



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. 14102

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

ANGLO PHILIPPINE HOLDINGS CORPORATION
[Amending Article IV by extending the term of its existence.]

copy annexed, adopted on September 24, 2004 by a majority vote of the Board of Directors and on July 29, 2005 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 14th day of September, Two Thousand Six.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION

OF

ANGLO PHILIPPINE HOLDINGS CORPORATION
(Formerly: Anglo Philippine Oil & Mining Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are residents of the Philippines and citizens of the Philippines and of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE DO HEREBY CERTIFY:

I

That the name of this Corporation shall be ANGLO PHILIPPINE HOLDINGS CORPORATION. (As amended on December 22, 1994).

II

That the purposes for which the said Corporation is formed are:

PRIMARY PURPOSE

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, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, 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, buildings, tenements, warehouses, factories,

edifices and structures and other improvements, 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, interests and income, derived therefrom, and the right to vote on any propriety or other interest, on any shares of the capital stock, and upon any bonds, debentures, or other securities having power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629). (As amended on December 22, 1994).

SECONDARY PURPOSES

To embark in the discovery, exploration, development and exploitation of mineral oils, petroleum in its natural state, rock or carbon oils, natural gas, other volatile minerals substances and salt, or to mine, dig for or otherwise obtain from the earth the same substances as aforementioned and to manufacture, refine, prepare for market, buy, sell, and transport the same in crude or refined condition.

To embark in the discovery, exploration, development and exploitation of minerals in all other forms in the Philippines and elsewhere and the business of mining in general in all of its phases and branches with all of its auxiliaries together with the business which are necessary and convenient to the efficient and economical prosecution of the above purposes. (As amended on December 22, 1994).

That in the pursuance of such purposes, the Corporation shall have the power:

1. 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 be a general pipe line and storage business.

2. 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, plant, boats, roads, and bridges, mills, work, and workshops, laboratories, power plants, derricks, drills, saw mills, and other effect whatsoever which the corporation may think proper for the pursuance of any of its purposes, to construct, maintain and operate any 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 land of the company.

Without particularly limiting any of the objects or purposes or powers of the corporation, the business or purposes of the corporation shall be from time to time to do any one or more or all of the acts and things therein set, and all such other acts, things and business in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its properties or rights as such corporation may lawfully do; and in carrying on this business, or for the purpose of attaining or furthering any

of the objects to do any and all acts and things and to exercise any and all other powers which a corporation or a juridical person could do and exercise which now or hereafter may be authorized by law, trustee, contractors, factors lessors, lessees or otherwise either alone or in conjunction with others and in any part of the world and, in addition, to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporations;

The searching and prospecting or ores and minerals and the locations, leasing and registering and patenting of minerals claims of all sorts, the purchasing, leasing, or exchanging or otherwise acquiring or taking an option of mineral properties, claims, rights, concession, licenses and grants; the securing from the government of the Philippines or from any other authority or individual, municipal, or otherwise, of easements, timber or water rights, or privileges, licenses and concessions and the performance and the fulfillment of the conditions thereof, the carrying on and engaging in the business of milling, concentrating, converting, melting, treating, preparing for market, manufacturing, buying and selling, exchanging and otherwise producing and dealing in ores, minerals and metals;

The purchasing and otherwise acquiring, holding, operating, selling and otherwise dealing in so far as the law permits of the units, stocks, securities, properties and assets, business goodwill, rights, franchises, contracts and the assuming of liabilities and obligations of any person or persons, firm, association or corporation, or organization;

The borrowing and lending of money with or without security, the issuing of warrants, bonds, debentures and other negotiable and transferable instruments, secured or unsecured for such amounts or in exchange for such properties as may be found advisable;

To have one or more offices outside of the Philippines and to conduct its business and exercise its powers in any part of the Philippines or in any other country.

The foregoing clauses shall be construed both as objects and powers of the corporation and it is hereby expressed that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

III

That the place for the principal office of the Corporation is to be established or located at Metro Manila, Philippines, with branches anywhere in the Philippines or abroad.

IV

That the term for which said Corporation is to exist for another FIFTY (50) YEARS from June 25, 2008. (As amended on July 29, 2005).

That the names, citizenship and residence of the incorporators of said Corporations are as follows:

NAMES	CITIZENSHIP	RESIDENCE
Howard R. Hick	American	727 Herrera, Paco Manila
Ernesto Rufino	Filipino	2553 Taft Avenue, Ext. Pasay City
Andres Soriano, Jr.	American	c/o S. Soriano y Cia., Soriano Bldg., Manila
Francisco Ortigas, Jr.	American	2763 C. Alunan Street, Manila
Arthur J. Reif	American	Apt. 24 Gomez Mansion Menlo Road, Pasay City

That the number of the Directors of the Corporation shall be eleven (11), to be elected annually and to act as such until their successors are duly elected and qualified in accordance with the By-laws. (Amended on July 31, 1997)

VI

That the amount of capital stock is TWO BILLION (P2,000,000,000.00) PESOS, divided into TWO BILLION (2,000,000,000) SHARES of common stock at the par value of ONE (P1.00) PESO each.

No transfer of shares which will reduce the ownership of Filipino citizen to less than that required by law to be owned by Filipino citizens shall be allowed or permitted to be recorded in the books of the Corporation.

No holder of any class of stock shall, because of his ownership of such stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation, whether of the unissued authorized capital stock or any future increases of authorized capital stock. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to a resolution of its Board of Directors, to such persons and upon such terms as the Board of Directors may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

These restrictions shall be indicated in all stock certificates to be issued by the Corporation. (As amended on December 22, 1994, October 22, 1994, October 10, 1995, and July 31, 1997).

VII

That the amount of capital stock subscribed is ONE HUNDRED THOUSAND PESOS (P100,000.00) and the following persons have subscribed the number of shares and the amount of capital stock set out after their respective names:

<u>NAMES</u>	<u>NO. OF SHARES</u>	<u>AMOUNT OF CAPITAL STOCK SUBSCRIBED</u>
Howard R. Rick	1,000,000	P 10,000.00
Ernesto Rufino	1,000,000	10,000.00
Andres Soriano, Jr.	1,000,000	10,000.00
Francisco Ortigas, Jr.	1,000,000	10,000.00
Arthur J. Reif	<u>6,000,000</u>	<u>60,000.00</u>
Total	<u>10,000,000</u>	<u>P100,000.00</u>

VIII

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

NAMES	AMOUNT PAID ON SUBSCRIBED
Howard R. Hick	P 2,500.00
Ernesto Rufino	2,500.00
Andres Soriano, Jr.	2,500.00
Francisco Ortigas, Jr.	2,500.00
Arthur J. Reif	<u>15,000.00</u>
	Total <u>P25,000.00</u>

IX

That HOWARD R. HICK 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 subscription paid by said subscribers.

X

Directors and all other officers of said Corporation shall receive such compensation as the stockholders may provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 23rd day of June, 1958, in the City of Manila, Philippines.

(SGD.) HOWARD HICK
ACR No. A-849
Date of Orig Issue 7/12/50
Place of Issue - Manila

(SGD.) ANDRES SORIANO, JR.
ACR No. A-25116
Date of Org. Issue 10/13/53
Place of Issue - Manila

(SGD.) ERNESTO RUFINO

(SGD.) FRANCISCO ORTIGAS JR.

(SGD.) ARTHUR J. REIF
ACR No. A-4454
Date of Orig. Issue - 7/17/50
Place of Issue - Manila

SIGNED IN PRESENCE OF :

(SGD.) ERNESTO B. ABAD
Witness

(SGD.) BEETHOVEN CASTILLO
Witness

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

At the city of Manila, Philippines, on this 23rd day of June 1958, personally came and appeared the following persons with their respective residence certificates:

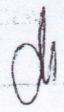
Name	Res. Tax Cert. Nos.	Date/Place Issue
Howard R. Rick	A-0003889	1/02/58 - Manila
Ernesto Rufino	A-0065602	1/02/58 - Manila
Andres Soriano, Jr.	A-0020751	1/03/58 - Manila
Francisco Ortigas, Jr.	A-0020751	1/03/58 - Manila
Arthur J. Reif	A-0172350	1/16/58 - Manila

known to me and to me known to be the same persons who executed the foregoing instrument consisting of six pages and they acknowledged to me that they executed the same as their free and voluntary act and deed.

WITNESS MY HAND AND SEAL the day and year and place first hereinabove written.

(SGD.) MANUEL A. DELA CRUZ
Notary Public
My Commission expires on Dec. 31, 1959

Doc. No. 52 ;
Page No. 12 ;
Book No. 1 ;
Series of 1958.

UNIT
Received by: 

**DIRECTORS' CERTIFICATE OF AMENDMENT TO THE ARTICLES OF
INCORPORATION**

OF

05 AUG 18 P4 03

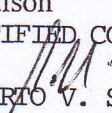
ANGLO-PHILIPPINE HOLDINGS CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

We, the majority of the members of the Board of Directors and the Corporate Secretary of ANGLO-PHILIPPINE HOLDINGS CORPORATION (the "Corporation"), a corporation organized and existing under Philippine laws, with principal office at the 6th Floor, Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, 1550 Philippines, hereby certify that the attached is a true and correct copy of the Amended Articles of Incorporation of the Corporation as approved by the vote of at least two-thirds (2/3) of the outstanding capital stock and at least a majority of its Board of Directors at their meetings on September 24, 2004 and on July 29, 2005 held at the 9th Floor Quad alpha Centrum 125 Pioneer St. Mandaluyong City and at The Legend Villas, 60 Pioneer corner Madison Streets, Mandaluyong City, respectively.

CERTIFIED CORRECT

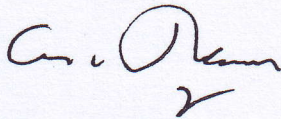
BY:


ROBERTO V. SAN JOSE
Corporate Secretary

The amendment is in respect of **Article IV of the Articles of Incorporation**, extending the term of the Corporation for 50 years from and after the expiry date of the original corporate term on June 25, 2008. The following resolution was approved during the foregoing matters:

"RESOLVED, as it is hereby resolved, to amend Article IV of the company's Articles of Incorporation to read, as follows:

'That the term for which the said Corporation is to exist FIFTY YEARS from and after the expiry date of the corporate term on June 25, 2008.'



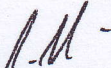
IN WITNESS WHEREOF, the undersigned Directors, Chairman and Secretary of the stockholders' meeting have hereunto set their hands this 21st day of July, 2006 at Makati City.



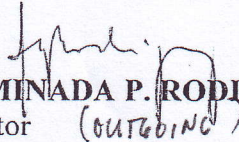
ALFREDO C. RAMOS
Chairman of the
Annual Stockholders' Meeting
Director
(09.24.2004 and 07.29.2005)
TIN NO: 132-017-513



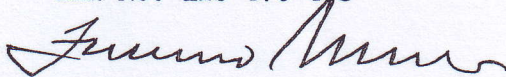
CHRISTOPHER M. GOTANCO
President and Director
(09.24.2004 and 07.29.2005)
TIN NO: 125-114-467



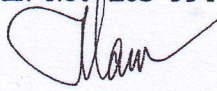
ROBERTO V. SAN JOSE
Director and
Secretary of the Stockholders' Meeting
(09.24.2004 and 07.29.2005)
TIN NO: 126-470-483



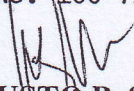
ILUMINADA P. RODRIGUEZ
Director (OUTGOING)
(09.24.2004)
TIN NO: 105-994-627



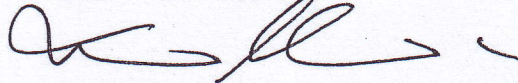
FRANCISCO A. NAVARRO
Director
(09.24.2004 and 07.29.2005)
TIN NO: 100-717-285



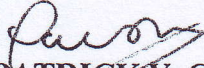
PRESENTACION S. RAMOS
Director
(09.24.2004 and 07.29.2005)
TIN NO: 125-496-773



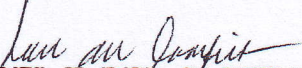
AUGUSTO B. SUNICO
Director
(09.24.2004 and 07.29.2005)
TIN NO: 100-717-372



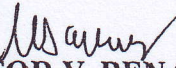
MAXIMO G. LICAUCO III
Director
(09.24.2004 and 07.29.2005)
TIN NO: 113-252-703



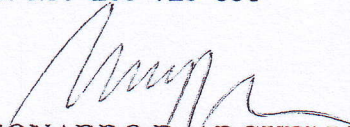
PATRICK V. CAOILE
Director
(09.24.2004 and 07.29.2005)
TIN NO: 105-994-619



NOEL T. DEL CASTILLO
Director
(09.24.2004 and 07.29.2005)
TIN NO: 100-718-884



VICTOR V. BENAVIDEZ
Director
(09.24.2004 and 07.29.2005)
TIN NO: 137-777-018




LEONARDO R. ARGUELLES JR.
Director (INCOMING)
(07/29/2005)
TIN NO: 106-967-381

SUBSCRIBED AND SWORN to before me this 21 JUL 2006 day of _____ 2006 at _____ City, affiants exhibiting to me their Community Tax Certificate No. as follows:

Name	CTC No.	Date/Place Issued
ALFREDO C. RAMOS	12099631	01.02.06 / Manila
CHRISTOPHER M. GOTANCO	21366615	01.17.06 / Mandaluyong City
FRANCISCO A. NAVARRO	21852116	02.17.06 / Pasig City
PRESENTACION S. RAMOS	12099632	01.02.06 / Manila
AUGUSTO B. SUNICO	09771414	01.04.06 / Mandaluyong City
MAXIMO G. LICAUCO III	12099638	01.02.06 / Manila
PATRICK V. CAOILE	21368471	01.13.06 / Mandaluyong City
NOEL T. DEL CASTILLO	21378808	01.20.06 / Mandaluyong City
VICTOR V. BENAVIDEZ	12761160	02.01.06 / Quezon City
ILUMINADA P. RODRIGUEZ	21366614	01.17.06 / Mandaluyong City
LEONARDO R. ARGUELLES	20582309	02.14.06 / Makati City
ROBERTO V. SAN JOSE	20532107	01.31.06 / Makati City

Doc No. 138
Page No. 34
Book No. K
Series of 2006.


BENIGNO F. MORALES
NOTARY PUBLIC
DEC. 31. 2007
PTR NO 0806937
ISSUED ON 1-2-06
MANDALUYONG CITY

COMPANY DATA MAINTENANCE FORM
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION
 (FOR DOMESTIC COMPANIES ONLY)

SEC NUMBER A19991002

FOR SEC TO PROVIDE: MAINTENANCE NO.:

TRANSACTION DATE

FILL-UP INSTRUCTIONS - Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes.

CURRENT COMPANY NAME (This must always be provided).
 FILL UP ONLY THOSE ITEMS FOR WHICH AMENDMENTS OR CHANGES ARE TO BE MADE. Refer to the back of this page for additional instructions

ANGLO - PHILIPPINE HOLDINGS CORPORATION

RESTRICT USE BY OTHERS
☐ YES
☐ NO

RESERVATION NUMBER

NEW COMPANY NAME

COMPANY TYPE ☒ DS - DOMESTIC STOCK ☐ DN - DOMESTIC NON-STOCK ☐ DP - DOMESTIC PARTNERSHIP ☐ CH CHANGE FROM STOCK TO NON-STOCK ☐ YES ☐ NO ☐ CH CHANGE BY PRIMARY PURPOSE ☐ YES ☐ NO

PRINCIPAL OFFICE ADDRESS

METRO MANILA

AREA CODE

POSTAL CODE

TEL. NO.

631-5139 and 635-6130

FAX NO.

631-3113

BUSINESS OFFICE ADDRESS

Anglo-Philippine Holdings Corporation, 6th Floor, Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, 1550 Philippines

AREA CODE

POSTAL CODE

TEL. NO.

631-5139 and 635-6130

FAX NO.

631-3113

BUSINESS INFORMATION

PARTNERSHIP TYPE

TYPE OF ENTERPRISE

☐ L - LIMITED
☐ G - GENERAL

☒ N - NO SPECIAL REGISTRATION
☐ E - FLA EXPORT
☐ D - FLA DOMESTIC
☐ H - RA HOLDING
☐ R - FLA REPRESENTATIVE OFF
☐ S - SUBIC REGISTERED

☐ F - FINANCIAL INSTITUTION
☐ Z - EPZA REGISTERED
☐ B - BOI REGISTERED

INDUSTRY CODE

TERM OF EXISTENCE

END DATE OF EXISTENCE

FISCAL YEAR END (MM/DD) DECEMBER 31

ANNUAL MEETING (For domestic companies only)

/ /

50 YEARS

[] F - FIXED (MM/DD) / / [] V - VARIABLE: MAY OF EACH YEAR

/ /

50 YEARS

[] F - FIXED (MM/DD) / / [] V - VARIABLE: MAY OF EACH YEAR

NUMBER OF DIRECTORS (If stock co.): 11

TRUSTEES (If non-stock co.): N/A

PARTNERS (If partnership): N/A

STOCKHOLDERS (If stock co.):

TYPE OF NON-STOCK CORPORATION (Refer to back of page for the classifications)
 / /

TOTAL CONTRIBUTION (Of non-stock companies)

% OF FOREIGN MEMBERSHIP (Of non-stock companies)

TOTAL CONTRIBUTION (Of domestic partnership)

Filipino:

Foreign:

COMPANY RELATIONSHIP - List all companies related to registrant. (Use additional sheets, if necessary.)

RELATIONSHIP TYPE M - DISSOLVED COMPANY (if due to merger)
 (RELN TYPE) V - DISSOLVED COMPANY (if change of company type) S - PARENT COMPANY (if registrant is a subsidiary)
 RELN A - AFFILIATE (Of registrant)

O - OTHERS

MAIN NO TYPE

SEC NUMBER

COMPANY NAME

START DATE

END DATE

MAIN NO - A (NEW), E (UPDATE EXISTING), OR D (DELETE) RELATIONSHIP

INDICATE START (if NEW) OR END DATE OF RELATIONSHIP

CERTIFIED CORRECT: ROBERTO V. SAN JOSE

POSITION: CORPORATE SECRETARY

DATE: _____

(Signature over printed name)

COMPANY/CORPORATE NAME

ARTICLE/BY-LAWS
NUMBER/SECTION

FROM / DELETION

TO / ADDITION

CODE

Change of Date of the Annual Meeting of the Stockholders

Any day in May as may be fixed by the Board.

The last Friday of each year.

Provision on election of

Independent Directors

* - INDICATE IF ARTICLES OF INCORPORATION OR BY-LAWS

DATE OF BOARD/TRUSTEE'S APPROVAL:

IF APPLICABLE:

ROBERTO V. SAN JOSE
(SIGNATURE OVER PRINTED NAME)

DATE OF STOCKHOLDERS/MEMBER'S APPROVAL

REASON

CODE

POSITION: Corporate Secretary

DATE APPROVED BY SEC:

FOR DISSOLUTION

REASON

CODE

DATE _____

NOTE: USE FORM 02 AS ANNEX OF THIS FORM IF AMENDMENT IS AN INCREASE/DECREASE OF CAPITAL STOCK. FILL UP ANNEX AS INCREASED/DECREASED. SHADED BOXES ARE FOR SEC PERSONNEL. USE ADDITIONAL SHEETS IF NECESSARY.