



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 56148

**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


CAGAYAN DE ORO OIL CO., INC.
[Amending Article VI thereof.]

copy annexed, adopted on June 26, 2012 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 20th day of November, Twenty Twelve.




FERDINAND B. SALES
Officer-In-Charge

Company Registration and Monitoring Department



**AMENDED ARTICLES OF INCORPORATION
OF
CAGAYAN DE ORO OIL CO., INC.**

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST: The name of said Corporation shall be

“CAGAYAN DE ORO OIL CO., INC.”

SECOND: That the purpose for which said Corporation is formed are:

PRIMARY PURPOSE

1. To engage in crushing, milling, extracting, processing or manufacturing of oil from coconuts, copra or other oil needs for export or for domestic sale; or otherwise to engage in the refinery and processing of coco-chemical products; to engage in coconut and other palm integrated farm development including programmed and managed harvesting, systematic fertilization, systematic planting and replanting of coconut, intercropping, by-products processing, development of a coconut farm information network, and to undertake programs and projects for farmers' assistance, protection, and relief in the form of social benefits, such as, scholarships, trainings, life and accident insurance coverage; and other palm oil products as well as development of technologies and processes for farm development and value adding. (Amended as of 31 May 2007).

SECONDARY PURPOSE

2. To carry on the business of public and private warehousing and the business necessarily incidental and/or connected therewith; to issue certificates, warrants, receipts, negotiable or otherwise to persons or entities warehousing their goods with the company; to construct, purchase, lease, operate and maintain means of conveyance for the transportation to and from the warehouse and storage places, either by land or water, of any of the goods, merchandise or wares warehoused with the company; to make negotiate or secure advances or loans upon the security of such stored merchandise and products.
3. To carry on the business operating port terminals in the cities of Davao, Cagayan De Oro, Legaspi and in any other place in the Philippines and in connection therewith to engage in handling, packaging, crating, longshoring, transferring, delivering, loading and/or unloading of cargoes, merchandise, goods and wares and warehouses and storage places to and/or from vessels, trucks and other means of conveyance and vice-versa.
4. To purchase, acquire, own, lease, operate, hypothecate or sell, manufacturing, storage, loading and shipping sites, piers, decks, wharves, pipelines, and such other properties, franchises, rights and facilities as may be reasonable necessary for the due and proper conduct of the warehousing business of the company whether of public or private domain.
5. To conduct the business of general stevedoring, arrastre service, ship chandlery, ship broker, shipping agent, freight contractors, forwarding agents, wharfingers and in connection therewith to purchase, own, acquire, lease, hire and operate equipment and any other kinds of facilities as may be necessary in undertaking the said business.
6. To engage in the business of general builders and contractors such as the building and construction of private and government buildings, road, highways, bridges, port works and all other kinds of construction works and in connection therewith to own, operate, manage and maintain plants, shops, machinery and equipment as may be necessary in undertaking general construction work.
7. To carry on a general lumber business, to operate sawmills and manufacturing plants of all kinds; to engage in and carry on the general business of manufacturing, preserving, curing and processing and treating timber, lumber, logs, and other lumber construction materials.

8. To engage in the acquisition, management, lease, obtain option on development and improvement of real estate properties for sale, lease and/or exchange of subdivision and housing projects.

9. To invest, acquire, hold, purchase and deal in stocks or securities of any public or private corporations, partnerships and association especially, but not limited to those engage in logging operations, forest exploitation or in lumber and timber business, in the same and to the same extent as a juridical person could do or would do while the owner of stocks or securities or any interests therein and to exercise all the rights powers and privileges of ownership including the right to vote or consent in respect thereof, for any and all purpose.

10. To acquire by purchase or lease, or otherwise, lands and interest inlands, and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands, owned, hold or occupied by the corporation, building or other structure with their appurtenances, and to rebuild, enlarge, alter or improve any building or other structures now or hereafter erected on any land so owned, hold or occupied without necessarily engaging in subdivision business.

11. To borrow money, and to make and issue notes, bonds and other evidences of indebtedness of all kinds, and to secure the same by mortgage, pledge, or otherwise, in such amounts as the business of the corporation requires.

12. To purchase, own, hold, or otherwise acquire such machineries, equipment, tools, materials, supplier or parts as may be necessary, convenient or appropriate for any of the purposes for which the corporation is formed.

13. To purchase, acquire and take over, as a going concern or otherwise and to carry on, maintain and operate, all of any part of the property or business of any person, firm, association or corporation deemed to be necessary or useful in carrying on the business of the corporation, and to pay the same in cash, stocks, bonds, debentures or other obligation of the corporation , and to undertake assume and guarantee the liabilities of any person, firm, association or corporation, whose properly or business may so be taken over, shares of those capital stock may be acquired and owned by the corporation, but only to the extent permitted by law.

14. To buy, sell and generally deal in any kind of goods, wares or merchandise either as principal, agent, broker or factor.

15. To apply for, obtain, register, purchase, lease or otherwise acquire and to the extent authorized by law and to hold, use, own, operate, develop and introduce, sell, assign and otherwise dispose of mortgage, pledge or otherwise hypothecate, land, traffic in and such trademarks, trade names, distinctive marks, patents, inventions, improvements and process, used in connection with, or necessary or useful in with the business of the corporation, and to use, exercise, grant licenses in respect of, and otherwise turn to account, any such patents, inventions, processes and the like or any such property rights.

16. To enter into, make, perform and carry out contracts of every kind for any lawful purposes, pertaining to the business of the corporation or in any manner incident thereto, as principal, agent, or otherwise, with any person, firm, association or corporation.

17. To issue, pursuant to law, its capital stock, bonds, debentures, or other obligations in payment for property purchased or acquired by it, for money borrowed, or for any other lawful object in or about its business.

18. To serve and otherwise engage the services of such laborers, employees and professionals, engineers, architects, and technicians as may be desired or needed in the conduct of the trade or business of said corporation.

19. To do all or any of the above things in any place in which the corporation may determine as principal, agents, contractors, or otherwise and by or through agents or otherwise, and either alone or in conjunction with others.

20. To do and perform any and all of the acts and things and to exercise all the general powers conferred by law upon corporation similarly organized and usually and ordinarily incidental to corporations of like nature and kind, and to do all such other things as are incident or conducive to the attainment of the above purposes and objects.

THIRD: That the corporation shall have its principal office in Makati, Rizal with branch offices in Cagayan De Oro City or in any place in the Philippines and abroad.

FOURTH: That the term of which they said Corporation is to exist is FIFTY (50) YEARS from the date of incorporation.

FIFTH: That the names, citizenship and residences or addresses of the incorporators are as follows:

<u>Name</u>	<u>Residences</u>
Enrique Zobel	2 Harvard Rd. Forbes Park, Makati, Rizal
Dominador I. Lim	175 M. Paterno St., San Juan, Rizal
Mario D. Camacho	49 Margarita St., Magallanes Village Makati, Rizal
Ramon Atayde	2621 Molave St., United Parañaque I, Parañaque, Rizal
Jose S. Fernandez, Jr.	28 J.J. Jingco Ave., Philamlife Village, Las Piñas, Rizal
Renato L. de la Fuente	100 A Lake St., San Juan, Rizal
Manuel L. Lopez	1124 A.M. de la Fuente St., Sampaloc, Manila

SIXTH: That the number of directors of said Corporation shall be **nine (9)** and that the names, citizenships 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, to wit: (As amended on October 20, 1986 and further amended on 26 June 2012).

<u>Name</u>	<u>Residences</u>
Enrique Zobel	2 Harvard Rd. Forbes Park, Makati, Rizal
Dominador I. Lim	175 M. Paterno St., San Juan, Rizal
Mario D. Camacho	49 Margarita St., Magallanes Village Makati, Rizal
Ramon Atayde	2621 Molave St., United Parañaque I, Parañaque, Rizal
Jose S. Fernandez, Jr.	28 J.J. Jingco Ave., Philamlife Village, Las Piñas, Rizal
Renato L. de la Fuente	100 A Lake St., San Juan, Rizal
Manuel L. Lopez	1124 A.M. de la Fuente St., Sampaloc, Manila

SEVENTH: That the authorized capital stock of the corporation is P300,000,000.00, Philippine Currency, divided into 300,000,000 shares of common stock with par value of P1.00 per share. (Amended as of September 24, 2009)

EIGHT: That the amount of said capital stock which has actually been subscribed is TWENTY ONE THOUSAND (P21,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>No. of Shares</u>	<u>Amt. Of Capital Stock Subscribed</u>	
Enrique Zobel	30	P	3,000.00
Dominador I. Lim	30	P	3,000.00
Mario D. Camacho	30	P	3,000.00
Ramon Atayde	30	P	3,000.00
Jose S. Fernandez, Jr.	30	P	3,000.00
Renato L. de la Fuente	30	P	3,000.00
Manuel L. Lopez	<u>30</u>	<u>P</u>	<u>3,000.00</u>
	210	P	21,000.00

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

<u>Name</u>	<u>Ammt. Of Capital Stock Subscribed</u>	
Enrique Zobel	P	1,000.00
Dominador I. Lim	P	1,000.00
Mario D. Camacho	P	1,000.00
Ramon Atayde	P	1,000.00
Jose S. Fernandez, Jr.	P	1,000.00
Renato L. de la Fuente	P	1,000.00
Manuel L. Lopez	<u>P</u>	<u>1,000.00</u>
	P	7,000.00

TENTH: That Jose S. Fernandez, Jr. has been elected by the subscribers 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 20th day of May 1974 at Makati, Rizal, Philippines.

(SGD) ENRIQUE ZOBEL

(SGD) DOMINADOR LIM

(SGD) MARIO D. CAMACHO

(SGD) RAMON R. ATAYDE

(SGD) JOSE R. FERNANDEZ, JR.

(SGD) MANUEL L. LOPEZ

(SGD) RENATO L. DELA FUENTE

SIGNED IN THE PRESENCE OF:

(SGD) HERMEL A. NUYDA

(SGD) A.G. SANTIAGO

ACKNOWLEDMENT

REPUBLIC OF THE PHILIPPINES)

MUNICIPALITY OF MAKATI)S.S.

PROVINCE OF RIZAL

BEFORE ME, Notary Public, for and in the Municipality of Makati Rizal, Philippines, this 20th of May 1974, personally came and appeared the following persons with their respective Residence Certificates and Tax Account numbers indicated opposite their names, to wit:

ENRIQUE ZOBEL

- Residence Tax Certificate No A-1055456
issued at Makati on January 2, 1974.
Tan 2648-108-5

DOMINADOR I. LIM

- Residence Tax Certificate No A-38199
issued at Makati on January 2, 1974.
Tan 1324-060-1

- MARIO D. CAMACIO - Residence Tax Certificate No A-1055459
issued at Makati on January 2, 1974.
Tan 0113-740-3
- RAMON ATAYDE - Residence Tax Certificate No A-3145839
issued at Makati on January 2, 1974.
Tan 1758-231-1
- JOSE S. FERNANDEZ, JR - Residence Tax Certificate No A-5349351
issued at Makati on January 2, 1974.
Tan 1220-9458
- RENATO DELA FUENTE - Residence Tax Certificate No A-5349351
issued at Makati on January 2, 1974.
Tan 1220-9458
- MANUEL L. LOPEZ - Residence Tax Certificate No A-334799
issued at Makati on January 14, 1974.
Tan 2082-695-4

All known to me and to me known to be the same persons who executed the foregoing instruments Articles on Incorporation of Cagayan De Oro Oil Co., and they acknowledged to be that the same is their free and voluntary act and deed.

In WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in the place and on the date first hereinabove written.

(SGD) SILVERIO F. AQUINO
Notary Public
Until December 31, 1975
PTR No. 4326262
Issued on Jan 15, 1974
In Makati Rizal

Doc No. 354;
Page No. 72;
Book No. X;
Series of 1974.

DIRECTORS' CERTIFICATE

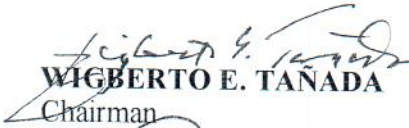
10.29.12

We, constituting the majority of the Board of Directors, the President and the Corporate Secretary of **CAGAYAN DE ORO OIL COMPANY, INC.** with principal office located at 16th Floor, UCPB Bldg., Makati Avenue, Makati City, do hereby certify that the attached documents are true and correct copies of the Amended Articles of Incorporation and By-laws of said **Corporation** as duly adopted by the entire outstanding capital stock and by at least the majority of the Board of Directors of the Corporation in the Board and Stockholders Meetings duly held on 26 June 2012 at Makati City.

The Amendment refers to the following:

1. Increasing the number of directors from 7 to 9
 - a. SIXTH Article of the Amended Articles of Incorporation
 - b. Article VII of the By-laws
2. Annual Meeting of Stockholders to be held on last Thursday of May of each calendar year
 - Article VII of the By-laws

IN WITNESS WHEREOF, we hereunto set our hands this **JUN 26 2012** Makati City.

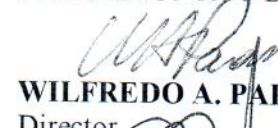

WIGBERTO E. TAÑADA
Chairman
SC#741095

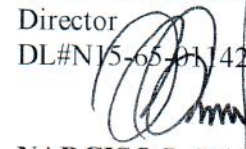

ANDRES D. BAUTISTA
Director
DL#N02-96-313468


ROBERTO M. MACASAET, JR.
Director
DL#N11-78-040703


JESUS L. ARRANZA
President
DL#N11-63-033545



MA. NGINA TERESA CHAN-GONZAGA
Director
PCGG ID#10-0978-D2175


WILFREDO A. PARAS
Director
DL#N15-65-011423


NARCISO P. NARIO, JR.
Corporate Secretary
DL# NO2-82-057709

SUBSCRIBED AND SWORN to before me this day **JUN 26 2012** at Makati City, the affiants exhibiting to me their respective government issued identification cards.

Doc. No. 446 ;
Page No. 91 ;
Book No. V ;
Series of 2012.


NANCY S. SIY
NOTARY PUBLIC for MAKATI CITY
APPOINTMENT NO. M-17
UNTIL DECEMBER 31, 2013
ROLL OF ATTORNEY NO. 10221
PTR NO. 3184984/ 01-10-12/ MAKATI CITY
IBP LIFETIME MEMBERSHIP NO. 05327/ MANILA
MCLE COMPLIANCE NO. III-0005875
16/F UCPB BUILDING MAKATI AVENUE, MAKATI CITY