

Article/Section	From	To	Reason
ARTICLE I SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES			
Section 1. Subscriptions.	Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.	-No change-	
Section 2. Certificates	Each stockholder shall be entitled to one or more certificates for such fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and	-No change-	

	<p>numbered consecutively. The certificates, which must be issued in consecutive order, shall bear the signature of the President or Chairman of the Board, manually countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.</p>		
<p>Section 3. Transfer of Shares</p>	<p>Subject to the restrictions, terms and conditions contained in the Articles of Incorporation and restated below, shares may be transferred, sold, ceded, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation, cancellation of the certificate surrendered to the Secretary, and the issuance of a new certificate to the transferee.</p>	<p>-No change-</p>	

	<p>All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.</p> <p>No shares of stock against which the corporation holds unpaid claim shall be transferable in the books of Corporation.</p>		
Section 4. Lost Certificates	<p>In case any certificate for the capital stock of the corporation is lost, stolen or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.</p>	<p><i>Amendment(s) underscored below:</i></p> <p>In case any certificate for the capital stock of the corporation is lost, stolen or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under <u>existing laws</u> (delete: Section 73 of the Corporation Code). (As amended on March 25, 2022)</p>	<p>To reflect the presently governing law on the matter</p>
<u>ARTICLE II MEETINGS OF STOCKHOLDERS</u>			

<p>Section 1. Regular Meetings -</p>	<p>The regular meetings of the stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office, or at such place in Metro Manila as may be decided by the Board of Directors, or Chairman of the Board, or the President, in such order of priority, every last Friday of May of each year, or if said day be a legal holiday, then on the following Monday which is not a holiday.</p>	<p><i>Amendment(s) underscored below:</i></p> <p>The regular meetings of the stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office <u>as stated in the articles, or if not practicable, in the city or municipality where such office is located</u>, every last Friday of May of each year, or if said day be a legal holiday, then on the following Monday which is not a holiday. (As amended on March 25, 2022)</p>	<p>This is pursuant to Section 50 of the Revised Corporation Code which states that stockholders' "(M)eetings may be held in the principal office of the corporation as stated in the articles, or if not practicable, in the city or municipality where such office is located."</p>
<p>Section 2. Special Meeting</p>	<p>The special meetings of the stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing majority of the outstanding</p>	<p><i>Amendment(s) underscored below:</i></p> <p>The special meetings of the stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written</p>	<p>In order to be consistent with SEC Memorandum Circular No. 7 Series of 2021 which states that any number of shareholders that hold at least 10% of outstanding shares of a publicly listed company have the right to call for a special stockholders' meeting, whether in-person or through remote communication.</p>

	capital stock; (b) Chairman of the Board; (c) President.	request of stockholders <u>holding at least 10% of the outstanding shares of the Corporation, or such number of percentage of outstanding shares as may be prescribed by law or regulation;</u> (b) Chairman of the Board; (c) President. (As amended on March 25, 2022)	
Section 3. Place of Meeting	Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors, or by the Chairman of the Board, or by the President, in such order of priority, in Metro Manila.	<i>Amendment(s) underscored below:</i> Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation <u>as stated in the articles, or if not practicable, in the city or municipality where such office is located.</u> (As amended on March 25, 2022)	This is pursuant to Section 50 of the Revised Corporation Code which states that stockholders' "(M)eetings may be held in the principal office of the corporation as stated in the articles, or if not practicable, in the city or municipality where such office is located."
Section 4. Notice of Meeting	Notices for regular or special meetings of the stockholders may be sent by the Secretary by personal delivery or by mail at least five (5) days prior to the date of the meeting to each stockholder of record at his last known post office address, or by publication in a	<i>Amendment(s) underscored below:</i> Notices for regular or special meetings of the stockholders may be sent by the Secretary by personal delivery, <u>by mail, or by electronic transmission</u> at least <u>twenty-</u>	This is in order to digitize corporate and governance practices and processes and to comply with the provisions of the Revised Corporation Code, particularly Section 49 which states that: written notice of regular meetings shall be sent to all stockholders of record at least 21 days prior to meeting, unless a different period is required by law or regulation, and that for special meetings at

	<p>newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In all meetings, any matter stated in the notice and other matters properly taken up, can be the subject of motions or deliberations at such meeting.</p> <p>When the meeting of the stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.</p>	<p><u>one</u> (21) days prior to the date of the meeting to each stockholder of record at his last known post office address, or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In all meetings, any matter stated in the notice and other matters properly taken up, can be the subject of motions or deliberations at such meeting.</p> <p>When the meeting of the stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been</p>	<p>least one (1) week written notice shall be sent to all stockholders, unless a different period is provided in the bylaws, law or regulation.</p>
--	---	---	---

		<p>transacted on the original date of the meeting.</p> <p><u>For special meetings, at least one week written notice shall be sent to all stockholders of record, unless a different period is provided in the law or regulation. (As amended on March 25, 2022).</u></p>	
Section 5. Quorum	<p>Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.</p>	No change	
Section 6. Conduct of Meeting	<p>The meeting of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary</p>	No change	

	<p>shall act as Secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without notice other than announced at the meeting.</p>		
<p>Section 7. Manner of Voting</p>	<p>At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary.</p> <p>All proxies must be in the hands of the secretary, before the time set for the meeting. Such proxies filed with the Secretary may be subsequently revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a</p>	<p><i>Amendment(s) underscored below:</i></p> <p>At all meetings of stockholders, a stockholder may vote in person, <u>through remote communication, in absentia,</u> or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary.</p> <p>All proxies must be in the hands of the secretary, before the time set for the meeting. Such proxies filed with the Secretary may be</p>	<p>In order to digitize corporate practices and processes.</p>

	<p>scheduled meeting or by their personal presence at the meeting.</p>	<p>subsequently revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence at the meeting. (As amended on March 25, 2022)</p>	
<p>Section 8. Closing of Transfer Books or Fixing of Record Date</p>	<p>For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend or of making a determination of stockholders of any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period, but not exceed, in any case, thirty (30) days. If the stock and transfer books be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least ten (10) working days</p>	<p>No change</p>	

	<p>immediately preceding such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date which shall in no case be more than thirty (30) days prior to the date on which the particular action requiring such determination of stockholders is to be taken, except in instances where applicable rules and regulations provide otherwise.</p>		
<p>ARTICLE III <u>BOARD OF DIRECTORS</u></p>			
<p>Section 1. Powers of the Board</p>	<p>Section 1. Powers of the Board - Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be</p>	<p>No change</p>	

	<p>elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers:</p> <ul style="list-style-type: none">a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the corporation, any and all properties, rights, interests or privileges, including securities and bonds of other		
--	--	--	--

	<p>corporations, as the transaction of the business of the corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;</p> <p>c) To invest the funds of the corporation in another corporation or business or for any other purposes other than those for which the corporation was organized, whenever in the judgement of the board of directors the interests of the corporation would thereby be</p>		
--	---	--	--

	<p>promoted, subject to such stockholders' approval as may be required by law;</p> <p>d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidence of such indebtedness including, without limitation, notes, deeds of trust, instruments, bonds, debentures, or securities, subject to such stockholder approval as may be required by law and/or pledge, mortgage, or otherwise encumber all or part of the properties and</p>		
--	---	--	--

	<p>rights of the corporation;</p> <p>e) To guarantee, for and in behalf of the corporation obligations of other corporations or entities in which it has lawful interest;</p> <p>f) To make provisions of the discharge of the obligations of the corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the corporation lawfully issued for the purpose;</p> <p>g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the</p>		
--	--	--	--

	<p>corporation, whenever in the Board's judgment, the corporation's interest would thereby be promoted;</p> <p>h) To establish pension, retirement, bonus, profit-sharing, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation and to determine the persons to participate in any such plans and the amount of their respective participation;</p> <p>i) To prosecute, maintain, defend, compromise or</p>		
--	--	--	--

	<p>abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation, and likewise, to grant installments for the payments or settlement of whatever debts are payable to the corporation;</p> <p>j) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the corporation to any standing or special committee or to any officer or agent and</p>		
--	--	--	--

	<p>to appoint any persons to be agents of the corporation with such powers (including the power to sub-delegate) and upon such terms, as may be deemed fit;</p> <p>k) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval of consent of the stockholders under any existing law, rule or regulation.</p>		
Section 2. Election and Term	The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.	No change	

<p>Section 3. Vacancies</p>	<p>Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors; if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of the stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the expired term of his predecessor in office.</p> <p>Any directorship to be filled by reason of an increase in the number of director shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.</p> <p>The vacancy resulting from the removal of a director by the stockholders in the</p>	<p>No change</p>	

	manner provided by the law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.		
Section 4. Meetings	Regular meetings of the Board of Directors shall be held at least once every quarter of the year on such dates and at such times and places as may be called by the Chairman of the Board, and/or by the President, or upon the request of a majority of the directors and shall be held at such places as may be designated in the notice.	No change	
Section 5. Notice	Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telex, telegram, or by written or oral message. A director	<i>Amendment(s) underscored below:</i> Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director	In order to digitize corporate practices and processes.

	may waive this requirement, either expressly or impliedly.	personally, or by telephone, telex, telegram, <u>electronic transmission</u> or by written or oral message. A director may waive this requirement, either expressly or impliedly. (As amended on March 25, 2022)	
Section 6. Quorum	A majority of the number of the directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business; and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.	No change	
Section 7. Conduct of the Meetings	Meetings of the Board of Directors shall be presided by the Chairman of the Board, or in his absence, the President or if none of the foregoing is in the office and present and acting, by any other director chosen by the Board. The	No change	

	Secretary shall act as secretary of every meeting, or if not present, the Chairman of the meeting shall appoint a secretary of the meeting.		
Section 8. Compensation	By resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board may receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.	No change	
Section 9. Guidelines on the	The following criteria and guidelines shall be observed	No change	

<p>Nomination and Election of Independent Directors.</p>	<p>in the pre-screening, short listing and nomination of Independent Directors: A. Definition.</p> <p>1. Independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any corporation that meets the requirements of section 17.2 of the Securities</p>		
--	--	--	--

	<p>Regulation Code and includes, among others, any person who:</p> <ul style="list-style-type: none">i. Is not a director or officer or substantial stockholder of the corporation or of its related companies or any of its substantial shareholder (other than as an independent director of any of the foregoing);ii. Is not a relative of any director, officer or substantial		
--	---	--	--

	<p>shareholder of the corporation, any of its related companies or any of its substantial shareholders . For this purpose, relatives includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;</p> <p>iii. Is not acting as a nominee or representative of a substantial shareholder</p>		
--	--	--	--

	<p>of the corporation, any of its related companies or any of its substantial shareholders</p> <p>iv. ; Has not been employed in any executive capacity by that public company, any of its related companies or by any of its substantial shareholders within the last five (5) years;</p> <p>v. Is not retained as professional</p>		
--	--	--	--

	<p>adviser by that public company, any of its related companies or any of its substantial shareholders within the last five (5) years, either personally or through his firm;</p> <p>vi. Has not engaged and does not engage in any transaction with the corporation or with any of its related companies or with any of its substantial</p>		
--	--	--	--

	<p>shareholders , whether by himself or with other persons or through affirm of which he is a director or substantial shareholder, other than transactions which are conducted at arms length and are immaterial or insignificant.</p> <p>2. When used in relation to a company subject to the requirements above:</p> <p>i. Related company means</p>		
--	--	--	--

	<p>another company which is: (a) its holding company, (b) its subsidiary, or (c) a subsidiary of its holding company;</p> <p>ii. Substantial shareholder means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.</p>		
--	--	--	--

	<p>B. An independent director shall have the following qualifications:</p> <ul style="list-style-type: none">i. He shall have at least one (1) share of stock of the corporation;ii. He shall be at least a college graduate or he shall have been engaged or exposed to the business of the corporation for at least (5) years;iii. He shall possess integrity/probity; andiv. He shall be assiduous.		
--	---	--	--

	<p>C. No person enumerated under Section II (5) of the Code of Corporate Governance shall qualify as an independent director. He shall likewise be disqualified during his tenure under the following instances or causes:</p> <p>i. He becomes an officer or employee of the corporation where he is such a member of the board of directors/trustees, or becomes any of the persons enumerated under letter (A) hereof;</p>		
--	---	--	--

	<p>ii. His beneficial security ownership exceeds 10% of the outstanding capital stock of the company where he is such director;</p> <p>iii. Fails, without any justifiable cause, to attend at least 50% of the total number of Board meetings during his incumbency unless such absences are due to grave illness or</p>		
--	---	--	--

	<p>death of an immediate family.</p> <p>iv. Such other disqualifications which the company's Manual on Corporate Governance provides.</p> <p>D. Nomination and Election of Independent Directors.</p> <p>1. Nomination of independent director/s shall be conducted by the Nomination Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the</p>		
--	--	--	--

	<p>acceptance and conformity by the would-be nominees.</p> <p>2. The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent director/s.</p> <p>3. After the nomination, the committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent</p>		
--	---	--	--

	<p>directors, as required under Part IV (A) and (C) of Annex "C" of SRC Rule 12, which list, shall be made available to the Commission and to all stockholders through the filing and distribution of the Information Statement or Proxy Statement, in accordance with SRC Rule 17.1(b) or SRC Rule 20, respectively, or in such other reports the company is required to submit to the Commission. The names of the person or group of persons who recommend the nomination of the independent director shall be</p>		
--	---	--	--

	<p>identified in such report including any relationship with the nominee.</p> <p>4. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. no other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders'/memberships' meeting.</p>		
<p>ARTICLE IV OFFICERS</p>			

<p>Section 1. Election/Appoint ment</p>	<p>Immediately after their election the Board of Directors shall formally organize by electing the Chairman, the President, one or more Vice Presidents, the Treasurer, and the Secretary, at said meeting.</p> <p>The board may, from time to time, appoint such other officers as it may determine to be necessary or proper.</p> <p>Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.</p>	<p>No change</p>	
<p>Section 2. Chairman of the Board</p>	<p>The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.</p>	<p>No change</p>	

Section 3. Vice-Chairman of the Board	The Vice-Chairman of the Board shall preside at all meetings of the stockholders and the Board of Directors in the absence of the Chairman. He shall perform such other functions as may from time to time be delegated to him by the Board of Directors.	No change	
Section 4. President	<p>The president, who shall be a director, shall be the Chief Executive Officer of the corporation and shall also have administration and direction of the day-to-fay business affairs of the corporation. He shall exercise the following functions:</p> <p>a.) To preside at the meeting of the Board of Directors and of the stockholders in the absence of the Chairman of the Board of Directors;</p>	No change	

	<p>b.) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;</p> <p>c.) To have general supervision and management of the business affairs and property of the corporation;</p>		
--	---	--	--

	<p>d.) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;</p> <p>e.) Subject to guidelines prescribed by laws, to appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;</p>		
--	--	--	--

	<p>f.) To oversee the preparation of the budgets and the statements of accounts of the corporation;</p> <p>g.) To prepare such statements and reports of the corporation as may be required of him by law;</p> <p>h.) To present the corporation at all functions and proceedings;</p> <p>i.) To execute on behalf of the corporation all contracts, agreements and other instruments</p>		
--	---	--	--

	<p>affecting the interests of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;</p> <p>j.) To make reports to the Board of Directors and stockholder;</p> <p>k.) To sign certificates of stock;</p> <p>l.) To perform such other duties as are incident to his office or are entrusted to him by the</p>		
--	--	--	--

	<p style="text-align: center;">Board of Directors.</p> <p>The President may assign the exercise or performance of any of the foregoing powers, duties and function to any other officer(s), subject always to his supervision and control.</p>		
Section 5. The Vice-President(s)	If one or more Vice-Presidents are appointed, he/they shall have such powers and shall perform such duties as may from time to time be assigned to him assigned to him/ them by the Board of Directors or by the President.	No change	
Section 6. The Secretary	The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and record and shall be the custodian of and shall	No change	

	<p>maintain the corporate books and record and shall be the recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties:</p> <p>a) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;</p>		
--	---	--	--

	<p>b) To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;</p> <p>c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to</p>		
--	---	--	--

	<p>attest by his signature all corporate documents requiring the same;</p> <p>d) To attend to the giving and serving of all notices of the corporation required by law or these by laws to be given;</p> <p>e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or</p>		
--	---	--	--

	<p>by government rules and regulations;</p> <p>f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of the stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions</p>		
--	---	--	--

	<p>arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or voting. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and control.</p>		
--	---	--	--

	<p>g) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.</p>		
<p>Section 7. The Treasurer</p>	<p>The Treasurer of the corporation shall be its chief fiscal officer and the custodian of its funds, securities and property. The Treasurer shall have the following duties:</p> <p>a) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;</p> <p>b) To have custody of, and</p>	<p>No change</p>	

	<p>be responsible for, all the funds, securities and bonds of the corporation;</p> <p>c) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds and similar valuable effects belonging to the corporation which may</p>		
--	---	--	--

	<p>come under his control;</p> <p>d) To render an annual statements showing the financial condition of the corporation and such other financial report as the Board of Directors, the Chairman or the President may, from time to time, require;</p> <p>e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be</p>		
--	---	--	--

	<p>required by the government rules and regulations and to submit the same to the proper government agencies;</p> <p>f) To exercise such powers and perform such duties and functions as may be assigned to him by the President.</p>		
Section 8. Term of Office	The term of office of all officers shall be for a period of one (1) year and until their successors are duly elected and qualified. Such officers may however be sooner removed for cause.	No change	

Section 9. Vacancies	If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors may elect a successor who shall hold office for the unexpired term.	No change	
Section 10. Compensation	The by-laws officers shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.	No change	
ARTICLE V <u>OFFICES</u>			
Section 1.	The principal office of the corporation shall be located at the place stated in the Articles of Incorporation.	No change	

	The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate or as the business of the corporation may, from time to time, require.		
ARTICLE VI <u>AUDIT OF BOOKS AND FISCAL YEAR</u>			
Section 1. External Auditors	At the regular stockholders' meeting, the external auditor or auditors of the corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the earnings and expenses of the corporation.	No change	
Section 2. Fiscal Year	The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.	No change	
Section 3. Dividends	Dividends shall be declared and paid out of the unrestricted earnings which shall be payable in cash, property, or stock to all	No change	

	<p>stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law and applicable rules and regulations.</p>		
<p>ARTICLE VII AMENDMENTS</p>			
<p>Section 1.</p>	<p>The by-laws may be amended or repealed by the affirmative vote of a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock, at any Board of Directors' meeting and stockholders' meeting respectively called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds (2/3) of the outstanding capital stock; provided, however, that any such delegation of powers to</p>	<p>No change</p>	

	the Board of Directors to amend, repeal or adopt new by-laws may be revoked by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.		
ARTICLE VIII <u>SEAL</u>			
Section 1. Form and Inscriptions	The corporate seal shall be determined by the Board of Directors.	No change	
ARTICLE IX <u>ADOPTION CLAUSE</u>			
	The foregoing by-laws was adopted by all the stockholders of the corporation on 06 February	No change	

	2006 at the principal office of the corporation.		
--	--	--	--