

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
Philcomcen Building, Ortigas Avenue
Pasig, Metro-Manila

**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, paragraph (8)
Secondary Purpose and by adding thereto
a new paragraph designated as Paragraph
(10) of the amended articles of incorpo-
ration thereof)

*copy annexed, adopted on December 17, 1976, 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 cor-
poration was filed with this Office on the 11th day of October
nineteen hundred and seventy-seven, 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 ^{Pasig, Metro} Manila, Philippines, this 11th day of October
in the year of our Lord nineteen hundred and seventy-seven.**

[Signature]
JULIO A. SULIT, JR.
Associate Commissioner



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, deve-
lopment and exploitation of mineral oils and gaseous sub-
stances, 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 indi-
rectly, geothermal plants in the Philippines:

(As Amended
on Dec. 20, 1973)

S E C O N D A R Y

2. To import, export, acquire, dispose, manufac-
ture and otherwise deal in mining equipment, machinery,

(Continued on next page)

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 of 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 to 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, mills, works and workshops, laboratories,

(Continued on next page)

power plants, derricks, drills, derricks, 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
Dec. 20, 1973)

7. To invest its funds in other corporations, and in Philippine and foreign oil, mining properties and real estate.

(As Amended on
Dec. 17, 1976)

8. To engage in fishing, agriculture, farming including but not limited to planting, cultivating and harvesting of palm oil trees, coconut trees, sugar, coffee, sugar cane, flowering plants and other agricultural products.

(As Amended on
Oct. 10, 1975)

9. To engage in Petrochemical manufacturing and processing of related products.

(As Amended on
Dec. 17, 1976)

10. To manufacture, buy, sell, export deal in, and to engage in, conduct and carry on the business of manufacturing garments such as but not limited to men's, women's and children's clothing and wearing apparel of every kind, nature and description and kindred lines pertaining to the apparel industry.

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>NAME</u>	<u>RESIDENCES</u>
1. Oliverio Laperal	Karubatan, Polo, Bulacan
2. Eusebio L. Laperal	- do -
3. Go Pailian	270 Juan Luna, Manila
4. Rodolfo H. Lazano	50 New York, Cebu, Q. C.
5. Alicia Camero	8406 Karubatan, Manila
6. Gerason Mendona	1713 Cavite, Manila
7. George Fernandez Lee	3587 Sining St. Sta. Mesa, Manila
8. Bernardo Laperal	369 Rizal Avenue, Manila
9. Wilfrido C. Tesson	885 Lee St. Mandaluyong, Rizal
10. Carmelo Sison	43 South 10th St. Q. C.
11. John Litton	610 Juan Luna, Manila
12. Juan Limjoco	7 Hobbeske, Manila
13. Alberto P. Javier	45 Cresta, Sta. Mesa Heights, Q.C.
14. Antonio Nieva	8 Banana 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	Karubatan, Polo, Bulacan
2. Eusebio L. Laperal	- do -
3. Go Pailian	270 Juan Luna, Manila

<u>NAME</u>	<u>RESIDENCES</u>
4. Wilfrido C. Teeson	673 Lee St. Mandaluyong, Rizal
5. George F. Lee	3587 Sining, Sta. Mesa, Manila
6. Juan Linjaco	7 Hebranes, Manila
7. Rodolfo M. Lojano	50 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 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.

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 registrable 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 of Common Class "A" to convert 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

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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 in 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>NAME</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
1. Clemente Laperal	10,000	P 10,000.00
2. Emma L. Laperal	5,000	5,000.00
3. Go Pailian	10,000	10,000.00
4. Redolfo M. Lejano	10,000	10,000.00
5. Alicia Canaro	10,000	10,000.00
6. Cerazon 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. Tesson	5,000	5,000.00

	<u>NAME</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
10.	Alfonso Yuchengco	5,000	P 5,000.00
11.	Julieta Cañones	10,000	10,000.00
12.	Carmelo Sison	10,000	10,000.00
13.	John Litton	5,000	5,000.00
14.	Juan Linjaco	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	P130,000.00

NOTE: - 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. Laperal	2,500.00
3.	Go Pailian	5,000.00
4.	Rodolfo M. Lajano	5,000.00
5.	Alicia Camaro	5,000.00
6.	Corazon Mendoza	5,000.00
7.	Bernardo Laperal	2,500.00
8.	George F. Lee	2,500.00
9.	Wilfrido C. Tesson	2,500.00
10.	Alfonso Yuchengco	2,500.00
11.	Julieta Cañones	5,000.00
12.	Carmelo Sison	5,000.00
13.	John Litton	2,500.00

NAME	AMOUNT
14. Juan Linjaco	P 5,000.00
15. Alberto P. Javier	5,000.00
16. Antonio Nieva	5,000.00
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TOTAL	P 65,000.00

THIRD: - That EMMA L. 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. LAPERAL

(SGD.) GO PALLIAN

(SGD.) RODOLFO M. LEJANO

(SGD.) ALICIA CAMARO

(SGD.) CORAZON MENDOZA

(SGD.) GEORGE V. LEE

(SGD.) BERNARDO LAPERAL

(Continued on next page)

(SGD.) WILFREDO C. TECSON

(SGD.) CARMELO SISON

(SGD.) JOHN LITTON

(SGD.) JUAN LIMJOCO

(SGD.) ALBERTO P. JAVIER

(SGD.) ANTONIO NIEVA

(SGD.) ALFONSO YUCHENGCO

SIGNED IN THE PRESENCE OF :

(SGD.) ILLEGIBLE

(SGD.) ILLEGIBLE

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

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	1/5/57	Manila
2. Emma L. 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 Camero	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. Tecson	A-0011411	1/7/57	Manila
10. Carmelo Sison	A-4627393	1/2/57	Manila
11. John Litton	A-4611080	2/6/57	Mandaluyong, Rizal
12. Juan Limjoco	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

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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. SANALENDA
Notary Public
Until December 31, 1957

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