

F100000002373

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

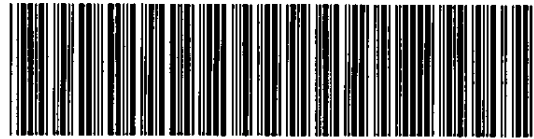
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



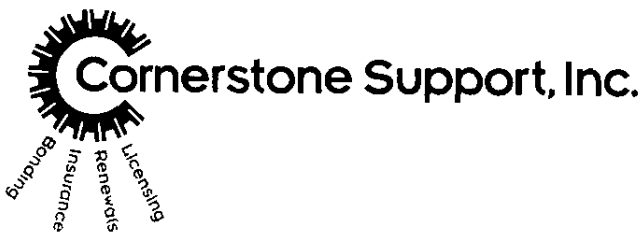
100261318121

Name Change

08/14/14--01031--010 **43.75

FILED
2014 AUG 14 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
8/21/14



Florida Division of Corporations
Corporation Division/Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

August 12, 2014

Florida Division of Corporations,

Please find enclosed the Certificate of Authority Amendment application and fee for IBM Daksh Business Process Services Philippines Incorporated changing their name to Concentrix Daksh Services Philippines Corporation. Please note that I have included a self addressed stamped envelope for your convenience for return proof of filing. They have hired Cornerstone Support, Inc. to file this on their behalf. If you have any questions, please feel free to call me at 770-587-4595.

Please mail any correspondence to:
Cornerstone Support, Inc.
Attn: Janet Teague
70 Mansell Court, Suite 250
Roswell, GA 30076

CONFIDENTIALITY NOTICE

This submission and any attachments contain information from Cornerstone Support, Inc. and are intended solely for the use of the named recipient or recipients. This submission may contain privileged or confidential communications. Any dissemination of this submission by anyone other than an intended recipient is strictly prohibited. If you are not a named recipient, you are prohibited from any further viewing of the information or any attachments or from making any use of the information or attachments. If you believe you have received this information in error, notify the sender immediately and permanently destroy the information, any attachments, and all copies thereof.

Sincerely,

Janet Teague
Licensing Specialist
Cornerstone Support, Inc.

This information is not intended to be, nor is it legal advice. It is intended for information purposes only. We make no warranty, express or implied, as to the accuracy or reliability of this information. We are not attorneys. You must retain your own attorney to receive legal advice. While Cornerstone Support strives to provide the most current and accurate state licensing information, the responsibility for any decision related to state licensing or agency compliance is solely yours.

70 Mansell Court
Suite 250
Roswell, Georgia 30076
770.587.4595
Fax 770.587.2440

www.cornerstonesupport.com

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: IBM Daksh Business Process Services Philippines Incorporated
Name of Corporation

DOCUMENT NUMBER: F10000002373

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Janet Teague

Name of Contact Person

Cornerstone Support, Inc.

Firm/Company

70 Mansell Court, Suite 250

Address

Roswell, GA 30076

City/State and Zip Code

jteague@cornerstonesupport.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Janet Teague

Name of Contact Person

at (770-) 587-4595

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☒

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F10000002373

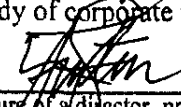
(Document number of corporation (if known))

FILED
2014 AUG 14 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. IBM Daksh Business Process Services Philippines Incorporated
(Name of corporation as it appears on the records of the Department of State)
2. Philippines 3. 05/20/2010
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 4-29-14
5. Concentrix Daksh Services Philippines Corporation
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

 6/26/14
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

MARINA ANTOINETTE AUSTRIA

(Typed or printed name of person signing)

DIRECTOR / CONTROLLER
(Title of person signing)



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

COMPANY REG. NO. CS200321885

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

**CONCENTRIX DAKSH SERVICES PHILIPPINES
CORPORATION**

[Formerly: IBM Daksh Business Process Services Philippines
Incorporated]
[Amending Article I thereof.]

copy annexed, adopted on April 29, 2014 by at least two-thirds 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 a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

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 11th day of June, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department

BAnelly

CERTIFIED TRUE COPY

Page 1 of 1 pages **JUL 21 2014**
Verified by: 1 Date Issued: 1



Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



PAYMENT ASSESSMENT FORM No. 06052014-859308

DATE 06/05/2014	RESPONSIBILITY CENTER (DEPARTMENT) CRMD	
PAYOR: IBM DASK BUSINESS PROCESS SERVICES PHILIPPINES INCORPORATED		
NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT
LRF (A0823)	131	20.00
AMENDED ARTICLES	606	500.00
AMENDED BY LAWS	606	500.00
TOTAL AMOUNT TO BE PAID		Php 1,020.00
Assessed by: GR# 1109348 Jun 5, 2014 03:25PM SEC No: null BESS 08a1Pasdanganan PHP 1,020.00*****		
Machine Validation: AAI 20140606-12 APL 20140606-13		

CERTIFIED TRUE COPY

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT OF AOI & BL

SEC Registration Number

CS 2 0 0 3 2 1 8 8 5

Former Company Name

I B M D A K S H B U S I N E S S P R O C E S S
S E R V I C E S P H I L I P P I N E S
I N C O R P O R A T E D

AMENDED TO:

New Company Name

C O N C E N T R I X D A K S H S E R V I C E S
P H I L I P P I N E S C O R P O R A T I O N

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

3 0 T H F L R P B C O M T O W E R , 6 7 9 5
A Y A L A A V E N U E , M A K A T I C I T Y

Company's Telephone Number/s

+632 333-3426

Contact Person

DANTE O. PEREZ

Contact Person's Telephone Number

+632 7572191

Contact Person's Address

SUITE 2102, 88 CORPORATE CENTER, 141 VALERO COR. SEDENO STS. SALCEDO VILLAGE, MAKATI CITY

To be accomplished by CRMD Personnel

Assigned Processor

Mr. Omer

Date

6/5/14

9:20

Signature

Document I.D.

AAI 20140606-12
ABL 20140606-13

Received By Corporate Filing and Records Division (CFRD)

Forwarded to:

☐
☐
☐
☐
☐

Corporate and Partnership Registration Division
Green Lane Unit
Financial Analysis and Audit Division
Licensing Unit
Compliance Monitoring Division

CERTIFIED TRUE COPY

Page *3* of *17* pages JUL 21 2014
Verified by: *[Signature]* Date Issued: *[Signature]*

**AMENDED
ARTICLES OF INCORPORATION**

OF

CONCENTRIX DAKSH SERVICES PHILIPPINES CORPORATION

*(Formerly IBM Daksh Business Process Services Philippines Incorporated
As Amended on April 29, 2014)*

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age, majority of whom are residents of the Republic of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

AND THE UNDERSIGNED HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be

CONCENTRIX DAKSH SERVICES PHILIPPINES CORPORATION
(As Amended on April 29, 2014)

SECOND: That the purposes for which the said corporation is formed are:

PRIMARY PURPOSE

To engage in the trade or business of developing and operating a business process outsourcing (including contact center operations), application & software development, IT services for and on behalf of various clients, and generally to perform any and all acts connected with the business aforementioned or arising therefrom and/or incidental thereto as may be allowed by existing law, rules and regulations.

CERTIFIED TRUE COPY

Page 1 of 1 pages **JUL 21 2014**
Verified by: J Date Issued:

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties (except land) such as buildings, factories and warehouses, machineries, equipment and personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law, shares of capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

CERTIFIED TRUE COPY

Page 4 of 17 pages JUL 21 2011
Verified by: _____ Date Issued: _____

4. To aid, in any manner, any individual, firm, corporation, association, or trust estate, domestic or foreign, wherein shares of stock, bonds, debentures, notes securities, evidences of indebtedness, contracts or obligations are held by or for this corporation, directly or indirectly or through other corporations or otherwise;
5. To enter into any lawful arrangement for sharing profits, union of interest, utilization or farm-out agreement, reciprocal concession, or cooperation with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in carrying on any business or transaction deemed necessary, convenient or incidental to carry out any of the purposes of this corporation;
6. To acquire or obtain from any government authority, national, provincial, municipal or otherwise, or from any corporation, company or partnership or person, such charter, contract, franchise, privilege, exemption, license and/or concession as may be conducive to any of the objects of the corporation;
7. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount, including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in any personal or real property, except land, anywhere within the Philippines;

CERTIFIED MACHINE COPY
PAGE 7 OF 31 PAGES
VERIFIED BY: _____

CERTIFIED TRUE COPY
Page 7 of 31 pages JUL 21 2014
Verified by: _____ Date Issued: _____

8. To do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or outside the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the place where the principal office of the corporation is to be established or located is at Metro Manila, Philippines.

FOURTH: That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH: That the names, nationalities and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
1 Sanjeev Aggarwal	Indian	New Delhi, India
2 Pavan Vaish	Indian	Gurgaon, India
3 Susan M. Chu	Filipino	Suite 2102, 88 Corporate Center, 141 Valero corner Sedeño, Salcedo Village, Makati City
4 Henry O. Perez	Filipino	Suite 2102, 88 Corporate Center, 141 Valero corner Sedeño, Salcedo Village, Makati City
5 Julieta de Guzman	Filipino	Suite 2102, 88 Corporate Center, 141 Valero corner Sedeño, Salcedo Village, Makati City

CERTIFIED TRUE COPY

CERTIFIED TRUE COPY

Page 2 of 12 pages

JUL 21 2011

Verified by:

Date Issued:

SIXTH: That the number of directors of said corporation shall be five (5) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as approved by the by-laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Sanjeev Aggarwal	Indian	New Delhi, India
Pavan Vaish	Indian	Gurgaon, India
Susan M. Chu	Filipino	Suite 2102, 88 Corporate Center, 141 Valero corner Sedeño, Salcedo Village, Makati City
Henry O. Perez	Filipino	Suite 2102, 88 Corporate Center, 141 Valero corner Sedeño, Salcedo Village, Makati City
Julicta M. de Guzman	Filipino	Suite 2102, 88 Corporate Center, 141 Valero corner Sedeño, Salcedo Village, Makati City

SEVENTH: That the authorized capital stock of said corporation is TWO HUNDRED SEVENTY MILLION PESOS (P270,000,000.00) Philippine Currency, and said capital stock is divided into ONE MILLION THREE HUNDRED FIFTY THOUSAND (1,350,000) shares with a par value of TWO HUNDRED PESOS (P200.00) per share. (As amended on December 26, 2008)

EIGHTH: That the amount of said capital stock which has been actually subscribed is TWENTY SEVEN MILLION PESOS (P27,000,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

CERTIFIED TRUE COPY

Page 8 of 17 pages JUL 21 2014
Verified by: Date Issued:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Daksh eServices Private Limited	Indian	134,995	P26,999,000.00
Sanjeev Aggarwal	Indian	1	200.00
Pavan Vaish	Indian	1	200.00
Susan M. Chu	Filipino	1	200.00
Henry O. Perez	Filipino	1	200.00
Julietta de Guzman	Filipino	1	200.00
TOTAL		<u>135,000</u>	<u>P27,000,000.00</u>

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

<u>Name</u>	<u>Amount Subscribed and Paid</u>
Daksh eServices Private Limited	P6,749,000.00
Sanjeev Aggarwal	200.00
Pavan Vaish	200.00
Susan M. Chu	200.00
Henry O. Perez	200.00
Julietta de Guzman	200.00
TOTAL	<u>P6,750,000.00</u>

CERTIFIED MACHINE COPY

PAGE 10 OF 21 PAGES

VERIFIED BY

CERTIFIED TRUE COPY

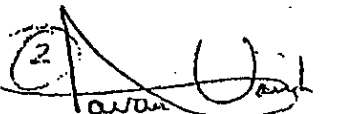
Page 4 of 17 pages JUL 21 2014
Verified by: [Signature] Date Issued: [Signature]

R

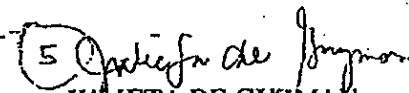
TENTH: That Susan M. Chu has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, she has been authorized to receive for the corporation, and to issue in its name, receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF we have hereunto set our hands, this 22nd day of September 2003 in Makati City, Philippines.

(1) 
SANJEEV AGGARWAL

(2) 
PAVAN VAISH

(4) 
HENRY O. PEREZ

(5) 
JULIETA DE GUZMAN

(3) 
SUSAN M. CHU

Signed In The Presence Of:

CERTIFIED TRUE COPY

CERTIFIED TRUE COPY

Page 10 of 19 pages JUL 21 2014
Verified by: 7 Date Issued:

ACKNOWLEDGEMENT

Republic of the Philippines)
Makati City) s.s.

BEFORE ME, a Notary Public in and for Makati City, Philippines, this 22nd
day of September 2003, personally appeared:

<u>Name</u>	<u>Community Tax Certificate/Passport No.</u>	<u>Date/ Place Issued</u>
Sanjeev Aggarwal	B 1954171	June 14, 2000 / New Delhi
Pavan Vaish	Z 054548	March 7, 2001 / New Delhi
Susan M. Chu	20835758	March 10, 2003 / Makati
Henry O. Perez	05106199	January 03, 2003 / Makati
Julietta de Guzman	20835760	May 23, 2003 / Makati

all known to me and to me known to be the same persons who executed the
foregoing Articles of Incorporation and they acknowledged to me that the same is
their free act and voluntary deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my
notarial seal on the date and at the place first above written.

[Signature]
NOTARY PUBLIC
JUL 21 2003
P.O. Box 50110
Makati City

Doc. No. 73
Page No. 14
Book No. 56
Series of 2003.



CERTIFIED TRUE COPY

Page 11 of 12 pages JUL 21 2003
Verified by: / Date Issued:

REPUBLIC OF THE PHILIPPINES)
) S.S.

DIRECTORS' CERTIFICATE

We, the undersigned Chairman, Corporate Secretary, and majority of the Board of Directors of **IBM DAKSH BUSINESS PROCESS SERVICES PHILIPPINES, INCORPORATED** (the "Corporation"), a Corporation duly organized and existing under Philippine law with business address at 12th Floor, Cyberone Building Eastwood Avenue, Eastwood City Cyberpark, Bagumbayan, Quezon City, do hereby certify that at least Two-thirds (2/3) vote of the members of the Board of Directors and the vote of at least Two-thirds (2/3) of the Outstanding Capital Stock in a Special Board of Directors' meeting held for the purpose at its business address on April 29, 2014, and by the affirmative vote of the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at the Special Stockholders' meeting held for the same purpose at its business address on April 29, 2014, unanimously approved the amendment of the First Article of the Corporation's Articles of Incorporation and the By-Laws changing the name of the Corporation.

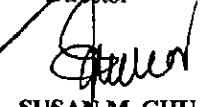
We further certify that the attached copies of the Corporation's Articles of Incorporation and By-Laws, as amended, are true and correct copies thereof based on the Corporation's records.

IN WITNESS WHEREOF, we hereby affix our signatures this day of April 29, 2014 at Makati City.


CRAIG ALLEN BAUWENS
Chairman/Director


MARINA ANTOINETTE P. AUSTRIA
Treasurer/Director


RODOLFO M. ABAYA
Director

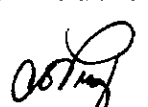

SUSAN M. CHU
Corporate Secretary

SUBSCRIBED AND SWORN to before me in Makati City this day of _____, personally appeared the following persons, who have satisfactorily proven to me their identity through their Passport /IDNos., to wit:

Names	CTC/Passport Nos.	Date/ Place of Issue
Craig Allen Bauwens	Passport No. 437049424	26 February 2010/U.S.A.
Marina Antoinette P. Austria	Passport No. EB0791195	August 18, 2010/ DFA, Manila
Rodolfo M. Abaya	Passport No. EB6474653	03 October 2012/ DFA-Manila
Susan M. Chu	SSS ID No. 03-8536788-2	

that they are the same persons who personally signed before me the foregoing Director's Certificate and acknowledged that they executed the same.

Doc. No. 108 ;
Page No. 23 ;
Book No. 115 ;
Series of 2014.


CECILIA O. PEREZ
Notary Public for Makati City
Until December 31, 2014
PTR No. 4225545 / 01.02.2014 / Makati City
Roll of Attorney No. 37576
IBP Lifetime No. 05314 / Makati City
141 Valero St., Salcedo Vill., Makati City

CERTIFIED TRUE COPY

Page 12 of 12 pages **JUL 21 2014**
Verified by: Date Issued:

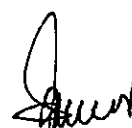
Republic of the Philippines)
City of Makati) S.S

SECRETARY'S CERTIFICATE

I, SUSAN M. CHU, of legal age, Filipino, with business address at Suite 2102, 88 Corporate Center, 141 Valero cor. Sedeño Streets, Salcedo Village, Makati City, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of IBM Daksh Business Process Services Philippines Incorporated (the "Corporation"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with office address at 12/F IBM Plaza, 8 Eastwood Avenue, Eastwood City Cyberpark, Brgy. Bagumbayan, Quezon City, Philippines.
2. To the best of my knowledge, no action or proceeding has been filed or pending before any Court involving an Intra-corporate dispute and/or claim by any person or group against the Board of Directors, individuals directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Makati City, 13th day of May, 2014


SUSAN M. CHU
Corporate Secretary

SUBSCRIBED AND SWORN to before me in Makati City this day of MAY 13 2014 by Ms. Susan M. Chu, who has satisfactorily proven to me her identification through her Social Security System ID No. 0385367882, that she is the same person who personally signed before me the foregoing Secretary's Certificate and acknowledged that she executed the same.

Doc No. 435
Page No. 88
Book No. 115
Series of 2014.


CECILIA O. PEREZ
Notary Public for Makati City
Until December 31, 2014
PTR No. 4225545 / 01.02.2014 / Makati City
Roll of Attorney No. 37576
IBP Lifetime No. 05314 / Makati City
141 Valero St., Salcedo Vill., Makati City, Phils.

CERTIFIED TRUE COPY

Page 12 of 12 pages JUL 21 2014
Verified by: / Date Issued: /

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

I hereby certify that (a) this is a true copy of the document stored in the SEC I-View facility to which proper security measures were employed to ensure data integrity, consisting of Thirteen (13) page(s); and (b) at all material times, the SEC I-View facility was operating in a manner that did not affect the integrity of the electronic document. *Concertix Bank Service Philippines Corporation*

Verified by: [Signature] Fees P150.00 paid under
O.R. No. 1192981 dated July 3, 2014

[Signature]
MA. LORELEI M. LIWANAG

PSRU Specialist III

Electronic Records Management Division
Information and Communications Technology Department



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

Company Reg. No. CS200321885

**CERTIFICATE OF REVISION OF THE TITLE OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the title of Amended By-Laws of

**CONCENTRIX DAKSH SERVICES PHILIPPINES
CORPORATION**

[Formerly: IBM Daksh Business Process Services Philippines Incorporated]

copy annexed, adopted on April 29, 2014 by at least two-thirds 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 to reflect the new name of the corporation was approved by the Commission on this date 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 16th day of June, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department

BA/nelly

CERTIFIED TRUE COPY

Page 1 of 4 pages JUL 21
Verified by: _____ Date Issued: _____



No. 06052014-859308

DATE	RESPONSIBILITY CENTER	
06/05/2014	(DEPARTMENT) CRMD	
PAYOR: IBM DASK BUSINESS PROCESS SERVICES PHILIPPINES INCORPORATED		
NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT
LRF (A0823)	131	20.00
AMENDED ARTICLES	606	500.00
AMENDED BY LAWS	606	500.00
TOTAL AMOUNT TO BE PAID		Php 1,020.00
Assessed by:		DRT 1195348 Jun 5- 2014 03:05 CR-Depreciation P/P 1,020.00
Machine Validation:		
ABL 20140606-13		

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT OF AOI & BL

SEC Registration Number

CS 2 0 0 3 2 1 8 8 5

Former Company Name

I B M D A K S H B U S I N E S S P R O C E S S
S E R V I C E S P H I L I P P I N E S
I N C O R P O R A T E D

AMENDED TO:

New Company Name

C O N C E N T R I X D A K S H S E R V I C E S
P H I L I P P I N E S C O R P O R A T I O N

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

3 0 T H F L R P B C O M T O W E R , 6 7 9 5
A Y A L A A V E N U E , M A K A T I C I T Y

Company's Telephone Number/s

+632 333-3426

Contact Person

DANTE O. PEREZ

Contact Person's Telephone Number

+632 7572191

Contact Person's Address

SUITE 2102, 88 CORPORATE CENTER, 141 VALERO COR. SEDENO STS. SALCEDO VILLAGE, MAKATI CITY

To be accomplished by CRMD Personnel

Assigned Processor

Mr. Arnes

Date

6/5/14

9:20

Signature

Document No.

Reviewed by: Corporate Policy and Records Division (CRPD)

Reviewed by:

☒

Corporate Policy and Records Division

☐

Registration Unit

☐

Financial Affairs and Audit Division

☐

Licensing Unit

☐

Compliance Monitoring Division

CERTIFIED TRUE COPY

Page 7 of 20 pages JUL 21 2014
Verified by: [Signature] Date Issued: [Signature]

**AMENDED
BY-LAWS
OF
CONCENTRIX DAKSH SERVICES PHILIPPINES CORPORATION**
*(Formerly IBM Daksh Business Process Services Philippines Incorporated
As Amended on April 29, 2014)*

**ARTICLE I
SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES**

Section 1. Subscriptions - Subscribers to the capital stock of the corporation shall pay to the corporation the subscription value or price 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.

Sec. 2. Certificates - Each stockholder shall be entitled to one or more certificates for such 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 certificates, which must be issued in consecutive order, shall bear the signature of the President, manually countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Sec. 3. Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, ceded, assigned or pledged by delivery of the certificates duly endorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the Corporation, cancellation of the certificate surrendered to the Secretary, and issuance of a new certificate to the transferee.

CERTIFIED TRUE COPY

Page 4 of 60 pages JUL 21 2014
Verified by: / Date Issued:

25244-001-004

No shares of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates 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.

Sec. 4. Lost Certificates - In case any certificate for the capital stock of the corporation is lost, stolen or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

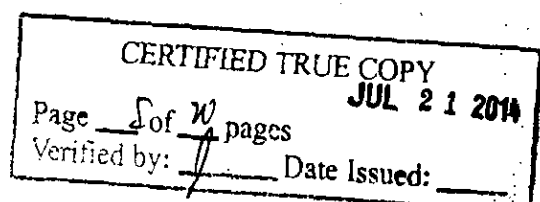
ARTICLE II

MEETINGS OF STOCKHOLDERS

Sec. 1. Regular Meetings - The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the corporation's principal office on the last Monday of March of each year. (As amended on August 14, 2009)

Sec. 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; and/or (b) President.

Sec. 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 for regular or special meetings of stockholders may be sent by the Secretary by personal delivery, electronic transmission or facsimile or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known post office address or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting.

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 taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Sec. 5. Quorum - Unless otherwise provided by law, in all regular or special meetings 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.

Sec. 6. Conduct of Meeting - Meeting of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by 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. The chairman of the meeting may adjourn the meeting from time to time, without notice other than that announced at the meeting.

CERTIFIED TRUE COPY

Page 6 of 10 pages JUL 21 2014
Verified by: / Date Issued:

Sec. 7. **Manner of Voting** - At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. 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 before the time set for the meeting. Such 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.

Sec. 8. **Closing of Stock and 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 the stockholders, or any adjournment thereof, or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period, but not to exceed, in any case twenty (20) days. If the stock and transfer books be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least ten (10) working days immediately preceding such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date, but which shall in no case be more than twenty (20) days prior to the date on which the particular action requiring such determination of stockholders is to be taken, except in instance where applicable rules and regulations provide otherwise.

CERTIFIED TRUE COPY

Page 7 of 40 pages JUL 21 2014
Verified by: / Date Issued: /

ARTICLE 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 general powers and such other powers as may be granted by law, the Board of Directors shall have the following express 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 in any lawful manner, for and in the name of the corporation, any and all properties, rights, interest, or privileges, including securities and bonds of other corporations, as the transaction of the business of the corporation may reasonably or necessarily require, 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 another corporation or business or for any other purposes other than those for which the corporation was organized, whenever in the judgment of the Board of Directors the interests of the corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidence of such indebtedness including, without limitation, notes, deeds of trust, instruments, bonds, debentures, or securities, subject to

CERTIFIED TRUE COPY

Page 8 of 40 pages JUL 21 2014
Verified by: / Date Issued:

such restrictions as the stockholders may provide and approve of, as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the corporation;

e) To guarantee, for and on behalf of the corporation obligations of other corporations or entities in which it has lawful interest subject to stockholders' approval at a meeting duly called for that purpose;

f) To make provisions of the discharge of the obligations of the corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the corporation lawfully issued for the purpose;

g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal belonging to the corporation whenever in the Board's judgment, the corporation's interest would thereby be promoted;

h) To establish pension, retirement, bonus, profit-sharing, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation and to determine the persons to participate in any such plans and the amount of their respective participation;

i) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation, and likewise, to grant installments for the payment or settlement of whatever debts the corporation may have;

j) 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 or businesses of the corporation to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit; and

CERTIFIED TRUE COPY

Page 9 of 20 pages JUL 21 2014
Verified by: 7 Date Issued:

k) 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 any existing law, rules or regulation.

Sec. 2. **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.

Sec. 3. **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.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.

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 this by-laws.

Sec. 4. **Meetings** - Regular meetings of the Board of Directors shall be held once every quarter of the year on such dates and at such times and places as the Chairman of the Board, or in his absence, the President, or upon the request of a majority of the directors and shall be held at such places as may be designated in the notice.

Sec. 5. **Notice** - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by

CERTIFIED TRUE COPY	
Page <u>10</u> of <u>20</u> pages	JUL 21 2014
Verified by: <u> </u>	Date Issued: <u> </u>

the Secretary to each director personally, or by telephone, telex, telegram, or by written or oral message. A director may waive this requirement, either expressly or impliedly.

Sec. 6. Quorum - A majority of the number of the 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 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.

Sec. 7. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, 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.

Sec. 8. 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 manner 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.

CERTIFIED TRUE COPY

Page 11 of 20 pages JUL 21 2014
Verified by: / Date Issued:

ARTICLE IV

OFFICERS

Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the President, one or more Vice-Presidents, 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 positions may be held concurrently by the same persons, except that no one shall act as President and Treasurer or Secretary at the same time.

Sec. 2. Chairman of the Board - The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Sec. 3. President - The President, who shall be a director, shall be the Chief Executive Officer of the corporation and shall also have administration and direction of the day-to-day business affairs of the corporation. He shall exercise the following functions:

- a) To preside at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman of the Board of Directors;
- 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 have general supervision and management of the business affairs and property of the corporation;

CERTIFIED TRUE COPY

Page 11 of 20 pages JUL 21 2014
Verified by: 7 Date Issued:

- d) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;
- e) Subject to guidelines prescribed by law, 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 prepare such statements and reports of the corporation as may be required of him by law;
- h) To represent the corporation at all function and proceedings;
- i) 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, except as otherwise directed by the Board of Directors;
- j) To make reports to the Board of Directors and stockholders;
- k) To sign certificates of stock; and
- l) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s), subject always to his supervision and control.

Sec. 4. The Vice-President(s) - If one or more Vice-Presidents is/are appointed, he/they shall have such powers and shall perform such duties as may from time to time be assigned to him/them by the Board of Directors or by the President.

Sec. 5. The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the

CERTIFIED TRUE COPY

Page 17 of 60 pages JUL 21 2014
Verified by: _____ Date Issued: _____

corporate books and record and shall be the recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties:

- a) To record or see to the proper recording of 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 or cause to be kept 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, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the results, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and control; and
- 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.

CERTIFIED TRUE COPY

Page 14 of 40 pages JUL 21 2014
Verified by: / Date Issued:

receive such remuneration as the Board of Directors may determine upon recommendation of the President. 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 III 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 or as the business of the corporation may, from time to time require.

ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditor - At the regular stockholders' meeting, the external auditor or auditors of the corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the earnings and expenses of the corporation.

Sec. 2. Fiscal Year - The fiscal year of the corporation shall begin on the first day of December and end on the last day of November of the following year. (As amended on March 20, 2014)

Sec. 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 outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law and applicable rules and regulations.

CERTIFIED TRUE COPY

Page 15 of 20 pages
Verified by: [Signature] Date Issued: JUL 21 2014

ARTICLE VII
RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Corporate Records – The records of all business transactions of the corporation and minutes of all meetings of stockholders, or of the board of directors shall be kept and carefully preserved at its principal office.

Records of all business transactions of the corporation and the minutes of any meeting shall be open to the inspection of any director, stockholder, or holder of a voting trust certificate of the corporation at reasonable hours on business days and he may demand, in writing, for a copy of excerpts from said records or minutes, at his expense.

Any inspection and copying may be made by the stockholder or holder of a voting trust certificate, either by himself or by any proper representative or attorney-in-fact, and either with or without the attendance of the stockholder or holder of a voting trust certificate.

Sec. 2. Maintenance and Inspection of Stock and Transfer Book – The corporation shall keep in its principal office or in the office of its stock transfer agent, if one be appointed and as determined by resolution of the board of directors, a Stock and Transfer Book in which must be kept a record of all stocks in the names of the stockholders alphabetically arranged; the installments paid and unpaid on all stock for which subscription has been made, and the date of payment of any installment; a statement of every alienation, sale or transfer of stock made, the date thereof, and by and to whom made; and such other entries as may be allowed by law.

The Stock and Transfer Book shall be open for inspection of any director or stockholder of the corporation at reasonable hours on business days.

CERTIFIED TRUE COPY

Page 16 of 20 pages JUL 21 2014
Verified by: _____ Date Issued: _____

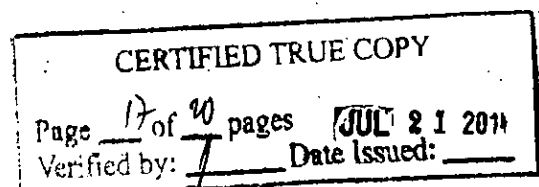
Sec. 3 Financial Statements -- The corporation shall, on the written request of any stockholder, furnish to the stockholder within ten (10) days from receipt of such request, a copy of its most recent financial statement which shall include a balance sheet as of the end of the last taxable year and a profit or loss statement for said taxable year, showing in reasonable detail its assets and liabilities and the result of its operations.

Sec. 4. Annual Report -- The Board of Directors shall present to the stockholders at the regular stockholders' meeting a financial report of the operations of the corporation for the preceding year, which shall include financial statements duly signed and certified by an independent certified public accountant.

ARTICLE VIII

AMENDMENTS

Section 1. These by-laws may be amended or ~~repealed~~ 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 (2/3) 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 IX

SEAL

Section 1. Form and Inscriptions - The corporate seal shall be determined by the Board of Directors.

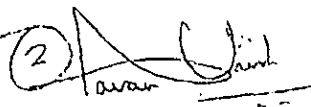
ARTICLE X

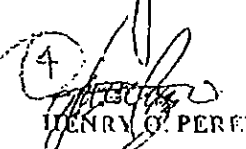
ADOPTION CLAUSE

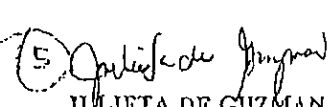
The foregoing by-laws was adopted by the stockholders of the corporation on September 22, 2003 at the principal office of the corporation

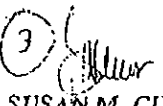
IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 22nd day of September 2003 at Makati City.

① 
SANJEEV AGGARWAL

② 
PAVAN VAISH

④ 
HENRY O. PEREZ

⑤ 
JULIETA DE GUZMAN

③ 
SUSAN M. CHU

CERTIFIED TRUE COPY

Page 11 of 21 pages

JUL 21 2011

Verified by: Date Issued:

Signed In The Presence Of:

ACKNOWLEDGEMENT

Republic of the Philippines)
 Makati City) s.s.

BEFORE ME, a Notary Public in and for Makati City, Philippines, this 22nd
 day of September 2003, personally appeared:

<u>Name</u>	<u>Community Tax Certificate/Passport No.</u>	<u>Date/Place Issued</u>
Sanjeev Aggarwal	B 1954171	June 14, 2000 / New Delhi
Pavan Vaish	Z 054548	March 7, 2001 / New Delhi
Susan M. Chu	20835758	March 10, 2003 / Makati
Henry O. Perez	05106199	January 03, 2003 / Makati
Julietta de Guzman	20835760	May 23, 2003 / Makati

all known to me and to me known to be the same persons who executed the
 foregoing By Laws and they acknowledged to me that the same is their free act and
 voluntary deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my
 notarial seal on the date and at the place first above written.

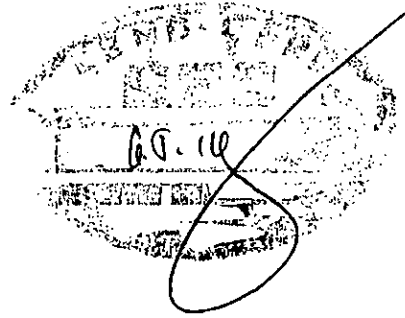

 NOTARY PUBLIC
 Makati City, Philippines
 My Comm. Expires: 12/31/2004
 My Reg. No.: 2003

Doc. No. 79
 Page No. 16
 Book No. 10
 Series of 2003.

CERTIFIED TRUE COPY

Page 19 of 20 pages JUL 21 2011
 Verified by: 1 Date Issued:

REPUBLIC OF THE PHILIPPINES)
) S.S.



DIRECTORS' CERTIFICATE

We, the undersigned Chairman, Corporate Secretary, and majority of the Board of Directors of **IBM DAKSH BUSINESS PROCESS SERVICES PHILIPPINES, INCORPORATED** (the "Corporation"), a Corporation duly organized and existing under Philippine law with business address at 12th Floor, Cyberone Building Eastwood Avenue, Eastwood City Cyberpark, Bagumbayan, Quezon City, do hereby certify that at least Two-thirds (2/3) vote of the members of the Board of Directors and the vote of at least Two-thirds (2/3) of the Outstanding Capital Stock in a Special Board of Directors' meeting held for the purpose at its business address on April 29, 2014, and by the affirmative vote of the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at the Special Stockholders' meeting held for the same purpose at its business address on April 29, 2014, unanimously approved the amendment of the First Article of the Corporation's Articles of Incorporation and the By-Laws changing the name of the Corporation.

We further certify that the attached copies of the Corporation's Articles of Incorporation and By-Laws, as amended, are true and correct copies thereof based on the Corporation's records.

IN WITNESS WHEREOF, we hereby affix our signatures this day of April 29, 2014 at Makati City.


CRAIG ALLEN BAUWENS
Chairman/Director


RODOLFO M. ABAYA
Director


MARINA ANTOINETTE P. AUSTRIA
Treasurer/Director

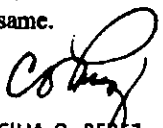

SUSAN M. CHU
Corporate Secretary

SUBSCRIBED AND SWORN to before me in Makati City this day of _____, personally appeared the following persons, who have satisfactorily proven to me their identity through their Passport /IDNos., to wit:

Names	CTC/Passport Nos.	Date/ Place of Issue
Craig Allen Bauwens	Passport No. 437049424	26 February 2010/U.S.A.
Marina Antoinette P. Austria	Passport No. EB0791195	August 18, 2010/ DFA, Manila
Rodolfo M. Abaya	Passport No. EB6474653	03 October 2012/ DFA-Manila
Susan M. Chu	SSS ID No. 03-8536788-2	

that they are the same persons who personally signed before me the foregoing Director's Certificate and acknowledged that they executed the same.

Doc. No. 108;
Page No. 23;
Book No. 115;
Series of 2014.


CECILIA O. PEREZ
Notary Public for Makati City
Until December 31, 2014

PTR No. 4225545 / 01.02.2014 / Makati City
Roll of Attorney No. 37576
IBP Lifetime No. 05314 / Makati City
141 Valero St., Salcedo Vill., Makati City, Philippines

CERTIFIED TRUE COPY

Verified by: [Signature] pages 10
Date Issued: JUL 24 2014

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

I hereby certify that (a) this is a true copy of the document stored in the SEC I-View facility to which proper security measures were employed to ensure data integrity, consisting of Twenty (20) page(s); and (b) at all material times, the SEC I-View facility was operating in a manner that did not affect the integrity of the electronic document.

Concentrix Daksh Services Philippines Corporation

Verified by: 1172981 Fees P 190.00 paid under
date July 3, 2014

M. Lorelei M. Liwanag
MA. LORELEI M. LIWANAG

FSRU Specialist III

Electronic Records Management Division
Information and Communications Technology Department