



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS200319138

**CERTIFICATE OF INCORPORATION**

KNOW ALL MEN BY THESE PRESENTS:


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

**ALLIANCE TUNA INTERNATIONAL, INC.**

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980 and the Foreign Investments Act of 1991 (Republic Act No. 7042, as amended), approved on June 13, 1991, 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 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 company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

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 1st day of September, Two Thousand Three.

  
**BENITO A. CATARAN**  
Director  
Company Registration and Monitoring Department

  
BA/ghlo

# COVER SHEET

Ms. Subido  
8-27-07

Registration Number

ALLIANCE TUNA INTERNATIONAL, INC.

(Company's Full Name)

1205 EAST TOWER PHIL. STOCK EXCHANGE CTR. EXCHANGE RD.

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

Ma. ERLINDA R. CALAÑGI  
Contact Person

(20) 635-5241 to 44  
Company Telephone Number

12 / 31  
Month Day  
Fiscal Year

FORM TYPE

06 / 15  
Month Day  
Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

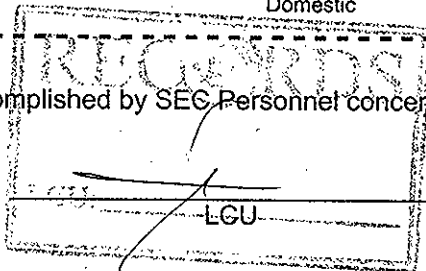
Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.



Cashier

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Remarks = pls. use black ink for scanning purposes

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**APPLICATION TO DO BUSINESS UNDER THE  
FOREIGN INVESTMENTS ACT OF 1991 (RA 7042)**

ALLIANCE TUNA INTERNATIONAL, INC.  
(Name of Corporation)

hereby applies for authority to do business under the Foreign Investments Act of 1991, as amended by R.A. No. 8179 and submits the following statements and accompanying documents:

1. That the applicant is a new corporation with 85 % foreign equity and intends to operate a

( ) domestic market enterprise \*  
( X ) export enterprise \*\*

2. That the primary purpose of said corporation is to engage in the business of manufacturing goods such as CANNED TUNA & other PROCESSED SEAFOODS and to trade the same on wholesale basis.

(Please use additional sheet if necessary)

3. That the principal office of the corporation is in 1205 East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City (specific address)

4. That the authorized capital stock, outstanding and paid-up capital of the applicant are as follows:

AUTHORIZED	OUTSTANDING	PAID-UP
P 1,600,000.00	P 400,000.00	P 100,000.00

5. That the alien subscriber(s) of the applicant who are stockholders/partners of an existing corporation/partnership in the Philippines which is engaged in the same line of business as that of the applicant are as follows:

NAME	NAME OF CORPORATION/ PARTNERSHIP	PERCENTAGE OF SHAREHOLDINGS	NO. OF DIRECTORS
<u>N/A</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(Please use additional sheet if necessary)

\* domestic market enterprise - an enterprise which produces goods for sale, or renders services or otherwise engages in any business in the Philippines.

\*\* export enterprise - an enterprise wherein a manufacturer, processor or service (including tourism) enterprise exports sixty percent (60%) or more of its output, or wherein a trader purchases products domestically or exports sixty percent (60%) or more of such purchases.

6. That as an export enterprise, the applicant undertakes to export at least 60% of its total output as indicated hereunder and commits to submit report of such export to the Board of Investments as required by the Implementing Rules of RA 7042 as amended.

YEAR	PRODUCTS	TOTAL PROJECTED SALES VOLUME/VALUE*	DOMESTIC SALES	EXPORT SALES	EXPORT %
2004	Canned Tuna	P2,168,156,781	PC.00	P2,168,156,781	100%
2005	Canned Tuna	P3,086,852,850	PC.00	P3,086,852,850	100%
2006	Canned Tuna	P3,493,142,362	PC.00	P3,493,142,362	100%

\*Please use value in case of products of different kinds and characteristics as well as to those of the same kind but with various categories using different unit of measurement, volume in case of products of the same kind or category using a common unit of measurement.

7. That we manifest our willingness to change our corporate name in the event another person, firm or entity has acquired a prior right to the use thereof or such name is deceptively or confusingly similar to one which has prior right.

IN WITNESS WHEREOF, I, the authorized representative of the applicant, hereby signed this application this 28 AUG 2003 day of SEPTEMBER 1903 in QUEZON CITY.

MA. ERLINDA R. CALANGI  
(Authorized Representative)  
Corporate Secretary  
Position

SUBSCRIBED AND SWORN TO before me, this 28 AUG 2003 day of \_\_\_\_\_ affiant exhibiting to me his/her Comm. Tax Cert. No. 15250817 issued at Mabini, Batangas on March 24, 2003.

Doc. No. 9;  
Page No. 2;  
Book No. 402;  
Series of 199 03.

ATTY. NECTOR B. CENTENO  
NOTARY PUBLIC  
DATE ISSUED: JAN. 2, 2003  
ISSUED AT: QUEZON CITY  
MALIBU, P.O. BOX 2138

**NOTE:** Only applications with complete supporting documents including proper indorsements from appropriate government agencies shall be accepted.

List of Requirements

1. Application form (5 copies)
2. Articles of Incorporation/Partnership (5 copies)
3. Name Verification Slip
4. Bank Certificate of Deposit
5. ACR/ICR, SIRV (Special Investors Resident Visa), Visa 13 of the alien subscriber
6. Proof of inward remittance such as bank certificate of inward remittance or credit advices
7. Registration Data Sheet
8. Treasurers Affidavit



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ARTICLES OF INCORPORATION  
OF

2003 AUG 28 AM 11 48

ALLIANCE TUNA INTERNATIONAL, INC.

(Name of Corporation)

**Know All Men By These Presents:**

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

**THAT WE HEREBY CERTIFY :**

**FIRST:** That the name of this corporation shall be:

ALLIANCE TUNA INTERNATIONAL, INC.

**SECOND:** A . That the primary purpose of this corporation is

to engage in the business of manufacturing goods such as  
CANNED TUNA & other and to trade the same on wholesale ~~retail~~ basis.  
PROCESSED SEAFOODS

B. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

**THIRD:** That the place where the principal office of the corporation is to be established is at :

Suite 1205 East Tower, Philippine Stock Exchange Centre  
No./Street Exchange Road, Ortigas Center (If Applicable)

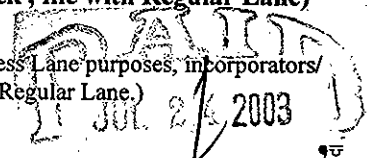
City/Town Pasig City Province Metro Manila

**FOURTH:** That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

(Delete "Retail" if with Foreign Equity)

(If Foreign Equity is more than 40% of the Outstanding Capital Stock, file with Regular Lane)

(NOTE: Express Lane will receive only forms with typewritten entries. For Express Lane purposes, incorporators/directors should be limited to five (5). Otherwise, file with the Regular Lane.)



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SEC COOPERATIVE CREDIT UNION, INC

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**FIFTH:** That the names, nationalities, and residences of the incorporators are as follows:

Name	Nationality	Residence (Complete Address)
Alvin Y. Dee	Filipino	1205 East Tower PSEC, Ortigas Center, Pasig City
Jonathan Y. Dee	Filipino	1205 East Tower PSEC, Ortigas Center, Pasig City
Joanna Dee-Laurel	Filipino	1205 East Tower PSEC, Ortigas Center, Pasig City
Teresita S. Ladanga	Filipino	1205 East Tower PSEC, Ortigas Center, Pasig City
Arak Ratboriharn	Thai	3300/12 Elephant Tower, Tower A 14/F, Phaholyothin Road, Chatujak, Bangkok, Thailand

**SIXTH:** That the number of directors of the corporation is Five (5) who are also the incorporators:

**SEVENTH:** That the authorized capital stock of the corporation is ONE MILLION SIX HUNDRED THOUSAND PESOS ( P 1,600,000.00 ) in lawful money of the Philippines, divided into one million six hundred thousand ( 1,600,000 ) shares with the par value of one ( P 1.00 ) peso per share.

**EIGHT:** That the subscribers to the capital stock and the amount paid-in to their subscriptions are as follows:

Name	Nationality	No. of shares Subscribed	Amount Subscribed	Amount Paid
Alvin Y. Dee	Filipino	20,000	P 20,000.00	P 20,000.00
Jonathan Y. Dee	Filipino	20,000	20,000.00	20,000.00
Joanna Dee-Laurel	Filipino	19,999	19,999.00	19,999.00
Teresita S. Ladanga	Filipino	1	1.00	1.00
Arak Ratboriharn	Thai	340,000	340,000.00	40,000.00
<b>Total</b>		<b>400,000</b>	<b>P 400,000.00</b>	<b>P 100,000.00</b>

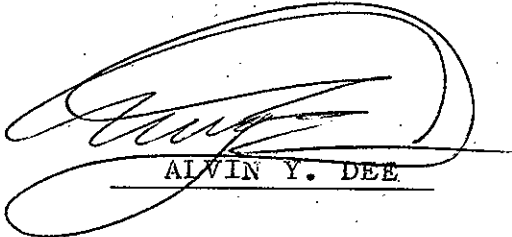
(Reminder: At least 25% of the Authorized Capital Stock should be subscribed and at least 25% of the subscribed should be paid)

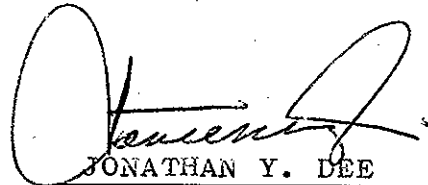
~~NINTH: That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stocks certificates issued by the corporation.~~

NINTH : That JOANNA DEE-LAUREL has been elected by the subscribers as treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he / she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

TENTH : That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.


In Witness whereof, we have set our hands this 25<sup>th</sup> day of Aug. 20 23 at Pasig City.

  
ALVIN Y. DEE

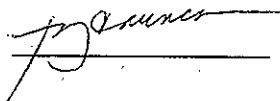
  
JONATHAN Y. DEE


  
JOANNA DEE-LAUREL

  
TERESITA S. LADANGA

  
ARAK RATBORIHARN

**WITNESSES:**

  
\_\_\_\_\_

  
\_\_\_\_\_

(All incorporators appearing on the fifth article and the two witnesses should affix their signatures on the blanks provided in this page above their respective names.)

**ACKNOWLEDGEMENT**

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

BEFORE ME, a Notary Public in and for PASIG Philippines, this  
25<sup>th</sup> day of Aug., 20 03 personally appeared :

Name	Community Tax Certificate No.	Date & Place Issued
ALVIN Y. DEE	02191479	01.06.03/Mañdaluyong City
JONATHAN Y. DEE	02191480	01.06.03/Mañdaluyong City
JOANNA DEE-LAUREL	02191481	01.06.03/Mandaluyong City
TERESITA S. LADANGA	23421483	03.26.03/Marikina City
ARAK RATBORIHARN	Passport# E545253	12.02.02/Bangkok, Thailand

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.



**NOTARY PUBLIC**  
Until December 31, 20\_\_

MARIA ROSARIO Z. DEL ROSARIO  
Notary Public Until December 31, 2004  
PTR No. 1589324; Pasig City; 4-09-03  
IBP No. 584900; Rizal Chapter; 3-12-03

Doc. No. 135 ;  
Page No. 28 ;  
Book No. J ;  
Series of 2003 .



**TREASURER'S AFFIDAVIT**

**REPUBLIC OF THE PHILIPPINES** )  
**CITY/MUNICIPALITY OF PASIG** ) S.S.  
**PROVINCE OF METRO MANILA** )

I, JOANNA DEE-LAUREL being duly sworn, depose and say :

That I have been elected by the subscribers of the corporation as Treasurer thereof, to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, I hereby certify under oath that at least 25% of the authorized capital stock of the corporation has been subscribed and at least 25% of the subscription has been paid, and received by me in cash / property for the benefit and credit of the corporation.

This is also to authorize the Securities and Exchange Commission and Bangko Sentral Ng Pilipinas to examine and verify the deposit in the International Exchange Bank Tektite Centre  
(Name of Bank) (Branch)

in my name as treasurer in trust for the ALLIANCE TUNA INTERNATIONAL, INC.  
(Name of Corporation)

in the amount of ONE HUNDRED THOUSAND PESOS (P 100,000.00) representing the paid-up capital of the said corporation which is in the process of incorporation. This authority is valid and inspection of said deposit may be made even after the issuance of the Certificate of Incorporation to the corporation. Should the deposit be transferred to another bank prior to or after incorporation, this will also serve as authority to verify and examine the same. The representative of the Securities and Exchange Commission is also authorized to examine the pertinent books and records of accounts of the corporation as well as all supporting papers to determine the utilization and disbursement of the said paid-up capital.

In case the said paid-up capital is not deposited or withdrawn prior to the approval of the articles of incorporation, I, in behalf of the above named corporation, waive our right to a notice and hearing in the revocation of our Certificate of Incorporation.

*Joanna Dee Laurel*  
JOANNA DEE-LAUREL  
Treasurer

SUBSCRIBED AND SWORN to before me this 25<sup>th</sup> day of Aug., 20 03  
at PASIG CITY, Philippines, affiant exhibiting to me his Community Tax Certificate No. 02191481 issued at Mandaluyong, on Jan. 6, 2003.

Doc. No. 134 ;  
Page No. 28 ;  
Book No. I ;  
Series of 20 03 .



**NOTARY PUBLIC**  
Until December 31, 2004

*Maria Rosario Z. Nel Rosario*  
MARIA ROSARIO Z. NEL ROSARIO  
Notary Public Until December 31, 2004  
PTR No. 1589324; Pasig City; 4-09-03  
IBP No. 584900; Rizal Chapter; 3-12-03

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BY - LAWS

OF

ALLIANCE TUNA INTERNATIONAL, INC.  
(Name of Corporation)

ARTICLE I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

**Section 1.** Subscriptions - Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

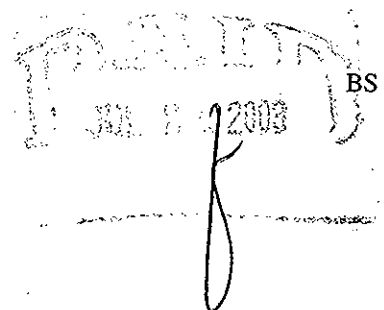
**Section 2.** Certificate - The stockholder shall be entitled to one or more certificates for fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

**Section 3.** Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

**Section 4.** Lost Certificates - In case any stock certificate is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.



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## ARTICLE II

### MEETINGS OF STOCKHOLDERS

**Section 1. Annual / Regular Meetings -** The annual / regular meetings of stockholders shall be held at the principal office on any date in March of each year, if a legal holiday, then on the day following.

**Section 2. Special Meeting -** The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock, (b) President.

**Section 3. Place of Meeting -** Stockholders meetings, whether regular or special, shall be held in 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.

**Section 4. Notice of Meeting -** Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.

When the meeting of stockholders 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 5. Quorum -** Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

**Section 6. Conduct of Meeting -** Meeting of the stockholders shall be presided over by the President, or in his absence, by a chairman to be chosen by the stockholders. The Secretary, shall act as Secretary of every meetings, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.

**Section 7. Manner of Voting -** At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders 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.

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**Section 8.** Closing of Transfer Books or Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting.

### ARTICLE III

#### BOARD OF DIRECTORS

**Section 1.** Powers of the Board - Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

- a.) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b.) To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c.) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;
- d.) To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation;
- e.) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation;
- f.) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officer are either plaintiffs or defendants in connection with the business of the corporation;

g.) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;

h.) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code.

**Section 2. Election and Term** - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

**Section 3. Vacancies** - Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.

**Section 4. Meetings** - Regular meetings of the Board of Directors shall be held once a month on such dates and at places as the Chairman of the Board, or upon the request of a majority of the Directors.

**Section 5. Notice** - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, or by written message. A director may waive this requirement, either expressly or impliedly.

**Section 6. Quorum** - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

**Section 7. Conduct of the Meetings** - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

**Section 8. Compensation** - By resolution of the Board, each director, shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

## ARTICLE IV

### OFFICER

**Section 1. Election / Appointment** - Immediately after their election, the Board of Directors shall formally organize by electing the President, the Vice-President, the Treasurer, and the Secretary at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more compatible positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

**Section 2. President** - The President shall be the Chief Executive Officer of the corporation and shall exercise the following functions:

- a.) To preside at the meetings of the stockholders;
- b.) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c.) To supervise and manage the business affairs of the corporation upon the direction of the Board of Directors;
- d.) To implement the administrative and operational policies of the corporation under his supervision and control;
- e.) To appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;
- f.) To oversee the preparation of the budgets and the statements of accounts of the corporation;
- g.) To represent the corporation at all functions and proceedings;

h.) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors.

i.) To make reports to the Board of Directors and stockholders;

j.) To sign certificates of stock;

k.) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

**Section 4.** The Vice-President - He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

**Section 5.** The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

a.) To record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;

b.) To keep record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;

c.) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;

d.) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;

e.) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations.

f.) To act as inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election.

g.) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

**Section 6. The Treasurer -** The Treasurer of the corporation shall have the following duties:

- a.) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b.) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;
- c.) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;
- d.) To render an annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, or the President may, from time to time require;
- e.) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f.) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

**Section 7. Term of Office -** The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified.

**Section 8. Vacancies -** If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

**Section 9. Compensation -** The officers shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

## ARTICLE V

### OFFICES

**Section 1.** The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate.



## ARTICLE VI

### AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

**Section 1. External Auditor -** At the regular stockholders' meeting, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation.

**Section 2. Fiscal Year -** The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

**Section 3. Dividends -** Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

## ARTICLE VII

### AMENDMENTS

**Section 1.** These by-laws may be amended or repealed or new by-laws adopted by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

## ARTICLE VIII

### SEAL

**Section 1. Form and Inscriptions -** The corporate seal shall be determined by the Board of Directors.

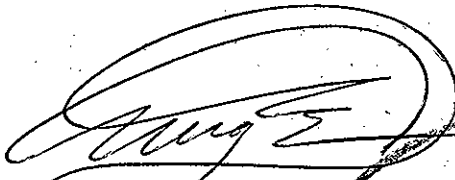
ARTICLE IX

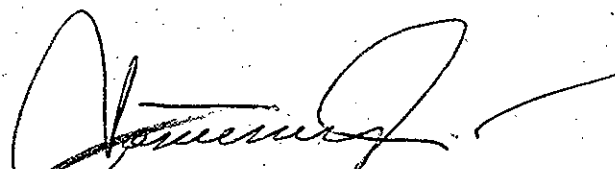
ADOPTION CLAUSE

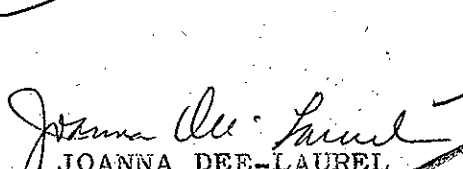
The foregoing by-laws were adopted by all the stockholders of the corporation on August 25, 2003 at the principal office of the corporation.


IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 25 day of August, 2003 at Pasig City.


(Note: 1. If filed with Articles of Incorporation, these by-laws should be signed by all incorporators;  
2. If filed after incorporation, should be signed by majority of the subscribers and should submit director's certificate for the adoption of the by-laws.)

  
ALVIN Y. DEE

  
JONATHAN Y. DEE

  
JOANNA DEE-LAUREL

  
TERESITA S. LADANGA

  
ARAK RATBORIHARN





## SEC-iRegister

SEC-iRegister is our first step in advancing the use of online technologies in the delivery of quicker, more efficient, and better service to the public.

We hope that in the process, we are fostering the competitiveness of the Philippines and promoting its viability as a base for globally competitive business operations.

receive payment | list payments made |  
logout

### RESERVATION PAYMENT CONFIRMATION :

This certifies that the name  
**ALLIANCE TUNA INTERNATIONAL  
INC.** has been reserved from  
August 11, 2003 to September 10,  
2003.

Reference Reservation Number :  
RRN20030811112302686

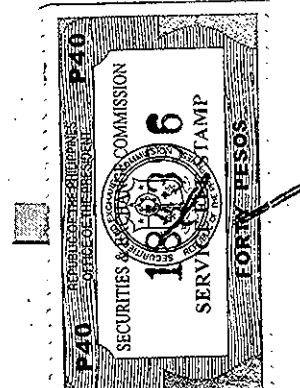
Payment Transaction No :  
ABC000110861  
Amount Paid : 40.0 PHP

**NOTE:** The fact that the name is available at the date verified is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration is effected. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

Stamp Number: 184396



**Republic of the Philippines  
SECURITIES AND EXCHANGE COMMISSION  
SEC Bldg., EDSA, Greenhills, City of Mandaluyong**

Please fill up all space indicate N.A. if not applicable :

1 Date : \_\_\_\_\_

**VERIFICATION / RESERVATION REQUEST**

03 AUG 11 8:39

2. Please check appropriate box.	
<input type="checkbox"/> Verification only - new transaction (with automatic reservation of 30 days) <input type="checkbox"/> Reservation: (60 days from verification date) <input checked="" type="checkbox"/> Extension of reservation period: (90 days from verification date). <input type="checkbox"/> Others: _____	<input type="checkbox"/> Re-issuance of certificate Original certificate lost <input type="checkbox"/> Within 30 day automatic reservation period. <input type="checkbox"/> With requested reservation period Date of previous verification: _____

3 Proposed Name (PRINT)  
 Pref. 1: ALLIANCE TUNA INTERNATIONAL, INC.  
 Pref. 2: \_\_\_\_\_  
 Pref. 3: \_\_\_\_\_

4 Former Name (if any): \_\_\_\_\_

5 Acronym in proposed name, if any, stands for: \_\_\_\_\_

6 Nature of Business (See back for major industry classification)  
CANNED TUNA - FOR EXPORT  
(Manufacturing of food)

7 Principal Office Address:  
Suite 1205 East Tower, PSE Centre, Exchange Rd.  
Ortigas Center, Pasig City

8 Business Office Address:  
Suite 1205 East Tower, PSE Centre,  
Exchange Road, Ortigas Center,  
Pasig City

9 Subsidiaries/Parent Co./Affiliates (if any):  
 \_\_\_\_\_  
 \_\_\_\_\_

10 Printed Name: Allan Valenzuela

11 Signature: [Signature]

**PROCEDURE FOR NAME VERIFICATION AND RESERVATION**

Secure and fill-up Verification/Reservation Request form as follows.

Row No	Definition										
1	Write the date of the request for verification/reservation										
2	Indicate the purpose of the request by checking the appropriate box. The boxes are defined as follows:										
	<table border="0"> <tr> <td>Verification only</td> <td>First-time verification of proposed names (with automatic reservation period of 30 days).</td> </tr> <tr> <td>Re-issuance of cert</td> <td>Proposed name was already verified but the Verification Certificate was lost within the reservation period. A "re-issuance" of the certificate requested.</td> </tr> <tr> <td>Reservation of verified name</td> <td>Reserving the proposed name for 60 days from verification date.</td> </tr> <tr> <td>Extension of reservation period</td> <td>Modification of reservation period from 60 to 90 days from verification date.</td> </tr> <tr> <td>Others</td> <td>Other transaction not stated above.</td> </tr> </table>	Verification only	First-time verification of proposed names (with automatic reservation period of 30 days).	Re-issuance of cert	Proposed name was already verified but the Verification Certificate was lost within the reservation period. A "re-issuance" of the certificate requested.	Reservation of verified name	Reserving the proposed name for 60 days from verification date.	Extension of reservation period	Modification of reservation period from 60 to 90 days from verification date.	Others	Other transaction not stated above.
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Reservation of verified name	Reserving the proposed name for 60 days from verification date.										
Extension of reservation period	Modification of reservation period from 60 to 90 days from verification date.										
Others	Other transaction not stated above.										
3	Indicate the proposed name to be verified.										
4	Write down the former name of the applicant company, if any.										
5	If the proposed name has an acronym, indicate what it stands for or its meaning.										
6	Indicate the nature of business the applicant company wishes to engage in like trading, real estate, etc. (See back for major industry classification).										
7	Write the principal office where major business transaction shall be located.										
8	Write the business office address.										
9	Indicate the corporation/company of which the applicant company is a subsidiary, parent company or affiliate of, if any.										
10	Write the names in print of the person requesting for verification/reservation.										
11	Write the signature of the person requesting for verification/reservation.										

*Mr. Efren Legules,  
main bldg., ground floor*  
*Sir, do we have a reg #  
for  
"ALLIANCE TUNA MANUFACTURING"*  
*SIR, NO REG. #. 8-1100 8/11*  
*UN: ALLANVALENZUELA*  
*PW: 123*

- 2 Secure stamp from Cashier as follows:
- 1 Stamps for automatic 30 days reservation
  - 2 Stamps for 60 days reservation.
  - 3 Stamps for 90 days reservation

3. Get service number.
4. Give filled up form to open Name Verification counter when service number is displayed.
5. Put stamps on certificate as instructed by Verifier. Leave counter.
6. Requests which have legal issues shall be directed in the Corporate Legal Department for final disposition.
7. Submit Verification Certificate together with registration documents



Tektite Center

25 August 2003

The Securities and Exchange Commission  
EDSA, Mandaluyong City, Metro Manila

To whom it may concern:

This is to certify that there is a deposit with this bank the sum of **PESOS: ONE HUNDRED THOUSAND PESOS AND 00/100 ONLY** (\*\*Php 100,000.00\*\*) under **Peso Savings Account No. 006-10-0-09841-5** in the name of **JOANNA DEE LAUREL TITF; ALLIANCE TUNA INTERNATIONAL, INC.** which is in the process of incorporation.

This further certifies that the said deposit is clear and free from lien, restriction, condition or holdout and may be withdrawn in behalf of said company upon presentation of proof of incorporation.

*Shirley M. Platitas*  
**SHIRLEY M. PLATITAS**  
Service Head - Manager

REPUBLIC OF THE PHILIPPINES

s.s.

PASIG

SUBSCRIBED AND SWORN to before me this 25<sup>th</sup> Aug. 03 affiant exhibited to me her Community Tax Certificate No. 23668842, issued at Antipolo City on March 27, 2003.



NOTARY PUBLIC  
Until December 30, \_\_\_\_\_

*Maria Rosario Z. De Rosario*

**MARIA ROSARIO Z. DE ROSARIO**  
Notary Public until December 31, 2004  
PTR No. 4589324; Pasig City; 4-09-03  
IBP No. 584900; Rizal Chapter; 3-12-03

Doc. No. 136 ;  
Page No. 29 ;  
Book No. I ;  
Series No. 2003.









