

Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. 7443

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

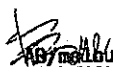
THIS IS TO CERTIFY that the amended articles of incorporation of the

VULCAN INDUSTRIAL & MINING CORPORATION
(Amending Article VII thereof)

copy annexed, adopted on October 09 & November 14, 1996 by a
~~majority vote of the Board of Directors and the vote of the stockholders owning or~~
~~representing at least two-thirds of the outstanding capital stock/and certified under oath,~~
by the Secretary and a majority of the Board of Directors of the corporation was approved
by this Office on the 16th day of June nineteen hundred
and ninety-seven, pursuant to the provisions of Section 16 of the Corporation
Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached
to the other papers pertaining to said corporation

IN WITNESS WHEREOF, I have herunto set my hand and caused the seal of this
Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 16th day
of June, in the year of our Lord nineteen hundred and ninety-seven.


SONIA H. BALLO
Director
Corporate and Legal Department



AB/mal/bb

CERTIFIED TRUE COPY
Page 1 of 13 pages MAY 12 2014
Verified by: [Signature] Date Issued: _____

SECURITIES AND EXCHANGE COMMISSION
RECEIVED
By: Jan 2 1997

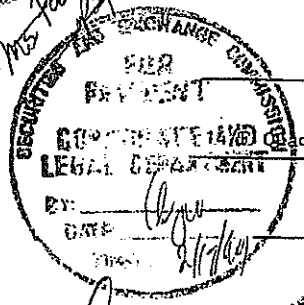
SEC COVER SHEET

Atty. B. B. B.
8-19-97

SEC NUMBER: 7443

FILE NUMBER: _____

Mrs. Pascual
2/26/97



VULCAN INDUSTRIAL & MINING CORPORATION

(Company's Full Name)

125 Pioneer Bldg., 125 Pioneer St., Mandaluyong City

(Address)

6318071

(Telephone Number)

December 31

(Fiscal Year Ending - month and day)

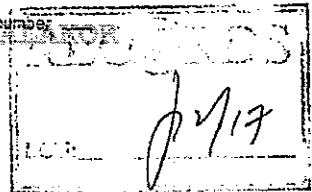
2/17/97

Directors' Certificate of Amended Articles of Incorporation of Vulcan Industrial & Mining Corporation (Form Type)

February 17, 1997

Date: 9-5-2014 Time (Period Ended Date): 3 AM
(if a report, financial statement, GIS, or related amendment or show-cause filing)

Each active secondary license type and file number (state "NONE" if that is the case)



- SEC will assign SEC No. to new companies
- SEC will assign File No. to new applications or registrations
- Companies should display the File No. on any filing which is an amendment to an application or registration

217 838

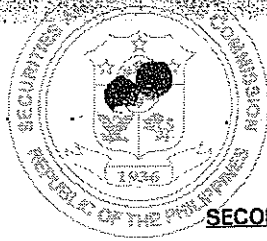
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SEC SEC 3-45P 2-17-97B55

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Page 2 of 13 pages **MAY 12 2014**
Verified by: [Signature] Date Issued: _____

**SECONDARY PURPOSE**

1. To carry on a general mercantile and commercial business, to buy, sell at wholesale and retail, import, export, and otherwise deal in and with all goods, chattels, wares, merchandise and commodities which are the lawful objects of commerce, to act as manufacturers' representative, indentor, commission merchants or in any other representative capacity for natural and juridical persons whether domestic or foreign;

2. To engage in the business of general builders or contractors, to erect, construct, rebuild, enlarge, repair, improve, and alter buildings, tenements, warehouses, factories, edifices and structures of every kind and description; and to fabricate, install, maintain, repair and operate machinery, equipment, appliances, appurtenances, accessories, fixtures and any and all materials and supplies for use in such structures or forming part thereof;

3. To search for, prospect, explore mineral ores and mineral products, to stake and locate mining claims, both placer and lode, to apply for and obtain from the government, leases, permits and other mineral concessions and such other mining properties as may be purchased by it or negotiated for operation and development;

4. To market, sell, export, convey, utilize mineral ores and mineral products, and in this connection to acquire, own, lease, establish, found, construct, install, maintain, plants, mills, apparatus, machineries and equipment for the treatment and concentration of mineral ores and mineral products for their economic utilization and to do all of the things necessary, essential, useful and convenient as incidental to or proper in its business;

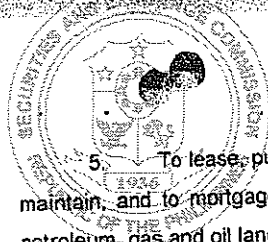
Date: 9-5-2014

User Name: TVRI ALARON

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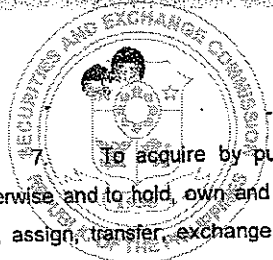
5. To lease, purchase, acquire or otherwise, to own, hold and maintain, and to mortgage, pledge, lease, sell or otherwise dispose of petroleum, gas and oil lands, concessions, leases, royalties, and permits, land and real estate of all kinds, and the oil, gas and mineral rights and interest therein, to develop such lands, concessions, lease rights and interests, and to enter into, acquire, carry out and execute contracts for drilling wells, and installation of plants, machinery and appliances, and to dispose of the products therefrom either as a raw product or to prepare said products for market and to manufacture from said products any and all marketable commodities, to construct, erect, build and lay, to purchase, lease or otherwise acquire, to own manage or in any manner dispose of or encumber plants, works, refineries, stations, systems, tank cars, boats, vessels, appliances, apparatus, devices machinery, structures, equipment, and facilities of all kinds for manufacturing, processing, preparing, concentrating, distilling, and in any manner dealing in and with gas, petroleum and other oil minerals and volatile substances, asphalt, bitumen and bituminous substances and other similar products of every kind and character for any and all purposes whatsoever, and to carry on and conduct the general business of mining, to acquire and perform all powers conferred by law on said mining business within and outside of the Philippines and including that of domestic and foreign concessions of every kind and nature, and generally to do an perform all or any of the matters aforesaid and other acts and things which in the judgment of this company may be requisite for its purpose or incidental thereto; (as amended on September 22, 1970)

Date: 9-5-2009 Time: 9:25:5 AM

6. ~~To enter into, make, perform and~~ carry on activities of every kind and for any useful purpose pertaining to the business of the corporation in any manner incident thereto, as principal, agent or otherwise, with any person, firm or association or corporation to act as general agent of any insurance company, whether domestic or foreign, or as a commercial broker, real estate, agent or factor of any person, firm or association or corporation engaged in any lawful business, industry or enterprise;

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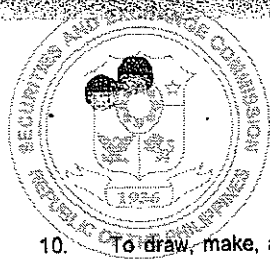
7. To acquire by purchase, exchange, assignment, gift or otherwise and to hold, own and use for investment or otherwise and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge and deal in and otherwise to operate, enjoy and dispose of any and all properties, of every kind and description and wherever situated as and to the extent permitted by law including but not limited to real estate whether improved or unimproved, agricultural and natural resources projects and any interest or right therein, as well as buildings, tenements, warehouses, factories, edifices and structures, irrigation works and other improvements, fish ponds, salt beds and other productive works, and bonds, debentures, promissory notes, shares of capital stock or other securities or obligations created, negotiated or issued by any corporation, association or other entity, foreign or domestic and while the owner, holder or possessor thereof, to exercise all the rights, power and privileges and ownership or any other interest therein, including the right to receive, collect and dispose of any and all rentals, dividends, interests, and income derived therefrom and the right to vote on any proprietary or other interest on any shares of the capital stock and upon any bonds, debentures, or other securities having voting power so owned or held;

8. To issue shares of its capital stock and of its obligations and/or options for the purchase of either thereof in payment for property acquired by the corporation or for service rendered to the corporation or

Date: 9-10-2013, 9:30 AM
for any other objects in and about its business, and to purchase, hold, sell, transfer, accept as security for loans and deal generally in shares of its capital stock and its obligations in every lawful manner;

9. To borrow money and to incur indebtedness without limit as to the amount and in excess of the capital stock of the corporation and to issue bonds, debentures, debenture stocks, warrants, notes, or other obligations therefor, and to secure the same by any lien, charge, grant, pledge, deed of trust or mortgage of the whole or any part of the real and/or personal property of the corporation then owned and/or thereafter to be acquired and/or to issue bonds, debentures, debenture stock, warrants, notes or other obligations without any such security;

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10. To draw, make, accept, endorse, guaranty, execute, and issue promissory notes, bills of exchange, drafts, warrants of all kinds, obligations and certificates and negotiable and transferable instruments with or without security and to guaranty the debts or obligations of others and provide security on bonds of others provided, however, that nothing herein shall be deemed to authorize the corporation to engage in the banking surety or bonding business;

11. To make donations of property or money to municipalities or public charities or to provide enterprise or purpose so far as it may deem necessary or helpful in connection with the accomplishment of the purpose herein stated or in the public or community interests;

12. To carry on any other lawful business which may seem to the corporation capable of being carried on, in connection with the foregoing purposes and powers or calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties and to have, enjoy and exercise all the rights, powers and privilege which are now or which may hereafter be conferred upon similar corporations organized under the laws of the Republic of the Philippines;

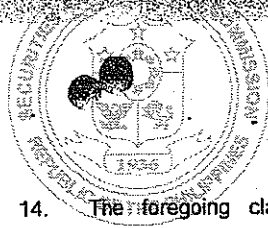
Date: 9-5-2014 Time: 9:30:51 AM

13. Without in any particular limiting the powers of the corporation, it is hereby expressly declared that the corporation shall have the power to make, perform and carry out contracts of every kind and description with any person, firm, corporation or other legal entity, whether public or private, to have one or more offices in and outside of the Philippines to conduct its business and exercise its powers, throughout and in any part of the Republic of the Philippines and/or in any and all foreign countries, states and territories;

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14. The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall be in no wise limited by reference to or influence from any other clause or any other part of the same 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 of the general purposes and powers of the corporation nor shall the expression of one thing be deemed to exclude another, although, it be of like nature not expressed. Likewise, the purposes and powers specified in each of the clauses shall not be regarded in any manner as a limitation of the powers granted or allowed to and exercisable by this corporation under the laws of the Republic of the Philippines.

THIRD: That the place where the principal office of the Corporation is to be located is at Mandaluyong, Metro Manila (as amended on September 15, 1969)

FOURTH: That the term for which the said corporation is to exist is for Fifty (50) years or for such longer period as may hereafter be authorized by the laws of the Philippines from and after the date of incorporation;

Date: 9-5-2014 Time: 9:31:53 AM

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

gov.ph

User Name: TVRI ALAKOR

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Russell T. Elliott	American	510 Aurora Blvd., Cubao, Q.C.
Bayani L. Ortega	Filipino	8 St. Paul St., Quezon City
Aniano del Rosario	Filipino	Bo. Tinabunan, Imus, Cavite
Sotero P. Tesorero	Filipino	Bacoar, Cavite
Marguerite M. Elliott	American	510 Blvd., Cubao, Q.C.
Escolastico M. Salac	Filipino	13 Riverside, San Juan, MM
Manuel C. Domingo	Filipino	25 E. Jacinto St., Malabon, Metro Manila

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Verified by: _____ Date Issued: _____



SIXTH: That the number of directors of the corporation shall be Eleven (11) 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, as amended on September 15, 1969)

*RECORDED BY:
MARI ANTONIO
6-5-97*

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Russell T. Elliott	American	510 Aurora Blvd., Cubao, Q.C.
MARGUERITE M. ELLIOTT	AMERICAN	510 AURORA BLVD. CUBAO, Q.C.
BAYANI L. ORTEGA	Filipino	8 ST. PAUL ST. QUEZON CITY
MANUEL C. DOMINGO	Filipino	25 E. JACINTO ST. MALABON BIZAL
SOTERO P. TESORERO	FILIPINO	BACOOR CAVITE
Escolastico M. Salac	Filipino	13 Riverside, San Juan, MM
ANIANO DEL ROSARIO	Filipino	IMOS CAVITE

SEVENTH: That the amount of capital stock of the Corporation is SIX HUNDRED MILLION PESOS (P600,000,000.00), Philippine currency and the said capital is divided into SIX HUNDRED MILLION (600,000,000) shares at the par value of ONE PESO (P1.00) each. (as amended on May 27, 1981, May 30, 1989, September 10, 1993 and further amended on ^{OCT. 9, 1996 AND} November 14, 1996.)

EIGHT: That the amount of capital stock which has been actually subscribed is **TWENTY TWO THOUSAND SIX HUNDRED PESOS (P22,600.00)** and the following persons have subscribed for the number of shares and amounts of capital stock set out after their respective names, to wit: (Based on original authorized capital stock)

Date: 9-5-97

ph

User Name: <u>TVRI ALAKOR</u>			
<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>Amount of Capital stock Subscribed</u>
Russell T. Elliott	510 Aurora Blvd., Cubao, Q.C.	625	P 6,250.00
Marguerite M. Elliott	510 Blvd., Cubao, Q.C.	100	1,000.00
Bayani L. Ortega	8 St. Paul St., Quezon City	625	6,250.00
Manuel C. Domingo	25 E. Jacinto St., Malabon, MM	10	100.00
Aniano del Rosario	Bo. Tinabunan, Imus, Cavite	425	4,250.00
Escolastico M. Salac	13 Riverside, San Juan, MM	50	500.00
Sotero P. Tesorero	Bacoor, Cavite	425	4,250.00
		<u>2,260</u>	<u>P22,600.00</u>

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NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set forth after their respective names: (Based on original authorized capital stock).

<u>Name</u>	<u>Residence</u>	<u>Amount Paid on Subscriptions</u>
Russel T. Elliott	510 Aurora Blvd., Cubao, Q.C.	P1,600.00
Bayani L. Ortega	8 St. Paul St., Quezon City	1,600.00
Aniano del Rosario	Bo. Tinabunan, Imus, Cavite	1,100.00
Sotero P. Tesorero	Bacoor, Cavite	1,100.00
Marguerite M. Elliott	510 Blvd., Cubao, Q.C.	250.00
Escolastico M. Salac	13 Riverside, San Juan, MM	130.00
Manuel C. Domingo	25 E. Jacinto St., Malabon,	100.00
TOTAL		<u>P 5,880.00</u>

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 subscribers.

IN WITNESS WHEREOF we have hereunto set our hands on this 8th day of January 1953, in the City of Manila, Philippines.

(Sgd.) Russel T. Elliott

(Sgd.) Marguerite M. Elliott

Date: 9-5-2014 **RUSSEL T. ELLIOTT** Time: 9:04:59 AM

MARGUERITE M. ELLIOTT

(Sgd.) Bayani L. Ortega
BAYANI L. ORTEGA

With Marital Consent:
(Sgd.) Russel T. Elliott
RUSSEL T. ELLIOTT

(Sgd.) Escolastico M. Salac
ESCOLASTICO M. SALAC

(Sgd.) Manuel C. Domingo
MANUEL C. DOMINGO

SIGNED IN THE PRESENCE OF:

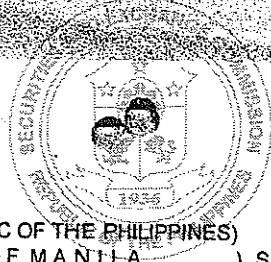
(Sgd.) Emiliano B. Noguera
EMILIANO B. NOGUERA

(Sgd.) Jose Z. Basa
JOSE Z. BASA

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Verified by: N Date Issued: _____



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

BEFORE ME, a Notary Public for and in the City of Manila, Philippines, this 8th day of January, 1953, personally appeared:

Russel T. Elliott, with his Residence Certificate No. A-0056477, issued at Manila, Philippines, on January 10, 1952.

Marguerite M. Elliott, with her Residence Certificate No. A-0058475, issued at Manila, Philippines, on January 10, 1952.

Bayani L. Ortega, with his Residence Certificate No. A-0016160, issued at Manila, Philippines, on January 2, 1952.

Aniano del Rosario, with his Residence Certificate No. A-4323597, issued at Kawit, Cavite, on January 25, 1952.

Sotero P. Tesorero, with his Residence Certificate No. A-4325197, issued at Bacoor, Cavite, on January 6, 1952.

Escolastico M. Salac, with his Residence Certificate No. A-4015053, issued at Arayat, Pampanga, on February 2, 1952.

Manuel C. Domingo, with his Residence Certificate No. A-4737031, issued at Calocan, Rizal, on January 3, 1952.

to me known and to me known to be the same persons who signed the foregoing Articles of Incorporation of the Vulcan Manufacturing Company, Inc. and each of whom acknowledged to me that he/she freely and voluntarily executed the same.

Date: 9-5-2014 Time: 9:37:44 AM

WITNESS MY HAND AND SEAL, this 8th day of January 1953 at Manila, Philippines.

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User Name: TVPS (Sgd.) Agustin V. Valante
AGUSTINO V. VALANTE
Notary Public
My commission expires until
December 31, 1953

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

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Verified by: [Signature] Date Issued: _____


**DIRECTORS' CERTIFICATE OF
 AMENDED ARTICLES OF INCORPORATION
 OF
 VULCAN INDUSTRIAL & MINING CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned Corporate Secretary and majority of the Board of Directors of VULCAN INDUSTRIAL & MINING CORP., a corporation duly organized and existing under the laws of the Philippines with principal office located at 4th Floor, Quad Alpha Centrum Building, 125 Pioneer Street, Mandaluyong, Metro Manila, do hereby certify under oath that the accompanying Amended Articles of Incorporation is a true and correct copy of the Articles of Incorporation of Vulcan Industrial & Mining Corp., as last amended in accordance with Section 16 of the Corporation Code of the Philippines, duly approved by the vote of at least majority of the Board of Directors at a meeting duly called for the purpose held on October 9, 1996 and by the vote of the stockholders owning at least two-thirds (2/3) of the entire outstanding capital stock of said corporation during their Annual Meeting held on November 14, 1996, both held at Mandaluyong, Metro Manila where the principal office of the corporation is located.

The Amendment pertains to Article Seventh of the Articles of Incorporation wherein the par value of shares was increased from P0.01 to P1.00 per share, as well as the deletion of the restriction on pre-emptive right and the authority of the Board to classify shares of stock into Class A and Class B under second and third paragraphs, including sub-paragraphs 1 and 2 thereto.

IN WITNESS WHEREOF, we hereunto have signed this Certificate at ~~MANILA~~ Metro Manila, Philippines, on this FEB 11 day of 1997 1996.


ALFREDO C. RAMOS
 Chairman


AUGUSTO B. SUNICO
 Director

ALLAN ORTIZ
 Director

Date: FEB 11 1997 Time: 9:39


PATRICK A. CADILE
 Director


MAXIMO G. LICAUGO III
 Director


CHRISTOPHER M. GOTANCO
 Director


FRANCISCO A. NAVARRO
 Director

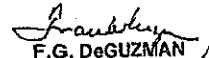
ANSELMO B. TRINIDAD, JR.
 Director


JAIME C. LAYA
 Director

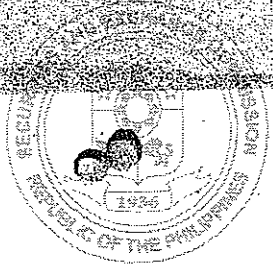
REYNALDO CALIMBAS
 Director


PRESENTACION S. RAMOS
 Director

Countersigned by:


F.G. DeGUZMAN
 Corporate Secretary

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SUBSCRIBED AND SWORN to before met this FEB 11 1997 1996 hereat
MAR 19 1997 Affiants exhibited to me their Community Tax Certificates as follows:

Name	Community Tax Cert. No.	Date/Place Issued
ALFREDO C. RAMOS ✓	<u>1914640</u>	<u>1/02/97 Manila</u>
AUGUSTO B. SUNICO ✓	<u>85336</u>	<u>4/11/96 - Mandaluyong</u>
ALLAN ORTIZ	<u> </u>	<u> </u>
PATRICK V. CAOILE ✓	<u>1704283 E</u>	<u>1/17/97 Mandaluyong</u>
MAXIMO G. LICAUCO III ✓	<u>14749703</u>	<u>1/3/96 - Manila</u>
CHRISTOPHER M. GOTANCO ✓	<u>1706025</u>	<u>1/17/97 Mandaluyong</u>
FRANCISCO A. NAVARRO ✓	<u>172014</u>	<u>1/29/97 Mandaluyong</u>
ANSELMO B. TRINIDAD, JR.	<u> </u>	<u> </u>
JAIME C. LAYA ✓	<u>12119511</u>	<u>1/18/96 Makati</u>
REYNALDO CALIMBAS	<u> </u>	<u> </u>
PRESENTACION S. RAMOS ✓	<u>1914648</u>	<u>1/02/97 Manila</u>
F.G. DeGUZMAN ✓	<u>10348684</u>	<u>Feb. 13, 1996 - Pasig City</u>

Date: 29 / 10 / 97 4:34 AM
Doc. No.:
Page No.: 60
Book No.:
Series of 1997



Carolina C. Icasiano
CAROLINA C. ICASIANO
Notary Public
Until December 31, 1997
PTR No. 2140951 April 15, 1996 Parañaque, MM
TIN-186-900-622

by: Name: TVRI ALAKOR

D.V.DC:amd/arf

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