



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS201601303
COMPANY TIN 009-210-296

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

TOP ARMADA CEMENT CORPORATION

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 22nd day of January, Twenty Sixteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department





UNIFIED REGISTRATION RECORD (URR)

COMPANY NAME

TOP ARMADA CEMENT CORPORATION

SEC REGISTRATION NUMBER

CS201601303

TAX IDENTIFICATION NUMBER (TIN)

009-210-296-000

BUSINESS/TRADE NAMES**PAG-IBIG EMPLOYER NUMBER (Eyer ID)**

205942530005

PRINCIPAL ADDRESS

RM311AIC BURGUNDY ADBAVECORGARNETRD
ORTIGAS CENTER PASIG, METRO MANILA

PHILHEALTH EMPLOYER NUMBER (PEN)

001000044374

SSS EMPLOYER NUMBER (ER No.)

0395169012

PHONE NO. 5843180

FAX NO.

MOBILE NO.

E-MAIL ADDRESS

AUTHORIZED REPRESENTATIVE (to be filled up by company - for presentation to social agencies)

2

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

REGISTRATION

SEC Registration Number

Company Name

TOP ARMADA CEMENT CORPORATION

Principal Office (No./Street/Barangay/City/Town)Province)

311 AIC BURGUNDY EMPIRE TOWER
ADB AVE CORNER GARNET ROAD
ORTIGAS CENTER PASIG CITY MM

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Mobile Number

5843180

CONTACT PERSON INFORMATION

The designated contact person MUST be an Incorporator/Director/Resident Agent of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

HERMINO PONTE

5843180

09228892429

Contact Person's Address

311 AIC BURGUNDY EMPIRE TOWER ADB AVE, ORTIGAS, PASIG CITY

To be accomplished by CRMD Personnel

Assigned Processor :

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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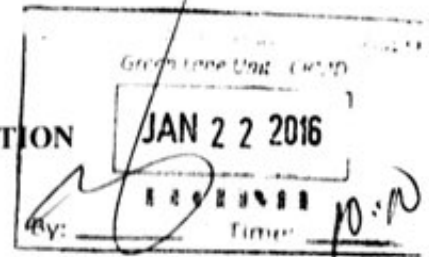
Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

ARTICLES OF INCORPORATION
OF



TOP ARMADA CEMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be:

TOP ARMADA CEMENT CORPORATION

SECOND: That the purposes for which the said corporation is formed is:

To engage in the business of trading of goods such as cement and other general merchandise on wholesale/retail basis.

B. That the corporation shall have all the express powers of a corporation as provided for under section 36 of the Corporation Code of the Philippines.

THIRD: That the place where the principal office of the corporation is to be established is at:

Room 311 AIC Burgundy Empire Tower ADB Ave. corner Garnet Roads, Ortigas Center, Pasig City, Metro Manila

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

FIFTH: That the names, nationalities, and residences of the incorporators are as follows:

Name	Nationality	Address
Richard E. Lim Sr.	FILIPINO	18 Apollo St., Acropolis Subd., Quezon City
Phoebe B. Lim	FILIPINO	18 Apollo St., Acropolis Subd., Quezon City
Ralph Miguel B. Lim	FILIPINO	18 Apollo St., Acropolis Subd., Quezon City
Richard B. Lim, Jr.	FILIPINO	18 Apollo St., Acropolis Subd., Quezon City
Redmond Alejandro B. Lim	FILIPINO	18 Apollo St., Acropolis Subd., Quezon City
Rex Christian B. Lim	FILIPINO	18 Apollo St., Acropolis Subd., Quezon City
Timothy James Syquiatco	FILIPINO	69 Swallow Drive., Greenmeadows., Quezon City

SIXTH: That the number of directors of said corporation is seven (7) who are also the incorporators.

SEVENTH: That the authorized capital stock of said corporation is Five Million (Php5,000,000.00) pesos in lawful money of the Philippines, divided into 50,000 shares with a par value of Php100.00 pesos per share.

EIGHTH: That the subscribers to the capital stock and the amount paid-in to their subscription are as follows:

Name	Nationality	No. of shares Subscribed	Amount Subscribed	Amount Paid
Richard E. Lim Sr.	Filipino	2,000	200,000.00	50,000.00
Phoebe B. Lim	Filipino	2,000	200,000.00	50,000.00
Ralph Miguel B. Lim	Filipino	1,500	150,000.00	37,500.00
Richard B. Lim, Jr.	Filipino	1,500	150,000.00	37,500.00
Redmond Alejandro B. Lim	Filipino	1,500	150,000.00	37,500.00
Rex Christian B. Lim	Filipino	1,500	150,000.00	37,500.00
Timothy James S.Syquiatco	Filipino	2,500	250,000.00	62,500.00
TOTAL		12,500	₱1,250,000.00	₱312,500.00

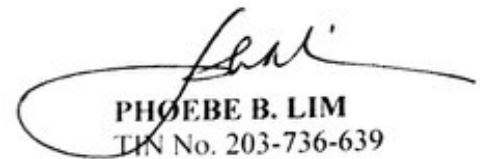
NINTH: That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

TENTH: That RICHARD B. LIM JR. has been elected by the subscribers as Treasurer of the corporation and to act as such until her successor is duly elected and shall have qualified in accordance with the by-laws, and that, as such Treasurer, she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

ELEVENTH: That the incorporators undertake to change the name of the corporation as herein provided on as amended thereafter immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, we have hereunto set our hands this 19th day of December 2015 at Quezon City.

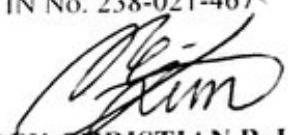

RICHARD E. LIM, SR.
TIN No. 108-525-743

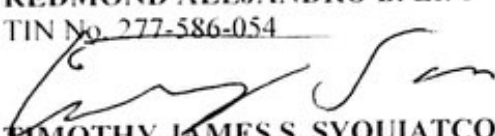

PHOEBE B. LIM
TIN No. 203-736-639


RALPH MIGUEL B. LIM
TIN No. 238-021-387


RICHARD B. LIM, JR.
TIN No. 238-021-467

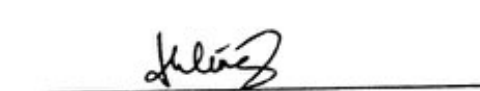

REDMOND ALEJANDRO B. LIM
TIN No. 277-586-054


REX CHRISTIAN B. LIM
TIN No. 446-973-900


TIMOTHY JAMES S. SYQUIATCO
TIN No. 227-241-413

WITNESSES:


ROMULO S. BUÑOL


DOREEN ANN B. BANTAWIG

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)

CITY OF

) S.S.

MANDALUYONG CITY

MANDALUYONG CITY

BEFORE ME a Notary Public in and for Philippines, this
19 DEC 2015 of December, 2015, personally appeared:

Name	CTC No./Passport no.	Date/Place Issued
Richard E. Lim, Sr.	XX4022581	06/23/09 – DFA Manila
Phoebe B. Lim	EB1556848	12/13/14 – DFA Manila
Ralph Miguel B. Lim	EB4932348	03/12/11 – DFA Manila
Richard B. Lim, Jr.	EB3666306	09/16/11 – DFA Manila
Redmond Alejandro B. Lim	EB2690039	06/14/11 – DFA Manila
Rex Christian B. Lim	EC0143380	01/28/14 – DFA Manila
Timothy James S. Syquiatco	EB6544024	10/11/12 – DFA Manila

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc. No. 324 ;
Page No. 65 ;
Book No. 48 ;
Series of 2015.

NOTARY PUBLIC
NOTARY PUBLIC UNTIL DECEMBER 31, 2015
ROA# 5129, APPLE BROS. TRADING MANDA. CITY
IRP# 942611 FOR 2014 & 2015 / PANGASINAN
PER# 2271626 / JANUARY 6, 2015 MANDA. CITY
MCLF COMPLIANCE# 111-0022981/2 NOV 2013
GKJ BLDG., 185 EDSA, GREENHILLS EAST
WACK-WACK, MANDALUYONG CITY

TREASURER'S AFFIDAVIT

Republic of the Philippines)

~~MANDALUYONG CITY~~ ^{SS}

I, RICHARD B. LIM JR., of legal age, single, a resident of No.18 Apollo Street Acropolis Subdivision Quezon City, being duly sworn, depose and say:

That I have been elected as Treasurer of TOP ARMADA CEMENT CORPORATION.;

That as Treasurer, I am authorized to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation;

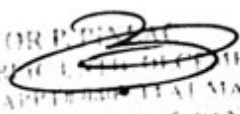
That I certify that at least twenty five percent (25%) of the authorized capital stock of the above mentioned corporation has been subscribed and at least twenty five percent (25%) of the subscription in the amount of Three Hundred Twelve Thousand Five Hundred Pesos (Php312,500.00) has been paid, and received by me in cash/property for the benefit and credit of the corporation.

IN WITNESS WHEREOF, I hereby sign this Affidavit this 19 DEC 2015 day of _____, 2015, in MANDALUYONG CITY


RICHARD B. LIM JR.
Treasurer

SUBSCRIBED AND SWORN to before me this 19 DEC 2015 day of _____, 2015 at Quezon City, Philippines, affiant exhibiting to me his/her TIN No./ID/Passport with No. E3366306 issued on 09/12/11 at DFA Manila.

Doc. No. 32 ;
Book no. 65 ;
Page No. 49 ;
Series of 2015.


NOTARY PUBLIC FOR THE CITY OF QUEZON CITY
RODOLFO S. LACOR, JR. ATTORNEY AT LAW
IBP# 942011 FOR 2014 & 2015 PANGASINAN
PER# 2271626 JANUARY 8, 2015 MANDA. CITY
MCLE COMPLIANCE # 110-0022981/2 NOV 2013
GKI BLDG., 185 EDNA GREENHILLS EAST
WACK-WACK, MANDALUYONG CITY

BY-LAWS
OF
TOP ARMADA CEMENT CORPORATION

ARTICLE I

SUBSCRIPTION. ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscription - Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificates - The stockholder shall be entitled to one or more certificates for fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No shares of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates - In case any certificate is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Annual / Regular Meetings – The annual / regular meetings of stockholders shall be held at the principal office on December 15 of each year, if a legal holiday, then on the day following.

Section 2. Special Meeting – The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock, (b) President.

Section 3. Place of Meeting - Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. Notice of Meeting - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks 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 or purposes for which the meeting is called.

When the meeting of stockholders 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 taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum - Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding 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 amount of stock shall be present.

Section 6. Conduct of Meeting - Meeting of the Stockholders shall be presided over by the Chairman, or in his absence, by the President to be chosen by the stockholders. The Secretary shall act as Secretary of every meetings, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.

Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. 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.

Section 8. Closing of Transfer Books or Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers of the Board - Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall have the following express powers:

- a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b) To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation;
- e) To establish pension, retirement, bonus or other types of incentives or compensation plans for employees, including officers and directors of the corporation;
- f) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officer are either plaintiffs or defendants in connection with the business of the corporation;
- g) To delegate from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;

- h) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code..

Section 2. Election and Term - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

Section 3. 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 of stockholders 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.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.

Section 4. Meetings - Regular meetings of the Board of Directors shall be held quarterly on such dates and at places as may be called by the Chairman of the Board or upon the request of a majority of the Directors.

Section 5. Notice - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by mail, fax, by telephone, telegram, or by any written or oral message at least one (1) day prior to the designated meeting. A director may waive this requirement either expressly or impliedly.

Section 6. 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.

Section 7. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

Section 8. Compensation - By resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance of each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

ARTICLE IV

OFFICERS

Section 1. Election / Appointment – Immediately after their election, the Board of Directors shall formally organize by electing the President, the Chairman, the Treasurer, and the Secretary at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. 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.

Section 2. President - The President shall be the Chief Executive Officer of the corporation and shall exercise the following functions:

- a) To preside at the meeting of the stockholders;
- b) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Directors, including those for executive training, development and compensation;
- c) To supervise and manage the business affairs of the corporation upon direction of the Board of Directors;
- d) To implement the administrative and operational policies of the corporation under his supervision and control;
- e) To appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;
- f) To oversee the preparation of the budgets and the statements of accounts of the corporation;
- g) To represent the corporation at all function and proceedings;
- h) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors;
- i) To make reports to the Board of Directors and stockholders;
- j) To sign certificates of stock;
- k) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 4. The Vice-President(s) - He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

Section 5. The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

- a) To record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;
- b) To keep record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;
- c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
- d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;
- e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;
- f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election;
- g) To 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 6. The Treasurer - The Treasurer shall have the following duties:

- a) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b) To have custody of funds, and be responsible for, all the funds, securities and bonds of the corporation;
- c) To deposit 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;

- d) To render an annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, the President may, from time to time require;
- e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 7. Term of Office - The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified

Section 8. Vacancies - If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 9. Compensation - The by-laws officers shall receive such remuneration as the Board of Directors may determine. A director may not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

ARTICLE V

OFFICES

Section 1. The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate.

ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditor - At the regular stockholders' meeting, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the earnings and expenses of the corporation.

Section 2. 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.

Section 3. Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

ARTICLE VII

SEAL

Section 1. Form and Inscriptions – The corporate seal shall be determined by the Board of Directors.

ARTICLE VIII

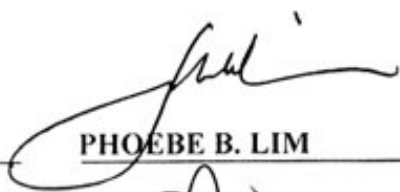
AMENDMENTS

Section 1. These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or to adopt a new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

IN WITNESS WHEREOF, we, the undersigned stockholders have adopted the foregoing by-laws, have hereunto affixed our signatures this 15th day of December 2015 at Quezon City.



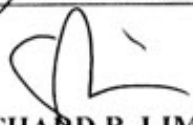
RICHARD B. LIM, SR.



PHOEBE B. LIM



RALPH MIGUEL B. LIM



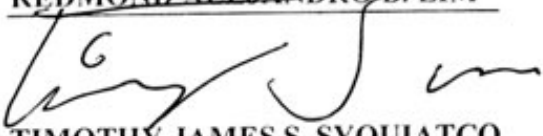
RICHARD B. LIM JR.



REDMOND ALEJANDRO B. LIM



REX CHRISTIAN B. LIM



TIMOTHY JAMES S. SYQUIATCO



Republic of the Philippines

SECURITIES AND EXCHANGE COMMISSION

Reservation Notice:

This certifies that the name **TOP ARMADA CEMENT CORPORATION** has been reserved from **December 9, 2015 to March 8, 2016** by **GLICERIO TABUZO**.

Reference Reservation Number (RRN): **RRN20151209123248034**

Type of Industry: [G51432] Cement, Hydraulic, Wholesaling

Activation Key: **dRR82108ZoR**

Payment Transaction Number: (refer to SEC Teller)

Reservation Fee: **Php 120.00**

Important Reminders:

Please pay within 4 days at any SEC office.

Please file your SEC Registration forms within the reservation period at SEC office.

You may also accomplish and print your SEC Registration forms online. For more details, please visit the **SEC i-Register** site at iregister.sec.gov.ph. In case you don't have an internet access, you may go to the nearest SECCCU Internet desk. You will be assisted by SECCCU staff during your online registration.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

Please remember the Activation Key and Reference Reservation Number printed on this reservation notice. These two codes will enable you to add your reservation on your Online Account.

You may reserve a company name for a maximum of 90 calendar days.

If you have not completed your company registration within the reservation period, you may apply for reservation extension online or at any SEC office.

If the reservation period has elapsed and you still have not completed your company registration, your company name reservation will be forfeited. In this case, you should verify and reserve the company name again.

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **TOP ARMADA CEMENT CORPORATION** has been reserved from **September 9, 2015 to December 8, 2015**.

Reference Reservation Number (RRN): **RRN20150909100455540**

Type of Industry: Cement, Hydraulic, Wholesaling

Breakdown of Fees:

Reservation Fee: Php 120.00

TOTAL: Php 120.00

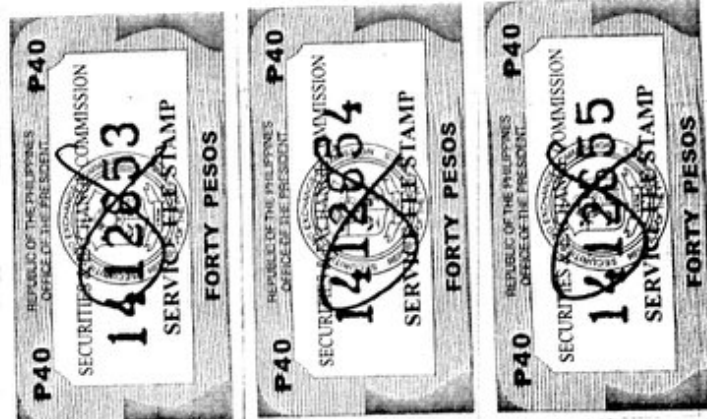
Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

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SECURITIES AND EXCHANGE COMMISSION
SEC Bldg. EDSA, Greenhills, City of Mandaluyong
Company Registration and Monitoring Department

VERIFICATION/ RESERVATION REQUEST

1. Proposed Name(s): start with the preferred name, then the alternative names.

a. TOP ARMADA CEMENT CORPORATION

b. _____

c. _____

2. Acronym/Single letters, if any, in the proposed name stands for: _____

3. Former name, if change of name (Amendment to the Articles of Incorporation): _____

4. Nature of business: (see back) CEMENT HYDRANTIC, WHOLESALE

5. Principal office: _____

6. Parent Company/ Affiliates/ Subsidiaries (if any): _____

7. Please check appropriate box:

- ☐ Verification and reservation ____ 30 days ____ 60 days ☒ 90 days
☐ Extension of existing reservation: additional ____ 30 days ____ 60 days
☐ Re-issuance of Name Reservation Slip, in case of loss (attach Affidavit of Loss)

Requesting Party

GLICEMO TABUZO

Signature: [Signature]

Tel. No./ Cell Phone No./ Fax No./ Email Address: _____