



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

COMPANY REG. NO. 40938

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

**KNOW ALL PERSONS BY THESE PRESENTS:**

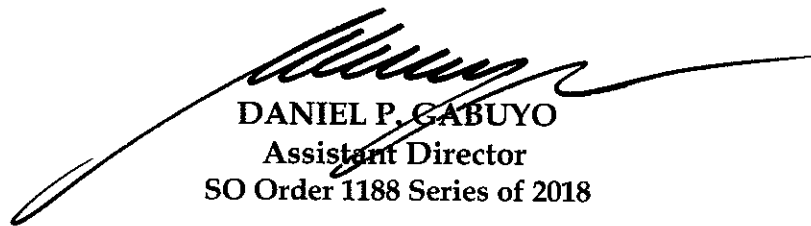
This is to certify that the amended articles of incorporation of the

**UNITED PARAGON MINING CORPORATION**  
(Amending Article IV (term of existence) thereof)

copy annexed, adopted on July 30, 2021 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 Pasay City, Metro Manila, Philippines, this 11<sup>th</sup> day of July, Twenty Twenty Two.

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

MV/qba



SEC Main Office  
Ground Floor, Secretariat Building, PICC Complex, Pasay City, Metro Manila

## electronic Official Receipt

### Transaction Details

<b>eOR Number</b>	20220701-PM-0018244-18
<b>Transaction Number</b>	218206055609
<b>Payment Date</b>	July 01, 2022 02:11 PM
<b>Payment Scheme</b>	master-card
<b>Status</b>	COMPLETED
<b>Payment Status</b>	PAYMENT_SUCCESS

### Payment Assessment Details

<b>PAF No.</b>	20220701-5552478
<b>PAF Date</b>	2022-07-01 13:25:24
<b>Payor Name</b>	UNITED PARAGON MINING CORPORATION
<b>Payor Address</b>	MANDALUYONG CITYT

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Amended By Laws	4020102000(606)	1,000.00
3	Documentary Stamp Tax	4010401000(4010401)	60.00
4	Legal Research Fee (A0823)	2020105000(131)	20.00
<b>TOTAL</b>			<b>2,080.00</b>

*Total amount indicated herein does not include the convenience/service fee of the selected payment channel.*



Machine Validation:



Republic of the Philippines

DEPARTMENT OF FINANCE  
SECURITIES AND EXCHANGE COMMISSION  
Secretariat Building, PICC Complex  
Roxas Boulevard, Pasay City, 1307



## PAYMENT ASSESSMENT FORM

No. 20220701-5552478

DATE 07/01/2022	RESPONSIBILITY CENTER CRMD
PAYOR: UNITED PARAGON MINING CORPORATION MANDALUYONG CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended Articles of Incorporation		4020102000 (606)	1,000.00
Amended By Laws		4020102000 (606)	1,000.00
Legal Research Fee (A0823)		2020105000 (131)	20.00
Documentary Stamp Tax	2	4010401000 (4010401)	60.00
----NOTHING FOLLOWS----			
TOTAL AMOUNT TO BE PAID			<b>Php 2,080.00</b>
Assessed by: mmvelasquez		Amount in words: TWO THOUSAND EIGHTY PESOS AND 00/100	
Remarks:			

## Payment Options

- Online payment thru SEC Payment Portal
  - <https://espaysec.sec.gov.ph>
- Over the Counter Payments
  - SEC Cashier Office
  - Selected Landbank Branches

## SEC BIR Accounts - DST

SEC Clearing Account	SEC Office
3752-1002-75	Head Office / NCR
0072-1178-59	Tarlac
0222-1003-48	Baguio
0132-1123-98	Legazpi
3302-1046-88	Iloilo
3162-1098-20	Bacolod
0142-1085-85	Cebu
0192-0639-30	Zamboanga
0152-1090-08	Cagayan De Oro
0162-1090-73	Davao

## SEC BTR Accounts - LRF

SEC Clearing Account	SEC Office
3402-2319-20	Head Office / Tarlac
3402-2319-38	Baguio
3402-2319-46	Legaspi
3402-2319-54	Iloilo / Bacolod
3402-2319-62	Cebu
3402-2319-70	Zamboanga
3402-2319-89	Cagayan De Oro
3402-2319-97	Davao

## Breakdown Summary

FUND ACCOUNT	AMOUNT	ACCOUNT #
BIR Account - DST	60.00	see SEC BIR accounts
SEC RCC Current Account	2,000.00	3752-1001-43
BTR Account - LRF	20.00	see SEC BTR accounts
<b>TOTAL</b>	<b>Php 2,080.00</b>	

## Notes:

- This form is valid for forty-five (45) calendar days from the date of Payment Assessment Form (PAF)
- Accepted modes of payment at SEC Main Office, Pasay City:
  - Cash
  - Manager's/Cashier's Check
  - Postal Money Order
- Accepted modes of payment at selected Landbank branches:
  - Cash
  - Manager's/Cashier's Check payable to the Securities and Exchange Commission
- For check payment, please prepare separate checks per fund account as indicated on the breakdown summary. All checks must be payable to Securities and Exchange Commission
- For over the counter payment at LandBank, preparation of oncoll payment or deposit slip shall be per fund account as indicated on the breakdown summary.
  - If fund code is BTR, use an oncoll payment slip.
  - If fund code is BIR, REIT, SRC or RCC, use a regular deposit slip.
 Send through email the copy of the machine-validated oncoll payment slip / deposit slip to the issuer of this PAF to confirm that payment has been made.
- For National Capital Region, payments are only allowed through the following Landbank Branches: EDSA Greenhills, EDSA Congressional, Araneta EO, YMCA, DOTC, Origas EO, Muntinlupa, and North Avenue
- ANY ALTERATIONS WILL INVALIDATE THIS FORM**



United Paragon Mining Corp. &lt;unitedparagonmining@gmail.com&gt;

**Application for Amended Articles of Incorporation & By-laws of United Paragon Mining Corporation**

MARIETTA M. VELASQUEZ <mmvelasquez@sec.gov.ph>  
To: "United Paragon Mining Corp." <unitedparagonmining@gmail.com>

Fri, Jul 1, 2022 at 2:00 PM

Hi Maám,

Please find attached Payment Assessment Form (PAF).

You may pay through our SEC Cashier; click this link for the schedules <https://www.sec.gov.ph/notices-2020/opening-of-sec-payment-facilities-2/> or via Landbank on-line or over-the-counter facilities.

Here is the link for the accredited landbank branches, <https://www.sec.gov.ph/notices/list-of-landbank-branches-for-over-the-counter-payment-of-the-sec-online-collection>.

After payment, please submit origina/corrected hard copies of signed (wet signature) and notarized documents in 4 sets. Please be informed that submission of 4 sets of hard copies with proof of payment is required for processed and/or approved amendment applications.

For submission, kindly proceed at the SEC Robinsons Galleria Satellite Office located at the 4th Floor, Robinsons Galleria, Ortigas Avenue, Ortigas, Center, Quezon City. Our office is open from 10:00 a.m. to 6:00 p.m. For follow-up of the amendment certificate, kindly directly coordinate with the CPRD Appointment Team at [cprd\\_appointment02@sec.gov.ph](mailto:cprd_appointment02@sec.gov.ph) or you may call (02) 8818-9225. For your information and guidance.

Thank you.

\*Please take note that signed and notarized documents are only for the Director's Certificate and Secretarys' Certificate of no intra corporate dispute and Undertaking to change name (if applicable.) (for domestic corporations only)\*

[Quoted text hidden]

 PAF-UNITED PARAGON MINING CORPORATION.pdf  
43K



**MARKETS AND SECURITIES REGULATION DEPARTMENT**

June 7, 2022

**UNITED PARAGON MINING CORPORATION**  
 6<sup>th</sup> Flr., Quad Alpha Centrum  
 125 Pioneer Street  
 Mandaluyong City

Attention: **MR. GERARD ANTON S. RAMOS**  
 President

Subject: REQUEST FOR COMMENT/RECOMMENDATION

Gentlemen:

This is in connection with your company's application for registration of the following amendment in its Articles of of Incorporation and By-laws:

Articles of Incorporation

FROM	TO
<b>FOURTH</b>	<b>FOURTH</b>
That the term for which said corporation is to exist is FIFTY (50) years from and after the date of incorporation.	That the term for which said Corporation is to exist <u>is perpetual.</u>

By-laws

FROM	TO
<b>ARTICLE II THE BOARD OF DIRECTORS</b>	<b>ARTICLE II THE BOARD OF DIRECTORS</b>
1.1.a. The Nomination Committee shall have at least three (3) members, one of whom is an independent director. It shall promulgate the	1.1.a. The <u>Corporate Governance and Nomination Committee</u> shall have at least three (3) members, one of whom is an independent director. It shall

<p>guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the Corporation's information or proxy statement or such other reports required to be submitted to the Securities and Exchange Commission (the "SEC");</p>	<p>promulgate the guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the Corporation's information or proxy statement or such other reports required to be submitted to the Securities and Exchange Commission (the "SEC");</p>
<p>1.1. b. Nomination of independent director/s shall be conducted by the Nomination Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees;</p>	<p>1.1. b. Nomination of independent director/s shall be conducted by the <u>Corporate Governance and Nomination Committee</u> prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees;</p>
<p>1.1. c. The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent director/s;</p>	<p>1.1. c. The <u>Corporate Governance and Nomination Committee</u> shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent director/s;</p>
<p>1.1. d. After the nomination, the Nomination Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under Part IV(A) and (C) of Annex "C" of SRC Rule 12, which list, shall be made available to the SEC and to all stockholders through the filing and distribution of the Information Statement, in accordance with SRC Rule 20, or in such other reports the Corporation is required to submit to the SEC. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee;</p>	<p>1.1. d. After the nomination, the <u>Corporate Governance and Nomination Committee</u> shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under Part IV(A) and (C) of Annex "C" of SRC Rule 12, which list, shall be made available to the SEC and to all stockholders through the filing and distribution of the Information Statement, in accordance with SRC Rule 20, or in such other reports the Corporation is required to submit to the SEC. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee;</p>
<p style="text-align: center;"><b>ARTICLE III OFFICERS</b></p> <p>1. GENERAL – The officers of the Corporation shall consist of a Chairman of the Board, a President, one or more Vice-Presidents, a Treasurer and a Secretary whose powers and duties shall be as hereinafter provided and as the Board of Directors may fix in conformity with the provisions of these by-laws. All officers shall be</p>	<p style="text-align: center;"><b>ARTICLE III OFFICERS</b></p> <p>1. GENERAL - The officers of the Corporation shall consist of a Chairman of the Board, a President, <u>who shall also be the CEO</u>, one or more Vice-Presidents, a Treasurer, a Secretary, Assistant Secretary <u>and a Compliance Officer</u>, whose powers and duties shall be as hereinafter provided and as</p>

<p>elected to their offices by a majority vote of the Board of Directors. Two or more offices may be vested in the same person whenever deemed convenient or expedient and as long as the duties of these officers are not incompatible with each other. The Board of Directors may elect such other officers (whose officers are not specifically provided by these By-Laws) as they may deem necessary or expedient.*</p>	<p>the Board of Directors may fix in conformity with the provisions of these by-laws. All officers shall be elected to their offices by a majority vote of the Board of Directors. Two or more offices may be vested in the same person whenever deemed convenient or expedient and as long as the duties of these officers are not incompatible with each other. The Board of Directors may elect such other officers (whose officers are not specifically provided by these By-Laws) as they may deem necessary or expedient.*</p>
<p>-</p>	<p><b>7. COMPLIANCE OFFICER</b> - The Compliance Officer, who shall be a citizen and resident of the Philippines, shall be elected by the Board of Directors. S/he is a member of the Company's management team in charge of the compliance function. Similar to the Corporate Secretary, he/she is primarily liable to the Company and its shareholders, and not to the Chairman or President of the Company, <b>although s/he holds office at the pleasure of the Board.</b></p>
<p><b>7. COMPENSATION</b> – All officers shall receive such salaries or compensation as may be fixed by the Board of Directors.</p>	<p><b>8. COMPENSATION</b> – All officers shall receive such salaries or compensation as may be fixed by the Board of Directors.</p>
<p><b>8. VACANCIES AND DELEGATION OF OFFICERS</b> – If the office of the Chairman of the Board, President, one or more Vice-President(s), Secretary or Treasurer, becomes vacant by death, resignation or otherwise, the Board of Directors, by a majority vote, may choose a successor who shall hold office for the unexpired term.</p>	<p><b>9. VACANCIES AND DELEGATION OF OFFICERS</b> – If the office of the Chairman of the Board, President, one or more Vice-President(s), Secretary or Treasurer, becomes vacant by death, resignation or otherwise, the Board of Directors, by a majority vote, may choose a successor who shall hold office for the unexpired term.</p>
<p style="text-align: center;"><b>ARTICLE VII STOCKHOLDER'S MEETING</b></p> <p>1. PLACE – All meetings of the stockholders shall be held at the municipality where the principal office of the Corporation is located.</p>	<p style="text-align: center;"><b>ARTICLE VII STOCKHOLDER'S MEETING</b></p> <p>1. PLACE – All meetings of the stockholders shall be held at the municipality where the principal office of the Corporation is located <u>or via remote communication</u></p>
<p><b>4.VOTING</b> – Voting upon all questions at all meetings of the stockholders shall be by shares of stock.</p>	<p><b>4. VOTING</b> – Voting upon all questions at all meetings of the stockholders shall be by shares of stock. <u>Stockholders may vote in person or through remote communication or voting in absentia.</u></p>

# COVER SHEET

SEC Registration Number

- 4 0 9 3 8 -

UNITED PARAGON MINING CORPORATION

(Company's Full Name)

QUAD ALPHA CENTRUM, 125 PIONEER ST MANDALUYONG CITY

(Business Address: No., StreetCity / Town / Province)

Atty. Iris Marie U. Carpio-Duque

Contact Person

8631-5139

Company Telephone Number

## AMENDED ARTICLES OF INCORPORATION

1 2 3 1  
Month Day  
Fiscal Year

FORM TYPE

Month Day  
Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc

III  
Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes



REPUBLIC OF THE PHILIPPINES)  
MANDALUYONG CITY )

SECRETARY'S CERTIFICATE

I, **IRIS MARIE U. CARPIO-DUQUE**, of legal age, Filipino, with office address at the 6<sup>th</sup> Floor, Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **United Paragon Mining Corporation** (the "CORPORATION"), a corporation duly organized and existing under the laws of the Republic of the Philippines with principal office at 5F Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City.

2. To the best of my knowledge, no action or proceeding has **been filed or is pending** before any court involving any intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the CORPORATION as its duly elected and/or appointed directors or officers or vice versa.

MAY 05 2022

**IN WITNESS WHEREOF**, I have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_ 2021 at Mandaluyong City.


  
**IRIS MARIE U. CARPIO-DUQUE**  
Corporate Secretary

MAY 05 2022

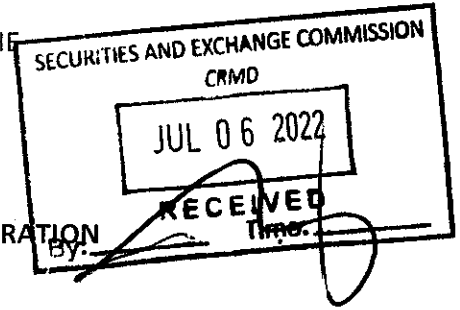
**SUBSCRIBED AND SWORN** to before me this \_\_\_\_ day of \_\_\_\_\_ 2022 at MANDALUYONG CITY City affiant exhibiting to me

Doc. No. 432  
Page No. 84  
Book No. 47  
Series of 2022.

MAY 05 2022

  
**ATTY. JAMES K. ABUGAN**  
Notary Public  
Appt. No. 0442-21  
Until Dec. 31, 2022  
BSP No. 175123 01/06/2022 Rizal Chapter  
Roll No. 26890 Lifetime  
MCLE No. VI-0012875 Until 4/14/2022  
TIN No. 116-239-956  
PTR No. 4871351 / 01-06-2022  
Tel. No. (02) 854-523-21  
Mandaluyong City

CERTIFICATE OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF  
OF  
UNITED PARAGON MINING CORPORATION



We the undersigned, being the Chairman of the Board of Directors, the members of the Board of Directors, and the Corporate Secretary of **UNITED PARAGON MINING CORPORATION** (the "Company") hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the Company.

The amended provisions refer to Articles IV of the Amended Articles of Incorporation of the Corporation, as quoted below:

x x x                      x x x                      x x x

IV

That the term for which said corporation is to exist is perpetual. (As amended by resolution of the Board of Directors on July 30, 2021 and ratified by the stockholders owning 87.70% of the outstanding capital stock on July 30, 2021.)

x x x                      x x x                      x x x

We further certify that the said amendments were unanimously approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their annual meeting held on and July 30, 2021.

IN WITNESS WHEREOF, the undersigned Directors of the stockholders' meeting have hereunto set their hands this ~~July 01 2022~~ 2022 at Mandaluyong City.

  
ALFREDO C. RAMOS  
Chairman

  
GERARD ANTON S. RAMOS  
President/Director

**PRESENTACION S. RAMOS**  
Director

**MAUREEN ALEXANDRA S. RAMOS-PADILLA**  
Director

**ADRIAN PAULINO S. RAMOS**  
Director

**CHRISTOPHER M. GOTANCO**  
Director

**EDUARDO B. CASTILLO**  
Director

**RENATO C. VALENCIA**  
Independent Director

**JOHN PETER C. HAGER**  
Independent Director

**IRIS MARIE U. CARPIO-DUQUE**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUL 01 2022 2022 at Mandaluyong City, Metro Manila, affiants having exhibited to me their competent evidence of identity as follows:

NAME	COMPETENT EVIDENCE OF IDENTITY PRESENTED	DATE/PLACE OF ISSUE
Alfredo C. Ramos		
Presentacion S. Ramos		
Gerard Anton S. Ramos		
Adrian Paulino S. Ramos		
Maureen Alexandra S. Ramos-Padilla		
Christopher M. Gotanco		
Eduardo B. Castillo		
Renato C. Valencia		
John Peter C. Hager		

Doc. No. 46 :  
Page No. 11 :  
Book No. XVI :  
Series of 2022.

**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**UNITED PARAGON MINING CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are legal age, Filipinos and residents of the Philippine Islands have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines,

**AND WE DO CERTIFY:**

**FIRST:** That the name of the corporation shall be **UNITED PARAGON MINING CORPORATION.**

**SECOND:** That the primary purposes for which said corporation is formed is to embark in the discovery, exploration, development and exploitation of minerals in all other forms in the Philippines and elsewhere and the business of mining in general in all of the phases and branches with all of its auxiliaries together with the businesses which are necessary and convenient to the efficient and economic prosecution of the above purpose.

**SECONDARY PURPOSES:** That the secondary purpose for which the said corporation is formed are:

a. To embark in the discovery, exploration, development, exploitation of geothermal energy, minerals oils, petroleum in its natural state, rock or carbon oils, natural gas, other volatile mineral substances, and salt, or to mine, dig for or otherwise obtain from the earth the same substances as aforementioned and to manufacture, refine or prepare for market, buy and sell and transport the same in crude and refined condition; and to engage, as may be permitted by law, in the business of, and/or investing in, mining, manufacturing, logging, contracting and servicing to oil exploration.

b. To carry on a general import and export business in goods, wares, and merchandise of any and all kinds and nature whatsoever; to make and enter into all kinds of contracts, agreements and obligations with any person or persons, corporation or corporations or other association for the purchasing, acquiring, selling or otherwise disposing of goods, wares, and merchandise of all kinds either as principal or agent, upon commission, consignment, or indent orders, to act as agent or representative of corporations, business, transaction, or operation commonly carried on by manufacturers' agents; to purchase, hold, convey, sell, lease, let, mortgage, encumber, and otherwise deal with such real and personal property as the transaction of the lawful business of the corporation may reasonably and necessarily require and generally to perform any and all acts connected with the business above defined or arising therefrom or incidental thereto.

c. Conformably with law to undertake and carry on any business venture or enterprise whether manufacturing, agricultural, petrochemical, mercantile, trading, real estate, fiduciary, or otherwise which is or may be undertaken and carried on by persons as capitalist, merchants, contractors, agriculturist, agents, factors, or otherwise, either directly itself in any other business venture or enterprise established for or carried on to engage in any such pursuit or pursuits; and so to do not only for its own benefit, but also in the capacity of agent, contractor, attorney for any other person, or firm or corporation.

That in the pursuance of such purposes, the corporation shall have the following powers:

1. The searching and prospecting for ores and minerals and location, leasing and registering and patenting of mineral claims of all sorts; the purchasing, leasing or exchanging or otherwise acquiring or taking an option of mineral properties, claims, rights, concessions, licenses and grants; the securing from the government of the Philippines or from any other authority or individual, municipal or otherwise, of easements, timber or water rights, or privileges, licenses and concessions, and the performance and the fulfillments of the conditions thereof; the carrying on the of the business of metallurgists, contractors, assayers, manufacturers, importers, exporters, merchants, factors, agents, commission merchants and general brokers; the carrying on and engaging in the business of milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying and selling, exchanging and otherwise producing and dealing in ores, minerals and metals;

2. To carry on the business of exploring for mining, producing, acquiring, developing, manufacturing, storing, extracting, separating, refining, purifying, drilling, combining, mixing, marketing, distributing, buying, and selling and otherwise dealing in and turning into account, oil of all kinds and grades, petroleum, gas gasoline, carbon and hydro carbon products of all kinds, mineral ores, and the elements, constituents, products and by-products thereof;

3. To buy, exchange, contract for, lease, and in any all other ways acquire, take, held and own, and to deal in, sell, mortgage, lease or otherwise dispose, of lands, mining claims, rights, oil wells, gas wells, oil lands, gas lands, and other real property, and the rights and interests in and to real property, and to manager, operate, maintain, improve, and develop the said properties, and each and all of them;

4. To acquire gas and oil lands, leaseholds and other interest; to construct and maintain conduits and lines, tubing and piping for general purposes as well as for the use of the said corporation; to transport such oil and gas by means of such pipes, tank cars or otherwise, and to sell and supply pipes, pipelines and storage to be used for the purposes of transporting and storing oil and gas, and to do a general pipe line and storage business;

5. To purchase, take, hold, own, lease, exchange or otherwise acquire, and develop, sell, mortgage, let and deal in oil bearing, wells, and rights, and any and all interest whatsoever therein or thereto;

6. To construct and maintain gas well, oil wells and refineries, and to buy, sell, deal in gas, oil and salt; to construct and maintain all railways, transways; to acquire, construct, and maintain, buildings, dwellings, stores, warehouses, machineries, plants, boats road and bridges, drills, sawmills and other effects whatsoever which the corporation may think proper to be acquired, constructed and/or operated for the pursuance of any of its purposes; to construct, maintain and operate telegraph and telephone lines convenient for the prosecution of business; to obtain and prepare for market such other valuable minerals as may be discovered in developing lands of the corporation;

7. To refine and manufacture petroleum oil into several products, and to transport, market, sell and dispose of the same. And to that end, build, construct, buy lease or otherwise acquire refineries with all the necessary stills, storage tanks, pipelines and all necessary transportation facilities, appliances, fitting and fixtures, and to hold, own operate, and maintain and to buy, lease or otherwise acquire and to hold and own lands and leaseholds for the erection thereon of the said refineries;

8. To carry, pipe, transport, store and market oil, gasoline, naphtha, hydrocarbons, and natural gas by pipelines, steam and sailing vessels, boats, barges, or any other means or method of transporting or transportation not known or hereafter discovered. And to that end to lay, build, construct, buy lease or otherwise acquire pipe lines or any and other size and character, with all pumping or compressor stations, storage tanks, machinery, appliances, reservoirs, chutes, together with all kinds of terminal and transfer facilities for railways and water transportation necessary or convenient for the operation of the same;

9. To do and engage in the construction, improvements, extension, maintenance and repair of oil or gas plants, including pipe lines, tanks and other appliances; also lumber, stone, brick, steel, iron and other materials pertaining thereto; also, in the opening, developing and operating of petroleum, gas and oil wells, both for the corporation and for others to the extent permitted by laws;

10. To manufacture, buy and sell and otherwise deal in gas and oil machinery and appliances; also lumber, stone, brick, steel, iron and other materials in connection with the building erection construction development, improvement, extension, maintenance and repair of the properties herein enumerated, both for this corporation and for others;

11. To purchase, exchange, appropriate or otherwise acquire, take hold and own and sell, mortgage, lease or otherwise dispose of water rights and water supplies together with the necessary pipe lines, reservoirs, dams, ditches and appurtenances useful or necessary, for its own business, and to manage, operate, maintain, improve, extend or develop such water supplies;

12. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account or deal with all or any part of the property of the corporation and from time to time and subject to existing laws, to vary any investment or employment of capital of the Corporation;

13. To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of any copyrights, trademarks, trade names, brands, labels, patent rights, letters patent of the Philippines or of any other country, or government, inventions, improvements and processes, whether used in connection with or secured under letters, patent or otherwise.

14. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes of the attainment of any of the object of the furtherance of any of the powers herein below set forth, either alone or in association with other corporations, firms or individuals and to do away other act or acts, thing or things incidental or appurtenance to or growing out of or connected with the aforesaid business or powers or any part thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

15. Insofar as may be permitted by law, to acquire by purchase or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations, to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation, or in which this corporation is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stocks, bonds, or other obligations to exercise all the rights, powers, privilege or ownership thereof, and to exercise any and all voting powers thereon;

16. To purchase, become interested in, receive, own, hold, invest, and reinvest in, sell, negotiate, exchange, transfer, assign, mortgage, pledge, turn to account, realize upon, and otherwise acquire and dispose of securities of every kind, character and description, issued or created by, or secured upon the property, income or revenues of individual, associations, public and private corporations, the Philippines its agencies, and instrumentalities, or any territory, state, country, city, towns, district or other political subdivision, and to acquire or become interested in any such securities by subscription, purchase, exchange, or otherwise. The term "securities" whenever used herein, shall consistent with the content and without limiting the generality of the foregoing, include shares of stock (preferred, common and debentures), scrip, purchase or subscription warrants, option or other rights, voting trust certificates, certificates of interest or participation in any such profit sharing agreements or participation in any such profit sharing agreements or preorganization certificates, fractional or individual interest in oil, gas or mineral rights, investment contracts, evidences of interest, ownership, or indebtedness, call or time loans, notes, acceptances, bill of exchange, commercial paper, chose in action bonds, debentures, mortgages, collaterals trust certificates, and in general any interest or instrument commonly known as securities, or any certificate for, or receipt for, any of the foregoing, and any security, negotiable, secured or unsecured, and however described provided that the corporation shall not act as stock brokers;

17. To buy, sell, mortgage, encumber, hold, own, exchange, or rent or otherwise acquire and dispose of, and to develop, improve, manage, subdivide, and generally to deal and trade in real properties, improved and unimproved, wheresoever situated' and to build, erect, construct, alter and maintain buildings, structures, and other improvements on real property;

18. To borrow and raise money for any of the purposes of the corporation, and from time to time with limit as to amount, to draw, make, accept, endorse, execute and issue bonds, debentures, notes, drafts, acceptances, bill of exchanges, warrants and other negotiable or non-negotiable instruments and evidences of indebtedness and other securities; and to secure the payment thereof and of the interest thereon by mortgages upon or pledge of, or conveyance or assignment in trust of the whole or any part of the property and franchises of the corporation, real, personal or mixed, tangible or intangible, and wheresoever situated; whether at the time owned or thereafter acquired; and to issue, sell, negotiate, pledge or otherwise dispose of such bonds or other obligations of the corporations for its corporate purposes.

19. To acquire all or any part of the goodwill, rights, property and business of any individual, association or corporation; to pay for the same in case or in shares, of stocks, bonds, notes or other obligations of corporation, or otherwise. To hold, utilize, operate, reorganize, liquidate, and in any manner dispose of the whole or any part of the good will, rights, property and business so acquired; to assume in connection therewith the whole or any part of the liabilities and obligations of any such persons, association or corporation; and to conduct in any lawful manner the whole of any part of the business thus acquired.

20. To have one or more outside office in the Philippines and to conduct its business and exercise its powers in any part thereof or in any country; to purchase, hold, convey, sell, lease, rent, mortgage, encumber or otherwise deal in such real and personal properties in any part of the Philippines or elsewhere as the purpose for which this corporation is formed may permit, and as may reasonably and necessarily required for the transaction of the lawful business of the corporation.

21. The purchasing and otherwise acquiring, the holding, operating, selling, and otherwise dealing in so far as the law permits of the units, stocks, securities, properties and assets, business goodwill, rights, franchises, contracts, and the assuming of liabilities and obligations of any person or persons, firm, association or corporation, or organization.

22. The borrowing of money with or without security; the issuing of warrants, bonds, debentures, and other negotiable and transferable instruments, secured or unsecured for such amounts or in exchange of or such properties as may be found advisable.

23. Without in any way particularly limiting any of the objects or purposes of the corporation, the corporation shall from time to time do any one or more or all of the acts, things and businesses in any manner connected therewith, or necessary, incidental convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its properties or rights as such corporation may lawfully do; and in carrying on its business or for the purpose of attaining or furthering any of its objects, to do any and all acts and to exercise any and all other powers which a corporation or a natural person could do and exercise and which now and hereafter may be authorized by law, trustees, contractors, factors, lessors, lessees or otherwise either alone or in contractors conjunction with others and in any part of the world and in addition to have and to exercise all the rights, powers and privileges now or hereafter belonging or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporation.

24. The foregoing clauses shall each be constructed as purposes, objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the corporation, and that they are in furtherance of, and in addition to, and not in limitation of, the general powers conferred upon the corporation by laws of the Philippines of otherwise; nor shall the enumeration of one thing be deemed to exclude another, although it be of like nature, not expressed.

THIRD: That the place where the principal office of the corporation is to be established or located shall be in Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, Philippines.

FOURTH: That the term for which said corporation is to exist is **perpetual**. (As amended by the Board of Directors and stockholders on July 30, 2021)

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



<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
Fr. Florencio D. Samus	Filipino	Cabagan, Isabela
Teofilo Reyes, Jr.	Filipino	513 Buendia Ave., Ext. North Forbes Park Makati City
Lydia V. Reyes	Filipino	513 Buendia Ave., Ext. North Forbes Park Makati City
Abelardo Valenzuela, Sr.	Filipino	584 MacArthur Highway Valenzuela, Bulacan
Teofilo D. Reyes, Sr.	Filipino	307 Quezon Blvd. Ext. Quezon City
Amando G. Reyes	Filipino	47 Timog Avenue Quezon City
Alfred Valenzuela	Filipino	30 Eugenio Perez Quezon City
Domingo F. de Guzman	Filipino	1251 Governor Forbes Sampaloc, Manila
Rafael G. Reyes	Filipino	66 Timog Avenue Quezon City
Pedro Manalac	Filipino	31 Nicanor Reyes Loyola Heights Quezon City
Ponciano Samus	Filipino	San Pablo, Isabela
Eddie Manalac	Filipino	31 Nicanor Reyes Loyola Heights Quezon City
Rose Marie K. Lazaro	Filipino	48 Joaquin San Lorenzo Village, Makati City
Encarnacion Hernandez	Filipino	109 K-2 <sup>nd</sup> Kamuning Quezon City
Magdalena Dizon	Filipino	55 A. Roces Avenue Quezon City

SIXTH: That the number of directors of said corporation shall be nine (9) and that the names and residences of the directors of the said corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows, to wit:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
Teofilo Reyes, Jr.	Filipino	513 Buendia Ave., Ext. North Forbes Park Makati City
Jesus Lim	Filipino	2421 Leon Guinto Street Malate, Manila
Wellington Sy	Filipino	1565-G Matienza Street Manila
Bin Lim	Filipino	58-C Sta. Monica Street Pasay City
Jose Sy	Filipino	3951 Danggal Street Sta. Mesa
P. Florencio Samus	Filipino	17 Dr. Lazcano Street Quezon City
David Yu	Filipino	8 Wyndham Street Central, Hongkong

SEVENTH: That the capital stock of the corporation is FOUR BILLION PESOS (P 4,000,000,000.00), Philippine Currency, and said capital stock is divided into (a) Common Stock consisting of 397,325,000,000 shares of the par value of P0.01 each share; (b) Class "A" Preferred Stock consisting of 13,500,000 shares of the par value of P0.50 each share; and (c) Class "B" Preferred Stock consisting of 400,000 shares of the par value pf P50.00 each shares.

Shares of stock of the corporation shall be subject to the following conditions:

1. Holders of common stock shall be the only stockholders entitle to vote, except as provided by law.

2. The holders of Class "A" preferred stock shall be entitled to be paid a cumulative yearly dividend at the rate of twenty percent (20%) per year, and no more, payable annually, on the dates to be fixed by the directors. Each certificate of Class "A" preferred stock shall be subject to redemption, and may at the option of the directors, on any dividend date, at any time before May 5, 1992, be called and retired at the price of P0.01 for each share and the amount of dividends accrued and unpaid at the date of redemption.

3. The holders of Class "B" preferred stock shall not be entitled to any dividend. Each certificate of Class "B" preferred stock shall be subject to redemption at any time before April 10, 1994 at the price of P100 for each share.

4. Preferred stock shall have the following rights, privileges and restrictions:

- (a) Notices of intention to call and retire a certificate shall be given to the holder thereof thirty (30) days before the same is retired. Such notice shall be deemed given when served personally upon the owner of the certificate, or when placed in an envelope, postage prepaid, addressed to the holder of the certificate at his address as it appears in the books of the corporation and deposited in any Philippine post office.

- (b) The holders of preferred stock shall not be entitled to any voice in the management of the corporation or to any voting powers at the stockholders meeting. The sole management of the corporation shall be in the hands of the holders of common stock, and they alone shall be entitled to vote at any meeting of the stockholders of the corporation.
- (c) Preferred stock shall be non-participating but shall be convertible into any other stock or security of the corporation if authorized by the Board of Directors.

5. That no holder of the capital stock (common or preferred) whether said stock is now or hereafter authorized, shall have any right, as such stockholders to purchase or subscribe for any share of the capital stock, whether such shares of capital stock are no or hereafter authorized by the corporation.

6. 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 shall be allowed or permitted to be recorded in the proper book, and this restriction shall also be indicated in all its stock certificates.

All the foregoing conditions shall be printed on the stock certificates to be issued by the corporation.

EIGHTH: That the amount of said capital stock which has been subscribed is ONE MILLION PESOS (1,000,000.00) Philippine Currency, consisting of One Hundred Million shares and the following persons have subscribed for the number of shares with indication of the amount of capital stock set out after their respective names:

<u>Name</u>	<u>No. of Shares</u>	<u>Subscribed</u>	<u>Paid-Up</u>
Fr. Florencio D. Samus	15,000,000	150,000.00	37,500.00
Teofilo Reyes, Jr.	15,000,000	150,000.00	37,500.00
Lydia V. Reyes	10,000,000	100,000.00	25,000.00
Abelardo Valenzuela, Sr.	5,000,000	50,000.00	12,500.00
Teofilo D. Reyes, Sr.	5,000,000	50,000.00	12,500.00
Amando G. Reyes	5,000,000	50,000.00	12,500.00
Alfred Valenzuela	5,000,000	50,000.00	12,500.00
Domingo F. de Guzman	5,000,000	50,000.00	12,500.00
Rafael G. Reyes	5,000,000	50,000.00	12,500.00
Pedro Manalac	5,000,000	50,000.00	12,500.00
Ponciano Samus	5,000,000	50,000.00	12,500.00
Eddie Manalac	5,000,000	50,000.00	12,500.00
Rose Marie K. Lazaro	5,000,000	50,000.00	12,500.00
Encarnacion Hernandez	5,000,000	50,000.00	12,500.00
Magdalena Dizon	<u>5,000,000</u>	<u>50,000.00</u>	<u>12,500.00</u>
Total	<u>100,000,000</u>	<u>P 1,000,000.00</u>	<u>P 250,000.00</u>

NINTH: That Fr. Florencio Samus has been elected by the members as Treasurer of the corporation to act as such until his successors are duly elected and qualified in accordance with the By-Laws; and that as such Treasurer, he has been authorized to receive for the corporation and to receipt its name for all subscriptions paid in said subscribers.

IN WITNESS WHEREOF, we have hereunto signed this 7<sup>th</sup> day of April 1970 in Quezon City, Philippines.

(SGD.) FR. FLORENCIO D. SAMUS

(SGD.) TEOFILO REYES, JR.

(SGD.) LYDIA V. REYES

(SGD.) ABELARDO VALENZUELA, SR.

(SGD.) TEOFILO D. REYES, SR.

(SGD.) AMANDO G. REYES

(SGD.) ALFRED VALENZUELA

(SGD.) DOMINGO F. DE GUZMAN.

(SGD.) RAFAEL G. REYES

(SGD.) PEDRO MANALAC.

(SGD.) PONCIANO SAMUS

(SGD.) EDDIE MANALAC

(SGD.) ROSE MARIE K. LAZARO

(SGD.) ENCARNACION HERNANDEZ

(SGD.) MAGDALENA DIZON

SIGNED IN THE PRESENCE OF:

(SGD) \_\_\_\_\_

(SGD) \_\_\_\_\_

#### ACKNOWLEDGMENT

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

BEFORE ME, this 7<sup>th</sup> day of April 1970 personally appeared:

<u>NAME</u>	<u>RES. CERT. NO.</u>	<u>ISSUED AT</u>	<u>DATE</u>
Fr. Florencio D. Samus	82902	Manila	Jan. 3, 1970
Teofilo Reyes, Jr.	82910	Manila	Jan. 7, 1970
Lydia V. Reyes	82920	Manila	Jan. 16, 1970
Abelardo Valenzuela, Sr.	82911	Manila	Jan. 7, 1970
Teofilo D. Reyes, Sr.	4307560	Q.C	Jan. 15, 1970
Amando G. Reyes	19447	Manila	Jan. 2, 1970
Alfred Valenzuela	5876153	Manila	May 23, 1970
Domingo F. de Guzman	4291665	Angat, Bulacan	Jan. 19, 1970

Rafael G. Reyes	4707564	Q.C	Jan. 14, 1970
Pedro Manalac	4278119	Q.C	Jan. 7, 1970
Ponciano Samus	3049179	San Pablo Isabela	March 25, 1970
Eddie Manalac	4041556	Q.C	Jan. 7, 1970
Rose Marie K. Lazaro	82901	Manila	Jan. 3, 1970
Encarnacion Hernandez	82907	Manila	Jan. 7, 1970
Magdalena Dizon	82916	Manila	Jan. 14, 1970

all of whom are known to me and to me known to be the same persons whose names are subscribed and who executed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same as an act of their free will and deed.

WITNESS MY HAND AND SEAL this 20<sup>th</sup> day of January, 1968 at Makati, Rizal.

(SGD) M.M. TABUSO  
Notary Public  
Until December 31, 1971

Doc. No. 144  
Page No. 30  
Book No. 46;  
Series of 1970.