



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

COMPANY REG. NO. 108270

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

GOLDEN BRIA HOLDINGS, INC.
(Formerly: GOLDEN HAVEN, INC.)

copy annexed, adopted on February 01, 2018 by majority vote of the Board of Directors and on February 15, 2018 and February 20, 2018 by the written assent 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 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, 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 6th day of March, Twenty Eighteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

AMENDED BY LAWS
OF
GOLDEN BRIA HOLDINGS, INC.¹
(Formerly, Golden Haven, Inc.)

ARTICLE I - CAPITAL STOCK

Section 1. CERTIFICATE OF STOCK. Certificate of Stock shall be issued to each holder of fully paid stock subscriptions in numerical order from the stock certificate book and shall be signed by the President and countersigned by the Secretary and sealed by the Secretary with the corporate seal. A record of each certificate issued shall be kept on the stub thereof and upon the stock registry of the corporation.

Section 2. TRANSFER OF STOCK. Transfer of stock shall be made by indorsement of the certificate and delivery thereof, or by written instructions to the Corporate Secretary in case of uncertificated shares, but the transfer shall not be effective and binding so far as the corporation is concerned until duly registered upon the books of the corporation. ***(As amended on March 21, 2016)***

Section 3. LOST CERTIFICATE. Lost certificates may be replaced in accordance with the provisions of the Corporation Code of the Philippines.

ARTICLE II - STOCKHOLDERS MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of stockholders of this corporation shall be held on the 15th of July each year, if it falls on a Saturday, Sunday or holiday, on the following business day, at any time of the day and the venue of the Company's annual stockholders meeting may be called at the principal office of the Company or at any place designated by the Board of Directors in the city or municipality where the principal office of the Company is located. ***(As amended on April 1, 2017)***

Section 2. SPECIAL MEETING. Special meetings of the stockholders may be called at the principal office of the Company or at any place designated by the Board of Directors in the city or municipality where the principal office of the Company is located at any time by resolution of the Board of Directors or by order of the President, or upon the written request of stockholders registered as the owners of the ONE THIRD (1/3) of the total outstanding capital stock. ***(As amended on April 1, 2017)***

Section 3. NOTICE. Notice of meetings for every meeting, regular or special, shall be made in writing and sent by personal delivery or mailed to the registered post office address of each stockholder not less than fifteen (15) business 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. ***(As amended on March 21, 2016)***

¹ As approved by the Board of Directors on 01 February 2018 and by the written assent of the stockholders of record on 15 February 2018 on 20 February 2018

Section 4. QUORUM. A quorum at any meeting of the stockholders shall consist of a majority of the outstanding capital stock of the corporation represented in person or by proxy, and a majority of each quorum shall decide any question that may come before the meeting, save and except in those matters in which the Corporation Laws require the affirmative vote of greater proportion.

Section 5. PROXIES. Stockholders may vote at all meetings the number of shares registered in their respective names either in person or by proxy only given in writing and presented to the Secretary for inspection and record at or prior to the opening of such meeting.

Section 6. ELECTION. Election of the Board of Directors shall be held in the month of April, and at each meeting therefore, and shall be conducted in this manner and machinery as the officer presiding at the meeting shall then and there determine and provide.

Section 7. ORDER OF BUSINESS. The order of business at the annual and special 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

Section 8. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE. For the purpose of determining the stockholders entitled to notice of, or vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, or of making a determination of stockholders for any other purpose, the Board of Directors may provide that the stock transfer books be closed for a stated period of at least twenty (20) business days immediately preceding the date of any meeting of the stockholders, or the date for the payment of any dividend, or the date for the allotment of rights or the date when the any change or conversion or exchange of capital shall go into effect, unless the applicable rules and regulations of the Securities and Exchange Commission or the Philippine Stock Exchange provide for a different period. ***(As amended on March 21, 2016)***

ARTICLE III - BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS. The business and property of the corporation 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 and shall serve until the election and acceptance of their duly qualified successors. Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of the term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, said vacancies must be filled by the stockholders in a regular or special meeting called for that purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Any vacancy resulting from the removal of a director by the stockholders in manner provided by law may be filled by election at the same meeting of stockholders without further notice or at regular or any special meeting of the stockholders called for the purpose, after giving notice as prescribed in these By-Laws. ***(As amended on March 21, 2016)***

Section 2. INDEPENDENT DIRECTORS. There shall be at least two (2) independent directors or such number of independent directors that constitutes twenty percent (20%) of the members of the Board, whichever is lesser, but in no case less than two (2). For this purpose, an independent director shall mean a person other than an officer or employee of the corporation, its parent or subsidiaries, or any other individual having relationship with the corporation, which would interfere with the exercise of independent judgment in the fulfillment of the responsibilities of a director and as may be further defined by laws or regulations from time to time.

The conduct of election of independent directors shall be in accordance with the standard election procedures for regular directors as provided in these By-Laws, subject to such special rules as may be required by law or regulation from time to time.

It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors, and to ensure that independent directors are elected during the stockholder's meeting.

Specific slots for independent directors shall not be filled up by the unqualified nominees.

In case of failure of election for independent director, a separate election shall be called to fill up the vacancy. ***(As amended on March 21, 2016)***

Section 3. REGULAR MEETINGS. The regular meeting of the Board of Directors shall be held at the principal office of the corporation and maybe called by the President at any time held in the principal office of the corporation and maybe called the by President at any time or by any three members of the Board, or such special meetings may be held at any time or place without notice by the unanimous written consent of all the members of the Board. ***(As amended on March 21, 2016)***

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held in the principal office of the corporation and maybe called by the President at any time or by any three members of the Board, or such special meetings may be held at any time or place without notice by the unanimous written consent of all the members of the Board. ***(As amended on March 21, 2016)***

Section 5. NOTICES. Notices of any meetings, regular or special, shall be mailed by the Secretary to each member of the Board of Directors not less than two (2) days before such meeting, and notices of special meetings shall state the object and purpose thereof. ***(As amended on March 21, 2016)***

Section 6. QUORUM. A quorum at any meeting of the Board of Directors shall consist of a majority of the entire membership of the Board and unless otherwise provided or required by law, every decision of a majority of the quorum duly assembled as a Board shall be valid as corporation act. Meetings may be attended by the Directors either in person or

through video or teleconference or such other means as may subsequently be permitted by applicable law or regulation. ***(As amended on March 21, 2016)***

Section 7. ELECTION OF OFFICERS. Officers of the corporation as provided by the by-laws shall be elected by the Board of Directors at their first meeting after the election of Directors. If any office become vacant during the year, the Board of Directors shall fill the same for the unexpired terms. The compensation of all officers and employees shall be fixed by the Board of Directors. ***(As amended on March 21, 2016)***

Section 8. ORDER OF BUSINESS. 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 the meeting
3. Reading and disposal of any unapproved minutes
4. Reports of officers
5. Unfinished business
6. New business
7. Adjournment

(As amended on March 21, 2016)

Section 9. NOMINATION COMMITTEE. The Nomination Committee of the Board shall have at least three (3) members, all of whom should be directors and at least one of whom shall be an independent director. The Nomination Committee shall promulgate the guidelines for the nomination and screening of the regular and independent directors consistent with the current requirements of applicable laws of regulations.

Only a stockholder of record entitled to notice and to vote at the regular or special meeting of the stockholders for the election of directors shall be qualified to be nominated and elected as a regular or independent director of the Corporation. ***(As amended on March 21, 2016)***

Section 10. AUDIT COMMITTEE. The Audit Committee shall be composed of at least three (3) directors as members, preferably with accounting and finance background, at least one of whom shall be an independent director and another should have related audit experience. The Chairman of this Committee should be an independent director. The Audit Committee shall be responsible for inculcating in the minds of the Board Members the importance of management responsibilities in maintaining a sound system of internal control and the Board's oversight responsibility.

The Audit Committee shall perform the following specific functions:

- a. Provide oversight over the senior management's activities in managing credit market liquidity, operational, legal, and other risks of the Corporation. This function shall include receiving from senior management periodic information on risk exposures and risk management activities;
- b. Provide oversight of the Corporation's internal and external auditors;

- c. Review and approve audit scope and frequency and the annual internal audit plan;
- d. Discuss with the external auditor before the audit commence the nature and the scope of the audit, and ensure coordination where more than one audit firm is involved;
- e. Be responsible for setting up an internal audit department and consider the appointment of an internal auditor as well as an independent external auditor, the audit fee, and any question of resignation or dismissal;
- f. Monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system;
- g. Receive and review reports of internal and external auditors and regulatory agencies, where applicable, and ensure that management is taking appropriate corrective actions, in a timely manner in addressing control and compliance functions with regulatory agencies;
- h. Review the quarterly, half year and annual financial statements before submission to the Board, focusing particularly on:
 - i. Any change/s in accounting policies and practice;
 - ii. Major judgmental areas;
 - iii. Significant adjustment resulting from the audit;
 - iv. Going concern assumption;
 - v. Compliance with accounting standards; and
 - vi. Compliance with tax, legal and stock exchange requirement;
- i. Be responsible for coordinating, monitoring, and facilitating compliance with existing laws, rules and regulations. It may also constitute a Compliance Unit for this purpose.
- j. Evaluate and determine non-audit work by external auditor and keep under review the non-audit fees paid to the external auditor both in relation to their significance to the auditor and in relation to the Corporation's total expenditure on consultancy. The non-audit work should be disclosed in the annual report;
- k. Established and identify the reporting line of the chief audit executive so that the reporting level allows the internal audit activity to fulfill its responsibilities. The chief audit executive shall report directly to the Audit Committee functionally. The Audit Committee shall ensure that the internal auditors have free and full access to all the Corporation's records, properties and personnel relevant to the Internal audit activity and that the internal audit activity should be free from interference in determining the

scope of the internal auditing examinations, performing work, and communicating results and shall provide a venue for the Audit Committee to review and approve the annual internal audit plan. *(As amended on March 21, 2016)*

Section 11. COMPENSATION COMMITTEE. The Board may constitute a Compensation and Remuneration Committee which shall be composed of at least three (3) directors as members, at least one (1) of whom should be an independent director. The Compensation Committee may establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Corporation's culture, strategy and control environment. *(As amended on March 21, 2016)*

ARTICLE IV – OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a President, a Vice-President, a Treasurer, a Secretary, and these officers shall be elected to hold office for the term of one year and shall serve until their successors are elected and qualified.

Section 2. PRESIDENT. The President elected by the Board from among its members shall preside at all meetings. He shall have the power to sign certificates of stock, to sign and execute contracts and instruments of conveyance in the name of the corporation, to sign checks, drafts, note and orders for the payment of money and to appoint and discharge agents and employees, subject to the approval of the Board of Directors. He shall have general and active management of the business of the corporation and shall perform all the duties incident to the office of the President.

Section 3. VICE-PRESIDENT. The Vice-President shall have such power to perform each duties as may be delegated to them by the Board of Directors. In the absence or disability of the President, he shall perform the duties and exercise the powers of the President, if qualified.

Section 4. TREASURER. The Treasurer shall have custody of all funds and securities of the corporation which may come into his hands. He shall render to the President or the Board of Directors a financial statement of the corporation and all transactions made by him as Treasurer. He shall keep correct books of account of all business transactions of the corporation.

Section 5. SECRETARY. The Secretary, who must be citizen and resident of the Philippines, shall issue notices of all meetings, shall keep the minutes if all meetings shall have charge of the seal and the corporate books. He shall countersign the signatures, 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.

ARTICLE V – DIVIDENDS

Section 1. FISCAL YEAR. The fiscal year of the corporation shall commence with the opening of the business day on the first of January of each calendar year, and shall close on the thirty first day of December of the same year.

Section 2. DIVIDENDS. Dividends shall be declared only from the unrestricted retained earnings of the Company and shall be payable at such times and in such amounts on the Board of Directors shall determine, and shall be payable in cash or in shares of the unissued stock of the corporation or both, as said Board of Directors shall determine. No dividends shall be declared that will impair the capital of the corporation and no stock dividends may be issued without the approval of the stockholder representative of at least two-thirds (2/3) of all capital stock then outstanding and entitled to vote.

Section 3. AUDITORS. Auditors shall be designated by the Board of Directors prior to the close of business in each fiscal year, who shall audit and examine the book of accounts of the corporation, and shall certify to the Board of Directors and the stockholders the annual balance 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.

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

Inspection of the books, accounts and records of the corporation by the stockholders shall be made on such reasonable hours of every business day.

ARTICLE VI – SEAL²

The corporate seal of the corporation shall bear the following words:

GOLDEN BRIA HOLDINGS, INC.

ARTICLE VII – AMENDMENTS

These By-Laws may be amended, repealed or altered in whole or in part in accordance with the provisions of the Corporation Law by the vote of the majority of the outstanding capital stock and majority of the Board of Directors.

² *As approved by the Board of Directors on 01 February 2018 and by the written assent of the stockholders of record on 15 February 2018 on 20 February 2018*

The foregoing By-Laws consisting of seven pages were adopted by the unanimous consent of all the owners of the outstanding stock of the corporation at the First Meeting of the Stockholders held in National Road, Pamplona , Las Pinas, Metro Manila, on September 30, 1982

IN WITNESS WHEREOF, we the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said By-Laws, have hereunto subscribed our names with the Secretary and with the Chairman of the same do likewise with our signature attest.

(SGD) EDITA TAN-ONG
Chairman

(SGD) CORAZON C. MANALON-DAVILA
Director

(SGD) ROSARIO H. JAVIER
Director

(SGD) EDNA C. ADVINCULA
Director

(SGD) CATHERINE B. RIVERA
Director

KNOW ALL MEN BY THESE PRESENTS

That we, the undersigned members of the Board of Directors and the Secretary of the Corporation denominated GOLDEN HAVEN MEMORIAL PARK, INC. do hereby certify that the attached Code of By-Laws is a true and correct copy of the By-Laws which was unanimously adopted at a meeting of the stockholders of the said corporation held on September 30, 1982 at National Road, Pamplona, Las Pinas, Metro Manila, at which all the stockholders are present.

(SGD) EDITA TAN-ONG
Chairman

(SGD) CORAZON C. MANALON-DAVILA
Director

(SGD) ROSARIO H. JAVIER
Director

(SGD) EDNA C. ADVINCULA
Director

SGD. CATHERINE B. RIVERA
Director

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA)S.S.

Before me, this September 30, 1982, personally appeared:

Name
Edita Tan-Ong
Corazon C. Manalog-Cavila
Rosario H. Javier
Edna C. Advincula
Catherine B. Rivera



Known to me and me to known to be the same persons who have executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed. The foregoing instrument consist of eight pages refer to as By-Laws.

IN WITNESS WHEREOF, I have hereunto signed and sealed these presents at the place and on the date above written.

Doc No. 583;
Page No. 40;
Book No. 20;
Series of 1982

SGD. ATTY REALUBIN
Notary Public