

FIFTH DIVISION

[CA-G.R. CV No. 98669, March 02, 2015]

**FILMINERA RESOURCES CORPORATION, REPRESENTED BY ITS
RESIDENT MANAGER, DANILO S. LATUGA, PETITIONER-
APPELLANT, VS. THE REGISTER OF DEEDS, PROVINCE OF
MASBATE, RESPONDENT-APPELLEE.**

DECISION

TIJAM, J.:

Before Us is an Appeal^[1] assailing the Orders dated November 9, 2011^[2] and January 3, 2012^[3] rendered by the Regional Trial Court of Masbate City, Branch 45 (RTC) in Spec. Proc. No. 334-2010.

The facts are as follows:

On November 22, 2010, Petitioner-Appellant filed a Petition for the Transfer of Transfer Certificate of Title Nos. T-16644, T-16645, T-16646, T-16651, T-16652, T-16653, T-16654, T-16757, T-16758, T-16759, and T-16760^[4], all located in Masbate and in the name of Base Metals Mineral Resources Corporation, in favor of Filminera Resources Corporation.

It alleged that its former registered name is Base Metals Mineral Resources Corporation ("Base Metals"), and that after its incorporation in 1989, it acquired several real estate properties, and was issued the certificates of title subject of the petition.

Sometime in February 1999, the incorporators of Base Metals caused the amendment of their Articles of Incorporation and By-Laws to amend, among others, its corporate name from Base Metals to Filminera Resources Corporation. Thus, the transfer of the certificates of title to the name of Filminera Resources Corporation was necessary.

Petitioner-Appellant presented, among others, copies of the subject certificates of title, tax declarations, and amended articles of incorporation and by-laws. It presented the testimony of its lone witness, Jaime Salazar, to attest to the change in corporate name of Base Metals to Filminera Resources Corporation.

The Respondent-Appellee did not present any controverting evidence and all of Petitioner-Appellant's exhibits were admitted.

In the assailed Order dated November 9, 2011, the RTC denied Petitioner-Appellant's Petition in this wise:

"Firstly, it appears from the record that Filminera Resources Corporation is a juridical entity separate and distinct from Basemetal (sic) Mineral Resources Corporation. There is nothing in the evidence submitted to the Court that Basemetal (sic) Mineral Resources Corporation through its directors has amended its name to Filminera Resources Corporation. xxx

Secondly, if indeed, the petitioner is formerly the Basemetal (sic) Mineral Resources Corporation doing business under the name and style of Filminera Resources Corporation under a regularly and validly amended Articles of Incorporation, the remedy of the petitioner to effect the transfer to its name of the Certificates of Title of the above-described properties is to present said duly amended Articles of Incorporation before the Registry of Deeds and to request that said Certificates of Title be transferred to its name.

WHEREFORE, in view of the foregoing, for lack of merit, the petition to transfer the Certificates of Title Nos. T-16644, T-16645, T-16646, T-16651, T-16652, T-16653, T-16654, T-16757, T-16758, T-16759, and T-16760 from Basemetal (sic) Mineral Resources Corporation to Filminera Resources Corporation is denied."^[5]

Petitioner-Appellant filed a Motion for Reconsideration on December 9, 2011^[6], which was denied by the RTC in the assailed Order dated January 3, 2012.

Hence, this Appeal.

The issues raised by Petitioner-Appellant are as follows:

"I. Whether or not Filminera Resources Corporation is a juridical entity separate and distinct from Base Metals Mineral Resources Corporation; and

II. Whether or not the remedy of Filminera Resources Corporation is to present the duly amended Articles of Incorporation before the Registry of Deeds and request that the Certificates of Title under the name Base Metals Mineral Resources Corporation be transferred to its name."^[7]

Petitioner-Appellant insists that contrary to the findings of the RTC, there was no second entity created and Base Metals simply changed its name to Filminera Resources Corporation. It also insists that the RTC erred in holding that the remedy is to present the amended articles of incorporation before the registry of deeds and request the transfer. It prays for the reversal of the assailed orders and a new one be issued to effect the amendment of the certificates of title to change the owner's name from Base Metals Mineral Resources Corporation to Filminera Resources Corporation.

The Office of the Solicitor General ("OSG") filed a Manifestation^[8] in lieu of an appellee's brief. It points out that Petitioner-Appellant's petition before the RTC sought the transfer, not amendment of the transfer certificates of title, and that it was only on appeal that Petitioner-Appellant corrected itself by praying for the amendment of the subject transfer certificates of title. Nonetheless, the OSG urges Us to grant the appeal in the interest of substantial justice. The OSG manifests that

though a party may not change its theory on appeal, a relaxation of the rules is in order in this case. It notes that though Petitioner-Appellant did not pray for the amendment, the allegations, the evidence presented, and facts proved all support the amendment in compliance with Section 108 of P.D. 1529.

The appeal has merit.

A perusal of the records reveal that Base Metals merely changed its corporate name to Filminera Resources Corporation, thus, it was incorrect for the RTC to hold that there were two separate and distinct entities. The case of *Zuellig Freight and Cargo Systems vs. NLRC*^[9] is instructive on the effect of changing of corporate names:

"Verily, the amendments of the articles of incorporation of Zeta to change the corporate name to Zuellig Freight and Cargo Systems, Inc. did not produce the dissolution of the former as a corporation. For sure, the Corporation Code defined and delineated the different modes of dissolving a corporation, and amendment of the articles of incorporation was not one of such modes. The effect of the change of name was not a change of the corporate being, for, as well stated in *Philippine First Insurance Co., Inc. v. Hartigan*: **"The changing of the name of a corporation is no more the creation of a corporation than the changing of the name of a natural person is begetting of a natural person. The act, in both cases, would seem to be what the language which we use to designate it imports — a change of name, and not a change of being."**

The consequences, legal and otherwise, of the change of name were similarly dealt with in *P.C. Javier & Sons, Inc. v. Court of Appeals*, with the Court holding thusly:

From the foregoing documents, it cannot be denied that petitioner corporation was aware of First Summa Savings and Mortgage Bank's change of corporate name to PAIC Savings and Mortgage Bank, Inc. Knowing fully well of such change, petitioner corporation has no valid reason not to pay because the IGLF loans were applied with and obtained from First Summa Savings and Mortgage Bank. First Summa Savings and Mortgage Bank and PAIC Savings and Mortgage Bank, Inc., are one and the same bank to which petitioner corporation is indebted. **A change in the corporate name does not make a new corporation, whether effected by a special act or under a general law. It has no effect on the identity of the corporation, or on its property, rights, or liabilities. The corporation, upon such change in its name, is in no sense a new corporation, nor the successor of the original corporation. It is the same corporation with a different name, and its character is in no respect changed.**"(Emphasis Ours)

In support of its claim that there was a change of name, Petitioner-Appellant submitted its amended articles of incorporation^[10] which clearly states that it was formerly Base Metals. The attached Director's Certificate^[11] likewise attests to the