



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

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

COMPANY REG. NO. 24676

**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

**SOUTHERN LUZON COCONUT OIL MILLS, INC.**

[Amending Articles IV by extending the term of its existence & VI thereof.]

copy annexed, adopted on June 26, 2012 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing all 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 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 23<sup>rd</sup> day of October, Twenty Twelve.



  
**FERDINAND B. SALES**  
Officer-In-Charge

Company Registration and Monitoring Department





# COVER SHEET

2 4 6 7 6  
S.E.C. Registration Number

S O U T H E R N L U Z O N C O C O N U T O I L M I L L ,  
I N C .

(Company's Full Name)

16TH FLOOR, UGRB BUILDING, MAKATI AVENUE, MAKATI CITY

( Business Address: No. Street City / Town / Province )

ATTY. LOPE TORRES  
Contact Person

0918-9166036  
Company Telephone Number

Month Day  
Fiscal Year

A A I / A B L  
FORM TYPE

Month Day  
Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

ARTICLE IV. & VI  
Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

LCU

10-1-12

Cashier

STAMPS

Remarks - pls. use black ink for recording purposes

# COVER SHEET

2 4 6 7 6  
S.E.C. Registration Number

S O U T H E R N L U Z O N C O C O N U T O I L M I L L ,  
I N C .

(Company's Full Name)

16TH FLOOR, UGRB BUILDING, MAKATI AVENUE, MAKATI CITY

( Business Address: No. Street City / Town / Province )

ATTY. LOPE TORRES

Contact Person

0918-9166036

Company Telephone Number

Month Day

Fiscal Year

A A I / A B L

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

ARTICLE IV. & VI

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

LCU

10-1-12

Cashier

STAMPS

Remarks = pls. use black ink for recording purposes

**AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**SOUTHERN LUZON COCONUT OIL MILL, INC.**

KNOWN ALL MEN BY THESE PRESENTS:

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

AND WE ARE HEREBY CERTIFY:

FIRST:       The name of said Corporation shall be  
**SOUTHERN LUZON COCONUT OIL MILL, INC.**  
(As amended on May 19, 1978)

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

**PRIMARY PURPOSE**

To engage in the raising, production and sale, exchange, or barter of agricultural crops, grain, cereal, nuts, fruits, vegetables and other agricultural product of all forms or kinds; to acquire, own, lease, hold, develop, improve and/or manage agricultural farms, plantations and orchards of whatever kind; and to engage in any other agricultural pursuit or undertaking insofar as and to the extent permitted by law; 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 farmer's assistance protection, and relief in the form of social benefits, such as scholarships, trainings, life and accident insurance coverage, and to pursue research and development initiatives for the commercial and industrial uses of coconut and other palm oil products as well as development of technologies and processes for farm development and value adding. (Amended a of 31, May 2007).



**SECONDARY PURPOSE**

1. To engage in milling, canning, preserving, storing and processing of any and all agricultural products as well as in the preparation and manufacture of the by-products and derivatives thereof, and in the buying, selling, importing, exporting, or otherwise dealing in the same; and to acquire, own, lease, construct, maintain, operate and/or manage mills, plants, silos, store, bodegas, works, factories and such other facilities for the state purposes as may be permitted by law.
2. To engage in the raising, breeding, grazing, pasteurizing, production and improvement of cattle, pigs, poultry and other livestock of whatever kind; to buy, sell, import, or otherwise deal in the same; to acquire, own, lease, hold, develop, improve and/or manage cattle, ranches, piggeries, poultry farms and other livestock farms insofar as and to the extent permitted by law; to manufacture, prepare, and likewise sell, import, export or otherwise deal in milk, eggs, butter, cheese and other dairy products as well as in meats whether fresh, dried, preserved, or packaged; and to acquire, own, lease, construct, maintain, operate and/or manage plants, factories, stores, bodegas and such other facilities for the stated purposes as permitted by law.
3. To purchase, own, hold, acquire, or otherwise accept such property, real or personal, as may be necessary, convenient, or appropriate for any of the purposes herein expressed.
4. 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 lawful object in, or about, its business.
5. To carry on the business of wholesaler, and retailers, exporter and importers as principals, factors, agents, or commission merchants in respect to buying, selling, trading or dealing in any and all kinds and forms of goods, wares and merchandise, and to do a general commercial brokerages, commission, import and export business, subject to the limitations established by the laws of the Philippines.
6. To act as a local agent or representative or general managers of any and all corporations, associations, firms and individuals, organized, located or residing in any part of the world, all insofar as and to extent permitted by law.
7. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, 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.

8. To borrow such sums of money, and contract such debts, from time to time, as may be deemed necessary for or of aid in the accomplishment of, any of its lawful purpose or objects, to make, execute, endorse, issue and dispose of promissory notes, bills of exchange, bonds, debentures, certificates, and other negotiable instruments, or other securities, or evidences of indebtedness, for any monies, so borrowed, or debt so contracted, and to secure the same by pledge of any of its personal property or, by mortgage or mortgages, or deed of trust, upon any, or all of the assets, properties, concessions, subsidies or franchise, or the corporation, or the deeds constituting liens and charges upon, and affecting the income and revenue of its properties, in whole or in part, upon such lawful terms and conditions, as may be set forth in the instrument or instruments mortgaging, or affecting the same, or in any contract, deed or instrument relating thereto; to confer upon the holder of any debentures or bonds of the corporation, secured or unsecured, the right to convert the principal thereof into stock of the corporation, upon such lawful terms and conditions as shall be fixed by the Board of Directors, all subject to the limitations established by law.

9. In general, to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers here in above set forth, either alone or in association with other corporations, firms or individuals, and to do every other set or thing incidental or pertaining to, or growing out of, or connected with the aforesaid business or powers, or any part thereof.

THIRD: That the place where the principal office of the corporation is to be established or located is in Makati, Metro Manila. (As amended on October 29, 1976).

FOURTH: That the term for which they said Corporation is ~~to exist~~  
for another FIFTY (50) YEARS from March 6, 2014, its expiry  
date. (As amended on 26 June 2012)

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



<u>Name</u>	<u>Nationalities</u>	<u>Residences</u>
Fernando C. Ordoveza	Filipino	Bay, Laguna
Ramon C. Ordoveza	Filipino	Greenhills Subd., Mandaluyong, Metro Manila
Beatriz O. Gomez	Filipino	768 Vito Cruz, Manila
Manuel Gomez	Filipino	768 Vito Cruz, Manila
Isabel O. Faustino	Filipino	464 G. Reyes, San Juan
Vicente F. Faustino	Filipino	454 G. Reyes, San Juan
Juanito L. Ordaveza	Filipino	Forbes Park, Makati, M.M

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 May 29, 1987 and further amended on 26 June 2012).

<u>Name</u>	<u>Residences</u>
Fernando C. Ordoveza	Dasmariñas Village, Makati M. Manila
Ramon C. Oroveza	Greenhills Subd., Mandaluyong, Metro Manila
Juanito L. Ordoveza	Forbes Park, Makati M. Manila
Manuel Gomez	768 Vito Cruz, Manila
Vicente F. Faustino	454 G. Reyes, San Juan, Metro Manila.

SEVENTH: That the capital stock of the said corporation is ONE HUNDRED FORTY FIVE MILLION PESOS (P145,000,000.00), Philippine Currency, divided into ONE HUNDRED FORTY-FIVE MILLION (145,000,000) SHARES OF THE PAR VALUE OF one pesos (P1.00) per share. (As amended on September 22, 1983).

EIGHT: That the amount of said capital stock which has actually been subscribed is TWO HUNDRED THOUSAND PESOS (P200,000.00), 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>Residences</u>	<u>Amt. Paid on Subscription</u>
Fernando C. Ordoveza	Dasmariñas Village, Makati M. Manila	P 10,000.00
Ramon C. Oroveza	Greenhills Subd., Mandaluyong, Metro Manila	10,000.00
Beatriz O. Gomez	768 Vito Cruz, Manila	5,000.00
Manuel Gomez	768 Vito Cruz, Manila	5,000.00
Vicente F. Faustino	454 G. Reyes, San Juan, Rizal	5,000.00
Juanito L. Ordoveza	Forbes Park, Makati M. Rizal	<u>10,000.00</u>
		P 50,000.00

TENTH: That Ramon C. Ordoveza has be 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 4<sup>th</sup> day of December 1972, In Makati, Metro Manila, Philippines.

(SGD) FERNANDO C. ORDOVEZA

(SGD) RAMON C. ORDOVEZA

(SGD) BEATRIZ O. ORDOVEZA

(SGD) MANUEL GOMEZ

(SGD) JUANITO L. ORDOVEZA



SIGNED IN THE PRESENCE OF:

(SGD) DOMINGO L. ORDOVEZA  
VITUG

(SGD) EDUARDO L.

**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES)

CITY OF MANILA )S.S

BEFORE ME, a Notary public, in and for the City of Manila, Philippines, personally appeared the following persons with their respective Residence Tax Certificates, to wit:

<b><u>Name</u></b>	<b><u>Residences</u></b>	<b><u>Date &amp; Place Issued</u></b>
Fernando C. Ordoveza	3920644	Jan. 4, 1964, Bay, Laguna
Ramon C. Oroveza	4335412	Dec. 2, 1964, Makati, Rizal
Beatriz O. Gomez	4393005	Feb 24, 1964, Pasay City
Manuel Gomez	4394005	Feb 24, 1964, Pasay City
Vicente F. Faustino	447663	Feb 12, 1964, San Juan, Rizal
Juanito L. Ordoveza	4235263	Jan 5, 1964, Quezon City

All known to me and to me known to be the same persons who acknowledged the foregoing Amended Articles of Incorporation, and they acknowledged that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL at Manila, Philippines, this 25<sup>th</sup> day of February, 1964.

(SGD) RICARDO J. FRANCISCO

Notary Public

Doc. No. 177;

Until December\*31, 1964

Page No. 75;

Book No. IX;

Series of 1964.