



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. 7443

CERTIFICATE OF FILING
OF
AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Amended By-Laws of

VULCAN INDUSTRIAL & MINING CORPORATION

copy annexed, adopted on December 21, 2009 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pamba nsa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 25th day of May, Twenty Ten.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department

RA/nelly

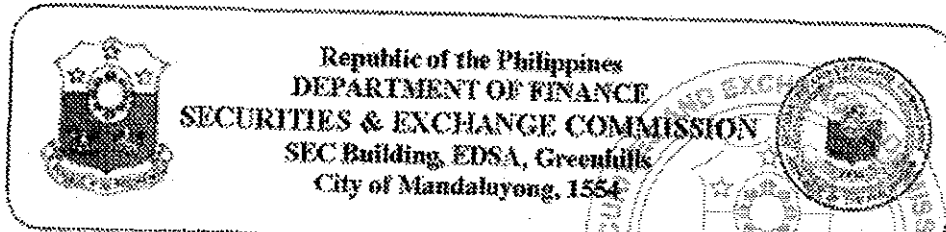
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PAYMENT ASSESSMENT FORM

No. 04222010-623750

DATE 04/22/2010	RESPONSIBILITY CENTER (DEPARTMENT) GRMD THE PHILIPPINE	
PAYOR: VULCAN INDUSTRIAL & MINING CORP. MANDALUYONG CITY		
NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT
LRF (A0823)	131	10.00
AMENDED BY LAWS	606	500.00
TOTAL AMOUNT TO BE PAID		Php 510.00
Assessed by: AMIL		
Machine Validation: #04222010-623750 Apr 22, 2010 10:10PM SEC MD: FNII		

For cash
M/S/24

20100423-13

RECORDS
Date: 9-5-2014 Time: 9:58:10 AM
LCU: _____

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COVER SHEET

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SEC Registration Number 7443

VULCAN INDUSTRIAL AND MINING CORPORATION

(Company's Full Name)

125 PIONEER ST MANDALUYONG CITY

(Business Address: No. Street City / Town / Province)

Atty Jose S. Samson Contact Person

631-027 Company Telephone Number

Month Day Fiscal Year

FORM TYPE

Month Day Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Date: 9-5-2014 Time: 9:59:43 AM

Cashier

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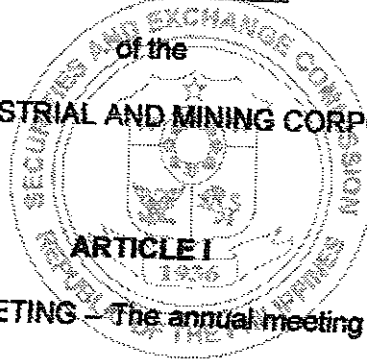
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AMENDED BY-LAWS

of the
VULCAN INDUSTRIAL AND MINING CORPORATION



ARTICLE I

SECTION 1. ANNUAL MEETING - The annual meeting of stockholders shall be held on the LAST WEDNESDAY OF MAY of each year, unless such day be a holiday in which case the meeting shall be held on the next regular day following at the principal office of the Company. The Board of Directors of the Company may provide, however, that this meeting shall be held at any other place in the Philippines and at such time as shall be specified in the notice of the meeting. (amended on April 28, 1971 and further amended on May 25, 1978).

SECTION 2. SPECIAL MEETING - Special meetings of stockholders may be called by the President, or by the order of the Board of Directors, whenever he or they shall deem it necessary, and it shall be the duty of the President to order and call such meeting whenever the holders of record of not less than one-fourth of the outstanding capital stock of the Company with the voting privilege shall in writing so request.

SECTION 3. NOTICES - Notices of the time and place of holding any annual meeting, if held otherwise than as provided in the first sentence of Section 1 of this article, or any special meeting of stockholders, shall be given either by posting the same enclosed in a postage prepaid envelope, addressed to each

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stockholder of record with voting privilege at the address left by such stockholder with the Secretary of the Company or at his last known post office address, or by delivering the same to him in person, at least ten (10) days before the date set for such meeting. The notice of every special meeting state briefly the objects of the meeting, and no other business shall be transacted at such meeting except by consent of all the stockholders with voting privileges. These by-laws shall be sufficient notice of the annual meeting, and no further notice need be given..

No notice of any meeting need be published in any newspaper or in any other medium.

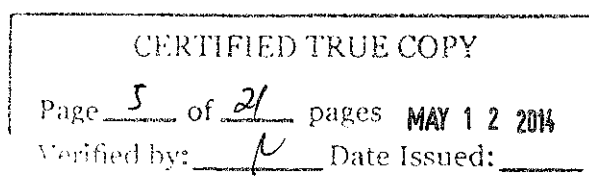
Failure to give or any defect or irregularity to giving the notice of any regular meeting shall not affect or invalidate any action taken at such meeting.

If all stockholders with voting privilege shall, in person, or by attorney or proxy appointed in writing, be present at or waive notice or any meeting shall be valid and binding.

SECTION 4. ORDER OF BUSINESS - The order of business of annual stockholders meeting shall be as follows:

- (1) Proof of the required notice of the meeting
- (2) Proof of the presence of quorum
- (3) Reading of minutes of the previous meeting and action thereon
- (4) Report of Board of Directors
- (5) Unfinished business
- (6) New business

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(7) Appointment of inspectors of election to serve until the close of the next annual meeting

(8) Election of Directors for ensuing year

The order of business to be followed at any meeting may be determined by the presiding officer or by vote of the majority in interest of the stockholders with voting privilege present represented at such meeting.

SECTION 5. VOTING – At every meeting of stockholders, every stockholder with voting privilege shall be entitled to one vote for each share of stock standing in his name on the books of the Company, provided, however, that in the case of the election of Directors, every stockholder with voting privilege shall be entitled to accumulate his votes at any meeting of stockholders may vote by proxy, provided that the proxy shall have been appointed in writing by the stockholder himself, or by his duly authorized attorney. The instrument appointing a proxy shall be exhibited to the Secretary and the inspectors of election, and shall be lodged with the Secretary at the time of the meeting if he shall so request.

SECTION 6. QUORUM – At any meeting of stockholders the holders of record for the time being of a majority of the stock of the Company then issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business, and in the presence of quorum the stockholders attending or

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represented at the time and place at which it may have been adjourned, or any officer entitled to preside at such meeting or to act as Secretary thereof, may adjourn such meeting for any period.

SECTION 7. ELECTION OF INSPECTORS - The stockholders with voting privilege may, at each annual meeting, appoint two persons (who need not be stockholders) to act as inspectors of election at all meetings of stockholders until the close of the next annual meeting. If any inspector shall refuse to serve, or neglect to attend at any meeting of stockholders or his office shall become vacant, the meeting, may appoint an inspector in his place.

SECTION 8. MINUTES - Minutes of all meetings of stockholders shall be kept and shall be carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. QUALIFICATIONS - The Board of Directors shall consist of eleven (11) members.

All directors shall be holders of at least one share of the voting stock of the Company in their own right, and at least two of the directors shall be residents of the Philippines.

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As a corporation publicly listed in the Philippine Stock Exchange (PSE), the Corporation shall conform with the requirement to have an independent director or such number of independent directors as required by law and with the procedures for the nominations and election as prescribed by law or regulations.

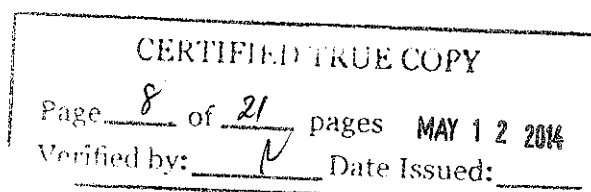
An independent director shall hold no interests or relationships with the Corporation that may hinder their independence to the Corporation or Management which may interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

An independent director shall submit to the Corporate Secretary a letter of confirmation stating that he holds no interests affiliated with the Corporation, Management or controlling shareholder at the time of his appointment and or his re-election as a director (As amended on December 21, 2009).

SECTION 2. ELECTION – The directors shall be elected annually by the stockholders at the annual meeting, and shall hold office until their successors are elected and qualified, unless removed from office as provided by law. It shall not be necessary to publish notice of the election of directors in any newspaper or in any other medium.

SECTION 3. POWERS AND QUORUM – The directors shall act only as a board and the individual directors shall have no power as such.

A majority of the whole number of the directors shall constitute a quorum for the transaction of business and every decision of a majority of a quorum assembled as a board shall be valid as a corporate act.



In the absence of a quorum, one or more directors present at the time and place for which a meeting shall have been called may adjourn any meeting from time to time until a quorum shall be present.

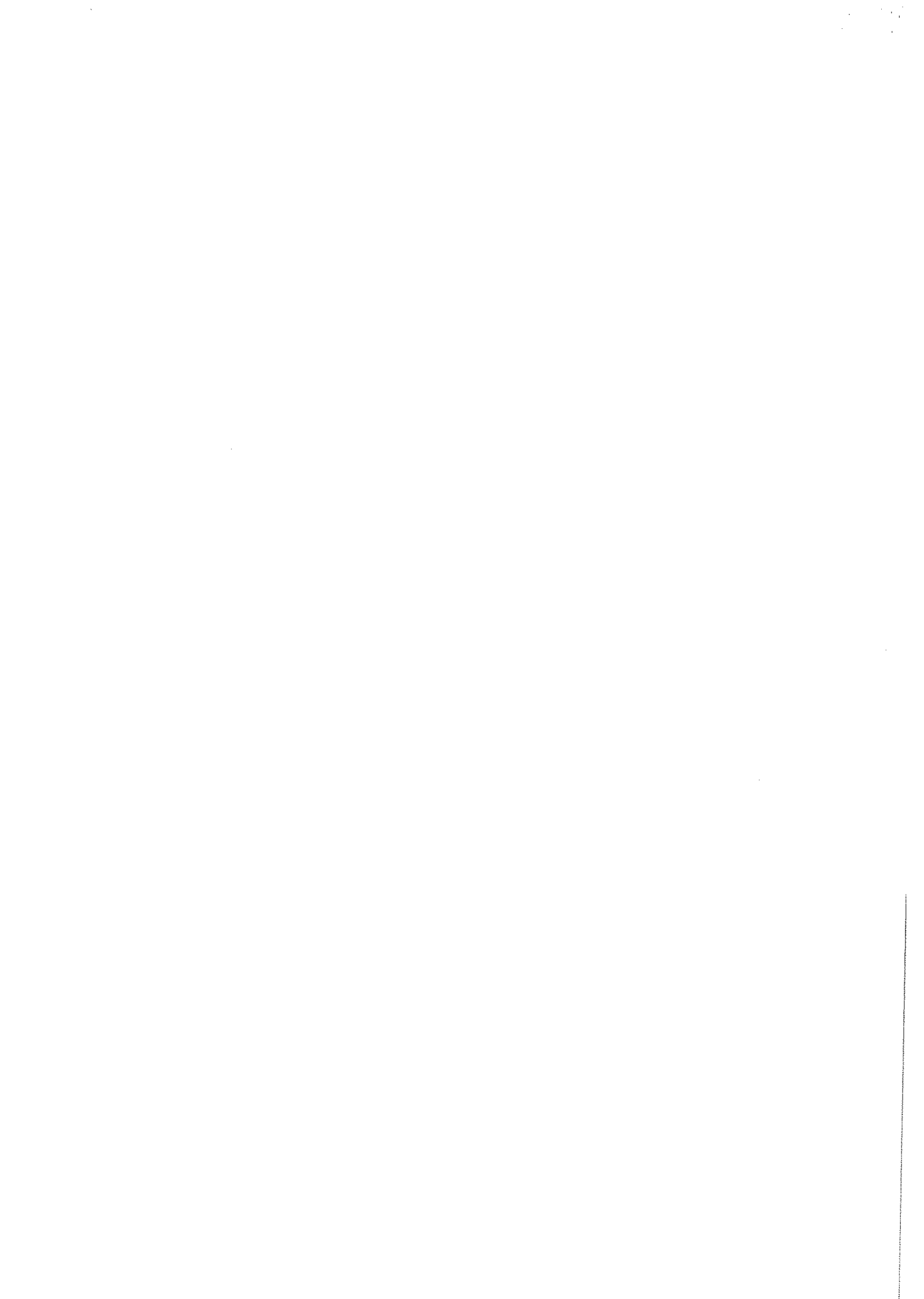
SECTION 4. DUTIES – The corporate power of the Company shall be exercised by and all the business of the Company shall be controlled by, the Board of Directors.

The Directors shall perform the duties enjoined upon them by the law and by the by-laws of the Company.

The Board of Directors may delegate to the officers, agents, and employees of the Company such powers and duties as they may deem proper and which they may be entitled by law to so delegate.

SECTION 5. MEETING - The Board of Directors shall meet as soon as practicable after the annual meeting of which directors' meeting no notice shall be required. Thereafter, regular meetings may be held at such times and places, and upon such notice as the Board of Directors by resolution may prescribe. Special meetings of the Board may be called by the President by the written request of any two directors, upon at least one day's notice of the time and place of holding meeting, given personally, or by letter, telegram or telephone. Any regular or special meeting of the Board of Directors may be held in Quezon City or at such other places either within or without the Philippines as may be designated by the Board.

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one or more Vice-Presidents, a Treasurer and a Secretary, and may from time to time appoint such other officers as they may deem proper to hold office for such terms as the Board may determine from time to time. (amended on June 15, 1977).

The Secretary shall have the qualifications required by law.

SECTION 2. COMPENSATION - The compensation of all officers elected or appointed by the Board of Directors shall be fixed by the Board.

SECTION 3. CHAIRMAN OF THE BOARD - The Chairman of the Board of Directors when present, shall preside at all meetings of stockholders and of the Board of Directors, and shall have such other powers and perform such other duties as the Board of Directors may from time to time prescribe.

SECTION 3A. VICE-CHAIRMAN - The Vice-Chairman of the Board of Directors, when present, shall preside at all meetings of stockholders and of the Board Directors in the absence of the Chairman and shall have such other powers and perform such other duties as the Board of Directors may from time to time prescribe (As added on June 15, 1977).

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SECTION 3B. PRESIDENT - The President shall be the Chief Executive officer of the Company with the power to manage and direct

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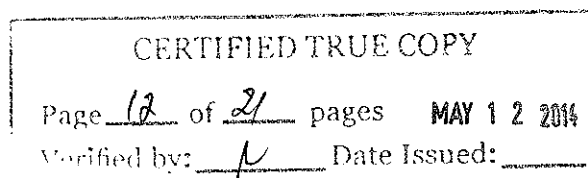
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all of the Company's business, subject only to the control of the Board of Directors and the stockholders, and the requirements of these by-laws, the Article of Incorporation and the law. In addition to such duties as may be prescribed of him by the Board of Directors he shall, in the absence or disability of the Chairman and Vice Chairman of the Board, preside at all meetings of the Board and all meetings of the stockholders of the Company (As amended on June 15, 1977).

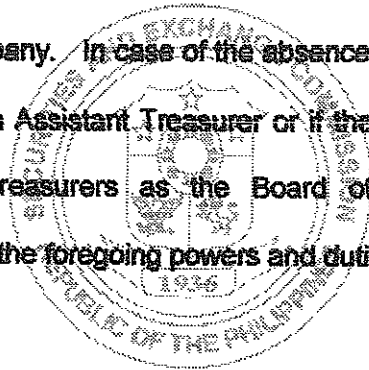
SECTION 4. GENERAL MANAGER – The Board of Directors may authorize the officers to appoint a general manager who shall serve for such period and with such compensation, authority, and duties as the officers or the Board of Directors may determine.

SECTION 5. VICE-PRESIDENT - The Vice-President shall have such powers and perform such duties as are prescribed by these by-laws and as may be required of him by the Board of Directors. In case of the absence or inability to act of the President, the Vice-President or if there be more than one, such Vice-Presidents as the Board of Directors may designate for the purpose, shall have the powers and discharge the duties of the President.

SECTION 6. SECRETARY – The Secretary shall keep the minutes of all meetings of stockholders, of the Board of Directors, after the close of each fiscal year, he shall make, or cause to make, and submit to the Board of Directors a like report for such fiscal year. He shall keep, or



cause to be kept, correct books of account of all the business and transactions of the Company. In case of the absence of the Treasurer or his ability to act, such Assistant Treasurer or if there be more than one, such Assistant Treasurers as the Board of Directors may designate, shall have all the foregoing powers and duties.



SECTION 9. POWERS, DUTIES AND COMPENSATION – The Board of Directors shall from time to time prescribe the powers and duties and fix the compensation of the officers, agents, and employees of the Company when such powers and duties are not prescribed by the laws.

ARTICLE IV

CONTRACTS AND OBLIGATIONS

SECTION 1. No agreement, contract, or obligation involving the borrowing of money or the credit or liability of the Company shall be made without the approval of the Board of Directors, except by an officer, agent or employee thereunto generally or specifically authorized by the Board of Directors.

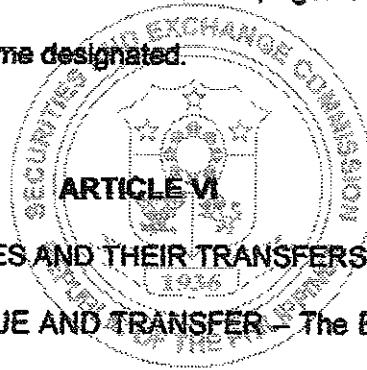
ARTICLE V

BANKS, DEPOSITARIES, CHECKS AND DRAFTS

SECTION 1. FUNDS – The funds of the Company shall be disbursed by checks or drafts, upon authorized depositaries of the

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Company signed by such officers or offices, agents or employees as the Board from time to time designated.



ARTICLE VI
SHARES AND THEIR TRANSFERS

SECTION 1. ISSUE AND TRANSFER – The Board of directors shall provide for the issue and transfer of the capital stock of the Company and shall prescribe the form of the certificate of stock. Every owner of the stock of the Company shall be entitled to a certificate of stock certifying the number of the shares owned by him. It shall be signed by the President or Vice-President and counter-signed by the Secretary or Assistant Secretary and sealed with its corporate seal. Certificate of stock shall be issued in consecutive order from the certificate books of the Company, and certificates shall be numbered in the order in which they are issued. Upon the stub of each certificate issued shall be entered the name of the person, firm or corporation owning the stock represented by such certificate, the number of shares in respect of which the certificate is issued, and in the case of cancellation, the date thereof.

Every certificate surrendered for exchange or transfer of stock shall be cancelled and affixed to the original stub in the certificate book, except in the cases provided for in Section 4 of Article VI of these by-laws.

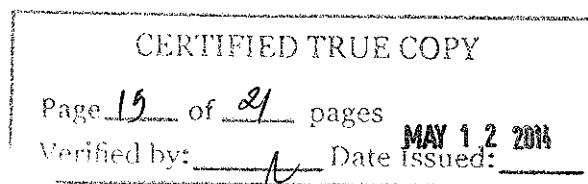
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SECTION 2. STOCK AND TRANSFER BOOK -- There shall be kept by the Secretary of the Company a book to be known as the "Stock and Transfer Book" containing the names, alphabetically arranged, of the stockholders of the Company, showing their places residence, the number of shares of stock held by them, respectively thereon, as well as all other entries required by law. Transfers of stock shall be made only on the transfer book of the Company by the holder in person, or by his duly authorized attorney, on surrender of the certificate or certificates representing the stocks to be transferred. Every power of attorney or authority to transfer stock shall be in writing duly executed and filed with the Company. The Board of Directors may appoint some suitable entity or individuals to facilitate the transfer of shares, under such regulations as the Board of Directors may from time to time prescribe.

SECTION 3. LOSS OR DESTRUCTION OF CERTIFICATES --

The Board of Directors may direct a new certificate or certificates or stock to be issued in the place of any certificate or certificates therefore issued and alleged to have been lost, stolen or destroyed. The Board of Directors, before authorizing the issuance of a new certificate or certificates may first require the owner of the stock represented by the certificate or certificates so lost, stolen or destroyed, the number of shares represented by each certificates, the serial number of the certificate and the name of the issuer.



After verifying the affidavit, as well as the other information and evidence presented by the claimant with the books of the corporation, the corporation may cause the publication once a week for three consecutive weeks in a newspaper of general circulation, notice containing the name of the corporation, the name of the registered owner, the serial number of the said certificate or certificates and the number of shares represented by each certificate and a statement that "after the expiration of one year from last publication, if no contest has been presented to the corporation regarding said certificate/certificates of stock, the right to make such interest shall be barred and the corporation shall cancel in its books certificate/certificates of stock which have been lost, stolen, or destroyed and issue in lieu thereof new certificate/certificates of stock." However, the replacement certificate shall not be delivered to the claimant within one year from the last date of publication unless, if the Board of Directors so require, the registered owner files a bond or other security which shall run for a period of one year for a sum and in such form and with such sureties as may be satisfactory to the Board of Directors. In cases where an action is pending in court regarding the ownership of the lost, stolen, or destroyed certificate, the issuance of a replacement certificate shall be suspended until final decision by the court regarding its ownership.

SECTION 4. TRANSFERS, MORTGAGES AND PLEDGES
Transferees, mortgagees, and pledgees of stock of the Company for any interest therein, shall promptly transfer the same, or register notice

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of their lien, on the books of the Company by reason of the issuance of another certificate in the name or to the order of the owner of the registered holder of the original certificate, or for any other reason. Transferees, mortgagees, and pledges of the stock of the Company, or of any interest therein, are required to ascertain from the stock certificate and stock and transfer books of the Company that the Company has no claim or defenses against the holder or registered owner of the certificate transferred, and shall hold all certificates subject to all claims or defenses noted in the stock certificate and stock transfer books of the Company.

ARTICLE VII

ADDRESSES

SECTION 1. ADDRESS - Every stockholder and transferees and every attorney and proxy for any stockholder, shall furnish the Secretary with an address at which notices of meetings and all other corporate notices from any officer of the Company may be served upon or mailed to him and in default thereof, notices may be addressed to him either at his last known address or at the office of the Company.

ARTICLE VIII

DIVIDENDS

SECTION 1. DIVIDENDS - The Board of Directors may declare dividends only from the surplus profits arising from the business of the Company.

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ARTICLE IX

CORPORATE SEAL

SECTION 1. CORPORATE SEAL - The corporate seal of the Company unless otherwise ordered by the Board of Directors shall be circular in form and shall bear the words:

**"VULCAN INDUSTRIAL AND MINING CORPORATION
INCORPORATED 1952
MANILA, PHILIPPINES"**

(As amended on June 15, 1977)

ARTICLE X

FISCAL YEAR

SECTION 1. FISCAL YEAR - The fiscal year of the Company shall begin on the 1st day of January in each year and end on the thirty-first day of December following.

ARTICLE XI

AMENDMENTS

SECTION 1. AMENDMENTS - These By-Laws or any of them may be amended or repealed at any regular meeting of the stockholders entitled to vote, or at a special meeting duly called for the purpose.

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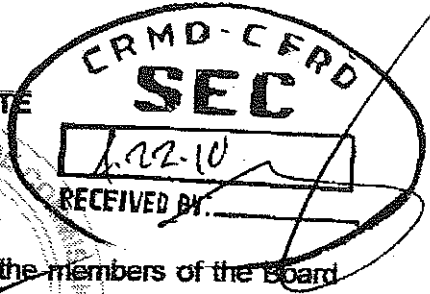
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DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the majority of the members of the Board of Directors, the President and the Corporate Secretary of VULCAN INDUSTRIAL AND MINING CORPORATION, INC. do hereby certify that the attached copy of the By-Laws of said corporation was amended by a majority vote of the directors and the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at the annual meeting of the stockholders held on December 21, 2009 at the Wack Wack Golf and Country Club, Mandaluyong City.

In witness whereof, we have hereunto signed this certificate this

29th day of March, 2010 at Mandaluyong City

ALFREDO C. RAMOS
TIN: 132-017-513
Chairman

[Signature]

PATRICK V. CAOILE
TIN: 112-021-291
Director

[Signature]

AUGUSTO B. SUNICO
TIN: 100-717-372
Director

[Signature]

FRANCISCO A. NAVARRO
TIN: 100-717-265
Director

[Signature]

CHRISTOPHER M. GOTANCO
TIN: 125-114-467
Director

[Signature]
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PRESENTACION S. RAMOS
TIN: 125-496-733
Director

ADRIAN S. RAMOS
TIN: 188-355-989
Director

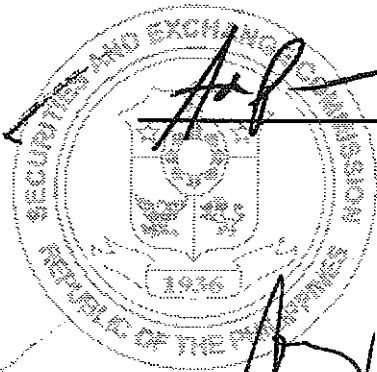
ALFREDO V. CALUB
TIN: 112-021-274
Director

CARMELITO R. ZAPANTA
TIN: 106-712-954
Independent Director

JOEL D. MUYCO
TIN: 122-548-213
Director

RENATO C. VALENCIA
118-457-420
Independent Director

JOSE S. SAMSON
121-121-108
Corporate Secretary



[Handwritten signatures and lines]

APR 22 2010

SUBSCRIBED AND SWORN to before me, this ____ day of April, 2010 at MANILA affiants exhibiting to me their Community Tax Certificates, to wit:

Alfredo C. Ramos	01486401	04Jan2010/Manila
Presentacion S. Ramos	01486402	04Jan2010/Manila
Patrick V. Caoile	15006733	12Jan2010/Mandaluyong
Augusto B. Sunico	14991768	04Jan2010/Mandaluyong
Christopher M. Gotanco	15003928	11Jan2010/Mandaluyong
Alfredo V. Calub	30015121	05Feb2010/Rodriguez, Rizal
Joel D. Muyco	24366870	08Jan2010/Antipolo, Rizal
Francisco A. Navarro	31105488	20Feb2010/Pasig City
Carmelito R. Zapanta	08164926	07Jan2010/Manila
Renato C. Valencia	20904986	22Mar2010/Muntinlupa
Adrian S. Ramos	01486406	04Jan2010/Manila

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REGISTRATION AND EXCHANGE COMMISSION
Beltrami
ATTY. BELTRAMI A. AGUILA JR
NOTARY PUBLIC
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IBP NO. 294314-01/7/2010 MLA
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