# **CORPORATE SECRETARY'S CERTIFICATE**

## KNOW ALL MEN BY THESE PRESENTS:

That I, **FLORENTINO H. GARCES,** of legal age, Filipino, with postal address at 17<sup>th</sup> Floor, Security Bank Centre, 6776 Ayala Avenue, Makati City, after having been duly sworn in accordance with law, hereby depose and say:

- That I am the Corporate Secretary of STRONGHOLD INSURANCE COMPANY, INC., a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office located at 17<sup>th</sup> Floor, Security Bank Centre, 6776 Ayala Avenue, Makati City;
- That at the Annual Meeting of the Stockholders of STRONGHOLD INSURANCE COMPANY, INC., held at its office on February 19, 2019 at 4:00 o'clock in the afternoon, the following resolution transpired:

"MEMBERS PRESENT	TOTAL SHARE
1. DAVID C. MERCADO	2,374,993
<ol> <li>QUICKWAY HOLDINGS, INC./ MA. VICTORIA L. MERCADO</li> </ol>	2,374,992
3. ROMULO I. DELOS REYES, JR.	500,000
4. FLORENTINO H. GARCES	500,000
<ul><li>5. NOEL G. MERCADO</li><li>6. CORNELIO T. RIVERA</li></ul>	500,000 5
7. EDMUND V. SAIYO	5
8. SONIA M. ROCO TOTAL	5
IOIAL	<u>6,250,000</u>

MEMBERS ABSENT

NONE

**AGENDA** 

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

DELIBERATION

The meeting was called to order at 4:00 p.m. by Mr. DAVID C. MERCADO who acted as the Presiding Officer as provided for in the By-Laws. Atty. FLORENTINO H. GARCES acted as Secretary. The Secretary called the roll and EIGHT (8) STOCKHOLDERS representing SIX MILLION TWO HUNDRED FIFTY THOUSAND (6,250,000) SHARES, of the total FOUR MILLION TWO HUNDRED NINETY NINE THOUSAND FIVE HUNDRED THIRTY EIGHT (4,299,538) SHARES PAID, answered the roll *viva voce* and in person. No stockholder was absent. The Presiding Officer declared the presence of a quorum. Proof of notice of meeting was made.

The Secretary read the minutes of the previous meeting which were duly confirmed by the stockholders without amendment.

After discussion thereon extensively and there being no pending business to transact, they proceeded to the election of the directors.

On nomination duly made and seconded, unanimously carried and after the voting, the following were elected Members of the Board of Directors:

- 1. DAVID C. MERCADO
- 2. ROMULO I. DELOS REYES, JR.
- 3. FLORENTINO H. GARCES
- 4. NOEL G. MERCADO
- 5. CORNELIO T. RIVERA



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- 6. EDMUND V. SAIYO
- 7. SONIA M. ROCO

There being no further business to transact, and to enable the Board to organize itself immediately, the meeting was adjourned at 5:30 p.m. after a motion duly made and seconded.

#### APPROVED"

3. That at the Special Meeting of the Board of Directors of STRONGHOLD INSURANCE COMPANY, INC. held at its office on February 19, 2019 at 6:00 o'clock p.m., the following was approved:

## "MEMBERS PRESENT

- 1. DAVID C. MERCADO
- 2. ROMULO I. DELOS REYES, JR.
- 3. FLORENTINO H. GARCES
- 4. NOEL G. MERCADO
- 5. CORNELIO T. RIVERA
- 6. ENDMUND V. SAIYO
- 7. SONIA M. ROCO

MEMBERS ABSENT

NONE

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**DELIBERATION** 

Immediately after the meeting of the stockholders was adjourned, the newly elected Board of Directors held a Special Meeting for the purpose of organizing itself by the election of the Corporate Officers provided for in the By-Laws.

On motion duly made and seconded, it was unanimously carried by all the members present that the following were elected:

Chairman of the Board

DAVID C. MERCADO

President & General Manager

ROMULO I. DELOS REYES, JR.

Senior Vice-President & Corporate Secretary

FLORENTINO H. GARCES

**Acting Treasurer** 

CORAZON T. AGUIRRE

APPROVED"

**FURTHER AFFIANT SAYETH NAUGHT.** 



FLORENTINO H. GARCES
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this 12<sup>th</sup> day of March, 2019 in the City of Makati, affiant exhibited to me competent evidence of his identity bearing his picture and signature in the form of **Non-Professional Driver's License** with No. **N03-94-157872** issued by **Land Transportation Office** valid until **October 16, 2022**.

Doc. No. \_\_7 ; Page No. \_\_3 ; Book No. \_\_IV ; Series of 2019.

ATTY. DAVE TO T. HERN ANDEZ

NOTARY PUBLIF FOR MAKATI CITY
COMMISSION NO. M – 278
UNTIL DECEMBER 31, 2020
6TH /F-ZETA II ANNEX BUILDING
191 SALCEDO STREET, LEGASPI VILLAGE
MAKATI CITY, METRO MANILA
ROLL OF ATTORNEYS NO. 59749
IBP OR NO. 058211 / 01-03-2019 / MANILA
PTR NO. 8009947 / 01-03-2019 / MANILA
MCLE COMPLIANCE NO. V-0014633 / 02-29-2016