



REPUBLIC OF THE PHILIPPINES

**SECURITIES AND EXCHANGE COMMISSION**

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

Company Reg. No. 11790

**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

**WELLEX INDUSTRIES INCORPORATED**

(Amending Article II Purposes thereof.)

copy annexed, adopted on January 28, 2008 by majority vote of the Board of Directors and on November 20, 2008 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 3rd day of April, Two Thousand Nine,

BENITO A. CATARAN

Director

Company Registration and Monitoring Department



## COVER SHEET

1 1 7 9 0

S.E.C Registration No.

W	E	L	L	E	X	I	N	D	U	S	T	R	I	E	S
I	N	C	O	R	P	O	R	A	T	E	D				

(Company's Full name)

2	2	N	D	F	L	O	O	R	C	I	T	I	B	A	N	K	T	O	W	E	R		
P	A	S	E	O	D	E	R	O	X	A	S			M	A	K	A	T	I	C	I	T	Y

Business Address : No. Street City/Town Provinces

Amando J. Ponsaran Jr.

687-7536

Contact Person

Tel. No.

AMENDED

A  O  I

Secondary License, (if applicable type)

Dept. requiring this doc

N/A

Amended Articles number

Total stockholders

Domestic

Foreign

To be accomplished by SEC personnel concerned

File Number

*LCB 3-27/09*

Document I.D.

*Cashier*

STAMPS



Republic of the Philippines  
SECURITIES AND EXCHANGE COMMISSION  
SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila  
CORPORATION FINANCE DEPARTMENT



### CLEARANCE

Company	<b>WELLEX INDUSTRIES, INCORPORATED</b>	SEC Registration No. <b>AS11790</b>
Purpose	Amendment of the Company's Articles of Incorporation (re: Primary and Secondary Purpose)	
Department	Corporation Finance Department	
Date Received:	Date Released:	Processed By:
January 26, 2009	January 26, 2009	Cita Z. Correa

#### REMARKS:

The company is compliant with the reportorial requirements and other requirements of the SRC and its Implementing Rules and Regulations.

  
**JUSTINA F. CALLANGAN**  
Director

### DIRECTORS' CERTIFICATE

We, the undersigned majority members of the Board of Directors and the Corporate Secretary, do hereby certify that the Articles of Incorporation of **WELLEX INDUSTRIES, INC.** (the "Corporation"), was amended by an affirmative vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock of the Corporation at a meeting held for that purpose at Top of the Citi, Citibank Tower, Paseo De Roxas, Makati City on November 20, 2008, amending Article SECOND by changing the Primary Purpose and SECONDARY by deleting Paragraph 2 and renumbering from 1-12 to 1-11 thereof as shown in the attached amended Articles of Incorporation, such that Article SECOND shall read as follows:

#### PRIMARY PURPOSE

To seek for and secure openings for the employment of capital for the purpose of assisting mining enterprises; to utilize its engineering and technical force to help develop, mine, prospects, inquire, examine, explore and test mining properties of any corporation, association, person or entity and to dispatch and employ expeditions, commissions, experts and other agents and make investments therein and to assist any party corporation or entity in acquiring from the government, any concession, grants, decrees, licenses, rights or privileges in connection with the mining business which may seem to the corporation necessary and capable of being turned to account, and to work, develop and carry out, exercise and turn the same to account, to locate, purchase, lease and otherwise acquire mineral, oil, petroleum claims and/or concessions anywhere in the Philippines, and to hold, work and operate such claims and extract and market the contents therein of whatever nature; to acquire, own and use water and/or water rights, timber and/or timber rights, refinery and mill sites, and refineries and mills incident to the treatment of gold and other mineral bearing ores or petroleum and earth.

#### SECONDARY PURPOSE

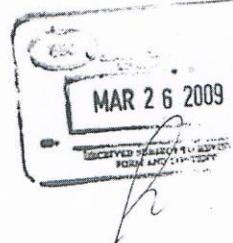
1. xxx .....

2. xxx .....

3. xxx .....

xxx .....

11. xxxxx



That at a meeting of the Board of Director held on January 28, 2008 at 22<sup>nd</sup> Floor Citibank Tower, Paseo De Roxas, Makati City, the majority of the Board approved the above amendments.

IN WITNESS WHEREOF, we have hereunto set our hands this 18th day of March 2009, at Pasig City, Philippines.

  
MA. JULIET A.C. SANTOS  
Corporate Secretary  
TIN-195-273-493

ATTESTED BY:

EDUARDO MAÑALAC  
Chairman - Director  
TIN - 226-311-454

WESLIE T. GATCHALIAN  
President - Director  
TIN - 167-406-526

WILLIAM T. GATCHALIAN  
TIN - 117-922-145  
Director

LAMBERTO B. MERCADO, JR.  
TIN - 136-012-428  
Director

ABELARDO G. PALAD  
TIN - Director

JOEL MUYCO  
TIN - Director

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

SUBSCRIBED AND SWORN TO before me this 18th day of  
2009 affiants exhibiting to me their Com. Certificate Nos. as  
follows:

Name	COMPANY, Tax Cert. No.	Date & Place Issued
Eduardo Mañalac	226-311-454	
Rogelio D. Garcia	138-688-978	
Weslie T. Gatchalian	167-406-526	
Elvira A. Ting	117-922-153	
Kenneth T. Gatchalian	135-807-295	
William T. Gatchalian	117-922-145	
Lamberto B. Mercado Jr.	136-012-428	
Abelardo Palad		
Byoung H. Suh		
Miguel Varela		
Joel Muyco		

Doc. No. 27;  
Page No. 59;  
Book No. 3;  
Series of 2009

NOTARY PUBLIC  
KRISTINE CHERYL H. DY  
NOTARY PUBLIC, STATE OF CALIFORNIA  
NOTARIAL TITLE: NOTARY PUBLIC  
NOTARIAL ADDRESS: 1000 11TH STREET, SUITE 1000  
CITY: SACRAMENTO, STATE: CALIFORNIA  
PHONE: (916) 445-1000  
FAX: (916) 445-1001  
E-MAIL: KCDY@NOTARYPUB.COM  
NOTARIAL EXPIRATION DATE: 06/30/2010

AMENDED  
ARTICLES OF INCORPORATION

OF

WELLEX INDUSTRIES, INCORPORATED  
(Formerly: Republic Resources and Development Corporation)

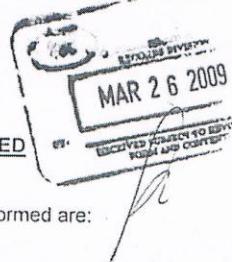
KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST – That the name of said corporation shall be –

WELLEX INDUSTRIES, INCORPORATED  
(As amended on August 12, 1997)



SECOND – That the purposes for which such corporation is formed are:

<sup>1</sup>PRIMARY PURPOSES

To seek for and secure openings for the employment of capital for the purpose of assisting mining enterprises; to utilize its engineering and technical force to help develop, mine, prospects, inquire, examine, explore and test mining properties of any corporation, association, person or entity and to dispatch and employ expeditions, commissions, experts and other agents and make investments therein and to assist any party corporation or entity in acquiring from the government, any concession, grants, decrees, licenses, rights or privileges in connection with the mining business which may seem to the corporation necessary and capable of being turned to account, and to work, develop and carry out, exercise and turn the same to account, to locate, purchase, lease and otherwise acquire mineral, oil, petroleum claims and/or concessions anywhere in the Philippines, and to hold, work and operate such claims and extract and market the contents therein of whatever nature; to acquire, own and use water and/or water rights, timber and/or timber rights, refinery and mill sites, and refineries and mills incident to the treatment of gold and other mineral bearing ores or petroleum and earth.

<sup>1</sup>SECONDARY PURPOSES

1. PROPERTY HOLDING AND DEVELOPMENT – To promote, establish, operate, own, invest in, participate, or otherwise engage in the business of holding and developing real estate or other properties for industrial, commercial, residential, leisure or sports purposes, and in pursuance thereof, to acquire by purchase, lease or otherwise, real estate and/or appurtenant properties and/or interests therein, to own, hold, improve, develop, maintain, operate, manage, sell, lease,

<sup>1</sup> (As amended at a meeting of the stockholders held on November 20, 2008)

mortgage, exchange, dispose of, and otherwise deal and engage in real and personal properties or any interest therein, inclusive of land tenements, hereditaments, buildings, complexes, estates, apartment houses, condominiums, warehouses and/or accessories therein – either by itself or in association with others, and in general, to carry on and undertake such activities which may seem to the Corporation capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to enhance the value of or render profitable, any of the Corporation's properties or rights. (As amended on February 24, 1997)

2. **ENGINEERING CONSULTANT** – To carry on the business of engineering consultants and contractors and prepare plans and specifications of machinery, mills, plants, buildings and works and the undertaking and performance of contracts for the construction and erection of the same and the operation thereof.
3. **MANAGEMENT** – To engage in the management, supervision of control of business enterprises of all kinds, the operations and transaction of any company or undertaking and to manage and administer land, buildings, any kind of business and any kind of properties whether real or personal, and in general, to act as agent, attorney-in-fact, purchasing agent and general agent, as may be permitted by law.
4. **METALLURGICAL RESEARCH** - To engage in the essay of all kinds of ores, for aspiring, for developments, and for export and import, to prepare flowsheets for the beneficiation of ores.
5. **GENERAL CONSTRUCTIONS** – To engage in the business of general builders and constructors of roads, bridges, terminals, landing fields, decks, piers, governments and private buildings, army and navy buildings, barracks and other edifications needed and necessary in the ordinary course of business and life.
6. **DREDGING** – To undertake dredging and drilling operations and to dredge or otherwise obtain out of the waters, navigate or non-navigable within the Philippines as may be permitted by law, sand, gravel and deposits found in or beneath said waters and to acquire and make the same available for commercial purposes subject to existing laws.
7. **AGRICULTURE** – To engage in the business of farming, raising, growing, cultivating or producing or preparing for consumption and sale; for its own account or for the account of others, agricultural products of all kinds; and to engage in the business of poultry and hog and cattle raising and their sale and marketing including their by-products.
8. **IMPORT AND EXPORT** – To carry on a general mercantile and commercial business of imposing and exporting, buying, acquiring, holding, selling or otherwise disposing of and dealing in any goods, wares, merchandise, and commodities of all kinds and products, natural or artificial of the Philippines or other countries which are of may become articles of commerce.
9. **MANUFACTURING** – To acquire, construct, maintain and operate factories for the production of all kinds of products, goods and merchandise, and to undertake and carry on all kinds of manufacturing enterprises.

10. **BROKERS** – To engage in the business of stock and bond brokers and dealers in securities and in all activities directly or indirectly connected therewith or incidental thereto; and to act as commission merchant, brokers, factor and insurance agent in soliciting and receiving applications for all kinds of insurance the collection of premiums and doing such other businesses may be delegated to agents by such agency and insurance brokerage business.
11. **INVESTMENT IN OTHER BUSINESS** – To hold, purchase, or otherwise acquire, or be interested in and to sell or otherwise dispose of, shares of capital stock, bonds or other evidences of debts issued or created by any other corporation, partnership or company, whether domestic or foreign; and while the holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, in the same extent as a natural person might or could do as may be authorized by law.

**AND IN FURTHERANCE OF THE FOREGOING CORPORATE PURPOSES:**

- a. To purchase, hold, convey, sell, lease, mortgage, encumber, administer, and otherwise deal with lands, buildings, improvements and other kinds of real estate in the Philippines or elsewhere;
- b. To borrow or raise money in such a manner as the company shall think fit by the issuance of bonds, promissory notes and other evidence of indebtedness and to secure the repayment thereof by mortgage, pledge, deed of trust, and charge or lien upon the whole or any part of the properties of the corporation.
- c. To draw, make, issue, accept, indorse and discount drafts, bills of exchange, promissory notes, and other evidences of indebtedness insofar as the exigencies of the business for which the corporation is organized shall require.
- d. To invest in and deal with the moneys and properties of the corporation such a manner as may from time to time be considered wise or expedient for the advancement of its interests, and to sell dispose of and transfer the business, goodwill, properties and undertakings of the corporation of any part thereof for such consideration and under such terms as it shall feel fit to accept.

**NECESSARY AND INCIDENTAL** – To do and perform all and everything necessary and proper for the attainment of the purposes, or the furtherance of any of the powers above setforth, either alone or in association with other corporations or individuals; and to do every act or acts, incidental or appurtenant to, or and to exercise and enjoy all the powers, authorities and privileges granted and conceded by the laws of the Republic of the Philippines to corporations organized under and in accordance with said laws and, in particular, unto corporations of like nature and kind.

**INTERPRETATION CLAUSE** – It is understood that the preceding clause shall be construed and interpreted as both purposes and powers, and the matters expressed in them shall, except and otherwise expressly provided, be in the wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers/ shall not be construed to limit or restrict in any manner the meaning in general terms of the general powers of the corporation, nor shall the expression of one thing be to include another not expressed, if it be of like nature.

Amended Articles of Incorporation  
Wellex Industries, Inc.

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**THIRD** – That the place where the principal office of the corporation is to be established or located at Metro Manila, Philippines. (As amended on November 25, 1994)

**FOURTH** – That the term for which the corporation is to exist is for another fifty (50) years, from October 19, 2006 (as amended on January 19, 2006).

**FIFTH** – That the names and residences of the incorporators of said corporation are as follows:

NAME	NATIONALITY	RESIDENCE
JOSE TIONG	Filipino	621 Manga Avenue, Sta Mesa, Manila
PERFECTO G. MENDOZA	Filipino	831 Rizal Avenue Sta. Cruz, Manila
OLIVERIO LAPERAL	Filipino	944 Rizal Avenue, Sta. Cruz, Manila
CARMELO T. SISON	Filipino	43 South 10 <sup>th</sup> Street, Diliman, Quezon City
ALFONSO B. GARCIA	Filipino	145 San Marcelino Street, Ermita, Manila

**SIXTH** – That the number of directors of said corporation shall be ELEVEN (11) and that the names and residences of the directors of the corporation who are to serve until successors are elected and qualified as provided by the by-laws are as follows: (As amended on May 29, 1970)

NAME	RESIDENCE
JOSE TIONG	621 Manga Avenue, Sta. Mesa, Manila
PERFECTO G. MENDOZA	831 Rizal Avenue, Sta. Cruz, Manila
OLIVERIO LAPERAL	944 Rizal Avenue, Sta Cruz, Manila
CARMELO T. SISON	43 South 10 <sup>th</sup> Street, Diliman, Quezon City
ALFONSO B. GARCIA	145 San Marcelino Street, Ermita, Manila

**SEVENTH** – That the capital stock of the corporation is **THREE BILLION FIVE HUNDRED MILLION PESOS (P3,500,000,000.00)** and said capital stock is divided into **THREE BILLION FIVE HUNDRED MILLION (P3,500,000,000)** shares of the par value of **ONE PESO (P 1.00)** each, all of which shall be common shares with equal voting privileges. (As amended on February 24, 1997)

That no stockholder shall because of his ownership of stock, have a preemptive 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 out of the unissued authorized capital stock or any future stock or other securities may at any time be issued, optioned for sale and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as the Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders. (As amended on November 25, 1994)

**EIGHT** – That the amount of capital stock which has been actually subscribed is **TWO HUNDRED FIFTY THOUSAND PESOS (P250,000.00)** and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names. (Based on original authorized capital stock of P1 million).

Amended Articles of Incorporation  
Wellex Industries, Inc.

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NAME	NATIONALITY	NO. OF SHARES	AMOUNT SUBSCRIBED
JOSE TIONG	Filipino	375,000	P37,500.00
CONSTANCE U. TIONG	Filipino	375,000	37,500.00
ALICE T. DEE	Filipino	250,000	25,000.00
PERFECTO G. MENDOZA	Filipino	375,000	37,500.00
TARCILA MENDOZA	Filipino	225,000	22,500.00
OLIVERIO LAPERAL	Filipino	250,000	25,000.00
EMMA L. DE LAPERAL	Filipino	150,000	15,000.00
CARMELO T. SISON	Filipino	150,000	15,000.00
NESTOR G. MONTERO	Filipino	50,000	5,000.00
DEE K. CHIONG	Filipino	100,000	10,000.00
ALFONSO B. GARCIA	Filipino	100,000	10,000.00
PEDRO VASQUEZ	Filipino	100,000	10,000.00
		<u>2,500,000</u>	<u>P250,000.00</u>

NINTH – That the following persons have paid on the shares of capital stocks for which they have subscribed the amount after their respective names:

NAME	RESIDENCE	AMOUNT PAID ON SUBSCRIPTION
JOSE TIONG	Manila	P 9,375.00
CONSTANCE U. TIONG	Manila	9,375.00
ALICE T. DEE	Manila	9,250.00
PERFECTO G. MENDOZA	Manila	9,375.00
TARCILA MENDOZA	Manila	5,625.00
OLIVERIO LAPERAL	Manila	6,250.00
EMMA L. DE LAPERAL	Manila	3,750.00
CARMELO T. SISON	Manila	3,750.00
NESTOR G. MONTERO	Manila	1,250.00
DEE K. CHIONG	Manila	2,500.00
ALFONSO B. GARCIA	Manila	2,500.00
PEDRO VASQUEZ	Manila	2,500.00

TENTH – That OLIVERIO LAPERAL has been elected by 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 all subscriptions paid in by said subscribers.

ELEVENTH – That no issuance or transfer of shares of the stock of the corporation which would reduce the ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be indicated in all the certificates of stock to be issued by the corporation. (As amended on November 25, 1994)

IN WITNESS WHEREOF, we have hereunto set our hands at the City of Manila, Philippines, this 10<sup>th</sup> day of September, 1959.

(SGD) JOSE TIONG

(SGD) PERFECTO G. MENDOZA

Amended Articles of Incorporation  
Wellex Industries, Inc.

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(SGD) OLIVERIO LAPERAL (SGD) CARMELO T. SISON

(SGD) ALFONSO B. GARCIA

SIGNED IN THE PRESENCE OF:

(SGD) VIVENCIO ISAAC

(SGD) BILLIE TIONG

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)

) S.S

BEFORE ME, the undersigned Notary Public for and in the City of Manila, Philippines, on this 10<sup>th</sup> day of September, 1959 personally came and appeared Jose Tiong, Perfecto G. Mendoza, Oliverio Laperal, Carmelo T. Sison, and Alfonso B. Garcia all known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged the same to be an act of their own free will and deed. Said persons exhibited to me their respective community tax certificate as follows:

JOSE TIONG	A-0117297 B-0106920	Manila Manila	Jan 15, 1956 Feb 28, 1956
PERFECTO G. MENDOZA	A-0083717 B-0110425	Manila Manila	Jan 20, 1956 Feb 28, 1956
OLIVERIO LAPERAL	A-0008731 B-0104334	Manila Manila	Jan 5, 1956 Feb 27, 1956
CARMELO T. SISON	A-4562207 B-9338456	Quezon City Baguio City	Jan 28, 1956 Feb 29, 1956
ALFONSO B. GARCIA	A-0001313 B-0070477	Manila Manila	Jan 6, 1956 Mar 14, 1956

IN TESTIMONY WHEREOF, I hereunto set my hand and affixed my official seal this 10<sup>th</sup> day of September 1959.

(SGD) JESUS Z. VALENZUELA  
Notary Public Until December 31, 1956  
Doc. No. 170 Page No. 16  
Book No. VI Series of 1956