



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

COMPANY REG. NO. 24986

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

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

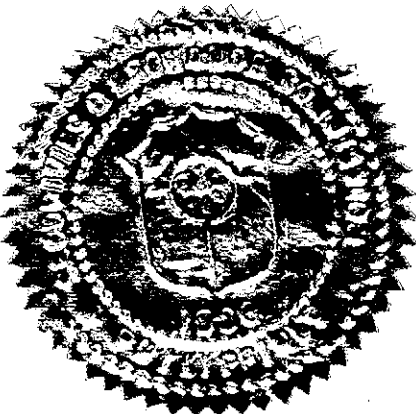
JACKSTONES INC.

copy annexed, adopted on April 22, 2016 by majority vote of the Board of Directors and on June 20, 2016 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 1st day of February, Twenty Seventeen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
 Amended By-Laws

SEC Registration Number
 2 4 9 8 6

Former Company Name
 J A C K S T O N E S , I N C . F O R M E R L Y
 N E X T S T A G E , I N C .

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town)Province
 5 9 3 A N T O N I O D R I V E
 B A G U M B A Y A N T A G U I G
 C I T Y

COMPANY INFORMATION
 Company's Email Address: _____
 Company's Telephone Number/s: _____
 Company's Facsimile Number/s: _____

CONTACT PERSON INFORMATION
 Name of Contact Person: Atty. Ma. Christina Reyes
 Email Address: christinareves@cochingyanperalta.com
 Telephone Number/s: (02) 817-3081
 Facsimile Number/s: 02 (817-3081)

Contact Person's Address
 12/F 139 Corporate Center, 139 Valero St., Salcedo Village, Makati City

To be accomplished by CRMD Personnel

Assigned Processor	Date	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D. _____

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division	_____	_____
<input type="checkbox"/>	Green Lane Unit	_____	_____
<input type="checkbox"/>	Financial Analysis and Audit Division	_____	_____
<input type="checkbox"/>	Licensing Unit	_____	_____
<input type="checkbox"/>	Compliance Monitoring Division	_____	_____

AMENDED BY-LAWS

OF

JACKSTONES, INC.¹

(Formerly known as "NEXTSTAGE, INC.")

**ARTICLE I
MEETING OF STOCKHOLDERS**

Section 1. Annual Meetings – The annual meeting of the stockholders of the Corporation shall be held at the principal office of the Corporation at 593 Antonio Drive, Bagumbayan, Taguig City, Philippines 1630, or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located,² on the 2nd Monday of June³ of each year, unless such day shall be a legal holiday, in which case it shall be held on the next following business day. (as amended April 27, 2016 and 20 June 2016)

Section 2. Special Meetings – Special meetings of the stockholders may be called by the Chairman of the Board, the President, or upon request of two members of the Board of Directors, whenever he or they may deem it necessary, and it shall be the duty of the President to order and call such special meetings whenever the holders of record of a majority of the outstanding capital stock of the Corporation having voting powers shall in writing so request.

Section 3. Notices – Notices of the time and place of the annual and any special meeting of stockholders shall be given to each stockholder at least ten and not more than thirty days prior to the date of such meeting, and shall be given either by posting the same enclosed in a postage pre-paid envelope addressed to each stockholder of record entitled to vote, at the address left by such stockholder with the Secretary of the Corporation, or at his last known post-office address, or by delivering the same to him in person. The notice of any special meeting shall state briefly the

¹ As amended by a majority vote of the members of the Board of Directors on 08 January 2014.

² As amended by majority vote of the members of the Board of Directors and by shareholders representing at least two-thirds (2/3) of the outstanding capital stock at the special meetings held on 23 March 2015 and 30 April 2015, respectively.

³ As amended by majority vote of the members of the Board of Directors and by shareholders representing at least two-thirds (2/3) of the outstanding capital stock at the special meetings held on 22 April 2016 and 20 June 2016, respectively.

purpose of the meeting. The stockholders of the Corporation entitled to vote at any such meeting may, by written consent, waive notice of the time, place and purpose of the meeting of stockholders, and any action taken at such waiver shall be valid and binding. Failure to give, irregularity in giving notice of the annual meeting shall not affect or invalidate the actions or proceedings at such meeting provided all the stockholders are present or represented and voting without protest. *OK*

Section 4. Quorum – A majority of the subscribed capital stocks of record entitled to vote at any meeting of stockholders present in person or by proxy shall constitute a quorum for the transaction of business and shall decide any question except in those cases where the Corporation Law requires the affirmative vote of a greater proportion. If less than a quorum shall be present, those present shall have the power to adjourn the meeting for a period not exceeding twenty days. *OK*

Section 5. Voting – At every meeting of the stockholders of the Corporation, every stockholder entitled to vote shall be entitled to one vote for each share of stock outstanding in his name on the book of the Corporation, except with respect to the election of directors, when each stockholder may accumulate his votes, as provided in the Corporation Law. Every stockholder entitled to vote at any meeting of stockholders may vote by proxy as well as in person. The instrument appointing shall be exhibited to the Secretary and may be filed with the records of the Corporation. *OK*

Section 6. Order of Business – Order of business at the annual meeting and as far as possible at all other meetings of the stockholders, shall be as follows:

- 1) Call the roll
- 2) Secretary's proof of due notice of the meeting
- 3) Reading and disposal of any unapproved minutes
- 4) Reports of officers annual and otherwise
- 5) Election of Directors
- 6) Unfinished business
- 7) New Business
- 8) Adjournment *OK*

ARTICLE II
BOARD OF DIRECTORS

Section 1. The corporate powers of the Corporation shall be exercised, its business conducted, and its properties controlled by a board of nine (9) directors, inclusive of at least two (2) independent directors or such other number equivalent to at least 20% of the Board, whichever is lesser, who shall be chosen by the stockholders at the stockholders' annual meeting, or at such subsequent meeting as may then be determined, and shall hold office for one (1) year and until their successors are duly elected and qualified. The notice for election of directors shall be given in the same manner as provided for in the case of stockholders' annual meeting.

Section 2. Independent Director – An Independent Director is a natural person who, apart from his fees, if any, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in the Corporation and includes, among others, any person who:

- (a) Is not director, officer or substantial shareholder of the Corporation, any of its related companies or any of its substantial shareholders except when the same shall be an independent director of any of the foregoing;
- (b) Does not own more than two percent (2%) of the shares of the Corporation and/or its related companies or any of its substantial shareholders;
- (c) Is not related to any director, officer or substantial shareholder of the Corporation, any of its related companies or any of its substantial shareholders. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
- (d) Is not acting as a nominee or representative of any director of substantial shareholder of the Corporation, and/or any of its related

companies and/or any of its substantial shareholders, pursuant to a Deed of Trust or under any contract or arrangement; *OK*

- (e) Has not been employed in any executive capacity by the Corporation, any of its related companies and/or by any of its substantial shareholders within the last two (2) years; *OK*
- (f) Is not retained, either personally or through his firm or any similar entity, as professional adviser, by the Corporation, any of its related companies and/or any of its substantial shareholders, within the last two (2) years; or *OK*
- (g) Has not engaged and does not engage in any transaction with the Corporation and/or with any of its related companies and/or with any of its substantial shareholders, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms length and are immaterial. *OK*

Section 3. Qualifications of Independent Director – An Independent Director shall have the following qualifications:

- (a) ~~He shall have at least one (1) share of stock in the Corporation;~~
- (b) ~~He shall be at least a college graduate or he shall have been engaged or exposed to the business of the Corporation for at least five (5) years;~~
- (c) ~~He shall possess integrity/probity; and~~
- (d) ~~He shall be assiduous.~~ *OK*

Section 4. Disqualification of Independent Director – The following persons shall be disqualified from being nominated/elected as Independent Director:

- (a) ~~Those convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Securities Regulation Code, committed within five (5) years prior to the~~

date of his/her election, without prejudice to such other disqualification which the Corporation's Manual on Corporate Governance provides.

- (b) Those enumerated under Section II (5) of the SEC Memorandum Circular No. 2 (Series of 2002) otherwise known as the "Code of Corporate Governance". He shall likewise be disqualified during his/her tenure under the following instances or causes:
- (i) He becomes an officer or employee of the Corporation where he is such member of the board of director/trustees, or becomes any of the persons enumerated under Section II (5) of the Code on Corporate Governance;
 - (ii) He owns more than two percent (2%) of the total outstanding proprietary membership of the Corporation and/or its related companies or any substantial shareholders;
 - (iii) Fails, without any justifiable cause, to attend at least 50% of the total number of Board meetings during his incumbency;
 - (iv) Such other disqualification which the Corporation's Manual of Corporate Governance provides.

Section 5. Nomination Committee – There shall be a Nomination Committee consisting of at least three (3) members, one of whom is an Independent Director, which shall promulgate its own guidelines or criteria to govern the conduct of the nomination which guidelines/criteria shall be properly disclosed in the Corporation's information or proxy statement or such other reports required to be submitted to the Commission in accordance with the following:

- (a) Nomination of Independent Director/s shall be conducted by the Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating members together with the acceptance and conformity by the would-be nominees.
- (b) The Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent director/s.

- (c) After the nomination, the Committee shall prepare, sign and post a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under Part IV(A) and (C) of Annex "C" of Rule 12 of the Securities Regulations Code, which list, shall be made available to the Securities and Exchange Commission and to all shareholders through the filing and distribution of the Information Statement, in accordance with Rule 20 of the Securities Regulation Code, or in such other reports the Corporation is required to submit to the Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.
- (d) Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nominations shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual annual Proprietary Membership's meeting. *OK*

Section 6. Vacancy – Any vacancy other than by removal and expiration of term in the Board of Directors shall be filled up by a majority vote of the remaining members of the Board, if still constituting a quorum, and if there be no such quorum, by election by the stockholders at a meeting specially called for that purpose and the director or directors so chosen shall serve for the unexpired term. *OK*

In case of resignation, disqualification or cessation of independent directorship and only after notice has been made with the Commission within five (5) days from such resignation, disqualification or cessation, the vacancy shall be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Committee otherwise, said vacancies shall be filled by the stockholders in a regular or special meeting called for that purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office. *OK*

Section 7. Meetings – The Board of Directors shall hold a meeting for organization, and for the election of officers, immediately after their election at the annual meeting of stockholders. No notice of this meeting shall be required. Thereafter, the Board shall hold meetings at the office of the Corporation or at such place and time as it may determine.

Special Meetings of the Board of Directors may be called by the Chairman or the President or by the written request of any two directors. No notice need be given of any regular meeting of the Board of Directors held at a time and place previously fixed by it. Notices of special meeting of the Board of Directors shall be mailed to each director at his last known post-office address, or delivered to him personally, or left at his office, or transmitted by telephone, telegraph or cable at least five days previous to the date of the meeting. Meetings of the Board of Directors may be held at any time and place without notice by the unanimous written consent of all the members of the Board of Directors or with the presence and participation of all members of the Board of Directors then present in the Philippines. *OK*

Section 8. Quorum – At any meeting of the Board of Directors of the Corporation, a majority of directors shall be necessary to constitute a quorum for the transaction of business. If less than a quorum is present, those present may adjourn the meeting until such time as a quorum can be obtained. *OK*

Section 9. Compensation – Directors of the Corporation shall receive a per diem of TWO THOUSAND PESOS (Php2,000.00)⁴ subject to existing laws, rules and regulations for each meeting of the Board attended by them. Nothing herein contained shall prevent directors from acting in some other capacity or office or from receiving compensation therefor. *OK*

The Directors and Management officials shall also be entitled to an annual bonus of not more than twelve per centum (12%) of the net profits of the Corporation after taxes of which seven per centum (7%) shall be given to the members of the

⁴ As amended by majority vote of the members of the Board of Directors and by shareholders representing at least two-thirds (2/3) of the outstanding capital stock at the special meetings held on 23 March 2015 and 30 April 2015, respectively.

Board of Directors and five per centum (5%) to be given to the officials of the Corporation. *OK*

Section 10. Committee – In its discretion, the Board of Directors may from time to time appoint such committees, including an Executive Committee, from among its members, as it may deem advisable for the proper operation of the business of the Corporation. Such nominees shall have such powers and duties as may be determined upon by the Board of Directors, and the members thereof shall receive such fees and travelling expenses for attendance at meetings as the Board of Directors may from time to time deem appropriate. *OK*

ARTICLE III OFFICERS

Section 1. General – The Officers of the Corporation shall be composed of a Chairman, a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may also appoint additional officers as may deem necessary. All officers except the Chairman, the President and the Vice-President shall be non-members of the Board of Directors and shall be elected to their offices by a majority vote of the Board of Directors. To the discretion of the Board of Directors, any person may be elected or appointed to one or more offices, provided that the functions are not incompatible. Any vacancy which may occur in such offices may be filled by a majority vote of the Board of Directors at any regular meeting or at any special meeting called for the purpose. *OK*

Section 2. Election – The newly elected Board of Directors, at its first meeting after the annual meeting of the stockholders, shall elect the officers of the Corporation, namely: a Chairman, a President, a Vice President, one or more Assistant Vice-Presidents, a Secretary and a Treasurer. Additional officers may be appointed at such meeting, or at any special meeting called for the purpose. All officers so elected or appointed shall hold office until their respective successors shall have been elected or appointed and shall have been qualified as such. *OK*

Section 3. Chairman – The Chairman shall be elected by the Board of Directors from its own member. He shall preside all meetings of the stockholders and the Board of Directors. He shall advise and counsel the President and work with him to develop plans and proposals for presentation to the Board. *OK*

President – The President shall be elected by the Board of Directors from its own member. He shall be the Chief Executive Officer of the Corporation. He shall exercise general supervision over all other officers of the Corporation and in all cases, where and to the extent that, the duties of the officers, agents, and employees of the Corporation are not specifically prescribed by the By-Laws, or by the rules and regulations of the Board of Directors, the President may prescribe such duties. *OK*

The President shall also have the following powers:

(a) To preside at all meetings of the stockholders and of the directors in the absence of the Chairman; *OK*

(b) To execute the resolutions of the Stockholder's meeting and the Board of Directors; *OK*

(c) To sign in accordance with said resolutions, such contracts, instruments and power of attorney as may be necessary in the conduct of the business of the Corporation; *OK*

(d) To sign, together with the Secretary, all certificates of stock issued by the Corporation; *OK*

(e) To represent the Corporation in any negotiation which may be necessary to make in the usual course of business of the Corporation or which the Board may specifically authorize him to do and in connection therewith sign, execute and deliver such contract, documents or other instruments as may be necessary and proper; *OK*

(f) To submit an annual report concerning the operation and status of the business of the Corporation during the preceding fiscal year. *OK*

Section 4. Vice-President – The Vice-President shall be elected by the Board of Directors from its own numbers. He shall be vested with the powers and authorities of and required to perform all the duties of the President during the absence or incapability of the latter for any cause, and shall also perform such other duties as the Board of Directors or the President may from time to time assign to him. *OK*

Section 5. Assistant Vice Presidents – The Assistant Vice Presidents shall be elected by the Board of Directors and he may or may not be a stockholder of the Corporation and shall not be a member of the Board of Directors. They shall exercise such privileges and perform such duties as the Board of Directors or the President may provide or assign to them in its discretion. *OK*

Section 6. Treasurer – The Treasurer shall be elected by the Board of Directors and he may or may not be a stockholder of the Corporation. He shall hold office at the pleasure of the Board. He shall have the following powers and duties: *OK*

(a) Have custody of, and be responsible for, all the funds, securities and bonds of the Corporation, and keep a complete and accurate record of receipts and disbursements and other commercial transactions in the corresponding books of accounts of the Corporation and to see to it that all disbursements and expenditures are evidenced by appropriate vouchers; *OK*

(b) Deposit in the name and to the credit of the Corporation, in such bank or banks as may be designated from time to time by the Board of Directors, all moneys, funds, securities, bonds, and similar valuable effects belonging to the Corporation which may come under his control; *OK*

(c) Render annual statement showing the financial conditions of the Corporation on the 31st day of December of each year and such other financial reports as the Board of Directors or the President may, from time to time require; *OK*

(d) Receive and give receipts for all moneys paid to the Corporation from any source whatever, and generally to perform such other duties as may be required by law or prescribed by the Board of Directors, or the President. *OK*

(e) Sign, indorse, and deliver all checks which shall be countersigned by the President, drafts, bills or exchange, promissory notes and orders of payments of sums and money in the name and on behalf of the Corporation. *OK*

The Treasurer may delegate the routine duties of his office to one or more employees of the Corporation with the approval of the President. He may be required by the Board of Directors or the President to give bond with sufficient sureties for the faithful performance of his duties. *OK*

Section 7. Secretary – The Secretary shall be elected by the Board of Directors, and he may or may not be a stockholder of the Corporation. He shall be elected by the Board of Directors, and he may or may not be a stockholder of the

Corporation. He shall hold office at the pleasure of the Board, and he shall perform the following duties: *OK*

- a. Keep full minutes of all meetings of the Board of Directors and of the Stockholders;
- b. Keep the stock and transfer book and the Corporation seal which he shall stamp on all documents necessitating seal;
- c. Fill and countersign all certificates of stock issued, making the corresponding annotations on the margin or stub of such certificates upon issuance;
- d. Give, or cause to be given, all notices required by law or these by-laws of the Corporation as well as notice of all meetings of the Board of Directors and Stockholders; and
- e. Perform such other duties as may be prescribed by the Board of Directors or the President *OK*

Section 8. Additional Officers – Any additional officers appointed by the Board of Directors as herein-above provided, shall have the powers and shall perform such duties as the Board of Directors or the President may from time to time assign to them in its discretion. *OK*

Section 9. Compensation – All officers shall receive such salaries and compensation as may be fixed by the Board of Directors. *OK*

ARTICLE IV SHARES OF STOCK AND THEIR TRANSFER

Section 1. Certificate of Stock – The Board of Directors shall provide for the issue and transfer of the capital stock of the Corporation, and shall prescribe the form of the stock certificates. Every owner of the stock of the Corporation shall be entitled to a certificate certifying the number of shares owned by him. The certificate shall be signed by the President and countersigned by the Secretary, and shall be sealed with the corporate seal. The certificate of stock shall be issued in consecutive order from the stock certificate book of the Corporation, and certificates shall be numbered in the order in which they are issued. *OK*

Every certificate surrendered for exchange or transfer of stock shall be cancelled and new certificates issued upon presentation of proper documents evidencing such exchange or transfer. *OK*

Section 2. Stock Transfer Book – There shall be kept by the Secretary of the Corporation a book known as the “Stock Transfer Book” which shall contain the names, alphabetically arranged, of the stockholders of the Corporation, their residences, the number of shares of stock held by them, the time when they acquired ownership of such stock, and the amount of the consideration paid therefore, as well as such other entries as may be required by law. The Stock Transfer Book shall be kept open during regular business hours at the principal office of the Corporation, and shall be available for inspection by any stockholder of the Corporation during such hours. The transfer of stock shall be made in the Stock Transfer Book of the Corporation by the holder in person or by any authorized person upon surrender of the certificate or certificates representing the stock to be transferred. Every power of Attorney or other authority to transfer stock shall be in writing duly executed and filed with the Corporation. In its discretion the Board of Directors may appoint one or more suitable banks or trust companies to act as transfer agents, in order to facilitate transfer by stockholders, under such regulations as the Board of Directors may from time to time prescribe. *OK*

Section 3. Lost Certificate – The Board of Directors may direct a new certificate or certificates of stock to be issued in place of any certificate or certificates therefore issued and alleged to have been lost or destroyed. *OK*

The Board of Directors may require the owner of the stock reported by the certificate so lost or destroyed, or his legal representative, to furnish proof by affidavit or otherwise to the satisfaction of the Board of Directors as to the ownership of the stock represented by such certificate, and the fact which tend to prove its loss or destruction. The Board of Directors may also require him to give notice of such loss or destruction by publication or otherwise as it may direct, and may require delivery to the Corporation of a bond, with or without surety, in such sum it may direct, in order to protect the Corporation against any liability which might arise in the premises. The Board of Directors may, however, refuse to issue any such certificates

except pursuant to legal proceedings brought for that purpose under the statutes in such case made and provided, particularly Republic Act No. 201. *OK*

Section 4. Increase of Capital Stock – All stockholders of the Corporation shall have no pre-emptive right to subscribe to any new issuance of shares regardless of class, whether from the existing authorized capital stock or from an increase thereof. *OK*

ARTICLE V FISCAL YEAR AND DIVIDENDS

Section 1. Fiscal Year – The fiscal year of the Corporation shall begin on the first day of January, and shall end with the last day of December of each year. *OK*

Section 2. Dividends – Dividends may be declared from the surplus profits of the corporation at any time and in such percentage as the Board of Directors may deem proper. No dividend shall be declared that will imperil the capital of the Corporation. *OK*

Section 3. Inspection of Accounts – The books, accounts, and records of the Corporation shall be open to inspection by any member of the Board of Directors at all times, stockholders may inspect said books, accounts and records of the Corporation at reasonable times of any business day. *OK*

ARTICLE VI CORPORATE SEAL

The seal of this Corporation, unless otherwise ordered by the Board of Directors shall be circular in form and shall bear the words Jackstones, Inc. *OK*

**ARTICLE VII
AMENDMENTS**

These By-Laws, or any of them, may be altered, or amended or repealed as provided by law at any regular meeting of the stockholders, or at any special meeting duly called for that purpose by the vote of the owners of a majority of the subscribed capital stock and such power to alter, amend, or repeal these by-laws may be delegated to the Board of Directors as provided by law. *OK*

**ARTICLE VIII
ADOPTION**

The foregoing by-laws were adopted by the PACIFIC CEMENT COMPANY INC., by the vote of the stockholders representing a majority of the subscribed capital stock, who are the same time the Directors of said Corporation at a meeting held at Makati, Rizal on the 2nd day of May, 1964. *OK*

(Sgd) HONESTO A. GAPUD	(Sgd) FANNY CORTES GARCIA
(Sgd) NICOLAS CAPISTRANO	(Sgd) JOSEFINA HONRADO
(Sgd) FELIS Y. CHIONGBIAN	(Sgd) MARCOS D. CORTES
(Sgd) LEANDRO S. OCAMPO	(Sgd) CLEMENTINO V. DIEZ

Signed in the Presence of:

(Sgd) RAFAEL B. FERRER	(Sgd) ALEJANDRO DONATO
------------------------	------------------------

ACKNOWLEDGMENT

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

BEFORE ME, A Notary Public in and for the City of Manila, Philippines, on this 13th day of May, 1964, personally appeared:

Name	Res. Cert. No.	Date/Place Issued
Honesto A. Gapud	A-4343602	Feb. 11/64, Makati, Rizal
	B-0701301	Apr. 02/64, Makati, Rizal
Fanny Cortes Garcia	A-4334639	Jan. 22/64, Makati, Rizal
	B-0602147	Jan. 27/64, Makati, Rizal
Nicolas Capistrano	A-0191205	Jan. 30/64, Manila
	B-0021045	Jan. 30/64, Manila
Josefina C. Honrado	A-0238995	Feb. 26/64, Manila
	B-0068578	Feb. 26/64, Manila
Felisa Y. Chiongbian	A-0008385	Jan. 05/64, Manila
	B-0099960	Mar. 24/64, Manila
Marcos Cortes	A-1260953	Jan. 01/64, Surigao del Norte
	B-0652186	Mar. 19/64, Surigao del Norte
Leandro S. Ocampo	A-0128349	Jan. 01/64, Manila
	B-0698900	Mar. 03/64, Makati, Rizal
Clementino V. Diez	A-1865967	Jan 08/64, Manila
	B-0232195	Mar. 19/64, Manila

all known to me and to me known to be the same persons whose names are subscribed and who executed the foregoing By-Laws, and acknowledged that the same is of their free and voluntarily act and deed.

I further certify that the foregoing instrument treat to the BY-LAWS of the PACIFIC CEMENT CO., INC., consisting of eleven pages, including this acknowledgment, duly signed by the parties thereto and their instrumental witnesses on the spaces provided for their signatures.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal on the place and date first above-written.

Doc. No. 671;
Page No. 85;
Book No. 40;
Series of 1964.

(Sgd.)
FELIPE S. FERRER
Notary Public
Until December 31, 1965



MARKETS AND SECURITIES REGULATION DEPARTMENT

December 21, 2016

JACKSTONES, INC.
593 Antonio Drive
Bagumbayan, Taguig City
Fax No. 817-3081

Attention : **Mr. Maximilian So Tanenglian**
President

Subject : **Request for Comment/Recommendation**

Gentlemen:

This is in connection with your request for comment/recommendation relative to your company's application for approval of the amendment to Article I, Section 1 of your By-laws.

We do not interpose any objection to your application to amend your company's By-laws provided that once the amendment has been approved, Jackstones, Inc. shall file a duly accomplished Current Report (SEC Form 17-C) disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the amendment to subject By-laws.

The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change accrued or becomes effective, if applicable.

Our Department nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, as amended, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

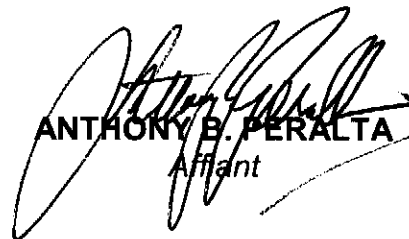
Republic of the Philippines)
Makati City) S.S.

CERTIFICATION

I, **ANTHONY B. PERALTA**, of legal age, Filipino and with office address at Twelfth Floor 139 Corporate Center, 139 Valero St., Salcedo Village, Makati City, being duly sworn, depose and state that:

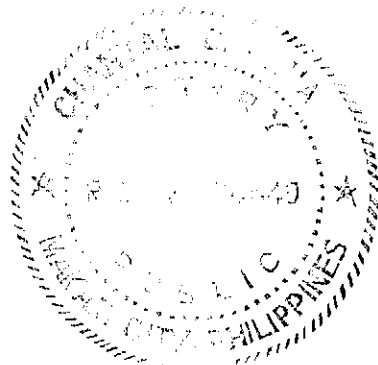
1. I am Corporate Secretary of **JACKSTONES, INC.** (the "Corporation a corporation duly organized and existing under the laws of the Philippines with principal address at 593 Antonio Drive, Bagumbayan, Taguig City, Philippines 1630.
2. To the best of my knowledge, ~~no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual trustees and/or major corporate officers of the Corporation as its duly elected and/or appointed trustees or officers or vice versa.~~

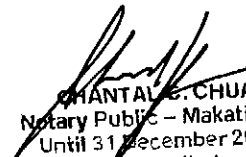
IN WITNESS WHEREOF, We have hereunto set my hand on this December 11, 2016 at Makati City.


ANTHONY B. PERALTA
Affiant

SUBSCRIBED AND SWORN to before me this 11th 2016, in Makati City, affiant exhibited to me his Passport No. EB696603 issued on June 05, 2014 at DFA Manila.

Doc. No. 394
Page No. 80
Book No. 11
Series of 2016.




CHANTAL B. CHUA
Notary Public - Makati City
Until 31 December 2017
Cochingyan & Peralta Law Offices
Twelfth Floor, 139 Corporate Center
139 Valero St., Salcedo Village, Makati City
PTR No. 5330492/January 11, 2016/Makati City
P No. 1023415/January 11, 2016/PLM
Roll No. 494

JAN 30 2017

**DIRECTORS' CERTIFICATE OF AMENDMENT TO
THE ARTICLES OF INCORPORATION AND BY-LAWS**

RECEIVED BY: _____

WE, the undersigned, being at least a majority of the Directors of Jackstones, Inc. ("the "Corporation"), the Chairman and the Secretary of the Board of Directors' Meeting held on 22 April 2016 at G/F Power Plant Mall, Lopez Drive, Makati City and Annual Stockholders' Meeting held on 20 June 2016 of Jackstones, Inc. at LRA Pavillon 311 ML Quezon St., Mahogany Subdivision, Brgy. Bagumbayan, Taguig City, do hereby certify that:

A. That the accompanying Amended By-Laws embodying the following amendment are true and correct:

**ARTICLE I
MEETING OF STOCKHOLDERS**

Section 1. Annual Meetings – The annual meeting of the stockholders of the Corporation shall be held at the principal office of the Corporation at 593 Antonio Drive, Bagumbayan, Taguig City, Philippines 1630, or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located, on the 2nd Monday of June in each year, unless such day shall be a legal holiday, in which case it shall be held on the next following business day.

B. The majority of the members of the Board of Directors and two-thirds (2/3) of the outstanding capital stock entitled to vote have unanimously approved the amendments referred to in paragraph (A).

C. In the meeting of the stockholders held on May 9, 2000, the stockholders by a vote of two-thirds (2/3) of the outstanding capital of the Corporation, delegated to the Board of Directors the authority to amend the By-Laws;

D. On April 22, 2016, the Corporation's Board of Directors by a majority vote approved the amendment referred to in Article I, Section 1 of the Corporation's By-Laws.

E. For good corporate governance, the amendments to Article I, Section 1 of the Corporation's By-Laws was approved by (2/3) of the outstanding capital stock entitled to vote during the annual stockholders meeting on June 20, 2016;

F. The requirements of Section 16 of the Corporation Code of the Philippines have been complied with.

IN WITNESS WHEREOF, we have hereunto set our hands on this
JAN 14 2017 in _____
SECRETARY


Mariano Chua Tanenglian
Director/Chairman
TIN 101-914-805



Aleta So Tanenglian
Director
TIN 116-439-998


Maximilian So Tanenglian
Director
TIN 199-391-243


Vandermir Carnegie Tan Say, CFA
Director
TIN 906-826-921



Jonathan A. Ongcarranceja
Director
TIN 902-539-838


Beryl Fayette Tanenglian Say
Director
TIN 199-391-251


Adaline Daryl T. Ongcarranceja
Director
TIN 197-755-246


Amando Musni Velasco
Independent Director
TIN 103-900-426

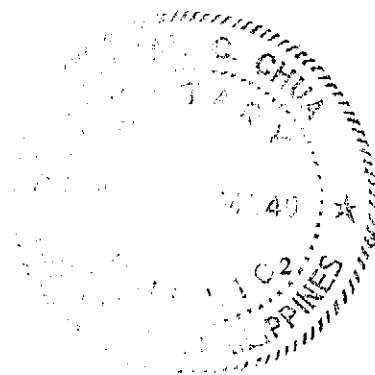
Certified True and Correct:



Anthony B. Peralta
Corporate Secretary
TIN 107-447-390

SUBSCRIBED AND SWORN to before me this DEC 14 2016 affiants exhibited to me their valid identifications to wit:

NAME	VALID IDENTIFICATION
Mariano Chua Tanenglian	TIN 101-914-805
Aleta So Tanenglian	TIN 116-439-998
Maximilian So Tanenglian	TIN 199-391-243
Vandermir Carnegie Tan Say, CFA	TIN 906-826-921
Jonathan A. Ongcarranceja	TIN 902-539-838
Beryl Fayette Tanenglian Say	TIN 199-391-251
Adaline Daryl T. Ongcarranceja	TIN 197-755-246
Amando Musni Velasco	TIN 103-900-426
Stilwell Tan Sy	TIN 108-718-456
Anthony B. Peralta	TIN 107-447-390

Doc. No. 397
Page No. 31
Book No. 11
Series of 2016.




GHANTAV S. CHUA
Notary Public - Makati City
Until 31 December 2017
Cochingyan & Peralta Law Offices
Twelfth Floor, 139 Corporate Center
139 Valero St., Salcedo Village, Makati City
TIN No. 5330492/January 11, 2016/Makati City
IBP No. 1023415/January 8, 2016/PPPLM
Roll No. 64540