



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 ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

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

**VULCAN INDUSTRIAL & MINING
CORPORATION**

[Amending Article III thereof.]

copy annexed, adopted on December 05 2014 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 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 6th day of February, Twenty Fifteen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION
OF VULCAN INDUSTRIAL & MINING CORPORATION

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 INDUSTRIAL & MINING CORPORATION”

(As amended on September 15, 1969 and further amended on June 15, 1977.)

SECOND. - That the purposes for which the Corporation is formed are:
(As amended on March 25, 1969)

PRIMARY PURPOSE

To engage in the business of mining, oil and petroleum, industrial development and mineral processing, acquisition of mining and mineral claims, quarry and building construction, rock materials, claims for purposes of mining, oil and petroleum exploration, development, operation and exploitation, management, construction and operation of mining, milling and metallurgical projects and installations. (As amended on September 29, 2008)

SECONDARY PURPOSES

1. 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 purchase by it or negotiated for operation and development;

2. 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;

3. 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 and 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;

4. 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 manufactures' representative, indenter, commission merchants or in any other representative capacity for natural and juridical persons whether domestic or foreign;

5. To engage in the business of general builders or contractors, to erect, construct, rebuild, enlarge, repair, improve, and alter buildings, tenements, warehouse, 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;

6. To engage in and carry on any lawful manufacturing enterprises for the production of any and all goods, chattels, wares,

merchandise and commodities, to import, buy, sell at wholesale and retail and generally deal in and with all machinery, equipment, appliances and devices as well as in the raw materials and supplies acquired for such manufacturing operations and to own, lease, construct, manage, control, operate and maintain such buildings, works, workshops, laboratories, power plants, mills, factories, warehouses and other structures with the real estate necessary therefore, as may be necessary, useful or convenient in connection with said business and any other business of the Corporation;

7. 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, 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;

8. 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;

9. 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 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;

10. 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 therefore, 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;

11. 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 transferrable 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;

12. 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;

13. To carry on any other lawful activity 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;

14. 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;

15. 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. (As amended September 29, 2008)

THIRD. - That the place where the principal office of the Corporation is to be located is at Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, Philippines. (As amended on September 15, 1969 and further amended on December 5, 2014)

FOURTH. - That the term for which the Corporation is to exist shall be for another Fifty (50) years from and after January 12, 2003 which is the expiration of its original terms. (As amended on December 20, 2002)

FIFTH. - That the names and residences of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</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	Bacoor, Cavite
Marguerite M. Elliott	American	510 Aurora Blvd., Cubao, Q.C.
Escolastico M. Salac	Filipino	12 Riverside, San Juan, M.M.
Manuel C. Domingo	Filipino	25 E. Jacinto St., Malabon, Metro Manila

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)

<u>Name</u>	<u>Nationality</u>	<u>Residence</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, Rizal
Sotero P. Tesorero	Filipino	Bacoor, Cavite
Escolastico M. Salac	Filipino	13 Riverside, San Juan, M.M.
Aniano del Rosario	Filipino	Bo. Tinabunan, Imus, Cavite

SEVENTH. - That the amount of capital stock of the Corporation is Four Billion Pesos (Php4,000,000,000.00), Philippine currency, and the said capital is divided into Four Billion (4,000,000,000) common shares at the par value of ONE PESO (P1.00) each. (As amended on May 27, 1981, May 30, 1989, September 10, 1993, October 9, 1996 and November 14, 1996, and further amended on October 22, 2012 and May 29, 2013)

That all shareholders shall have no pre-emptive right with respect to issuance, re-issuances and dispositions of shares of stock of the corporation. (As amended September 29, 2008)

EIGHT. - That the amount of capital stock which has been actually subscribed is TWENTY TWO THOUSAND SIX HUNDRED PESOS (22,600.00) 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)

<u>Name</u>	<u>Address</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 Aurora 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, M.M.	10	100.00
Aniano del Rosario	Bo. Tinabunan, Imus, Cavite	425	4,250.00
Escolastico M. Salac	13 Riverside, San Juan, M.M.	50	500.00
Sotero P. Tesorero	Bacoor, Cavite	425	4,250.00
TOTAL		2,2620	P 22,600.00

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

<u>Name</u>	<u>Address</u>	<u>Amount Paid on Subscription</u>
Russell T. Elliott	510 Aurora Blvd., Cubao, Q.C.	P 1,600.00
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 Aurora Blvd., Cubao, Q.C.	250.00
Escolastico M. Salac	13 Riverside, San Juan, M.M.	130.00
Manuel C. Domingo	25 E. Jacinto St., Malabon, Metro Manila	100.00
TOTAL		P 10,000,000.00

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 subscribers.

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

(Sgd.) Russell T. Elliott
RUSSELL T. ELLIOTT

(sgd.) Marguerite M. Elliott
MARGUERITE M. ELLIOTT

(sgd.) Bayani L. Ortega

With Marital Consent
(Sgd.) Russell T. Elliott
RUSSELL 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

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:

Russell T. Elliott, with his Residence Certificate No. A-0056477, issued at Manila, Philippines, on January 19, 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 Caloocan, 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.

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

(sgd.) Agustino 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.

REPUBLIC OF THE PHILIPPINES)
MANDALUYONG CITY)

SECRETARY'S CERTIFICATE

I, **ROBERTO V. SAN JOSE**, of legal age, Filipino, with office address at the 3rd Floor The Valero Tower, 122 Valero Street, Salcedo Village Makati 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 **Vulcan Industrial & Mining Corporation** (the "CORPORATION"), a corporation duly organized and existing under the laws of the Republic of the Philippines with office address at the 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 legality of 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.

IN WITNESS WHEREOF, I have hereunto set my hand this JAN 20 2015 day of _____ at Mandaluyong City.


ROBERTO V. SAN JOSE
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JAN 20 2015 at Mandaluyong City, affiant exhibiting to me his Senior Citizen ID No. 2803136 and satisfactorily proving to me his identity through his SSS No. 03-0833142-6, that he is the same person who personally signed before me the foregoing Secretary's Certificate and acknowledged that he executed the same.

Doc. No. 26A
Page No. 54;
Book No. I;
Series of 2015.


ATTY. IRIS MARIE U. CARPIO
NOTARY PUBLIC - CITY OF MANDALUYONG
APPT. NO. 0374-14 / UNTIL DECEMBER 31, 2015
QUAD ALPHA CENTRUM, 125 PIONEER STREET
MANDALUYONG CITY 1550
PTR NO 2336114/ MANDALUYONG CITY / 01-09-15
IBP NO. 0988200 / 01-09-15 / QC CHAPTER
MCLE COMPLIANCE NO. IV-0018799 / 04-25-2013
ROLL NO. 51028 (2005)

DIRECTORS' CERTIFICATE OF AMENDMENT
OF THE AMENDED ARTICLES OF INCORPORATION



OF

VULCAN INDUSTRIAL & MINING CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned Chairman and Secretary of the Stockholders' meeting held on December 5, 2014, and at least a majority of the members of the Board of Directors of **VULCAN INDUSTRIAL & 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 amendment is in the Third Article to change the principal office from "Mandaluyong, Metro Manila" to "Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, Philippines".

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 during the annual meeting held on December 5, 2014 at The Legend Villas, Pioneer Street, Mandaluyong City; and by unanimous vote of all members of the Board of Directors at its organizational meeting held immediately thereafter on the same date and in the same venue.

IN WITNESS WHEREOF, we have hereunto set our hands on this MANDALUYONG CITY at Mandaluyong City.

ALFREDO C. RAMOS
Chairman of the Stockholders' Meeting
TIN 132-017-513

FRANCISCO A. NAVARRO
Director
TIN 100-717-288

ROBERTO V. SAN JOSE
Director / Secretary of the Stockholders' Meeting
TIN 126-470-483

CHRISTOPHER M. GOTANCO
Director
TIN 125-114-467

PRESENTACION S. RAMOS
Director
TIN 125-496-733

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


ADRIAN S. ARIAS
Director
TIN 107-439-052


IRIS MARIE CARPIO-DUQUE
Director
TIN 203-325-982


ANA MARIA A. KATIGBAK
Director
TIN 173 - 182 -955



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

SUBSCRIBED AND SWORN to before me this JAN 20 2015 at MANDALUYONG CITY affiants having exhibited to me their proof of identification as follows:

Name	Competent Proof of Identification	Place of Issue / Date of Issue or Expiry
Alfredo C. Ramos	Passport No. EB1471488	March 4, 2017/ DFA Manila
Francisco A. Navarro	Passport No. EB1856218	Feb. 03, 2011 at DFA Manila.
Christopher M. Gotanco	Passport No. EC0206506	03 Feb 2019 / DFA Manila
Presentacion S. Ramos	Passport No. EC1538607	July 03, 2019 / DFA NCR East
Adrian Paulino S. Ramos	Passport No. EB3171638	25 July 2016/ DFA Manila
Adrian S. Arias	Passport No. EC0251131	Feb. 07, 2019 / DFA NCR East
Iris Marie Carpio-Duque	Passport No. EB7104606	January 09, 2013 / DFA NCR Central
Carmelito R. Zapanta	Passport No. EB6792676	Nov. 20, 2012/ DFA NCR East
Roberto V. San Jose	Passport No. EB6079962	Manila / Aug 3, 2012 issued
Ana Maria A. Katigbak	Passport No. EB6978724	Manila / Dec 20, 2012 issued

Doc. No. 265:
Page No. 57:
Book No. I:
Series of 2014




ATTY. IRIS MARIE U. CARPIO
NOTARY PUBLIC - CITY OF MANDALUYONG
APPT. NO. 0374-14 / UNTIL DECEMBER 31, 2015
QUAD ALPHA CENTRUM, 125 PIONEER STREET
MANDALUYONG CITY 1550
PTR NO 2336114/ MANDALUYONG CITY / 01-09-15
IBP NO. 0988200 / 01-09-15 / QC CHAPTER
MCLE COMPLIANCE NO. IV-0018799 / 04-25-2013
ROLL NO. 51028 (2005)



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City
MARKETS AND SECURITIES REGULATION DEPARTMENT

January 23, 2015

VULCAN INDUSTRIAL & MINING CORPORATION

Quad Alpha Centrum
125 Pioneer Street
Mandaluyong City

Attention: **MR. ALFREDO C. RAMOS**
President

Subject: **REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:

This is in connection with your request for comment/or recommendation relative to your company's application for approval of its Amended Articles of Incorporation, which pertains to the change in the company's principal office address to Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, Philippines.

We do not interpose any objection to your application provided that once the application has been approved, the company shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.

The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change occurred or become effective.


Our Department, nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FEUZMENIO, JR.
Director

RECEIVED BY:


SIGNATURE OVER PRINTED NAME OF
AUTHORIZED REPRESENTATIVE

Vulcan Ind'l. & Mining Corp. 1/27/15
COMPANY NAME/DATE RECEIVED