

Republic of the Philippines  
Department of Commerce and Industry  
SECURITIES AND EXCHANGE COMMISSION  
Manila

11659  
DUPLICATE

CERTIFICATE OF FILING OF BY-LAWS

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the By-Laws of the

**PACIFICA, INC.**

copy annexed, adopted by the stockholders owning or representing at least a majority of all the subscribed capital stock on December 9, 1957, certified to by a majority of the Board of Directors and countersigned by the Secretary of the Corporation, was filed in this Office on the 7th day of January, 1958, pursuant to the provisions of Section 20 of the Corporation Law, Act 1459, as amended, and attached to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Manila, Philippines, this 7th day of January, in the year of our Lord nineteen hundred and fifty-eight, and of the Independence of the Philippines, the twelfth.

MARIANO G. PINEDA  
Commissioner

58/fe

**BY - LAWS**  
**of**  
**"PACIFICA, INC."**

**ARTICLE I**

**CERTIFICATE OF STOCK AND  
THEIR TRANSFER**

**Section 1.** - Each stockholder shall be entitled to one or more certificates of stock showing the number of shares registered in his name. It shall be signed by the President and countersigned by the Secretary of the Company and sealed with its corporate seal. The certificates of stock shall be issued in consecutive order and upon the stub of each certificate shall be entered the number of the certificate, date of issue, number of shares, name of the stockholders, address and such other pertinent data that may be necessary. The stub shall be signed by the stockholder upon issuance to him of the corresponding certificate and shall be considered, for all purposes of the corporation, as a valid receipt therefor from the stockholders. The necessary documentary stamps for each certificate of stock shall be borne by the stockholder, purchaser or transferee.

**Section 2.** - Every certificate surrendered for exchange or transfer shall be cancelled and affixed to the original stub in the certificate book and no new certificate shall be issued unless and until the old certificates have been so cancelled and returned to the corporation, or satisfactory proof of their loss or destruction is presented, in which case the provisions of Republic Act No. 201 shall be complied with.

**Section 3.** - Certificates of stock may be sold, transferred or hypothecated by indorsement or separate deed, but the corporation shall not consider any transfer effective, except as between the parties, until the indorsed certificate is submitted for cancellation and a new one issued in the name of the transferee.

**Section 4.** - All certificates submitted for transfer to another name shall be marked "CANCELLED" by the Secretary and attached to its corresponding stub whereon the following data shall be shown:

- a. - The date when the shares were transferred.
- b. - To whom transferred.
- c. - Number of shares transferred.
- d. - Number or numbers of the new certificate or certificates.

**Section 5.** - Duplicate certificate of stock may be issued, in lieu of any certificate or certificates alleged to have been lost or destroyed, only upon compliance with the requirements of Republic Act No. 201.

**Section 6.** - No transfer of certificates shall be entered on the Stock Register of the corporation within ten (10) days prior to any stockholders' meeting.

**Section 7.** - The Stock Book or Register shall be available for inspection by any stockholder during the office hours of the corporation.

**Section 8.** - No interest shall run on unpaid subscriptions until delinquent.

## ARTICLE II

### STOCKHOLDERS' MEETINGS

Section 1. - The annual meetings of the stockholders of the Company shall be held in the principal office of the Company in Manila, Philippines on the last Tuesday of December.

Section 2. - Special meetings of the stockholders may be called at the principal office of the company at any time by resolution of the Board of Directors or by order of the President and must be called upon the written request of stockholders registered as the owners of one-third of the total outstanding stock.

Section 3. - Notice of meeting written or printed for every regular or special meeting of the stockholders shall be prepared and mailed to the registered post office address of each stockholder and not less than ten (10) days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same. No failure or irregularity of notice of any meeting shall invalidate such meeting at which all the shareholders are present and voting without protest.

Section 4. - A quorum at any meeting of the stockholders shall consist of a majority of the voting stock of the company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters in which the laws of the Philippines require the affirmative vote of a greater proportion.

5. - Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing and duly presented to the Secretary for inspection and recorded at or prior to the opening of said meeting. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting.

Section 6. - Election of Directors shall be held at such annual meeting and shall be conducted in the manner provided by the Corporation Law of the Philippines, and with such formalities and manner as the officer presiding at the meeting shall then and there determine and provide.

Section 7. - Order of business at the annual meeting and as far as possible at all other meetings of the stockholders, shall be as follows:

1. - Calling the roll
2. - Secretary's proof of due notice of the meeting
3. - Reading and disposal of any unapproved minutes
4. - Reports of officers, annual and otherwise
5. - Election of directors
6. - Unfinished business
7. - New business
8. - Adjournment

## ARTICLE III

### DIRECTORS

Section 1. - The business and property of the company shall be managed by a Board of Seven (7) directors who shall be stockholders

and who shall be elected annually by the stockholders for the term of one year and shall serve until the election and acceptance of their duly qualified successors.

Section 2. - If any vacancy shall occur among the directors by death, resignation or otherwise, such vacancy may be filled by the majority vote of the remaining directors at any meeting at which a quorum shall be present. In case of vacancy in the Board, the remaining directors shall continue to act, but if, at any time, their number be reduced to less than a quorum the directors shall call a special meeting of the stockholders for the purpose of filling such vacancy.

Section 3. - The regular annual meeting of the Board of Directors shall be held without notice, at the principal office of the company or at such other place in the City of Manila as a majority of the Directors may designate immediately after the annual meeting of the stockholders of the company.

Section 4. - Special meetings of the Board of Directors may be called by the Secretary upon order of the President or any two (2) members of the Board of Directors and notices shall be made in the most convenient manner not less than twenty-four (24) hours before such special meeting, and the notice shall set the object and purpose of the same. A special meeting may be held at any place designated by the call within the City of Manila. If any member of the Board is outside of the City of Manila at the time the notice is required to be sent, the service of notice upon any person of sufficient discretion in his residence or in his office will be sufficient compliance.

Section 5. - Quorum - A quorum at any meeting of the Directors shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting, save and except any such matters in which the laws of the Philippines may require any affirmative vote of greater proportion of the members.

Section 6. - Each of the members of the Board of Directors shall be paid per diems for every regular and special meeting attended in the amount of THIRTY (P30.00) PESOS per meeting.

Section 7. - Officers of the company, as provided in these by-laws, shall be elected by the Board of Directors at their first meeting after the election of the Directors.

Section 8. - The order of business at any regular or special meeting of the Board of Directors shall be:

1. - Calling the roll
2. - Secretary's proof of due notice of meeting
3. - Reading and disposal of unapproved minutes
4. - Reports of officers
5. - Unfinished business
6. - New business
7. - Adjournment

#### ARTICLE IV

#### OFFICERS

Section 1. - The officers of the company shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers, the offices of whom may, from time to time, be created by the Board of Directors as the necessities of the company shall require.



These officers shall be elected to hold office for a term of one (1) year until their successors are elected and qualified.

The Board of Directors shall have the power to appoint other officers that may be necessary for the operations of the company.

Section 2.- The President shall preside at all meetings; shall have general supervision of the affairs of the company; shall sign all stock certificates, and, as authorized by the Board of Directors, all contracts and other instruments of the Company; shall see that the resolutions of the Board of Directors are duly executed and carried out; shall make reports to the Directors and Stockholders and shall perform all such other duties as are incident to his office or are properly required of him by the Board of Directors.

Section 3.- The Vice-President shall exercise all of the functions and perform all of the duties of the President in the absence of disability, for any cause, of the latter.

Section 4.- The Secretary shall issue notices of all meetings; shall keep their minutes; shall have charge of the seal and the corporate books; shall sign with the President the certificates of stock and such other instruments as require such signature, and shall make such reports and perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

Section 5.- The Treasurer shall have the custody of all money, securities and values of the company which come into his possession, and shall keep regular books of account. He shall deposit said money, securities and values of the company in such banking institutions in the City of Manila, as may be designated from time to time by the Board of Directors, subject to withdrawal therefrom only upon the checks or other written demands of the company which shall be signed by any two (2) of the following officers, namely:

- a.- President
- b.- Vice-President
- c.- Treasurer.

He shall perform all other duties incident to his duties and all that are properly required of him by the Board of Directors.

The compensation of the officers and employees of the corporation shall be fixed and determined by the Board of Directors.

## ARTICLE V

### DIVIDENDS & FINANCE

Section 1.- The Fiscal Year of the Company shall commence with the opening of business on the first day of January of each calendar year and shall close on the 31st day of December of the same year.

Section 2.- Dividends shall be declared only from the surplus profit and shall be payable at such time and in such manner and in such amounts

as the Board of Directors shall determine. No dividend shall be declared which will impair the capital of the company. Stock dividend may also be declared in accordance with law.

Section 3. - Auditors shall be designated by the Board of Directors prior to the close of business in such fiscal year, who shall audit and examine the books of account of the company 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 company, 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.

Section 4. - Inspection of Accounts by any member of the Board of Directors in person may be made at any and all times during business hours of the company and such inspection may embrace all books, records and vouchers of the company.

Inspection of the books, accounts and records of the company by the stockholders shall be limited to office hours of every business day.

#### ARTICLE VI

##### SEAL

Section 1. - The corporate seal of the company, unless otherwise ordered by the Board of Directors, shall be circular in form and bearing the words "PACIFICA, INC."

#### ARTICLE VII

##### AMENDMENTS

Section 1. - These by-laws may be amended, repealed or altered, in whole or in part, by a majority vote of the entire outstanding stock of the company at any regular meeting of the shareholders, or at any special meeting where such action has been announced in the call and notice of such meeting.

Section 2. - The Board of Directors may adopt additional rules in harmony with the foregoing by-laws and their amendments, but shall not alter, modify or repeal the foregoing by-laws and their amendments.

Section 3. - These by-laws shall take effect immediately after the approval of the stockholders.

#### CERTIFICATE OF APPROVAL

##### KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned stockholders of the PACIFICA, INC., a corporation organized and existing under the laws of the Philippines, representing more than two-thirds of all the subscribed capital stock of said corporation, have voted for the foregoing by-laws of said corporation, in a meeting of stockholders of said corporation this day duly held, whereby said by-laws were duly adopted by said corporation.

IN WITNESS WHEREOF, and in compliance with the requirements of the Corporation Law of the Philippines, we sign these presents at Manila, Philippines this 9th day of September, 1907.

*[Handwritten signature]*

*Dionis Laperal*  
OLIVERIO LAPERAL

*Emma L. de Laperal*  
EMMA L. DE LAPERAL

*GO DALLAN*  
GO DALLAN

*Rodolfo M. Lejano*  
RODOLFO M. LEJANO

*Alicia Gamara*  
ALICIA GAMARA

*Corazon Mendoza*  
CORAZON MENDOZA

*George Fernandez Lee*  
GEORGE FERNANDEZ LEE

*Bernardo Laperal*  
BERNARDO LAPERAL

*Wilfrido C. Tecson*  
WILFRIDO C. TECSON

*Carmelo Sison*  
CARMELO SISON

*John Litton*  
JOHN LITTON

*Juan Limaco*  
JUAN LIMACO

*Alberto P. Javira*  
ALBERTO P. JAVIRA

*Antonio Nieva*  
ANTONIO NIEVA

*Alfonso Tugiencco*  
ALFONSO TUGIENCCO

**KNOW ALL MEN BY THESE PRESENTS:**

That we, the undersigned directors of the "PACIFICA, INC." of the Philippine Islands, a corporation organized and existing under the laws of the Philippine Islands, do hereby certify that the undersigned directors are a majority of the directors of said corporation; that the counter-signature below is that of the Secretary of said corporation; that the foregoing document is a true copy of the code of by-laws of said corporation duly adopted by the affirmative vote of the stockholders representing more than two-thirds of the subscribed capital stock of said corporation and signed by the stockholders so voting.

IN WITNESS WHEREOF, we have hereunto set our hands at Manila, Philippines, this 9th day of December, 1967.

  
OLIVERIO LAPERAL  
Director

  
EMMA L. DE LAPERAL  
Director

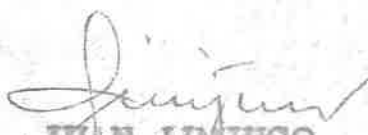
  
GO PALLAS  
Director

  
WILFRIDO C. TECSON  
Director

  
GEORGE F. LEE  
Director

  
JUAN LIMJOCO  
Director

  
RODOLFO M. LEJANO  
Director

  
JUAN LIMJOCO  
Secretary