

Republic of the Philippines

HOME INSURANCE AND GUARANTY CORPORATION

349 Gil J. Puyat Avenue, Makati
Metro Manila

Reg. No. 04-958

CERTIFICATE OF FILING OF BY-LAWS

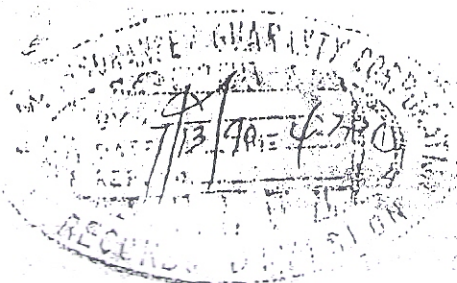
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the By-Laws of the

VILLAGE EAST HOMEOWNERS ASSOCIATION, INC.

copy annexed, adopted by the majority of the members on June 28,
19 88, certified to by a majority of the Board of Directors
and countersigned by the Secretary of the corporation, was filed in this Office on the
7th day of September, 19 88, pursuant to the provisions of
Section 46 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved
on May 1, 1980, in relation to Executive Order No. 535, dated May 3, 1979, and attached
to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this
Corporation to be affixed at Makati, Metro Manila, Philippines, this eighteenth day of
November, in the year of our Lord nineteen hundred and eighty-eight.



FEDERICO C. GONZALEZ
President & General Manager

BY - LAWS
OF THE
VILLAGE EAST HOMEOWNERS ASSOCIATION, INC.

ARTICLE I - OFFICE

The principal office of the Association shall be in Cainta, Rizal, Philippines. The Association may also have branch office at such other places as the Board of Directors may from time to time designate.

ARTICLE II - MEMBERSHIP

Section 1. Members of the Association. All real estate owners, residents or who are purchasers of lots within the perimeter of the village East Executive Homes, or their assigns are automatically members of the Association provided that a lessee of a house or of a business or commercial establishment in said village East shall also be automatically considered a member of the Association which shall be provided for in the contract of lease between the owner and the lessee.

ARTICLE III - GENERAL MEMBERSHIP MEETING

Section 1. All meeting of the general members shall be held at the principal office of the Association at Cainta, Rizal or in such other place as may be determined from time to time by the Board of Directors. The agenda and place at which such meeting may be held shall be stated in the notice.

Section 2. Meeting of the general members of the Association for the election of Directors shall be held on the first Saturday of June of the election year.

Section 3. Special meetings of the general members for any purpose or purposes, unless otherwise prescribed by statute, maybe called by the President or by a majority of the Board of Directors.

Section 4. Notice of the time and place of the meeting of the general members shall be delivered to every member at least seven (7) days prior to the meeting, unless there is urgency of the matters to be taken at such meeting.

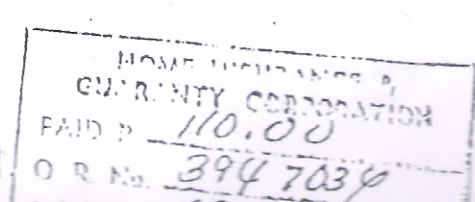
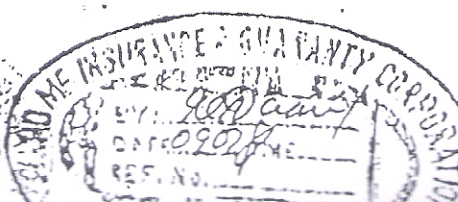
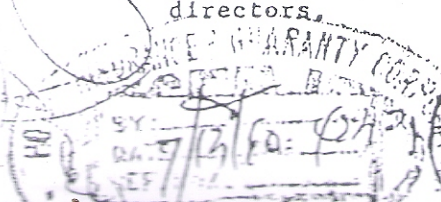
Section 5. A QUORUM of any meeting of the general members shall consist of the majority of the resident members, representing either in person or by proxy. Proxy shall be made in writing duly signed by a member to be presented to the Secretary for inspection and subsequent recording in the registry book prior to the opening of the meeting.

ARTICLE IV - ELECTIONS

Section 1. Who may vote- Resident members of the Association in good standing may vote in the election of directors of the Association. Each member is entitled to only one vote regardless of the number of lots and/or houses or commercial establishments owned or leased within the premises of Village East.

Section 2. Voting for members of the Board of Directors shall be by secret ballot.

Section 3. Equal representation - The Village shall be divided into at least five (5) areas. Each area may be represented by three (3) directors.



The three (3) directors garnering the highest number of votes in the area shall be considered the directors representing that area. Election of directors shall be by their own respective areas.

Section 4. The executive officers of the association namely the President, Vice-President, Treasurer and Auditor shall be elected at large.

Section 5. Committee on Elections. A committee on Elections composed of the Chairman and four (4) members shall be chosen by the members of the Board of Association at a meeting called for the purpose. The committee shall be dissolved immediately upon the election and proclamation of the winning directors. In case of vacancy, the Board shall appoint a successor. Any incumbent member of the committee on Elections shall not be allowed to run as candidate for Board of Directors.

Section 6. The Committee on Elections shall conduct the elections, accept certificates of candidacy, determine the qualifications of the candidates, promulgate rules and regulations pertinent to the conduct of the election controversies and protest and proclaim the duly elected directors. The rules and regulations so promulgated by the Committee shall be approved by the Board of Directors at a meeting called for the purpose. Any revision thereof shall likewise be approved by the Board of Directors.

Section 7. Certificate of Candidacy. Any member of good standing may file his certificates of Candidacy with the Committee on Election not later than twenty (20) days before the scheduled date of the election after which no such certificate will be accepted. At least 10-days before the date of the elections, the Committee on Elections shall publish the list of the duly nominated candidates and furnish all members of the Association a copy thereof.

Members of good standing are those who have diligently carried out all their obligations with the Association. Members who, for any reason, fail to pay their regular dues to the Association for more than six (6) months shall lose their status as members of good standing.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Composition of the Board. The general management of the Association shall be vested in a Board of Directors composed of fourteen (14) members who shall be elected as provided in this constitution.

Section 2. Term of Office. The duly elected directors shall assume their respective offices on July 1 of each year and shall serve for a term of two (2) years until their successors have been elected and duly qualified.

Section 3. Filling of Vacancies. In case of vacancy or vacancies in the Board due to resignation, death, incapability, or other causes, the vacancy or vacancies shall be offered to the candidate or candidates who obtained the highest number of votes in the area where vacancy/ies among those who failed to be elected in the last election. In case such candidate or candidates are not available the Board of Directors may, in a special meeting called for the purpose, elect the directors.

Section 4. Powers of the Board of Directors. The Board of Directors shall exercise all the powers specially granted by these By-Laws and all other applicable laws and shall do all such lawful acts as are not a statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the members of the Association. The Board may delegate in whole or in part such powers which could be lawfully delegated as it may

deem necessary and proper by means of a resolutions adopted for the purpose to any director, or member of the committee of the Association.

The Board shall appoint from its members a representative of a particular block within the whole subdivision as the need arises. The Board member who is duly appointed as representative of a particular block shall be responsible in making representations with the Board insofar as problems or matters relating to their welfare and interest are concerned.

The Board shall have the following specific powers:

A) Power to make assessments. The Board of directors is empowered to assess against and collect from the members an amount required for the operation and activities of the Association. Fee assessment and mode of payment must be provided for in a resolution passed at least 2/3 of the members of the Board of Directors.

B) Power to make rules. In pursuance of the purpose mentioned in the Articles of Incorporation, the Board may prescribe, adopt and promulgate rules and regulations.

C) Power to execute contracts. All contracts and agreement in connection with the normal operations of the Association shall be executed and signed under the Authority of the Board of Directors by the President of the Association.

Section 5. Quorum. The Directors shall act only as Board, and individual directors shall have no power as such. A simple majority of the Directors of any business except where a simple majority is not attainable in which event, a simple majority of the directors present in the meeting shall constitute a quorum.

Section 6. Meeting. The Board of Directors shall hold a meeting for organization, immediately after induction into office; for which meeting no notice shall be required. Thereafter, the directors shall hold regular monthly meeting at the usual place of business of the Association, or at such other place and hour as the Board may fix every last Saturday of each month. Special meetings of the Board may be called by the Chairman or upon written request of at least three directors on a forty-eight (48) hours notice to each director.

Any member of the Association may attend any meeting of the Board, as observer and shall not participate in any deliberations during Board Meetings.

Section 7. The Directors of the Association shall serve without compensation.

Section 8. Unjustified absences for five (5) consecutive meeting of the Board, whether regular or special by any director shall be considered as voluntary resignation, ~~subject to approval by the Board.~~

Section 9. The Board shall appoint Chairman of various committee as may be necessary to promote the welfare and well-being of the members of the Association. The Chairman thus elected shall appoint not more than five (5) members of his committee from among the members of the Association.

ARTICLE VI- EXECUTIVE OFFICERS OF THE ASSOCIATION

Section 1. Executive Officers. The executive officers of the Association shall be the chairman of the Board or President, a Vice Chairman or Vice President, a Treasurer, an Auditor all of whom shall be elected at large and shall hold office for a period of two (2) years from July 1 of the election year or until such time as their successor are elected.

Section 2. Chairman of the Board. The Chairman of the Board of the Association who is also the President shall preside over the regular or special meeting of the Board of Directors. He shall exercise such powers as may be enforced upon him by the Board of Directors. In case of tied votes on questions or issues, he may cast his vote to decide the questions or issues brought before the Board. In addition, he shall preside over all meetings, regular or special, of the Association. He shall represent the Association and sign and execute all contracts and agreements for the normal operations of the Association by authority of the Board of Directors expressed in a general or special resolution or other written instruments.

He shall counter-sign all checks, drafts, notes and others for the payment of money or against funds of the Association.

He shall appoint or dismiss any agent or employee of the Association with the approval of the Board.

He shall undertake the general and active management of the affairs of the Association.

He shall implement the policies and enforce the decision of the Board of Directors and those adopted in the meeting of the members of the Association.

He shall report all the transactions to the Board of Directors during the monthly meetings of the Board.

Section 3. The Vice Chairman or Vice-President. He shall assume the functions, duties and responsibilities of the Chairman in the latter's absence or incapacity.

Section 4. The Treasurer. The Treasurer is the financial officer of the Association and as such shall be the custodian of all the funds and properties of the Association.

Subject to the counter-signature of the President, he shall sign all checks, drafts, notes or orders for payment of money or withdrawal of funds of the Association.

He shall receive all cash and cash items under receipts for the Association and deposit such cash or endorse for deposit to the credit of the Association such as check, notes, drafts, bills and other commercial papers issued or delivered to the Association, with such banks or financial institutions as may be designated by the Board of Directors.

He shall render semi-annually as of December 31st and as of June 30th a statement of assets and liabilities of the Association to the Board of Directors and a statement of account at any time that he may be required by the President.

He shall keep the required proper books of accounts and enter therein a full and accurate records of all moneys and properties received and paid by him on account of the Association.

He shall be required to file a bond for the faithful discharge of his duties, the premium on which bond shall be borne by the Association. The penal sum of the bond shall be determined by the Board of Directors.

He must cause the monthly publication of the itemized income and expenses of the Association with comparative figures of the previous month.

He shall cause the monthly publication of a list of all members who have not paid their obligation.

Section 5. The Secretary. He shall keep minutes of all meetings, shall have charge of the corporate book of the Association shall cause the publication of the notices of meetings and shall make such report and perform such other duties as are incident to his office or are properly required by him by the Board of Directors. The Secretary shall be elected from among the Board of Directors.

Section 6. The Auditor. The Auditor shall make a monthly inspection of the books of accounts and other financial statements of the Association and make the necessary report to the Board of Directors.

He shall pre-audit all vouchers and other papers relative to the disbursements of funds and initial said vouchers after being satisfied that the disbursement is made under proper authority.

7. Additional Officials. The President may name and appoint other officers as he may deem proper and necessary or required by the business of the Association, subject to the confirmation of the Board of Directors.

ARTICLE VII - MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The Fiscal Year of the Association is from July 1 to June 30 of each year.

Section 2. Annual Financial Statement. The Treasurer shall submit to the members of the Association not later than ten (10) days prior to the general membership meeting of an annual statement in writing covering the Association's activities and operations of the previous fiscal year. It shall contain among other things,

1. Statement of condition as of the end of the previous fiscal year.
2. Statement of income and expenses covering the previous year.

ARTICLE VIII - AMENDMENTS

Section 1. Amendments. These By-Laws or any provision thereof may be amended or repealed by a vote of at least majority of the resident members at any regular or special meeting called for the purpose, and a majority of the directors.

IN WITNESS WHEREOF, WE being at least majority of the members on this 28th day of August, 1968, do hereby adopt the foregoing By-Laws of the Village East Executive Homes.