



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
 Metro-Manila

S.E.C. Reg. No. 6609

CERTIFICATE OF FILING OF AMENDED BY-LAWS

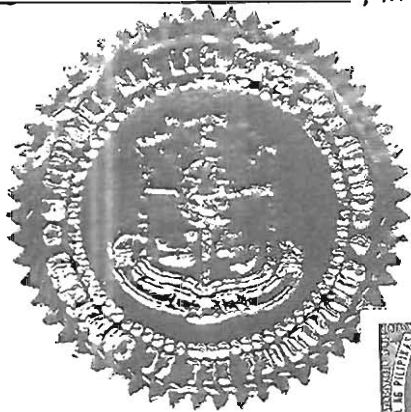
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended By-Laws of the

FIL-HISPANO CERAMICS, INC.

on **April 12, 1994**
 copy annexed, adopted by majority vote of the Board of Directors and the stockholders
 owning or representing at least a majority of all the outstanding capital stock on _____
May 10, 1994, certified to by a majority of the Board of Directors
 and countersigned by the Secretary of the Corporation, was ~~filed with~~ ^{approved by} this Office on the
14/2 day of September, 1994 pursuant to the provisions of Section
 48 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 1,
 1980, 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 Mandaluyong, Metro Manila, Philippines this 14/2 day of
September, in the year of our Lord nineteen hundred and ninety-four.



Eloisa C. Gloria
 FE ELOISA C. GLORIA
 Associate Commissioner



6604

**ELEVENTH AMENDED
BY-LAWS**
OF
FIL-HISPANO CERAMICS, INC.

ARTICLE I

STOCK

SECTION 1. CAPITAL STOCK. The capital stock shall comprise of common shares. These shares shall be classified either as Class "A" or Class "B". Class "A" COMMON SHARES, which may be subscribed by, purchased by, and transferred to Philippine or foreign nationals, shall at no time be more than Forty (40%) per cent of said COMMON SHARES; and Class "B" COMMON SHARES which may be subscribed by, purchased by, and transferred only to Philippine nationals, shall at all times be not than sixty (60%) per cent of the COMMON SHARES provided that Certificate of Authority from the Board of Investments shall be obtained. (As amended on 23 May 1985).

SECTION 2. CERTIFICATE OF STOCK. Each stockholder whose share of stock has been paid in full shall be entitled to a stock certificate or certificates for such share or shares of stock.

The certificates of stock shall be in such form and design as may be determined by the Board of Directors. Every certificate shall be numbered in the order in which it is issued and signed by the President or in his absence by any of the Vice Presidents, countersigned by the Secretary or Assistant Secretary and shall bear the seal of the Corporation. Upon the stub of each certificate issued shall be entered the name of the person, firm or corporation owning the stock represented by the certificate, the number of

shares for which the certificate is issued, the date of issue, and in case of cancellation the date of such cancellation and any other date which may be considered pertinent or convenient.

Every certificate surrendered for exchange or transfer of stock shall be cancelled and affixed to the original stub in the stock book, and no new certificate shall be issued in exchange for cancelled certificates until the old certificates have been so cancelled or returned to its place in the stock book, except in the cases provided for in Section 4 of this Article 1.

SECTION 3. STOCK AND TRANSFER BOOK. There shall be kept by the Secretary of the Corporation a book to be known as the "Stock and Transfer Book" wherein the names of the stockholders shall be recorded alphabetically, their postal addresses, the number of shares of stock held by them respectively, the dates of said shares were acquired, the amounts paid on account thereof, as well as all other entries that the law and the convenience of the Corporation may require.

The transfer of stock shall be made by means of indorsements of the corresponding certificates by the owner or his attorney-in-fact and the transfer shall be duly recorded in the transfer book of the Corporation upon surrender of the certificate or certificates representing the stock to be transferred. All powers of attorney or authority to transfer stock shall be in writing, duly executed and filed with the Corporation. The Board of Directors may appoint some suitable entity or individual to facilitate transfers by stockholders under such regulations as the Board may from time to time prescribe.

The Stock and Transfer Book shall be closed for transfer during five (5) days before the annual general elections, and likewise during five (5) days immediately preceding the declaration of dividends; but it shall continue to be subject to the inspection of the stockholders during office hours even if the book is closed for transfer in the two cases above-mentioned.

SECTION 4. LOSS OR DESTRUCTION OF CERTIFICATES. The Board of Directors may authorize and direct the issuance of new certificate or certificates or stock in place of any certificate or certificates theretofore issued and alleged to have been lost or destroyed pursuant to and under the proceedings prescribed by Republic Act No. 201 or any other subsequent law or laws pertinent thereto.

In case of issuance of new certificate or certificates in lieu of those which were lost or destroyed, they shall be marked in the face with the word "DUPLICATE" and with the note that they have been ~~issued~~ issued in place of these which were lost or destroyed, mentioning the numbers of the latter and the fact that they have been cancelled.

SECTION 5. INTERESTS. The unpaid portion of the subscribed stock are not subject to pay interest except from the date fixed by the Board of Directors for its payment, and, in such case, the rate of interest shall be Ten Per Cent (10%) per annum on the unpaid delinquent portion in accordance with the pertinent provisions of the Corporation Law Act No. 1459.

SECTION 6. For every certificate of stock issued by the Corporation originally or upon a transfer of stock, or as "duplicate" in lieu of lost or destroyed certificates, the Corporation shall collect the sum of Fifty Centavos (₱0.50) as fee in addition to the cost of the corresponding documentary stamps payable therefor.

ARTICLE II

STOCKHOLDERS' MEETING

SECTION 1. ANNUAL MEETINGS. The annual meeting of the stockholders shall be held at the principal office of the Corporation in Valenzuela, Bulacan at 3:00 o' clock in the afternoon of the second Tuesday of May of each year, unless such day shall be held holiday, in which case it shall be held on the next business day following. (As amended, 25 March 1976 and 7 November 1980, 23 May 1985).

SECTION 2. SPECIAL MEETINGS. Special meetings of the stockholders may be called by the President of the Corporation, or by order of the Board of Directors, whenever he or it may deem it necessary, and it shall be the duty of the President to order and call such special meeting whenever the holders of the record of not less than twenty per centum (20%) of the outstanding capital stock of the Corporation with voting privilege shall be in writing so request.

SECTION 3. NOTICES. Notices of the time and place of annual meetings of the stockholders need not be given to the stockholders, but in case of special meetings, notice of the time and place shall be given either personally or by mail, addressed to each stockholder with the Secretary of the Corporation, or at his last known post office address, at least one (1) week before the date set for such meeting. The notice of every special meeting shall state briefly the purpose of the meeting, and no other business shall be acted upon at such meeting except by the consent of all the stockholders of the Corporation entitled to vote present at such meeting. Notices of such meetings need be published in the newspapers except when necessary to comply with special requirements of the Corporation Law.

SECTION 4. QUORUM. A quorum for any meeting of the stockholders shall consist of a majority of the voting stock of the Corporation, and a majority of such quorum shall decide any question at the meeting, save and except in those matters where the Corporation Law requires the affirmative vote of a greater proportion.

SECTION 5. ORDER OF BUSINESS. The order of business at the annual meeting of the stockholders shall be as follows:

- 1) Proof of the required notice of the meeting;
- 2) Proof of the presence of a quorum;
- 3) Reading of the minutes of the previous meeting and action taken thereon;
- 4) Report of the Board of Directors;
- 5) Unfinished business;
- 6) New business;
- 7) Election of Directors for ensuing year.

The order of business to be followed at any meeting may be changed by a vote of majority in interest of the stockholders entitled to vote at such meeting.

SECTION 6. VOTING. At every stockholders' meeting every stockholder entitled to vote shall be entitled to one (1) vote for each share of stock registered in his name in the books of the Corporation; provided, however, that in the case of election of directors, every stockholder entitled to vote shall be entitled to cast his vote at his option in accordance with the provisions of the Corporation Law in such case made and provided. Every stockholder entitled to vote may so vote by proxy in proper cases. The instrument authorizing a proxy in to act shall be exhibited to and filed with the Secretary of the Corporation.

ARTICLE III

DIRECTORS

SECTION 1. BOARD OF DIRECTORS. The corporate powers of the Corporation shall be exercised, its business conducted and its property controlled by a Board of Directors which shall be composed of Eleven (11) members, at least seven (7) of whom shall be Filipino citizens, to be elected among the stockholders in an annual meeting or in extraordinary meeting to be called for this purpose, and they shall hold office for one (1) year and until their successors shall have been duly elected and qualified. The notice for election shall be given in the same manner as that provided for in the case of meetings of stockholders.

Should there be, at any election of Directors, more than four (4) nominees who are not Filipino citizens and who should, by reason of the vote cast, otherwise be all elected were it not for the foregoing citizenship requirements in the composition of the Board, only the four (4) of the aforementioned non-Filipino nominees obtaining the highest number of votes among themselves shall qualify as Directors, and the rest shall be deemed to be disqualified each to be correspondingly substituted by other Filipino nominees as duly elected Directors in the order of votes garnered.

The Board of Directors shall hold regular monthly meetings at such time and place as the Board may prescribe. Special meetings may be called by the Chairman of the Board or by written request of two (2) Directors. Notices of all special meetings of the Board of Directors shall be mailed to each Director at his last known address, or delivered to him personally, or left at his desk at his office or transmitted by telegram or telephone at least one (1) day previous to the date fixed for the meeting. No notice need be given of

regular meetings of the Board of Directors held at the time and the place previously fixed by the Board.

SECTION 2. ELECTION AND APPOINTMENT. Immediately after the election of the Directors, they shall convene and shall elect among themselves: ;

1. The Chairman of the Board and Chief Executive Officer
2. A Vice-Chairman of the Board
3. The President and Chief Operating Officer
4. The Treasurer

The Board shall then elect the following officers none of whom need be a Director or a stockholder, namely:

1. The Vice President for Finance/ Administration
2. The Vice President for Operations
3. The Vice President for Marketing
4. The Corporate Secretary
5. The Assistant Corporate Secretary
6. The Assistant Treasurer." *(As amended on 12 April 1991)*

and 10 May 1991

SECTION 3. VACANCIES. If any vacancy shall occur among the Directors by reason of death, resignation, or for any other cause, such vacancy shall be filled by the remaining Directors, constituting a quorum at any of its regular or special meetings. The Director or Directors so chosen shall act as such only for the unexpired term, unless sooner removed in accordance with law.

SECTION 4. POWERS. The Board of Directors shall have the management of the business of the company and such powers and authorities as are herein by these By-Laws or by status of the Philippines expressly conferred upon it.

Without the prejudice to the general powers hereinabove conferred, the Board of Directors shall have the following express powers:

a. - From time to time to make and change rules and regulations not in consistent with these By-Laws for the management of the Company's business and officers;

b. - To purchase or otherwise acquire for the Company, rights or privileges which the Company is authorized to acquire at such price and on such terms and conditions and for such consideration as it shall from time to time see fit;

c. - To pay for any property or rights acquired by the company or to discharge obligations of the Company either wholly or partly in money or in stock, bonds, debentures or other securities of the company;

d. - To borrow money for the company and for such purpose to create, make and issue mortgages, bonds, deeds of trust and negotiable instrument or securities, secured by mortgage or pledge or property belonging to the Company; provided, that, as hereinafter provided, the proper officers of the Company shall have these powers unless expressly limited by the Board of Directors;

e. - To delegate, from time to time, any of the powers of the Board in the course of the current businesses of the company to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the company with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit and lawful;

f. - To fix the salaries, remunerations and bonuses of the officers and important employees of the Corporation;

g. - To create from time to time such new positions, such as Assistant Vice President, Assistant Managers, Assistant Treasurers and such other positions as the business of the Corporation may require; and to determine their duties and fix their salaries, remunerations and bonuses;

h. - To create an Executive Committee, by a resolution passed by a majority of all the members of the Board, five (5) of whom shall be directors, which shall include the Chairman and Chief Executive Officer and the President and Chief Operating Officer. The Executive Committee, when the Board is not in session, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation except as specifically limited by these By Laws, or by law, or by the Board. The Board shall have the power at any time to remove and replace the members of, and fill vacancies in, the Executive Committee.

i. - To create an Advisory Committee consisting of not more than five (5) members, who need not be members of the Board, the primary purpose of which is to advise the Board on such other matters as the Board may refer.

j. - To create an Executive Compensation Committee of not less than three (3) nor more than five (5) members, who must be members of the Board, the primary purpose of which is to study and propose for consideration of the Board such executive compensation schemes, salaries, bonuses as may be required and to perform such other duties as the Board may refer.

(As amended on 12 April 1924 and 10 May 1924)

SECTION 5. COMPENSATION OF DIRECTORS. The compensation of the members of the Board of Directors shall be at such reasonable amount as may be determined by the Board, subject to ratification by the stockholders of the Company. (As amended, 25 May 1985).

SECTION 6. MINUTES. Minutes of all meetings of the Board of Directors shall be kept and carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be acquired by law.

ARTICLE IV

OFFICERS

SECTION 1. GENERAL. The officers of the Corporation shall consist of a Chairman of the Board, a Vice Chairman of the Board, a President, a Vice President for Finance/Administration, a Vice President for Operations, a Vice President for Marketing, a Treasurer, an Assistant Treasurer, a Corporate Secretary and an Assistant Corporate Secretary, whose powers and duties shall be as hereinafter provided and as the Board of Directors may fix in conformity with the provisions of these By-Laws. (As amended on 12 April 1984 and 10 May 1984)

SECTION 2. ELECTION, VACANCY. All the abovementioned officers shall be elected by each new Board of Directors at the first meeting after its election. Every officer should be subject to removal at any time by the Board of Directors. All officers, unless removed, shall hold office until their successors are appointed and qualified. If any vacancy shall occur among the officers of the Corporation, such vacancy shall be filled by the Board of Directors.

Unless it is expressly prohibited by the law or by the present By-Laws, or unless the positions are incompatible, two or more positions may be discharged by the same person who shall receive the corresponding compensation assigned to such position.

SECTION 3. CHAIRMAN AND VICE CHAIRMAN OF THE BOARD.

The Chairman of the Board, or in his absence or incapacity, the Vice Chairman of the Board, shall preside over all the meetings of the Board of Directors and the stockholders. He shall further have such powers and duties as the Board may prescribe.

SECTION 4. THE PRESIDENT. The President of the Corporation shall be the chief operating officer and shall have general management and direction of the business and affairs of the Corporation. His powers and duties are as follows: (As

Amended on 12 April 1941 and 10 May 1941.)

- a. He shall sign with the Secretary any of all certificates of stock of the Corporation;
- b. He shall sign and execute in the name of the Corporation all debts, mortgages, bonds contracts or instruments authorized by the Board of Directors except in those cases where the signing shall be expressly delegated by the Board of Directors; or by these By-Laws to some other officers or agents of the Corporation or shall be required by law otherwise to be signed or executed;
- c. He may affix the seal of the Corporation to any instrument requiring the same;
- d. He shall cause the execution and the carrying out of the resolutions passed in any meeting of the stockholders or of the Board of Directors;

e. He shall perform any other duty that may be delegated to him by the Board of Directors;

f. He shall have the power to appoint or remove the Vice Presidents, the Corporate Secretary, the Assistant Corporate Secretary and the Assistant Treasurer, subject to the confirmation of the Board of Directors.

The President shall be paid a compensation to be fixed by the Board of Directors. *(As amended on 12 April 1944 and 10 May 1944)*

SECTION 5. THE VICE PRESIDENT. The Vice Presidents shall act as assistants to and under the direction of the President, and shall have such powers and perform such duties as the Board of Directors may from time to time prescribe and as may be assigned to them from time to time by the President.

SECTION 6. THE TREASURER. The Treasurer shall have the charge of the funds, securities, receipts and disbursements of the Corporation. He shall deposit or cause to be deposited all moneys and other valuable effects of the Corporation in such banks or trust companies as the Board of Directors may designate. He shall render to the President or the Board of Directors whenever required, an account of all transactions made by him as Treasurer. He shall keep correct books of account of all business transactions of the Corporation. All checks paid out of the Corporation shall be signed by him jointly with the President, or with the Vice President for Finance/Administration or any other officer authorized by the Board. *(As amended on 12 April 1944 and 10 May 1944)*

SECTION 7. THE CORPORATE SECRETARY. Every year, at the first meeting of the Board of Directors, a Secretary shall be appointed by the President subject to the confirmation of the Board. The Secretary shall prepare and keep the minutes of all the meetings of the stockholders and of the Board of Directors and attend to the correspondence and file

of the Corporation; he shall sign; jointly with the President or in the absence of the latter, with any one of the Vice Presidents as the case may be, all the certificates of stock; he shall keep and affix the seal of the Corporation; he shall record all the transfer of stock and their cancellation; he shall keep records alphabetically of all the stockholders, their names, addresses and number of shares of the stockholders own; he shall have the custody of the stock and transfer books of the Corporation and all books and document which the Board may require to be kept by him; he shall attend to the sending of advices, notices and calls and shall execute all other duties, acts and functions which the Board of Directors may assign to him.

SECTION 8. DISBURSEMENT OR PAYMENTS. All disbursements or payments by checks shall be signed by the Treasurer and countersigned by the President or the General Manager. In the absence of the Treasurer, the checks shall be signed by the Vice President for Finance/Administration and countersigned by the President; and in case two or all of them are absent, the Board shall appoint the persons who may jointly sign the checks and orders of payment. *As amended on 12 April and 10 May 1994*

Either the Vice President for Finance/Administration or the Treasurer may authorize the payment in case of any purchase or settlement of an obligation, or expenses incurred, whenever the amount does not exceed more than Five Hundred Pesos (P500.00). However, if the amount involved is more than Five Hundred Pesos (P500.00), the payment must be made by the Vice President for Finance/Administration and the Treasurer jointly. *As amended on 12 April 1994 and 10 May 1994*

SECTION 9. THE ASSISTANT SECRETARY. The Assistant Secretary shall assist the Secretary in the performance of his duties and in the absence of the latter, he shall take

over the duties of the Secretary unless the Board of Directors provide otherwise. He shall further perform such duties as the Board may, from time to time, prescribe. *(An amendment on 12 April and 10 May 1961.)*

SECTION 10. THE ASSISTANT TREASURER. The Assistant Treasurer shall assist the Treasurer in the performance of his duties, and in the absence of the latter, he shall take over the duties of the Treasurer unless the Board of Directors provide otherwise. He shall further perform such duties as the Board may, from time to time, prescribe. *(An amendment on 12 April and 10 May 1961.)*

ARTICLE V

MISCELLANEOUS PROVISIONS

SECTION 1. OFFICE OF THE FIRM. The principal office and place of business of the Corporation shall be established in the Municipality of Valenzuela, Province of Bulacan and subsidiary, branches and agencies may be established in other parts other Philippines and abroad as the Board of Directors may deem necessary and convenient.

SECTION 2. FISCAL YEAR. The fiscal year of the Corporation shall be the calendar year.

SECTION 3. INSPECTION OF ACCOUNT. The books, accounts and records of the Corporation shall be opened at all times. Stockholders may inspect said books, accounts and records at reasonable business hours.

SECTION 4. AUDITORS. The stockholders shall, at their annual meeting, designate and appoint the external auditors of the Corporation, upon the recommendation of the President.

SECTION 5. SEAL OF THE CORPORATION. The seal of the Corporation shall be composed of a concentric circle within which the name of the Corporation shall appear in English and the words "Manila, Philippines", and in the center the words "Incorporated 1952".

ARTICLE VI

AMENDMENTS

SECTION 1. AMENDMENTS OF BY-LAWS. These By-Laws may be amended or repealed by the owners of the majority of the subscribed capital stock entitled to vote at any regular or special meeting duly called for the purpose.

* * * * *

ADOPTED in the City of Manila, Philippines, this 10th day of July 1957, A.D., by the affirmative vote of the undersigned stockholders representing a majority of all the subscribed capital stock of the Corporation entitled to vote.

(SGD.) JUDITH G. MARQUEZ-LIM

(SGD.) JOSE A. MARQUEZ-LIM

(SGD.) ALICE M.L. COSETENG

(SGD.) NORMA M.L. JALANDONI

(SGD.) EMERSON T. COSETENG

(SGD.) JOSE MARQUEZ-LIM, JR.

R11-AA (rab 11)
/vcs/rae