



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Mandaluyong City
Metro Manila

S.E.C. Reg. No. A200008385

CERTIFICATE OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

SUPERCITY REALTY DEVELOPMENT CORPORATION

were duly registered by the Commission on this date upon issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980 and copies of said Articles and By-Laws are hereto attached.


IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 21 day of June, Two Thousand.

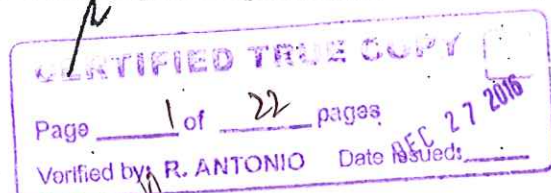
Date: 27-12-2016 Time: 8:47:36 AM


SONIA M. BALLO

Director
Corporate and Legal Department

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BGR/beth





SUPERCITY REALTY DEVELOPMENT CORPORATION
(Company's Full Name)

1203 Jolibee Plaza Condominium, Emerald Avenue, Ortigas Center, Pasig City
(Company's Address)

638-12-11 to 14
(Telephone Number)

December 31
(Fiscal Year Ending
(month & day)

Articles of Incorporation and By-Laws
Form Type

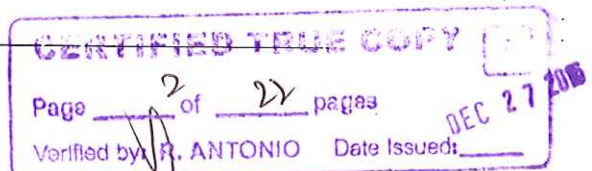
N/A
Amendment Designation (If applicable)

N/A
Period Ended Date

N/A
Date Secondary License Type and File Number **8:17:02 AM**

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ARTICLES OF INCORPORATION
OF
SUPERCITY REALTY DEVELOPMENT CORPORATION



KNOW ALL MEN BY THESE PRESENTS:

We, all of legal age and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE CERTIFY THAT -

FIRST: - The name of the Corporation shall be

SUPERCITY REALTY DEVELOPMENT CORPORATION

SECOND: - The purposes for which the Corporation is formed are:

PRIMARY

To engage in the business of construction and related activities, either as contractor or sub-contractor anywhere in the Philippines for the construction of houses, buildings, roads, bridges and other construction projects whether from the private sector or the government; to purchase, lease, exchange or otherwise acquire real properties in the Philippines, whether improved or unimproved, and any interest or right therein; to own, hold, control, maintain, manage, subdivide, administer and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, and administer buildings, offices, warehouses, mills, factories, machinery and plants, and all structures of any description on the land owned, held, leased by the Corporation; to lease or sublet buildings, offices, and other spaces in such building or buildings, and to sell, transfer, convey or otherwise alienate or dispose of any such real properties, and any interest or right therein.

SECONDARY

1. To purchase, acquire and take over all or any part of the rights, assets, business and property of any person, partnership, corporation or association and to undertake and assume the liabilities and obligations of such persons, partnership, corporation or association whose rights, assets, business or property may be purchased, acquired or taken over;

2. To enter into any arrangement for sharing profits, union of interests, joint venture, reciprocal concession or otherwise with any person or company engaging in or about to engage in any business or transaction which the Corporation is authorized to carry on or engage in any business or transaction that may directly or indirectly benefit the Corporation;

3. To purchase or otherwise acquire, obtain an interest in, own, hold, pledge, mortgage, assign, deposit, create trusts, exchange, sell and otherwise dispose of, alone or in syndicates or otherwise in conjunction with others; and generally deal in and with all or any of the following: all kinds of shares, stocks, warrants, options, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes and other certificates, obligations, contracts, choses in action and evidences of indebtedness generally of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereto; to acquire, purchase, sell or otherwise dispose of its own shares of capital stock or any securities or other obligation of the Corporation, provided that the Corporation shall not engage in stock brokerage business;

4. To engage in the business of manufacturing, processing, assembling, and/or fabricating and exporting, importing, buying, acquiring, holding, selling or otherwise disposing of and dealing in goods, wares, supplies, materials, articles, merchandise, commodities, equipment, hardware, appliances, minerals, metals, timber, lumber and real and personal properties of every kind, class and description, whether natural or artificial which may become articles of commerce, and in connection therewith, to act as indenter, principal or agent, manufacturer's representative, commission merchant, merchandise broker, factor, consignment agent or in any other representative capacity for foreign and domestic juridical entities or natural persons.

5. To purchase, own, sell, assign, negotiate, mortgage, pledge or otherwise dispose of accounts receivable, notes receivable, checks, drafts, negotiable instruments, letters of credit and other evidences 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, checks, drafts, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money;

6. To act as manufacturers' representatives, indentors, commission merchants, commercial brokers or agents, or in any other representative capacity, for natural and juridical persons, whether domestic or foreign;

7. To act as managers, managing agents or administrators of corporations, partnerships, or persons, with respect to their businesses or properties and to undertake, carry on, assist or participate in the management, reorganization or liquidation of corporations, partnerships, and other forms of business firms and entities;

8. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of gas, works, mills, factories, installations, plants, shops, laboratories, terminals, office buildings, and other buildings and structures, roads, railroads, cars, railroad equipment, garages, motor and road equipment, aircraft and aircraft equipment, aviation fields, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves,

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Verified by R. ANTONIO

Date 27 DEC 2016

marine equipment and any and all kinds of machinery, apparatus, instruments, fixtures and appliances;

9. 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; 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; 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;

AND IN FURTHERANCE OF THE FOREGOING PURPOSES - /

1. To acquire or obtain from any governmental authority or authorities, national or municipal or from any corporation, company, entity or person, such charters, franchises, licenses, permits, patents, trade marks, trade names, trade secrets, inventions, copyrights, or other rights and privileges which may be conducive to or necessary or desirable for the attainment of any of the objects and purposes of the Corporation;

2. To purchase, acquire, hold, lease, sell, and convey such real and personal properties which are necessary for the conduct of the corporate business;

3. To borrow or raise money necessary to meet the financial requirements of the Corporation by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation, or to issue, pursuant to law, shares of its capital stock, debentures, bonds, warrants, notes or other evidence of indebtedness in payment of or exchange for properties or rights acquired by the Corporation or for money borrowed in the prosecution of its business;

4. To deal in and with the properties of the Corporation in such manner as may from time to time be considered necessary for the advancement of the business interests of the Corporation and to sell, dispose of or transfer the business, goodwill, properties and undertaking of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept under the circumstances;

5. To purchase, acquire, hold, sell, dispose of or otherwise deal in and with shares, bonds, and other securities created by any company having objectives or purposes altogether or in part similar to those of the Corporation, and while the owner or holder thereof to exercise all the rights and incidents of ownership, including the right to vote the same, to receive, collect and dispose of the interests, dividends and income therefrom;

6. To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or

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benefit of the corporation, including the exercise of the powers, authorities and attributes conferred upon corporation organized under the laws of the Philippines in general and upon domestic corporations of like nature in particular.

The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall in no wise be limited by reference to or inference from any other clause or any other part of the same clause but shall be regarded as independent purposes and powers, and the enumeration of specified purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified herein shall not be regarded in any manner as a limitation of the powers granted or allowed to and exercisable by the Corporation under the New Corporation Code and other applicable statutes of the Republic of the Philippines.

THIRD: The principal office of the Corporation shall be established or located in Metropolitan Manila, Philippines.

FOURTH: The term for which the Corporation is to exist is FIFTY (50) YEARS, from and after the date of incorporation.

FIFTH: The names, citizenship, and addresses of the incorporators of the Corporation are as follows:

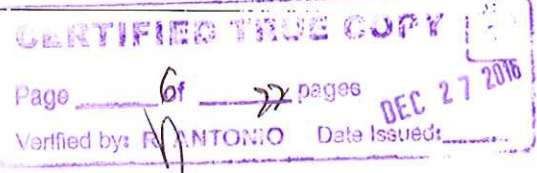
NAMES	NATIONALITY	ADDRESSES
SYLVIA OPINION ✓	Filipino	#1 Bangkilya St. Midtown Phase I San Roque Marikina City
FERDINAND SOLIMAN ✓	Filipino	#14 Mapagbigay St. Diliman QC
WILFREDO UY ✓	Filipino	#9624 A. Pililla St. Makati City
VICTOR MANARANG ✓	Filipino	#709 San Manuel Phase XI-C Ayala Alabang Village, Muntinlupa City
NIMFA LEONCO ✓	Filipino ✓	#14 A.R. Trinidad St. Victoria Village East Canumay Valenzuela City
MYLENE LIM ✓	Filipino	#21 Alvir St. Little Baguio San Juan
WILLIAM CHUA ✓	Filipino	#44 Athena Loop, Palladium, Mandaluyong City

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SIXTH: The number of directors of the Corporation shall be SEVEN (7) and the names and addresses 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:

NAMES	NATIONALITY	ADDRESSES
SYLVIA OPINION	Filipino	#1 Bangkilya St. Midtown Phase I San Roque Marikina City
FERDINAND SOLIMAN	Filipino	#14 Mapagbigay St. Diliman QC
WILFREDO UY	Filipino	#9624 A. Pililla St. Makati City.
VICTOR MANARANG	Filipino	#709 San Manuel Phase XI-C Ayala Alabang Village, Muntinlupa City
NIMFA LEONCO	Filipino	#14 A.R. Trinidad St. Victoria Village East Canumay Valenzuela City
MYLENE LIM	Filipino	#21 Alvir St. Little Baguio San Juan
WILLIAM CHUA	Filipino	#44 Athena Loop, Palladium, Mandaluyong City

SEVENTH: The capital stock of the Corporation is **ONE HUNDRED FIFTY FIVE MILLION PESOS (P 155,000,000.00)** Philippine Currency divided into **ONE HUNDRED FIFTY FIVE MILLION (155,000,000)** shares at the par value of **ONE PESO (P1.00)** per share.

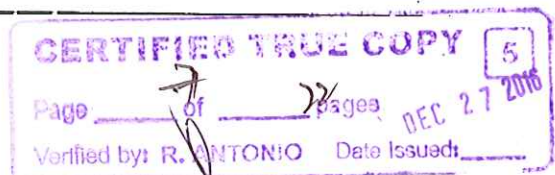
Rights of First Refusal. -- In case a shareholder desires to sell his or her share or shares of stock, the shareholder must first offer them for sale to the remaining shareholders, it being the intention of this provision to give them preference in the purchase of those shares, and any attempted sale in violation of this provisions is null and void. A shareholder desiring to sell his or her stock shall file notice in writing of that intention with the secretary of the corporation, stating the terms of the sale, and unless those terms are accepted by any or all of the other shareholders within thirty (30) days of that filing, they shall be deemed to have waived their privilege of purchasing and the shareholder shall be at liberty to sell to anyone else.

That no issuance or transfer of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation.

The foregoing restrictions shall be printed or indicated in all the certificates of stock to be issued by the corporation.

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EIGHTH: The amount of capital stock that has been subscribed is **THIRTY EIGHT MILLION SEVEN HUNDRED FIFTY THOUSAND PESOS (P38,750,000.00)**, Philippine Currency and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

NAME	NATIONALITY	NO. OF SHARES SUBSCRIBED	AMOUNT OF CAPITAL STOCK SUBSCRIBED
SYLVIA OPINION	Filipino	465,000	465,000
FERDINAND SOLIMAN	Filipino	775,000	775,000
WILFREDO UY	Filipino	310,000	310,000
VICTOR MANARANG	Filipino	4,650,000	4,650,000
NIMFA LEONCO	Filipino	10,850,000	10,850,000
MYLENE LIM	Filipino	10,850,000	10,850,000
WILLIAM CHUA	Filipino	10,850,000	10,850,000
TOTAL		38,750,000	38,750,000

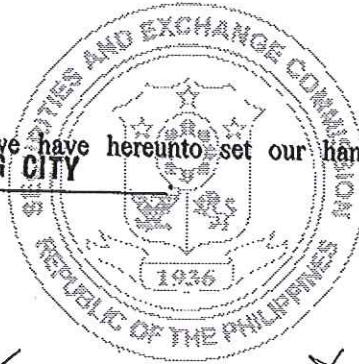
NINTH: The following persons have paid on their subscription the amounts set out after their respective names:

NAMES	AMOUNT PAID ON SUBSCRIPTION
SYLVIA OPINION	116,250
FERDINAND SOLIMAN	193,750
WILFREDO UY	77,500
VICTOR MANARANG	1,162,500
NIMFA LEONCO	2,712,500
MYLENE LIM	2,712,500
WILLIAM CHUA	2,712,500
TOTAL	9,687,500

Date: 27-12-2016 Time: 8:00 AM

TENTH: MYLENE LIM has been elected as Treasurer-in-Trust 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, she has been authorized to receive for the Corporation and to issue in its name receipts for all subscriptions paid in by the said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 10 day of MAY 2000 at PASIG CITY



Sylvia Opinion
SYLVIA OPINION
Incorporator

Victor Manarang
VICTOR MANARANG
Incorporator

Ferdinand Soliman
FERDINAND SOLIMAN
Incorporator

Nemfa Leonco
NEMFA LEONCO
Incorporator

Mylene Lim
MYLENE LIM
Incorporator

Wilfredo Uy
WILFREDO UY
Incorporator

William Chua
WILLIAM CHUA
Incorporator

SIGNED IN THE PRESENCE OF:

[Signature] *[Signature]*
Date: 27-12-2016 Time: 8:47:42 AM

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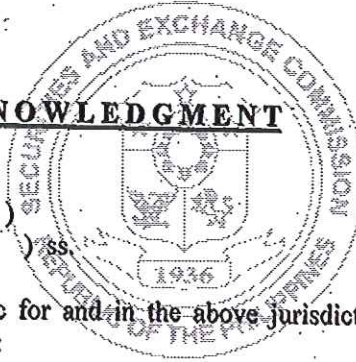
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ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES
PASIG CITY



BEFORE ME, a Notary Public for and in the above jurisdiction, this 10 MAY 2000 day of May, personally appeared:

	CTC No.	Date	Place of Issue
Sylvia Opinion	69272500	Jan 24, 2000	Marikina City
Ferdinand Soliman	10490088	Feb 17, 2000	Quezon City
Wilfredo Uy	14436788	Jan 24, 2000	Makati City
Victor Manarang	19968270	Jan 15, 2000	Makati City
Nimfa Leonco	04254017	Jan 13, 2000	Valenzuela
Mylene Lim	07922655	Mar 30, 2000	Pasig City
William Chua	01593204	Jan 07, 2000	Pasig City

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the date and at the place first above written.

Doc. No. 26
Page No. 7
Book No. 11
Series of 2000.

Hilda P. Bautista
HILDA P. BAUTISTA
Notary Public
Until December 31, 2000
PTR No. 7734257 / 01/05/2000
Pasig City

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561-8-01/ABKY/LMG/railes



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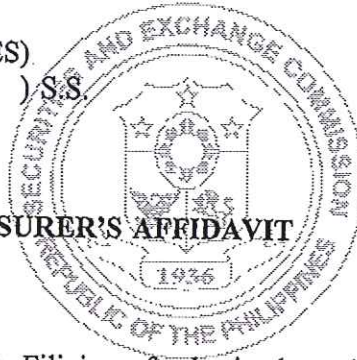
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REPUBLIC OF THE PHILIPPINES)
PASIG CITY

TREASURER'S AFFIDAVIT



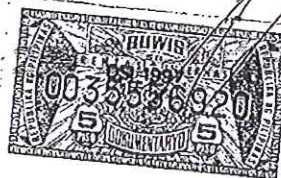
MYLENE LIM, of legal age, Filipino, after having been duly sworn, deposes and states:

She was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer-in-Trust of **SUPERCITY REALTY DEVELOPMENT CORPORATION** (the "Corporation"), to act as such until her successor has been duly elected and qualified in accordance with the By-Laws of the Corporation, and that as such Treasurer, she has been authorized by the subscribers to receive for the Corporation all subscriptions paid in by the subscribers for the capital stock; that out of the authorized capital stock, **Thirty Eight Million Seven Hundred Fifty Thousand Pesos (P38,750,000.00)** worth of shares has been actually subscribed and that of the said subscription, **Nine Million Six Hundred Eighty Seven Thousand Five Hundred Pesos (P9,687,500.00)** has been paid in cash to her for the benefit and to the credit of the Corporation; that at least twenty-five percentum (25%) of the entire number of authorized shares of capital stock has been subscribed and that at least twenty-five percentum (25%) of such subscription has been actually paid up to her for the benefit and to the credit of the Corporation.

Mylene Lim
MYLENE LIM
Treasurer-in-Trust

SUBSCRIBED AND SWORN to before me this MAY 24 2000
2000 at Pasig City, Metro Manila, affiant exhibiting to me her Comm. Tax Cert. No.
07922655 issued on March 30, 2000 at Pasig City.

Doc. No. 45
Page No. 10
Book No. II
Series of 2000.



Hilda P. Bautista
HILDA P. BAUTISTA
Notary Public
Until December 31, 2000
PTR No. 7734271-1, Pasig City

ABKT/LMG/miles/561-8-01

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BY - LAWS
OF

SUPERCITY REALTY DEVELOPMENT CORPORATION

ARTICLE I: Offices

Section 1. **Principal Office.**- The principal office of the Corporation shall be located in Metropolitan Manila, at such place therein as the Board of Directors may fix.

Section 2. **Other Offices.**- The Corporation may also have a branch office or branch offices at such other place or places within or outside the Philippines as the Board of Directors may from time to time determine as the business of the Corporation may require.

ARTICLE II: Shares of Stock and Their Transfer

Section 1. **Certificates of Stock.**- Each stockholder shall be entitled to receive one or more certificates of stock showing the number of shares registered in his name upon full payment of his subscription, together with interest and expenses thereon, if any is due. The certificates of stock shall be signed by the President or the Vice President and countersigned by the Secretary or the Assistant Secretary of the Corporation and sealed with its corporate seal. They shall be issued in consecutive order and be in such form as shall be approved by the Board of Directors.

The signature by the President or Vice President and the countersignature by the Secretary may be by an individual signing by such officers or by a facsimile of either or both of their signatures. However, no certificate may be signed by facsimile by the duly authorized signing officers of the Transfer Agent of the Corporation, but the same must be manually signed by the authorized signing officers of the Transfer Agent.

Every certificate returned to the corporation for the exchange or transfer of shares shall be cancelled and posted in its original place in the stock certificate book, and no new certificates shall be issued until the old certificate has been thus cancelled and returned to its original place in such book.

Section 2. **Transfer of Stock.**- Subject to the restrictions on transfer as appears in the Articles of Incorporation, transfers of shares of the capital stock of the Corporation shall be made only on the books of the Corporation by the holder thereof, or by his duly authorized attorney-in-fact or legal representative, in such manner as to show the names of the parties to the transaction, the date of the transfer, the number of the certificate(s) and the number of shares transferred, and upon such transfer, the old certificate(s) shall be surrendered to the Corporation by the delivery thereof to the person in charge of the stock and transfer books and ledgers, or to such other person as the Board of Directors may designate, by whom it/they shall be cancelled,

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DEC 27 2006
Date Issued:

and new certificate(s) shall be issued. The term "person" or "persons" used herein shall be deemed to include any firm or firms, corporation or associations. Whenever any transfer of shares shall be made for collateral security and not absolutely, such fact, if known to the Secretary or to the transfer agent, shall be so expressed in the entry of the transfer.

Section 3. **Addresses of Stockholders.** Each stockholder shall designate to the Secretary of the Corporation an address at which notices of meetings and all other corporate notices may be served upon or mailed to him, and if any stockholder shall fail to designate such address, corporate notices may be served upon him by mail at his last known post office address.

Section 4. **Lost, Destroyed and Mutilated Certificates.** The holder of any stock of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of the certificates therefor, and the Board of Directors may cause to be issued to him a new certificate(s) of stock, upon the surrender of the mutilated certificate or, in case of loss or destruction of the certificate, upon compliance with the procedure required under Section 73 of the Corporation Code. The Board of Directors may require the owner of the lost or destroyed certificate or his legal representative to give the Corporation a bond in such sum, not exceeding double the book value of such stock, and with such surety or sureties, as it may direct, to indemnify the Corporation against any claim that may be made against it on account of the alleged loss or destruction of any such certificate.

Section 5. **Closing of Transfer Books.** The Board of Directors may, by resolution, direct that the stock and transfer books of the Corporation be closed for a period not exceeding thirty (30) days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any change, conversion or exchange of the capital stock, and in each such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after such record date as aforesaid.

Section 6. **Subscriptions.** Unpaid subscription to the capital stock of the Corporation shall be due and payable at any time or from time to time as they shall be declared due and payable by the Board of Directors. Unless otherwise provided in the subscription agreement, no interest shall be due on unpaid subscriptions until such subscriptions are declared delinquent.

Date: 27-12-2016 Time: 8:47:45 AM
ARTICLE III: Meetings of Stockholders

Section 1. **Place of Meetings.** All meetings of stockholders shall be held at the principal office of the Corporation unless written notices of such meetings should fix another place within the Philippines.

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SECURITIES AND EXCHANGE COMMISSION

Section 2. **Annual Meetings.** The annual meeting of the stockholders for the election of directors and for the transaction of such other business as may come before the meeting shall be held every 3rd Wednesday of May of each year, at such time as may be fixed by the Board of Directors. If the election of directors shall not be held on the day designated for the annual meeting or at any adjournment of such meeting, the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as the same may conveniently be held. At such special meeting, the stockholders may elect the directors and transact other business as stated in the notice of the meeting with the same force and effect as at an annual meeting duly called and held.

Section 3. **Special Meetings.** Special meetings of the stockholders may be called at any time by resolution of the Board of Directors or by order of the Chairman of the Board or the President or upon the written request of stockholders registered as owners of one-third (1/3) of the total outstanding stock having voting powers. Such request shall state the purpose(s) of the proposed meeting.

Section 4. **Notice of Meetings.** Except as otherwise provided by law, written or printed notice of all annual and special meetings by stockholders, stating the place and time of the meeting and, if necessary, the general nature of the business to be considered, shall be transmitted by personal delivery, mail, telegraph, facsimile or cable to each stockholder of record entitled to vote thereat at his address last known to the Secretary of the Corporation, at least five (5) days before the date of the meeting, if an annual meeting, or at least two (2) days before the date of the meeting, if a special meeting. Except where expressly required by law, no publication of any notice of a meeting of the stockholders shall be required. If any stockholder shall in person or by attorney-in-fact authorized in writing or by telegraph, cable or facsimile, waive notice of any meeting, whether before or after the holding of such meeting, notice need not be given to him. Notice of any adjourned meeting of the stockholders shall not be given, except when expressly required by law. No failure or irregularity of notices of any regular meeting shall invalidate such meeting at which all the stockholders are present or represented and voting without protest.

Section 5. **Quorum.** At each meeting of the stockholders, the holder(s) of a majority of the outstanding capital stock of the Corporation having voting powers, who is or are present in person or represented by proxy, shall constitute a quorum for the transaction of business, save in those cases where the Corporation Code requires the presence at the meeting, in person or by proxy, of a greater proportion of the outstanding capital stock. In the absence of a quorum, the stockholders of the Corporation present in person or represented by proxy and entitled to vote, by majority vote, or, in the absence of all the stockholders, any officer entitled to preside or act as Secretary at such meeting, shall have the power to adjourn the meeting from time to time, until stockholders holding the requisite amount of stock shall be present or represented. At any such adjourned meeting at which a quorum may be present any business may be transacted at the meeting as originally called. The absence from any meeting of the number required by the laws of the Republic of the Philippines or by the Articles of Incorporation or these By-Laws for action upon any given matter shall not prevent action at such meeting upon any other matter or matters which may properly come before the meeting, if the number of stockholders required in respect of such other matter or matters shall be present.

SEAL OF THE SECURITIES AND EXCHANGE COMMISSION

Section 6. **Organization of Meeting.**- At every meeting of the stockholders, the Chairman of the Board, or in his absence, the Vice-Chairman, or in his absence, the President, or in the absence of the Chairman and the Vice-Chairman of the Board and the President, a Chairman chosen by the stockholders present in person or by proxy and entitled to vote thereat, by majority vote, shall act as Chairman. The Secretary shall act as secretary at all meetings of the stockholders. In the absence from any such meeting of the Secretary, the Assistant Secretary shall, or if there be none, the Chairman may appoint any person to act as secretary of the meeting.

Section 7. **Voting.**- At every meeting of the stockholders, each stockholder shall be entitled to vote in person or by proxy and, unless otherwise provided by law, he shall have one vote for each share of stock entitled to vote and recorded in his name in the books of the Corporation. At all meetings of the stockholders, all elections and all questions shall be decided by the plurality of vote of stockholders present in person or by proxy and entitled to vote thereat, a quorum being present, except in cases where other provision is made by statute. Unless required by law, or demanded by a stockholder present in person or by proxy at any meeting, and entitled to vote thereat, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by proxy if there be such proxy, and shall state the number of shares voted by him.

Section 8. **Proxies.**- Any stockholder not present at any annual or special meeting of the stockholders may vote the share or shares standing in his name on the stock transfer books of the Corporation by proxy, such proxy to be dated, signed and to designate the person or persons named as proxy, and these proxies must be filed with the Secretary, not later than a day before the date of the stockholders' meeting.

ARTICLE IV : Board of Directors

Section 1. **General Powers.**- Unless otherwise provided by law, the powers, business and property of the Corporation shall be exercised, conducted and controlled by the Board of Directors.

Section 2. **Number, Qualifications & Term of Office.**- The number of directors shall be as fixed in the Articles of Incorporation. Each director shall own in his own right at least one (1) share of the capital stock of the Corporation. The directors shall be elected annually in the manner provided in these By-Laws and each director shall hold office until the annual meeting held next after his election and until his successor shall have been elected and shall have qualified, or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. The directors named in the Articles of Incorporation of the Corporation and their successors in accordance with these By-Laws shall hold office until the first annual meeting of the stockholders for the election of directors and until their successors shall have been elected and shall have qualified.

Section 3. **Election of Directors.**- At each meeting of the stockholders for the election of directors, at which a quorum is present, the persons receiving the highest number of votes of the stockholders present in person or by proxy and entitled to vote shall be the directors.

In case of any increase in the number of directors, the additional directors may be elected by the stockholders (i) at the first annual meeting held after such increase has been approved, (ii) or at a special meeting called for the purpose, or (iii) at the same meeting authorizing the increase of directors if so stated in the notice of the meeting.

Section 4. **Quorum and Manner of Acting.** Except as otherwise provided by statute, by the Articles of Incorporation or by these By-Laws, a majority of the number of directors specified in the Articles of Incorporation shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which there is a quorum shall be valid as a corporate act. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

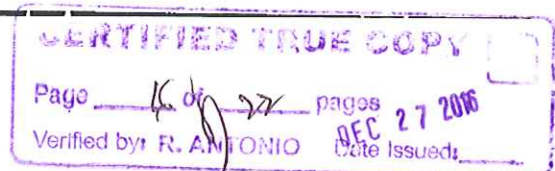
Section 5. **Place of Meeting.** The Board of Directors may hold its meeting at the principal office of the Corporation or at such other places within or outside the Republic of the Philippines as the Chairman, and in his absence, the President may from time to time determine.

Section 6. **Organizational Meeting.** The Board of Directors shall meet for the purpose of organization, the election of officers and the transaction of other business, as soon as practicable after each annual election of directors and on the same day, at the same place at which regular meetings of the Board of Directors are held. Notice of such meeting need not be given. Such meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors or in a consent and waiver of notice thereof signed by all the directors.

Section 7. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such places and at such times as the Chairman, or in his absence, the President shall from time to time determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day not a legal holiday. Notice of regular meetings need not be given.

Section 8. **Special Meetings; Notice.** Special meetings of the Board of Directors shall be held when called by the Chairman of the Board, or the President, or by the Secretary at the request of any two (2) of the directors. Notice of each such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or shall be sent to him at such place by telegraph, cable, or facsimile, or be delivered personally or by telephone, not later than the day before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purpose thereof except as otherwise in these By-Laws expressly provided. Notice of any meeting of the Board need not be given to any director, if waived by him in writing or by telegraph, cable or facsimile whether before or after such meeting is held or if he shall be present at the meeting.

Section 9. **Resignations.** Any director of the Corporation may resign at any time by giving written notice to the Chairman of the Board, the President or the Secretary of the Corporation. The resignation of any director shall take effect at the time specified therein and, un-



less otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. **Removal of Directors.**- Any director may be removed, either with or without cause, at any time, by the affirmative vote of the stockholders holding or representing at least two-thirds (2/3) of the outstanding capital stock entitled to vote at a regular meeting or at a special meeting of the stockholders called for the purpose and held after due notice as provided in Section 28 of the Corporation Code. The vacancy in the Board caused by any such removal may be filled by the stockholders at such meeting without further notice, or at any regular or at any special meeting called for the purpose after giving notice as prescribed by the Corporation Code.

Section 11. **Vacancies.**- Any vacancy in the Board of Directors caused by death, resignation, disqualification, or any other cause, except by removal or expiration of term may be filled by the majority vote of the remaining directors then in office, constituting a quorum, and each director so elected shall hold office for a term to expire at the next annual election of directors, and until his successor shall be duly elected and qualified, or until his death, resignation or removal in the manner herein provided.

Section 12. **Compensation.**- Except for reasonable per diems, directors, as such, shall be entitled to receive only such compensation as may be granted to them by the vote of the stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders. In no case shall the total yearly compensation of directors, as such, exceed 10% of the net income before income tax of the Corporation during the preceding year.

ARTICLE V : Committees

Section 1. **Executive Committee.**- The Board of Directors may, by resolution or resolutions passed by a majority of all its members, create an executive committee whose members shall be appointed by the Board. At least three (3) members of the executive committee shall be members of the Board and who may act on all matters within the scope of the powers of the Board of Directors, except those reserved to the Board of Directors as provided in Section 35 of the Corporation Code. The executive committee shall keep regular minutes of its proceedings and report the same to the Board whenever required. The Board shall have the power to change the members of the executive committee at any time, to fill vacancies therein and to discharge or dissolve such committee either with or without cause.

Section 2. **Other Committees.**- The majority of all the members of the Board of Directors may by resolutions create other committees with such powers and functions as may be delegated to them by the Board. All such committees shall keep a record of their proceedings and report the same to the Board, whenever required. The Board shall have the power to appoint and remove the members of such committees and may at any time with or without cause dissolve any of such committees.

ARTICLE VI : Officers

Section 1. **Number.-** The officers of the Corporation shall be a Chairman of the Board, a Vice-Chairman, a President, one or more Vice-Presidents, a General Manager, a Secretary, a Treasurer and such other officers as may from time to time be elected or appointed by the Board of Directors. Any two or more positions may be held concurrently by the same person, except that no one shall act as President and Secretary or as President and Treasurer at the same time.

Section 2. **Election, Term of Office & Qualifications.-** The Chairman of the Board, the Vice Chairman, the President, the Vice President(s), the General Manager, the Secretary and the Treasurer shall be elected annually by affirmative vote of a majority of all the members of the Board of Directors. Each officer shall hold office until his successor is elected and qualified in his stead, or until he shall have resigned or shall have been removed in the manner hereinafter provided. Such other officer as may from time to time be elected or appointed by the Board of Directors shall hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as the Board of Directors may determine. The Chairman of the Board, the Vice Chairman and the President shall be chosen from among the directors, and the Secretary shall be a resident and a citizen of the Philippines.

Section 3. **Removal.-** Any officer may be removed, either with or without cause, by the vote of a majority of the whole Board of Directors.

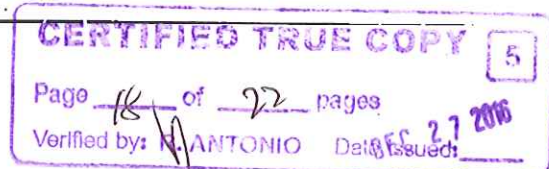
Section 4. **Resignations.-** Any officer may resign at any time by giving written notice to the Board of Directors, to the Chairman or Vice Chairman of the Board, or to the President. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. **Vacancies.-** A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled for the unexpired portion of the term by the Board of Directors.

Section 6. **Chairman of the Board.-** The Chairman of the Board shall, if present, preside at all meetings of the stockholders and of the Board of Directors. The Chairman shall also perform such other duties as shall from time to time be assigned to him by the Board of Directors.

Section 7. **Vice-Chairman of the Board.-** In the absence of the Chairman, the Vice Chairman of the Board shall preside at all meetings of the stockholders and of the Board of Directors. The Vice Chairman shall also perform such other duties as shall from time to time be assigned to him by the Board of Directors.

Section 8. **President.-** The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision of the business and affairs of the Corporation. He shall, in the absence of both the Chairman and the Vice Chairman of the Board, preside at all meetings of the stockholders and of the Board of



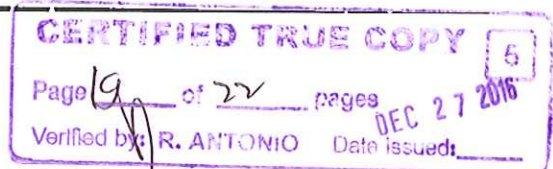
Directors. He may sign with the Secretary any or all certificates of stock of the Corporation; provide the stockholders and the Board of Directors such reports, memoranda, accounts and data which may be required of him; and, in general, perform all duties incident to the office of the President and such other duties as may from time to time be assigned to him by the Board of Directors or as prescribed by these By-Laws.

Section 9. **Vice Presidents.**- At the request of the President, any Vice President who is also a director, or in the absence or disability of the President, the most senior Vice President who is also a director, shall perform all the duties of President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice President shall perform such other duties as may, from time to time, be assigned to him by the Board of Directors or the President.

Section 10. **The General Manager.**- The General Manager shall exercise direct and active management of the business and operations of the Corporation; execute and implement the orders, resolutions and policies of the Board of Directors; submit such reports, memoranda, accounts and data which may be required of him by the President or the Board of Directors; and, in general, exercise such powers and perform such duties as may be incidental to his office or the management of the Corporation.

Section 11. **The Secretary.**- The Secretary, who must be a Filipino citizen and a resident of the Philippines, shall keep or cause to be kept in books provided for the purpose the minutes of the meetings of the stockholders and of the Board of Directors; shall give, or cause to be given, notice of all meetings of stockholders and directors and all other notices required by law or by these By-Laws; and in the case of his absence or refusal or neglect to do so, any such notice may be given by any person directed by the President, or by the directors or stockholders, upon whose request the meeting is called as provided in these By-Laws; shall be custodian of the records and of the seal of the Corporation and see that the seal or a facsimile thereof is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws, and shall attest the same; shall keep a register of the post office address of each stockholder, and make all proper changes in such register, retaining and filling his authority for all such entries; shall see that the books, statements, certificates and all other documents and records required by law are properly kept and filed; may sign with the President any or all certificates of stock of the Corporation; shall, unless otherwise determined by the Board of Directors, have charge of the original stock books, transfer books and stock ledgers and act as transfer agent in respect of the stock and securities of the Corporation; and, in general, shall perform all duties incident to the office of the Secretary, and such other duties as may, from time to time, be assigned to him by the Board of Directors or by the President.

Section 12. **The Treasurer.**- The Treasurer shall give such bond for the faithful performance of his duties as the Board of Directors may require. He shall have charge and custody of, and be responsible for, all funds, securities, evidences of indebtedness and other valuable documents of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws; at all reasonable times exhibit his books of account and records to any of the directors of the Corporation where such books and records are



kept; when required by the President or the Board of Directors render a statement of the condition of the finances of the Corporation, receive, and give, or cause to be given, receipts for money due and payable to the Corporation from any source whatsoever, and pay out money as the business of the Corporation may require; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors or by the President.

Section 13. **Compensation.**- The Board of Directors shall fix the salaries and bonuses of all officers enumerated in this Article VI. The compensation of all other officers shall be left to the discretion of the President. The fact that any officer is a director shall not preclude him from receiving a salary or bonus or from voting upon the resolution fixing the same.

Section 14. **Indemnification of Directors and Officers.** - 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 a 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 to be indemnified did not commit a breach of duty as such director or officer.

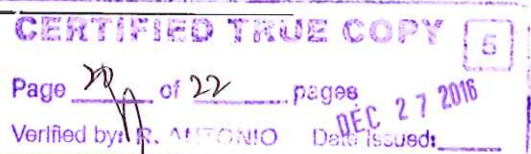
The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of the members of the Board of Directors.

The costs and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceedings 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 Section.

ARTICLE VII : Dividends and Finance

Section 1. **Fiscal Year.**- The fiscal year of the Corporation shall commence with the opening of business on the first day of January of each calendar year and shall close on the last day of December of the same calendar year.

Section 2. **Dividends.**- Cash and Stock dividends shall be declared only from the unrestricted retained earnings unless as may otherwise be allowed by law or regulation, and shall be payable at such time and in such manner and in such amounts as the Board of Directors and



stockholders respectively shall determine. No dividends shall be declared which would impair the capital of the Corporation.

Section 3. **Auditors.**- Auditors shall be designated by the Board of Directors prior to the close of the business in each fiscal year, who shall audit and examine the books of account of the Corporation, 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 or officer of the Corporation, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of Auditor. The compensation of the Auditor shall be fixed by the Board of Directors.

ARTICLE VIII: Seal

The seal of the Corporation shall indicate the name of the Corporation and the year of its incorporation, and shall be in such design and size as may be approved by the Board of Directors.

ARTICLE IX: Amendments

The By-Laws of the Corporation shall be subject to amendment, alteration or repeal, and new By-Laws, not inconsistent with any provision of law, may be made by the affirmative vote of a majority of the Board of Directors and a majority of the outstanding capital stock of the Corporation entitled to vote in respect thereof, given at an annual meeting or at any special meeting, provided that notice of the proposed amendment, alteration or repeal or of the proposed new By-Laws be included in the notice of such meeting.

The Board of Directors may likewise amend, alter or repeal By-Laws or adopt new By-Laws, at any regular or special meeting of the Board, if authorized by the stockholders as provided in Section 48 of the Corporation Code.

The foregoing By-Laws were adopted by all subscribers of the Corporation on MAY 10, 2000 at the principal office of the Corporation.

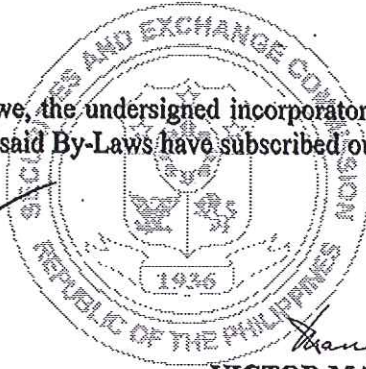
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User Name: SUPERCITY



IN ATTESTATION OF THE ABOVE, we, the undersigned incorporators, at said meeting and voting thereat in favor of the adoption of said By-Laws have subscribed our names this 10th of May 2000 at Pasig City.



Sylvia P. Opimion
SYLVIA OPIMION
Incorporator

Manafang
VICTOR MANARANG
Incorporator

Ferdinand Soliman
FERDINAND SOLIMAN
Incorporator

Nimfa Leonco
NIMFA LEONCO
Incorporator

Mylene Lim
MYLENE LIM
Incorporator

Wilfred O Uy
WILFRED O UY
Incorporator

William Chua
WILLIAM CHUA
Incorporator

ATTEST:

Ferdinand Soliman
FERDINAND SOLIMAN
Secretary of the Stockholders' Meeting

Date: 27-12-2016 Time: 8:47:52 AM

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561-8-01/ABKT/LMG/miles

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User Name: SUPERCITY

