

SIXTH. That the number of directors of said corporation shall be _____, and that the names, citizenship and address of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws, are as follows:

| <u>NAME</u> | <u>CITIZENSHIP</u> | <u>RESIDENCE</u> |
|-------------|--------------------|------------------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

SEVENTH. That the authorized capital stock of the corporation is _____ Pesos (P _____), Philippine Currency divided into _____ shares of common stock with a par value of P _____ per share and _____ shares of preferred stock with a par value of P _____ per share.

a. Only common stocks are entitled to voting rights.

NOTE: For preferred shares issued against equity investments by LBP, DBP, or any other government-owned or controlled bank or financial institution pursuant to Section 8 of R.A. No. 7353 (Rural Banks Act of 1992).

b. Government preferred stocks shall be non-voting. They are preferred only as to assets upon liquidation and entitled to dividends without preference from the date of issuance at the rate provided under Section 8 of R.A. No. 7353, as follows:

| | | |
|----------------------------------|---|-----|
| First and second years | - | 4% |
| Third and fourth years | - | 6% |
| Fifth and sixth years | - | 8% |
| Seventh and eight years | - | 10% |
| Ninth and 15 th years | - | 12% |

Preferred shares of stock held by the Land Bank of the Philippines or any government-owned or controlled bank or financial institution may be retired on manner provided for in Section 8 of R.A. No. 7353.

When all preferred of stock of the bank have been sold to private shareholders, the Article of Incorporation of the bank shall be amended to reflect the conversion of the preferred shares into common shares of stock.

No retirement or purchase by the bank of its share subscribed by private shareholders shall be made unless an equal amount of preferred shares is retired or purchased so long as the government holds preferred shares in the bank.

The amount of any cash dividend payable to any holder of stocks may be applied to the payment of the stockholder's unpaid subscriptions to the bank's capital stock.

In the event of liquidation, dissolution, receivership, bankruptcy, or winding up of the affairs of the bank, voluntary or involuntary, the assets of the bank remaining after payments have been made to creditors shall be distributed in the following order: First recipient shall be the holders of government preferred stocks to the full par value of the government preferred shares, or ratably insofar as the assets of the bank will permit; then, the holders of the common stocks to the full par value of the common shares, or ratably insofar as the assets of the bank will permit; and, thereafter, any sums remaining shall be distributed equally to the holders of preferred and common stocks alike.

The above rights, preferences and restrictions shall be printed on the back of the stock certificate to be issued by the bank.

EIGHT. That at least twenty-five percent (25%) of the authorized capital stock above stated has been subscribed as follows:

| <u>Name of Subscribers</u> | <u>Nationality</u> | <u>No. of Common Shares Subscribed</u> | <u>Amount</u> |
|----------------------------|--------------------|--|---------------|
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| Total | | _____ | _____ |

NINTH. That the above-named subscribers have paid at least twenty-five percent (25%) of the total subscription as follows.

| NAME | AMOUNT SUBSCRIBED | TOTAL PAID-IN |
|--------------|--------------------------|----------------------|
| _____ | P_____ | P_____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| TOTAL | P_____ | P_____ |

TENTH. That _____ has been elected by the subscribers as Treasurer of the Corporation to act as such until his/her 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 by the subscribers.

ELEVENTH. That no transfer of stock or interest which will 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 stock certificates issued by the corporation.

IN WITNESS WHEREOF, we have hereunto signed this Articles of Incorporation, this _____ day of _____, 2001, in the Municipality of _____, Province of _____ Philippines.

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
Province of _____) S.S.
Municipality of _____)

Before me, the undersigned, a Notary Public in and for the Municipality of _____,
Province of _____, personally appeared:

| <u>Name</u> | <u>Citizenship</u> | <u>Res. Cert.</u> | <u>Date Issued and Place of Issue</u> |
|-------------|--------------------|-----------------------|---|
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |

known to be the same persons who executed the foregoing instrument consisting of _____ pages including the page on which their acknowledgment is written, and acknowledged to me that the same is their own free and voluntarily act and deed.

IN TESTIMONY WHEREOF, I have hereunto set hand and affixed my official seal this _____ day of _____ at _____, Philippines.

Notary Public

Until: _____
PTR: _____
TIN: _____

Doc. No. _____,
Page No. _____,
Book No. _____,
Series of _____.