



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
PICC Secretariat Bldg., PICC Complex
Pasay City, Metro Manila

COMPANY REG NO. CN202003115

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

SOLSTICE TOWERS CONDOMINIUM CORPORATION

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation and By Laws in accordance with the Revised Corporation Code of the Philippines (Republic Act No. 11232), 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 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 a 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.

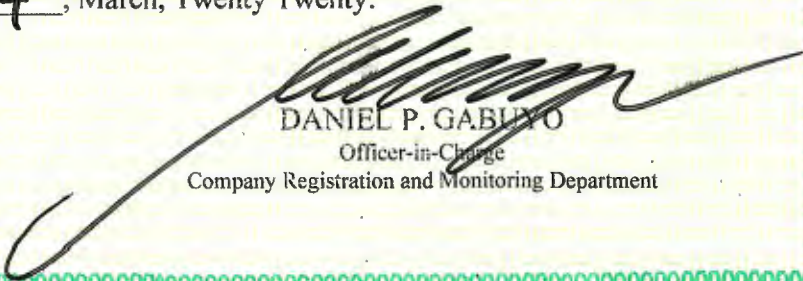
This Certificate **DOES NOT AUTHORIZE INVESTMENT SOLICITATION AND INVESTMENT-TAKING WITHOUT A SECONDARY LICENSE FROM THIS COMMISSION.**

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 PICC Secretariat Bldg., PICC Complex Pasay City, Metro Manila, Philippines, this day of 4, March, Twenty Twenty.



For SEC use only
L68110(PSIC as reserved)


DANIEL P. GABUYO
Officer-in-Charge
Company Registration and Monitoring Department

DOCUMENTARY STAMP TAX PAID

SEC Reportorial and Monitoring Requirements for Domestic Corporations

DOCUMENT	FILING PERIOD
<p>General Information Sheet (GIS)</p> <p>The GIS should be certified and sworn to by the corporate secretary.</p>	<p>Within 30 calendar days from the date of the actual annual stockholders' or members' meeting:</p> <p>If unable to hold stockholders' or members' meeting for the calendar year not later than January 30 of the next calendar year</p> <p>All changes arising between annual meetings and those affecting information stated in the GIS shall be reflected in an amended GIS labeled as such and the changes clearly highlighted; the amended GIS shall be submitted within 30 calendar days after the occurrence or effectivity of such change.</p>
<p>Financial Statements (FS) stamped "received" by the Bureau of Internal Revenue</p> <p>Except as otherwise provided in Revised Corporation Code of the Philippines or in the rules issued by the Commission, every corporation, domestic or foreign, doing business in the Philippines shall submit to the Commission: (a) Annual financial statements audited by an independent certified public accountant: Provided, That if the total assets or total liabilities of the corporation are less than Six hundred thousand pesos (P600,000.00), the financial statements shall be certified under oath by the corporation's treasurer or chief financial officer</p> <p>Reference: SEC. 177. Reportorial Requirements of Corporations</p>	<p>Within 120 calendar days after the end of the fiscal year as specified in the By-laws</p>
<p>The FS of the domestic corporations, except banks and insurance companies, with annual gross sales or gross revenues of at least Php 5,000,000.00 shall also be submitted in electronic format (i.e. on diskettes or compact disk)</p>	<p>Within 30 days from the last day of submission of the FS</p>
<p>Stock and Transfer Book (for stock corporation) or Membership Book (for non-stock corporation)</p>	<p>Within 30 days from the date of the issuance of the Certificate of Incorporation</p>



UNIFIED REGISTRATION RECORD (URR)

COMPANY NAME

SOLSTICE TOWERS CONDOMINIUM CORPORATION

SEC REGISTRATION NUMBER

CN202003115

TAX IDENTIFICATION NUMBER (TIN)

010477770

PAG-IBIG EMPLOYER NUMBER (Eyer ID)

PHILHEALTH EMPLOYER NUMBER (PEN)

001000065270

PRINCIPAL ADDRESS

**The Solstice Towers Administration Office, Upper
Ground floor, Solstice Towers, A.P. Reyes Ave.
corner Hippodromo St., Carmona, CITY OF MAKATI,
NCR, FOURTH DISTRICT, Philippines**

SSS EMPLOYER NUMBER (ER No.)

PHONE NO.

02-7986872

FAX NO.

MOBILE NO.

09175119728

E-MAIL ADDRESS

**lariza.gerryringo@ayal
aoprobert**

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



**Securities and
Exchange
Commission**
PHILIPPINES

COMPANY REGISTRATION AND MONITORING DEPARTMENT

INCORPORATORS/DIRECTORS

Gentlemen:

Please be advised that the Commission was not able to generate the **PAG-IBIG AND SSS (SOCIAL AGENCIES) Employer Registration Number (ERN)** due to system error in the Integrated Business Registration System of the Company Registration System (CRS).

Please be advised that you have to personally apply to the said Social Agencies for your ERN. Attached is a copy of your Certificate of Incorporation.

Very truly yours,

Sgd.
Gerardo F. Del Rosario
Director

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

REGISTRATION

Company Name

SOLSTICE TOWERS CONDOMINIUM CORPORATION

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

THE SOLSTICE TOWERS ADMINISTRATION OFFICE, UPPER GROUND FLOOR, SOLSTICE TOWERS A.P. REYES AVE. CORNER HIPPODROMO ST. CARMONA CITY OF MAKATI FOURTH DISTRICT, PHILIPPINES

COMPANY INFORMATION

Industry Code

Industry Description

L68110

Real estate buying, selling, renting, leasing and operating of self-owned/leased apartment buildings, non-residential and dwellings

Company's Email

Company's Telephone Number/s

Company's Mobile Number

alisangco.job@aglegal.com.ph

9083949

+639178366650

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact

Email Address

Telephone Number/s

Mobile Number

Gerry Ringo Lariza

lariza.gerryringo@ayalaproperty.

02-7986872

09175119728

To be accomplished by CRMD Personnel

Assigned

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division

Forwarded to:

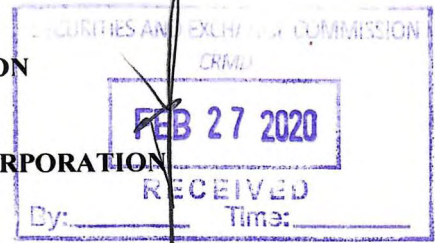
Corporate and Partnership Registration

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

**ARTICLES OF INCORPORATION
OF
SOLSTICE TOWERS CONDOMINIUM CORPORATION**



KNOW ALL MEN BY THESE PRESENTS:

WE, all of legal age and residents and citizens of the Philippines, have this day voluntarily associated ourselves for the purpose of forming a non-stock, non-profit corporation (the “**Corporation**”) under the provisions of the Condominium Act (Republic Act No. 4726) and other pertinent laws of the Philippines.

AND WE HEREBY CERTIFY THAT:

FIRST: The name of the Corporation shall be –

SOLSTICE TOWERS CONDOMINIUM CORPORATION

SECOND: The purposes for which the Corporation is formed are as follows:

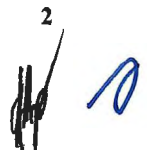
PRIMARY PURPOSE

To own or hold title to the common areas in the condominium project known and identified as **SOLSTICE TOWERS**, which has been constituted pursuant to the provisions of the Condominium Act on the property described in and brought under the operation of the said Act by the: (1) Master Deed with Declaration of Restrictions dated 13 February 2013 and identified as Doc. No. 79, Page No. 17, Book No. III, Series of 2013 of the notarial register of Atty. Ricardo Victor K. Ramos, a Notary Public for Makati City, and registered with the Registry of Deeds of Makati City on 19 March 2014 with Primary Entry Number: 2014002406; (2) First Amendment and Supplement to the Master Deed with Declaration of Restrictions dated 02 May 2013 and identified as Doc. No. 327, Page No. 67, Book No. II, Series of 2013 of the notarial register of Atty. Ricardo Victor K. Ramos, a Notary Public for Makati City, and registered with the Registry of Deeds of Makati on 23 July 2014 with Primary Entry Number: 2014006288; (3) Second Amendment and Supplement to the Master Deed with Declaration of Restrictions dated 17 October 2013 and identified as Doc. No. 121, Page No. 26, Book No. XVII, Series of 2013 of the notarial register of Atty. Arlene S. Bobadilla-Montero, a Notary Public for Makati City, and registered with the Registry of Deeds of Makati City on 23 July 2014 with Primary Entry No. 2014006290; (4) Third Amendment and Supplement to the Master

Deed with Declaration of Restrictions dated 18 March 2014 and identified as Doc No. 15, Page No. 4, Book No. X, Series of 2014 of the notarial register of Atty. Roberto T. Ongsiako, a Notary Public for Makati City, and registered with the Registry of Deeds of Makati City on 23 July 2014 with Primary Entry No. 2014006291, as the same may be amended and/or supplemented from time to time (hereinafter referred to collectively as the “*Master Deed*”, and the condominium project as may be covered by one or more certificates of registration issued by the Housing and Land Use Regulatory Board and its successor agencies shall hereinafter be referred to as the “*Project*”), and to manage and administer the operation of the Project and the affairs of its members pursuant to and in accordance with the provisions of Republic Act No. 4726 and the Master Deed.

SECONDARY PURPOSES

- (1) To promote the best interest of the unit owners in the Project by maintaining close cooperation with the developer of the Project and other property owners, businesses and civic organizations in the Makati City area, as well as with the proper government authorities and agencies;
- (2) To adopt such measures as may be necessary for the protection and safeguarding of unit owners and/or residents of the Project, the properties of the Corporation, including the authority to contract and hire security services for the Project, as well as to obtain and maintain sufficient insurance coverage against risks involved in the management, operations and ownership of the properties of the Corporation as may be necessary or desirable under the circumstances;
- (3) To install, own, operate and maintain the equipment and machineries necessary for the proper maintenance, operation and management of the Project or any part thereof, including such equipment and machineries designed and intended for the service, comfort, safety and security of the unit owners or residents of the Project, such as, but not limited to the, water supply system, drainage and sewerage system, fire-fighting system, electrical system, telecommunications system, ventilations system and exhaust system
- (4) To promulgate, adopt and enforce rules and regulations concerning the safety, proper enjoyment and occupancy of the units and the common areas of the Project, and to fix and impose appropriate charges and penalties for violations of such rules and regulations as may be promulgated by the Corporation;
- (5) To provide for the maintenance, repair, sanitation and cleanliness of the common areas of the Project, as well as for the beautification and betterment thereof or other improvements and



additions thereto, and for its reconstruction, restoration or repair when necessitated by damage, destruction, obsolescence, depreciation, expropriation or condemnation of the whole or any part thereof;

- (6) To provide and contract for public utilities and other services (such as, but not limited to, electricity, water, telephone, cable, etc.) for the common areas of the Project;
- (7) To contract for the services of persons or firms to assist in the management and operation of the Project, including administrative, legal, accounting, engineering, and other professional and technical services; and otherwise to employ personnel to perform the services required for the proper operation and management of the Project;
- (8) To operate, by itself or through others, recreational, service and similar facilities within the common areas of the Project in order to serve the needs of the residents and occupants thereof, and others who are willing to avail themselves of such facilities, and to use any income therefrom to meet its operating expenses and other expenditures;
- (9) To discharge any lien or encumbrance upon the Project or any part thereof;
- (10) To enforce the limitations, restrictions, covenants and conditions contained in the Master Deed, including pertinent rules and regulations promulgated by the Corporation for the efficient operation and management of the Project;
- (11) To collect association dues and other charges as may be necessary to defray the expenses or costs incurred for the operation and maintenance of the Corporation, the common areas of the Project and the Corporation's affairs;
- (12) To levy and collect such assessments as provided for in the Master Deed, the Articles of Incorporation and By-laws of the Corporation, to defray the costs, expenses and losses of the Corporation;
- (13) To acquire, own, hold, enjoy, lease, operate and maintain, and to convey, sell, transfer, mortgage or otherwise encumber, or otherwise dispose of real or personal property in connection with the purposes and activities of the Corporation, subject to applicable laws; and
- (14) To exercise and perform such other powers as are reasonably necessary, incidental or convenient to the accomplishment of the foregoing.



THIRD: The place where the principal office of the Corporation is to be established at Solstice Towers Administration Office, Upper Ground floor, Solstice Towers, A.P. Reyes Ave. corner Hippodromo St. Brgy. Carmona, Makati City

FOURTH: The term for which the Corporation is to exist shall be co-terminus with the Project.

FIFTH: The names, nationalities and addresses of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Fergie Ann P. Panganiban	Filipino	Block 73 Lot 16 17 th Street, Sapang, Biabas, Pampanga
Robie Isobelle M. Belgica	Filipino	28 Via Milano Street, Villa Firenze, Tierra Bella Homes, Tandang Sora, Quezon City
Leni A. Platero	Filipino	Block 18 Lot 12, Luke Street, Phase I, Goodwill Homes II Subdivision, Bagbag, Novaliches, Quezon City
Norin A. Gener	Filipino	67 Scout Lozano Street, Barangay Laging Handa, Quezon City
Raymond Alejandro Y. Katigbak	Filipino	101 Del Pilar St., Ayala Southvale, Bacoor, Cavite

The members of the Corporation shall consist of all the owners of the units in the Project and the duly authorized representatives of owners who are legal entities, including the developer with respect to all its units in the Project, whether comprising its unsold inventory or otherwise. Membership in the Corporation cannot be transferred, conveyed, encumbered or otherwise disposed of separately from the condominium unit of which it is an appurtenance. Any transfer, conveyance, encumbrance or other disposition of a unit shall include the appurtenant membership in the Corporation. Any member who ceases to own a unit in the Project or ceases to be a duly authorized representative of an owner who is a legal entity automatically ceases to be a member of the Corporation. These conditions shall appear in the certificates of membership to be issued by the Corporation.

SIXTH: The number of directors of the Corporation is five (5) and the names, nationalities and addresses of the directors who are to serve until their successors are elected and qualified, as provided by law, are as follows:

SEVENTH: The capital of the Corporation shall be represented by percentages of participation of the members which shall be evidenced by a certificate of membership issued in such form as the Board of Directors may determine and prescribe. The percentage of participation of each member shall



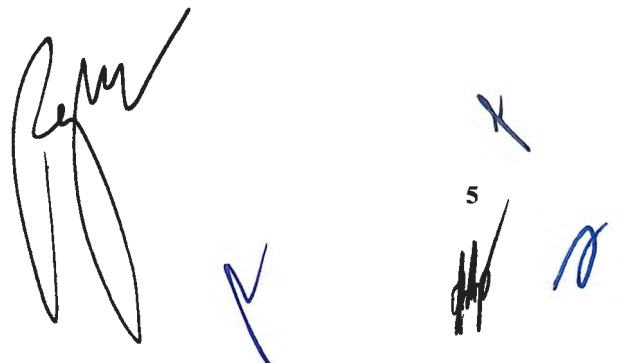
be equal to the appurtenant interests of the unit owned or represented, in the common areas of the Project, as provided in the Master Deed. The total initial contribution of the Board of Directors is Pesos: Php1,000.00.

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Fergie Ann P. Panganiban	Filipino	Block 73 Lot 16 17 th Street, Sapang, Biabas, Pampanga
Robie Isobelle M. Belgica	Filipino	28 Via Milano Street, Villa Firenze, Tierra Bella Homes, Tandang Sora, Quezon City
Leni A. Platero	Filipino	Block 18 Lot 12, Luke Street, Phase 1, Goodwill Homes II Subdivision, Bagbag, Novaliches, Quezon City
Norin A. Gener	Filipino	67 Scout Lozano Street, Barangay Laging Handa, Quezon City
Raymond Alejandro Y. Katigbak	Filipino	101 Del Pilar St., Ayala Southvale, Bacoor, Cavite

EIGHTH: The Corporation and its incorporators undertake to change the corporate name of the Corporation as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the 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 misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

NINTH: Norin A. Gener has been elected as Treasurer of the Corporation to act as such until his/her successor is duly elected and qualified to receive for and in the name and for the benefit of the Corporation, all the contributions of the members.

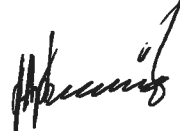
[Signature page follows.]



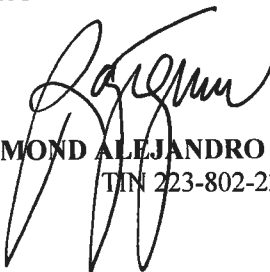
IN WITNESS WHEREOF, the incorporators named hereunder have signed this instrument of incorporation at **Makati City**, Philippines, this ___ day **DEC 27 2019** 2019.


FERGIE ANN P. PANGANIBAN
TIN 297-130-403


ROBIE ISOBELLE M. BELGICA
TIN 240-023-343


LENI A. PLATERO
TIN 250-666-135


NORIN A. GENER
TIN 207-492-063


RAYMOND ALEJANDRO Y. KATIGBAK
TIN 223-802-236

Signed in the presence of:

Acknowledgment page follows.

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
Makati City CITY) S.S.

I certify that on this date before me, a notary public duly authorized in the city named above to take acknowledgments, personally appeared:

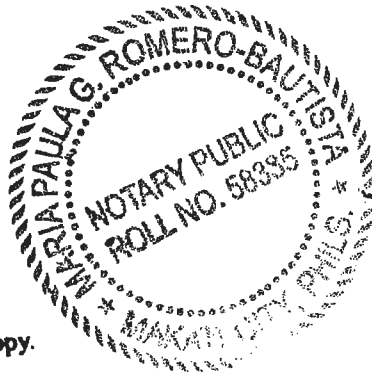
<u>Name</u>	<u>Competent Evidence of Identity No.</u>	<u>Date and Place Issued</u>
Fergie Ann P. Panganiban	Passport No. P0637162B	12 February 2019 / DFA NCR East
Robie Isobelle M. Belgica	Passport No. EC3697437	17 March 2019 / DFA NCR East
Leni A. Platero	Passport No. 2250696A	11 March 2017 / DFA NCR East
Norin A. Gener	PRC License No. 0099458	19 July 2017 / PRC Manila
Raymond Alejandro Y. Katigbak	Passport No. P0099690A	15 September 2016 / DFA NCR South


who are personally known to me and identified by me through competent evidence of identity to be the same persons described in the foregoing instrument, who acknowledged to me that their respective signatures on the instrument were voluntarily affixed by them for the purposes stated therein, and who declared to me that they have executed the instrument as their free and voluntary act and deed.

Witness my hand and seal this _____ day of DEC 27 2019 2019.

Doc. No. 460 ;
Page No. 97 ;
Book No. XI ;
Series of 2019.

Notarial DST pursuant to
Sec. 188 of the Tax Code
affixed on Notary Public's copy.




MARIA PAULA G. ROMERO-BAUTISTA
Notary Public - Makati City
Appt. No. 155 until December 31, 2019
Roll of Attorneys No. 58335
IBP No. 059414 - 01/09/19 - Makati City
PTR No. 7341730ME - 01/08/19 - Makati City
MCLE Compliance No. VI - 0009490 - 06/20/2018
27th Floor Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Philippines



**BY-LAWS
OF
SOLSTICE TOWERS CONDOMINIUM CORPORATION**

**ARTICLE 1
NATURE, OBJECT and DOMICILE**

Section 1. Corporation Name. The name of the Corporation shall be as set forth in the Articles of Incorporation.

Section 2. Nature and Object. The Corporation is a non-stock, non-profit organization formed pursuant to Section 10 of the Condominium Act (Republic Act No. 4726), for the purpose of, among others, holding title to the common areas of the Project, as provided in the: (1) Master Deed with Declaration of Restrictions dated 13 February 2013 and identified as Doc. No. 79, Page No. 17, Book No. III, Series of 2013 of the notarial register of Atty. Ricardo Victor K. Ramos, a Notary Public for Makati City, and registered with the Registry of Deeds of Makati City on 19 March 2014 with Primary Entry Number: 2014002406; (2) First Amendment and Supplement to the Master Deed with Declaration of Restrictions dated 02 May 2013 and identified as Doc. No. 327, Page No. 67, Book No. II, Series of 2013 of the notarial register of Atty. Ricardo Victor K. Ramos, a Notary Public for Makati City, and registered with the Registry of Deeds of Makati on 23 July 2014 with Primary Entry Number: 2014006288; (3) Second Amendment and Supplement to the Master Deed with Declaration of Restrictions dated 17 October 2013 and identified as Doc. No. 121, Page No. 26, Book No. XVII, Series of 2013 of the notarial register of Atty. Arlene S. Bobadilla-Montero, a Notary Public for Makati City, and registered with the Registry of Deeds of Makati City on 23 July 2014 with Primary Entry No. 2014006290; (4) Third Amendment and Supplement to the Master Deed with Declaration of Restrictions dated 18 March 2014 and identified as Doc No. 15, Page No. 4, Book No. X, Series of 2014 of the notarial register of Atty. Roberto T. Ongsiako, a Notary Public for Makati City, and registered with the Registry of Deeds of Makati City on 23 July 2014 with Primary Entry No. 2014006291, as the same may be amended and/or supplemented from time to time (hereinafter referred to collectively as the "*Master Deed*", and the condominium project as may be covered by one or more certificates of registration issued by the Housing and Land Use Regulatory Board and its successor agencies shall hereinafter be referred to as the "*Project*"), managing the said Project, and performing such other activities as may be necessary, incidental and convenient to accomplish the purposes set forth in the Master Deed and the Condominium Act. Any and all moneys and assets of the Corporation shall be devoted exclusively to the furtherance of these purposes, and no dividends of any kind or distribution of income shall be declared or made.



Section 3. Domicile and Principal Office. The domicile and principal office of the Corporation is located and established at Solstice Towers Administration Office, Upper Ground floor, Solstice Towers, A.P. Reyes Ave. corner Hippodromo St. Brgy. Carmona, Makati City

ARTICLE II
MEMBERSHIP

Section 1. Members. The members of the Corporation shall consist of the owners of all the residential and commercial units in the Project, which members shall be deemed to include the duly authorized representatives of owners who are legal entities including the developer with respect to all units in the Project, whether comprising its unsold inventory or otherwise.

Membership in the Corporation, being an appurtenance of ownership of a unit, cannot be transferred, conveyed, encumbered or otherwise disposed separately from the unit to which it appertains. Any member who ceases to be an owner of a unit or ceases to be a duly authorized representative of an owner who is a legal entity automatically ceases to be a member of the Corporation.

Section 2. Member in Good Standing. A member in good standing is one who complies with all the duties and obligations of a member as determined by the Board of Directors.

Section 3. Rights and Privileges of Membership. Every member in good standing shall have the following rights:

- (a) To participate and vote in members' meetings, elections and referenda;
- (b) To be eligible for any elective or appointive office of the Corporation subject to the qualifications as provided in these By-laws and relevant laws;
- (c) To avail himself of all the facilities and services of the Corporation or the designated service provider, subject to such reasonable restrictions as may be imposed by the Board of Directors or contained in the Master Deed; and
- (d) To exercise such other rights and privileges as may be determined by the Board of Directors.

Handwritten signatures in blue ink, including a large signature on the left, a smaller one in the middle, and a cluster of three on the right with a '2' written above them.

No member shall have any vested right in or into the assets or property of the Corporation or any rights, title or privilege which may be inheritable, or which shall continue after his membership ceases or while he is not in good standing.

Section 4. Duties of Members. A member shall have the following duties:

- (a) To pay the dues and assessments and such other fees which may be levied by the Board of Directors;
- (b) To support and participate in the projects, activities and other social affairs of the Corporation;
- (c) To attend all meetings that may be called by the Board of Directors; and
- (d) To obey and comply with the Master Deed, these By-Laws, the rules of the estate association to which the Corporation is a member of, and such other rules and regulations as may be promulgated by the Board of Directors.

Section 5. Representation. Any residential unit owner may designate another person to represent him as a member of the Corporation by filing a written designation with the Corporate Secretary of the Corporation. In case a unit is owned in common by two or more persons, they shall designate one of the co-owners to represent them in the Corporation. In case of conflict among co-owners, the Board of Directors shall have the right to decide whom to recognize as their authorized representative. Except for purposes of liquidation in case of dissolution, the representative designated or chosen shall be considered as a member representing the unit for all purposes, including service of notice of assessments and meetings, grant of proxies, and voting.

In case an owner is a legal entity, its duly authorized officers shall designate and certify as to the person who should represent it in the Corporation for all purposes, including but not limited to, voting and being voted for as a member of the Board of Directors or as an officer of the Corporation. This authorization will be evidenced by a Secretary's Certificate of the issuing corporation, which Secretary's Certificate shall be submitted to the Corporation's Corporate Secretary.

Section 6. Membership Roll. The Corporation shall keep and maintain, under the custody of the Corporate Secretary, a membership roll containing the list of all members, including the duly authorized representatives of owners who are legal entities, and such additional members as may

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be admitted from time to time, including information and data which may be required by the Board of Directors.

Section 7. Dissenting Members. In cases where the Corporation Code grants a dissenting member an appraisal right, or the right to withdraw from the Corporation and demand the full value of his membership in the Corporation, the dissenting member shall not be entitled to demand payment of his interest or participation in the Corporation unless he consents to sell his unit to the Corporation or to any purchaser of the Corporation's choice who shall also buy from the Corporation the dissenting member's principal participation. In case of disagreement as to the price of the unit or interest or participation, the procedure set forth in the appropriate provision of the Corporation Code for valuation of the dissenting member's interest or participation shall be followed. The Corporation shall have two (2) years within which to pay for the member's interest or participation or to furnish a purchaser of its choice from the time of award by the appraisers as provided in the pertinent provisions of the Corporation Code. All expenses incurred in the liquidation of the interest of the dissenting member shall be borne by him.

ARTICLE III MEETINGS

Section 1. General Membership Meetings.

(a) Annual General Membership Meeting. The annual meeting of the members of the Corporation shall be held at the principal office of the Corporation every 15th of February of each year, and if a legal holiday, then on the day following.

(b) Special General Membership Meetings. Special meetings of the members of the Corporation may be called and convened at any time by a majority of the Board of Directors or by written petition of thirty percent (30%) of the members. Only matters stated in the notice of meeting can be the subject of motions or deliberations at such meeting.

(c) Place of Meeting. General membership meetings, whether annual or special, shall be held at 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.

(d) Notice of Meeting. Notices for annual or special general membership meetings of members shall be sent by the Corporate Secretary by personal delivery, mail, courier, facsimile with confirmation receipt, electronic mail (pursuant to the relevant laws and regulations on electronic

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commerce), or publication in a newspaper of general circulation in the Philippines, at least seven (7) days prior to the date of the meeting to each member at his address of record or at his address in the Project. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. The Board of Directors, for good cause, may change the date, time and place of the meeting; provided that, written notice to this effect is given to the members at least seven (7) days before the scheduled date of the meeting.

When the meeting of members 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 2. Proxy. Any member may be represented by a proxy in all the membership meetings of the Corporation. The proxy must be in writing, signed by the member delegating his representation to another, and submitted to the Corporate Secretary at least three (3) business days prior to the meeting.

In the absence of any provision to the contrary, proxies shall be valid only for the meeting for which it was presented to the Secretary, or any adjournment thereof. Representatives in the proxy must be designated by name. Such proxies filed with the Secretary may be revoked by the members 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 3. Quorum. The presence of members in good standing representing at least the majority (50% +1) vote of the Corporation shall constitute a quorum to transact business in all the meetings of Corporation, unless the Corporation Code, the Condominium Act, or this By-laws require the affirmative vote of a greater proportion. A smaller number of votes insufficient to constitute a quorum may adjourn the meeting from time to time and may take up only social or ceremonial matters.

Section 4. Vote of Members. A member of the Corporation shall be entitled to one (1) vote for each unit owned or represented, provided that only members in good standing shall be qualified to cast their votes in any of the meetings of the Corporation. In the election of the Board of Directors, no cumulative voting shall be permitted; provided that, each member may cast his vote for as many persons as there are directors or representatives to be elected.



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Only members owning or representing residential units shall have the right to vote on all matters affecting the residential units, parking units owned by residential unit owners, and Residential Zone of the Project while only members owning or representing commercial units shall have the right to vote on all matters affecting the commercial units, parking units owned by the commercial unit owners, and Commercial Zone of the Project.

In cases where the Condominium Act, as amended, requires the vote of members owning a specific interest in the common areas as a condition precedent for the approval of certain corporate acts, then the interest of the member in the common areas (as the term is defined under the Master Deed) shall be determined on the basis of the formula set forth in the Master Deed.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Board of Directors. The Corporation shall be governed and its affairs managed and controlled by a Board of Directors.

(a) Composition. The Board of Directors shall be composed of five (5) members, three (3) directors shall be elected by and from the residential unit owners, and two (2) directors shall be elected by and from the commercial unit owners.

Only members of the Corporation who are in good standing may vote and be voted for. Except as provided in this Sections 1(d) and (e) of this Article IV, the directors so elected shall hold office for a term of one (1) year and until their successors are duly elected and qualified.

(b) Term of Office. The Directors elected shall hold office for a term of one (1) year and until their successors are duly elected and qualified. No Director can be re-elected for more than three consecutive terms.

(c) Functions and Powers. The powers of the Board of Directors shall be those granted by this By-Laws, the Condominium Act, the Corporation Code, and the Master Deed. The Board shall do such things and act as the Corporation may lawfully do by law, the Articles of Incorporation, these By-Laws or the Master Deed, or as may be directed or required to be exercised or done by the members of the Corporation.

Without limiting the general nature of the foregoing powers, the Board of Directors shall have the power to:



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- i. enforce the limitations, restrictions, and conditions contained in the Master Deed, the By-Laws and any rules and regulations that may be adopted by the Board;
- ii. promulgate rules and regulations concerning the use, enjoyment and occupancy of units and general common areas of the Project;
- iii. confirm the annual budgeted assessment and make and collect assessments on general common areas against members to defray the costs, expenses and losses of the Corporation in respect of the general common areas of the Project and activities of a general nature which are to be participated in by and/or are intended to benefit all and not some of the members, including assessments duly imposed by the estate association;
- iv. enter into a property management contract for the management and operation of the properties of the Corporation, as well as enter into other service or specialized contracts for the maintenance and/or repairs of common areas and other facilities of the Project;
- v. suspend services or utilities it provides to the unit of any owner who has been delinquent in paying any assessment or other charge due to the Corporation;
- vi. impose sanctions for violations in accordance with duly promulgated rules of the Board and/or secure, by legal means, the observance of the provisions of the Condominium Act, the Master Deed, the Articles of Incorporation, these By-Laws, and the rules and regulations promulgated by the Corporation in accordance herewith and therewith;

The Board may delegate, in whole or in part, such powers as it may deem necessary and proper and which could lawfully be delegated, to any director or any Committee. All the contracts, agreements, and commitments for and on behalf of the Corporation shall be executed under authority of the Board of Directors, the Chairman of the Board of Directors or the property manager of the Corporation.

(d) Removal from Office. A director may be recalled and removed from office by the affirmative vote of two-thirds (2/3) of the members of the Corporation at any general or special meeting. The vacancy shall be filled by election by at least a majority of the members at any regular or special



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meeting of the members. The director to be elected shall serve the unexpired term of the removed director until his successor is duly elected and qualified.

(e) Vacancy. In case of vacancy in the Board of Directors due to resignation, death, incapacity or any other cause, except removal or expiration of term, the vacancy shall be filled by election among and by the remaining members of the Board of Directors, if still constituting a quorum, at a regular meeting duly called and held for the purpose. The elected director shall thereupon serve the unexpired term of the resigning, deceased or incapacitated director, and until a successor has been elected or qualified in accordance with these By-Laws.

(f) Meetings. The organizational meeting of the Board of Directors shall be held immediately after their election. Meetings of the Board of Directors shall be held in the principal office of the Corporation or at such other place as may be agreed upon by the directors. The Chairman or any two (2) directors may call a meeting by means of a written notice delivered personally to each director at least two (2) days prior to the date of meeting. A director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice. The Secretary shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary for the meeting.

The Directors may attend any meeting of the Board of Directors either in person, or by means of telephone conferencing, video conferencing or similar communications equipment in accordance with the requirements of applicable laws and regulations. A Director participating by telephone conference or video conference or such other similar communications equipment shall also be deemed to be present in person at such meeting and shall be entitled to vote and be considered for purposes of determining a quorum.

(g) Quorum. A quorum at any meeting of the Board of Directors shall exist with the presence, at the commencement and throughout the whole of the meeting, of at least the majority of the directors *provided that*, at least one director representing the commercial unit owners shall be present. If no quorum is present at a meeting within an hour of the time appointed for such meeting, then such meeting, shall at the discretion of the directors in attendance be either cancelled or adjourned to three (3) business days thereafter at the same time and place (unless a different time and place shall have otherwise been agreed upon by all directors). The quorum for the reconvened meeting shall be at least a majority of the directors; *provided that*, if upon reconvening a quorum constituting at least a majority of the directors is present but the director representing the commercial unit owners is not represented at the time appointed for such meeting, such meeting shall, in any event, proceed and the directors

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representing the commercial unit owners shall be deemed to have waived his right to be represented at such meeting.

(h) Board Actions. All matters presented to the Board of Directors shall be decided upon the majority vote of the directors present in a meeting where there is a quorum unless a higher ratio is required by these By-Laws; *provided that*, there is a quorum as described in Section 1(g) exists.

The order of business at the Board meeting shall be determined by the Board. The presiding officer at the directors' meeting shall be the Chairman, or in his absence, the Vice-Chairman of the Board.

Section 2. Compensation. The compensation of the members of the Board of Directors shall be determined by the members of the Corporation.

ARTICLE V **OFFICERS**

Section 1. Executive Officers. The executive officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected or appointed by the Board of Directors. The President and the Vice-President shall be the Chairman and Vice-Chairman of the Board of Directors, respectively. These executive officers may be removed from such positions, with or without cause, at any meeting of the Board of Director, by the concurrence of at least four (4) directors.

The Board of Directors may appoint a property manager and such other officers and employees and delineate their powers and duties as the Board shall find necessary to manage the affairs of the Corporation.

Section 2. The President. The President and Chairman of the Board of Directors shall preside over all meetings of the Board and of the membership meetings of the Corporation. When acting as presiding officer of the Board of Directors, he may cast his vote on all questions and issues. When presiding over a meeting of the members, he shall not, except in case of a tie or in the election of the directors, cast his vote on questions brought before the meeting.

He shall represent the Corporation in and execute all contracts and agreements entered into for and in behalf of the Corporation, by authority of the Board of Directors expressed in a general or special resolution or other written instruments.



He shall countersign all checks, drafts, notes and orders for the payment of money against the funds of the Corporation wherever they may be found or deposited, together with other authorized officers of the Corporation.

He shall name and appoint all the agents and employees of the Corporation, subject to the approval and/or revocation by the Board; provided, however, that, he may dismiss or accept the resignation of any employee even without prior action of the Board of Directors.

As may be authorized by the Board of Directors, he shall supervise and lead the general and active management of the affairs of the Corporation.

He shall execute or see that the policies and decisions of the Board of Directors and those adopted in the meetings of the members of the Corporation are properly executed and complied with.

Section 3. The Vice-President. In the absence or disability of the President, the Vice-President, if qualified, shall assume the powers and duties of the President. He shall generally assist the President and exercise such powers and perform such duties as shall be prescribed by the Board of Directors.

Section 4. The Secretary. The Secretary, who must be a citizen and resident of the Philippines, shall keep the minutes of all proceedings of the Board of Directors and the members. He shall attend to the giving and serving of notices to the members and directors and other notices required by law and the Master Deed and determine quorum and votes in all meetings of the members of the Board. He shall keep the records of the Corporation, except those of the Treasurer, and shall perform all other duties incident to the office of the secretary of the Corporation and as may be required by the Board of Directors or the President. An Assistant Secretary may be appointed whose duty shall be generally to assist the Secretary and act as secretary in the absence of the latter, and perform such other duties as may be required by the Board of Directors or the President.

Section 5. The Treasurer. The Treasurer, who must be a resident, shall have the custody of all funds and properties of the Corporation.

Subject to the counter-signature of the President, or such other officer as may be designated by the Board of Directors, he shall sign all checks, drafts, notes or orders for the payment of money or withdrawal of funds of the Corporation; he shall endorse for deposit to the credit of the Corporation



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all checks, notes, drafts, bills and other commercial papers issued or delivered to the Corporation, with such banks and financial institutions as may be designated by the Board of Directors.

He shall render an annual statement of the assets and liabilities of the Corporation for approval of the Board of Directors, and a statement of his cash account at any time that he may be required to render by the President or the Board of Directors.

He shall keep the required and proper books of account, and enter therein a full and accurate account of all moneys and properties received and paid by him in behalf of or for the account of the Corporation.

He shall perform all acts incidental to the position of Treasurer and financial officer of the Corporation, subject to the control of the Board of Directors and the President.

At the discretion of the Board of Directors, the Treasurer may be required to file a bond for the faithful discharge of his duties.

Notwithstanding the foregoing provisions, the Board of Directors may name and appoint a reputable firm or entity to perform the work of the Treasurer of the Corporation under such terms and conditions as the Board may determine, in which case, the appointment of a person as Treasurer of the Corporation may be dispensed with by the Board of Directors.

Section 6. The Property Manager. The Corporation shall appoint a reputable Property Manager for the Project to administer and attend to the routine and day-to-day business and activities of the Corporation. Where the Property Manager is an entity, the latter shall appoint a person as its representative who shall keep regular office hours for the purpose, and shall have such other duties and powers as may be conferred upon him by contract or delegated by the Board of Directors or the President of the Corporation.

The removal of the Property Manager appointed for the Project shall require the vote of at least two-thirds (2/3) of the members of the Corporation.

Section 7. The Independent Auditor. The members shall, and upon the recommendation of the Board of Directors, at a general or special meeting, name and appoint a reputable independent auditor to audit the books of account and financial records of the Corporation.



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Section 8. Term of Office. The term of office of all executive officers shall be for a period of one (1) year and until their successors are duly elected and qualified. Such officers may, however, be sooner removed, with or without cause, by the vote of at least four (4) members of the Board of Directors at a meeting duly called for the purpose.

Section 9. Compensation. The compensation of all officers and the employees shall be fixed by the members of the Corporation. The provision elsewhere in this By-Laws that the Directors' compensation shall be determined by the members do not preclude the Board of Directors from hiring a Director or employee or entering into contracts with them.

ARTICLE VI
ASSESSMENTS

Section 1. Maintenance Dues. Maintenance dues payable either monthly or quarterly, at the determination of the Board of Directors, shall be collected from every member to defray the administration and operational expenses of the Corporation. The maintenance dues shall be computed on the basis of the budgeted annual assessment determined by the Property Manager and approved by the Board of Directors. Without limiting the generality of the foregoing, it is understood that such administration and operational expenses of the Corporation shall include, but not be limited to, the following:

- (a) The cost of insurance policies insuring the entire Project against loss by fire and other casualty risks to its full replacement value, and the Corporation against liability, workmen's compensation and other risks to the extent deemed necessary by the Board of Directors;
- (b) The cost of maintenance, ordinary repairs, and utilities and other services benefiting the common areas; provided that, any costs and expenses pertaining to limited common areas shall be assessed only on the units to which said limited common areas pertain;
- (c) Fees payable to the property manager of the Corporation;
- (d) Fees and/or salaries of managerial, legal, accounting, engineering and other professional or technical personnel or entities employed or retained by the Board of Directors to assist in the management of the Project;

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(e) The cost of furnishings, fixtures and equipment for the common areas as the Board of Directors may determine to be necessary or proper;

(f) The cost of any other materials, supplies, furnishings and fixtures, labor, services, maintenance, repairs, taxes or assessments which the Corporation is required or empowered under the Master Deed to pay for; provided that, if such expenses are used for the benefit of particular units in the Project, such expenses shall be assessed only against the member owning such units;

(g) Fees, dues, and assessments payable to the estate association; and

(h) Expenses for maintenance and repair of any unit, if such maintenance or repair is necessary in the judgment of the Board of Directors to protect the common areas or to safeguard the value and attractiveness of the Project, and the unit owner fails or refuses to perform such maintenance or repair within the time fixed in the written notice of the Board of Directors to such owner; provided that, the Board of Directors shall thereafter assess said expenses to the member owning such unit.

In the event that the estimate of operating expenses proves inadequate for any reason, the Board of Directors may, at any time, levy a further assessment.

Section 2. Budgeted Annual Assessment. The property manager of the Corporation shall prepare, at least thirty (30) days before the end of the fiscal year of the Corporation, the estimated annual expenses to be incurred for the Project for the succeeding year for the purpose of carrying out its functions; provided that, the consolidated budgeted annual assessment shall always include an appropriation for service expenses and service fees to be paid to the property manager in carrying out the latter's services.

The property manager shall also consolidate all budgeted annual assessments and, together with other budgetary requirements for general common areas and general expenses of the Corporation to be shared by all members of the Corporation, such total budgeted annual assessment shall be confirmed by the Board of Directors for implementation.

Recognizing that the prompt assessment and payment of the maintenance dues is critical to the efficient operation of the Corporation, the property manager may implement the assessment and collection of maintenance dues upon members upon the approval of the pertinent annual budgeted assessment (and other budgetary requirements for general common areas and general expenses of the Corporation) by the Board of Directors of the total annual budgeted assessment of the Corporation. In the same vein, the property manager may also implement the assessment and collection of maintenance



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dues upon all the members of the Corporation upon the confirmation by the Board of Directors of the total budgeted annual assessment of the budgeted annual assessment for the particular Zone.

Section 3. Regular Assessments for Capital Expenditures. Upon the recommendation of the property manager, the Board of Directors shall levy upon each member, in proportion to such member's interest or participation in the Corporation an assessment as may be sufficient for the purpose of establishing and maintaining a special fund for capital expenditures on the common areas of the Project the cost of extraordinary repairs, reconstruction or restoration necessitated by damage, depreciation, obsolescence, expropriation or condemnation, as well as the cost of improvements or additions thereto authorized in accordance with Article VII hereof, provided that, where the Board of Directors authorizes an assessment to the special fund to be made, it is understood that no duplication of assessment for the same expense shall be imposed by both bodies upon the members. The Board of Directors may also use said special fund to advance the cost of extraordinary repairs, reconstruction or restoration of particular units after damage or destruction thereof when authorized by the members in a regular or special meeting called for the purpose, provided that such expenses shall thereafter be assessed against the members owning such units.

Section 4. Special and Other Assessments. The Board of Directors, may, from time to time, assess and collect from each member, reasonable amounts as may be required for the purpose of setting up reserve funds for any project of the Corporation as well as to answer for any expenses to fund special occasions and activities of the Corporation.

Section 5. Interest and Penalty. The Board of Directors shall have the power to charge and assess interest and penalty charges for non-payment of dues and assessments.

Section 6. Defaults. In the event that a member defaults in the payment of any assessment duly levied in accordance with these By-Laws and/or the Master Deed, the Corporation shall have the right to file a notice of adverse claim with the Registry of Deeds for Makati City so as to constitute the assessment as a lien on the unit to which it pertains. The collection of the assessment may be enforced by the Corporation by the exercise of any of the remedies provided by law. In addition, in case the unit is under lease, the Board of Directors may demand and authorize the receipt by the Corporation from the lessee the rent due on the said units up to an amount sufficient to pay the assessment including interest, if any, and such payment of the rent shall be sufficient discharge, to the extent of the account so paid, of the lessee as between him and the owner/lessor of the unit; and for this purpose, the members of the Corporation hereby bind themselves to incorporate a provision to this effect in their contracts of lease of their condominium units.



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ARTICLE VII
IMPROVEMENTS AND ADDITIONS

The Board of Directors may make such improvements and additions to the common areas of the Project as it deems necessary with the concurrence of the Declarant; provided that, the same can be paid out of the Corporation's special fund for capital expenditures mentioned in Article VI hereof; and provided further that, the cost of such improvements and additions do not exceed the sum of Philippine Pesos: One Million Five Hundred Thousand (P1,500,000.00) in any one instance.

Improvements or additions to the common areas which shall cost more than Philippine Pesos: One Million Five Hundred Thousand (P1,500,000.00) or which involve structural construction or modification must be approved by the members in a regular or special meeting called for the purpose before such improvements or additions are made. When so approved, any deficiency in the amount available from the special fund for capital expenditures shall be made up by the levy of a special assessment upon the members, and such special assessment shall be binding upon all members whether or not they were present in the meeting or voted in favor of making the improvements or additions.

ARTICLE VIII
ABATEMENT OF VIOLATIONS

In the event that any member of the Corporation, or his tenant or lessee, fails or refuses to comply with any limitation, restriction, covenant or condition of the Master Deed, or with the rules and regulations on the use, enjoyment and occupancy of the units or other property in the Project within the time fixed in the notice given to him by the Board of Directors, the Board of Directors, or its duly authorized representatives, shall have the right to enjoin, abate or remedy the continuance of such breach or violation, including instituting legal proceedings against the defaulting member.

The Board of Directors shall assess all expenses incurred in the abatement of the violation, including interest, costs and attorney's fees, against the defaulting member.

By way of penalty, the Board of Directors may, in its discretion, also impose upon the defaulting member liquidated damages in such amount as it may deem reasonable and proper according to the gravity of the violation.

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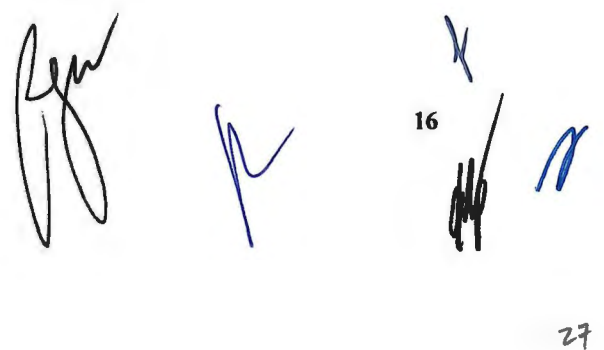
ARTICLE IX
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the corporation shall be the calendar year ending on December 31 of each year.

Section 2. Annual Statements. The Board of Directors shall print and send to the members of the Corporation at least seven (7) days before the annual meeting of the members of the Corporation, a statement of the financial condition of the Corporation covering the previous fiscal year and a consolidated balance sheet of the assets and liabilities of the Corporation.

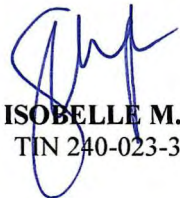
Section 3. Corporate Seal. The Corporation shall adopt a corporate seal containing the name of the Corporation and place and year of incorporation.

Section 4. Repeal and Amendment. Unless otherwise herein specified, these By-Laws may be amended, modified or repealed by (i) a majority of the total members owning units in the Project, and (ii) a majority of the Board of Directors at any regular or special meeting called for the purpose; provided, however, that, by the affirmative vote of two-thirds (2/3) of the members the power and authority to amend or repeal these By-Laws or adopt new by-laws may be delegated to the Board of Directors; provided, finally, that, the delegation of such powers and authority to the Board of Directors shall be considered as revoked whenever a majority of the members shall so vote at a regular or special meeting called for the purpose.

Handwritten signatures and initials in blue ink. On the left, a large signature. In the middle, a stylized initial 'M'. On the right, a signature with the number '16' written above it, and another signature to its right. At the bottom right corner, the number '27' is written.

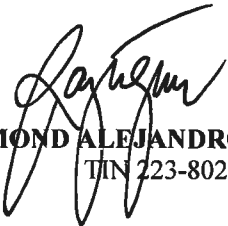
ADOPTED this DEC 27 2019 2019 by the unanimous vote of all the undersigned at
Makati City


FERGIE ANN P. PANGANIBAN
TIN 297-130-403


ROBIE ISOBELLE M. BELGICA
TIN 240-023-343


LENI A. PLATERO
TIN 250-666-135


NORIN A. GENER
TIN 207-492-063


RAYMOND ALEJANDRO Y. KATIGBAK
TIN 223-802-236

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) SS.

CERTIFICATION

I, Fergie Ann P. Panganiban, after having been duly sworn according to law, hereby depose and state that:


1. I am the Acting Corporate Secretary of **SOLSTICE TOWERS CONDOMINIUM CORPORATION** (the "Condominium Corporation"), which is currently in the process of incorporation.
2. There is no other existing Condominium Corporation in the condominium project.
3. This certification is being issued for purposes of complying with the requirements of the Securities and Exchange Commission with respect to the incorporation of the Condominium Corporation and for whatever legal purpose this may serve.

IN WITNESS WHEREOF, I have signed this Certificate this JUL 30 2019 at Makati City.


Fergie Ann P. Panganiban
Acting Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUL 30 2019 at Makati City, the affiant exhibited to me, as competent evidence of identity, his/her Philippine Passport No. P0637162B valid until 11 Feb 2019 and issued at DFA NCR EAST and took an oath before me as to such instrument.

Doc. No. 24
Page No. 7
Book No. PG-1
Series of 2019.


RUBEN T.M. RAMIREZ
NOTARY PUBLIC
UNTIL DEC. 31, 2019
ISS NO. 059338/01-3-19-Appointment #M-127
DIL NO. 28947/MCLE NO.V-0025589/9-8-2017
PTR NO. MKT 7355572/01-3-19 MAKATI CITY