

Komisyon sa mga Panagot at Palitan

(SECURITIES AND EXCHANGE COMMISSION)

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Pasig, Metro Manila

SA LAHAT NG MAKAKATUNGHAHAY NITO, BATI:

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Ito'y Nagpapatunay na ang kalakip ay tunay at buong/sipi ng mga sumusunod na kasulatang nauukol sa PACIFICA INC.:

1. CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION dated February 9, 1976;

and

2. AMENDED ARTICLES OF INCORPORATION amending Article II, Secondary Purposes of the amended articles of incorporation by adding thereto a new paragraph designated as Paragraph (9) thereof, adopted on October 10, 1975 and filed in this Commission on February 9, 1976.

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Ang/siping ito ay ibinigay ~~xxx~~ sa Pacifica, Inc. pagkabayad

ng ₱ 8.30 na may Resibong Opisyal Bldg. 7583660 na may petsang Abril 13, 1976.



SA KATUNAYAN NITO,

lumagda ako rito't ikinintal ang tatak ng Komisyon sa Maynila, Pilipinas ngayong ika-
13 ng Abril sa taon ng Ating Panginoon isang libo siyam na raan at pitumpu't-amin.

Para Sa Komisyonado:

FEDERICO A. MICLAT
Acting Administrative Officer
By: *[Signature]*
LUIS S. MONTEMAYOR
Asst. Administrative Officer

REPUBLIKA NG PILIPINAS
KAGAWARAN NG KALAKALAN
Komisyon sa mga Banagot at Palitan
(SECURITIES AND EXCHANGE COMMISSION)
MANILA
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**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

PACIFICA, INC.
(Amending Article II, Secondary Purposes of the amended articles of incorporation by adding thereto a new paragraph designated as Paragraph (9) thereof)

copy annexed, adopted on October 10, 1975 by the stockholders owning or representing at least two-thirds of the subscribed capital stock, and certified to by the President, the Secretary and a majority of the Board of Directors of the corporation was filed with this Office on the 9th day of February, nineteen hundred and seventy-six, pursuant to the provisions of Section 18 of the Corporation Law, Act 1459, as amended, and attached to the others papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Manila, Philippines, this 9th day of February, in the year of our Lord nineteen hundred and seventy-six.

JULIO A. SULIT, JR.
Deputy Securities and Exchange Commissioner

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AMENDED ARTICLES OF INCORPORATION
OF
PACIFICA, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, all Filipinos, and residents of the Philippines, on this date have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: - That the name of the corporation shall be "PACIFICA, INC."

SECOND: - That the purpose or purposes for which said corporation is made are:

PRIMARY

(As amended on December 20, 1973) 1. To engage in the discovery, exploration, development and exploitation of mineral oils and gaseous substances, gold, silver, copper, iron and other metals or metal ores, and other mineral substances: to engage in geothermal and oceanographic exploration and exploitation and to establish, maintain and manage, directly or indirectly, geothermal plants in the Philippines.

SECONDARY

2. To import, export, acquire, dispose, manufacture and otherwise deal in mining equipment, machinery,

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51

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spare parts and supplies:

3. To borrow and lend money upon security of bonds, debentures and shares of stock and other securities issued by corporation in general other than mining corporations:

4. To render technical services to persons or entities interested in engaging in the exploration, development and exploitation of mineral oils, gaseous substances, metals and other minerals in general:

5. To acquire gas and oil lands, leaseholds and other interests, 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, pipe lines and storage tanks to be used for the purpose of transporting and storing oil and gas, and to do a general pipe line and storage business:

6. To construct and maintain gas wells, oil wells and refineries, and to buy, sell, and deal in gas, oil and salt, to construct and maintain all railways, trainways, to acquire, construct, and maintain buildings, dwellings, stores, warehouses, machineries, plants, boats, roads and bridges.

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52

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mills, works and workshops, laboratories, power plants, derricks, drills, sawmills, and other effects whatsoever which the corporation may think proper to be acquired, constructed and/or operated for the pursuit of any of its purposes, to construct, maintain and operate telegraph and telephone lines convenient for the prosecution of its business, to obtain and prepare for market such other valuable minerals or materials as may be discovered in developing the lands of the company:

(As amended on December 20, 1973) 7. To invest its funds in other corporations, and in Philippine and foreign oil, mining properties and real estate.

(As amended on December 20, 1973) 8. To engage in fishing and agriculture and to deal in fishery and agricultural products.

(As amended on October 10, 1973) 9. To engage in Petrochemical manufacturing and processing of related products.

THIRD: - That the place where the principal office of the corporation is to be established shall be at any place in Makati, Rizal.

FOURTH: - That the term for which said corporation is to exist is Fifty (50) years from and after the date of incorporation.

FIFTH: - That the names and residences of the incorporators are hereinbelow itemized as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
1. Oliverio Laperal	Karuhatan, Polo, Bulacan
2. Emma L. de Laperal	- do -

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3. Go Pailian 270 Juan Luna, Manila
4. Rodolfo M. Lejano 30 New York, Cubao, Q.C.
5. Alicia Camaro 8406 Karapatan, Manila
6. Corazon Mendoza 1713 Cavite, Manila
7. George Fernandez Lee 3587 Sining St., Sta. Mesa, Manila
8. Bernardo Laperal 869 Rizal Avenue, Manila
9. Wilfrido C. Tesson 885 Lee St., Mandaluyong, Rizal
10. Carmelo Sison 43 South 10th St., Quezon City
11. John Litton 610 Juan Luna, Manila
12. Juan Limjoco 7 Nebraska, Manila
13. Alberto P. Javier 45 Cresta, Sta. Mesa Heights, Q.C.
14. Antonio Nieva 8 Banaba Circle, Forbes Park, Rizal
15. Alfonso Yuchangco Yuchangco Bldg., Rosario, Manila

SIXTH: - That the number of directors of the said corporation shall be seven and that the residences of the directors of said corporation who are to serve until their successors are elected and qualified as provided for by the By-Laws of the corporation are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
1. Oliverio Laperal	Karuhatan, Polo, Bulacan
2. Emma L. de Laperal	- do -
3. Go Pailian	270 Juan Luna, Manila
4. Wilfrido C. Tesson	675 Lee St., Mandaluyong, Rizal
5. George F. Lee	3587 Sining, Sta. Mesa, Manila
6. Juan Limjoco	7 Nebraska, Manila
7. Rodolfo M. Lejano	30 New York, Cubao, Q. C.

SEVENTH: - That the capital stock of the corporation is TWO HUNDRED MILLION PESOS (P200,000,000.00), Philippine Currency divided into THIRTY-TWO MILLION (32,000,000,000) Common Class "A" shares with a par value of ONE-HALF CENTAVO (P.005), Philippine Currency per share, with a total par value of ONE HUNDRED SIXTY MILLION PESOS (P160,000,000.00), Philippine Currency

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and EIGHT MILLION (8,000,000,000) Common Class "B" shares with a par value of ONE-HALF CENTAVO (0.005), Philippine Currency per share, with a total par value of FORTY MILLION PESOS (P40,000,000.00), Philippine Currency.

A. That the Common Class "A" shares and Common Class "B" shares shall have the same rights and privileges, except that the Common Class "A" shares shall be issued and/or sold only to citizens of the Philippines or to corporations at least sixty per cent (60%) of the capital of which is owned by citizens of the Philippines, while the Common Class "B" shares shall be issued or sold to any person or corporation irrespective of citizenship; Provided, that a stockholder who is a Filipino citizen holding Common Class "B" shares is entitled at any time to convert his Common Class "B" shares to Common Class "A" shares in the manner provided for in the by-laws.

Any issuance or sale or transfer of Common Class "A" shares, whether voluntary or by operation of law, to persons or corporations not qualified to acquire such shares shall be null and void and shall not be registerable in the books of the Corporation. In the event that the Corporation finds that a holder of Common Class "A"

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shares is not qualified or has, in any manner, lost his/its qualification to own such shares of stock, then the corporation shall either (a) require the holder thereof to convert such Common Class "A" shares to Common Class "B" shares or designate other person who is qualified to purchase the same at the prevailing market value of such shares in the Manila or Makati Stock Exchanges at the closing or trading day immediately preceding the date of purchase.

B. That no stockholder of this Corporation shall have any pre-emptive or preferential right of subscription to any class of shares of stock of this Corporation or to any obligation convertible into shares of stock issued or sold by the Corporation. Acceptance of shares of stock of this Corporation shall be a waiver of any such pre-emptive or preferential right to subscribe to any or all classes of shares of stock of this Corporation.

The foregoing conditions shall be printed on the stock certificate to be issued by the Corporation.

EIGHT: - That the amount of said capital stock which has been actually subscribed is ONE HUNDRED AND THIRTY THOUSAND PESOS (P130,000.00) and the following

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persons have subscribed for the number of shares and amount of the capital stock set forth after their respective names, to wit:

<u>NAMES</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
1. Oliverio Laperal	10,000	P 10,000.00
2. Emma L. de Laperal	5,000	5,000.00
3. Ge Pailian	10,000	10,000.00
4. Rodolfo M. Lejano	10,000	10,000.00
5. Alicia Camero	10,000	10,000.00
6. Cerason Mendoza	10,000	10,000.00
7. Bernardo Laperal	5,000	5,000.00
8. George F. Lee	5,000	5,000.00
9. Wilfrido C. Tecson	5,000	5,000.00
10. Alfonso Yuchongco	5,000	5,000.00
11. Julieta Cañonca	10,000	10,000.00
12. Carmelo Sison	10,000	10,000.00
13. John Litton	5,000	5,000.00
14. Juan Linjuco	10,000	10,000.00
15. Alberto P. Javier	10,000	10,000.00
16. Antonio Nieva	<u>10,000</u>	<u>10,000.00</u>
T o t a l	130,000	P130,000.00

NINTH: - That the following persons have paid on the shares of the capital stock for which they have subscribed the amounts set forth under their respective names itemized as follows:

<u>NAME</u>	<u>AMOUNT</u>
1. Oliverio Laperal	P 5,000.00
2. Emma L. de Laperal	2,500.00

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3. Go Pailian	P 5,000.00
4. Rodolfo M. Lejano	5,000.00
5. Alicia Camaro	5,000.00
6. Gerason Mendoza	5,000.00
7. Bernardo Laperal	2,500.00
8. George Fernandez Lee	2,500.00
9. Wilfrido C. Tesson	2,500.00
10. Alfonso Yuchengco	2,500.00
11. Julieta Cañona	5,000.00
12. Carmelo Sison	5,000.00
13. John Litton	2,500.00
14. Juan Limjuco	5,000.00
15. Alberto P. Javier	5,000.00
16. Antonio Nievn	<u>5,000.00</u>
T o t a l	P65,000.00

TENTH: - That EMMA LITTON LAPERAL has been elected as Treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws of the Corporation and that said Treasurer has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by the said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of August, 1957, in the City of Manila, Philippines.

(SGD.) OLIVERIO LAPERAL

(SGD.) EMMA L. DE LAPERAL

(SGD.) GO PAILIAN

(SGD.) RODOLFO M. LEJANO

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(SGD.) ALICIA CAMARO

(SGD.) CORAZON MENDOZA

(SGD.) GEORGE F. LEE

(SGD.) BERNARDO LAPERAL

(SGD.) WILFRIDO C. TEOSON

(SGD.) CARMELO SISON

(SGD.) JOHN LITTON

(SGD.) JUAN LIMJOCO

(SGD.) ALBERTO P. JAVIER

(SGD.) ANTONIO NIEVA

(SGD.) ALFONSO YUCHINGCO

SIGNED IN THE PRESENCE OF :

(SGD.) ILLEGIBLE

(SGD.) ILLEGIBLE

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

BEFORE ME, the undersigned Notary Public in and
for the City of Manila, Philippines, personally appeared:

RESIDENCE CERTIFICATES

<u>NAME</u>	<u>NUMBER</u>	<u>DATE</u>	<u>PLACE</u>
1. Oliverio Laperal	A-0069988	2/5/57	Manila
2. Emma L. de Laperal	A-0069989	1/5/57	Manila
3. Co Pailian	A-0119119	1/9/57	Manila
4. Rodolfo Lejano	A-4641589	1/14/57	Quezon City
5. Alice Camaro	A-0315052	2/20/57	Manila
6. Corazon Mendoza	A-0389217	7/24/57	Manila
7. George F. Lee	A-0071587	2/2/57	Manila
8. Bernardo Laperal	A-8069986	1/5/57	Manila
9. Wilfrido C. Teoson	A-0011411	1/7/57	Manila
10. Carmelo Sison	A-4627393	1/2/57	Manila
11. John Litton	A-4611030	2/6/57	Sanlaluyong, kinal
12. Juan Limjoco	A-0134804	1/11/57	Manila

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- 12. Alberto P. Javier A-0001072 1/2/57 Manila
- 14. Antonio Nieva A-4714967 2/19/57 Pasay City
- 13. Alfonso Yuchengco A-0255374 2/12/57 Manila

all known to me and to me known to be the very same persons whose names appear as among the incorporators of the foregoing Articles of Incorporation and all of them have individually acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND official seal this 16th day of August, 1957, in Manila, Philippines.

(SGD.) CARLOS S. CANALINDA
Notary Public
Until December 31, 1957

Dec. No. 84
Page No. 18
Book No. VII
Series of 1957

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DIRECTOR'S CERTIFICATE


KNOW ALL MEN BY THESE PRESENTS :


That we, the undersigned President and Secretary and at least a majority of the Directors of Pacific, Inc., do hereby certify that in the special stockholders' meeting held and regularly convened on October 10, 1975 at which quorum was present, more than two-thirds (2/3) of the entire corporate capital stock subscribed and entitled to vote, approved the amendment of the Article of Incorporation by virtue of the resolution which was duly passed and adopted in said meeting, according to which, the corporation is authorized to engage in Petrochemical manufacturing and processing of related products, thereby adding to the secondary purposes, the following:


"9. To engage in petrochemical manufacturing and processing of related products."

That attached hereto is the true and correct copy of the Articles of Incorporation, as amended.

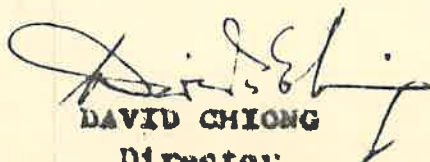
IN WITNESS WHEREOF, we have hereunto set our hands, and the President and the Secretary have countersigned the same, this 10th day of November, 1975 at Makati, Rizal, Philippines.


RODRIGO M. REJANO
Director
Tax Acct. No. 1833-043-1


OLIVERIO L. IMPERIAL
Director
Tax Acct. No. 3212-040-4


STANLEY KLEIN
Director
Tax Acct. No. 2738-465-0

MARTIN TANHUANCO
Director
Tax. Acct. No. 1642-032-5


DAVID CHIONG
Director
Tax Acct. No. 3018-226-5

13



COUNTERSIGNED:

Oliverio Laperal
OLIVERIO LAPERAL
President and Chairman
of the Board
Tax Acct. No. 1309-500-5

Prudencio P. Hallari
PRUDENCIO P. HALLARI
Corporate Secretary
Tax Acct. No. 1355-471-9

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