent permitted or authorized by the laws of such state, territory or country.

THIRD. That the place where the principal office of the corporation is to be established at the 26th Floor West Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City. (As amended on 25 July 2014)

FOURTH. That the term for which said corporation is to exist for another fifty years from 10 October 2007. (As amended on 30 September 2005)

FIFTH. That the name and residences of the incorporators of said Corporation are as follows:

Name	Nationality	Residence
Jose M. Soriano	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Andres Soriano Jr.	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Raoul E. Kahn	Filipino	#47 Amorsolo St., San Lorenzo Village, Makati, Metro Manila
Sebastian Ugarte	Filipino	8 Bauhinia Road, Makati, Metro Manila
Marcelo Karaan	Filipino	#2492 Rosa Malo Street, Manila

SIXTH. That the number of directors of said corporation shall be Nine (9) and that the names and residences of the directors of the Corporation who are to serve until their successors are elected and qualified as provided by the By-laws are as follows, to wit:

Name	Nationality	Residence
Col. Andres Soriano	American	1987 Roberts Street, Pasay City

Jose M. Soriano	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Andres Soriano Jr.	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Col. Charles M. Smith	American	Toledo City, Cebu
Raoul E. Kahn	Filipino	#47 Amorsolo St., San Lorenzo Village, Makati, Metro Manila
Col. Bernard L. Anderson	American	#55 Tamarind Road, Forbes Park, Makati, Metro Manila
Sebastian Ugarte	Filipino	8 Bauhinia Road, Makati, Metro Manila
Juan de Ibazeta	Filipino	195 Ortega St., San Juan, Rizal
Jesus Urbina	Filipino	1173 Consuelo Street, Manila
Col. Lee Telesco	American	420 Protacio Street, Pasay City
Marcelo Karaan	Filipino	#2492 Rosa Malo Street, Manila

(As amended on 29 July 2022 by Stockholders and 8 June 2022 by the Board of Directors)

SEVENTH. That the capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00) and said capital stock is divided into Five Billion (5,000,000,000) shares of Common Stock of the par value of One Peso (P1.00) each. *(As amended on 07 January 2022 by Stockholders and 22 November 2021 by the Board of Directors).*

The Corporation may at any time issue, option for sale, and sell or dispose any part of stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation, whether out of the unissued authorized capital stock or future increases thereof, pursuant to a resolution of its Board of Directors to

such persons and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders. No stockholder shall because of his/its ownership of stock, have a pre-emptive or other right to the said unissued authorized capital stock or future increases thereof.

EIGHTH. That the amount of said capital stock which has been actually subscribed is TWO HUNDRED THOUSAND ONE HUNDRED PESOS (P200,100.00) and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

Name	Residence	No. of Shares	Amount
Col. Andres Soriano	1987 Roberts Street, Pasay City	10,000	Php100,000.00
Jose M. Soriano	#40 McKinley Road, Forbes Park, Makati, Metro Manila	3,000	30,000.00
Andres Soriano Jr.	#40 McKinley Road, Forbes Park, Makati, Metro Manila	3,000	30,000.00
Col. Charles M. Smith	Toledo City, Cebu	500	5,000.00
Raoul E. Kahn	#47 Amorsolo St., San Lorenzo Village, Makati, Metro Manila	500	5,000.00
Col. Bernard L. Anderson	#55 Tamarind Road, Forbes Park, Makati, Metro Manila	500	5,000.00
Sebastian Ugarte	8 Bauhinia Road, Makati, Metro Manila	500	5,000.00
Juan de Ibazeta	195 Ortega St., San Juan, Rizal	500	5,000.00
Jesus Urbina	1173 Consuelo Street, Manila	500	5,000.00
Col. Lee Telesco	420 Protacio Street, Pasay City	500	5,000.00
Marcelo Karaan	#2492 Rosa Malo Street, Manila	500	5,000.00
Atlas Consolidated Mining & Development Corp.	5 th Flr. Soriano Building, Manila	10	100.00
	TOTAL	20,010	Php200,100.00

NINTH. That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

Name	Residence	Amount
Col. Andres Soriano	1987 Roberts Street, Pasay City	Php25,000.00
Jose M. Soriano	#40 McKinley Road, Forbes Park, Makati, Metro Manila	7,500.00
Andres Soriano Jr.	#40 McKinley Road, Forbes Park, Makati, Metro Manila	7,500.00
Col. Charles M. Smith	Toledo City, Cebu	1,250.00
Raoul E. Kahn	#47 Amorsolo St., San Lorenzo Village, Makati, Metro Manila	1,250.00
Col. Bernard L. Anderson	#55 Tamarind Road, Forbes Park, Makati, Metro Manila	1,250.00
Sebastian Ugarte	8 Bauhinia Road, Makati, Metro Manila	1,250.00
Juan de Ibazeta	195 Ortega St., San Juan, Rizal	1,250.00
Jesus Urbina	1173 Consuelo Street, Manila	1,250.00
Col. Lee Telesco	420 Protacio Street, Pasay City	1,250.00
Marcelo Karaan	#2492 Rosa Malo Street, Manila	1,250.00
Atlas Consolidated Mining & Development Corp.	5 th Flr. Soriano Building, Manila	100.00
	TOTAL	Php50,010.00

TENTH. That **MR. JUAN DE IBAZETA** has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer he has been authorized to receive for the Corporation, and to receipt in its name for all all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 8th
day of October 1957.

(SGD.) JOSE M. SORIANO

(Typed) JOSE M. SORIANO

(SGD.) ANDRES SORIANO JR.

(Typed) ANDRES SORIANO JR.

(SGD.) RAOUL E. KAHN

(Typed) RAOUL E. KAHN

(SGD.) SEBASTIAN UGARTE

(Typed) SEBASTIAN UGARTE

(SGD.) MARCELO P. KARAAN

(Typed) MARCELO P. KARAAN

SIGNED IN THE PRESENCE OF:

(SGD.) C.U. INFANTE

(SGD.) ELVIRA SILOS-ANDRES

REPUBLIC OF THE PHILIPPINES)

CITY OF MANILA) S.S.

BEFORE ME, a Notary Public in and for the City of Manila, Philippines, personally appeared Messrs. Jose M. Soriano, Andres Soriano Jr., Raoul E. Kahn, Sebastian Ugarte and Marcelo P. Karaan, all known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged before me that their execution of the same is their free will and voluntary act and deed, for the purposes and uses therein stated.

The parties hereto have exhibited their Residences Certificates set after their respective names:

Name	Residence Certificate No.	Place and Date
Jose M. Soriano	None	Exempt
Andres Soriano Jr.	A-0006401	Manila, Jan. 2, 1957
Raoul E. Kahn	A-0008409	Manila, Jan. 2, 1957
Sebastian Ugarte	A-00077599	Manila, Jan. 2, 1957
Marcelo P. Karaan	A-0001412	Manila, Jan. 2, 1957

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused my notarial seat to be affixed at the City of Manila, Philippines, this 8th day of October 1957.

Doc No. 162;

Page No. 6;

Book No. IV;

Series of 1957.

(Sgd.) ESCOLASTICA R. CRUZ

Notary Public

Until December 31, 1957

DIRECTOR'S CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Directors and the Corporate Secretary of **LEISURE & RESORTS WORLD CORPORATION** (the "Corporation"), do hereby certify that the Articles of Incorporation of the said corporation was amended by at least a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on **08 June 2022** and **29 July 2022** respectively, at the principal office of the Corporation.

The amended provision of the attached **Amended Articles of Incorporation** refers to the **SIXTH ARTICLE**, pertaining to the number of directors of the Corporation;

We further certify that the attached Amended Articles of Incorporation are a true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed this certificate this 11 day of OCT 11 2022 2022 at PASIG CITY.



CAROL V. PADILLA
Corporate Secretary
TIN No. 271-536-697


EUSEBIO H. TANCO
Director
TIN No. 141-978-255


PAOLO MARTIN O. BAUTISTA
Director
TIN No. 186-074-793


MARDOMELO N. RAYMUNDO JR.
Director
TIN No. 175-154-748


TSUI KIN MING
Director
TIN No. 507-239-740


WILLY N. OCIER
Director
TIN No. 101-934-954


RAFAEL JASPER S. VICENCIO
Director
TIN No. 912-883-660

OCT. 11 2022

PASIG CITY

SUBSCRIBED AND SWORN to before me this _____, at _____ by
the above-mentioned persons who exhibited to me their valid government identification cards indicated
below:

<u>Name</u>	<u>Competent Evidence of Identity</u>
Eusebio H. Tanco	TIN No. 141-978-255
Tsui Kin Ming	TIN No. 507-239-740
Paolo Martin O. Bautista	TIN No. 186-074-793
Willy N. Ocier	TIN No. 101-934-954
Mardomeo N. Raymundo Jr.	TIN No. 175-154-748
Rafael Jasper S. Vicencio	TIN No. 912-883-660
Carol V. Padilla	TIN No. 271-536-677

DOC. NO: 474
PAGE NO: 96
BOOK NO: 25
SERIES OF: 2022

FERDINAND D. AYAHAO
Notary Public
For Pasig City, Paleros and San Juan City
Appointment No. 108 (2022-2023) valid until 12/31/2023
MCLE Exemption No. 97-62769-719 valid until 04/14/25
Roll No. 46377; 1897; 1898; 1899; 1900; 535886; 06/21/2021
TIN 123-011-000; 01/05/22; Pasig City
Unit 5, 1st Floor, Bldg. 8, Exchange Road
Ortigas Center, Pasig City Tel. 463-8541

DIRECTOR'S CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Directors and the Corporate Secretary of **LEISURE & RESORTS WORLD CORPORATION** (the "Corporation"), do hereby certify that the By-Laws of the said corporation was amended by at least a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on **13 June 2022** and **29 July 2022** respectively, at the principal office of the Corporation.

The amended provisions of the attached **Amended By-Laws** refer to the **THIRD AND FOURTH ARTICLES**.


We further certify that the attached Amended By-Laws are a true and correct copy thereof.


OCT 11 2022

IN WITNESS WHEREOF, we have hereunto signed this certificate this _____ day of _____ 2022 at **PASIG CITY**.



CAROL V. PADILLA
Corporate Secretary
TIN No. 271-536-697


EUSEBIO H. TANCO
Director
TIN No. 141-978-255


PAOLO MARTIN O. BAUTISTA
Director
TIN No. 186-074-793


MARDOMEIO N. RAYMUNDO JR.
Director
TIN No. 175-154-748


TSUI KIN MING
Director
TIN No. 507-239-740


WILLY N. OCIER
Director
TIN No. 101-934-954


RAFAEL JASPER S. VICENCIO
Director
TIN No. 912-883-660

SUBSCRIBED AND SWORN to before me this **OCT 11 2022**, at **PASIG CITY** by
the above-mentioned persons who exhibited to me their valid government identification cards indicated
below:

<u>Name</u>	<u>Competent Evidence of Identity</u>
Eusebio H. Tanco	TIN No. 141-978-255
Tsui Kin Ming	TIN No. 507-239-740
Paolo Martin O. Bautista	TIN No. 186-074-793
Willy N. Ocier	TIN No. 101-934-954
Mardomeo N. Raymundo Jr.	TIN No. 175-154-748
Rafael Jasper S. Vicencio	TIN No. 912-883-660
Carol V. Padilla	TIN No. 271-534-697

DOC. NO: 475
PAGE NO: 96
BOOK NO: 35
SERIES OF: 7022

FERDINAND W. AYAHAO
Notary Public
For Pasig City, Pateros and San Juan City
Appointment No. 108 (2022-2023) valid until 12/31/2023
MCLEB Exemption No. VBI-BRP003719 valid until 04/14/25
Roll No. 46377; IBP LCN 02459; OR 535886; 06/21/2001
TIN 123-011-000-000; 01/05/22; Pasig City
Unit 101, Exchange Road
Ortigas Center, Pasig City Tel. +632-86314090

REPUBLIC OF THE PHILIPPINES }
 } S.S.

Mandaluyong City

SECRETARY'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

I, **CAROL V. PADILLA**, Filipino, of legal age, and with principal address at 26th Floor, West Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, do hereby certify:

1. I am the duly elected and incumbent Corporate Secretary of **LEISURE & RESORTS WORLD CORPORATION** ("Corporation"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, and with principal address 26th Floor West Tower, Philippine Stock Exchange Centre Building, Ortigas Center, Pasig City, and as such I have custody and possession of the corporate books and other records of the Corporation, including the minutes of the meetings of the Stockholder and the Board of Directors of the Corporation.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or 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/or appointed directors or officers or vice versa.

AUG 31 2022


IN WITNESS WHEREOF, I have hereunto set my hands this _____ day of _____ at

Mandaluyong City


CAROL V. PADILLA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this AUG 31 2022 day of _____ 2022, affiant exhibiting to me her Tax Identification No. 271-536-697.

Doc. No. 459
Page No. 93;
Book No. 94;
Series of 2022.


ATTY. JAMES K. ABUGAN
Notary Public
Appt. No. 0442-21 (Until Dec. 31, 2022)
IBP No. 175123 01/06/2021 Rizal
A. Roll No. 20-2007 Manila
MCLE No. VI-00000011-01-01-2022
TIN No. 1152306-8
PTR No. 4011511-01-01-0012
Mandaluyong City Tel. No. 02-85452321



Machine Validation:



Republic of the Philippines

DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PLCC Complex
Roxas Boulevard, Pasay City, 1307

**PAYMENT ASSESSMENT FORM**

No. 20221013-6142560

DATE 10/13/2022		RESPONSIBILITY CENTER BEO	
PAYOR: STOTSBERG LEISURE PARK & HOTEL CORPORATION 3 FLR. COMCLARK BLDG. M.A. ROXAS HIGHWAY, CLARK SPECIAL ECONOMIC ZONE ANGELES CITY			
NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Certificate of No Derogatory Information	1	4020199099 (678)	500.00
Documentary Stamp Tax	1	4010401000 (4010401)	30.00
-----NOTHING FOLLOWS-----			
TOTAL AMOUNT TO BE PAID			Php 530.00
Assessed by: gribay		Amount in words: FIVE HUNDRED THIRTY PESOS AND 00/100	
Remarks:			

Payment Options

- Online payment thru SEC Payment Portal
• <https://espaysec.sec.gov.ph>
- Over the Counter Payments
• SEC Cashier Office
• Selected Landbank Branches

SEC BIR Accounts - DST

SEC Clearing Account	SEC Office
3752-1002-75	Head Office / NCR
0072-1178-59	Tarlac
0222-1003-48	Baguio
0132-1123-98	Legazpi
3302-1046-88	Iloilo
3162-1098-20	Bacolod
0142-1085-85	Cebu
0192-0639-30	Zamboanga
0152-1090-08	Cagayan De Oro
0162-1090-73	Davao

SEC BTR Accounts - LRF

SEC Clearing Account	SEC Office
3402-2319-20	Head Office / Tarlac
3402-2319-38	Baguio
3402-2319-46	Legaspi
3402-2319-54	Iloilo / Bacolod
3402-2319-62	Cebu
3402-2319-70	Zamboanga
3402-2319-89	Cagayan De Oro
3402-2319-97	Davao

Breakdown Summary

FUND ACCOUNT	AMOUNT	ACCOUNT #
BIR Account - DST	30.00	see SEC BIR accounts
SEC RCC Current Account	500.00	3752-1001-43
TOTAL	Php 530.00	


Notes:

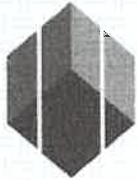
- This form is valid for forty-five (45) calendar days from the date of Payment Assessment Form (PAF)
- Accepted modes of payment at SEC Main Office, Pasay City:
 - Cash
 - Manager's/Cashier's Check
 - Postal Money Order
- Accepted modes of payment at selected Landbank branches:
 - Cash
 - Manager's/Cashier's Check payable to the Securities and Exchange Commission
- For check payment, please prepare separate checks per fund account as indicated on the breakdown summary. All checks must be payable to Securities and Exchange Commission
- For over the counter payment at LandBank, preparation of oncoll payment or deposit slip shall be per fund account as indicated on the breakdown summary.
 - If fund code is BTR, use an oncoll payment slip.
 - If fund code is BIR, REIT, SRC or RCC, use a regular deposit slip.
 - Send through email the copy of the machine-validated oncoll payment slip / deposit slip to the issuer of this PAF to confirm that payment has been made.
- For National Capital Region, payments are only allowed through the following Landbank Branches: EDSA Greenhills, EDSA Congressional, Araneta EQ, YMCA, DOTC, Ortigas EQ, Muntinlupa, and North Avenue
- ANY ALTERATIONS WILL INVALIDATE THIS FORM**



Republic of the Philippines
Department of Finance
Securities and Exchange Commission

MONITORING SLIP

NAME OF CORP.	LEISURE & RESORTS WORLD CORP.	SEC	0000013174
PURPOSE:	CG Clearance		
DEPARTMENT:	Corporate Governance and Finance Department		
Date Received:	Date Released:	Processed/Verified by:	
27 June 2022	11 July 2022	 R. CASTRO	
REMARKS: We interpose no objection to the subject company's request for certificate of good standing insofar as the matters under the CGFD are concerned. However, this is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provision of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under circumstances.			



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 13174

CERTIFICATE OF FILING OF AMENDED BY-LAWS

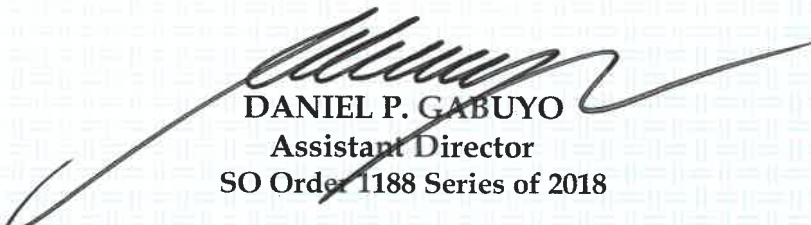
KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

LEISURE & RESORTS WORLD CORPORATION

copy annexed, adopted on June 13, 2022 by majority vote of the Board of Directors and on July 29, 2022 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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 24th day of October, Twenty Twenty Two.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

MGT/qba

AMENDED BY-LAWS
OF
LEISURE & RESORTS WORLD CORPORATION
(Formerly, Atlas Fertilizer Corporation)

ARTICLE 1

1. CERTIFICATE OF STOCK shall be issued to each shareholder of fully paid stock in numerical order from the stock certificates book, and shall be signed by the President and by the Secretary and sealed by the Secretary with the corporate seal. A record of each certificate issued shall be kept on the stub thereof and upon the stock register of the company.

2. TRANSFER OF STOCK shall be made by the indorsement of the certificate and delivery thereof, but shall not be effective and binding so far as the company is concerned until duly registered upon the books of the company, and before a new certificate is issued, the old certificate must be entered for cancellation and cancelled upon the face thereof. The stock books of the company shall be closed for transfer during the thirty (30) calendar days preceding general elections and during the thirty (30) calendar days next preceding the date upon which the dividends are declared payable and during each additional time as the Board of Directors may from time to time determine.

3. THE UNISSUED STOCK of the company shall be offered for sale and sold in such quantities and at such times as the Board of Directors of the company may from time to time determine, and shall be sold upon such terms as for such prices (not less than par) as may be fixed in the resolutions directing such sale.

4. TREASURY STOCK of the company shall consist of such issued and outstanding stock of the company as may be donated to the company or otherwise acquired by it, and shall be held subject to disposal by the Board of Directors or by the stockholders as the case may be. Such stock shall neither vote nor participate in the dividends while held by the company.

5. LOSS OR DESTRUCTION OF CERTIFICATES the Board of Directors may direct a new certificate of stock to be issued in place of any certificate or certified theretofore issued and alleged to have been lost or destroyed in the manner provided by law.

ARTICLE II

STOCKHOLDERS' MEETING

1. ANNUAL MEETING of the stockholders of this company shall be held in the principal office of the company as stated in its Articles of Incorporation, on last Friday of July of each year, unless a different date is fixed by the Board, at the hour of 2:00 P.M. (as amended on 22 March 2013)¹.

2. SPECIAL MEETING of the stockholders may be called at the principal office of the company at any time by resolution of the Board of Directors or by order of the Chairman of the Board or of the President or upon the written request of stockholders registered as the owners of one-third of the total outstanding stock.

3. NOTICE OF MEETING written or printed, for every regular or special meeting of the stockholders shall be prepared and mailed to the registered post office address of each stockholder not less than fifteen (15) calendar days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat, and no failure or irregularity of notice of any special meeting at which all the stockholders are present and voting without protest, shall invalidate such meeting or any proceeding thereat. No publication of notice of meeting in the public newspaper shall be required.

¹ Section 1 Article II was previously amended on 18 August 2006.

4. A QUORUM AT ANY MEETING of the stockholders shall consists of a majority of the voting stock of the company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters which laws of the Philippines require the affirmative vote of a greater proportion.

5. PROXIES Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing, and duly presented to the Secretary for Inspection and record at least five (5) working days prior to the opening of the meeting. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting.

6. ELECTION OF DIRECTORS shall be held at the annual meeting of shareholders and shall be conducted in the manner provided by the Corporation Law of the Philippines, including the nomination and election of independent directors to such number of board seats as set forth in and prescribed by the rules and regulations of the Securities and Exchange Commission or such other pertinent government agency or instrumentality and with such formalities and machinery as the offer presiding at the meeting shall then and there determine and provide. (as amended on 28 November 2003).

7. ORDER OF BUSINESS at the annual meeting and as far as possible at all other meetings of the stockholders shall be as follows:

1. Call to order
2. Secretary's proof of due notice of the meeting
3. Reading and disposal of unapproved minutes
4. Reports of officers, annual and otherwise
5. Election of Directors
6. Unfinished business
7. New Business
8. Adjournment

ARTICLE III

DIRECTORS

1. THE BUSINESS AND PROPERTY of the company shall be managed by the Board of Directors who shall be stockholders and who shall be elected annually by the stockholders for the term of one (1) year and shall serve until the election and acceptance of their duly qualified successors. Any vacancies may be filled by the remaining members of the Board by a majority vote of the Directors so chosen shall serve for the unexpired term.

2. THE REGULAR ANNUAL MEETING of the Board of Directors shall be held without notice at the principal office of the company or at such other place in the City of Manila as majority of the Directors may designate immediately after the annual meeting of the stockholders of the company.

3. SPECIAL MEETING of the Board of Directors shall be held in the principal office of the company or at such other place in Makati, Metro Manila as may be designated in the call and may be called by the Chairman of the Board at any time or by any three members of the Board, or such other special meetings may be held at any time and place without notice by the unanimous consent of all members of the Board who are then present within the Philippines, or with the presence and participation of all members of the Board who are then present in the Philippines.

4. Notice – written notice of the regular or special meeting of the Board specifying the date, time and place of the meeting, shall be sent by the Secretary to each director by personal delivery (messenger), ordinary or express mail (courier), facsimile or e-mail.

The notice shall also include the following:

- a. Inquiry on whether the director will attend physically or through video/teleconference:

- b. Contact number/s of the Corporate Secretary and his or her office staff whom the director may call to notify and state whether he shall be physically present or shall attend through video/teleconference; and
- c. Agenda of the meeting (as amended on 22 March 2013)

5. QUORUM - A quorum at any meeting of the Directors shall consists of majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting, save and except any such matters in which the laws of the Philippines may require the affirmative vote of a greater proportion of the members.

6. OFFICERS OF THE COMPANY, as provided by the By-Laws, shall be elected by the Board of Directors at their first meeting after election of Directors. If any office becomes vacant during the year, the Board of Directors shall fill the same for the unexpired term. The Board of Directors shall fix the compensation of the officers and agents of the company.

7. THE ORDER OF BUSINESS at any regular or special meeting of the Board of Directors shall be:

- 1. Calling the Roll
- 2. 'Secretary's proof of due notice of meeting
- 3. Reading and disposal of unapproved minutes
- 4. Report of Officers
- 5. Unfinished Business
- 6. New Business
- 7. Adjournment

8. **Provision deleted. (as amended on 29 July 2022 by the Stockholders and on 13 June 2022 by the Board of Directors)**

9. EXECUTIVE COMMITTEE - An Executive Committee is hereby created which

may be organized from time to time upon determination of the Board of Directors. The Committee shall be composed of not less than three (3) directors but not more than five (5) members which shall include the President. The board shall have the power at any time to remove and replace the members of, and fill vacancies in, the Executive Committee.

The Executive Committee, when the Board is not in session, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation, except with respect to: (1) approval of any action for which stockholders' approval is also required; (2) the filing of vacancies in the Board; (3) the amendment or repeal of these By-Laws or the adoption of new by-laws; (4) the amendment or repeal of any resolution of the Board by its express terms is not also amenable or repealable; (5) a distribution of cash dividends to stockholders; and (6) such other matters as may be specifically excluded or limited by the Board.

10. OTHER COMMITTEES - The Board shall constitute such other committees as may be required under and in accordance with the provisions on the Corporation's Manual of Corporate Governance and such other pertinent laws and regulations. The Board shall likewise provide for such remuneration of each committee member as they deem proper for meetings attended and work rendered in connection with the implementation of certain committee actions and resolutions. (as amended on 28 November 2003)

ARTICLE IV

OFFICERS

1. THE OFFICERS OF THE COMPANY shall consist of a Chairman of the Board, a President and Chief Executive Officer, a Chief Operating Officer, a Treasurer, a Secretary and Assistant Secretary, and these officers shall be elected to hold office until their successors are elected and qualified. Any person may hold both the offices of the Treasurer and Secretary. In avoidance of doubt, these are separate and distinct persons, except for the President, who is

also considered the CEO. *(as amended on 29 July 2022 by the Stockholders and 13 June 2022 by the Board of Directors)*

2. THE CHAIRMAN of the Board of the Company shall have the following powers and duties:

- a. preside at the meetings of the Board of Directors and of the stockholders;
- b. lead the review, discussion, and approvals to be made by the Board;
- c. provide leadership and governance of the Board so as to create the conditions for overall Board's and individual Director's effectiveness;
- d. lead the Board in discussions of proposals put forward by the executive team including those on strategy, risk management, governance, capital, financial reporting and M&A activity;
- e. promote and oversee the highest standards of corporate governance with the Board and the Company;
- f. set direction and policies of the Company;
- g. lead discussion to achieve the mission and vision of the Company; and,
- h. perform such other duties as may be entrusted to him by the Board. *(as amended on 29 July 2022 by the Stockholders and 13 June 2022 by the Board of Directors)*

3. THE PRESIDENT and CHIEF EXECUTIVE OFFICER shall exercise the following functions:

- a. To recommend to the Board and execute specific projects for the attainment of corporate objectives and policies;
- b. Subject to the guidelines prescribed by law or by the Board of Directors, to appoint, remove, suspend or discipline employees of the company, prescribe their duties, determine their salaries;
- c. To oversee the preparation of the budgets and the statements of accounts of the company;
- d. To prepare such statements and reports of the company as may be required by law;
- e. To exercise such powers and perform such duties as the Board may from time to time assign to him;

- f. To initiate and develop corporate objectives and policies, and formulate long range projects, plans and programs for the approval of the Board;
- g. To represent the company at all functions and proceedings;
- h. To execute on behalf of the company all contracts, agreements and other instruments affecting the interests of the company which require the approval of the Board;
- i. To make reports to the Directors and stockholders;
- j. To sign certificates of stock;
- k. To perform such other duties as are incident to his office or entrusted to him by the Board, (as amended on 29 July 2022 by the Stockholders and on 13 June 2022 by the Board of Directors)

4. THE CHIEF OPERATING OFFICER shall exercise the following functions:

- a. To ensure that the administrative and operational policies of the company are carried out under the direction of the President and Chief Executive Officer;
- b. To supervise and direct the day-to-day business affairs of the company;
- c. To have the general supervision and administration of the affairs of the company; and,
- d. To carry out resolutions of the Board. (as amended on 29 July 2022 by the Stockholders and on 13 June 2022 by the Board of Directors)

5. Provision deleted (as amended on 29 July 2022 by the Stockholders and on 13 June 2022 by the Board of Directors)

6. THE SECRETARY – shall issue notices of all meetings; shall keep their minutes; shall have charge of the seal and the corporate books; shall sign with the President the certificates of stocks and such other instruments as required such signature, and shall make reports and perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

7. ASSISTANT SECRETARY – in the absence of the Secretary, the Assistant Secretary shall act in his place and perform his duties. The Assistant Secretary shall also perform such other duties as may from time to time be assigned by the Board of Directors of the company.

8. THE TREASURER shall have the following duties:

- a. To keep full and accurate accounts of receipts and disbursements in the books of the Company;
- b. To have custody of, and be responsible for, all the funds, securities and bonds of the Company;
- c. To deposit in the name and to the credit of the Company, in such bank as may be designated from time to time, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the Company which may come under his control;
- d. To render annual statements showing the financial condition of the Company and such other financial reports as the Board of Directors, or the President may, from time to time require;
- e. To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies; and,
- f. To exercise such powers and perform such duties and functions as may be assigned to him by the President. (as amended on 29 July 2022 by the Stockholders and on 13 June 2022 by the Board of Directors)

9. ASSISTANT TREASURER In the absence of the Treasurer, the Assistant Treasurer shall act in his place and perform his duties. The Assistant Treasurer shall also perform such other duties as may from time to time be assigned by the Board of Directors of the company.

10. Provision deleted. (as amended on 29 July 2022 by the Stockholders and on 13 June 2022 by the Board of Directors)

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICIALS

Section 1. The Corporation shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than an action by the Corporation to which he may be, or is, made a party by reason of his being or having been, a director or officer of the Corporation, except in relation to matters as to which

he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.

In the event of settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person be indemnified did not commit a breach of duty as such director or officer.

The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of the member of the Board of Directors.

The cost and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the Corporation in advance of the final disposition if such action, suit or proceeding as authorized in the manner provided for in the preceding paragraph upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

ARTICLE VI

DIVIDENDS AND FINANCE

1. THE FISCAL YEAR of the Company shall commence with the opening of the business on the 1st of January of each calendar year, and shall close on the 31st day of December of each year.

2. DIVIDENDS shall be declared only from the surplus profit and shall be payable at such Times and in such amounts as the Board of Directors shall determine, and shall be payable in cash or in shares of the unissued stock of the Company, or both, as said Board of Directors and/or the stockholders shall determine. No dividends shall be declared that will impair the capital of the company.

3. AUDITORS shall be designated by the Board of Directors prior to the close of business

in each fiscal year, who shall audit and examine the books of accounts of the company and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director, no officer of the company, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of the Auditor. The compensation of the Auditor shall be fixed by the Board of Directors.

4. INSPECTION OF ACCOUNTS by any member of the Board of Directors in person may be made at any and all reasonable times during business hours of the company, and such inspection may embrace all books, records and vouchers of the company.

The books, accounts and records of the company shall be open for inspection by the stockholders at reasonable times.

ARTICLE VII

SEAL

The Corporate seal of the company shall consist of two (2) concentric rings, between which shall be inscribed the words "LEISURE AND RESORTS WORLD CORPORATION, MANILA, PHILIPPINES" and in the center the words "INCORPORATED" followed immediately below by the figure "1957". (as amended on 22 March 2013)

ARTICLE VIII

CHANGES IN BY-LAWS

The owners of the majority of the subscribed capital stock and a majority of the members of the Board of Directors may, at a regular or special meeting duly called for the purpose, amend or repeal the by-laws or adopt new by-laws. The owners of two-thirds of the subscribed capital stock may delegate to the

Board of Directors the power to amend or repeal any by-law or adopt new by-laws; provided, however, that any power delegated to the Board of Directors to amend or repeal any by-law or adopt a new by-law shall be considered as revoked whenever a majority of the stockholders of the corporation shall so vote at a regular or special meeting. (as amended on 22 March 2013)

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The foregoing by-laws were adopted by the unanimous consent of the owners of a majority of the outstanding stock of the corporation at the first meeting of the shareholders held in the City of Manila, Philippines on the 10th of October 1957.

IN WITNESS WHEREOF, We, the undersigned shareholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names and the same do now constitute the By-laws of said corporation.

A. SORIANO Y. CIA For: ANDRES SORIANO By: (SGD) ANDRES SORIANO, JR..	(SGD) JOSE M. SORIANO
(SGD) ANDRESSORIANO, JR.	(SGD)RAOUL E. KHAN
(SGD) B.L. ANDERSON	(SGD) SEBASTIAN UGARTE