REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor. Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. CS201629673

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

ALLDAY MARTS, INC.
(Formerly: ALL MARTS, INC. Doing business under the name/s and style/s of ALLDAY RX)

copy annexed, adopted on July 07, 2021 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 19th day of July, Twenty Twenty One.

DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

BA/qba

AMENDED BY LAWS
OF
ALLDAY MARTS, INC.

ARTICLE I
BOARD OF DIRECTORS

Section 1. The Board - The Board of Directors shall conduct all the business, control all property of the corporation and exercise the following corporate powers of the corporation:

a) To sue and be sued in the name of the corporation;

b) To adopt and use a corporate seal;

c) To amend the articles of incorporation in accordance with the **Revised** Corporation Code of the Philippines;

d) To adopt by-laws, not contrary to law, morals, or public policy, and to amend or repeal the same;

e) To issue or sell stocks to subscribers and to sell treasury stocks in accordance with the provisions of the **Revised** Corporation Code of the Philippines;

f) To purchase, receive, take or grant, hold, convey, sell, lease, pledge, mortgage and otherwise deal with such real and personal property, including securities and bonds of other corporations, as the transaction of the lawful business of the corporation may reasonably and necessarily require, subject to the limitations prescribed by law and the Constitution;

g) To enter into merger or consolidation with other corporations;

h) To make reasonable donations, including those for the public welfare or for hospital, charitable, cultural, scientific, civic, or similar purposes;

i) To establish pension, retirement, and other plans for the benefit of its directors, officers and employees; and

j) To exercise such other powers as may be essential or necessary to carry out the purposes of the corporation.

(*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

Section 2. Directors – The members of the Board of Directors must have at least one (1) share of the capital stock of the corporation. They shall serve for a period of one (1) year and until their successors are elected and qualified. **The Board of Directors shall have at least two (2) independent directors, or such number constituting at least twenty percent (20%) of such Board of Directors. At each organizational meeting of the Board of Directors following the annual meeting of the stockholders of the corporation, the Board of Directors may elect a Chairman, who shall preside at all meetings of the Board of Directors and stockholders, and a Vice Chairman, who shall preside at meetings of the Board of Directors and stockholders in the absence of the Chairman.** (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the* *stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

Section 3. Election -The directors shall be elected from among the stockholders during the annual meeting of the stockholders at the principal office of the corporation.

Section 4. Disqualification – **In addition to the disqualification of directors under Section 26 of the Revised Corporation Code, no stockholder convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Revised Corporation Code, committed within five (5) years prior to the date of election, shall qualify as a director. A stockholder shall not be eligible to be elected as a director if he is engaged in any business which competes with or is antagonistic to that of the corporation. Without limiting the generality of the foregoing, a person shall be deemed so engaged:**

(a) If he is an officer, manager, or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any corporation (other than the one in which the corporation owns at least 30% of the capital stock) engaged in a business which the Board of Directors, by at least three-fourths (3/4) vote, determines to be competitive or antagonistic to that of the corporation; or

(b) If he is an officer, manager, or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any other corporation or entity, engaged in any line of business of the corporation, when in the judgment of the Board of Directors, by at least three-fourths (3/4) vote, the laws against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors; or

(c) If the Board of Directors, in the exercise of its judgment in good faith, determines, by at least three-fourths (3/4) vote, that he is the nominee of any person set forth in (a) or (b);

In determining whether or not a person is a controlling person, beneficial owner, or the nominee of another, the Board of Directors may take into account such factors as a business and family relationship.

Notwithstanding the foregoing prohibition, a stockholder may still be qualified or eligible for nomination or election to the Board of Directors if:

(a) The perceived competing business controls the corporation (i.e., competing business owns at least majority of the corporation), is under common control with the corporation (i.e., the same ultimate beneficial stockholder has control of both corporations), or is controlled by the corporation (i.e., at least majority of the competing business is owned by the corporation); or

(b) The perceived competing business is a related party to the corporation where the nominee in question is a person identified as a person with significant influence over the corporation and the perceived competing business or the nominee in question is a member of the key management personnel of the corporation and the perceived competing business.

For the proper implementation of this provision, all nominations for the election of directors by the stockholders shall be submitted in writing to the Corporate Governance Committee on or before such date that the Board of Directors may fix. *(As* amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).

Section 5. Compensation - The directors shall receive, as such directors, reasonable per diems for their attendance at each meeting of the Board**, as well as reasonable compensation**, **in accordance with Section 29 of the Revised Corporation Code. Other than the foregoing,** any compensation may be allowed subject to the approval of stockholders representing at least a majority of the outstanding capital stock of the corporation. (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

Section 6. Vacancies - 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 called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Section 7. Board Committees – The Board of Directors shall constitute an Audit Committee and a Corporate Governance Committee and such other Committees that the law and the Corporate Governance Code may mandate. In addition, the Board of Directors may create other internal committees with the powers determined by the Board of Directors. All established committees shall be required to have Committee Charters stating in plain terms their respective purposes, membership, structures, operations, reporting processes, resources, and other relevant information, including the standards for evaluating the performance of the Committees. (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

Section 8. Corporate Governance Committee – The Corporate Governance Committee shall assist the Board of Directors in fulfilling its corporate governance responsibilities. The Committee shall review and evaluate the qualifications of all persons nominated to the Board as well as those nominated to other positions requiring appointment by the Board of Directors. The Committee shall be composed of at least three (3) members of the Board of Directors, two (2) of whom shall be independent directors. (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

Section 9. Audit Committee – The Board of Directors shall constitute an Audit Committee which shall be composed of members of the Board of Directors, at least two (2) of whom shall be independent directors, including the committee's chairperson, preferably with accounting, auditing or related financial management expertise or experience. The Audit Committee shall provide oversight of the Corporation's financial reporting and control and internal and external audit functions. It shall be responsible for the setting up of the Internal Audit Department and for the appointment of the Internal Auditor as well as the independent external auditor who shall both report directly to the Audit Committee. It shall monitor and evaluate the adequacy and effectiveness of the internal control system. Further, the Audit Committee shall have explicit authority to investigate any matter within its terms of reference, full access to and cooperation by management and full discretion to invite any director or executive officer to attend meetings, and adequate resources to enable it to effectively discharge its functions. (*As amended on July 7, 2021 by at* *least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

ARTICLE II
MEETINGS OF DIRECTORS

Section 1. Meetings - Regular meetings of the Board of Directors shall be held anywhere in or outside of the Philippines on a date adopted by the Board. Special meetings may be called at any time, for any purpose or purposes, by the President or upon the request of a majority of the directors. **Meetings may be attended by the Directors either in person or through video or teleconference or such other means as may be subsequently permitted by applicable law or regulation.** (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

Section 2. Notice - The notice of the meeting shall be communicated by the Secretary to each director personally, or by telephone or by written or electronic message at least **two (2) days** prior to the scheduled meeting. It shall indicate the date, time and place of the meeting. A director may waive this requirement, either expressly or impliedly. (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

Section 3. Quorum - A majority of the number of 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. **For purposes of determining whether a quorum exists, directors attending through video or teleconference shall be counted as present at the particular meeting**. (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

Section 4. Conduct of the Meeting - The **Chairman, or in his absence, the Vice Chairman,** shall preside at the meetings of the Board. **In the absence of the Chairman and Vice Chairman, the President or** any other director chosen by the Board **shall preside at the meeting**. The Secretary shall act as secretary of every meeting, if not present, the **Chairman** shall appoint a secretary for the meeting. The directors cannot attend or vote by proxy at board meetings. (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*)

ARTICLE III
OFFICERS

Section 1. Election / Appointment - Immediately after their election, the Board of Directors shall formally organize by the election of the President, **who** must be **a** director, a Treasurer, who may or may not be a director, and a Secretary, who shall be a citizen and resident of the Philippines. (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*)

The Board may appoint other officers in addition to the above-mentioned officers. 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. (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

Section 2. Term of Office - All officers of the corporation shall serve for a term of one (1) year and until their successors are duly elected and qualified.

Section 3. Vacancies - All vacancies in the position of the officers shall be filled by a majority vote of the Board of Directors. The elected successor shall hold office for the unexpired term.

Section 4. Compensation - The Board of Directors shall determine the compensation of all officers, as well as, directors who may serve in any other capacity as officer or agent of the corporation.

ARTICLE IV
DUTIES AND FUNCTIONS OF OFFICERS

Section 1. **President– The President, who shall be a director, shall be the highest ranking executive of the corporation and also have administration and direction of the day-to-day business affairs of the corporation. He** shall supervise and manage the business affairs of the corporation; initiate and develop corporate policies, projects, plans and programs; implement true administrative and operational policies of the corporation; execute on behalf of the corporation all contracts, agreements and other instruments affecting the interest of the corporation; represent the corporation at all functions and proceedings; preside at the meetings of the Board of Directors and the stockholders **in the absence of the Chairman**; appoint, remove, suspend or discipline employees of the corporation; oversee the preparation of the budgets and the statements of accounts of the corporation; and perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s), subject always to his supervision or control. (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

Section 2. Secretary - The Secretary shall record the minutes of all meetings of the directors and the stockholders; keep record books including ledgers and stock and transfer books; keep the corporate seal and affix it to all papers and documents requiring a seal; certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required by law or by government rules and regulations; send all notices of the corporation and determine the attendance in the meetings of the Board of Directors and stockholders, the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting and the existence of a quorum, and the votes in any resolution during such meetings; and 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.

Section 3. Treasurer - The Treasurer of the corporation shall have custody of, and be responsible for all the funds, securities and bonds of the corporation and deposit them 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 come* under his control; keep full and accurate accounts of receipts and disbursements in the books of the corporation; prepare and render an annual statements showing the financial condition of the corporation and such other financial reports, certifications or documents as the Board of Directors, or the President, **Chairman,** or government agencies may require; and perform such duties and functions as may be assigned to him by the Board of Directors or the President. *(As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

Section 4. Chief Financial Officer. The Chief Financial Officer, who may or may not be a stockholder of the Corporation, should not be a member of the Board of Directors. He/she shall be elected by the Board and shall hold office at the pleasure of the Board. He must be a resident of the Philippines and an individual competent in all matters relating to finance, fiscal management, and accounting, in order to optimize and achieve the implementation and realization of the Corporation's financial goals, objectives, and budgets. *(As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

ARTICLE V
STOCKS AND STOCKHOLDERS

Section 1. Stockholders - Stockholders of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. They shall pay interest on all unpaid subscriptions from the date of subscription at the rate of interest fixed in the subscription agreement.

Section 2. Stock Certificate - Certificates of stock shall be issued to stockholders with fully paid stock subscription. The certificates shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal; **provided that, in case any stock certificate is countersigned by a duly appointed stock transfer agent, transfer clerk, or registrar, the signatures of the President and Corporate Secretary or Assistant Corporate Secretary, upon such certificate, may be facsimiles, which can be engraved or printed on the same**.

In connection with the listing of the Corporation's shares on the Philippine Stock Exchange, Inc. ("PSE"), unless subsequently certificated, all the issued and outstanding shares of the Corporation will be in scripless form through the electronic book-entry system of the Corporation's stock transfer agent and lodged with the depository agent as required by the PSE. Legal title to uncertificated shares will be shown in an electronic register of shareholders which shall be maintained by the stock transfer agent of the Corporation. *(As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

Section 3. Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares of stock may be transferred by delivery of the certificates duly indorsed by the owner, his attorney-in-fact, or other legally authorized person **or by written instructions to the Corporate Secretary in case of uncertificated shares.** No transfer shall be valid, except as between the parties, until the transfer is recorded in the books of the corporation so as to show the names of the parties to the transaction, the date of the transfer, the number of certificate or certificates and thenumber of shares transferred.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation. (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

Section 4. Rights of Stockholders - All stockholders of the corporation shall have the following rights:

a) To participate and vote during the meetings of the stockholders;

b) To vote and be voted as director or officer of the corporation;

c) To inspect the records of all business transactions of the corporation and the minutes of any meeting at reasonable hours on business days and may demand, in writing, for a copy of excerpts from said records or minutes, at his expense;

d) To exercise appraisal right on instances stated in Section **80** of the **Revised** Corporation Code;

e) To receive dividends declared by the board of directors; and

f) To share in the distribution of the remaining assets of the corporation after its dissolution and liquidation of its assets. (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

Section 5. STOCK TRANSFER AGENT - The Corporation shall engage the services of a duly licensed transfer agent to maintain a registry of the Corporation's issued and outstanding shares and monitor transfers of the Corporation's shares. (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

ARTICLE VI
MEETINGS OF STOCKHOLDERS

Section 1. Meetings - The stockholders shall hold annual or regular meetings of the corporation on the first **Monday of July** of each year, if a legal holiday, then on the day following. **Upon approval of and upon notice by the Board of Directors, meetings may be attended by the stockholders either in person or by remote communication through video or teleconference or such other means as may be permitted by applicable law or regulation.**

Special meetings may be called by any of the following: (a) Board of Directors, at its own instance, or at request of stockholders representing a majority of the outstanding capital stock, (b) the President, **or (c) such number of shareholders of the Corporation in accordance with Section 49 of the Revised Corporation Code and applicable law and regulations**. (*As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation*).

the Board of Directors may fix in advance a date as the record date for any such determination of stockholders. A determination of stockholders of record entitled to notice of or to vote or be voted at a meeting of stockholders shall apply to any adjournment of meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting. *(As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. 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 gross 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 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 proceeding, 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 Article. *(As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

ARTICLE VIII
DIVIDENDS

Section 1. Dividends - The Board of Directors may declare dividends out of the unrestricted retained earnings of the corporation which shall be payable in cash, property, or stock to all stockholders of record. Stock dividends cannot be issued without the approval of the stockholders representing not less than two-thirds (2/3) of the outstanding capital stock.

Any cash dividends due on delinquent stock shall first be applied to the unpaid balance on the subscription plus costs and expenses while stock dividends shall be withheld from the delinquent stockholders until their unpaid subscription is paid.

Cash dividend payouts shall be done through electronic means such as direct bank transfer and the like, as may be decided by the Board of Directors. The corporation shall request stockholders to provide account details or other reference number/s needed for the transfer. Stockholders who fail to provide account details or other reference number/s shall receive their dividend payout by

Section 2. Place of Meeting – Stockholders' meetings shall be held in the principal office of the corporation stated in Article III of the articles of incorporation or at any place designated by the Board of Directors in the city or municipality indicated therein.

Section 3. Notice - Notices for the meetings shall be sent by the Secretary by personal delivery, by mail or electronic message at least **twenty one (21) days** for regular meetings and **seven (7) business days** for special meetings**, or such other period as may be allowed by applicable regulation,** prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose for which the meeting is called.

When the meeting 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 **decided**. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting. *(As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

Section 4. Quorum - Unless otherwise provided by law, in all meetings 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 number of stock shall be present.

Section 5. Conduct of Meeting - Meetings shall be presided over by the **Chairman**; or in his absence, by **the Vice Chairman; or in the absence of the Vice Chairman,** a chairman to be chosen by the Board of Directors. The Secretary shall act as secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting. *(As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

Section 6. Proxy - Stockholders may vote in person or by proxy in all meetings of stockholders. Proxies shall be in writing, signed by the stockholder and filed before the scheduled meeting with the corporate secretary. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended.

All proxies must be in the hands of the secretary at least five (5) business days before the scheduled meeting. Such proxies filed with the Secretary may be 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 July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

Section 7. Fixing Date for Determination of Stockholders of Record – For purposes of determining the stockholders entitled to notice of, or to vote or be voted at any meeting of stockholders or any adjournments thereof, or entitled to receive payment of any dividends or other distribution or allotment of any rights, or for the purpose of any other lawful action, or for making any other determination of stockholders, the Board of Directors may provide that the stock and transfer book be closed at least twenty one (21) days for regular meeting and seven (7) days for special meetings before the scheduled date of meeting. In lieu of closing the stock and transfer books,

check which will be available for pickup at such designated offices announced in the Corporation's website and in regulatory disclosures. *(As amended on July 7, 2021 by at least a majority of the Board of Directors and by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).*

ARTICLE **IX**
FISCAL YEAR

Section 1. 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.

ARTICLE **X**
AMENDMENTS

Section 1. Amendments - The Board of Directors, by majority vote thereof, and the owners of at least a majority of the outstanding capital stock of the corporation, at a regular or special meeting duly called for the purpose, may amend or repeal these by- laws or adopt new by-laws.

- SIGNATURE PAGE FOLLOWS -

IN WITNESS WHEREOF, we, the undersigned incorporators/stockholders have adopted the foregoing by-laws and hereunto affixed our signatures this December 14, 2016 in the City of Muntinlupa, Philippines.

Benjamarie Therese N. Serrano
TIN: 119-618-951

Frances Rosalie T. Coloma
TIN: 119-618-513

Camille A. Villar
TIN: 235-183-601

Earl B. Millanes
TIN: 209-684-312

Jo Marie C. Lazaro Lim
TIN: 225-076-376