



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. CS200508386

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

BALAI NI FRUITAS INC.

Doing business under the names and styles of BALAI Pandesal, Buko ni Fruitas and
Fruitas House of Desserts

copy annexed, adopted on September 30, 2021 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds 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 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

This is a replacement Certificate in lieu of the Certificate of Filing of Amended By-Laws approved on December 21, 2021.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 6th day of January, Twenty Twenty Two.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

COVER SHEET

Nature of Application

SEC Registration Number

AMENDMENT OF BY-LAWS

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Company Name

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F	O	R	M	E	R	L	Y	:	B	U	K	O		N	I		F	R	U	I	T	A	S		I	N	C

Principal Office (No./Street/Barangay/City/Town/Province)

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Q	u	e	z	o	n		C	i	t	y	,		P	h	i	l	i	p	p	i	n	e	s												

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Company's Facsimile Number/s

ipo.compliance@fruitasholdings.com

(02) 8731-8886

-

CONTACT PERSON INFORMATION

Name of Contact Person

Email Address

Telephone Number/s

Facsimile Number/s

ATTY. ROSE ANN JOY V. GONZALES

rvgonzales@picazolaw.com

8888-0999

Contact Person's Address

PENTHOUSE, LIBERTY CENTER, 104 H.V. DELA COSTA ST., SALCEDO VILLAGE, MAKATI CITY

Assigned Processor: _____

Document I.D.

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|--------------------------|---|-------|-------|
| <input type="checkbox"/> | Corporate and Partnership Registration Division | _____ | _____ |
| <input type="checkbox"/> | Green Lane Unit | _____ | _____ |
| <input type="checkbox"/> | Financial Analysis and Audit Division | _____ | _____ |
| <input type="checkbox"/> | Licensing Unit | _____ | _____ |
| <input type="checkbox"/> | Compliance Monitoring Division | _____ | _____ |

AMENDED
BY-LAWS
OF
BALAI NI FRUITAS INC.
Doing business under the names and styles of
BALAI Pandesal, Buko ni Fruitas and Fruitas House of Desserts
(Formerly: BUKO NI FRUITAS INC.)

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

ARTICLE I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions – Subscriber 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, **provided that, in case any stock certificate is countersigned by a duly appointed stock transfer agent, transfer clerk, or registrar, the signatures of the President and the Corporate Secretary or Assistant Corporate Secretary, upon such certificate, may be facsimiles, which can be engraved or printed on the same.**

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

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 **or by written instructions to the Corporate Secretary in case of uncertificated shares.** 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 certificate 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.

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

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 72 of the **Revised** Corporation Code.

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Annual/Regular Meetings – The annual/regular meetings of stockholders shall be held at the principal office on **third Monday of June** 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 of regular or special meetings of stockholders may be sent by the Secretary by personal delivery, by mail **or electronic message** at least **fifteen (15) business days** 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 **decided**. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

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 **Chairman or in his absence, by the** President **or** a chairman to be chosen by the stockholders. The Secretary, shall act as Secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

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 **at least five (5) business days before the scheduled 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. **Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended.**

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

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 **twenty (20) days for regular meetings and seven (7) days for special meetings before the scheduled date of the meeting, or otherwise fix a record date for the purpose.**

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

ARTICLES 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. Directors – The members of the Board of Directors must have at least one (1) share of the capital stock of the corporation. The Board of Directors should have at least three (3) independent directors.

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

Section 3. 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 4. 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 5. 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. **Meetings may be attended by the directors either in person or through video or teleconference or such other means as may subsequently be permitted by applicable law or regulation.**

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

Section 6. 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 **at least two (2) days prior to the scheduled meeting.** A director may waive this requirement, either expressly or impliedly.

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

Section 7. 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 8. 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 9. 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 manners 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.

Section 10. Disqualification - The following shall also be disqualified from nomination or election to the Board of Directors:

- (a) Any person convicted by final judgment or order by a competent judicial or administrative body or any crime that (i) involves the purchase or sale of securities, as defined in the Securities Regulation Code; (ii) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person or any of them;**
- (b) Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the Securities and Exchange Commission ("SEC") or any court or administrative body or competent jurisdiction from: (i) acting as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (ii) acting as director or officer of a bank, quasi-bank, trust company, investment house or investment company; (iii) engaging in or continuing any conduct or practice in any or the capacities mentioned in sub-paragraphs (i) and (ii) above, or wilfully violating the laws that govern securities and banking activities.**

The disqualification shall also apply if such person is currently the subject of an order of the SEC or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Revised Corporation Code of the Philippines, Securities Regulation Code or any other law administered by the SEC or the Bangko Sentral ng Pilipinas ("BSP") or any rule or regulation issued by the SEC or the BSP, or has otherwise been restrained to engage in any activity involving securities and banking; or such person is currently the subject of an effective order or a self-regulatory organization

suspending or expelling him from membership, participation or association with a member or participant or the organization;

- (c) Any person convicted by final judgment or order by a court or competent administrative body or an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent act or transgressions;
- (d) Any person finally found by the SEC or a court or other administrative body to have wilfully violated, or wilfully aided, abetted, counselled, induced or procured the violation of any provision of the Securities Regulation Code, the Revised Corporation Code of the Philippines, or any other law administered by the SEC or BSP, or any rule, regulation or order of the SEC or the BSP;
- (e) Any person earlier elected as independent director who becomes an officer, employee or consultant of the Company;
- (f) Any person judicially declared as insolvent;
- (g) Any person found guilty by final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct in paragraphs (a) to (d) above;
- (h) Conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Revised Corporation Code of the Philippines, committed within five (5) years prior to the date of his election or appointment and
- (i) Other grounds as the SEC may provide.

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

Section 11. Board Committees – The Board of Directors shall constitute committees that the law and Corporate Governance Code may mandate. In addition, the Board of Directors may create other internal committees with the powers determined by the Board of Directors. All established committees shall be required to have committee charters stating in plain terms their respective purposes, memberships, structures, operations, reporting processes, resources and other relevant information, including the standards for evaluating performance of the committees.

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

Articles 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 3. 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 4. 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 the 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, 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 5. 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(s) as may be designated from time to time by the Board of Directors, all moneys, funds, securities, bonds, and similar valuable effects belonging to the Corporation which may come under his control; and
- d) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

(As amended in the meetings of the Board of Directors and stockholders on September 30, 2021.)

Section 6. 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 7. 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 8. Compensation — The By-laws 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 II 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 Auditors — At the regular annual 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 the outstanding stock held by them, as often and at such time 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 the 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 May 10, 2005 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned incorporators present at said meeting and voting thereat in favor of the adoption of the said By-laws, have hereunto subscribed our names this 10th day of May 2005 at Quezon city, Philippines.

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

(Sgd) LESTER C. YU

(Sgd) MARVIN C. YU

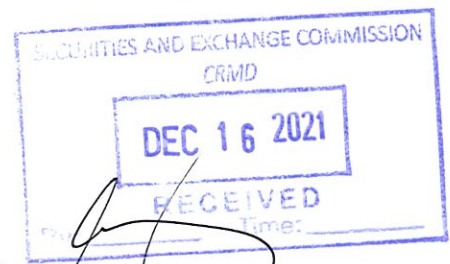
(Sgd) JANET C. YU

(Sgd) ANGEL YU

(Sgd) ROSELYN A. LEGASPI

(Sgd) BEN F. FIRMALINO

(Sgd) CHRISTOPHER IAN A. CONSUELO



**CERTIFICATE OF AMENDMENT
OF THE BY-LAWS OF
BALAI NI FRUITAS INC.
Doing business under the names and styles of
Balai Pandesal, Buko Ni Fruitas and Fruitas House of Desserts
(Formerly: BUKO NI FRUITAS INC.)**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Corporate Secretary and at least a majority of the members of the Board of Directors of BALAI NI FRUITAS INC. Doing business under the names and styles of Balai Pandesal, Buko Ni Fruitas and Fruitas House of Desserts (Formerly: BUKO NI FRUITAS INC.) (the "Corporation"), do hereby certify that the accompanying copy of the Amended By-Laws of the Corporation, embodying the underscored amendments to the First, ~~Second~~, Third and Fourth Articles, are true and correct and were approved by the affirmative vote of at least a majority of the members of the Board of Directors at their meeting held on 30 September 2021 at 68 Data St., Brgy. Don Manuel, Quezon City, Philippines, and by the vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their meeting held on the same day and at the same place.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, we have hereunto signed this Directors' Certificate of Amendment of the Articles of Incorporation this DEC 15 2021 in Makati City.



LESTER C. YU
Chairman
TIN 191-309-944



ROSELYN A. LEGASPI
Director
TIN 206-658-508



MARVIN C. YU
Director
TIN 214-877-469



MADELENE T. SAYSON
Director
TIN 294-685-820




SHERLYN G. DANGULAN
Director and Corporate Secretary
TIN 257-847-298

SUBSCRIBED AND SWORN to before me this DEC 15 2021 in Makati City,
Philippines, affiants exhibiting to me the following:

Name	ID	ID No.	Place and Date Issued
Lester C. Yu	Passport	P1599517B	DFA NCR NORTHEAST/09MAY2019
Roselyn A. Legaspi	Passport	P9426554A	DFA CEBU/06 NOVEMBER2018
Sherlyn G. Danguilan	TIN	257-847-298-000	NCR/28JAN2020
Marvin C. Yu	Driver's License	N04-97-382355	MANILA/20JUL2017
Madelene T. Sayson	Passport	P3402662A	DFA NCR NORTHEAST/15JUNE2017

Doc. No. 379 ;
Book No. 77 ;
Page No. II ;
Series of 2021.


JULIENNE DELA CRUZ DEL ROSARIO
Appointment No. M-227
Notary Public for Makati City
Until December 31, 2022
Liberty Center-Picazo Law
104 H.V.Dela Costa Street, Makati City
Roll of Attorney's No. 74725
PTR No. 8535733/Makati City/01-05-2021
IBP No. 137924/Cagayan /01-05-2021
MCLE Exempted-Admitted to the bar in 2020

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) S.S.

SECRETARY'S CERTIFICATE

I, **SHERLYN G. DANGUILAN**, Filipino, of legal age, with address at 68 Data St., Brgy. Don Manuel, Quezon City, Philippines, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly appointed and incumbent Corporate Secretary of BALAI NI FRUITAS INC. Doing business under the names and styles of Balai Pandesal, Buko Ni Fruitas and Fruitas House of Desserts (Formerly: BUKO Ni FRUITAS INC.) (the "Corporation"), a corporation duly registered with the Securities and Exchange Commission and existing under and by virtue of the laws of the Republic of the Philippines, with principal address at 68 Data St., Brgy. Don Manuel, Quezon City, Philippines.
2. To the best of my knowledge, no action or proceeding has been filed or is pending, before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected or appointed directors or officers or vice versa.

[SIGNATURE PAGE FOLLOWS]


IN WITNESS WHEREOF, I have hereunto affixed my signature this DEC 03 2021 at _____

QUEZON CITY


SHERLYN S. DANGUILAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ at _____,
affiant exhibiting to me her Passport No. _____ issued on DEC 03 2021 at _____.

Doc. No: 494
Page No: 100
Book No: XXXVII
Series of 2021.


ATTY. MA. PERITA P. CABRERA
Notarial Commission Expires on 31 Dec 2021
PTR No. 0603158; 1-04-21, Q.C
IBP O.R. No. 141802; 1-04-21, Q.C
Roll of Attorneys No. 44573
MCLE Compliance No. VI-0026703
(Valid until April 14, 2022)