

REPUBLICA NG PILIPINAS
KAGAWARAN NG KALAKALAN AT INDUSTRIYA
KOMISYON SA MGA PANAGOT AT PALITAN
(SECURITIES AND EXCHANGE COMMISSION)
MAYNILA

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 VII of the amended articles of incorporation thereof)

copy annexed, adopted on December 21, 1973 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 4th day of December, nineteen hundred and seventy-three, pursuant to the provisions of Section 18 of the Corporation Law, Act 1459, as amended, and attached to the other 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 4th day of December, in the year of our Lord nineteen hundred and seventy-three.

ARCADIO B. YABYABIN
Securities and Exchange Commissioner

RECEIVED ORIGINAL

By
RS: lat
Address

Date

Dec. 3/73

Released by
Incorporation

8th Floor, ADC Bldg., Ayala Ave., MAKATI

12-4-73

AMENDED ARTICLES OF INCORPORATION
OF
PACIFICA, INC.

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:

P R I M A R Y

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;

S E C O N D A R Y

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

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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, tramways, to acquire, construct, and maintain buildings, dwellings, stores, warehouses, machineries, plants, boats, roads and bridges, mills, works and workshops, laboratories, power plants, derricks, drills, sawmills, and other

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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.

THIRD: - That the place where the principal office of the corporation is to be established shall be at 944 Rizal Avenue, Manila.

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 -
3. Go Pailian	270 Juan Luna, Manila
4. Rodolfo M. Lejano	50 New York, Cubao, Quezon City
5. Alicia Camaro	8406 Karapatan, Manila
6. Corazon Mendoza	1713 Cavite, Manila
7. George Fernandez Lee	3587 Sining, Sta. Mesa, Manila
8. Bernardo Laperal	869 Rizal Avenue, Manila
9. Wilfrido C. Tecson	885 Lee St., Mandaluyong, Rizal
10. Carmelo Sison	43 South 10th St., Quezon City
11. John Litton	610 Juan Luna, Manila
12. Juan Limjuco	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

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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. Tecson	675 Lee St., Mandaluyong, Rizal
5. George F. Lee	3587 Sining, Sta. Mesa, Manila
6. Juan Limjuco	7 Nebraska, Manila
7. Rodolfo M. Lejano	50 New York, Cubao, Quezon City

SEVENTH: - That the capital stock of the corporation is TWO HUNDRED MILLION PESOS (P200,000,000.00), Philippine Currency divided into THIRTY-TWO BILLION (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 and EIGHT BILLION (8,000,000,000) Common Class "B" shares with a par value of ONE-HALF CENTAVO (P.005), Philippine Currency per share, with a total par value of FORTY MILLION PESOS (P40,000,000.00), Philippine Currency.

(As Amended on December 21, 1971)

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

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to corporations at least sixty percent (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 persons or corporations 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" 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

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value of such shares in the Manila or Makati Stock Exchange 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 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.

(Subs. based on the Orig. Auth. Cap. 5/2)

EIGHTH: - 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 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	₱ 10,000.00
2. Emma L. de Laperal	5,000	5,000.00
3. Go Pailian	10,000	10,000.00
4. Rodolfo M. Lejano	10,000	10,000.00
5. Alicia Camaro	10,000	10,000.00
6. Corazon Mendoza	10,000	10,000.00

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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 Yuchengco	5,000	5,000.00
11.	Julieta Canonoa	10,000	10,000.00
12.	Carmelo Sison	10,000	10,000.00
13.	John Litton	5,000	5,000.00
14.	Juan Limjuco	10,000	10,000.00
15.	Alberto P. Javier	10,000	10,000.00
16.	Antonio Nieva	10,000	10,000.00
	T o t a l	130,000	₱130,000.00

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	₱ 5,000.00
2. Emma L. de Laperal	2,500.00
3. Go Pailian	5,000.00
4. Rodolfo M. Lejano	5,000.00
5. Alicia Camaro	5,000.00
6. Corazon Mendoza	5,000.00
7. Bernardo Laperal	2,500.00
8. George Fernandez Lee	2,500.00
9. Wilfrido C. Tecson	2,500.00
10. Alfonso Yuchengco	2,500.00
11. Julieta Canonoa	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 Nieva	5,000.00
	₱65,000.00

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

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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

(SGD.) ALICIA CAMARO (SGD.) CORAZON MENDOZA

(SGD.) GEORGE FERNANDEZ LEE (SGD.) BERNARDO LAPERAL

(SGD.) WILFRIDO C. TECSON (SGD.) CARMELO SISON

(SGD.) JOHN LITTON (SGD.) JUAN LIMJUCO

(SGD.) ALBERTO P. JAVIER (SGD.) ANTONIO NIEVA

(SGD.) ALFONSO YUCHENGCO

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:

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RESIDENCE CERTIFICATES

<u>NAME</u>	<u>NUMBER</u>	<u>DATE</u>	<u>PLACE</u>
1. Oliverio Laperal	A-0069988	1/5/57	Manila
2. Emma L. de Laperal	A-0069989	1/5/57	Manila
3. Go Pailian	A-0119119	1/9/57	Manila
4. Rodolfo M. Lejano	A-4641589	1/14/57	Quezon City
5. Alicia Canonoa	A-0315052	2/20/57	Manila
6. Corazon Mendoza	A-0389217	7/24/57	Manila
7. George Fernandez Lee	A-0071587	2/2/57	Manila
8. Bernardo Laperal	A-0069986	1/5/57	Manila
9. Wilfrido C. Tecson	A-0011411	1/7/57	Manila
10. Carmelo Sison	A-4627393	1/2/57	Manila
11. John Litton	-4611080	2/6/57	Mandaluyong, Rizal
12. Juan Limjuco	A-0134804	1/11/57	Manila
13. Alberto P. Javier	A-0001072	1/2/57	Manila
14. Antonio Nieva	A-4714963	2/19/57	Pasay City
15. 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. GANALINDA
NOTARY PUBLIC
Until December 31, 1958

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