



Republic of the Philippines
Securities and Exchange Commission
 EDSA, Greenhills, Mandaluyong
 Metro-Manila

S.E.C. Reg. No. 0108270

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

WHEREAS, Articles of Incorporation and By-Laws duly signed and acknowledged for the organization of the

GOLDEN HAVEN MEMORIAL PARK, INC.

under and in accordance with the provisions of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, were presented for filing in this Commission on October 13, 1982, and a copy of said Articles and By-Laws are hereto attached;

NOW, THEREFORE, by virtue of the powers and duties vested in me by law, I do hereby certify that the said Articles of Incorporation and By-Laws were, after due examination to determine whether they are in accordance with law, duly registered in this Commission on the 16 day of November, Anno Domini, Nineteen Hundred and eighty-two.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 16 day of November, in the year of our Lord nineteen hundred and eighty-two.

Julio A. Sulit, Jr.
 Associate Commissioner



ARTICLES OF INCORPORATION
OF
GOLDEN HAVEN MEMORIAL PARK, INC.

82 OCT 13 AIO: 47

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age and citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

First: That the name of said corporation shall be -
GOLDEN HAVEN MEMORIAL PARK, INC.

Second: That the purposes for which the said corporation is formed are as follows:

PRIMARY PURPOSE

To carry on the business of management company in all the elements and details thereof and to develop, organize, sell funeral plans providing for funeral services and merchandise, pertaining thereto to be delivered in the future planholders, to buy, develop and sell cemetery plots, funeral niches, urns, markers and all types of merchandise, equipment and services pertaining to the cemetery and mortuary business.

SECONDARY PURPOSES

(a) To buy, acquire, invest, hold, sell dispose or otherwise deal in stocks, bonds, notes, drafts, debentures, acceptances, bills of exchange, commercial papers, warrants or other negotiable securities of other companies without necessarily engaging in the business as stock broker or dealer.

(b) To buy, sell, mortgage, encumber, hold, own, exchange, rent or otherwise acquire and dispose or, and to develop, improve, manage and generally to deal and trade in real property, improved and unimproved, and wherever situated; and to build, erect, construct, alter, maintain, sell or otherwise dispose of buildings,

structures, and other improvements on real property; without however engaging in real estate subdivision business;

(c) To conduct researches, investigations and examinations, of business and enterprises of every kind and description, throughout the world with the aim of securing information and particulars for the investment and employment of capital;

(d) To undertake and transact all kinds of business relating to the gathering and distribution of financial and investment information and statistics throughout the world;

(e) To borrow or raise money for any of the purposes of the corporation, and, from time to time, to draw, make accept, endorse, execute and issue bonds, debentures, notes, drafts, acceptances, bills of exchange, warrants and other negotiable or non-negotiable instruments and evidences of indebtedness and other securities; and to secure the payment thereof and of the interest thereon by mortgage upon or pledge of, or conveyance or assignment in trust of, the whole or any part of the property and franchises of the corporation, real, personal, and mixed, tangible or intangible, and wherever situated, whether at the time owned or thereafter acquired; and to issue, sell, negotiate, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

(f) To acquire all or any part of the goodwill, right, property and business of any individual, association, or corporation; to pay for the same in cash or in shares of stock, bonds, notes or other obligations of the corporation, or otherwise to hold, utilize, operate, reorganize, liquidate, and in any manner dispose of the whole or any part of the goodwill, rights, property and business so acquired; to assume in connection therewith the whole or any part of the liabilities and obligations of any such person, association or corporation; and to conduct in any lawful manner the whole or any part of the business thus acquired;

(g) To carry on the business of exporter and importer, as principal, factor, agent or commission merchant in respect to buying, selling, trading or dealing in any kind of goods, as well as to carry on the business of warehousing, merchandising and general brokerage;

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(h) To produce, process, manufacture, buy, sell or otherwise deal in any and all commodities, wares, equipments, facilities, supplies and merchandise of whatever kind and nature which may be deemed desirable and are legal objects of commerce; *except the manufacture of food, drugs & cosmetics.*

(i) To conduct its business and maintain branch offices both within and outside the Philippines and any foreign countries and places, and to purchase or otherwise acquire, hold, possess, convey, transfer or otherwise dispose of real and personal properties therein to the extent that the same may be permissible under their respective laws;

(j) To enter, make, perform and carry out contracts of every kind and for any lawful purpose pertaining to the business of the corporation;

(k) To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, pledge, lease, sell, assign, or otherwise dispose of formulas, secret processes, distinctive marks, improvements, processes, trade names, trade marks, copyrights, patents, licenses, concessions and the like, whether used in connection with or secured under letters patent of, or issued by any country or authority; and to exercise, develop and grant licenses in respect thereof or otherwise turn the same to account;

(l) To carry out all or any part of the foregoing objects and purposes and to exercise any or all of the foregoing rights and powers, and to do any and all of the foregoing acts and things, as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with or jointly with, any individual, association or corporation;

(m) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the Philippines upon corporation formed under the Corporation Law.

Edna M. - Cing

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Corporation

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The foregoing clauses shall each be construed as purposes, object and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the corporation, and that they are in furtherance of, and in addition to, and not in limitation of, the general powers, conferred upon the corporation by the laws of the Philippines or otherwise; nor shall the enumeration of one thing be deemed to exclude another, although it is of like nature, not expressed.

Third: That the place where the principal office of the corporation is to be established or located in Las Piñas, Metro Manila.

Fourth: That the term for which the corporation is to exist is FIFTY (50) YEARS from and after date of incorporation.

Fifth: That the names and residences of the incorporators are as follows:

<u>NAMES</u>	<u>CITIZENSHIP</u>	<u>ADDRESS</u>
1. Edita Tan-Ong	Filipino	Polo, Valenzuela, Metro Manila
2. Corazon C. Mansion-Davila	Filipino	4426 Calatagan St., Makati, Metro Manila
3. Rosario E. Javier	Filipino	Fruto Santos Avenue, Zapote Las Piñas, Metro Manila
4. Edna C. Advincula	Filipino	316 P. Justo St., Caridad Cavite City
5. Catherine E. Rivera	Filipino	Y. Alfon St., BF Resort Village, Pamplona Las Piñas Metro Manila

Sixth: That the number of directors of said corporation shall be five (5) and the names, citizenship and residences of the

directors who are to serve until their successors are elected and qualified as provided by laws are as follows:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>ADDRESS</u>
1. Edita Tan-Ong	Filipino	Polo, Valenzuela, Metro Manila
2. Corason C. Manalon-Davila	Filipino	4426 Calatagan St., Makati Metro Manila
3. Rosario M. Javier	Filipino	Fruto Santos Avenue, Zapote Las Pinas, Metro Manila
4. Edna C. Advincula	Filipino	316 P. Agosto St., Jaridac Cavite City
5. Estebane B. Rivera	Filipino	Y. Alfon St., BF Resort Village, Pamplona, Las Pinas, Metro Manila

Seventh: That the capital stock of said corporation is THREE MILLION SIX HUNDRED THOUSAND (P 3,600,000) Philippine Currency, and said capital stock into THIRTY SIX THOUSAND (36,000) SHARES with a par value of ONE HUNDRED (P100.00) PESOS each share.

That no transfer of share or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock ownership shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall appear in all of its stock certificates.

Provided, however, that the subscription for and the ownership of all shares of stock in this corporation are made and taken upon the condition that any holder of shares of stock desiring to sell the same shall first offer his shares of stock to the other stockholders at book value of the same in the last balance sheet approved by the corporation. Said offer shall be given by means

of a registered letter addressed to the principal office of the corporation, or hand-delivered to the Secretary of the corporation who shall duly acknowledge delivery in writing and said offer shall stand within a period of thirty (30) days from the receipt of notice from the stockholders. After the lapse of said period of thirty (30) days from the receipt of notice and the stockholders shall fail to exercise such option to purchase, then the stockholder desiring to sell his shares in the corporation shall be free to sell his shares of stock to any third party. Any transfer or sale of his shares of stock by any stockholder to others without offering the same to the other stockholders shall be considered null and void.

And, provided, further, that this restriction shall be indicated in all its stock certificates.

Eight: That the amount of capital stock which has been actively subdivided is NINE HUNDRED THOUSAND PESOS (P900,000.00), Philippine Currency. The following persons have subscribed for the number of common shares and the amount of capital stock set out after their respective names:

<u>NAMES</u>	<u>ADDRESS</u>	<u>COMMON SHARES</u>	<u>CAPITAL STOCK SUBSCRIBED</u>
1. Edita Tan-Ong	Polo, Valenzuela, M.M.	2,610	P 261,000.00
2. Corazon J. Manalon- Davila	4426 Calatagan St., Makati Makati, Metro Manila	2,610.	261,000.00
3. Rosario M. Javier	Fruto Santos Avenue, Zapote Las Pinas, Metro Manila	1,350	135,000.00
4. Eena C. Advincula	316 P. Justo St., Caridad Cavite City	1,350	135,000.00
5. Catherine B. Rivera	Y. Alfon St., St. Resort Village, Pampanga, Las Pinas, Metro Manila	1,080 9,000	108,000.00 P900,000.00

Ninth: That the following persons have paid on the shares of capital stock for which they subscribed the amount set out after their respective names:

	<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
1.	Edita-Tan Ong	Polo, Valenzuela, N.H.	P. 145,000.00
2.	Corazon C. Manalon-Davila	4426 Calatagan St., Makati, Metro Manila	145,000.00
3.	Amario E. Javier	Fruto Santos Avenue Bapots, Las Piñas, N.H.	75,000.00
4.	Edna C. Advincula	316 P. Justo St., Caridad Cavite City	75,000.00
5.	Catherine B. Rivera	N. Alon St., HF Resort Village, Pasig, Las Piñas, Metro Manila	60,000.00
			<u>P. 500,000.00</u>

Tenth: That CATHERINE B. RIVERA has been elected by the subscribers as Treasurer of the corporation until her successor is duly elected and qualified in accordance with the By-Laws and that as such Treasurer, she has been authorized to receive for the corporation and to receive in its name for all subscriptions paid by said subscribers.

Eleventh: That all officers of said corporation shall receive such compensation as the Board of Directors may provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of September, 1982 at the City of Manila.

Edita Tan Ong
EDITA TAN-ONG
Director

Corazon C. Manalon-Davila
CORAZON C. MANALON-DAVILA
Director

[Signature]
ROSAPIO H. JAVIER
Director

[Signature]
EDNA C. ADVINCULA
Director

[Signature]
CATHERINE B. RIVARA
Director

WITNESSES

[Signature]
AURELIA B. PALENCIA

[Signature]
CAROLINA E. ROMAN

ACKNOWLEDGEMENT

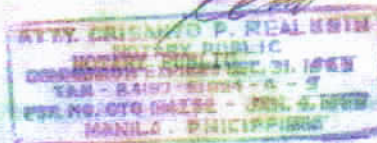
REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.

Before me, this _____ day of SEP 30 1982, 1982
personally appeared :

<u>NAVES</u>	<u>RES. CERT. #</u>	<u>DATE & PLACE OF ISSUE</u>
Edita Tan-Ong	6634037	4/13/82 ; Valenzuela, M.H.
Corason C. Manalon-Davila	1180363	7/5/82 ; Cavite City
Rosario H. Javier	5139688	3/2/82 ; LPMH
Edna C. Advincula	5440394	3/1/82 ; LPMH
Catherine B. Rivera	5130278	2/1/82 ; LPMH

known to me and to me 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 nine (9) pages refer to an Articles of Incorporation.

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



Dep. No. 272
Page No. 40
Book No. 24
Series of 1982

Edita Tan-Ong
Corason C. Manalon-Davila
Rosario H. Javier
Edna C. Advincula
Catherine B. Rivera
Mr. A

TREASURER'S AFFIDAVIT



1. That on September 30, 1982, I was duly elected by the subscribers in the foregoing Articles of Incorporation as Treasurer of the corporation, to act as such until her successor has been elected and qualified in accordance with the By-Laws of the Corporation, and that as such Treasurer, I have been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock;

3. And that at least ~~TWENTY (25%)~~^{FIVE} PERCENT of the entire number of authorized capital stock has been subscribed and at least TWENTY FIVE (25%) PERCENT of the subscription has been actually paid to her in cash for the benefit and to the credit of the corporation.

SUBSCRIBED AND SWORE to before me this SEP 30, 1982
1982 here at Ermita, Manila, affiant exhibiting to me her Residence
Certificate No. 5130278, issued on February 1, 1982 at Las Pinas, Metro
Manila

RYTU, KRILANTO P. REAL ESTATE
 REALTY PUBLIC
 COMPANY EXP. INC. 24, 1999
 7001 - 10th Street - A - 3
 2500 10th Street - West. of 10th
 10th Street - West. of 10th

Doc. No. 17;
Page No. 60;
Book No. 17;
Series of 1982.

SECURITIES
AND EXCHANGE
COMMISSION

September 30, 1982
82 OCT 13 4:47

The Chairman
Securities and Exchange Commission
EDSA, Mandaluyong
Metro Manila

RECORDS
DIVISION

S i r :

In connection with the registration of the Articles of
Incorporation/Partnership of the GOLDEN HAVEN MEMORIAL PARK, INC.
I, the undersigned representative and on behalf of the organizers
thereof, hereby manifest our willingness to change its corporate/
partnership name in the event another person, firm or entity has
acquired a prior right to the use of the said name or one deceptively
or confusingly similar to it. I further undertake to submit the
marital consent of the husband of Edita-Tan-Ong & Corazon Menelo Davila
on Oct. 29, 1982.
Very truly yours,


JERRY M. NAVARRETE
(Name)

249-N Sineguelasan, Bacoar, Cavite
(Address)

BY LAWS

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OF

RECORDS
DIVISION

GOLDEN HAVEN MEMORIAL PARK, INC.

ARTICLE I - CAPITAL STOCK

Section 1. CERTIFICATE OF STOCK. Certificate of Stock shall be issued to each holder of fully paid stock ^{subscribing} 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, but shall not be effective and binding so far as the corporation is concerned until duly registered upon the books of the corporation, and before a new certificate is issued the old certificate must be entered for cancellation and cancelled upon the face thereof.

Section 3. LOST CERTIFICATES. Lost certificates may be replaced in accordance with the provision of Republic Act, No. 201, now Section 73 of the New Corporation Code.

ARTICLE II - STOCKHOLDERS MEETINGS

Section 1. ANNUAL MEETINGS. The annual meeting of stockholders of this corporation shall be held in the principal office of the corporation on the first Saturday of April of every year, at 4:00 o'clock in the afternoon.

Section 2. SPECIAL MEETINGS. Special meetings of the stockholders may be called at the principal office of the corporation 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 ONE THIRD (1/3) of the total outstanding capital stock.

Editor in Chief

1/11

Secretary

Man
[Signature]

M/AD

Section 3. **NOTICE.** Notice of meetings for every meeting, regular or special, shall be made in writing and mailed to the registered post office address of each stockholder not less than five 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.

Section 4. **QUORUM.** A quorum at any meeting of the stockholders shall consist of a majority of the ^{authorized} ~~registered~~ 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 Law requires the affirmative vote of a 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 said meeting.

Section 6. **ELECTION.** Election of the Board of Directors shall be held in the month of April, and at each meeting thereafter, and shall be conducted in the manner and manner 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 meeting
3. Reading and disposal of any unexpired minutes
4. Reports of officers, annual and so
5. Election of Directors
6. Unfinished business
7. New business
8. Adjournment

ARTICLE III. - BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS. The business and property of the corporation shall be managed by a Board of five 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 vacancies may be filled by the remaining members of the Board consisting a quorum by a majority vote and the Director or Directors chosen shall serve for the unexpired term.

Section 2. REGULAR MEETINGS. The regular meeting of the Board of Directors shall be held at the principal office of the corporation on the last Saturday of each month at ten o'clock a.m. if said day be not a legal holiday, but if a legal holiday then on the next business day following.

Section 3. 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.

Section 4. 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 days before such meeting, and notices of special meetings shall state the object and purpose thereof.

Section 5. QUORUM. A quorum at any meeting of the Board of Directors shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may arise before the meeting.

Section 6. 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 term. The compensation of all officers and employees shall be fixed by the Board of Directors.

Section 7. 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 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. OFFICERS. The officers of the corporation shall be a President, a Vice-President, a Treasurer, and 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 of from amongst its members shall preside at all meetings. He shall have the power to sign certificates of stock, to sign and execute all contracts and instruments of conveyance in the name of the corporation, to sign checks, drafts, notes, 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 such 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.

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 to 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 a citizen and residents of the Philippines, shall issue notices of all meetings, shall keep the minutes of 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 day 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 surplus profit 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 stockholders representing 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 books 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 of 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

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 Piñas, Metro Manila, at which all the stockholders are present.


EDITA TAN-ONG
Chairman


CORAZON C. MANALANG-DAVILA
Member


ROSARIO A. JAVIER
Member Secretary


ANNA C. ADVINCULA
President


CATHERINE S. RIVERA
Member/Treasurer