

Republic of the Philippines

Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong Metro-Manila

S.E.C. Reg. No. 38683

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

PHILIPPINE-CVERSEAS DRILLING & OIL DEVELOPMENT CORPORATION (Amending Article VII of the amended articles of incorporation thereof)

copy annexed, adopted on	May 27		, 19 <u>87</u> by a
majority vote of the Board of representing at least two-thirds	Directors ar of the outsta	nd the vote of inding capital st	the stockholders owning or july 15, 1987 ock/and certified under oath
by the Secretary and a majority this Office on the	day of	November	nineteen hundred
Code of the Philippines, Batas P to the other papers pertaining to			n May 1, 1980, and attached

Chairman



0000557840

SEC FORM NO. G-4002-A

ORIGINAL

SN Nº 2

2410

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being a majority of the members of the Board of Directors, the Chairman of the Board and the President, as well as the Corporate Secretary, of the Philippine-Overseas Drilling and Oil Development Corporation do hereby certify that:

- the Board of Directors of Corporation at its regular meeting held on May 27, 1987 by at least the affirmative vote of a majority of its members, and,
- 2. the stockholders of the Corporation at a special meeting held on July 15, 1987 by the affirmative vote of at least twothirds (2/3) of its issued and outstanding capital stock,

approved the further amended of ARTICLE SEVENTH of the Amended Articles of Incorporation of the Corporation so that it will read as follows:

That the capital stock of "SEVENTH: said corporation is TWO HUNDRED MILLION <u>PESOS</u> (<u>P200,000,000,000</u>), Philippine Currency; and said capital is divided into FOURTEEN BILLION (14,000,000,000) Class "A" shares and <u>SIX BILLION</u> <u>(6,000,000,000)</u> Class "B" shares of the par value of ONE CENTAVO (PO.01), Philippine Currency, each share. Both classes of shares shall be identical in all respects, except that:

- (a) Class "A" shares shall be issued and transferred only to Philippine Nationals; and
- (b) Class "B" shares may be issued and transferred either to Philippine Nationals or to foreign nationals provided only that said shares shall not be issued in excess of thirty per cent (30%) of the total subscribed capital stock of said corporation at any one time outstanding.

The foregoing restrictions shall be printed on the Class "A" and Class "B" share certificates to be issued by the Corporation,

The Board of Directors shall take the necessary steps to implement the foregoing re-classification of the shares of stock of the Corporation.

That no holder of the capital stock, whether said stock is now or hereafter authorized, shall have any right, as such stockholder, to purchase or subscribe to any additional shares of the capital stock, whether such shares of capital stock are not or hereafter authorized by the corporation, if the issue of the said additional stock shall be used exclusively for the benefit of the corporation as determined by resolution of the Board of Directors."

and finally, that the attached is a true and correct copy of the Articles of Incorporation as amended of the corporation.

ALFREDO M. VELAYO Chairman of the Board and Chairman of the Special Stockholders Meeting

T.A.N.-V4415-H2621-A-1

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President & <u>Director</u> T.A.N.-B6548-E2739-A-3

HENRY A. BRIMO Vice-Chairman/Director T.A.N.-B5665-**B2**113-A-2

GERARD 4. BRIMO

Director

T.A.N.-B6520-J2951-A-2

T.A.N.-R5241-A2644-A-3

GERARDO O. LANUZA

Director

T.A.N.-L5220-G0146-A-0

Director T.A.N.-T6535-J0444-A-3 AUGUSTO B. SUNICO
As Director & Corporate Sec.
T.A.N. - S5221-62828-A-1

REPUBLIC OF THE PHILIPPINES) S.S. Mandaluyong, METRO MANILA)

of DILY, 1987, affiants exhibiting their Res. Cert. No. as follows:

NAME	RES. CERT. NO.	DATE & PLACE ISSUED
ALFREDO M. VELAYO WALTER W. BROWN HENRY A. BRIMO ALFREDO C. RAMOS	6287992 12757996 7012215F 3449484	2/23/87-M a k a t i 2/23/87-Mandaluyong 3/04/87-P a s i g 1/07/87-M a n i l a
GERARDO O. LANUZA	1928049F	1/20/87-M a k a t i
GERARD H. BRIMO ANGELMO TRINIDAD, JR.	7012219F 138363	3/04/87-P a s i g 2/27/87-M a n i l a
AUGUSTO B. SUNICO	1773401	3/18/87-Mandaluyong

NOTARY PUBLIC

Until December 31, 1987
P.T.R. No. 062679
Issued On 1.2987
At Trans In D.
T. A. N. Myn. 5083347

Doc. No. 290; Fage No. 51; Book No. XXVL; Series of 1987.

A M E N D E D ARTICLES OF INCORPORATION

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PHILIPPINE OVERSEAS DRILLING AND DIL DEVELOPMENT CORPORATION



KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age and residents of the Philipppines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND ME HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be PHILIPPINE OVERSEAS DRILLING AND UIL DEVELOPMENT CORPORATION.

SECUND: That the purposes for which such corporation is formed are:

PRIMES DIMESE

In prospect for, explore, mine, extract, dig and drill for, exploit, produce, purchase, or otherwise obtain from the earth, any and all kinds of petroleum and petroleum products, rock or carbon oils, natural gas and other volatile materials, chemical substances and salts, precious and base metals, diatomaceous earth as well as other minerals of whatever nature whether similar or dissimilar to those listed herein, and to manufacture, refine prepare for market, buy, sell, import, export, and transport and otherwise deal in petroleum and other minerals of whatever nature, whether similar or dissimilar thereto, their products, compounds, and derivatives and other mineral and chemical substances, in unde or refined condition, and to engage generally, as may be permitted by law, in the business of, and/or investing in, mining, manufacturing, contracting, and servicing, in addition to oil exploration.

SECONDARY PURPOSES

And in furtherance of and as may be incidental to the foregoing purposes, the corporation shall have the power:

(a) To acquire petroleum, gas and oil lands, leaseholds, franchises, privileges, concessions and other interests in gas, oil and other rights;

- (b) To construct and maintain conduits, pipelines, and lines of tubing for the public generally as well as for the use of said corporation, and to lay, rig, buy, lease, sell, and otherwise contract for, and operate said conduits, pipelines and lines of tubings, as well as storage tanks, railways, ranways, roadways and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business;
- (c) To buy, sell, charter, operate and maintain tank steamers and other vessels of all kinds exclusively for the transportation of merchandise dealt in by the corporation.
- (0) To purchase or otherwise assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of. any and all kinds of refineries, gas works, mills, factories, installations, plants, shops, laboratories, electrical works, power house, warehouses, terminals, office buildings and other buildings and structures, roads, railroads, cars, railroad equipment, garages, motor and road equipment, aircraft and aircraft equipment, aviation fields. telephone and telegraph lines, transmission lines. wireless facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment, and any and all kinds of machinery, apparatus, instruments, fixtures and appliances:
- (m) To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests and properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in connection with the conduct of any business enumerated in these Articles of Incorporation, or of any other business in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, reorganize, manage, grant, lease, sell, exchange or otherwise dispose of all the whole or any part thereof;

- (f) To manufacture, purchase or otherwise acquire, and to hold, own, invest, trade and deal in, mortgage, pledge, charge, assign, sell, exchange, transfer or otherwise dispose of goods, wares, merchandise and personal property of every class and description and to transport the same in any manner;
- (q) To purchase, drill for or otherwise acquire and to use. store, transport, distribute, sell or otherwise dispose of, water, and to acquire by purchase. lease, or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works and water systems for supplying water and water power for any and all uses and purposes;
- (h) To purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of, electric current and electric steam and water power of every kind and description, and to sell, supply or otherwise dispose of, light, heat and power of every kind and description;
- (i) To enter into, make and perform contracts and arrangements of every kind and description for any lawful purposes with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or colony or dependency thereof, without limit as to amount, and to obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain and to carry out, exercise or comply with any such contracts, arrangements, rights, privileges and concessions;
- To acquire and take over all or any part (1) of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of, any person, firm, association or corporation carrying on a business which the Corporation is or may become authorized to carry on, possessed of property suitable for purposes of the Corporation and to pay for the same in cash or in stock, bonds or securities of the Corporation, or otherwise, and to hold, manage, operate, conduct and dispose of in any manner the whole or any part of any such acquisitions, and to exercise all the powers necessary or covenient in and about the conduct and management thereof;

- (k) To apply for, obtain, register, purchase, lease or otherwise acquire and to hold. own use, exercise, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect of, or otherwise to turn to account or dispose of, any copyrights, trade marks, trade names, brands, labels, patents or inventions, improvements or processes used in connection with or secured under letters patent of any country, government or authority, or otherwise, in relation to any of the purposes herein stated' and to acquire, use, exercise, or otherwise turn to gain licenses or rights in respect of any such copyrights, trade marks, trade names, brands, labels, patents, inventions, improvements, processes and the like;
- Insofar as may be permitted by law, to (1) acquire by purchase, exchange otherwise, and to own, hold for investment or otherwise, and to sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of shares of capital stock of, and any bonds, mortgages, securities and evidences of indebtedness of or other obligations issued or created by, any corporation or corporations organized under the laws of any state, country, nation or government, and while the holder or owner thereof, to exercise all the rights, powers and privileges of ownership, and to issue in exchange therefor shares of the capital stock, bonds or other obligations of the corporation or to make payment therefore by any other lawful means whatsoever:
- (m) To aid by loan, quaranty, subsidy or in any other manner whatsoever insofar as may be permitted by law, any corporation or association, any shares or voting trust certificates for shares or bonds or other securities or evidences of indebtedness or the property of the Corporation; and in connection with any such purposes to quarantee or become surety for the performance of any obligation or undertaking of such corporation or association and to do any and all such other acts or things as may be designed to accomplish any such purpose;
- (n) To borrow or raise money for any of the purposes of the Corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, transfer, assign, execute and issue promissory notes, drafts, bills of exchange,

warrants, bonds, debentures and other negotiable and transferable instrument and evidences of indebtedness, and for the purpose of securing any of its obl, igations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any tilime held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation shall authorize and as may be permitted by law; and to sell or otherwise dispose of any bonds, debentures or other obligationis of the Corporation for its corporate purposes;

- (o) To purchase, hold, sell, exchange, reissue, transfer or otherwise deal in shares of its own capital stock, in its own bonds or other obligations from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine, provided that the Corporation shall not use any of its own shares of stock when such use would cause any impairment of the capital of the Corporation;
- (p) To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in any part of the world, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be covenient;
- (q) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly or indirectly to enhance the value of, or render profitable any business or property of the corporation, always provided that nothing shall be done in connection with any of the above objects which is prohibited by any laws of the Philippines now or hereafter existing; and
- (r) Without in any particular limiting the powers and provided that the corporation shall have the power to make and perform contracts of any kind and descriptions with any person, firm or corporation, whether public or private, without limit as to amount, and particularly, but not by way of limitation, to make and perform contracts creating rights, easements and

other privileges respecting any of the property, real or personal, of any kind owned by the corporation; to have one or more offices out of the Philippines and to conduct its business and exercise its powers in any part of Philippines, or in any other country; and in carrying on its business and for the purpose of attaining or furthering its powers to do any and all other things which a natural person could do and exercise and which now or hereafter may be authorized by law.

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

THIRD: That the place where the principal office of the corporation is to be established or located is Metro Manila, Philippines. (As amended on October 28, 1985 by the Board of Directors and by the Stockholders on October 30, 1985).

FOURTH: That the term for which said corporation is to exist is FIFTY (50) years from and after the date of incorporaton.

FIFTH: That the names, nationalities and residences of the incorporators of said corporation are as follows:

Name	Nationality	Residence
FEDERICO AGRAVA	Filipino	58 Scout de Guia Quezon City
HENRY A. BRIMO	н	2 Horseshoe Drive Cubao, Quezon City
DOMINGO FRANCO	51	453-B Guevarra St. San Juan, Rizal
ISAGANI P. JOSE	u.	40 Sta. Ana Street Magallanes Village Makati, Rizal
ANTONIO R. GARCIA	n	910 Pasay Road San Lorenzo Vill. Makati, Rizal
LEON L. RECIO	± 44	2639 Bautista St. Singalong Subdv. Malate, Manila
BIENVENIDO A. TAN,	JR. "	1099 Camachile St. Singalong, Malate M a n i la

VIRGINIA YAPTINCHAY	Filipino	968 Harvard Street Mandaluyong, Rizal
RODOLFO M. GOMEZ	n s	c/o Philex Mining Corporation Padcal, Tuba Benguet
ANTONIO F. GONZALEZ		#42 14th Street New Manila, Q. C.
EDUARDO MARTIN, JR.	m.	1448 Leon Guinto Ermita, Manila
ERNEST J. KLINGLER	11	10 Poinsettia Rd. Guezon City

SIXTH: That the number of directors of said corporation shall be NINE (9) and that the names, nationalities and residences of the first directors, who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

N a m e s	Nationality	Residence
HENRY A. BRIMO	Filipino	2 Horseshoe Drive Cubao, Quezon City
LEON L.RECIO	11	2639 Bautista St. Singalong Subdv. Malate, Manila
DOMINGO FRANCO	11	453-B Guevarra St. San Juan, Rizal
ANTONIO R. GARCIA	n	910 Pasay Road San Lorenzo Vill. Makati, Rizal
BIENVENIDO A. TAN, JR	11	1099 Camachile St. Singalong, Malate M a n i l a
VIRGINIA YAPTINCHAY	Filipina	768 Harvard Street Mandaluyong, Rizal
ISAGANI P. JOSE	41	40 Sta. Ana Street Magallanes Village Makati, Rizal

As amended on May 27. 1987 by the Board of Directors and on July 15. 1987 by the stock-holders.

SEVENTH: That the capital stock of said corporation is TWO HUNDRED MILLION PESOS (P200,000,000,000).
Philippine Currency, and said capital is divided
into FOURTEEN BILLION (14,000,000,000) class "A"
shares and SIX BILLION (6,000,000,000) class "B"
shares of the par value of ONE CENTAVO (P0.01),
Philippine Currency, each share. Both classes of
shares shall be identical in all respects, except
that:

- (a) Class "A" shares shall be issued and transferred only to Philippine Nationals; and
- (b) Class "8" shares may be issued and transferred either to Philippine Nationals or to foreign nationals provided only that said shares shall not be issued in excess of thirty per cent (30%) of the total subscribed capital stock of said corporation at any one time outstanding.

The foregoing restrictions shall be printed on the Class "A" and Class "B" share certificates to be issued by the Corporation.

The Board of Directors shall take the necessary steps to implement the foregoing re-classification of the shares of stock of the Corporation.

That no holder of the capital stock, whether said stock is now or hereafter authorized, shall have any right, as such stockholder, to purchase or subscribe to any additional shares of the capital stock, whether such shares of capital stock are now or hereafter authorized by the corporation, if the issue of the said additional stock shall be used exclusively for the benefit of the corporation as determined by resolution of the Board of Directors.

EIGHT: That the amount of said capital stock which has actually been subscribed is Five Million Pesos (P5,000,000.00), Philippine Currency, consisting of Five Hundred Million (500,000,000) shares and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

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

	Amount Pa	i d
Name	on Subscript	1.00
word down Mill down count diele Count	had built from self-state that were and west rest their from	***********
HENRY A. BRIMO	P 237,500.	00
DOMINGO FRANCO	112,500.	00
ANDRES CHENG	100,000.	()()
ENRIQUE CHENG	100,000.	(H)
BIENVENIDO A. TAN, JR.	87,500.	()()
DEE K. CHIONG	62,500.	00
JOSE R. TUAZON, JR.	62,500.	00
LEON L. RECIO	50,000.	00
VIRGINIA YAPTINCHAY	50,000.	00
ERNEST J. KLINGLER '	47,500.	()()
ALBERT AWAD	37,500.	00
GEORGE CHIONG	37,500.	()()
JOAQUIN ORTIGAS	35,000.	00
ANTONIO R. GARCIA	25,000.	00
ANTONIO R. GARCIA, JR.	25,000.	OO
RODOLFO M. GOMEZ	20,000.	()()
MARCELO TANSENGCO	20,000.	()()
ANTONIO F. GONZALEZ	12,500.	00
MARIANO CU UNJIENG	12,500.	()()
ISAGANI P. JOSE	12,500.	OO.
EDUARDO MARTIN, JR.	12,500.	()()
LAWRENCE E. SMITH	12,500.	OO
ROLF F. SCHAUPP	10,000.	
CU CHIMG YAN	10,000.	
FRANCISCO ORTIGAS, JR.	7,500.	
IRVIN THIBODEAUX	6,250.	
PLACIDO ADAD	5,000.	
BENJAMIN M. GOZON	5,000.	
JOHN C. CURTIS	5,000.	
FEDERICO AGRAVA	5,000.	
SAMIR KAIRUZ	5,000.	
MIGUEL CAMPOS	3,750.	
JOSE HUBILLA	2,500.	
ILDEFONSO O. ELEGADO	2,500.	
FELIPE P. ANIEVAS	2,500.	
ANDRES K. ESPIRITU	2,500.	
RAYMUNDO L. LONTOC	1,250.	
PASTOR QUINTO	1,250.	
ANTONIO VERGARA	1,250.	
RODOLFO DE OCAMPO	1,250,	
TOTAL	P1,250,000.	

TENTH: That no transfer of stock or interest, which will reduce the ownership of Filipino stockholders to less than the percentage of the capital stock required by law, shall be allowed or permitted to be recorded in the proper books, and this restriction shall also be indicated in all stock certificates of the corporation.

ELEVENTH: That DOMINGO FRANCO 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 in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of June, 1969 in the City of Manila. Philippines.

(Sgd.)	FEDERICO AGRAVA	(Sgd.) HENRY A. BRIMO
(Sqd.)	RODOLFO M. GOMEZ	(Sqd.) ISAGANI P. JUSE
(Sqd.)	EDUARDO MARTIN, JR.	(Sqd.) LEOM L. RECIO
(9qd.)	BIENVENIDO A. TAN, JR.	(Sqd.) DOMINGO FRANCO
(Sqd.)	VIRGINIA YAPTINCHAY	(Sqd.) ANTONIO R. GARCIA
(Sad.)	ANTONIO F. GOWZALEZ	(Sqd.) ERNEST J. KLINGLER

SIGNED IN THE PRESENCE OF:

(Sqd.) JOSE M. SUAREZ (Sqd.) MARIA T. LANTO

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

BEFORE ME, a Notary Public for and in the City of Manila, Philippines, this 11th day of June, 1969 personally appeared:

Name	es. Cert. No.	Place Issued	Date Issued
FEDERICO AGRAVA	A-47B9690	Manila	Jan. 9, 1969
HENRY A. BRIMO	A-130901	Manila	Jan. 6, 1969
RODOLFO N. SOMEZ	A-3425220	Tuba, Benguet	Mar. 28,1969
ISAGANI P. JOSE	A-156519	Makati, Rizal	Jan. 9, 1969
EDUARDO MARTIN, JR.	A-214422	Manila	Feb. 21,1969
LEON L. RECIO	A-207643	Manila	Jan. 21,1969
BIENVENIDO A. TAN.JR.	A-314109	Manila	Jan. 22,1969
DOMINGO FRANCO	A-120086	Manila	Jan. 2, 1969
VIRGINIA YAPTINCHAY	A-59129	Manila	Jan. 29,1969
ANTONIO R. GARCIA	A-412900	Manila	Feb. 20,1969
ANTONO F. GONZALEZ	A-4983493	Makati, Rizal	Jan. 8, 1969
ERNEST J. KLINGLER	A-4897220	Quezon City	Feb. 7, 1969

known to me and to me known to be the same persons who executed the foregoing instrument and who acknowledged to me that the same is their free and \cdot voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

(Sqd.) ALVIN B. CUNADA Notary Public Until December 31, 1970

Doc. No. 116; Page No. 25; Book no I; Series of 1969.