



Corporate Housekeeping <chk@zglaw.com>

FONTANA RESORT & COUNTRY CLUB, INC._SEC FORM 17-C_07 SEPTEMBER 2023

ICTD Submission <ictdsubmission+canned.response@sec.gov.ph>
To: chk@zglaw.com

Thu, Sep 7, 2023 at 1:00 PM

Thank you for reaching out to ictdsubmission@sec.gov.ph!

Your submission is subject for Verification and Review of the Quality of the Attached Document only for Secondary Reports. The Official Copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order through the SEC Express at <https://secexpress.ph/>. For further clarifications, please call (02) 8737-8888.

----- NOTICE TO
COMPANIES -----

Please be informed of the reports that shall be filed only through ictdsubmission@sec.gov.ph.

Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at ictdsubmission@sec.gov.ph such as the following SECONDARY REPORTS:

1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
5. ICASR 10. 52-AR 15. BP-FCLC 20. S10/SEC-NTCE-EXEMPT

Further, effective 01 July 2023, the following reports shall be submitted through <https://efast.sec.gov.ph/user/login>.

1. FORM MC 18 7. Completion Report
2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009
3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
4. ACGR 10. Certification of Attendance in Corporate Governance
5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors (Appointment)
6. MRPT

Please be informed that the submission of the abovementioned eleven (11) reports through the ictdsubmission@sec.gov.ph shall no longer be accepted. For further information, please access this link Notice for guidance on the filing of reports:

Likewise, the following reports shall be filed through the Electronic Filing and Submission Tool (eFAST) at <https://efast.sec.gov.ph/user/login> :

1. AFS 7. IHFS 13. SSF
2. GIS 8. LCFS 14. AFS with Affidavit of No Operation
3. BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
4. FCFS 10. OPC_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6
5. FCIF 11. PHFS 17. FS - Parent
6. GFFS 12. SFFS 18. FS – Consolidated

For the submission and processing of compliance in the filing of Memorandum Circular No. 28 Series of 2020, please visit this link – <https://apps010.sec.gov.ph/>

For your information and guidance.

Thank you.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. 7 SEPTEMBER 2023
Date of Report (Date of earliest event reported)
2. A1996-07188
SEC Identification Number
3. 005-564-545
BIR Tax Identification No.
4. FONTANA RESORT & COUNTRY CLUB, INC.
Exact name of issuer as specified in its charter
5. CLARK FREEPORT ZONE, CLARK FIELD PAMPANGA (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
6. FONTANA CLUBHOUSE, FONTANA LEISURE PARKS, C.M. RECTO HIGHWAY, CFZ, PHILIPPINES 2009
Address of Principal Office Postal Code
7. (045) 599-5000
Issuer's telephone number, including area code
8. N/A
Former name or former address, if changed since last report
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Presidential	215
Class A	326
Class B	517
Class C	1,928
Class D	9,369

10. ITEM 9. OTHER EVENTS
Item Numbers reported herein

Item 9. Other Events:

At the Special Meeting of the Board of Directors of Fontana Resort & Country Club, Inc. (the "Registrant") held on 7 September 2023 at 9:00AM, the Board of Directors approved Board Resolution No. 02-2023-Sept7, postponing the Annual Stockholders' Meeting originally scheduled on 25 September 2023 according to the By-Laws to 15 December 2023. The Board authorized the postponement to give the stockholders a better venue to discuss and ratify the resolution to amend the By-Laws and move the ASM schedule to the third Friday of December and allowance for the conduct online meetings.

We hereby attach a Secretary's Certificate (Annex "A") containing the resolution of the Board of Directors to postpone the Annual Stockholders' Meeting.

FONTANA RESORT & COUNTRY CLUB, INC.
Registrant



JUAN MIGUEL VICTOR C. DE LA FUENTE
Corporate Secretary

7 September 2023

FONTANA RESORT & COUNTRY CLUB, INC.
Fontana Clubhouse, Fontana Leisure Parks, C.M. Recto Highway
Clark Freeport Zone, Philippines

Annex "A"

SECRETARY'S CERTIFICATE

I, **JUAN MIGUEL VICTOR C. DE LA FUENTE**, of legal age, Filipino, with office address at 27/F 88 Corporate Center, 141 Sedeño Street, Salcedo Village, Makati City, Philippines, after having been sworn in accordance with law, do hereby depose and state that:

1. I am the duly elected and incumbent Corporate Secretary of **FONTANA RESORT & COUNTRY CLUB, INC.** (the "**Club**"), a corporation duly organized and existing under Philippine laws, with principal office and place of business at Fontana Clubhouse, Fontana Leisure Parks, C.M. Recto Highway, Clark Freeport Zone, Philippines;
2. As the Corporate Secretary, I am the custodian of the corporate records of the Club, including the minutes of the meetings of the Board of Directors and the Stockholders;
3. At the special meeting of the Board of Directors of the said Club duly held on 7 September 2023, via video/teleconference, in compliance with *SEC Memorandum Circular No. 6, Series of 2020*, at which meeting, a quorum was present and acted throughout, the Board of Directors adopted and approved the following resolution:

Board Resolution No. 02-2023-Sept7

"**RESOLVED, AS IT IS HEREBY RESOLVED**, that the Board of Directors of **FONTANA RESORT & COUNTRY CLUB, INC.** (the "**Club**") hereby notes the necessity to postpone its Annual Stockholders' Meeting ("**ASM**") originally scheduled on 25 September 2023, the last Monday of September according to the By-Laws and move such to 15 December 2023.

"**RESOLVED, FINALLY**, that this Resolution shall remain valid, subsisting, and enforceable unless subsequently modified, revoked, rescinded, or superseded by a resolution of the Board of Directors."

4. The foregoing resolution is in full force and effect and has not been revoked, amended, or modified.

IN WITNESS WHEREOF, I have hereunto set my hand this
SEP 07 2023 at Makati City.

JUAN MIGUEL VICTOR C. DE LA FUENTE
Corporate Secretary

SUBSCRIBED AND SWORN to before me this SEP 07 2023 in Makati City,
affiant exhibiting to me his Philippine Passport No. P74739188 issued by the Department of
Foreign Affairs, Manila on 26 August 2021 and valid until 25 August 2031.

Doc. No. 426.....;
Page No. 87.....;
Book No. I.....;
Series of 2023.


JUSTINELLI MARIE T. LIMJOCO
Appointment No. M-459 (2023-2024)
Notary Public for Makati City
Until December 31, 2024
27th Floor, 88 Corporate Center
141 Sedeño St., Salcedo Village, Makati City
Roll No. 83959
PTR No. 9566805 / 01-03-2023 / Makati City
IBP No. 260235 / 01-03-2023 / Quezon City Chapter
Admitted to the Bar on 15 June 2022