



11097

Republic of the Philippines
Department of Education
REGION VIII - EASTERN VISAYAS

September 13, 2023

REGIONAL MEMORANDUM
QAD-2023- **961**

**RENAMING OF SAN MIGUEL ADVENTIST MULTIGRADE SCHOOL TO
ADVENTIST ELEMENTARY SCHOOL-SAN MIGUEL, LEYTE, INC.**

To: Schools Division Superintendent
All Others Concerned

1. In reference to the approved Securities and Exchange Commission (SEC) Registration No. 2023030092849-01 of San Miguel Adventist Multigrade School, located at 320 Romualdez St., Brgy. Libtong (East Población), San Miguel, Leyte, Region VIII (Eastern Visayas), 6518 through the Quality Assurance Division (QAD) announces the change of name of the school from San Miguel Adventist Multigrade School to Adventist Elementary School-San Miguel, Leyte, Inc. effective August 24, 2023.

2. To preserve the historicity, it is advised that the old name of the school, which has been sanctified by usage by the residents of the community, be placed beneath the new name as follows:

ADVENTIST ELEMENTARY SCHOOL-SAN MIGUEL, LEYTE, INC.
(Formerly: San Miguel Adventist Multigrade School)

3. The change of name does not instill any deviations on the provisions of the Government Recognition given to the school. Thus, Government Recognition No. 07, series 1995 for Elementary still remain legal and official.

4. Copies of this issuance shall be posted at the Regional Office, Division Offices, Town Halls, Schools and other conspicuous places for reference and information of the general public.

5. The Schools Division Superintendent of Leyte Division shall ensure the updating of the data and profile of the aforementioned school in the Enhanced Basic education Information System (EBEIS) and Learners Information System (LIS) and monitor the implementation of the said issuance.

6. Immediate dissemination of and compliance with this Memorandum are desired.


EVELYN R. FETALVERO, CESO IV
Regional Director

Enclosure: None
Reference: SEC Registration



Address: Government Center, Candahug, Palo, Leyte
Telephone No.: (053) 832-5738
Email Address: region8@deped.gov.ph
Website: <https://region8.deped.gov.ph>

Page 1 of 2

To be indicated in the Perpetual Index under the following subjects:

POLICY PRIVATE EDUCATION RECOGNITION
QAD-MCMS





EAST VISAYAN CONFERENCE

Old Road Sagkahan, Tacloban City



EDUCATION DEPARTMENT

ADVENTIST ELEMENTARY SCHOOL- SAN MIGUEL LEYTE, INC.

Romualdez St. Brgy. Libtong, San Miguel Leyte

DR. EVELYN R. FETALVERO, CESO IV

Regional Director

Deped Region Office no. VIII

Government Center, Candahug,

Palo, Leyte

August 10, 2023

Dear Madam,

As stewards of the department, Adventist Elementary School- San Miguel Leyte, Inc. is committed to ensure educational continuity for SY 2023-2024. It is much of our desire to help cater the needs of the pupils' education because we believe that true education means more than the pursual of a certain course of study. It means more than a preparation for the life that now is. It has to do with the whole being, and with the whole period of existence possible to man. It is the harmonious development of the physical, the mental, and the spiritual powers. EG White p.13

In connection, the school would like you to know of our intention to change the name of our school from the old name San Miguel Adventist Multigrade School to its new name **Adventist Elementary School- San Miguel Leyte** Incorporated with our certificate of Incorporation and By laws attached.

Thank you for your favorable response!

MARA C. RODRIGUEZ

Head Teacher

MAE DEN C. ROMANILLOS

Education Superintendent



EAST VISAYAN CONFERENCE

Old Road Sagkahan, Tacloban City



EDUCATION DEPARTMENT

ADVENTIST ELEMENTARY SCHOOL- SAN MIGUEL LEYTE, INC.

Romualdez St. Brgy. Libtong, San Miguel Leyte

DR. EVELYN R. FETALVERO, CESO IV

Regional Director

Deped Region Office no. VIII

Government Center, Candahug,

Palo, Leyte

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Thank you for your favorable response!

MARA C. RODRIGUEZ

Head Teacher

MAR DEN C. ROMANILLOS

Education Superintendent



ADVENTIST ELEMENTARY SCHOOL- SAN MIGUEL LEYTE, INC.

Romualdez St. Brgy. Libtong, San Miguel Leyte

SCHOOL BOARD RESOLUTION No. 0010- 2023

A proposal to approve the change of name from the old name San Miguel Adventist Multigrade School to Adventist Elementary School - San Miguel, Leyte, Inc. as per instruction by the Department of Education, Leyte Division office.

WHEREAS, at such Special Meeting, held on April 30, 2023, the board approved to change the old name of San Miguel Adventist Multigrade School to its new name **Adventist Elementary School – San Miguel, Leyte, Inc.**

RESOLVED THAT, Mrs. Mara Rodriguez will submit the requirements such as the letter of Intent, School board Resolution, Certificate of Incorporation, and by laws to the Leyte Division Office of the Department of Education for Indorsement.


ARLAN U. MAGALLANES
School Board Chairman

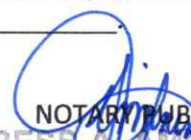

JOSELITO U. BACHINELA
School Board Vice Chairman


NIKKO P. SAPASIP
Treasurer


MARA C. RODRIGUEZ
Secretary

Subscribe and sworn before me this 18th day of August, 2023 at SAN MIGUEL LEYTE, by Mara C. Rodriguez
Affiant exhibiting to me his/her Residence Certificate No. PREC 10-00-136292
Issued at PREC - TACLOBAN on EXP. 10-27-2024

Doc. No: 204
Page No: 54
Book No: 104
Series: of: 2023


NOTARY PUBLIC
ATTY. JARESSA AMORES NERI
Notary Public for Tacloban City and Leyte
NC No. 2023-01-46 / Until Dec. 31, 2024
Roll of Atty's No. 52901 / TIN: 252-397-549
IBP No. 181013 / 12-23-2022 / Leyte
PTR No. 6207360 / 1-3-23 / Alangalang
MCLE VII 0012026 / 2-24-2022 / Pasig City



ADVENTIST ELEMENTARY SCHOOL- SAN MIGUEL LEYTE, INC.

Romualdez St. Brgy. Libtong, San Miguel Leyte

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ARLAN U. MAGALLANES
School Board Chairman

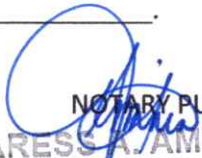

JOSELITO U. BACHINEÑA
School Board Vice Chairman


NIKKO P. SAPASIP
Treasurer


MARA C. RODRIGUEZ
Secretary

Subscribe and sworn before me this 18th day of August, 2023 at ALANGALANG, LEYTE, by Mara C. Rodriguez
Affiant exhibiting to me his/her Residence Certificate No. PRC No. 40-1342572
Issued at PRC - Tacloban on Exp. 10-27-2024.

Doc. No: 264
Page No: 54
Book No: 104
Series of: 2023


NOTARY PUBLIC
ATTY. JARES A. AMORES NERI
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NC No. 2023-01-46 / Until Dec. 31, 2024
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REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Bldg. V. Rama Avenue Guadalupe, Cebu City



COMPANY REG. NO.: 2023030092849-01

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

Adventist Elementary School - San Miguel, Leyte, Inc.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Revised Corporation Code of the Philippines (Republic Act No. 11232), which took effect on February 23, 2019 and copies of said Articles of Incorporation and By Laws are hereto attached.

This Certificate grants juridical personality to the corporation but does not authorize it to issue, sell or offer for sale to the public, securities such as but not limited to, shares of stock, investment contracts, debt instruments and virtual currencies without prior Registration Statement approved by the Securities and Exchange Commission; nor 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/lending company, and time shares/club shares/membership certificate issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute a permit to undertake activities for which other government agencies require a license or permit.

This Certificate **DOES NOT AUTHORIZE INVESTMENT SOLICITATION AND INVESTMENT-TAKING WITHOUT A SECONDARY LICENSE FROM THIS COMMISSION.**

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 to this Certificate at SEC Bldg. V. Rama Avenue Guadalupe, Cebu City, Philippines, this day of 28 March Two Thousand Twenty Three.

SHEARA L. LUPANGO-TAMAYO
Director

*This is a computer generated certificate,
signature is not required.*

For SEC use only
P852 (PSIC as reserved)
Non-stock Corporation
Corporation with 5 or more Incorporators

DOCUMENTARY STAMP TAX PAID



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Bldg. V. Rama Avenue, Guadalupe, Cebu City



COMPANY REG. NO.: 2023030092849-01

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SHEARA L. LUPANGO-TAMAYO
Director

*This is a computer generated certificate,
signature is not required.*

For SEC use only
PR52 (PSIC as reserved)
Non-stock Corporation
Corporation with 5 or more Incorporators

DOCUMENTARY STAMP TAX PAID



Articles of Incorporation
of
**Adventist Elementary School - San Miguel,
Leyte, Inc.**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a non-stock corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

First: That the name of said corporation shall be

Adventist Elementary School - San Miguel, Leyte, Inc.

Second: That the purpose or purposes for which such corporation is incorporated are:

to offer Kindergarten and complete Elementary for children under the K to 12 program

Provided that the corporation shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts.

Third: That the principal office of the corporation is located in **320 ROMUALDEZ STREET LIBTONG (EAST POBLACION), SAN MIGUEL, LEYTE, REGION VIII (EASTERN VISAYAS), 6518;**

Fourth: That the corporation shall have a term of existence of **fifty (50)** years from the date of issuance of the certificate of incorporation;

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

Name	Nationality	Residence
SAMUEL ROSIALDA SALLOMAN	Philippine, Filipino	Midlandville Barangay 95-A (Caibaan), TACLOBAN CITY (Capital), LEYTE, REGION VIII (EASTERN VISAYAS), 6500



AMRAFEL SARMIENTO MAGPUSAO	Philippine, Filipino	B7 Lt.9 Lolita Heights Subdivision Barangay 92 (Apitong) , TACLOBAN CITY (Capital), LEYTE, REGION VIII (EASTERN VISAYAS), 6500
LAARNI DACERA DE LEON	Philippine, Filipino	B4 L36 Visayan St. Kassel City Subd. Barangay 91 (Abucay) , TACLOBAN CITY (Capital), LEYTE, REGION VIII (EASTERN VISAYAS), 6500
NICANOR JR MAGONCIA BUO	Philippine, Filipino	Blk 13 Lot 94 MONTVIEW RESIDENCES Barangay 12 (Palanog Resettlement) , TACLOBAN CITY (Capital), LEYTE, REGION VIII (EASTERN VISAYAS), 6500
MAE DEN CORPUZ ROMANILLOS	Philippine, Filipino	Blk 12 Lot 43-A MONTVIEW RESIDENCES Barangay 12 (Palanog Resettlement) , TACLOBAN CITY (Capital), LEYTE, REGION VIII (EASTERN VISAYAS), 6500

Sixth: That the number of trustees of the corporation shall be five (5); and the names, nationalities and residences of the first trustees of the corporation are as follows:

Name	Nationality	Residence
DIONIE ABAYON CIENTOS	Philippine, Filipino	Romualdez St. Libtong (East Poblacion) , SAN MIGUEL, LEYTE, REGION VIII (EASTERN VISAYAS), 6518
NIKKO PERU SAPASIP	Philippine, Filipino	Romualdez St. Libtong (East Poblacion) , SAN MIGUEL, LEYTE, REGION VIII (EASTERN VISAYAS), 6518
ARLAN URPIANO MAGALLANES	Philippine, Filipino	Romualdez St. Libtong (East Poblacion) , SAN MIGUEL, LEYTE, REGION VIII (EASTERN VISAYAS), 6518
MARA CAPARRO RODRIGUEZ	Philippine, Filipino	Romualdez St. Libtong (East Poblacion) , SAN MIGUEL, LEYTE, REGION VIII (EASTERN VISAYAS), 6518
ROGER MIANO ROJAS	Philippine, Filipino	House #2 Real St. Zone 1 Bairan , SAN MIGUEL, LEYTE, REGION VIII (EASTERN VISAYAS), 6518







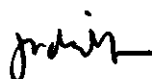

Seventh: That the total contribution of the corporations is One Million Nine Hundred Thousand Pesos (P1,900,000).

Eighth: That LAARNI DACERA DE LEON has been elected by the members as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all contributions or donations paid or given by the members.

Ninth: That no part of its income is distributable as dividends to its members, trustees or officers subject to the provisions of the Corporation Code of the Philippines on dissolution. Provided, that any profit obtained by the association as an incident to its operation shall, whenever necessary or proper shall be used for the furtherance of the purposes enumerated in Article II, subject to the provision of Title XI of the Corporation Code of the Philippines.

Tenth: That the incorporators undertake to change the name of the corporation, as herein provided or as amended thereafter, immediately upon receipt of notice from the Commission that another corporation, partnership or person has acquired a prior right to the use of such name, that the name has been declared not distinguishable from a name already registered or reserved for the use of another corporation, or that it is contrary to law, public morals, customs or public policy.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this 21st day of February 20 23 in the City/Municipality of Tachoban City Province of Leyte, Republic of the Philippines.

Name	TIN	Signature
SAMUEL ROSIALDA SALLOMAN	136-817-844-000	
AMRAFEL SARMIENTO MAGPUSAO	136-817-738-000	
LAARNI DACERA DE LEON	173-083-457-000	
NICANOR JR MAGONCIA BUO	158-717-414-000	
MAE DEN CORPUZ ROMANILLOS	176-084-862-000	
LAARNI DACERA DE LEON <i>Treasurer</i>	173-083-457-000	



ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)

TACLOBAN CITY

S.S)

TACLOBAN CITY

BEFORE ME, a Notary Public, for and in _____, Philippines, this 16 FEB 2023 day of _____, 20____, personally appeared the following persons:

Name	TIN/Passport No.	Date and Place Issued
SAMUEL ROSIALDA SALLOMAN	136-817-844-000	11/19/1999 Tacloban City
AMRAFEL SARMIENTO MAGPUSAO	136-817-738-000	3-14-1992 Borongan, Eastern Samar
LAARNI DACERA DE LEON	173-083-457-000	10-27-2011 Tacloban City
NICANOR JR MAGONCIA BUO	158-717-414-000	10-10-2009 Tacloban City
MAE DEN CORPUZ ROMANILLOS	176-084-862-000	10/27/2011 Tacloban City
LAARNI DACERA DE LEON <i>Treasurer</i>	173-083-457-000	10-27-2011 Tacloban City

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation constituting of 4 pages, including this page where the acknowledgement is written, and they acknowledged to me that the same is their free act and voluntary deed.

WITNESS MY HAND AND SEAL on the day first above-written.

NOTARY PUBLIC

Doc. No. 5 ;
Page No. 2 ;
Book No. XVII ;
Series Of 2023 .

ATTY. HENRY L. INOPIQUEZ
Roll of Attorney No. 70475
Notary Public for Tacloban City
Notarial Commission No. 2023-01-73
Expires on December 31, 2025
IBP No. 188203, 12-14-2022, Leyte Chapter
PTR No. PL7142296, 11-25-2022, Tabontabon, Leyte
MCLE Compliance No. VII-084962, 04-14-2025
2F Fil-Chinese Chamber of Commerce Bldg.
Justice Romualdez St. Tacloban City





Articles of Incorporation
of
**Adventist Elementary School - San Miguel,
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KNOW ALL MEN BY THESE PRESENTS:

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to offer Kindergarten and complete Elementary for children under the K to 12 program

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Third: That the principal office of the corporation is located in **320 ROMUALDEZ STREET LIBTONG (EAST POBLACION) , SAN MIGUEL, LEYTE, REGION VIII (EASTERN VISAYAS), 6518;**

Fourth: That the corporation shall have a term of existence of **fifty (50)** years from the date of issuance of the certificate of incorporation;

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

Name	Nationality	Residence
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System generated by the
SEC-ESPARC



AMRAFEL SARMIENTO MAGPUSAO	Philippine, Filipino	B7 Lt.9 Lolita Heights Subdivision Barangay 92 (Apitong) , TACLOBAN CITY (Capital), LEYTE, REGION VIII (EASTERN VISAYAS), 6500
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Sixth: That the number of trustees of the corporation shall be five (5); and the names, nationalities and residences of the first trustees of the corporation are as follows:

Name	Nationality	Residence
DIONIE ABAYON CIENTOS	Philippine, Filipino	Romualdez St. Libtong (East Poblacion) , SAN MIGUEL, LEYTE, REGION VIII (EASTERN VISAYAS), 6518
NIKKO PERU SAPASIP	Philippine, Filipino	Romualdez St. Libtong (East Poblacion) , SAN MIGUEL, LEYTE, REGION VIII (EASTERN VISAYAS), 6518
ARLAN URPIANO MAGALLANES	Philippine, Filipino	Romualdez St. Libtong (East Poblacion) , SAN MIGUEL, LEYTE, REGION VIII (EASTERN VISAYAS), 6518
MARA CAPARRO RODRIGUEZ	Philippine, Filipino	Romualdez St. Libtong (East Poblacion) , SAN MIGUEL, LEYTE, REGION VIII (EASTERN VISAYAS), 6518
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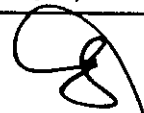
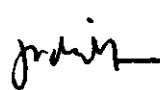

Seventh: That the total contribution of the corporations is One Million Nine Hundred Thousand Pesos (P1,900,000).

Eighth: That LAARNI DACERA DE LEON has been elected by the members as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all contributions or donations paid or given by the members.

Ninth: That no part of its income is distributable as dividends to its members, trustees or officers subject to the provisions of the Corporation Code of the Philippines on dissolution. Provided, that any profit obtained by the association as an incident to its operation shall, whenever necessary or proper shall be used for the furtherance of the purposes enumerated in Article II, subject to the provision of Title XI of the Corporation Code of the Philippines.

Tenth: That the incorporators undertake to change the name of the corporation, as herein provided or as amended thereafter, immediately upon receipt of notice from the Commission that another corporation, partnership or person has acquired a prior right to the use of such name, that the name has been declared not distinguishable from a name already registered or reserved for the use of another corporation, or that it is contrary to law, public morals, customs or public policy.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this 21st day of February 20 23 in the City/Municipality of Tacolban City Province of Leyte, Republic of the Philippines.

Name	TIN	Signature
SAMUEL ROSIALDA SALLOMAN	136-817-844-000	
AMRAFEL SARMIENTO MAGPUSAO	136-817-738-000	
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LAARNI DACERA DE LEON <i>Treasurer</i>	173-083-457-000	



ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)

TACLOBAN CITY

S.S)

TACLOBAN CITY

BEFORE ME, a Notary Public, for and in _____, Philippines, this 16 FEB 2023 day of _____, 20____, personally appeared the following persons:

Name	TIN/Passport No.	Date and Place Issued
SAMUEL ROSIALDA SALLOMAN	136-817-844-000	11/19/1999 Tacloban City
AMRAFEL SARMIENTO MAGPUSAO	136-817-738-000	3-14-1992 Morongas, Eastern Samar
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NICANOR JR MAGONCIA BUO	158-717-414-000	10-10-2004 Tacloban City
MAE DEN CORPUZ ROMANILLOS	176-084-862-000	10/27/2011 Tacloban City
LAARNI DACERA DE LEON <i>Treasurer</i>	173-083-457-000	10-27-2011 Tacloban City

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation constituting of 4 pages, including this page where the acknowledgement is written, and they acknowledged to me that the same is their free act and voluntary deed.

WITNESS MY HAND AND SEAL on the day first above-written.

NOTARY PUBLIC

Doc. No. 5 ;
Page No. 2 ;
Book No. XVII ;
Series Of 2023 .

ATTY. HENRY L. INOPIQUEZ
Roll of Attorney No. 70475
Notary Public for Tacloban City
Notarial Commission No. 2023-01-73
Expires on December 31, 2025
IBP No. 188203/12-14-2022, Leyte Chapter
PTR No. PL7142296/11-25-2022, Tabontabon, Leyte
MCLE Compliance No. VII-084962, 04-14-2025
2F Fil-Chinese Chamber of Commerce Bldg.
Justice Romualdez St. Tacloban City





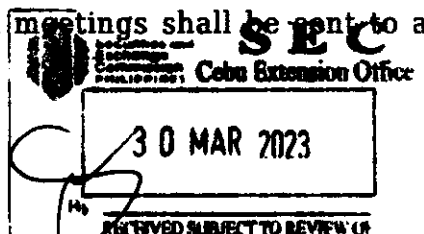
BY-LAWS
OF
Adventist Elementary School - San Miguel,
Leyte, Inc.

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

- a) Regular meetings of the board of directors or trustees or trustees of the corporation shall be held monthly unless the by-laws provide otherwise.
- b) Special meetings of the board of directors or trustees may be held at any time upon the call of the president or as provided in the by-laws.
- c) Meetings of directors or trustees of corporations may be held anywhere in or outside of the Philippines, unless the by-laws provide otherwise. Notice of regular or special meetings stating the date, time and place of the meeting must be sent to every director or trustee at least two (2) days prior to the scheduled meeting, unless a longer time is provided in the by-laws. A director or trustee may waive this requirement, either expressly or impliedly.
- d) Directors or trustees who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate. Directors or trustees cannot attend or vote by proxy at board meetings.

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

- a) Regular or annual meetings of stockholders or members shall be held annually on **July 25**.
- b) Written notice of regular meetings shall be sent to all stockholders of record or members at least twenty-one (21) days prior to the meeting, unless a different period is required in the by-laws, law, or regulation: Provided, further, That written notice of regular meetings may be sent to all stockholders of record or members through electronic mail or such other manner as the Commission shall allow under its guidelines.
- c) Special meetings of Stockholders or members shall be held at any time deemed necessary or as provided in the by-laws: Provided, however, That at least one (1) week written notice shall be sent to all Stockholders or members, unless a different period is provided in the by-laws, law or regulation.
- d) Written notice of special meetings shall be sent to all stockholders or



members at least one week prior to the meeting.

e) Stockholders or members' meetings, whether regular or special, shall be held in the city or municipality where the principal office of the corporation is located, Provided, That any city or municipality in Metro Manila, Metro Cebu, Metro Davao, and other Metropolitan areas shall, for purposes of this section, be considered a city or municipality.

III. THE REQUIRED QUORUM IN MEETINGS OF STOCKHOLDERS OR MEMBERS

The required quorum in meetings of Stockholders or members shall consist of the stockholder/s representing a majority of the outstanding capital stock or a majority of the members in the case of non-stock corporations.

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

Stockholders or members may vote in person or by proxy in all meetings of Stockholders or members. Proxies shall be in writing, signed and filed, by the stockholder or member, in any form authorized in the by-laws and received by the corporate secretary within a reasonable time before the scheduled meeting. Unless otherwise provided in the proxy form, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time.

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

a) A person shall be disqualified from being a director, trustee or officer of any corporation if, within five (5) years prior to the election or appointment as such, the person was:

(a) Convicted by final judgment:

(1) Of an offense punishable by imprisonment for a period exceeding six (6) years;

(2) For violating this Code; and

(3) For violating Republic Act No. 8799, otherwise known as "The Securities Regulation Code";

(b) Found administratively liable for any offense involving fraudulent acts; and

(c) By a foreign court or equivalent foreign regulatory authority for acts, violations or misconduct similar to those enumerated in paragraphs (a) and (b) above.

Directors shall be elected for a term of one (1) year from among the holders of



stocks registered in the corporation's books, while trustees shall be elected for a term not exceeding three (3) years from among the members of the corporation. Each director and trustee shall hold office until the successor is elected and qualified. A director who ceases to own at least one (1) share of stock or a trustee who ceases to be a member of the corporation shall cease to be such.

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

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

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

Immediately after their election, the directors or trustees of a corporation must formally organize by the election of a **PRESIDENT**, who shall be a director or member, a **TREASURER** who must be a resident, a **SECRETARY** who shall be a citizen and resident of the Philippines, and such other officers as may be provided in the by-laws. Two (2) or more positions may be held concurrently by the same officer, however no one shall act as **PRESIDENT** and **SECRETARY** or as **PRESIDENT** and **TREASURER** at the same time. The officers of the corporation shall hold office for one (1) year and until the successors are elected and qualified. The officers shall manage the corporation and perform such duties as may be provided in the bylaws and/or as resolved by the board of directors or trustees.

VII. FISCAL YEAR

The fiscal year of the corporation shall begin on **August 1** and shall end **July 31** of each year.

VIII. SEAL



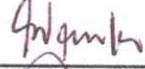
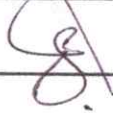
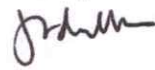
The corporate seal shall be determined by the Board of directors or trustees.

IX. MISCELLANEOUS PROVISIONS:

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



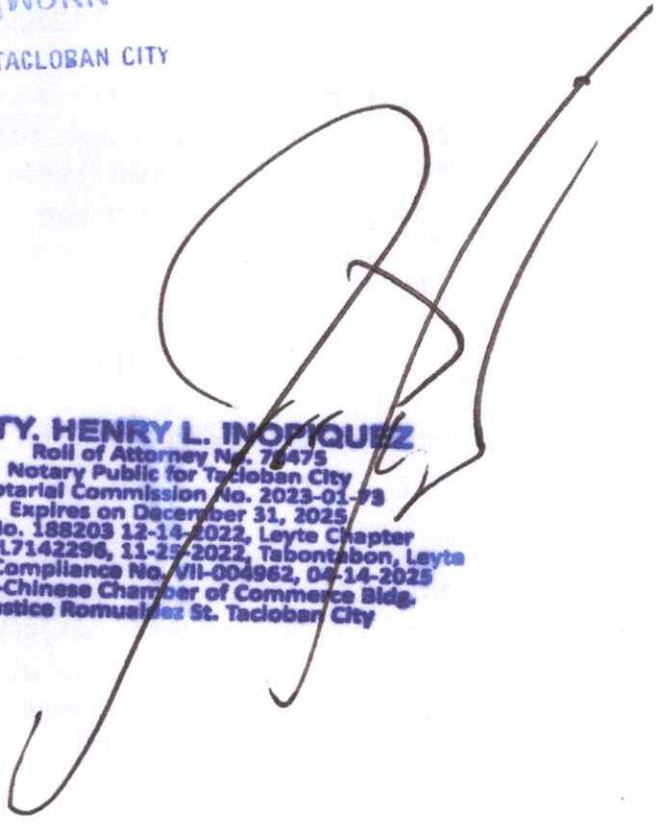
IN WITNESS WHEREOF, we, the undersigned incorporators present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 16 FEB 2023 day of _____, 20____ in the City/Municipality of TACLOBAN CITY, Province of LEYTE, Republic of the Philippines.

Name	TIN	Signature
SAMUEL ROSIALDA SALLOMAN	136-817-844-000	
AMRAFEL SARMIENTO MAGPUSAO	136-817-738-000	
LAARNI DACERA DE LEON	173-083-457-000	
NICANOR JR MAGONCIA BUO	158-717-414-000	
MAE DEN CORPUZ ROMANILLOS	176-084-862-000	

SUBSCRIBED & SWORN
16 FEB 2023
 TO THIS _____ IN TACLOBAN CITY

DOO NO. 6
 PAGE NO. 3
 BOOK NO. XVII
 SERIES OF 2023

ATTY. HENRY L. INOPIQUEZ
 Roll of Attorney No. 75475
 Notary Public for Tacloban City
 Notarial Commission No. 2023-01-78
 Expires on December 31, 2025
 IBP No. 188203 12-14-2022, Leyte Chapter
 PTR No. PL7142296, 11-25-2022, Tabontabon, Leyte
 MCLE Compliance No. VII-004962, 04-14-2025
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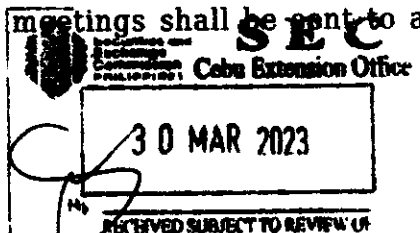
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SEC-ESPARC



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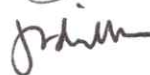
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