

Republika ng Pilipinas
Pagawaran ng Kalakalan at Industriya
KOMISYON SA MGA PANAGOT AT PALITAN
(Securities and Exchange Commission)
M a y n i l a

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

VULCAN INDUSTRIAL & MINERAL EXPLORATION CORPORATION
(Formerly: VULCAN MANUFACTURING AND TRADING CORPORATION)
(Amending Articles I, III, VI and VII of the amended articles of incorporation thereof)

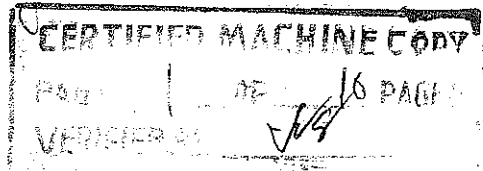
copy annexed, adopted on September 15, 1969 by the stockholders owning or representing at least two-thirds of the subscribed capital stock, and certified to by the President, the Secretary and a majority of the Board of Directors of the corporation was filed in this Office on the 19th day of December, nineteen hundred and sixty-~~nine~~ 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 19th day of December in the year of our Lord nineteen hundred and sixty-nine.

April Olan

HBG/emp

MARIANO G. PINEDA
Securities and Exchange Commissioner



VENTH AMENDED ARTICLES OF INCORPORATION OF
VULCAN INDUSTRIAL & MINERAL EXPLORATION CORPORATION
FORMERLY
VULCAN MANUFACTURING & TRADING CORPORATION

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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 purposes 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 & MINERAL EXPLORATION CORPORATION" (VIMEX): (as amended on September 15, 1969).

SECOND: That the purpose for which said corporation is formed are: (as amended on March 25, 1969)

PRIMARY PURPOSE

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;

SECONDARY PURPOSE

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

2. 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 of forming part thereof.

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
3. 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 purchased by it or negotiated for operation and development;

4. 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, convenient as incidental to or proper in its business;

5. 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 to act as general agent of any insurance company, whether domestic 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;

6. 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, lot 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, powers, and privileges of ownership or any other interest therein, including the right to receive, collect, and dispose of any and all rentals, dividends, interest, 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 hold;

7. 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;

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and to issue bonds, debentures, debature 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;

9. To draw, make, accept, endorse, guaranty, execute and issue promissory notes, bills of exchange, drafts, warrants of all kinds, obligations and certificates and negotiable or transferable 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;

10. To make donations of property or money to municipalities or public charities or to private enterprises or purposes so far as it may deem necessary or helpful in connection with the accomplishment of the purposes herein stated or in the public or community interests;

11. To carry on any other lawful business 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 privileges which are now or which may hereafter be conferred upon similar corporations organized under the laws of the Republic of the Philippines;

12. 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 and 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 states and territories;

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13. 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

and the corporation has a lawful interest.

to and exercisable by this corporation Law of the Republic of the Philippines.

THIRD: That the place where the principal office of the Corporation is to be located is at Mandaluyong, Rizal (as amended on September 15, 1969).

FOURTH: That the term for which the said corporation is to exist is for Fifty (50) years or for such longer period as may hereafter be authorized by the laws of the Philippines from and after the date of incorporation;

FIFTH: That the names and residence of the incorporators of the corporation are as follows:

<u>NAME</u>		<u>ADDRESS</u>
Russell T. Elliott	(Am.)	510 Aurora Blvd., Cubao, Quezon City
Bayani L. Ortega	(Fil.)	8 St. Paul St., Quezon City
Aniano del Rosario	(Fil.)	Bo. Tinabunan, Imus, Cavite
Sotero P. Tesorero	(Fil.)	Bacoor, Cavite
Marguerite M. Elliott	(Am.)	510 Aurora Blvd., Cubao, Quezon City
Escolastico M. Salac	(Fil.)	13 Riverside, San Juan, Rizal
Manuel C. Domingo	(Fil.)	25 E. Jacinto St., Malabon, Rizal

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 Sept. 15, 1969)

<u>NAME</u>		<u>ADDRESS</u>
Russell T. Elliott	(Am.)	510 Aurora Blvd., Cubao, Quezon City
Marguerite M. Elliott	(Am.)	510 Aurora Blvd., Cubao, Quezon City
Bayani L. Ortega	(Fil.)	8 St. Paul Street, Quezon City
Manuel C. Domingo	(Fil.)	25 E. Jacinto St., Malabon, Rizal
Sotero P. Tesorero	(Fil.)	Bacoor, Cavite
Escolastico M. Salac	(Fil.)	13 Riverside, San Juan, Rizal
Aniano del Rosario	(Fil.)	Imus, Cavite

SEVENTH: That the amount of capital stock of the corporation is TEN MILLION PESOS (P10,000,000.00), Philippine Currency, and the said capital is divided into One Billion (1,000,000,000) shares at the par value of ONE CENTAVO (P0.01) each. (as amended on September 15, 1969).

EIGHT: That the amount of capital stock which has been actually subscribed is TWENTY TWO THOUSAND SIX HUNDRED PESOS (P22,600.00) and the following persons have subscribed for the number of shares and amounts of capital stock set out after their respective names, to wit:

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<u>NAME</u>	<u>RESIDENCES</u>	<u>NO. OF SHARES</u>	<u>AMOUNT OF CAPITAL STOCK SUBSCRIBED</u>
Russell T. Elliott	510 Aurora Blvd., Q.C.	625	P 6,250.00
Marguerite M. Elliott	510 Aurora Blvd., Q.C.	100	1,000.00
Bayani L. Ortega	8 St. Paul St., Q.C.	625	6,250.00
Manuel C. Domingo	Malabon, Rizal	10	100.00
Aniano del Rosario	Imus, Cavite	425	4,250.00
Escolastico M. Salac	San Juan, Rizal	50	500.00
Sotero P. Tesorero	Bacoor, Cavite	425	4,250.00
		<u>2,260</u>	<u>P22,600.00</u>

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set forth after their respective names:

<u>Name</u>	<u>Residence</u>	<u>Amount Paid On Subscriptions</u>
Russell T. Elliott	510 Aurora Blvd., Quezon City	P 1,600.00
Bayani L. Ortega	8 St. Paul St., Quezon City	1,600.00
Aniano del Rosario	Imus, Cavite	1,100.00
Sotero P. Tesorero	Bacoor, Cavite	1,100.00
Marguerite M. Elliott	510 Aurora Blvd., Quezon City	250.00
Escolastico M. Salac	San Juan, Rizal	130.00
Manuel C. Domingo	Malabon, Rizal	100.00
	TOTAL	<u>P 5,880.00</u>

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 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

With Marital Consent:

(Sgd.) Bayani L. Ortega
BAYANI L. ORTEGA

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

(Sgd.) Sotero P. Tesorero
SOTERO P. TESORERO

(Sgd.) Aniano del Rosario

ANIANO DEL ROSARIO
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(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, 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 10, 1952.

Marguerite M. Elliott, with Residence Certificate No. A-0058475,
issued at Manila, Philippines, on January 10, 1952.

Bayani L. Ortega, with Residence Certificate No. A-0016160,
issued at Manila, Philippines, on January 2, 1952.

Aniano del Rosario, with Residence Certificate No. A-4323597,
issued at Kawit, Cavite, on January 25, 1952.

Sotero P. Tesorero, with Residence Certificate No. A-4325197,
issued at Bacoor, Cavite on January 6, 1952.

Escolastico M. Salac, with Residence Certificate No. A-4015053,
issued at Arayat, Pampanga on February 2, 1952.

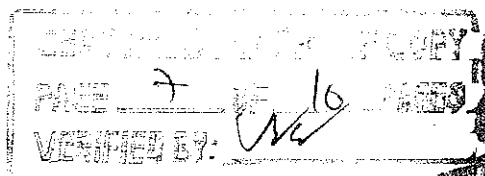
Manuel C. Domingo, with Residence Certificate No. A-4737031,
issued at Caloocan, Rizal on January 3, 1952.

to me known and known to me 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 1953 at
Manila, Philippines.

(Sgd.) Agustino V. Valante
AGUSTINO V. VALANTE
Notary Public
My commission expires until
December 31, 1953

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

BAYANI L. ORTEGA, being duly sworn according to law, deposes and says that on the 8th. day of January, 1953, he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation to act as such until his successor has been elected and qualified in accordance with the By-Laws of the Corporation, and that as such Treasurer he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock.

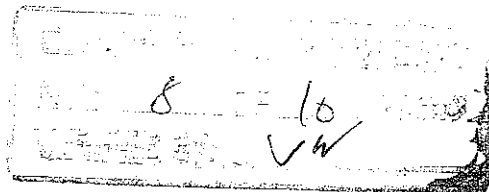
That of the total number of authorized shares of capital stock, TWO THOUSAND TWO HUNDRED AND SIXTY (2,260) shares on stock have been actually subscribed and that of said subscription, FIVE THOUSAND EIGHT HUNDRED EIGHTY PESOS (P5,880.00) has actually been transferred to him in trust and received by him 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 in cash.

(Sgd.) Bayani L. Ortega
BAYANI L. ORTEGA
Treasurer

SUBSCRIBED AND SWORN TO before me in this 8th. day of January 1953 at Manila, Philippines. Affiant exhibiting to me his Residence Certificate No. A-0016163, issued at Manila, Philippines on January 2, 1952.

(Sgd.) Agustin V. Valente
AGUSTIN V. VALENTE
Notary Public
My commission expires until
December 31, 1953

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13-OR
SECURITIES & EXCHANGE
COMMISSION

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
VULCAN INDUSTRIAL & MINERAL EXPLORATION CORPORATION FORMERLY
VULCAN MANUFACTURING & TRADING CORPORATION

RECEIVED

KNOW ALL MEN BY THESE PRESENTS;

We, the undersigned, the President, Secretary and a majority of the members of the Board of Directors of Vulcan Industrial & Mineral Exploration Corporation formerly Vulcan Manufacturing & Trading Corp., hereby certify that the annexed is a true, correct and complete copy of the SEVENTH Amendment of Articles of Incorporation of the said corporation.

We further certify that the Board of Directors of the Corporation, in a resolution passed on August 23, 1969 unanimously approved the amendment of Article Nos. First, Third, Sixth and Seventh of the Articles of Incorporation of the Company, which amendment were approved and ratified by the stockholders of the company holding more than two-thirds (2/3) of the total subscribed capital stock as of the date of the ratification during the special meeting of stockholders held on September 15, 1969 at the office of the company at Sylvia Building, 911 Aurora Boulevard corner Miami Street, Cubao, Quezon City.

IN WITNESS WHEREOF, we have hereunto affixed our signatures and seal of the corporation this 13th day of November, 1969 at Mandaluyong, Rizal, Philippines.

H. B. Reyes
HERMENEGILDO B. REYES
Chairman

Barker H. Brown
BARKER H. BROWN
President

Luis M. Alarilla Sr.
LUIS M. ALARILLA, SR.
Treasurer

Jaime C. Laya
JAIME C. LAYA
Director

Rosalino R. Reyes Jr.
ROSALINO R. REYES, JR.
Director

Higinio R. Francisco
HIGINIO R. FRANCISCO
Director

Escolastico M. Salac
ESCOLASTICO M. SALAC
Secretary

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TREASURER'S AFFIDAVIT

I, LUIS M. ALARILLA SR., of legal age, married and residing at No. 16 Maginhawa, U. P. Village, Quezon City, after being duly sworn to in accordance with law, depose and say:

That I am the Treasurer of the Vulcan Industrial and Mineral Exploration Corporation formerly the Vulcan Manufacturing and Trading Corporation, a corporation duly established and organized under the laws of the Philippines with offices at 123 Pioneer Street, Mandaluyong, Rizal, Philippines;

That as such Treasurer I have been authorized to receive for the Corporation all subscriptions paid in by the subscribers for the Capital Stock;

That of the total number of authorized increase Capital Stock, i.e., ₱8,000,000.00; 160,000,000 shares of stock worth ₱1,600,000.00 have been actually subscribed;

That of said subscription, FOUR HUNDRED THOUSAND (₱400,000.00) PESOS have been actually received in cash by me for the benefit and to the credit of the corporation; and

That at least twenty per centum (20%) of the entire authorized shares of the increased Capital Stock has been subscribed and at least Twenty Five per centum (25%) of the subscriptions has been actually paid to in Cash for the benefit and to the credit of the Corporation.

Mandaluyong, Rizal, Philippines, November 22nd 1969.

Luis M. Alarilla Sr.
LUIS M. ALARILLA SR.
~~LUIS M. ALARILLA SR.~~
TREASURER

SUBSCRIBED AND SWORN to before me this 22nd day of November, 1969 at Mandaluyong, Rizal, Philippines affiant exhibiting to me his

Residence Certificate No. A-49475 issued at Quezon City

on January 14, 1969

[Signature]
ALEJANDRO ZABALA 10
Notary Public 10

My Commission expires on Dec. 31, 1970