

No. F15433

編號



**COMPANIES ORDINANCE
(CHAPTER 32)**

**香港法例第32章
《公司條例》**

**CERTIFICATE OF REGISTRATION
OF CHANGE OF CORPORATE NAME OF NON-HONG KONG COMPANY
非香港公司更改法人名稱
註冊證明書**

I hereby certify that

本人謹此證明

BANCO DE ORO - EPCI, INC.

which was incorporated in Philippines

在 菲律賓

and has been registered in Hong Kong under Part XI of the Companies

註冊成立並根據《公司條例》第XI部在香港註冊後，

Ordinance, has changed its corporate name and is now registered

已更改其法人名稱。上述公司現時的註冊

under the name of

名稱為

BANCO DE ORO UNIBANK, INC.

also known as

又名為

金融銀行有限公司

Certified True Copy

VICTOR HO
Acting Chief Executive

Issued on 12 March 2008 .

本證明書於二〇〇八年三月十二日發出。

Ms. Fanny Wing-chi LAM

.....
for Registrar of Companies

Hong Kong

香港公司註冊處處長

(林詠芝 代行)



SECRETARY'S CERTIFICATE

07 AUG 22 AM 5:10

I, EDMUNDO L. TAN, being the Corporate Secretary of BANCO DE ORO – EPCI, INC. (BDO - EPCI), an expanded commercial bank organized and existing under and in accordance with the laws of the Republic of the Philippines, with offices at Banco de Oro – EPCI, Inc. North & South Towers, Makati Ave. cor. H. V. Dela Costa St., Makati City, do hereby certify that:

1. In my capacity as Corporate Secretary of BDO - EPCI, I have custody of the minutes book of the Bank which contains the minutes of the meetings of the Board of Directors;

2. At the regular meeting of the Board of Directors of BDO - EPCI held on June 30, 2007, at which meeting a quorum was present and acted throughout, the following resolutions were unanimously adopted and approved:

“Resolution No. 154-2007

RESOLVE, as it is hereby resolved, to approve the amendments to the Articles of Incorporation of Banco de Oro – EPCI, Inc.:

Removal of Classification of Preferred Shares and Replacement of the following provisions on preferred stocks:

FROM:

“SEVENTH

- That the authorized capital stock of the corporation is SIXTY FIVE BILLION PESOS (P65,000,000,000.00) Philippine Currency, divided into FIVE BILLION FIVE HUNDRED MILLION (5,500,000,000) common stock with a par value of TEN PESOS (P10.00) per share and ONE BILLION (1,000,000,000) shares of preferred stock with a par value of TEN PESOS (P10.00) per share; *(as amended on December 27, 2006)*

That the holders of capital stock whether common or preferred, shall have no pre-emptive right to subscribe for or purchase any shares of any class;

That the preferred stock with par value of TEN PESOS (P10.00) each share shall be classified as follows:

PREFERRED SHARES SERIES A shall consist of the preferred stock issued and outstanding as of 25 March 2000 and which has a vested right to receive dividend of TWELVE PERCENT (12%) per annum payable out of the surplus profits before any dividends are declared on the common stock of the corporation.

PREFERRED SHARES SERIES B shall consist of all other preferred stock which shall be issued subsequent to 25 March 2000 and which shall also be entitled to dividends before any dividends are declared on the common stock of the corporation as the Board of Directors may determine, and authority is hereby expressly granted to

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Teodoro B. Montecillo
TEODORO B. MONTECILLO
Director

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the Board of Directors to determine the rate, nature and/or amount of the aforesaid dividends.

That the preferred dividends shall be cumulative from and after the due date thereof, whether or not in any period the amount thereof is covered by available retained earnings. No dividends shall be declared or paid on the common shares unless full accumulative dividends and all series of Preferred Stocks for current dividend period shall have been declared and/or paid by the Corporation. The holders of Preferred Stocks of any series shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the Preferred Stocks.

That all series of preferred stock shall be preferred as to distribution of assets in the event of liquidation; but it shall not entitle the holders thereof to voting rights or privileges except those expressly provided by law nor shall it entitle the holders to participate in any other dividend;

To the extent not set forth in this Article Seventh, the specific terms and restrictions of each series of Preferred Stock shall be specified in such resolution(s) as may be adopted by the Board of Directors prior to the issue of each of such series ("the enabling Resolutions") which resolution(s) shall be filed with the Securities and Exchange Commission and thereupon be deemed a part of these Articles of Incorporation;

That in accordance with Central Bank regulations, out of the preferred shares of stock which the bank may henceforth be authorized to issue, at least fifty percent (50%) of each such issue of preferred stock shall be convertible into common stock at the option of the holders thereof after five (5) years from date of issue: provided, that the bank may allow the conversion of such preferred stock into common stock even before the lapse of five (5) years from date of issue: provided further, that such issue of preferred stock shall automatically be convertible into common stock at the option of the holders thereof whenever the rights as may be acquired by the holders by virtue of such cumulative feature are not satisfied by the bank within a period of three (3) years from date of issue; provided, however, that the conversion of the preferred stocks to common stocks shall be allowed only within the respective individual/corporate limits and computed based on a formula as may be determined by the Board of Directors;

That redemption of preferred shares by the Bank shall be made only upon prior approval of the Central Bank and only if the shares redeemed are replaced with at least an equivalent amount of newly paid-in stock so that the total paid-in capital is maintained at the same level immediately prior to the redemption of stocks.

That stock options may be granted to the employees of the Bank upon the discretion of the Board of Directors."

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TEODORO B. MONTECILLO
Director

TO:

"SEVENTH

That the authorized capital stock of the corporation is SIXTY FIVE BILLION PESOS (P65,000,000,000.00) Philippine Currency, divided into FIVE BILLION FIVE HUNDRED MILLION (5,500,000,000) common stock with a par value of TEN PESOS (P10.00) per share and ONE BILLION (1,000,000,000) shares of preferred stock with a par value of TEN PESOS (P10.00) per share; (as amended on December 27, 2006)

That the holders of capital stock whether common or preferred, shall have no pre-emptive right to subscribe for or purchase any shares of any class;

That preferred Shares shall be entitled to dividends before any dividends are declared on the common stock of the corporation as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to determine the rate, nature and/or amount of the aforesaid dividends.

That all preferred shares shall comply with the regulations of the Bangko Sentral ng Pilipinas prevailing at the time of issuance, as these may be amended from time to time.

That stock options may be granted to the employees of the Bank upon the discretion of the Board of Directors."

x

x

x

"Resolution No. 155-2007

RESOLVE, as it is hereby resolved, to approve the amendments to the By-Laws of Banco de Oro - EPCI, Inc. and in particular Section 17 of Article IV:

FROM:

"SECTION 17. Order of Business. The order of business at the annual meeting and, as far as possible, at other meetings of the stockholders shall be:

- 1 Roll Call
- 2 Proof of Notice of Meeting
- 3 Certification of Quorum

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Teodoro B. Montecillo
TEODORO B. MONTECILLO
Director

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4. Reading and Disposal of Unapproved Minutes
5. Annual Reports of Officers and Committees
6. Approval and Ratification of all Actions of the Board of Directors and Management during their term of office.
7. Election of Directors
8. Appointment of External Auditors
9. Unfinished Business
10. New Business
11. Adjournment

The above order of business may be altered or suspended should a majority of the quorum deem it convenient. (As amended by the Board of Directors on 03 April 2004 and ratified by the Stockholders on 25 June 2004).

All nominations for directors to be elected by the stockholders shall be submitted in writing to the Corporate Secretary of the Bank at its principal office not earlier than fifty (50) business days nor later than forty (40) business days prior to the date of the regular or special meeting of stockholders for the election of directors. Nominations that are not submitted within such nomination period shall not be valid. Only a stockholder of record entitled to notice of and to vote at the regular or special meeting of the stockholders for the election of directors shall be qualified to be nominated and elected a director of the Bank. (As amended by the Board of Directors and Stockholders on 09 March 2002, and further amended by the Board of Directors on 03 April 2004 and ratified by the Stockholders on 25 June 2004).

The Bank's Board of Directors may constitute a Nominations Committee for the determination of the qualification of nominees for directors composed of at least three (3) members, one of whom is an independent director provided a majority of said Committee's members are themselves directors of the bank. The Committee shall promulgate the guidelines or criteria to govern the conduct of the nominations. The decision of the Committee as concurred in by a vote of a majority of its members shall be final and binding on the stockholders and may no longer be raised during the stockholders' meeting. (As amended by the Board of Directors and Stockholders on 09 March 2002, and further amended by the Board of Directors on 03 April 2004 and ratified by the Stockholders on 25 June 2004)."


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TEODORO B. MONTECILLO
Director

TO:

"SECTION 17. Order of Business. The order of business at the annual meeting and, as far as possible, at other meetings of the stockholders shall be:


1. Roll Call
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Reading and Disposal of Unapproved Minutes
5. Annual Reports of Officers and Committees
6. Approval and Ratification of all Actions of the Board of Directors and Management during their term of office.
7. Election of Directors
8. Appointment of External Auditors
9. Unfinished Business
10. New Business
11. Adjournment

The above order of business may be altered or suspended should a majority of the quorum deem it convenient. (As amended by the Board of Directors on 03 April 2004 and ratified by the Stockholders on 25 June 2004).

All nominations for directors to be elected by the stockholders shall be submitted in writing to the Corporate Secretary of the Bank at its principal office not earlier than forty (40) business days nor later than thirty (30) business days prior to the date of the regular or special meeting of stockholders for the election of directors. Nominations that are not submitted within such nomination period shall not be valid. Only a stockholder of record entitled to notice of and to vote at the regular or special meeting of the stockholders for the election of directors shall be qualified to be nominated and elected a director of the Bank. (As amended by the Board of Directors and Stockholders on 09 March 2002 and further amended by the Board of Directors on 03 April 2004 and ratified by the Stockholders on 25 June 2004).

The Bank's Board of Directors may constitute a Nominations Committee for the determination of the qualification of nominees for directors composed of at least three (3) members, one of whom is an independent director provided a majority of said Committee's members are themselves directors of the bank. The Committee shall promulgate the guidelines or criteria to govern the conduct of the nominations. The decision of the Committee as concurred in by a vote of a majority of its members

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TEODORO B. MONTECILLO
Director

shall be final and binding on the stockholders and may no longer be raised during the stockholders' meeting. (As amended by the Board of Directors and Stockholders on 09 March 2002, and further amended by the Board of Directors on 03 April 2004 and ratified by the Stockholders on 25 June 2004)."

x

x

x

"Resolution No. 156-2007

RESOLVE, as it is hereby resolved, to approve the amendments to the By-Laws of Banco de Oro - EPCI, Inc. changing Article VI - Officers of the Bank, Section 41. Junior Officers:

FROM:

"SECTION 41. Junior Officers. The junior officers of the bank shall be one or more Senior Managers, one or more Managers, and one or more Assistant Managers as the Board of Directors may determine, and such other officers as may be deemed necessary whose powers, duties and compensation shall be defined and determined by the Board. (As amended by the Board of Directors and Stockholders on 09 March 2002).

TO:

"SECTION 41. Junior Officers. The junior officers of the Bank shall be such ranks as the Board of Directors shall deem to be necessary whose powers, duties and compensation shall be defined and determined by the Board of Directors."

3. At a duly constituted annual meeting of the stockholders of BDO - EPCI held on July 27, 2007, the stockholders representing at least 2/3 of the outstanding capital stock of the Bank likewise approved the above-mentioned resolutions;

4. The above-mentioned resolutions have not been revoked and rescinded and continue to be in full force and effect.

5. I am executing this certificate for whatever legal purpose it may serve.


AUG 21 2007

IN WITNESS WHEREOF, I have hereunto affixed my signature this ____ day of August, 2007 at Makati City, Philippines.


EDMUNDO L. TAN

Affiant

CERTIFIED TRUE
& CORRECT COPY


TEODORO B. MONTECILLO
Director

AUG 21 2007

SUBSCRIBED AND SWORN TO before me this _____ day of August 2007, at Makati City, Philippines, affiant exhibited his Tax Identification Number 132-173-235.

NOTARY PUBLIC

Doc. No. 137
Page No. 29
Book No. KXVI
Series of 2007.

amend2007

BENJAMIN B. MATA
NOTARY PUBLIC
UNTIL DEC. 31, 2007
PTR OR NO. 1187077
DATED 01 JANUARY 2007

CERTIFIED TRUE
& CORRECT COPY

Montecillo
TEODORO B. MONTECILLO
Director



Bangko Sentral ng Pilipinas
SRO 1
07 AUG 22 AM 10:48

SECRETARY'S CERTIFICATE

I, **EDMUNDO L. TAN**, being the Corporate Secretary of **BANCO DE ORO – EPCI, INC. (BDO - EPCI)**, an expanded commercial bank organized and existing under and in accordance with the laws of the Republic of the Philippines, with offices at Banco de Oro – EPCI, Inc. North & South Towers, Makati Ave. cor. H. V. Dela Costa St., Makati City, do hereby certify that:

1. In my capacity as Corporate Secretary of BDO - EPCI, I have custody of the minutes book of the Bank which contains the minutes of the meetings of the Board of Directors;

2. At the special meeting of the Board of Directors of BDO - EPCI held on July 3, 2007, at which meeting a quorum was present and acted throughout, the following resolution was unanimously adopted and approved:

“Resolution No. 177-2007

RESOLVE, as it hereby resolved, to approve the amendment to the Banco de Oro - EPCI, Inc.'s Articles of Incorporation changing the name of the Corporation:

FROM:

“FIRST - That the name of the corporation shall be:
Banco de Oro - EPCI, Inc.”

TO:

“FIRST - That the name of the corporation shall be:
Banco de Oro Unibank, Inc.

RESOLVED FURTHER, to approve the amendment to the name of the Bank appearing in the By-Laws:

FROM:

Banco de Oro Universal Bank

TO:

BANCO DE ORO UNIBANK, INC.”

3. At a duly constituted annual meeting of the stockholders of BDO – EPCI held on July 27, 2007, the stockholders representing at least 2/3 of the outstanding capital stock of the Bank likewise approved the above-mentioned resolution;

4. The above-mentioned resolution has not been revoked and rescinded and continues to be in full force and effect.

CERTIFIED TRUE & CORRECT COPY

Teodoro B. Montecillo
TEODORO B. MONTECILLO
Director

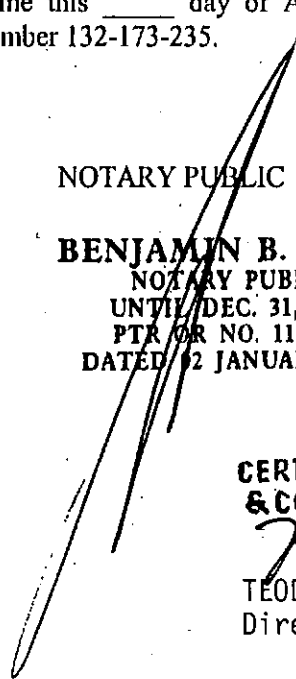
5. I am executing this certificate for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto affixed my signature this AUG 21 2007 day of August, 2007 at Makati City, Philippines.


EDMUNDO L. TAN
Affiant

SUBSCRIBED AND SWORN TO before me this AUG 21 2007 day of August 2007, at Makati City, Philippines, affiant exhibited his Tax Identification Number 132-173-235.

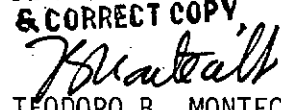
NOTARY PUBLIC


BENJAMIN B. MATA
NOTARY PUBLIC
UNTIL DEC. 31, 2007
PTR OR NO. 1187077
DATED 12 JANUARY 2007

Doc. No. 135
Page No. 28
Book No. XXVI
Series of 2007.

:amend2007

CERTIFIED TRUE
& CORRECT COPY


TEODORO B. MONTECILLO
Director