



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. 60312

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

PHILIPPINE INFRADEV HOLDINGS INC.
(Amending Article VII thereof)

copy annexed, adopted on July 20, 2018 by a 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 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 to this Certificate at Pasay City, Metro Manila, Philippines, this 28th day of February, Twenty Nineteen.

GERARDO F. DEL ROSARIO
Director
Company Registration and Monitoring Department

**AMENDED
ARTICLES OF INCORPORATION OF
PHILIPPINE INFRADEV HOLDINGS INC.**

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST : The name of said corporation shall be PHILIPPINE INFRADEV HOLDINGS INC.

SECOND : The purposes for which such corporation is formed are:

PRIMARY PURPOSE

“To acquire, hold, sell, exchange, deal and invest in stocks, bonds, debentures, certificates of participation and other forms of securities of any government or subdivisions thereof, or of public or private firms, persons, corporations, associations, partnerships, syndicates or entities, including, but not limited to, those primarily engaged in the acquisition, reclamation, development or exploitation of lands for the purpose of converting and developing said lands to integrated residential, industrial or commercial neighborhoods, economic zones, subdivisions or establishments; in the development, ownership, operation, repair, maintenance, and/or management of facilities and systems for transportation, communication, recreation or for tourism, or for industrial or commercial usages or for ports, terminal, airports, trade or industrial zones, hotels, resorts or other facilities; and generally of those engaged in real estate and infrastructure development business in all its forms, without however engaging in the management of securities, portfolio or funds, or of acting as stock broker or dealer in securities.”

SECONDARY PURPOSES

1. To engage in, carry on and conduct a general construction business, works and services including but not limited to the construction of roads, bridges, building, hotels, highways, condominiums, plants, dams, irrigation systems, dikes, airports, docks, dry docks, wharves, piers, basins, reclamation projects, dredgings, and all kinds of improvements and infrastructure, whether public or private, alone and/or jointly with any private persons or entities, domestic or foreign, within the limitations set forth by law and/or with the government or any of its subdivision, department, instrumentality or agency; and to this end, to enter into contracts or receive assignments of contracts therefore or relative thereto.

2. To acquire, buy, purchase, lease, hold, improve, subdivide, sell, encumber, exchange, transfer, dispose of or otherwise invest, trade or deal in lands and interests in lands in such manner permitted by law and to own, develop, operate and manage such real estate so acquired and to erect and construct or cause to be erected or constructed on any land owned, held or occupied by the corporation, buildings, structures and all kinds of improvements with their appurtenances;

3. To acquire petroleum, gas and oil lands, leaseholds, franchises, privileges, concessions and other interest in gas oil and other rights; and to this end, to prospect, explore, dig and drill for, exploit, extract, produce, purchase or otherwise acquire, store, hold, transport, use, experiment with market, distribute, exchange, sell, and otherwise dispose of, import, export, and handle trade and generally deal in, refine, treat, reduce, distill, manufacture and smelt, any and all kinds of petroleum and petroleum products, oil, gas and other volatile substances, ozocerite, sulphur, clays, bituminous substances, carbon, carbon blacks, hydrocarbon substances, phosphates, nitrates, coal, ore, minerals and mineral substances of oil gas grade, kinds, forms, description and combinations and in general nature, description and the products and by products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances; 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, tramways, roadways and trucks for the purpose of transporting and storing oil and gas, and of operating general pipeline and storage business; 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 the these Articles of Incorporation or 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;

4. To carry on a general mercantile and commercial business of importing and exporting, buying and selling, exchanging or bartering and dealing in all and/or any goods, wares or merchandise, natural or artificial, of the Philippines or of foreign countries which are the lawful objects of commerce;

5. 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;

6. To purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of electric current and electric stream and water power of every kind and description, and to sell, supply or otherwise dispose of, lights, heat and power of every kind and description, subject to the limitations prescribed by law;

7. To engage in and carry on the business in the Philippines or elsewhere, as factors, agents, commission merchants to buy, sell, exchange, barter or otherwise deal in wholesale or retail, merchandises, good, wares, food products and commodities of every kind and description or otherwise can be carried on with any of the company's objects, to open stores, offices, or agencies through the Philippines or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired, established or carried on by any other company formed or to be formed, and either upon trust for or as agents or nominees of this company, to manage the affairs or take over and carry on the business of any such company formed or to be formed having the same powers of any such company of holders of shares of stock or securities thereof, to enter into any arrangement for sharing profits, union of interest, reciprocal concessions, or cooperate with any person or company carrying on or about to carry on any business transactions which this company is authorized to carry on or any business or transactions capable of being conducted so as, directly or indirectly, to benefit this company;

8. To engage in and undertake the production, sale importation, transportation, milling and distribution of rice, corn, and other agricultural products as well as its by-products, and also in the business of livestock raising, breeding, and production, including, but not limited to cattle, carabaos, hogs, buffaloes, horses, mules, fowls poultry and all types and kinds of food animals and to carry on the business of buying, selling, exchanging, bartering, importing, exporting or otherwise dealing in all kinds of livestock, poultry and fowls, including its by-products such as but not limited to hides, horns, toes, internal organs, milk, cream, butter, eggs, beef, meat, ham, bacon, and other meat products;

9. To acquire, invest in, buy, sell, pledge, mortgage, hold or otherwise deal in stocks, bonds, obligations or securities of any private or public corporations, government or provincial or municipal, trusts, syndicates, partnerships or individuals and to do any other acts or things permitted by law for the preservation, protection, improvement or enhancement of the value of such shares of stock, bonds, securities or other obligations including the right to vote thereon;

10. To enter into, make and perform contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or colony or dependency thereof and to obtain from any government or authority any rights, privileges, contracts and concessions which the corporation may deem necessary and desirable to obtain and to carry out, exercise or comply with any such contracts, arrangements, rights, privileges and concessions;

11. To enter, within the limits allowed by law, into any arrangement for sharing profits, union of interest, joint venture, reciprocal concessions, or otherwise with any person or juridical entity and to purchase, hold, accept or otherwise by merger, consolidation or other methods of combination, the whole or part of the properties, assets, business goodwill, rights, privileges, and franchises of any kinds;

12. To borrow or raise money for any of the purposes of the corporation and from time to time to draw make accept, endorse, guarantee, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, real personal or mixed, including contract rights, whether at the time owned or thereafter acquired;

In furtherance of the purposes enumerated hereinabove and not in limitation of the powers granted by statute, the corporation may do and perform any and all things which may be reasonably necessary, proper or convenient for the due carrying on of the objects and purposes of the corporation, it being hereby expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the general purposes and powers of the corporation, nor shall the expression of one thing deemed to exclude another, although of like nature, not expressed it being understood that the corporation may exercise any and all rights, privileges, powers and attributes of other corporations in general and specially of corporations of like nature organized under and by virtue of the laws of the Republic of the Philippines, such as:

- a) To acquire or hold such real and personal properties that may be used exclusively for its offices or otherwise may be necessary or appropriate to carry on its objects and purposes and in connection thereto, to own, construct, manage, control, operate and maintain such building works, workshops, laboratories, water, light, heat, and/or structures on the real estate necessary therefor, including the operation of transportation facilities;

- b) To obtain for itself, or in behalf of any person, partnership, corporation, association such licenses, grants, rights, privileges from any governmental authority, national or municipal, board or commission with respect to or in connection with the development, reclamation or leasing of land, or the acquisition, testing, or building materials or equipment of the construction of houses and other buildings or works;
- c) To enter into patent licensing, technical assistance, or other know-how and date or process feedback agreements as the same may be related to, or necessary or appropriate to carry on its objects and purposes;
- d) To arrange or otherwise obtain lands or equipment credit or any kind of financial or material assistance for its own account or for the account of its clients, in such manner as the Board of Directors of the Corporation may deem fit from private or governmental sources in the Philippines or elsewhere and to secure the same by any acceptable guarantee arrangement o by creating or suffering to existing charge or lien upon its assets;
- e) To establish and maintain such reasonable employee benefit plans as the resources of the corporation may permit or allow; and to enter into any lawful arrangement, amounting to a management contract and/or to an arrangement for reciprocal concession or cooperation or profits sharing with any person, partnership, association, trust or corporation which arrangement is expected to redound to the benefit of the corporation or if necessary, proper or advisable, to enable the corporation to pursue any of its objects and purposes;

Subject to the provisions of applicable law, if any, to purchase, hold, accept or otherwise acquire by merger, consolidation or other method of combination the whole or any part of the property, assets, business goodwill, rights, privileges and franchises of all kinds and to undertake or assume the whole or any part of the liabilities and obligations of any person, firm, association or corporation, and to pay for the same or any part of combination thereof, in cash, stocks, bonds, debentures, notes, or other securities of this corporation or otherwise, or by undertaking or assuming the whole or any part of the liabilities or obligations of the transferor, and to hold or in any manner dispose of the whole or any part of the property and assets so acquired, accepted or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying of such business.

To make, perform and carry out contracts of every sort and kind, and particularly, but by way of limitation, to make and perform contract creating rights, easements and other privileges respecting any of the property; to establish and/or maintain one of or more offices or branches on other parts of the Philippines or abroad, more or in any other country, state or territory; and in carrying on its business to do any and all acts and things and to exercise all powers which may be necessary or convenient to the accomplishment or furtherance of its business or which juridical person could do and exercise and which may now or hereinafter may be authorized.

In furtherance of the purpose and objective enumerated hereinabove and not limitation of the powers and prerogatives granted by statute, the corporation may do and perform any and all things which may be reasonably necessary, proper, or convenient for the due carrying on of the objects and purposes of the corporation, it being expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the general objects, purposes and powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although of like nature not expressed, it being understood that the corporation may exercise any and all rights, privileges, powers and attributes of other

corporations in general and corporations of like nature in particular organized under and by virtue of the laws of the Philippines.

THIRD : That the place where the principal office of the corporation is to be established or located is at 35th Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City.

FOURTH : That the term for which said corporation shall exist is fifty (50) years starting from and after the date of the incorporation.

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

<u>Name</u>	<u>Residences</u>
Pablo B. Roman, Jr.	
Victor B. Roman	
Leonardo V. Roman	
Jose M. Rojas, Jr.	
Rolando M. Rojas	
Victor M. Rojas	
Ramon S. Mendoza	

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, to wit:

<u>Name</u>	<u>Residences</u>
Pablo B. Roman, Jr.	
Victor B. Roman, Jr.	
Leonardo B. Roman	
Jose M. Rojas, Jr.	
Rolando M. Rojas	
Victor M. Rojas	
Ramon S. Mendoza	

SEVENTH : That the amount of capital stock of the said corporation is Nineteen Billion Five Hundred Million Pesos (₱19,500,000,000.00) and said capital stock is divided into

Nine Billion Five Hundred Million (9,500,000,000) common shares of the par value of One Peso (₱1.00) per share and One Billion (1,000,000,000) preferred shares of the par value of Ten Pesos (₱10.00) per share.

The Preferred shares shall have the following basic features: voting, participating, redeemable, convertible to common shares, and preferred as to assets upon liquidation, and shall have such other features, terms and conditions not inconsistent with the above basic features as may be determined by the Board of Directors upon their issuance. (as amended on July 20, 2018)

No stockholder shall, because of his/its ownership of stock in the Corporation, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or any other securities convertible into or carrying option or warrant to purchase stock of 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 or such persons and upon such terms as the Board of Directors may deem proper without first offering such stock or securities or any part thereof to existing stockholders.

That no issuance, sale or transfer of shares shall be done by or registered in the books of the corporation except to persons qualified, as provided in this Article, to subscribe for and/or own the class of shares being issued, sold or transferred, and provided further that no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the proper books and this restriction shall also be indicated in all its stock certificates.

EIGHTH : That the amount of capital stock which has been actually subscribed is FOUR MILLION PESOS (4,000,000.00) and the following persons have subscribed for the number of shares or capital stock set out after their respective names (subscribed capital based on the original authorized capital of P20,000,000):

<u>Name</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
Pablo B. Roman, Jr.	14,800	P 1,480,000.00
Victor B. Roman, Jr.	2,400	240,000.00
Leonardo B. Roman	2,400	240,000.00
Jose Ma. Rojas, Jr.	14,800	1,480,000.00
Rolando M. Rojas	2,400	240,000.00
Victor M. Rojas	2,400	240,000.00
Ramon S. Mendoza	800	80,000.00
TOTAL	<u>40,000</u>	<u>P 4,000,000.00</u>

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

Name	Amount Paid on Subscription
Pablo B. Roman, Jr.	P 370,000.00
Victor B. Roman, Jr.	60,000.00
Leonardo B. Roman	60,000.00
Jose Ma. Rojas, Jr.	370,000.00
Rolando M. Rojas	60,000.00
Victor M. Rojas	60,000.00
Ramon S. Mendoza	20,000.00
TOTAL	<u>P 1,000,000.00</u>

TENTH : That ROLANDO M. ROJAS 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 all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 18th day of February 1975 in the City of Manila, Philippines.

(Orig. Sgd)
PABLO B. ROMAN, JR.

(Orig. Sgd)
JOSE M. ROJAS, JR.

(Orig. Sgd)
VICTOR B. ROMAN

(Orig. Sgd)
ROLANDO M. ROJAS

(Orig. Sgd)
LEONARDO B. ROMAN

(Orig. Sgd)
VICTOR M. ROJAS

(Orig. Sgd)
RAMON S. MENDOZA

SIGNED IN THE PRESENCE OF:

(Orig. Sgd)

(Orig. Sgd)

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) SS

BEFORE ME, a Notary Public for and in the City of Manila, Philippines, this 18th day of February, 1975, personally appeared the following:

Pablo B. Roman, Jr.

Victor B. Roman, Jr.

Leonardo B. Roman

Jose Ma. Rojas, Jr.

Rolando M. Rojas

Victor M. Rojas

Ramon S. Mendoza

All of whom made themselves known to me to be the same persons who executed the foregoing instrument and which they acknowledged to me to be their free act and deed.

This ARTICLES OF INCORPORATION of the INTERPORT RESOURCES CORPORATION consists of ten (10) pages including this page, signed by the parties and their instrumental witnesses in the manner provided for by law.

WITNESS MY HAND AND SEAL, at the place, day and year first above written.

(Orig. Sgd., signature illegible)
Notary Public
PTR No. 66939
Date: 1-10-75
Place: Manila

Doc No. 78
Page No. 8
Book No. 11
Series of 1975