



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

Company Reg. No. 1803

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

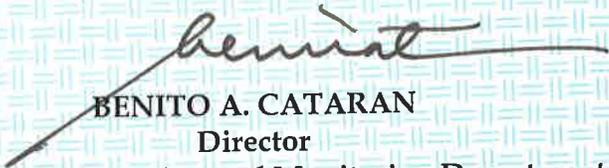
KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Amended By-Laws of

ABS-CBN CORPORATION

copy annexed, adopted on November 08, 2010 by majority vote of the Board of Directors and on March 09, 2011 by the vote of the stockholders owning or representing at least majority 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 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 4th day of May, Twenty Eleven.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

1 8 0 3
S.E.C. Registration Number

A B S C B N C O R P O R A T I O N

(Company's Full Name)

S G T E S G U E R R A A V E . C O R N E R

M O T H E R I G N A C I A S T . Q U E Z O N C I T Y
(Business Address: No. Street City/Town/Province)

ENRIQUE I. QUIASON
Contact Person

6310981
Company Telephone Number

AMENDED BY LAWS

1 2 3 1
Month Day
Fiscal Year

FORM TYPE

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.

LCU 4-27-11

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

AMENDED BY-LAWS
OF
ABS-CBN CORPORATION
(formerly: ABS-CBN Broadcasting Corporation)

ARTICLE I

STOCK

1. Certificates of Stock shall be issued to each holder of fully paid stock in numerical order from the stock certificate book, and shall be signed by the President, or a Senior Vice-President, and by the Secretary or an Assistant Secretary, and sealed with the corporate seal, and shall be countersigned by the Transfer Agent of the company. A record of each certificate issued shall be kept on the stub thereof and on the stock register of the company.

To the extent permitted by law, the signatures of the officers of the Company, and the corporate seal appearing on certificates of stock, may be facsimile.

Certificates of stock shall not have any validity whatsoever until and unless they have been signed and countersigned as herein provided.

Certificates of stock signed manually or by facsimile, by the President or a Senior Vice-President, together with the Secretary or an Assistant Secretary of this company, being such at the time of such signing, if properly countersigned by the Transfer Agent and regular in other respects, shall be valid, whether such officers hold their respective positions at the date of issue or not.

2. Transfers of stock shall be made by indorsement of the certificate and delivery thereof, but shall not be effective and binding so far as the company is concerned until duly registered upon the books of the company, and before a new certificate is issued, the old certificate must be entered for cancellation and cancelled upon the face thereof. The stock books of the company shall be closed for transfers during five days next preceding general elections and during five days next preceding the date upon which

dividends are declared payable and during each additional time as the Board of Directors may from time to time determine.

3. The Unissued stock of the company shall be offered for sale and sold in such quantities and at such times as the Board of Directors of the Company may from time to time determine.

4. Treasury Stock of the company shall consist of such issued and outstanding stock of the company as may be purchased by the company or otherwise acquired by it, and shall be held subject to disposal by the Board of Directors, except as otherwise provided for by law. Such stock shall neither vote nor participate in dividends while held by the company.

5. Lost Certificates may be replaced as heretofore provided for by law. The new certificate shall be plainly marked as a duplicate certificate and shall otherwise be of the same tenor as the one alleged to be lost or destroyed.

ARTICLE II

STOCKHOLDERS

1. Annual Meeting.

The regular annual meeting of the stockholders of the corporation shall be held at the principal office of the corporation in Metro Manila, at eight o'clock in the morning on the third Thursday of June of each year, if not a legal holiday, and if a legal holiday, then on the next succeeding Thursday, not a legal holiday, for the purpose of electing directors, and for the transaction of such other business as may be properly brought before the meeting.

2. Notice of Annual Meeting.

It shall be the duty of the Secretary to cause written or printed notice of the annual meeting to be prepared and either delivered personally or mailed to the last known post-office address of each stockholder not less than ten (10) days before the date of such meeting. No failure of or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat.

The Board of Directors shall fix the record date which will determine the stockholders entitled to notice and attend a scheduled stockholders' meeting.

3. Special Meetings.

Special meetings of the stockholders may be held at any time in the principal office of the corporation in Metro Manila, by order of the President or pursuant to a resolution of the Board of Directors, or upon written call signed by stockholders of record owning a majority of the entire outstanding voting stock of the corporation. Calls for special meetings shall specify the time, place and object or objects thereof, and no other business than that specified in the call shall be considered at any such meeting.

4. Notice of Special Meeting.

A written or printed notice of every special meeting of the stockholders, stating the time and place and the objects thereof, shall be prepared and either served personally upon each stockholder of record or mailed by the Secretary, postage prepaid, to the last known post-office address of each of them not less than five (5) days before the date of such meeting.

5. Voting.

Only stockholders of record shall be entitled to vote at the regular and special meeting of stockholders. At such meetings each of said stockholders shall be entitled to one vote for each share of stock held in his name, except as may be herein otherwise provided.

6. Election of Directors.

The election of Directors shall be held at the annual meeting of stockholders to be held on the third Thursday of June of each year, and shall be conducted in the manner provided by the corporation law of the Philippines, with such formalities as the officer presiding at the time shall then and there determine and provide.

7. Auditors and Inspectors of Election.

The Board of Directors shall appoint auditors and inspectors to canvass and inspect ballots at all stockholders' meetings.

8. Quorum.

A majority of the outstanding stock entitled to vote shall be necessary to constitute a quorum at meetings of stockholders, unless otherwise expressly provided by law. When a quorum is present at any meeting, a majority of the stock represented thereat shall decide any question brought before such meeting, unless otherwise expressly provided by law.

9. Proxies.

Any stockholder entitled to vote may be represented at any regular or special meeting of stockholders by a duly executed proxy. Proxies shall be in writing, properly signed, and witnessed by one witness. The written proxy shall be filed with the Office of the Corporate Secretary of the Company not later than ten (10) calendar days prior to the scheduled stockholders' meeting.

10. Order of Business.

The order of business at the annual meeting, and so far as practicable, at all other meetings of the stockholders, shall be as follows:

1. Calling of Roll
2. Proof of due notice of meeting
3. Reading and disposal of any unapproved Minutes
4. Annual Reports of Officers and Committees

5. Election of Directors
6. Unfinished Business
7. New Business
8. Adjournment

ARTICLE III
DIRECTORS

1. Business and Property.

The business and property of the company shall be managed by the Board of Directors, who shall be stockholders and who shall be elected annually by the stockholders for the term of one year and shall serve until the election and acceptance of their duly qualified successors. Any vacancies shall be filled by election of the stockholders at a special meeting to be called for that purpose and the Director or Directors so chosen shall serve for the unexpired term. Directors shall receive no compensation as such.

2. Regular Meetings of Board of Directors.

The Regular Meetings of the Board of Directors shall be held at the principal office of the company, or at such other place as a majority of the Directors may designate from time to time, on the third Thursday of June of each year immediately after the stockholders' meeting and on the fourth Thursday of each month, at 11 o'clock in the morning.

3. Special Meetings.

Special Meetings of the Board of Directors to be held in the principal office of the company or at such other place as may be designated in the call, may be called by the President at any time, or may be called by at least a majority of the members of the Board, or such special meetings may be held at any time and place without notice by the unanimous written consent of all of the members of the Board, or with the presence and participation of all the members of the Board.

4. Notices.

Notices of both Regular and Special meetings shall be mailed or personally delivered by the Secretary to each member of the Board not less than fifteen (15) days before any such meeting, and notices of Special Meetings shall state the object and purposes thereof; Provided, However, that should all members of the Board be in Metro Manila or suburbs, one day's actual notice shall be considered sufficient. No failure or irregularity of notice of any Regular meeting shall invalidate such meeting or any proceeding thereat. No publication of the notice of any meeting in the public newspapers shall be required.

5. Quorum

A quorum at any meeting of the Directors shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting, save and except any such matters in which the law of the Philippine Islands may require the affirmative vote of a greater proportion of the members.

6. Qualifications and Nominations of Directors

Disqualification of stockholders with competing interest

Any stockholder may be elected Director, provided, however, that no person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business or activity which competes with or is antagonistic to that of the Corporation or any of its subsidiaries and affiliates. Without limiting the generality of the foregoing, a person shall be deemed so engaged:

(a) If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of any corporation (other than one in which the Corporation owns at least 30% of the capital

¹ *As amended by the members of the Board of Directors at its meetings held on November 8, 2010 and at the special stockholders' meeting held on March 9, 2011.*

stock) engaged in a business ²or activity, which the Board, by at least two-thirds ³(2/3) vote of the directors present constituting a quorum, determines to be competitive or antagonistic to that of the Corporation or its subsidiaries and affiliates; or

(b) If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of any other corporation or entity engaged in any line of business of the Corporation or that of its subsidiaries and affiliates and in the judgment of the Board, by at least two-thirds ⁴(2/3) vote of the directors present constituting a quorum, the laws against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors; or

(c) If the Board, in the exercise of its judgment in good faith, determines by at least two thirds ⁵(2/3) vote of the directors present constituting a quorum that he is the nominee of any person set forth in (a) or (b).

⁶In addition, no person shall qualify or be eligible for nomination as a director if:

(a) There is a finding against him by final and executory judgment by the Securities and Exchange Commission or a court or other administrative body of competent jurisdiction of a willful serious violation, or willful aiding, abetting, counseling, inducing, or procuring of the serious violation of, any material provision for the Securities Regulation Code, the Corporation Code, or any other law administered by

² *As amended by the members of the Board of Directors at its meetings held on November 8, 2010 and at the special stockholders' meeting held on March 9, 2011.*

³ *As amended by the members of the Board of Directors at its meetings held on November 8, 2010 and at the special stockholders' meeting held on March 9, 2011.*

⁴ *As amended by the members of the Board of Directors at its meetings held on November 8, 2010 and at the special stockholders' meeting held on March 9, 2011.*

⁵ *As amended by the members of the Board of Directors at its meetings held on November 8, 2010 and at the special stockholders' meeting held on March 9, 2011.*

⁶ *As amended by the members of the Board of Directors at its meetings held on November 8, 2010 and at the special stockholders' meeting held on March 9, 2011.*

the Commission or Bangko Sentral ng Pilipinas, or any material rule, regulation or order of the Commission or Bangko Sentral ng Pilipinas;

(b) He is judicially declared insolvent;

(c) There is a finding against him by final judgment by a foreign court or equivalent regulatory authority with competent jurisdiction of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs;

(d) He previously committed patently unlawful act(s) and/or other act(s) deemed prejudicial or inimical to the reputation and/or interest of the Corporation;

(e) He committed acts causing undue injury to the Corporation, its subsidiaries or affiliates or committed acts causing injury to another corporation while acting as a director therein; or

(f) He previously committed gross negligence or bad faith in directing the affairs of another corporation where he serves as a director or officer.

The term 'subsidiary' as used in this Section is defined as a corporation or entity in which ABS-CBN ~~Broadcasting~~ Corporation directly or indirectly owns, controls or has the power to vote at least majority of the shares or interests therein.

The term 'affiliate' as used in this Section is defined as a corporation or entity in which ABS-CBN ~~Broadcasting~~ Corporation directly or indirectly owns, controls or has the power to vote at least ten percent (10%) but not more than fifty (50%) of the shares or interests therein.

In determining whether or not a person is ⁷engaged in a business or activity which competes with or is antagonistic to that of the Corporation or any of its subsidiaries and

⁷ *As amended by the members of the Board of Directors at its meetings held on November 8, 2010 and at the special stockholders' meeting held on March 9, 2011.*

affiliates, or if he is a controlling person, beneficial owner or nominee of another,⁸ or if he suffers from the foregoing disqualifications, the Board may take into account such factors as business⁹, professional and family relationships ¹⁰and other circumstances as may be appropriate.

A person can likewise be disqualified from continuing in office for the occurrence of any of the foregoing subsequent to his election.

Qualification of Independent Directors

In addition, an independent director shall have the following qualifications:

- (i) He shall have at least one share of stock of the corporation;
- (ii) He shall be at least a college graduate or he shall have been engaged or exposed to the business of the corporation for at least five years;
- (iii) He shall possess integrity and probity; and
- (iv) He shall be assiduous.

Persons disqualified by these by-laws, existing laws, and the rules of the Securities and Exchange Commission shall not be eligible to become an independent director.

Nominations of Directors

All nominations for the election of Directors by the stockholders shall be submitted in writing to the Board of Directors at least thirty (30) business days before the scheduled date of the annual stockholders' meeting.

⁸ *As amended by the members of the Board of Directors at its meetings held on November 8, 2010 and at the special stockholders' meeting held on March 9, 2011.*

⁹ *As amended by the members of the Board of Directors at its meetings held on November 8, 2010 and at the special stockholders' meeting held on March 9, 2011.*

¹⁰ *As amended by the members of the Board of Directors at its meetings held on November 8, 2010 and at the special stockholders' meeting held on March 9, 2011.*

7. Officers of the Company

Officers of the company, as provided by the by-laws shall be elected by the Board of Directors at their first meeting after the election of Directors. If any office becomes vacant during the year, the Board of Directors shall fill the same for the unexpired term. The Board of Directors shall fix the compensation of the officers of the company.

8. Profit Sharing and Bonuses of the Company

The members of the Board of Directors may participate in the profit sharing and bonuses declared by the Corporation, but in no case shall the total yearly compensation of directors, as such directors, exceed ten percent (10%) of the net income before income tax of the corporation during the preceding year.

ARTICLE IV
OFFICERS

1. Officers of the company shall be a President, one or more Vice-Presidents, Secretary, one or more Assistant Secretaries, Treasurer, one or more Assistant Treasurers and Manager, and such other officers as the Board of Directors from time to time shall create and appoint.

Any two offices may be united in one person by order of the Board of Directors.

2. The President shall be a stockholder and director of the company, and shall preside at all meetings of the stockholders. He shall be the chief executive of the company, and have general charge and supervision of the business and affairs of the company, subject to the Board of Directors. He shall make, execute and sign in the name of the company such contracts as are necessary in the ordinary course of business, and such other contracts as are authorized by the Board of Directors. He shall also sign such other certificates or instruments of the company as are proper and necessary for the transaction of the ordinary business of the company. He shall see that the resolutions of the Board of Directors are duly executed and carried out, and

shall perform all such other duties as are incident to his office. He shall make a report annually, or as often as required, to the Board of Directors and the stockholders regarding the business of the company. He shall countersign all checks, drafts or other orders for payment of money.

3. The Vice-President shall have the same qualifications as the President and shall perform all the duties and exercise all the power of the President when the latter is absent from the Philippine Islands or in case of disability of the President.

4. The Secretary shall issue notices for all meetings, shall keep the minutes of all meetings of stockholders and directors, shall have charge of the corporate seal and records, shall sign, with the President, all stock certificates and such other instruments as may require such signature and shall make such reports and perform such other duties as are incident to the office, or are properly required of him by the Board of Directors.

5. Assistant Secretaries – the Board may delegate to the assistant secretaries all or any part of the duties of the secretary.

6. The Treasurer shall have the custody of all moneys and securities of the Company and shall keep regular books of account. He shall sign in the name of the Company all checks, drafts or other orders for the payment of money and all such other instruments as may properly require his signature, shall perform all duties incident to his office and render such accounts, reports or statements as may be properly required of him by the Board of Directors. In case the Board of Directors may so request he shall give a bond for the faithful performance of his duties, in such sum and with such sureties as may be required by the Board of Directors.

7. The Assistant Treasurers – The assistant treasurer, if and when appointed by the Board of Directors, shall have power, with such limitation or conditions as the board may fix, to sign checks and drafts upon banks and depositories of the Company, and to endorse checks and drafts for deposit with such banks or depositories to the credit of the Company. The assistant treasurers shall perform such other and further duties as may from time to time be prescribed by the Board of Directors or by the President. They shall, if the Board of Directors so require, give a bond in such an

amount as the Board of Directors may direct, for the faithful performance of their duties.

8. The Manager shall be in active and immediate charge and control of the business of the Company under the general control and supervision of the President and the Board of Directors and shall perform all duties that are properly incident to his office. He shall submit such reports as the President or Board of Directors may require.

9. The Officers of this Company shall receive such salaries as shall be fixed from time to time by the Board of Directors.

ARTICLE V DIVIDENDS AND FINANCE

1. Dividends shall be declared only from the surplus profits and at such times as the Board of Directors shall direct.

2. The moneys of the Company shall be deposited in the name of the Company in such bank or banks as the Board of Directors shall designate and shall be drawn out only by check signed by the Treasurer and countersigned by the President. The Board of Directors by resolution may provide that the checks shall be countersigned by another officer of the company, and designate such officer.

ARTICLE VI SEAL

The Corporate Seal of the corporation shall consist of two concentric circles, between which is the name of the corporation – “ABS-CBN BROADCASTING CORPORATION”, and in the center shall be the logo of the corporation and the year it was incorporated, and such seal, as impressed on the margin hereof, is hereby adopted as the Corporate Seal of the Corporation.

ARTICLE VII
AMENDMENTS

These By-Laws may be amended, repealed or altered, in whole or in part, by a majority vote of the entire outstanding voting stock of the corporation at any regular meeting of the stockholders, or at any special meeting where such action has been announced in the call and notice of such meeting.

ARTICLE VIII
REPEAL

All By-Laws heretofore adopted by this Company are hereby repealed.

We, the undersigned, a majority of the Board of Directors of the BOLINAO ELECTRONICS CORPORATION, hereby certify that the above is a correct copy of the Revised By-Laws of the Corporation above-named as approved by the owners of the majority of the subscribed capital stock of said corporation at the Special Stockholders Meeting, held at the principal office of the Company, at Manila, P. I., on the 29th day of December, 1948.

(SGD) JAMES B. LINDENBERG

(SGD) SOLEDAD S. LINDENBERG

(SGD) JACK CONFESOR

(SGD) HARRY T. CHANEY, JR.

(SGD) BENJAMIN R. PAMBUAN
Directors.

ATTEST:

(SGD) JAMES B. LINDENBERG
President & Chairman

(SGD) SOLEDAD S. LINDENBERG
Secretary

DIRECTORS' CERTIFICATE
AS TO THE AMENDED BY-LAWS OF

ABS-CBN CORPORATION



The undersigned, being the Secretary and a majority of the members of the Board of Directors of **ABS-CBN CORPORATION**, a corporation duly organized and existing under the laws of the Philippines, with principal office at the Sgt. Esguerra Avenue corner Mother Ignacia Street, Quezon City, do hereby certify that the accompanying Amended By-laws are true and correct copies of the amended by-laws of the Corporation, as amended, which amendments were approved in accordance with the provisions of Section 48 of the Corporation Code by a vote of at least a majority of the members of the Board of Directors of the Corporation at its meeting held on November 8, 2010 and by at a majority of the outstanding capital stock of the Corporation at the Special Meeting of the Stockholders held on March 9, 2011 at the principal office.

The amendment to the Amended By-Laws consists of an amendment to Article III, Section 6 of the Amended By-laws to provide amendments to the qualifications and disqualifications of directors.

IN WITNESS WHEREOF, we have signed this Certificate this 09 day of March, 2011 at Metro Manila.


EUGENIO LOPEZ III
Chairman of the Meeting and Director
TIN: 102-871-238

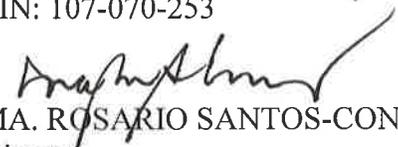

OSCAR M. LOPEZ
Director
TIN: 102-829-530

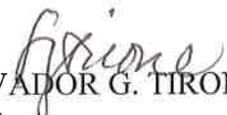
AUGUSTO ALMEDA-LOPEZ
Director
TIN: 102-871-219

MANUEL M. LOPEZ
Director
TIN: 100-749-139


PRESENTACION L. PSINAKIS
Director
TIN: 107-070-253


FEDERICO R. LOPEZ
Director
TIN: 102-829-522


MA. ROSARIO SANTOS-CONCIO
Director
TIN: 102-873-252


SALVADOR G. TIRONA
Director
TIN: 138-111-767



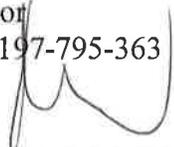
FEDERICO M. GARCIA
Director
TIN: 102-870-506



JUSTICE JOSE C. VITUG
Director
TIN: 115-930-076



PEDRO N. DY-LIACCO
Director
TIN: 197-795-363

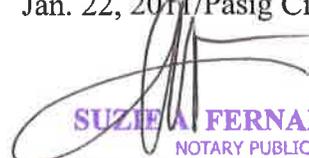


MANUEL L.M. TORRES
Corporate Secretary and Secretary of the Meeting
TIN: 107-447-237

SUBSCRIBED AND SWORN to before me this 09 MAR 2011 day of 09 MAR 2011 2011,
at Pasig City; affiants exhibiting to me their Comm. Tax Cert. Nos. as follows:

<u>Name</u>	<u>Comm. Tax. Certificate Nos.</u>	<u>Date and Place Issued</u>
Eugenio Lopez III	10623185	Jan. 10, 2011/Q.C.
Oscar M. Lopez	26304435	Feb. 18, 2011/Pasig City
Augusto Almeda-Lopez	26304441	Feb. 18, 2011/Pasig City
Presentacion L. Psinakis	05966830	Jan. 21, 2011/Makati City
Federico R. Lopez	12177914	Jan. 24, 2011/ Pasig City
Manuel M. Lopez	24973808	Feb.25, 2011/Q.C.
Ma. Rosario Santos-Concio	10622996	Jan. 7, 2011/Q.C.
Salvador G. Tirona	05656788	Jan. 13, 2011/Mandaluyong City
Federico M. Garcia	SSS No. 03-1370972-6	
Justice Jose C. Vitug	PP No. XX0137486	No. 16, 2007/Manila
Pedro N. Dy-Liacco	17978530	Jan. 20, 2011/Muntinlupa
Manuel L.M. Torres	05735073	Jan. 22, 2011/Pasig City

Doc. No. 149 ;
Page No. 41 ;
Book No. T ;
Series of 2011.



SUZIEA FERNANDEZ
NOTARY PUBLIC
FOR AND IN THE CITY OF PASIG, TAGUIG AND
SAN JUAN AND IN THE MUNICIPALITY OF PATEROS
UNTIL DECEMBER 31, 2012
PTR NO. 6616035; 1/4/11; PASIG CITY
LIFETIME MEMBER ROLL NO. 06331
ROLL NO. 57196/APPOINTMENT NO. 9 (2013-2012)
21/F Robinsons-Equitable Tower
4 ADB Ave. cor. Poveda St.
1605 Orugas Center, Pasig City