

BY -LAWS

OF

ARPACORP

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I. THE TIME, PLACE AND MANNER OF CALLING AND CONDUCTING REGULAR OR SPECIAL MEETINGS OF THE DIRECTORS.

- a) Regular meetings of the board of directors of the corporation shall be held monthly.
- b) Special meetings of the board of directors may be held at any time upon the call of the president.
- c) Meetings of directors may be held anywhere in or outside of the Philippines, unless the by-laws provide otherwise. Notice of regular or special meetings stating the date, time and place of the meeting must be sent to every director or trustee at least one (1) day prior to the scheduled meeting, unless otherwise provided by the by-laws. A director may waive this requirement, either expressly or impliedly.

II. THE TIME AND MANNER OF CALLING AND CONDUCTING REGULAR OR SPECIAL MEETINGS OF THE STOCKHOLDERS.

- a) Regular or annual meetings of stockholders shall be held annually on January 15.
- b) Written notice of regular meetings shall be sent to all stockholders of record at least two (2) weeks prior to the meeting.
- c) Special meetings of stockholders shall be held at any time deemed necessary.
- d) Written notice of special meetings shall be sent to all stockholders at least one week prior to the meeting.
- e) Stockholders' meetings, whether regular or special, shall be held in the city or municipality where the principal office of the corporation is located, and if practicable in the principal office of the corporation. Metro Manila shall, for the purpose of this provision, be considered city or municipality.

III. THE REQUIRED QUORUM IN MEETINGS OF STOCKHOLDERS

- a) The required quorum in meetings of stockholders shall consist of the stockholder/s representing a majority of the outstanding capital stock.

IV. THE FORM FOR PROXIES OF STOCKHOLDERS AND THE MANNER OF VOTING THEM

- a) 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. No proxy shall be valid and effective for a period longer than five (5) years at any one time.

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V. THE QUALIFICATIONS, DUTIES, TERM AND COMPENSATION OF DIRECTORS

a) No person convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of this Code, committed within five (5) years prior to the date of his election shall qualify as a director. Every director must own at least one (1) share of the capital stock of the corporation, which share shall stand in his name on the books of the corporation. Any director who ceases to be the owner of at least one (1) share of the capital stock of the corporation shall thereby cease to be a director. A majority of the directors must be residents of the Philippines.

b) The corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation be controlled and held by the board of directors to be elected from among the holders of stocks, who shall hold office for one (1) year and until their successors are elected and qualified.

c) The directors shall not receive any compensation, as such directors, except for reasonable per diems. Any compensation may be granted to directors by the vote of the stockholders representing at least a majority of the outstanding capital stock at a regular or special stockholders' meeting. In no case shall the total yearly compensation of directors, as such directors, exceed ten (10%) percent of the net income before income tax of the corporation during the preceding year.

VI. THE MANNER OF ELECTION OR APPOINTMENT, QUALIFICATION AND THE TERM OF OFFICE OF ALL OFFICERS OTHER THAN DIRECTORS

a) Immediately after their election, the directors of a corporation must formally organize by the election of a PRESIDENT, who shall be a director, a TREASURER who may or may not be a director, a SECRETARY who shall be a resident and citizen of the Philippines, and such other officers as may be provided in the by-laws. Two (2) or more positions may be held concurrently by the same officer, however no one shall act as PRESIDENT and SECRETARY or as PRESIDENT and TREASURER at the same time. The officers of the corporation shall hold office for one (1) year and until the successors are elected and qualified. The officers of the corporation shall perform functions as required by existing laws, rules and regulations.

VII. FISCAL YEAR

a) The fiscal year of the corporation shall begin on January 1 and shall end December 31 of each year.

VIII. SEAL

a) The corporate seal shall be determined by the Board of Directors.

IX. MISCELLANEOUS PROVISIONS:







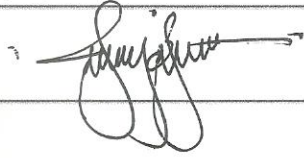
a) Matters not covered by the provisions of these by-laws shall be governed by the provisions of the Corporation Code of the Philippines.

IN WITNESS WHEREOF, we, the undersigned incorporators and/or stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 6th day of February at Makati City, Philippines.







Name	TIN/Passport No.	Signature
MA ALMA SALVADOR FAJARDO	213 543 362 000	
JACKIE LOU SAPITULA PARINAS	300 226 525 000	
ALEXANDER MELBOURNE CALCETA	155 775 641 000	
ROMMEL YADAN CATABIAN	164 272 595 000	
HERBERT SABONG SEMAN	207 351 498 000	
SIEGFRED JAN YLAY PASCASIO	230 909 246 000	
FEDERICK JOE PRESNILLO FAJARDO	215 490 729 000	



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