



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
 Metro-Manila

S.E.C. Reg. No. 60312

CERTIFICATE OF FILING OF AMENDED BY LAWS

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS

THIS IS TO CERTIFY that the amended By Laws of the

INTERPORT RESOURCES CORPORATION

on April 5, 1995
 copy annexed, adopted by majority vote of the Board of Directors and the stockholders
 owning or representing at least a majority of all the outstanding capital stock on
May 9, 1995, certified to by a majority of the Board of Directors
 and countersigned by the Secretary of the Corporation, was ~~filed~~ ^{approved by} with this Office on the
15th day of November, 1995 pursuant to the provisions of Section
 48 of the Corporation Code of the Philippines, Bates Pambarang Big. 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 15th day of
November, in the year of our Lord nineteen hundred and ninety-five

RECEIVED ORIGINAL
 SIGNATURE [Signature]
 PRINTED NAME ROSEMARY K. KUSTO
 ADDRESS 5101 PSE CITE
11-22-95
 CS/newly

[Signature]
ELENA S. ADVINETO
 Director
 Corporate and Legal Department

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AMENDED
BY-LAWS OF THE
INTERPORT RESOURCES CORPORATION

ARTICLE I - OFFICE

SECTION 1. Principal Office. - The principal office of the corporation shall be located at Metro Manila, Philippines and at such other places within the Philippines as the Board of Directors may designate and fix. (as amended on May 9, 1995)

ARTICLE II - THE BOARD OF DIRECTORS

SECTION 1. Qualifications and Elections - The general management of the corporation shall be vested in a board of eleven (11) directors who shall be stockholders and who shall serve until the election and qualification of their successors. Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by a vote of at least a majority of the remaining directors, it still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of meeting. (as amended on January 7, 1992)


SECTION 2. Quorum - The directors shall act only as a Board, and the individual directors shall have no power as such. A majority of the directors shall be necessary at all meetings to constitute a quorum for the transaction of any business, and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act.

SECTION 3. Meetings - The Board Directors shall hold a meeting for organization immediately after their election, of which meeting no notice shall be required. Thereafter, the Board of Directors shall hold meetings at the office of the company or at such particular hour or place as the Board may fix.

SECTION 4. Powers - The Board of Directors shall have the management of the business of the company and such powers and authority as are herein by these by-laws or by laws of the Philippines expressly conferred upon it.

Without prejudice to the general powers heretofore conferred, the Board of Directors shall have the following express powers:

- a. From time to time to make and change rules and regulations not inconsistent with these by-laws for the management of the company's business and officers.
- b. To purchase or otherwise acquire for the company rights or privileges which the company is authorized to acquire at such price and on such terms and conditions and for such consideration as it shall from time to time see fit.

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- c. To pay for any property or rights acquired by the company or to discharge obligations of the company either wholly or partly in money or in stock, bonds, debentures or other securities of the company.
 - d. To borrow money for the company and for such purpose, to create, make and issue mortgages, bonds, deeds of trusts and negotiable instruments or securities, secured by mortgage or pledge or property belonging to the company, provided that, as hereinafter provided, the proper officers of the company shall have these powers, unless expressly limited by the Board of Directors.
 - e. To delegate from time to time, any of the delegate powers of the Board in the course of the current business or businesses of the company to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the company with such powers and upon such terms as may be deemed fit.
 - f. Any provision in this By-laws to the contrary notwithstanding, to designate any or more officers of the corporation, to sign, endorse and deliver and all checks, drafts, bills of exchange, promissory notes and orders of payment of sums of money in the name and on behalf of the corporation.

SECTION 5. Compensation. - Directors, as such, shall receive such compensation for their services as may be, from time to time, fixed by the stockholders.

SECTION 6. Minutes. - Minutes of all meetings of the Board of Directors shall be kept and carefully preserved as a record of business transacted at such meetings. The Minutes shall contain such entries as may be required by law.

ARTICLE III - OFFICERS

SECTION 1. The Executive Officers. - The Executive Officers of the corporation shall consist of the (Chairman of the Board, the Vice-Chairman of the Board, the President, the Executive Vice-President and General Manager, the Vice-President, the Treasurer, and the Secretary, whose powers and duties shall be as hereinafter provided and as the Board of Directors may fix in conformity with the provisions of these By-Laws. All officers shall be elected to their offices by a majority vote of the Board of Directors. Two or more compatible offices may be vested in the same person whenever deemed or expedient. (as amended on April 20, 1978)

SECTION 2. The Chairman. - The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors. Except where by law the signature of the President is required, the Chairman of the Board shall possess the same powers as the President to sign all contracts and other instruments of the Corporation authorized by the Board of Directors. The Chairman of the Board shall have all the powers and shall perform all duties commonly incidental to and vested in the office of the Chairman of the Board of a corporation. He shall also perform such other duties as the Board shall designate from time to time. (as amended on April 20, 1978)

SECTION 3. The Vice-Chairman. - The Vice-Chairman of the Board of Directors shall perform the duties and have all the powers of the Chairman during the absence or disability of the Chairman, and shall also perform such other duties as the Board shall designate from time to time. (as amended on April 20, 1978)

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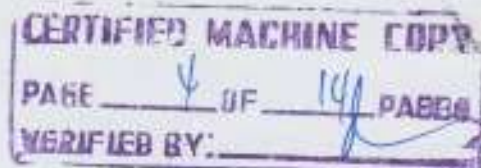
SECTION 4. The President - The President shall be elected by the Board of Directors from their own number. He shall have the following powers and duties:

- a. Preside at all meetings of the stockholders.
- b. Borrow money for the company by any legal means whatsoever, including the arrangement of letter of credit, and overdrafts with any and all banking institutions, subject to the approval of the Board of Directors.
- c. Execute on behalf of the Company all contracts and agreements which the said Company may enter into, subject to the approval of the Board of Directors.
- d. Sign, endorse, and deliver all checks, drafts, bills of exchange, promissory notes and orders of payment of sums of money, jointly with the Treasurer or other officers of the company as the Board of Directors may authorize and designate.
- e. Appoint and, at his discretion remove or suspend other officers as well as employees and other subordinate personnel of the company and prescribe their duties and fix or change from time to time their respective salaries or wages.
- f. Exercise general superintendence and direction over all agents, employees and other subordinate personnel of the company.
- g. Submit to the Board of Directors such statements, reports, memoranda and accounts as the latter may require and prepare such statements and reports as may be required from time to time by the law with respect to corporations organized according to the Philippine laws.
- h. Perform such other duties as may be prescribed by the Board of Directors or which may properly pertain to his office and which, in his judgement, will serve the best interests of the corporation, in conformity with the provisions of law and of these By laws.

SECTION 5. The Executive Vice-President and General Manager

The Executive Vice-President and General Manager shall be responsible to, and shall derive his powers and authority from the Board of Directors through the President. He shall be responsible for the general management of the company's affairs and property, and shall perform the following specific tasks:

- a. Direct the company's long term goals and policies.
- b. Provide adequate planning and development of specific policies and programs designed to implement general policies established by the Board for the accomplishment of approved company objectives and for the realization of a favorable return on investment.
- c. Develop and direct the company's organizational structure and seek the approval of the Board for changes in the organizational structure.
- d. Decide on the hiring of capable management personnel, inform the Board through the President, of appointments or promotions of officers and employees.
- e. Prepare and review job descriptions of officers reporting directly to him, define management functions, and delegate adequate authority to officers for the proper discharge of their responsibilities.



- f. Coordinate and supervise all management functions such as operations, finance and administration;
- g. Develop and direct administrative systems and procedures required for efficient management functions;
- h. Acquire and develop, suitable mineral and oil properties and required equipment and/or processed for the exploitation of company's mineral and oil properties;
- i. Acquire major marketing contracts that would ensure the company's profitability;
- j. Keep the Board of Directors, through the President, regularly informed of the company's operation;
- k. Sign checks or other instruments drawn against the company accounts. (as amended on April 20, 1978)

SECTION 6. The Vice-President - The Vice-President shall assist the President and the Executive Vice-President and General Manager in the general management, business and operations of the company, subject to the orders, resolutions and instructions of the Board of Directors and they shall perform such other duties as may be decided by the Board.

The Board of Directors may create positions of Vice-Presidents for Operations, Finance, Legal and Corporate Affairs, Energy Development, or for other specific functions or divisions of the corporation. Such Vice-Presidents shall be chosen and elected by the Board of Directors who shall be stockholders of the Corporation and shall perform such duties prescribed by and according to the orders, resolutions and instructions of the Board of Directors.

SECTION 7. The Treasurer - The Treasurer shall be elected by the Board of Directors and shall have the following powers and duties:

- a. Have custody of all the funds, securities and bonds of the company and shall keep a complete and accurate record of receipts and disbursements and other commercial transactions in the corresponding books of account of the corporation;
- b. Deposit and withdraw jointly with the President or other officers of the company, in the name of and to the credit of the company in such bank or banks as may be designated from time to time by the Board of Directors, all the monies, funds, securities, bonds and similar valuable effects belonging to the corporation which may come under his/her control;
- c. Sign, endorse and deliver all checks, drafts, bills of exchange, promissory notes and orders of payment of sums of money jointly with the President and/or Executive Vice-President and General manager or other officers of the company as the Board of Directors may authorize or designate;
- d. Render such report or statement of the company as required and prescribed by the Board of Directors from time to time;
- e. Receive and give receipts for all monies paid to the company from any source whatsoever, and generally perform such other duties as may be required by law or prescribed by the Board of Directors.

SECTION 8. The Corporate Secretary. - The Corporate Secretary, who must be a citizen and resident of the Philippines, shall be elected by the Board of Directors and he may, or may not, be a stockholder of the company. He shall perform the following duties:

- a. Keep full minutes of all meetings of the Board of Directors and of the stockholders;
- b. Keep stock and transfer book and such other papers and documents appertaining to the company;
- c. Fill and countersign all the certificates of stock issued and make the corresponding annotation on the margin or stub of such certificates upon issuance;
- d. Give or cause to be given, all notices required by law or by the By-laws of the corporation as well as notice of all meetings of the Board of Directors and of the stockholders;
- e. Perform such other duties as may be prescribed by the Board of Directors or the President, or the Executive Vice-President and General Manager;
- f. The Corporate Secretary may, with the approval of the Board of Directors, delegate the routine duties of his/her duties to one or more employees of the company.

SECTION 9. Compensation. - The Officers of the Corporation shall receive compensation for their services as may from time to time be fixed by the Board of Directors.

SECTION 10. Vacancies In and Delegation of Officers. - Should any officer of the corporation resign, be incapacitated or otherwise be disqualified or for any reason whatsoever to perform or discharge his powers and duties, the Board of Directors may choose a successor, who shall hold office for the unexpired term only of said resigned, incapacitated or otherwise disqualified officer.

ARTICLE IV - STOCKHOLDERS' MEETINGS

SECTION 1. Annual Meetings. - The annual meeting of the stockholders shall be held at the principal office of the corporation on the second Tuesday of July of each year, unless such day is a legal holiday in which case, it shall be held on the next business day following. (as amended on May 9, 1995)

SECTION 2. Special Meetings. - Special meetings of the stockholders may be called by the President of the Corporation, or by order of the Board of Directors whenever he or they shall deem it necessary, and it shall be the duty of the President or of the Board to order and call such special meetings whenever the holders or record of not less than twenty percent (20%) of the subscribed and outstanding capital stock of the corporation with voting privilege shall in writing so request.

SECTION 3. Notice. - Notice of date, time and place of annual or special meeting of the stockholders shall be published in a newspaper of general circulation in the Philippines or sent by mail to each stockholder on record at his last known address, at least two (2) weeks before the date of such meeting. The notice of every special meeting shall state briefly the purpose of the meeting. (as amended on August 27, 1991)

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SECTION 4. Proxies. - Stockholders may vote in person or by proxy in all meetings of the stockholders of the corporation. A proxy shall be in writing, signed by the stockholder or his duly authorized representative and filed with the office of the Corporate Secretary ten (10) working days before the scheduled meeting or at such earlier date as shall be fixed by the Board of Directors. Only proxies bearing the signature of the duly authorized stockholder signatory(ies) on file with the corporation's transfer agent shall be recognized by the Secretary of the Meeting. A proxy is valid only for the meeting for which it is intended unless the proxy-giver grants a longer period which however should not be longer than five (5) years at any one time.

Proxies given by stockholders must specify the specific number of shares given to the proxy-holders. If the number is not specified, then the total number of shares registered in said stockholder's name is the number to be considered. In the event that a stockholder gives two (2) or more proxies to different persons without specifying the number of shares given to each proxy-holder, a) the proxy of the later date shall prevail; b) if the proxies have the same date, the stockholdings registered in the name of the stockholder shall be divided equally among the proxy holders. In the event of a controversy regarding the validity of proxies, the determination of the Secretary of the Meeting will be final. (as amended on May 4, 1993)

SECTION 5. Record Date. - The Board of Directors shall have the authority to fix the record date for stockholders entitled to vote at any regular or special stockholders' meeting, which must not be more than sixty (60) days before the stockholders' meeting concerned. (as amended on May 4, 1993)

SECTION 6. Nominations for Position of Member of Board of Directors. - All nominations for the position of member of the Board of Directors of the company must be received by the Corporate Secretary at least ten (10) working days before the date of the annual stockholders' meeting. (New section as approved on May 6, 1995)

ARTICLE V - CERTIFICATE OF STOCK (as amended on March 18, 1979)

Each stockholder whose share of stock has been paid in full shall be entitled to a stock certificate for such share of stock.

The certificates of stock shall be in such form and design as may be determined by the Board of Directors. Every certificate shall be signed by the President and countersigned by the Secretary and shall state on its face its number of shares for which it was issued and the name of the person in whose favor it was issued. It shall bear the corporate seal.

ARTICLE VI - TRANSFER OF SHARES OF STOCK

Shares of stock shall be transferred by delivery to the Corporation of the subscription agreement or stock certificate endorsed by the owner or his attorney-in-fact or other persons legally authorized to make the transfer but no transfer shall be valid, except between the parties, until the transfer is annotated in the books of the corporation. No assignment of subscription agreement shall be annotated in the books of the corporation unless the subscription agreement subject to transfer or assignment shall have first been fully paid.

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No surrendered subscription agreement or certificate shall be cancelled by the Secretary until a new subscription agreement or certificate in lieu thereof is issued, and the Secretary shall keep the cancelled subscription agreement or certificate as proof of substitution. If a subscription agreement or stock certificate is lost or destroyed, the Board of Directors may order the issuance of a new subscription agreement or certificate in lieu thereof after satisfactory proof of the loss or destruction of the original subscription agreement or certificate to the Board of Directors which may require such guaranty or security as it deems sufficient. In connection herewith, the provisions of Republic Act 201 shall be observed both for lost or destroyed subscription agreement or stock certificate.

ARTICLE VII - CORPORATE SEAL

SECTION 1. Seal. - The seal of the corporation, unless otherwise changed by the Board of Directors, shall be circular in form and shall bear the following words: INTERPORT RESOURCES CORPORATION, METRO MANILA, PHILIPPINES written around near the edge and 1975, the year of its incorporation, written across at the center. (as amended on April 20, 1978)

ARTICLE VIII - FISCAL YEAR, DIVIDENDS & ACCOUNT

SECTION 1. Fiscal Year. - The fiscal year of the company shall begin on the first day of January and shall end with the last day of December of each year.

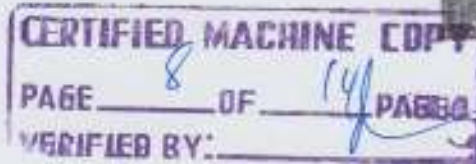
SECTION 2. Dividends. - The dividends may be declared from the surplus profits of the company at such time or times and in such percentage as the Board of Directors may deem proper. No dividend shall be declared that will impair the capital of the company. Stock dividend shall be declared in accordance with law.

SECTION 3. Inspection of Accounts. - The books, accounts, and records of the company shall be open to inspection by any member of the Board of Directors at all times. Stockholders may inspect said books, accounts and records of the company at reasonable times of every business day.

ARTICLE IX - AMENDMENT OF BY-LAWS

SECTION 1. Amendment. - These By-Laws, or any portion hereof, may be amended or repealed at any regular or special meeting duly called for that purpose by the stockholders representing the majority of the subscribed capital stock, or by a RESOLUTION of the majority of the Directors duly passed in a meeting called for that purpose. (as amended on May 3, 1976)

ADOPTED this 4th day of March 1975 in the City of Manila, Philippines, by the affirmative vote of the undersigned stockholders representing a majority of all the subscribed capital stock of the corporation, and composing a majority of the Board of Directors of said corporation.



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

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

(Orig. Signed)
VICTOR B. ROMAN

(Orig. Signed)
ROLANDO M. ROJAS

(Orig. Signed)
LEONARDO B. ROMAN

(Orig. Signed)
VICTOR M. ROJAS

(Orig. Signed)
RAMON S. MENDOZA

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DIRECTORS' CERTIFICATE OF AMENDMENTS
OF THE ARTICLES OF INCORPORATION AND BY-LAWS
OF INTERPORT RESOURCES CORPORATION

We, the undersigned, being a majority of the members of the Board of Directors of Interport Resources Corporation and the Corporate Secretary of the corporation, do hereby certify the following:

1. That a meeting of the Board of Directors of the corporation was held on April 5, 1995 at 9:30 A.M.
2. That at the said meeting, the Board of Directors unanimously approved the following resolution:

"Resolved, as it is hereby resolved, to change the principal place of business of the corporation from "Makati, Metro Manila" to "Metro-Manila".

Resolved, as it is hereby resolved, to change the date of the annual stockholders' meeting from the 2nd Tuesday of May of each year to the 2nd Tuesday of July of each year.

Resolved, as it is hereby resolved, to require that all nominations for the position of member of the company's Board of Directors must be submitted to the Corporate Secretary at least ten (10) working days before the scheduled annual stockholders' meeting.

Resolved, further, that the company's Articles of Incorporation and By-Laws be amended as follows:

A. Articles of Incorporation

THIRD: That the place where the principal office of the corporation is to be established or located is in Metro-Manila.

B. By-Laws

Article IV, Section 1. Annual Meeting

The annual meeting of the stockholders shall be held at the principal office of the corporation on the second Tuesday of July of each year, unless such day is a legal holiday in which case, it shall be held on the next business day following.

Article IV, Section 6. Nominations for Position of Member of Board of Directors.

All nominations for the position of member of the Board of Directors of the company must be received by the Corporate Secretary at least ten (10) working days, before the date of the annual stockholders' meeting."

3. That on May 9, 1995, at the regular annual stockholders' meeting of the corporation held at the Makati Sports Club, Alfaro Street, Makati City at 9:30 A.M., the above resolution adopted by the Board of Directors was considered.
4. That notice of date, place and time of said stockholders' meeting was sent to all stockholders of record.
5. That during the stockholders' meeting, there was present, in person or by proxy, stockholders of the corporation owning and representing more than two-thirds (2/3) of the outstanding capital stock of the corporation.
6. That in the said stockholders' meeting, after due discussion and on motion made which was duly seconded, a resolution was adopted by the unanimous vote of all the stockholders present in person or by proxy, approving and adopting the following resolution:

"Resolved, as it is hereby resolved, to change the principal place of business of the corporation from "Makati, Metro Manila" to "Metro-Manila".

Resolved, as it is hereby resolved, to change the date of the annual stockholders' meeting from the 2nd Tuesday of May of each year to the 2nd Tuesday of July of each year.

[Handwritten signatures and initials]

Resolved, as it is hereby resolved, to require that all nominations for the position of member of the company's Board of Directors must be submitted to the Corporate Secretary at least ten (10) working days before the scheduled annual stockholders' meeting.

Resolved, further, that the company's Articles of Incorporation and By-Laws be amended as follows:

A. Articles of Incorporation

THIRD: That the place where the principal office of the corporation is to be established or located is in Metro-Manila.

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Article IV, Section 6. Nominations for Position of Member of Board of Directors.

All nominations for the position of member of the Board of Directors of the company must be received by the Corporate Secretary at least ten (10) working days, before the date of the annual stockholders' meeting."


7. That the votes of the stockholders represented more than two-thirds (2/3) of the entire issued and outstanding capital stock of the corporation
8. That the attached amended Articles of Incorporation and By-Laws are true copies of the Articles of

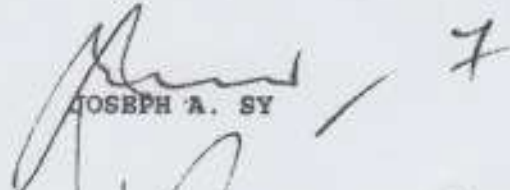
R. V. ...
for ...
M. ...

Incorporation and By-Laws of the corporation, as amended.

IN WITNESS WHEREOF we have hereunto set our hands this ___ day of Oct 4 1935 at Pasig City.

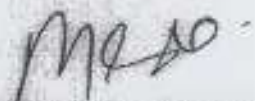
DIRECTORS


MANUEL B. RECTO

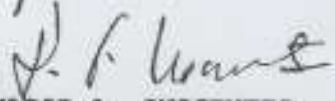

JOSEPH A. SY


RENE S. VILLARICA



ANTONIO M. REINA


PELAGIO T. RICALDE



FRANCISCO S. ANONUEVO


DOMINADOR A. INOCENTES

Certified True and Correct:


PELAGIO T. RICALDE
Corporate Secretary & Secretary
of Stockholders' Meeting

Attested By:


MANUEL B. RECTO
Chairman of the Board of Directors
and Chairman of the Stockholders Meeting

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REPUBLIC OF THE PHILIPPINES)
MANILA CITY) S.S

SUBSCRIBED AND SWORN TO before me this OCT 14 1995 at MANILA CITY, affiants exhibiting to me their Community Tax Certificates, as follows:

<u>NAME</u>	<u>COM. TAX CERT. NO.</u>	<u>DATE & PLACE OF ISSUE</u>
MANUEL D. RECTO	3651514	Mar. 23, 1995/Pasig City
JOSEPH A. SY	527660B	Feb. 14, 1995/Manila
RENE S. VILLARICA	31498942	Mar. 8, 1995/Mandaue City
ANTONIO M. REINA	1809771	Feb. 14, 1995/Mandaue City
PELAGIO T. RICALDE	5995156C	Mar. 2, 1995/Marikina, M.M.
FRANCISCO S. ANONUEVO	1499308C	Apr. 12, 1995/Quezon City
DOMINADOR A. INOCENTES	2956679B	Feb 27, 1995/Taytay, Rizal

M. Mesina
NESTOR S. MESINA
NOTARY PUBLIC

Notary Public, 1996

Up to December 31, 1997

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Book No. 11
Series of 1995



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P. Inocentes
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REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
EDSA MANDALUYONG, METRO MANILA

1-1 2019

I HEREBY CERTIFY THAT THE FOREGOING IS A TRUE
AND CORRECT MACHINE REPRODUCTION OF THE OFFICIAL FILE(S)
THEREOF IN THE CUSTODY OF THIS COMMISSION CONSISTING
OF Fourteen (14) PAGE(S)

Interport Resources Corp.

VERIFIED BY SLA FEES P 100 PAID UNDER
O. R. NO. 0421491 DATED 1-1 2019

Frederic L. Lala
LEODEGARIA E. CANLAPAN
DIVISION HEAD
CENTRAL RECEIVING AND RECORDS DIVISION



(CENTERS) MACHINE COPY
OF
DATE