



Republic of the Philippines

## Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong  
Metro-Manila

S.E.C. Reg. No. 11790

### CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

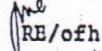
THIS IS TO CERTIFY that the amended articles of incorporation of the

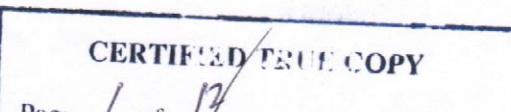
WELLEX INDUSTRIES INCORPORATED  
(Formerly: Republic Resources and Development Corporation)  
(Amending Article I thereof)

Date: 25-6-2014 Time: August 12, AM, 19 97 by a  
majority vote of the Board of Directors and 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 this Office on the 18 day of September nineteen hundred  
and ninety-seven, pursuant to the provisions of Section 16 of the Corporation  
Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached  
to the other papers pertaining to said corporation

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this  
Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 18<sup>th</sup> day  
of September, in the year of our Lord nineteen hundred and ninety-seven

  
SONIA M. BALLO  
Director  
Corporate and Legal Department

  
RE/ofh

  
CERTIFIED TRUE COPY

Page 1 of 17 pages  
Verified by: O Date Issued: JUL 11 2018



SEC Number 11700  
File Number

Atty. - Eggp. to  
8/11/97

REPUBLIC RESOURCES AND DEVELOPMENT CORPORATION  
(Company's Full Name)

22/Floor Citi Link Tower 8741 Pasco de Rawis Makati City  
(Company's Address)

848-0948 848-0537  
(Telephone Number)

(Fiscal Year Ending)  
(month & day)

AMENDMENT OF ARTICLES OF INCORPORATION

Form Type

User Name: ALFREDDEVON

User Name: AMENDMENT OF ARTICLES FIRST  
Amendment Designation (If applicable)

Ex: 1/12/97

Period Ended Date

**(Secondary License Type and EIS Number)**

~~✓~~  
~~✓~~  
~~✓~~  
~~✓~~

- Submit lettertracing to change Name
- Indicate company/  
new name in the heading



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Page 2 of 12 pages JUL 11 2014  
Verified by: ✓ Date Issued:





REPUBLIC OF THE PHILIPPINES  
MAKATI, METRO MANILA, P.S.  
QUEZON CITY

SUBSCRIBED AND SWORN TO before me this 12 <sup>1997</sup> th day of  
1997, affiants exhibiting to me their Res. Cert. as follows:

Name	Com. Cert. No.	Date and Place of Issue
LAMBERTO UN OCAMPO	194663D	2-28-97 / Makati
ROBERTO BORJA	5338195	3-17-97 / Quezon City
EDWARD CHAN	3763604	6-4-97 / Manila
ROMAN CRUZ, JR.	1871172D	1-15-97 / Makati
SHERWIN T. GATCHALIAN	780389D	1-20-97 / Valenzuela
WILLIAM T. GATCHALIAN	780385	1-20-97 / Valenzuela
SHINJI KOBAYASHI	814049	2-24-97 / Valenzuela
ABELARDO PALAD	1867182E	1-16-97 / Manila
ARTHUR R. PONSARAN	3711501	2-20-97 / Las Pinas
RAFAEL SISON	978541	2-21-97 / Baras, Rizal
ROBERT A. TING	780387	1-29-97 / Valenzuela
JOAQUIN P. OBIETA	1703724	1-17-97 / Mandaluyong

Doc. No. 187  
Page No. 77  
Book No. 47  
Series of 1997  
CERT9748.DOC

Date: 25-6-2014



ATTY. HECTOR B. CENTENO  
NOTARY PUBLIC  
PTR # 2310529  
DATE ISSUED JAN 5, 1997  
ISSUED AT QUEZON CITY  
VALID UNTIL DEC. 31, 1998

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User Name: ALFREDDEVON

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Page 4 of 12 pages  
Verified by: ALFREDDEVON Date Issued: 25-6-2014

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)* ✓

Date: 25-6-2014 Time: 10:11:29 AM

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

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User: PRIMARY PURPOSE REDDEVON

To promote, establish, operate, own, invest in, participate, or otherwise enter into any lawful arrangement with any person or entity, for the development and operation of any and all types of business enterprises and other activities within the limitations prescribed by law, including, but not limited to, the business of manufacturing, producing, buying, selling or otherwise dealing in all kinds of products and by-products, goods, merchandise or services; provide general or specific management, as well as statistical, research & related services to said enterprises or institutions, and in consequence thereof, to own, hold, and use for investment or otherwise, and to sell, assign, transfer, lease, mortgage, pledge, deal in and with, real and personal properties of every kind and description including, but not limited to, shares of capital stock, bonds, debentures, promissory notes or other securities or obligations, created, negotiated or issued by any corporation or other entity, and while the owner, holder or possessor thereof, to exercise any and all rights, powers and privileges of ownership or any other interest therein, including the right to vote on any proprietary or other interest, on any

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Page <u>5</u> of <u>12</u> pages	<u>JUL 11 2014</u>	
Verified by: <u>✓</u>	Date Issued:	



- 2 -

shares of the capital stock or other securities having voting power; and in general, to manage, operate and carry on any other business in connection with the foregoing purpose.

(As amended on February 24, 1997)

#### SECONDARY PURPOSES

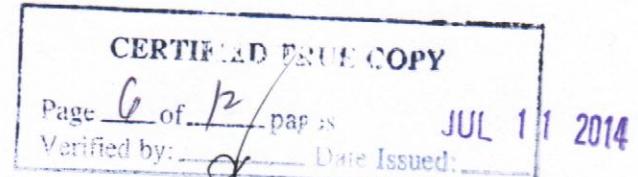
1. **PROPERTY HOLDING AND DEVELOPMENT.** To promote, establish, operate, own, invest in, participate, or otherwise engage in the business of holding and developing real estate or other properties for industrial, commercial, residential, leisure or sports purposes, and in pursuance thereof, to acquire 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, 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.

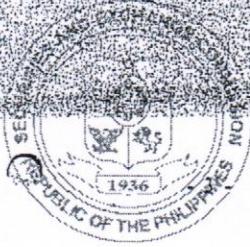
(As amended on February 24, 1997)

2. **MINING.** 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, prospect, 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.

(As Amended on November 25, 1994)

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3. **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.
4. **MANAGEMENT** - To engage in the management, supervision or 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.
5. **METALLURGICAL RESEARCH** - To engage in the assay of all kinds of ores, for aspiring, for developments, and for export and import, to prepare flowsheets for the beneficiation of ores.
6. **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.
7. **DREDGING** - To undertake dredging and drilling operations and to dredge or otherwise obtain out of the waters, navigable 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.

8. **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.

ec.gov.ph User Name: ALFREDEVON

9. **IMPORT AND EXPORT** - To carry on a general mercantile and commercial business of importing 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 or may become articles of commerce.

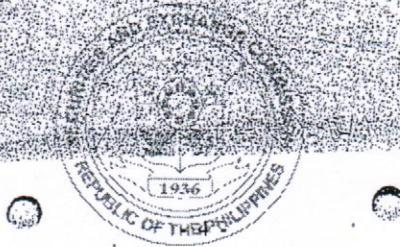
10. **MANUFACTURING** - To acquire, construct, maintain and operate factories for the production of all kinds of products, goods and merchandise, and to undertake and carry on all kinds of manufacturing enterprises.

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Page 7 of 12 pages

Verified by:

Date Issued: 11/11/2014



11. 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.
12. 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 in such a manner as may from time to time be considered 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 set forth, either alone or in association with other corporations or individuals; and to do every act or acts, incidental or appurtenant to, or connected with the aforesaid business powers, or may part or parts thereof, 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 corporation 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.

**THIRD.** - That the place where the principal office of the corporation is to be established or located is at Metro Manila, Philippines.

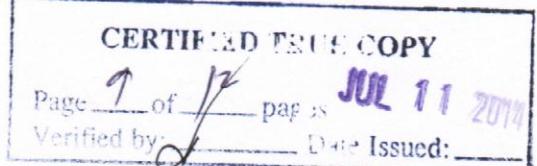
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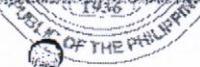
**FOURTH.** That the term for which said corporation is to exist is Fifty (50) years, from and after the date of incorporation.

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

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
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	User Name: ALFREDDEVON Filipino	43 South 10th Street Diliman, Quezon City
ALFONSO B. GARCIA	Filipino	145 San Marcelino St. 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 their successors are elected and qualified as provided by the by- laws are as follows: *(As amended on May 29, 1970)*





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NAME

RESIDENCE

JOSE TIONG	621 Manga Avenue, Sta. Mesa, Manila
PERFECTO G. MENDOZA	851 Rizal Avenue, Sta. Cruz, Manila
OLIVERIO LAPERAL	944 Rizal Avenue, Sta. Cruz, Manila
CARMELO T. SISON	43 South 10th St., Diliman, Q. C.
ALFONSO B. GARCIA	1451 San Marcelino St., Ermita, Mla.

SEVENTH: That the capital stock of the corporation is ONE BILLION PESOS (P1,000,000,000.00) and said capital stock is divided into ONE BILLION (1,000,000,000) shares of the par value of ONE PESO (P1.00) each, all of which shall be common shares with equal voting privileges. *(As amended on May 25, 1995)*

That no stockholder shall because of his ownership of 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 out of the unissued authorized capital stock or any future increases thereof, or to any treasury stock held by the Corporation. 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 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).

<u>NAME</u>	<u>NATIONALITY</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
User Name: ALFREDDEVON			
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
		2,500,000	P250,000.00

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Verified by: John Doe Issued:

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

<u>NAME</u>	<u>RESIDENCE</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
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 I. 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
DEF 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 the subscribers as  
Date: 23-8-2014 Time: 10:16:8 AM <sup>Under Name: ALFRED DEVON</sup> 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.

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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 Nov. 25, 1994)

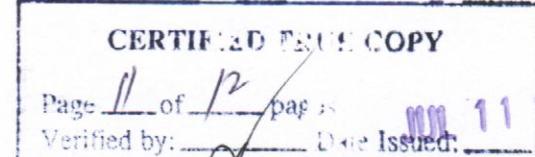
IN WITNESS WHEREOF, we have hereunto set our hands at the City of Manila, Philippines, this 10th day of September, 1959.

(SGD.) JOSE TIONG  
JOSE TIONG

(SGD.) PERFECTO G. MENDOZA  
PERFECTO G. MENDOZA

(SGD.) OLIVERIO LAPERAL  
OLIVERIO LAPERAL

(SGD.) CARMELO T. SISON  
CARMELO T. SISON





- 8 -

(SGD.) ALFONSO B. GARCIA  
ALFONSO B. GARCIA

SIGNED IN THE PRESENCE OF:

(SGD.) VIVENCIO ISAAC (SGD.) BILLIE TIONG

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

BEFORE ME, the undersigned Notary Public for and in the City of Manila, Philippines, on this 10th 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 residence tax certificates as follows:

JOSE TIONG	A-0117297	Manila	Jan. 15, 1956
	B-0106920	Manila	Feb. 28, 1956
PERFECTO G. MENDOZA	A-0083717	Manila	Jan. 20, 1956
	B-0110425	Manila	Feb. 28, 1956
OLIVERIO LAPERAL	A-0008731	Manila	Jan. 5, 1956
	B-0104334	Manila	Feb. 27, 1956
CARMELO T. SISON	A-4562207	Quezon City	Jan. 28, 1956
	B-9338456	Baguio City	Feb. 29, 1956
Date	ALFONSO B. GARCIA	Time: 10:00 AM	Place: Manila: 32 AM
			Jan. 6, 1956
	B-0070477	Manila	Mar. 14, 1956

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

User Name: ALFREDDDEVON

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

REX M. L. LXXX

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Verified by: *[Signature]* Date Issued: JUL 11 1959