

BY - LAWS,

of

"COMMONWEALTH INSURANCE COMPANY"

ARTICLE I

Stock Certificates

Section 1.- Issuance. - The certificates of stock of the Company shall be numbered and shall be entered, as they are issued in the book of the company. Each stock certificate shall state the number, kind and class of shares which it represents, the authorized capital stock of the Company and the par value of its shares. It shall contain the name of the stockholder and shall be signed by the President or Vice-President and the Secretary of the Company, and shall bear the corporate seal.

Section 2.- Transfers. - Transfers of stock shall be made only on the books of the Company by the person named in the certificate or by his attorney lawfully constituted, and upon surrender of each certificate, properly endorsed or accompanied by proper instruments of assignment and transfer. Each transfer shall be entered on the stock book of the Company, which shall be kept at its principal business office in Manila.

All certificates that may be thus surrendered to the Secretary, shall be marked with the word "Cancelled" and with the date of cancellation, and shall be kept attached to the corresponding stub of the stock book.

The stock book, by resolution of the Board of Directors, may be closed for a period not exceeding fifteen (15) days prior to the day of holding any meeting of the stockholders of the day appointed for the payment of dividends:

In lieu of prohibiting transfers of stocks, the Board of Directors may fix a day, not exceeding fifteen (15) days prior

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ARTICLE II

Investment of Capital

Section 1. - The funds of the Corporation, with the exception of the necessary funds for the current expenses of the Company, shall be invested in the following manner:

(a) In the form of loans upon first mortgages, or deeds of trust, of unincumbered, improved real estate, in conformity with law (Sec. 197, Insurance Act).

(b) In acquiring real property in which the Head Office of the Corporation shall be established and in which the business of the corporation shall be conducted and carried; and

(c) In bonds and other evidences of debt of the Government of the United States or of the Philippine Islands, or of any political subdivision of the Government of the Philippine Islands, authorized by law to issue bonds, and in such shares of stock, bonds and securities of other Companies or Corporations as may be approved by the Insurance Commissioner.

Section 2. - The sums of money which the Corporation may have in cash, shall be deposited in the name of the Corporation in such banking institutions as the Board of Directors may designate from time to time.

ARTICLE III

Meetings

Section 1. - A general meeting of stockholders when duly constituted represents all stockholders and its decisions on matters within its jurisdiction are obligatory even to those stockholders who are absent or are dissenters.

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Section 3. - The meetings of stockholders of the Company may be annual or special and shall be held in the offices of the Corporation in the City of Manila. The annual meeting shall be held on the second Tuesday of March in each year, or if the same be a legal holiday, then on the next succeeding business day, at 4:00 o'clock in the afternoon. Special meetings may be called by the President at any time and shall be called by him upon the written request of stockholders of record holding at least one-third (1/3) of the entire capital stock of the Company issued and outstanding and entitled to vote. The business at all special meetings shall be confined to the subject stated in the call and matters directly connected therewith.

Section 3. - It will not be necessary to send notice to the stockholders of the annual meeting. At least two (2) days prior to the date set for a special meeting, notice thereof shall be given by mail and addressed, postage prepaid, to each stockholder at his address as it appears in the stock book of the Company. The notice shall specify the purpose or purposes for which the meeting is called.

Section 4. - The presence of stockholders of record holding a majority of the stock issued and outstanding, either in person or by proxy, is requisite, and shall constitute a quorum, at all meetings of stockholders. The holders of record of a majority of the stock present at such meeting shall decide any matter that may come before the meeting, except as otherwise provided by law or by the Articles of Incorporation or these By-Laws. If such a quorum be lacking, a new meeting shall be called within ten (10) days and on the day and hour fixed, whatever may be the number of the stockholders present, in person or by proxy, the meeting shall be carried and a majority of the stockholders present shall decide any matter that may come before the meeting, except as otherwise provided

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