

REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF COMMERCE AND INDUSTRY

Securities and Exchange Commission
MANILA

013039

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

DUPLICATE

WHEREAS, Articles of Incorporation duly signed and acknowledged for the organization of the **PACIFICA, INC.**

under and in accordance with the provisions of Act of the Philippine Commission Numbered Fourteen Hundred and Fifty-nine, enacted March first, Nineteen hundred and six, as amended by Acts of the Philippine Legislature, Numbered Fifteen hundred and six, Fifteen hundred and sixty-five, Sixteen hundred and thirty, Seventeen hundred and forty-four, Eighteen hundred and thirty-four, Eighteen hundred and ninety-five, Twenty hundred and three, Twenty hundred and twelve, Twenty hundred and thirty-seven, Twenty hundred and ninety-two, Twenty-one hundred, Twenty-one hundred and thirty-five, Twenty-four hundred and fifty-two, Twenty-seven hundred and twenty-eight, Twenty-seven hundred and ninety-two, Twenty-nine hundred, Twenty-nine hundred and ninety-four, Thirty-five hundred and eighteen, Thirty-six hundred and ten, Thirty-seven hundred and fifty-one, Thirty-eight hundred and forty-nine and Thirty-eight hundred and fifty, and Commonwealth Acts Numbered Two hundred and eighty-seven, and Four hundred and thirty-seven, were presented for filing in this Commission on August 21, 1937, and a copy of which said Articles is hereto attached:

Now, THEREFORE, by virtue of the powers and duties vested in me by law, I do hereby certify that the said Articles of Incorporation were, after due examination to determine whether they are in accordance with law, duly registered in this Commission on the 2nd day of September, Anno Domini, Nineteen hundred and 1937.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Manila, Philippines this 2nd day of September, in the year of our Lord nineteen hundred and 1937 and of the Independence of the Philippines, the 21st.

Mariano P. Paredes
MARIA P. PAREDES

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VERIFIED BY: [Signature]

ARTICLES OF INCORPORATION

of

"PACIFICA, INC."

MICROFILMED
SERIALIZED
INDEXED

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

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;

Secondary

2.- To import, export, acquire, dispose, manufacture and otherwise deal in mining equipment, machinery, spare parts and supplies;

3.- To borrow and lend money upon security of bonds, debentures and shares of stock and other securities

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issued by corporations in general other than mining corporations;

MICROFILMED

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 purposes of transporting and storing oil and gas, and to do a general pipe line and a 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 oil railways, tramways; to acquire, construct, and maintain buildings, drillings, stores, warehouses, manufacturing plants, boats, roads and bridges, 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;

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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 hereinafter itemized as follows:

NAME	RESIDENCE
1. Oliverio Laperal	Marikina, Para, Bulacan
2. Juan L. de Laperal	- do -
3. G. Pailian	270 Juan Lane, Manila
4. Radolfo M. Lejano	50 New York, Cebu, P. C.
5. Alicia Gumero	2000 Marikina, Manila
6. Cayetano Mendon	1712 Cavite, Manila
7. George Fortunato Lee	2007 Alibon, Sta. Mesa, Manila
8. Eusebio Laperal	600 Rizal Avenue, Manila
9. Wilfrido C. Tossen	625 Lee St., Mandaluyong, Rizal
10. Gumalo Pison	45 South, 10th St., P. C.
11. John Litter	610 Juan Lane, Manila
12. Juan Linjaco	7 Hebrons, Manila
13. Alberto F. Javier	45 Grant, 9th. West Heights, C.C.
14. Antonio Niava	6 Manda Circle, Forbes Park, Manila, Rizal
15. Alfonso Yuchango	Yuchango Bldg., Maric, Manila

SIXTH - That the number of directors of the said corporation shall be seven and that the residence 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:

NAME	RESIDENCE
1. Oliverio Laperal	Marikina, Para, Bulacan
2. Juan L. de Laperal	- do -
3. G. Pailian	270 Juan Lane, Manila
4. Wilfrido C. Tossen	675 Lee St., Mandaluyong, Rizal
5. George F. Lee	2007 Alibon, Sta. Mesa, Manila
6. Juan Linjaco	7 Hebrons, Manila
7. Radolfo M. Lejano	50 New York, Cebu, P. C.

SEVENTH - That the authorized capital stock of the corporation shall be SIX HUNDRED FIFTY THOUSAND (P65,000.00) PESOS divided into SIX HUNDRED FIFTY THOUSAND

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(500,000) SHARES with a par value of ONE (P1.00) PESOS per share.

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

NAME	No. of Shares	AMOUNT
1. Oliverio Laperal	10,000	P 10,000.00
2. Juan L. de Laperal	5,000	5,000.00
3. Go Fallian	10,000	10,000.00
4. Rodolfo H. Lejano	10,000	10,000.00
5. Alicia Gamero	10,000	10,000.00
6. Gerason Mendosa	10,000	10,000.00
7. Bernarndo Laperal	5,000	5,000.00
8. George Fernandez Lee	5,000	5,000.00
9. Wilfrido G. Tesson	5,000	5,000.00
10. Alfonso Yuchengco	5,000	5,000.00
11. Julieta Gansino	10,000	10,000.00
12. Carmelo Nison	10,000	10,000.00
13. Juan Litter	5,000	5,000.00
14. Juan Linjano	10,000	10,000.00
15. Alberto P. Javier	10,000	10,000.00
16. Antonio Nison	10,000	10,000.00
Total	130,000	P 130,000.00

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:

NAME	AMOUNT
1.- Oliverio Laperal	P 5,000.00
2.- Juan L. de Laperal	2,500.00
3.- Go Fallian	5,000.00
4.- Rodolfo H. Lejano	5,000.00
5.- Alicia Gamero	5,000.00
6.- Gerason Mendosa	5,000.00
7.- Bernarndo Laperal	2,500.00
8.- George Fernandez Lee	2,500.00
9.- Wilfrido G. Tesson	2,500.00
10.- Alfonso Yuchengco	2,500.00
11.- Julieta Gansino	5,000.00
12.- Carmelo Nison	5,000.00
13.- Juan Litter	2,500.00
14.- Juan Linjano	5,000.00
15.- Alberto P. Javier	5,000.00
16.- Antonio Nison	5,000.00

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RESOLUTION - That **JOHN LITTON LAPRAL** 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, 1907, in the City of Manila, Philippines.

Dionis Lapral
DIONIS LAPRAL

Emma L. de Lapral
EMMA L. DE LAPRAL
Wife of Dionis Lapral

[Signature]
[Signature]

[Signature]
[Signature]

Alicia Canang
ALICIA CANANG
(Single)

[Signature]
[Signature]

[Signature]
GEORGE FERNANDO LEE

[Signature]
[Signature]

[Signature]
WILFRED G. TAYLOR

[Signature]
[Signature]

[Signature]
JOHN LITTON

[Signature]
[Signature]

[Signature]
ALBERTO P. SAVILA

[Signature]
ANTONIO RIVERA

[Signature]
[Signature]

SIGNED IN THE PRESENCE OF:

[Signature] *[Signature]*

ATTEST
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OF 8 PAGES
BY: *[Signature]*

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA)

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

NAME	Number	Date	Place
1. Oliverio Laperal	A-001000	1/5/57	Manila
2. Juan L. de Laperal	A-001000	1/5/57	Manila
3. Ce Pallas	A-001000	1/5/57	Manila
4. Rodolfo M. Lozano	A-001000	1/5/57	Manila
5. Alicia Gomez	A-001000	1/5/57	Manila
6. Gerardo Ramirez	A-001000	1/5/57	Manila
7. George Fernandez Lee	A-001000	1/5/57	Manila
8. Bernardo Laperal	A-001000	1/5/57	Manila
9. Wilfredo G. Torres	A-001000	1/5/57	Manila
10. Gerardo Lopez	A-001000	1/5/57	Manila
11. Juan Lita	A-001000	1/5/57	Manila
12. Juan Lita	A-001000	1/5/57	Manila
13. Alberto P. Javier	A-001000	1/5/57	Manila
14. Antonio Elva	A-001000	1/5/57	Manila
15. Alfonso Ymbargo	A-001000	1/5/57	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.

WITNES my hand and official seal this 11th day of August, 1957, in Manila, Philippines.

Carlos S. Caballinda
CARLOS S. CABALLINDA
NOTARY PUBLIC
Until December 31, 1956.

Doc. No. 61;
Page No. 18;
Book No. VII;
Series of 1957.

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REPUBLIC OF THE PHILIPPINES }
CITY OF MANILA

TREASURER'S AFFIDAVIT

I, **EMMA LITTON LAPRAL**, Treasurer of the "**PHILIPPA, INC.**", hereby certify:

That on the 20th day of August, 1937, I was duly elected by the subscribers of the said corporation, to act as Treasurer until my successor has been duly elected and qualified in accordance with the By-Laws of the corporation and that as such Treasurer, I have been duly authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock; and that of said capital stock of the corporation, **ONE HUNDRED THIRTY TWO THOUSAND PAGES (P132,000.00)** of the same, representing **ONE HUNDRED THIRTY TWO THOUSAND SHARES (132,000)**, has been actually subscribed and that of said subscription, **SIXTY FIVE THOUSAND PAGES (P65,000.00)** in cash, has been actually paid to me in trust and received by me for the benefit and to the credit of the corporation; and that at least twenty per centum (20%) of the entire number of authorized shares of capital stock has been subscribed and at least twenty-five per centum (25%) of the subscription has been actually paid to me in trust and received by me for the benefit and to the credit of the corporation.

Manila, Philippines
August 20, 1937.

Emma L. de Lapral
EMMA LITTON LAPRAL

SUBSCRIBED AND SWORN to before me this 20th day of August, 1937, in the City of Manila, Philippines, and exhibiting to me her Residence Certificate No. 1000000 issued at Manila on January 6, 1937.

Carlos J. Gonzalez
CARLOS J. GONZALEZ
Notary Public,
Manila Dec. 31, 1938.

Doc. No. 1000000

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