



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 1093

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL MEN BY THESE PRESENTS:

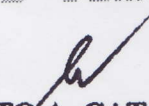
THIS IS TO CERTIFY that the Amended By-Laws of

CENTRO ESCOLAR UNIVERSITY

copy annexed, adopted on July 22, 2003 by a majority vote of the Board of Directors and by the vote of the stockholders owning or majority 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, as amended, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 5th day of September, Two Thousand Three.

Date: 12-9-2012 Time: 11:56:14 AM

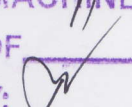

BENITO A. CATARAN

Director

Company Registration and Monitoring Department

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S.E.C. Registration Number

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CENTRO ESCOLAR UNIVERSITY

(Company's Full Name)

Mr. Vargas
9-2003

NO. 11 MENDIOLA ST. SAN MIGUEL
MANILA

(Business Address : No. Street City / Town / Province)

Contact Person

Company Telephone Number

03 31
Month Day
Fiscal Year

AMENDED
BL
FORM TYPE

Fourth Thursday of July
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic Foreign

To be accomplished by SEC-Personnel concerned

File Number

Document I.D.

RECORDS
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Dr. to CPD

Date: 12-9-2012 Time: 11:56:15 AM

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OF
CENTRO ESCOLAR UNIVERSITY

ARTICLE I

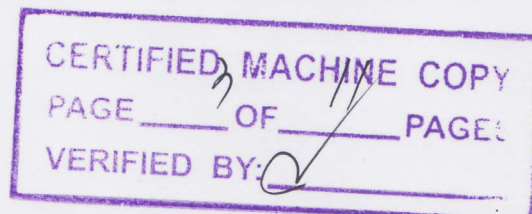
STOCKHOLDERS

Section 1. Annual Meeting. - The annual meeting of the stockholders shall be held in such place in the City of Manila as may be designated by the Board of Directors on the Fourth Tuesday of July each year, unless such day be a legal holiday, in which case the meeting shall be held on the next day which is not a holiday. (As amended on May 5, 1975, on March 22, 1982 and on July 22, 1986).

Section 2. Special Meeting. - Special meetings of the stockholders may be called by the President, or by the Board of Directors, or by the stockholders owning at least one-fourth (1/4) of the subscribed capital stock of the University and entitled to vote.

Section 3. Voting. - Except as otherwise provided by the Corporation Law, at each meeting of the stockholders, every stockholder entitled to vote thereat shall be entitled to one vote in person or by proxy for each share of stock of the University subscribed for by him registered in his name on the books of the University, it being understood however, that in the case of election of directors, every stockholder entitled to vote shall have the right to cumulate his shares, and give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares shall equal. In any meeting of the stockholders, stockholder entitled to vote can delegate the power to vote to another provided the latter has express written authority from the stockholder or his representative duly authorized in writing for the purpose. The document delegating the power to vote shall be presented to the Secretary and to the election inspectors, and shall be left in the custody of the Secretary. At any meeting of the stockholders, the holders of a majority of the subscribed capital stock entitled to vote and present in person or represented by proxy shall, unless otherwise required by law, constitute a quorum. If the holder of the amount necessary to constitute a quorum shall fail to attend in person or by proxy on the date and place of the meeting, the meeting may be adjourned and transferred to another date.

Section 4. Notices. - Notice of the time and place of holding any annual or special meeting of stockholders other than those regulated by statutes, shall be given by personally delivering the same to each stockholder of record entitled to vote or by mailing the same to his last known post office address not less than twenty (20) days prior to any such meeting. The notice of special meeting shall state the business to be transacted thereat and no other business shall be undertaken except by consent of a majority of the stockholders entitled to vote. No notices of any meeting need be published in any newspaper. The stockholders of the University entitled to vote may, by consent of the majority thereof, waive



and any action taken at the meeting held pursuant to such waiver shall be valid and binding.

Section 5. Election Inspectors. - The stockholders in any annual meeting may name two (2) persons (not necessarily stockholders) to act as election inspectors in all meetings of the stockholders.

Section 6. Order of Business. - The order of business of the regular annual meeting of the stockholders shall be:

1. Verification of the presence of the required quorum;
2. Proofs of notice of meeting;
3. Reading and disposal of any unapproved minutes;
4. Annual reports or information of the Board of Directors;
5. Appointment of election inspectors who are to serve until the termination of the annual meeting;
6. Election of directors for the current year;
7. Unfinished business;
8. New business.

The order of business to be followed at any meeting may be changed by a vote of a majority in interest of the stockholders entitled to vote at such meeting.

The order of business to be followed at any special meeting may be determined by the presiding officer or by vote of the majority in interest to the stockholders entitled to vote.

Section 7. Election of Independent Director/s. - Pursuant to Section 38 of the Securities Regulation Code, the University is required to have at least two independent directors or at least 20% of its board size, whichever is the lesser.

The Chairman of the Meeting shall inform all stockholders in attendance of the mandatory requirement of electing independent director/s.

In case of failure of election for independent director/s, the Chairman of the Meeting shall call a separate election during the same meeting to fill-up the vacancy. (As amended on July 22, 2003).

ARTICLE II

BOARD OF DIRECTORS

Section 1. Functions. - The business and property of the University shall be managed and controlled by the Board of Directors who shall be elected by the stockholders of the University in the annual meeting and shall hold office for one year and until their successors are duly elected and qualified as provided for by these By-Laws.

Section 2. Directors to act only as a Board. - The directors shall exercise their powers only as a board, the individual

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and a majority of those present shall be necessary to decide any matter, but if at any meeting of the Board there be less than a quorum, a majority of those present may adjourn the meeting from time to time until a quorum is constituted.

Section 3. Time and Place of Meeting. - The meeting of the Board of Directors may be held at such time and place in the Philippines and upon such notice as the Board of Directors by resolution may prescribe.

Section 4. Election of Officers. - The Board of Directors shall convene immediately as soon as possible after the annual meeting of the stockholders, and elect the officers of the University for the current year.

The meeting of the Board of Directors may be held at such time and place as the Board of Directors may set. Special meetings may be called by the President or by any two (2) directors. Notice of the time and place of the regular and special meetings may be given personally or by mail to each director at his last known post office address or in his office at least two (2) days before such meeting. The directors present may, by unanimous written consent, waive notice of the time, place and purpose of any meeting of the Board and any actions taken at the meeting held pursuant to such waiver shall be valid and binding.

Section 5. Promulgation of Regulations. - The Board of Directors shall have the power to promulgate and approve all regulations regarding instruction and appointment of professors and also the personnel of the different colleges, subject to the previous recommendation of the President. The regulations regarding instruction shall be approved subject to the previous recommendation of the professors at the initiative of the President.

Section 6. Vacancies. - Except as otherwise provided by the Corporation Law, in case of any vacancy in the Board of Directors through death, resignation or other causes, the remaining directors constituting a quorum, by an affirmative vote of a majority thereof, may elect a successor to hold office for the unexpired term. (As amended on May 5, 1975 and on March 22, 1982)

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ARTICLE III

OFFICERS

Section 1. Officers. - The University shall have a President who must be a member of the Board of Directors, one or more Vice-Presidents at least one of whom must also be a member of the Board of Directors, a Treasurer and a Secretary, all of whom shall be elected by the Board of Directors. (As amended on May 5, 1975)

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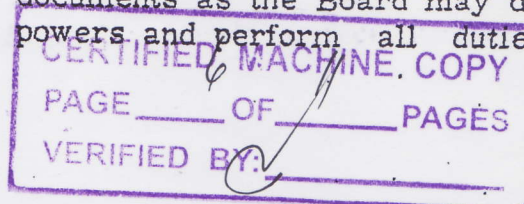
sure and other agents or employees of the Company as in its opinion the needs of the Company may require. Any of these agents and employees shall hold office at the discretion of the Board of Directors, except when otherwise expressly provided in a contract during the term of their employment.

Section 3. Powers, Duties and Compensation of Officers, Agents and Employees. - The Board of Directors shall prescribe the powers and duties of the officers, other than those mentioned in Section 1 of this Article, agents and employees of the University, and fix their compensation.

Section 4. Powers and Duties of the President. -- The President shall be the Chief Executive Officer of the University. Aside from his duties in the Board of Directors, he shall preside at meetings of the stockholders and declare the session open. He shall exercise general supervision over the business, transactions and properties of the University and its various officers and employees. He shall see to it that the resolutions and policies of the Board of Directors are complied with. The President shall submit to the Board of Directors as soon as possible at the end of the fiscal year, and to the stockholders in each regular meeting, a report setting forth the operations of the business of the Company corresponding to the previous year and the status of such business, and shall inform from time to time the Board of Directors of all matters coming to his knowledge regarding the interests of the University.

Section 5. Powers and Duties of the Vice-President. - Each Vice-President shall have such powers and perform such duties as may be assigned to him by the Board of Directors, together with such powers and duties as may be prescribed in these By-Laws. In case of the absence or incapacity of the President to discharge his functions, the Vice-President, or if there be more than one, such Vice-President as the Board of Directors may designate for the purpose, shall exercise the powers and duties of the President, provided, he is qualified to act as such.

Section 6. Powers and Duties of the Secretary. - The Secretary shall keep the minutes of all the meetings of the stockholders, the Board of Directors and all the committees and shall have charge of such book or books, and furnish copies of all minutes to the President of the University. He shall perform other duties as may be assigned to him by the Board of Directors; he shall have custody of the corporate seal and, when so authorized by the Board, shall affix the seal to any instrument in the course of the business of the University; the corporate seal shall be attested by the Secretary or Assistant Secretary; he shall have charge of the stock book or such other books or documents as the Board may direct; he shall in general have the powers and perform all duties



the Assistant Secretary, or if there be more than one, such Assistant Secretary as the Board of Directors may designate shall exercise the power and discharge the duties of the Secretary.

Section 7. Powers and Duties of the Treasurer. - The Treasurer shall have charge of all properties and assets of the University. He shall deposit all moneys and other valuable effects in the name and to the credit of the University in such depositaries as may be designated by the Board of Directors. He shall render to the President or to the Board of Directors, whenever he may be required by them report of the financial condition of the University and of his suggestions as Treasurer. He shall keep full and accurate accounting of the receipts and disbursements belonging to the University. In the absence or incapacity of the Treasurer, the Assistant Treasurer, or if there be more than one, such Assistant as the Board of Directors shall so designate shall exercise the powers and discharge the duties of the Treasurer.

ARTICLE IV

INVESTMENTS, FUNDS, DEPOSITARIES, CHECKS AND DRAFTS

Section 1. Investments. - No investments of any character shall be made without the approval of the Board of Directors and the stockholders in accordance with law.

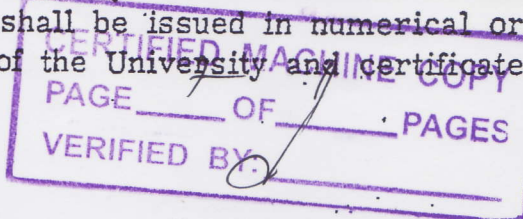
Section 2. Funds. - All checks and drafts, and all funds of the University, shall be deposited from time to time to the credit of the University in such bank or trust companies or with such bankers or other depositaries as the Board of Directors may from time to time designate. The funds of the University shall be disbursed by checks or drafts upon the authorized depositaries of the University signed by the officer or officers as the Board of Directors may from time to time direct.

ARTICLE V

STOCK

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Section 1. Issue and Transfer. The Board of Directors shall, in accordance with law, provide for the issue and transfer of the shares of stock of the University and shall prescribe the form of the certificate of stock of the University. It shall be signed by the President or Vice-President and countersigned by the Secretary or Assistant Secretary of the University and sealed with its corporate seal. Certificate of stock shall be issued in numerical order from the stock-certificate book of the University and certificates



such certificate, the number of shares in respect of which the certificate is issued, the date of issue and, in the case of cancellation, the date thereof.

Every certificate surrendered for exchange or transfer of stock shall be cancelled and affixed to the original stub in the stock book, and no new certificate shall be issued in exchange for cancelled certificate until the old certificate has been so cancelled or returned to its place in the stock book except in the case provided for in Section 3 of this Article.

Section 2. Stock and Transfer Book. - There shall be kept by the Secretary of the University a book to be known as the "Stock and Transfer Book" containing names, and alphabetically arranged, of the stockholders of the University, showing the places of residences, the number of shares held by them, respectively, and the time when they respectively became the owners thereof, as well as all other entries required by law. Transfer of stock shall be made only on the transfer books of the University by the holder in person or by his duly authorized attorney on surrender of the certificate or certificates representing the stock to be transferred. Every power of attorney or authority to transfer stock shall be in writing, duly executed and filed with the University. The Board of Directors may appoint some suitable entity or individual to facilitate transfer by stockholders under such regulations as the Board of Directors may from time to time prescribe.

Section 3. Loss or Destruction of Certificates. - The Board of Directors may direct a new certificate or certificates to be issued in the place of any certificate or certificates theretofore issued and alleged to have been lost or destroyed. The Board of Directors when authorizing such issuance of a new certificate or certificates may, in its discretion, require the owner of the stock 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 alleged to be lost or destroyed and the facts 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 cause the delivery to the University of a bond with or without sureties in such sum as it may direct indemnifying the University from any claim that may be made against it by reason of the issuance of such new certificate and against all other liability in the premises. The Board of Directors, however, may in its discretion refuse to issue any such new certificate except pursuant to legal proceedings in such case made and provided by law.

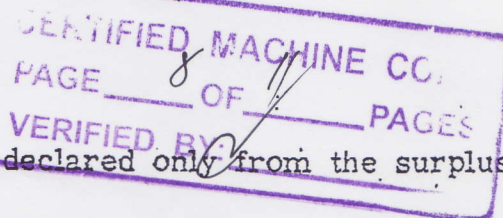
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ARTICLE VI

DIVIDENDS

Section 1. Dividends shall be declared only from the surplus



ARTICLE VII

CORPORATE SEAL

Section 1. The corporate seal of the University, unless otherwise ordered by the Board of Directors, shall be circular in form and shall bear the words:

"CENTRO ESCOLAR UNIVERSITY".

ARTICLE VIII

FISCAL YEAR

Section 1. The fiscal year of the University shall begin on the first day of April of each year and end on the thirty-first of March following.

ARTICLE IX

AMENDMENT OF BY-LAWS

Section 1. These by-laws, or any of them, may be amended or repealed by the owners of the majority of the subscribed capital stock, at any regular or special meeting duly called for that purpose.

ADOPTED in the City of Manila, Philippines, this 29th day of September, 1960 by the affirmative vote of the undersigned, stockholders representing a majority of all the subscribed capital stock of the University.

(SGD) CARMEN DE LUNA

(SGD) PILAR H. LIM

(SGD) GENEROSA DE LEON

(SGD) FELIX BAUTISTA ANGÉLO

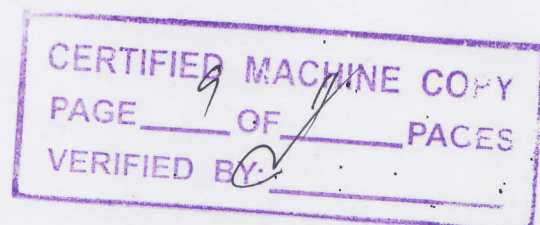
(SGD) TEODORA R. VDA. DE JOSE

(SGD) PORFIRIO DE GUIA

(SGD) MINERVA G. LAUDICO

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thereof, and hereby certify that the foregoing is a true copy of the new By-Laws of said University adopted by the stockholders owning the majority of the subscribed capital stock at the meeting held in the City of Manila on the 29th day of September, 1960.

(SGD) CARMEN DE LUNA

(SGD) PILAR H. LIM

(SGD) GENEROSA DE LEON

(SGD) FELIX BAUTISTA ANGELO

(SGD) TEODORA R. VDA. DE
JOSE

(SGD) PORFIRIO DE GUIA

(SGD) MINERVA G. LAUDICO

COUNTERSIGNED:

(SGD) PILAR H. LIM
Secretary

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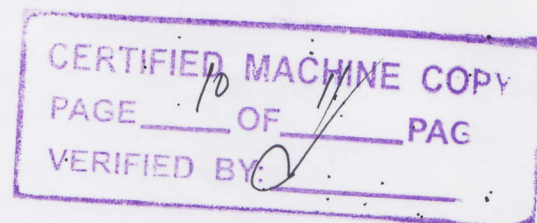
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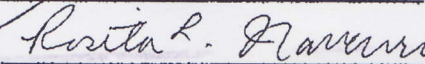
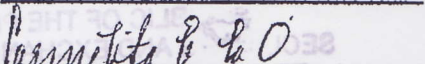
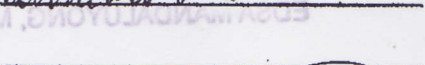
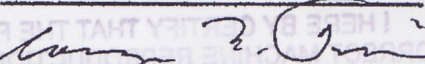

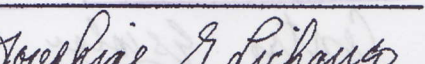
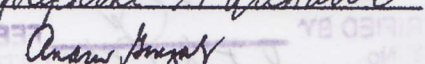
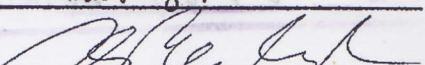
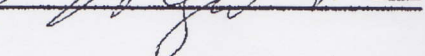
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KNOW ALL MEN BY THESE PRESENTS:

We, constituting majority of the Board of Directors of **CENTRO ESCOLAR UNIVERSITY (CEU)** and the Secretary thereof, hereby certify that the attached By-Laws has been amended by the affirmative vote of at least a majority of the outstanding capital stock and majority of the Board of Directors to include under Article I of the By-Laws the nomination and election of independent directors, at the Regular Stockholders' Meeting on July 22, 2003 at its principal office.

WITNESS OUR HANDS this 18th day of August 2003 at Makati City.

<u>Name</u>	<u>Signature</u>	<u>Com. Tax Cert. No.</u> <u>Date/Place Issued</u>
Emilio T. Yap		20791542 Feb. 18/03; Manila
Ernesto T. Echauz		12715808 Jan. 9/03; Manila
Rosita L. Navarro		13587144 Jan. 28/03; Manila
Carmelita E. La O		05106650 Jan. 7/03; Manila
Lucila C. Tiongco		20745465 Feb. 12/03; Manila
Corazon M. Tiongco		05898124 Jan. 3/03; Bay, Laguna
Emil Q. Javier		12715846 Jan. 9/03; Manila
Josephine Lichauco		05604265 Jan. 6/03; Manila
Andrew Gonzales		19349526 March 4/03; Mandaluyong City
Anita Regalado (Corporate Secretary)		

SUBSCRIBED AND SWORN TO BEFORE ME, this 29 day of August 2003, affiants exhibiting to me their respective Com. Tax Cert. Nos.

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Series of 2003.

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MARIA ROWENA F. MOJICA
NOTARY PUBLIC

UNTIL DECEMBER 31, 2003

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IBP# 573166 - 1/07/03 PASAY CITY

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