



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 60312

**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

IRC PROPERTIES, INC.

[Formerly: Interport Resources Corporation]

(Amending Articles I, II & VII by declassification of Class A and B to
Common shares thereof.)

copy annexed, adopted on July 28, 2011 and September 22, 2011 by majority vote of the Board of Directors and on July 28, 2011 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the 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 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.

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 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.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 27th day of January, Twenty Twelve.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

- - - - - 6 0 3 1 2

SEC Registration Number

I N T E R P O R T R E S O U R C E S C O R P O R A T I O N
(Company's Full Name)

3 5 T H F L O O R R U F I N O

P A C I F I C T O W E R A Y A L A A V E

M A K A T I C I T Y

(Business Address: No., Street City / Town / Province)

DELFIN P. ANGCAO
Contact Person

817 6791
Company Telephone Number

Amended Articles of Incorporation

1 2 3 1
Month Day
Fiscal Year

FORM TYPE

0 7
Month Day
Annual Meeting

N/A

Secondary License Type, If Applicable

C F D
Dept Requiring this Doc

N/A
Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

Document ID

LCU 1-11-12
Cashier

Remarks: Please use BLACK ink for scanning purposes

AMENDED
ARTICLES OF INCORPORATION
OF
IRC PROPERTIES, INC.
(formerly INTEPORT RESOURCES CORPORATION)

KNOW ALL MEN BY THESE PRESENTS:

That WE, all of legal age, Filipinos and majority of whom are residents of the Philippines, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST : The name of said corporation shall be IRC PROPERTIES, INC. *(As amended on July 28, 2011)*

SECOND : The purposes for which such corporation is formed are:

PRIMARY PURPOSE

To provide an institutional vehicle through and under which the acquisition, reclamation, development or exploitation of lands shall be made for the purpose of converting and developing said lands to integrated residential or commercial neighborhoods, subdivisions or establishments, or facilities for recreation or for tourism, or for industrial or commercial usages or for ports, airports, trade or industrial zones, hotels, resorts or other facilities; and generally to engage in real estate business in all its forms. *(As amended on July 28, 2011)*

SECONDARY PURPOSES

1. To engage in, carry on and conduct a general construction business, works and services including but not limited to the construction of roads, bridges, building, hotels, highways, condominiums, plants, dams, irrigation systems, dikes, airports, docks, dry docks, wharves, piers, basins, reclamation projects, dredgings and all kinds of improvements and infrastructure, whether public or private, alone and/or jointly with any

private persons or entities, domestic or foreign, within the limitations set forth by law and/or with the government or any of its subdivision, department, instrumentality or agency; and to this end, to enter into contracts or receive assignments of contracts therefore or relative thereto. (as amended on May 3, 1976)

2. To acquire, buy, purchase, lease, hold, improve, subdivide, sell, encumber, exchange, transfer, dispose of or otherwise invest, trade or deal in lands and interests in lands in such manner permitted by law and to own, develop, operate and manage such real estate so acquired and to erect and construct or cause to be erected or constructed on any land owned, held or occupied by the corporation, buildings, structures and all kinds of improvements with their appurtenances.

3. To acquire petroleum, gas and oil lands, leaseholds, franchises, privileges, concessions and other interest in gas, oil and other rights; and to this end, to prospect, explore, dig and drill for, exploit, extract, produce, purchase or otherwise acquire, store, hold, transport, use, experiment with market, distribute, exchange, sell and otherwise dispose of, import, export, and handle trade and generally deal in, refine, treat, reduce, distill, manufacture and smelt, any and all kinds of petroleum and petroleum products, oil, gas and other volatile substances, ozokerite, sulphur, clays, bituminous substances, carbon, carbon black, hydrocarbon substances, phosphates, nitrates, coal, ores, minerals and mineral substances of oil grade, kinds, forms, description and combinations and in general nature, description and the products and by-products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances; to construct and maintain conduits, pipelines, and lines of tubing for the public generally as well as for the use of said corporation, and to lay, rig, buy, leasesell and otherwise contract for, and operate said conduits, pipelines and lines of tubings, as well as storage tanks, railways, tramways, roadways and trucks for the purpose of transporting and storing oil and gas, and of operating general pipeline and storage business; to acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests and properties of every kind and description whatsoever which the corporation may deem necessary or appropriate in connection with the conduct of any business enumerated in the these Articles of Incorporation or any other business in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, reorganize, manage, grant, lease, sell, exchange or otherwise dispose of all the whole or any part thereof;

4. To carry on a general mercantile and commercial business of importing and exporting, buying and selling, exchanging or bartering and dealing in all and/or any goods, wares or merchandise, natural or artificial, of the Philippines or of foreign countries which are the lawful objects of commerce;

5. To purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of water; and to acquire by purchase, lease or

otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works and water systems for supplying water and water power for any and all uses and purposes;

6. To purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of electric current and electric stream and water power of every kind and description, and to sell, supply or otherwise dispose of, lights, heat and power of every kind and description, subject to the limitations prescribed by law;

7. To engage in and carry on the business in the Philippines or elsewhere, as factors, agents, commission merchants to buy, sell, exchange, barter or otherwise deal in wholesale or retail, merchandises, goods, wares, food products and commodities of every kind and description or otherwise which can be carried on with any of the company's objects, to open stores, offices, or agencies through the Philippines or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired, established or carried on by any other company formed or to be formed, and either upon trust for or as agents or nominees of this company, to manage the affairs or take over and carry on the business of any such company formed or to be formed having the same powers of any such company or of holders of shares of stock or securities thereof, to enter into any arrangement for sharing profits, union of interest, reciprocal concessions, or cooperate with any person or company carrying on or about to carry on any business transactions which this company is authorized to carry on or any business or transactions capable of being conducted so as, directly or indirectly, to benefit this company;

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8. To engage in and undertake the production, sale, importation, exportation, milling and distribution of rice, corn and other agricultural products as well as its by-products, and also in the business of livestock raising, breeding, and production, including, but not limited to cattle, carabaos, hogs, buffaloes, horses, mules, fowls, poultry and all types and kinds of food animals and to carry on the business of buying, selling, exchanging, bartering, importing, exporting or otherwise dealing in all kinds of livestock, poultry and fowls, including its by-products such as but not limited to hides, horns, toes, internal organs, milk, cream, butter, eggs, beef, meat, ham, bacon and other meat products;

9. To acquire, invest in, buy, sell, pledge, mortgage, hold or otherwise deal in stocks, bonds, obligations or securities of any private or public corporations, government or provincial or municipal, trusts, syndicates, partnerships or individuals and to do any other acts or things permitted by law for the preservation, protection, improvement or enhancement of the value of such shares of stock, bonds, securities or other obligations including the right to vote thereon;

10. To enter into, make and perform contracts and arrangements of every kind and description for any lawful purposes with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or colony or dependency thereof and to obtain from any government or authority any rights, privileges,

otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works and water systems for supplying water and water power for any and all uses and purposes;

6. To purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of electric current and electric stream and water power of every kind and description, and to sell, supply or otherwise dispose of, lights, heat and power of every kind and description, subject to the limitations prescribed by law;

7. To engage in and carry on the business in the Philippines or elsewhere, as factors, agents, commission merchants to buy, sell, exchange, barter or otherwise deal in wholesale or retail, merchandises, goods, wares, food products and commodities of every kind and description or otherwise which can be carried on with any of the company's objects, to open stores, offices, or agencies through the Philippines or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired, established or carried on by any other company formed or to be formed, and either upon trust for or as agents or nominees of this company, to manage the affairs or take over and carry on the business of any such company formed or to be formed having the same powers of any such company or of holders of shares of stock or securities thereof, to enter into any arrangement for sharing profits, union of interest, reciprocal concessions, or cooperate with any person or company carrying on or about to carry on any business transactions which this company is authorized to carry on or any business or transactions capable of being conducted so as, directly or indirectly, to benefit this company;

Date: 21-9-2011 Time: 8:0:57 PM

8. To engage in and undertake the production, sale, importation, exportation, milling and distribution of rice, corn and other agricultural products as well as its by-products, and also in the business of livestock raising, breeding, and production, including, but not limited to cattle, carabaos, hogs, buffaloes, horses, mules, fowls, poultry and all types and kinds of food animals and to carry on the business of buying, selling, exchanging, bartering, importing, exporting or otherwise dealing in all kinds of livestock, poultry and fowls, including its by-products such as but not limited to hides, horns, toes, internal organs, milk, cream, butter, eggs, beef, meat, ham, bacon and other meat products;

9. To acquire, invest in, buy, sell, pledge, mortgage, hold or otherwise deal in stocks, bonds, obligations or securities of any private or public corporations, government or provincial or municipal, trusts, syndicates, partnerships or individuals and to do any other acts or things permitted by law for the preservation, protection, improvement or enhancement of the value of such shares of stock, bonds, securities or other obligations including the right to vote thereon;

10. To enter into, make and perform contracts and arrangements of every kind and description for any lawful purposes with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or colony or dependency thereof and to obtain from any government or authority any rights, privileges,

contracts and concessions which the corporation may deem necessary and desirable to obtain and to carry out, exercise or comply with any such contracts, arrangements, rights, privileges and concessions;

11. To enter, within the limits allowed by law, into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or otherwise with any person or juridical entity and to purchase, hold, accept or otherwise by merger, consolidation or other methods of combination, the whole or part of the properties, assets, business goodwill, rights, privileges and franchises of all kinds;

12. To borrow or raise money for any of the purposes of the corporation and from time to time, to draw, make, accept, endorse, guarantee, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired;

In furtherance of the purposes enumerated hereinabove and not in limitation of the powers granted by statute, the corporation may do and perform any and all things which may be reasonably necessary, proper or convenient for the due carrying on of the objects and purposes of the corporation, it being hereby expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the general purposes and powers of the corporation, nor shall the expression of one thing deemed to exclude another, although of like nature, not expressed it being understood that the corporation may exercise any and all rights, privileges, powers, and attributes of other corporations in general and specially of corporations of like nature organized under and by virtue of the laws of the Republic of the Philippines, such as:

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- a) To acquire or hold such real and personal properties that may be used exclusively for its offices or otherwise may be necessary or appropriate to carry on its objects and purposes and in connection thereto, to own, construct, manage, control, operate and maintain such building works, workshops, laboratories, water, light, heat, and/or structures on the real estate necessary therefor, including the operation of transportation facilities;
- b) To obtain for itself, or in behalf of any person, partnership, corporation, association such licenses, grants, rights, privileges from any governmental authority, national or municipal, board or commission with respect to or in connection with the development, reclamation or leasing of land, or the acquisition, testing, or processing of building materials or equipment or the construction of houses and other buildings or works;

- c) To enter into patent licensing, technical assistance, or other know-how and data or process feedback agreements as the same may be related to, or necessary or appropriate to carry on its objects and purposes;
- d) To arrange or otherwise obtain funds or equipment credit or any kind of financial or material assistance for its own account or for the account of its clients, in such manner as the Board of Directors of the corporation may deem fit from private or governmental sources in the Philippines or elsewhere and to secure the same by any acceptable guarantee arrangement or by creating or suffering to existing charge or lien upon its assets;
- e) To establish and maintain such reasonable employee benefit plans as the resources of the corporation may permit or allow; and to enter into any lawful agreement, amounting to a management contract and/or to an arrangement for reciprocal concession or cooperation or profits sharing with any person, partnership, association, trust or corporation which arrangement is expected to redound to the benefit of the corporation or if necessary, proper or advisable, to enable the corporation to pursue any of its objects and purposes.

Subject to the provisions of applicable law, if any, to purchase, hold, accept, or otherwise acquire by merger, consolidation or other method of combination, the whole or any part of the property, assets, business, goodwill, rights, privileges and franchises of all kinds and to undertake or assume the whole or any part of the liabilities and obligations of any person, firm, association or corporation, and to pay for the same or any part or combination thereof in cash, stocks, bonds, debentures, notes or other securities of this corporation or otherwise, or by undertaking or assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired, accepted 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 of such business.

To make, perform and carry out contracts of every sort and kind, and particularly, but by way of limitation, to make and perform contracts creating rights, easements and other privileges respecting any of the property; to establish and/or maintain one or more offices or branches on other parts of the Philippines or abroad, more or in any other country, state or territory; and in carrying on its business to do any and all acts and things and to exercise all powers which may be necessary or convenient to the accomplishment or furtherance of its business or which juridical person could do and exercise and which may now or hereafter may be authorized.

In furtherance of the purpose and objective enumerated hereinabove and not limitation of the powers and prerogatives granted by statute, the corporation may do and

perform any and all things which may be reasonably necessary, proper, or convenient for the due carrying on of the objects and purposes of the corporation, it being expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the general objects, purposes and powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although of like nature not expressed, it being understood that the corporation may exercise any and all rights, privileges, powers, and attributes of other corporations in general and corporations of like nature in particular organized under and by virtue of the laws of the Philippines.

THIRD : That the place where the principal office of the corporation is to be established or located is in Metro Manila, Philippines. (as amended on May 9, 1995)

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

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

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<u>Name</u>	<u>Residence</u>
Pablo B. Roman, Jr.	48 Atok St., Quezon City
Victor B. Roman	116 Scout Fuentebella, Quezon City
Leonardo B. Roman	5 Sabrang, Talayan Village, Quezon City
Jose M. Rojas, Jr.	5 Malinao, Quezon City
Rolando M. Rojas	9 Tangile, Forbes Park, Makati, Rizal
Victor M. Rojas	8 Tamarind, Forbes Park, Makati Rizal
Ramon S. Mendoza	87 Biak-na- Bato, Quezon City

SIXTH : That the number of directors of said corporation shall be ELEVEN (11) 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: (as amended on May 3, 1976)

perform any and all things which may be reasonably necessary, proper, or convenient for the due carrying on of the objects and purposes of the corporation, it being expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the general objects, purposes and powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although of like nature not expressed, it being understood that the corporation may exercise any and all rights, privileges, powers, and attributes of other corporations in general and corporations of like nature in particular organized under and by virtue of the laws of the Philippines.

THIRD : That the place where the principal office of the corporation is to be established or located is in Metro Manila, Philippines. (as amended on May 9, 1995)

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

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

Date: 21-9-2011 Time: 8:41:15 PM
 iv.ph User Name: sltpsl

<u>Name</u>	<u>Residence</u>
Pablo B. Roman, Jr.	48 Atok St., Quezon City
Victor B. Roman	116 Scout Fuentebella, Quezon City
Leonardo B. Roman	5 Sabrang, Talayan Village, Quezon City
Jose M. Rojas, Jr.	5 Malinao, Quezon City
Rolando M. Rojas	9 Tangile, Forbes Park, Makati, Rizal
Victor M. Rojas	8 Tamarind, Forbes Park, Makati Rizal
Ramon S. Mendoza	87 Biak-na- Bato, Quezon City

SIXTH : That the number of directors of said corporation shall be ELEVEN (11) 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: (as amended on May 3, 1976)

Name	Residents
Pablo B. Roman, Jr.	48 Atok St., Quezon City
Victor B. Roman, Jr.	116 Scout Fuentebella, Quezon City
Leonardo B. Roman	5 Sabrang, Talayan Village, Quezon City
Jose M. Rojas, Jr.	5 Malinao, Quezon City
Rolando M. Rojas	9 Tangile, Forbes Park, Makati Rizal
Victor M. Rojas	8 Tamarind, Forbes Park, Makati Rizal
Ramon S. Mendoza	87 Biak-na-Bato, Quezon City

SEVENTH: That the amount of the capital stock of said corporation is One Billion Pesos (P1,000,000,000.00) and said capital stock is divided into One Billion (1,000,000,000) shares of the par value of One Peso (P1.00) each.

That no issuance, sale or transfer of shares shall be done by or registered in the books of the corporation except to persons qualified, as provided in this Article, to subscribe for and/or own the class of shares being issued, sold or transferred, and provided further that no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the proper books and this restriction shall also be indicated in all its stock certificates. *(As amended on July 28, 2011, deleting provisions on the classification of shares into Class A and Class B shares)*

EIGHT : That the amount of capital stock which has been actually

subscribed is FOUR MILLION PESOS (P4,000,000.00) and the following persons have subscribed for the number of shares of capital stock set out after their respective names. (subscribed capital based on the original authorized capital of (P20,000,000):

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>AMOUNT OF CAPITAL STOCK SUBSCRIBED</u>
Pablo B. Roman, Jr.	14,800	P 1,480,000.00
Victor B. Roman	2,400	240,000.00
Leonardo B. Roman	2,400	240,000.00
Jose M. Rojas, Jr.	14,800	1,480,000.00
Rolando M. Rojas	2,400	240,000.00
Victor M. Rojas	2,400	240,000.00
Ramon S. Mendoza	800	80,000.00
TOTAL	40,000	P4,000,000.00

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

<u>NAME</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
Pablo B. Roman, Jr.	P370,000.00
Victor B. Roman	60,000.00
Leonardo B. Roman	60,000.00
Jose M. Rojas, Jr.	370,000.00
Rolando M. Rojas	60,000.00
Victor M. Rojas	60,000.00

Ramon S. Mendoza

20,000.00

TOTAL

P1,000,000.00

TENTH : That ROLANDO M. ROJAS 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 the corporation and to receipt in its name all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 18th day of February 1975 in the City of Manila, Philippines.

(Orig. Sgd.)
PABLO B. ROMAN, JR.
T. A. N. 3201-749-3

(Orig. Sgd.)
JOSE M. ROJAS, JR.
T. A. N. 3049-043-6

Date: 2/18/75 Time: 8:44:7 PM
(Orig. Sgd.)
VICTOR B. ROMAN
T. A. N. 3089-262-4

(Orig. Sgd.)
ROLANDO M. ROJAS
T. A. N. 3287-545-2

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(Orig. Sgd.)
LEONARDO B. ROMAN
T. A. N. 4466-501-6

(Orig. Sgd.)
VICTOR M. ROJAS
T. A. N. 3734-581-6

(Orig. Sgd.)
RAMON S. MENDOZA
T. A. N. 1379-325-2

SIGNED IN THE PRESENCE OF:

(Orig. Sgd., Signature Illegible)

(Orig. Sgd., Signature Illegible)

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

BEFORE ME, a Notary Public for and in the City of Manila, Philippines this 18th day of February, 1975, personally appeared the following:

- Pablo B. Roman, Jr. A-343910
Issued at Manila
On January 2, 1975
- Victor B. Roman A-319659
Issued at Manila
On January 2, 1975
- Leonardo B. Roman A-343909
Issued at Manila
On January 2, 1975
- Jose M. Rojas, Jr. A-40854
Issued at Manila
On January 6, 1975
- Rolando M. Rojas A-40855
Issued at Manila
On January 6, 1975
- Victor M. Rojas A-40860
Issued at Manila
On January 6, 1975
- Ramon S. Mendoza A-40858
Issued at Manila
On January 6, 1975

Date: 21-9-2011 Time: 8:45:17 AM

User Name: cldp

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all of whom made themselves known to me to be the same persons who executed the foregoing instrument and which they acknowledged to me to be their free act and deed.

This ARTICLES OF INCORPORATION of the INTERPORT RESOURCES CORPORATION (as amended on May 3, 1976) consists of ten (10) pages including this page, signed by the parties and their instrumental witnesses in the manner provided for by law.

WITNESS MY HAND AND SEAL at the place, day and year first above written.

(Orig. Sgd., Signature Illegible)
Notary Public
PTR No. 66939
Date: 1-10-75
Place: Manila

Doc. No. 78
Page No. 8
Book No. 11
Series of 1975

Date: 21-9-2011 Time: 8:46:4 PM

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**CERTIFICATE OF AMENDMENTS TO THE
ARTICLES OF INCORPORATION
OF
IRC PROPERTIES, INC.
(Formerly INTERPORT RESOURCES CORPORATION)**



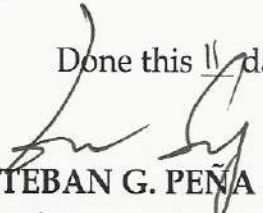
KNOW ALL MEN BY THESE PRESENTS:


We, the undersigned, the Corporate Secretary and a majority of the members of the Board of Directors of IRC PROPERTIES, INC. (formerly INTERPORT RESOURCES CORPORATION) (the "Corporation"), do hereby certify that the accompanying Amended Articles of Incorporation of the Corporation embodying the amendments to


- (a) Article *FIRST*, changing the name of the Corporation from Interport Resources Corporation to IRC PROPERTIES, INC.
- (b) Article *SECOND*, rewording the Primary Purpose to reflect the primary purpose of the Corporation which is that for real estate business
- (c) Article *SEVENTH*, deleting provisions on the classification of the shares of capital stock of the Corporation

are true and correct, and that the said amendments were approved by the affirmative vote of at least a majority of the members of the Board of Directors at their meetings held on July 28, 2011 and September 22, 2011, and by the affirmative vote of the stockholders owning at least two-thirds of the outstanding capital stock of the Corporation at their meeting held on July 28, 2011.

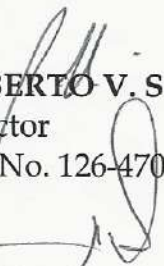
Done this 11 day of November 2011 at Manila city.



ESTEBAN G. PEÑA SY
Director
TIN No. 165-615-469



ALEXANDER G. ASUNCION
Director
TIN No. 160-276-510


FRISCO V. SAN JUAN
Director
TIN No. 106-798-727


WONG PENG CHONG
Director
PP#A18335224

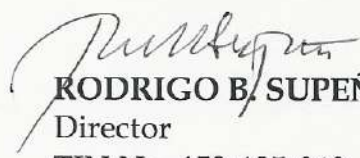

ROBERTO V. SAN JOSE
Director
TIN No. 126-470-483

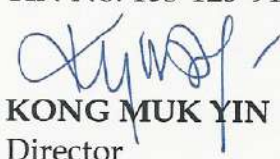

ANTONIO V. SYYPAP
Director
TIN No. 207-828-252



STEVEN CESAR G. VIRATA
Director
TIN No. 146-130-711

EDUARDO MA. R. SANTOS
Director
TIN No. 121-817-825


GIL MIGUEL T. PUYAT
Director
TIN No. 111-635-007


RODRIGO B. SUPENA
Director
TIN No. 153-125-949


KONG MUK YIN
Director
PP#751335664


DELFIN P. ANGCAO
Corporate Secretary
TIN No. 116-240-215

SUBSCRIBED AND SWORN to before me this
NOV 11 2011 at QUEZON CITY the following persons
 personally appeared to me with their respective Community Tax
 Certificates/Passports, to wit:

Name	Community Tax Certificate (CTC)/ Passport (PP)/ Driver's License (DL) No.	Date and Place Issued
Esteban G. Peña Sy	PP XX2946474	Feb. 5, 2009/Manila
Alexander G. Asuncion	CTC 14057975	Jan. 13, 2011/Rizal
Frisco F. San Juan	CTC 21434703	Feb. 9, 2011/Rizal
Roberto V. San Jose	PP WW0189544	Sept. 14, 2007/Manila
Gil Miguel T. Puyat	PP XX251647	Nov. 17, 2008/Manila
Antonio V. Syyap	DL N01-67-066222	Oct. 12, 2012
Rodrigo B. Supena	PP EB3244727	Aug. 3, 2011/Manila
Steven Cesar G. Virata	PP TT0661690	Aug. 9, 2006/Manila
Kong Muk Yin	PP 751335664	
Delfin P. Angcao	PP VV0738152	July 11, 2007/Manila

Doc. No. 78 ;
 Page No. 76 ;
 Book No. 13 ;
 Series of 2011.

ATTY. JOEL G. GORDOLA
 NOTARY PUBLIC
 NOTARIAL COMMISSION NO. NP-052
 COMMISSION EXPIRES DEC 31, 2011
 PTR NO. 455910; 1/03/2011; Q.C.
 IBP NO. 774185; 1/12/2010; Q.C.
 ROLL OF ATTORNEY NO. 25103

SECRETARY'S CERTIFICATE

I, DELFIN P. ANGCAO, Corporate Secretary of INTERPORT RESOURCES CORPORATION (which is in the process of amending its Articles of Incorporation to change its corporate name to IRC PROPERTIES, INC.; hereafter the "Corporation"), a corporation organized and existing under Philippine laws with principal office at 35th Floor, Rufino Pacific Tower, Ayala Avenue, Makati City, hereby certify as follows:

1. There will be no change in the stockholders of the Corporation, as well as in the number and par value of the shares they hold and the percentage of their respective stockholdings in the Corporation, in connection with the proposed amendment of Article Seventh of the Corporation's Articles of Incorporation to declassify its present Class A and Class B shares into one type of shares without any classification. The only change would be that all stockholders who hold either Class A or Class B shares would now hold one type of shares of the Corporation without any classification.

2. The capital structure of the Corporation, before and after the declassification of its shares of stock, may be presented as follows:

	BEFORE DECLASSIFICATION	AFTER DECLASSIFICATION
Authorized Capital Stock:	Php1,000,000,000.00 (divided into 700,000,000 Class A shares and 300,000,000 Class B shares, all of the par value of Php1.00 per share)	Php1,000,000,000.00 (divided into 1,000,000,000 shares (without any classification), all of the par value of Php1.00 per share)
Subscribed and Paid-up Capital Stock:	Php799,999,986 (divided into 562,951,553 Class A shares and 237,048,433 Class B shares, all of the par value of Php1.00 per share) <u>Note:</u> Inclusive of 39,763 treasury shares.	Php799,999,986 (divided into 799,999,986 shares (without any classification), all of the par value of Php1.00 per share) <u>Note:</u> Inclusive of 39,763 treasury shares.

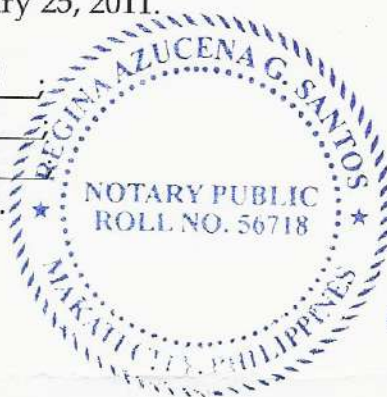
3. The percentage of foreign equity in the Corporation will remain the same before and after the said declassification of the shares of capital stock of the Corporation. As of December 29, 2011, the percentage of foreign equity in the Corporation is 1.1%.

JAN 06 2012 IN WITNESS WHEREOF, I have hereunto affixed my signature this
_____ at Makati City, Philippines.


DELFIN P. ANGCAO
Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in the City of Makati this JAN 06 2012 affiant who is personally known to me and whose identity I have confirmed through his Passport No. VV0738152, issued at Manila on July 11, 2007, bearing the affiant's photograph and signature, and who showed to me his Community Tax Certificate No. 05973668 issued at Makati City on January 25, 2011.

Doc. No. 213
Page No. 44
Book No. 11
Series of 2012.




REGINA AZUCENA G. SANTOS
Appointment No. M-29
Notary Public - City of Makati
Until 31 December 2012
Castillo Laman Tan Pantaleon
& San Jose Law Firm
The Valero Tower, 122 Valero Street
Salcedo Village, Makati City
PTR No. 2639682; 01-03-2011; Makati City
IBP No. 839224; 01-03-2011; Makati City Chapter
Roll No. 56718

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

AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

I, ESTEBAN G. PEÑA SY, of legal age, Filipino and with address at 35/F Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, under oath, hereby depose and state that:

I am the Chairman of the Board & CEO, and a Director of Interport Resources Corporation (the "Corporation") which is in the process of amending its Articles of Incorporation with the Securities and Exchange Commission to change its corporate name from Interport Resources Corporation to IRC Properties, Inc.

On behalf of said Corporation, I hereby undertake to change its aforesaid proposed new corporate name 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 has been declared as misleading, deceptive, confusingly, similar to a registered name, or contrary to public morals, good custom or public policy.

IRC - means Interport Resources Corp.

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 JAN 09 2012 day of January 2012 at QUEZON CITY.


ESTEBAN G. PEÑA SY
Chairman & CEO/Director

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in QUEZON CITY, Philippines, this JAN 09 2012, 2012, affiant who is personally known to me and whose identity I have confirmed through his Passport No. XX2946474, issued at Manila on February 5, 2009.

Doc. No. 158;
Page No. 78;
Book No. 02;
Series of 2012.

ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
NOTARIAL COMMISSION NO. 066
COMMISSION EXPIRES DEC. 31, 2012
PTR NO. 6010756, 1/03/2012, Q.C.
IBP NO. 823224 DEC. 2, 2011, Q.C.
ROLL OF ATTORNEY NO. 25103