

REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF COMMERCE AND INDUSTRY
Securities and Exchange Commission
MANILA

To ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

7443

WHEREAS, Articles of Incorporation duly signed and acknowledged for the organization of the

~~VULCAN MANUFACTURING COMPANY, INC.~~

under and in accordance with the provisions of Act of the Philippine Commission Numbered Fourteen Hundred and Fifty-nine, enacted March first, Nineteen hundred and six, as amended by Acts of the Philippine Legislature, Numbered Fifteen hundred and six, Fifteen hundred and sixty-five, Sixteen hundred and thirty, Seventeen hundred and forty-four, Eighteen hundred and thirty-four, Eighteen hundred and ninety-five, Twenty hundred and three, Twenty hundred and twelve, Twenty hundred and thirty-seven, Twenty hundred and ninety-two, Twenty-one hundred, Twenty-one hundred and thirty-five, Twenty-four hundred and fifty-two, Twenty-seven hundred and twenty-eight, Twenty-seven hundred and ninety-two, Twenty-nine hundred, Twenty-nine hundred and ninety-four, Thirty-five hundred and eighteen, Thirty-six hundred and ten, Thirty-seven hundred and forty-one, Thirty-eight hundred and forty-nine and Thirty-eight hundred and fifty, and Commonwealth Acts Numbered Two hundred and eighty-seven, and Four hundred and thirty-seven, were presented for filing in this Commission on
~~January 9, 1955~~....., and a copy of which said Articles is hereto attached:

NOW THEREFORE, by virtue of the powers and duties vested in me by law, I do hereby certify that the said Articles of Incorporation were, after due examination to determine whether they are in accordance with law, duly registered in this Commission on the ~~27th~~ day of ~~January~~, Anno Domini, Nineteen hundred and ~~fifty-three~~.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Manila, Philippines this ~~27th~~ day of ~~January~~, in the year of our Lord nineteen hundred and ~~fifty-three~~, and of the Republic of the Philippines, the ~~Seventh~~.

MARIANO G. PINEDA
Commissioner
~~XXXXXXXXXX~~
Acting Commissioner

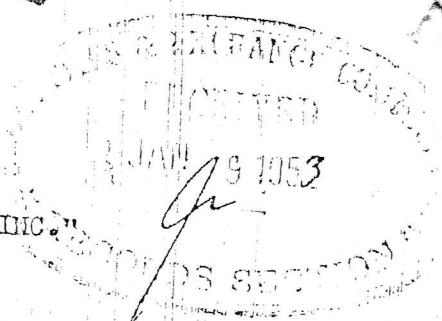
22616

JAS/anz

CERTIFIED XEROX COPY
Page ... of ... Pages
Verified by: ...

ARTICLES OF INCORPORATION
of

"VULCAN MANUFACTURING COMPANY, INC."



KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippines, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be the VULCAN MANUFACTURING COMPANY, INC..

SECOND: That the purposes of which such corporation is formed are:

PRIMARY PURPOSE

a. To engage in the manufacture and selling of sole attaching cement, industrial glues, shoe polishes, leather dressings and dies and other products essential to the shoe & leather goods industries and to conduct and carry on all business appertaining thereto;

SECONDARY PURPOSE

b. To purchase, lease or otherwise acquire such equipment, tools, materials and supplies as may be necessary for the establishment and operation of the business in which the corporation is engaged;

c. To purchase, lease, or otherwise acquire such grounds and/or buildings as the corporation may need for offices, storage rooms, display and sales rooms, or other purposes as said corporation may desire and, whenever necessary and proper to sell, convey, mortgage, encumber, or otherwise dispose of the same;

d. To engage the services of such workers, employees or agents as may be desired or needed in the conduct of the business of the corporation;

e. To acquire and undertake the whole or any part of the business,

Manuel C. Gonzales
Russell T. Elliott
Marguerite M. E. Lina
Jose Z. Bagan
Edilina Bagan
Amos delid Casano

CERTIFIED XEROX COPY
Page 2 of 7 Pages
Verified By: *[Signature]*

The preceding clauses shall be construed and interpreted as both purposes and powers, and the matters expressed in them shall, except as otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning in general terms of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another not expressed, if it be of like nature.

THIRD: That the principal office is at 116 Nueva Street, Manila, and the factory at 510 Aurora Blvd., Cubao, Quezon City, Philippines.

FOURTH: That the term for which this corporation is to exist is FIFTY (50) YEARS from and after the date of its incorporation.

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

<u>Name</u>	<u>Residence</u>
RUSSELL T. ELLIOTT (American)	510 Aurora Blvd., Quezon City
BAYANI L. ORTEGA (Filipino)	8 St. Paul St., Quezon City
ANIANO DEL ROSARIO (Filipino)	Bo. Tinabunan, Imus, Cavite
SOTERO P. TESORERO (Filipino)	Baccor, Cavite
MARGUERITE M. ELLIOTT (American)	510 Aurora Blvd., Quezon City
ESCOLASTICO M. SALAC (Filipino)	12 Riverside, San Juan, Rizal
MANUEL C. DOMINGO (Filipino)	25 E. Jacinto, Malabon, Rizal

SIXTH: That the number of directors of the corporation shall be seven (7) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows, to wit:

<u>Name</u>	<u>whose Residence is at</u>
RUSSELL T. ELLIOTT (American)	510 Aurora Blvd., Quezon City
MARGUERITE M. ALLIOTT (American)	510 Aurora Blvd., Quezon City
BAYANI L. ORTEGA (Filipino)	8 St. Paul St., Quezon City
MANUEL C. DOMINGO (Filipino)	25 E. Jacinto, Malabon, Rizal
ANIANO DEL ROSARIO (Filipino)	Bo. Tinabunan, Imus, Cavite
SOTERO P. TESORERO (Filipino)	Baccor, Cavite
ESCOLASTICO M. SALAC (Filipino)	12 Riverside, San Juan, Rizal

General C. Domingo
 Russell T. Elliott
 Marguerite M. Elliott
 Juan P. Ramos
 Juan Carlos del Rosario
 Jose Z. Basas
 Edmundo Figueroa

CERTIFIED XEROX
 Page 4 of 2
 Verified by: *[Signature]*

SEVENTH: That the amount of capital stock of the corporation is ONE HUNDRED THOUSAND (100,000.00) PESOS, and said capital is divided into ten thousand (10,000) shares at the par value of TEN (P10.00) PESOS each.

EIGHT: That the amount of capital stock which has been actually subscribed is TWENTY TWO THOUSAND SIX HUNDRED (P22,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names, to wit:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>Amount of capital Stock Subscribed</u>
RUSSELL T. ELLIOTT	510 Aurora Blvd. Q.C.	625	P6,250.00
MARGUERITE M. ELLIOTT	" " " "	100	P1,000.00
BAYANI L. ORTEGA	8 St. Paul St., Q. C.	625	P6,250.00
MANUEL C. DOMINGO	Malabon, Rizal	10	P 100.00
ANIANO DEL ROSARIO	Imus, Cavite	425	P4,250.00
ESCOLASTICO M. SALAC	San Juan, Rizal	50	P 500.00
SOTERO P. TESORERO	Bacoor, Cavite	425	P4,250.00
TOTAL -----		2260	P22,600.00

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

<u>Name</u>	<u>Residence</u>	<u>Amount paid on Subscription</u>
RUSSELL T. ELLIOTT	510 Aurora Blvd. Quezon City	P1,600.00
BAYANI L. ORTEGA	8 St. Paul St., Quezon City	1,600.00
ANIANO DEL ROSARIO	Imus, Cavite	1,100.00
SOTERO P. TESORERO	Bacoor, Cavite	1,100.00
MARGUERITE M. ELLIOTT	510 Aurora Blvd., Quezon City	250.00
ESCOLASTICO M. SALAC	San Juan, Rizal	130.00
MANUEL C. DOMINGO	Malabon, Rizal	100.00
TOTAL -----		P 5,880.00

TENTH: That BAYANI L. ORTEGA has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is 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 in its name for all subscriptions paid in by said sub-

Manuel C. Domingo
Russell T. Elliott
Marguerite M. Elliott
Manuel V. Romero
Jose Z. Bacon
Edilberto P. Pagan
Antonio del Rosario
P. L. Salac

RETIRED XEROX COPY
Page 5 of 8
Filed by

members.

IN WITNESS WHEREOF, We have hereunto set our hands this _____ of
January, 1953, in the City of Manila, Philippines.

Russell T. Elliott Marguerite Elliott
 RUSSELL T. ELLIOTT MARGUERITE ELLIOTT
 With Marital Consent: Russell Elliott
 Russell. Elliott

M. L. Ortega Aniano del Rosario
 DAYANI L. ORTEGA ANIANO DEL ROSARIO

Sotero P. Tesorero Escolastico M. Salac
 SOTERO P. TESORERO ESCOLASTICO M. SALAC

Manuel C. Domingo
 MANUEL C. DOMINGO

SIGNED IN THE PRESENCE OF :

Emiliano B. Noguera
 EMILIANO B. NOGUERA

Jose Z. Basa
 JOSE Z. BASA

REPUBLIC OF THE PHILIPPINES)
 CITY OF M A N I L A A) SS.

BEFORE ME, Notary Public for and in the City of Manila, Philippines,
 this _____ day of January, 1953, personally appeared:
RUSSELL E. ELLIOTT, with Residence Cert. No. A-0056477, issued at
 Manila, Philippines, on January 10, 1952, and ACR No. A-4395, issued at
 Manila, Philippines, on July 16, 1950;
MARGUERITE M. ELLIOTT, with Residence Certificate No. A-0056473,
 issued at Manila, Philippines, on January 10, 1952, and ACR No. A-4395
 issued at Manila, Philippines, on July 16, 1950;
BAYANI L. ORTEGA, with Residence Certificate No. A-0016163, issued
 at Manila, Philippines, on January 2, 1952;
ANIANO DEL ROSARIO, with Residence Certificate No. A-4523597, issued
 at Kawit, Cavite, on January 25, 1952:
SOTERO P. TESORERO, with Residence Certificate No. A-4825197,
 issued at Bacoor, Cavite, on January 6, 195;
ESCOLASTICO M. SALAC, with Residence Certificate No. A-4015053,
 issued at Arayat, Pampanga, on February 9, 1952; and
MANUEL C. DOMINGO, with Residence Certificate No. A-4737031, issued
 at Caloccan, Rizal, on January 3, 1952,
 to me known and known to me to be the same persons who signed the
 foregoing Articles of Incorporation of the Valean Manufacturing Company,
 Inc., and each of whom acknowledged to me that he/she freely and volun-
 tarily executed the same.

WITNESS MY HAND AND SEAL this _____ day of January, 1953, at Manila,
 Philippines.

Agustina Delante
 AGUSTINA DELANTE
 NOTARY PUBLIC
 My commission expires December 31, 195__

Doc. No. 8
 Page No. 5
 Book No. 12
 Series of 1953.

CERTIFIED XEROX COPY
 Page 6 of 7 Pages
 Verified by: R. ...

- 6 -

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) SS.

TREASURER'S AFFIDAVIT

BAYANI L. ORTEGA, being duly sworn according to law, deposes and says that on the 3rd day of January, 1953, he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock.

That of the total number of authorized shares of capital stock, TWO THOUSAND TWO HUNDRED AND SIXTY (2260) shares of stock have been actually subscribed and that of said subscription, FIVE THOUSAND EIGHT HUNDRED EIGHTY (5,880.00) PESOS has actually been transferred to him in trust and received by him for the benefit and to the credit of the corporation, and that at least twenty per centum (20%) of the entire number of authorized shares of capital stock has been subscribed and at least twenty-five per centum (25%) of the subscription has been actually paid to him in cash.

B. L. Ortega
BAYANI L. ORTEGA
Treasurer

SUBSCRIBED AND SWORN to before me this _____ day of January, 1953, at Manila, Philippines, affiant exhibiting to me his Residence Certificate No. A- 0016163, issued at Manila, Philippines, on January 2, 1953.

Agustin V. Velante
AGUSTIN V. VELANTE
NOTARY PUBLIC

My commission expires Dec. 31, 1953.

Doc. No. 9
Page No. 5
Book No. 1
Series of 1953.

