

REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City Of Mandaluyong, Metro Manila

COMPANY REG. NO. PW-727

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

**CENTRAL AZUCARERA DE TARIAC**  
(Amending VI & VIII by changing its par value from  
P10.00 to P1.00 per share thereof.)

copy annexed, adopted on April 19, 2016 by majority vote of the Board of Directors and June 15, 2016 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

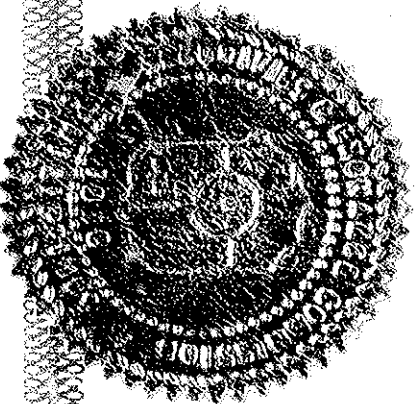
Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 12<sup>th</sup> day of October, Twenty Sixteen.

**FERDINAND B. SALES**

Director

Company Registration and Monitoring Department



# COVER SHEET

for Applications at  
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application  
AMENDMENT

SEC Registration Number  
PW-727

Former Company Name  
CENTRAL AZUCARERA DETARLAC,  
INC.

AMENDED TO:  
New Company Name

AMENDMENT OF ARTICLES OF INCORPORATION

Principal Office (No./Street/Barangay/City/Town/Province)

SAN MIGUEL, TARLAC

Company Email Address

Company's Telephone Numbers

Mobile Number

### CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person: JANETTE L. PENIA  
Email Address: janette.penia@gmail.com  
Telephone Numbers: 894-5218  
Mobile Number: 0917-8199571

Contact Person's Address

20 MOLANE PLACE, FORDES PARK SOUTH, MAKATI CITY 1220

To be accomplished by CRM/Personnel

Assigned Processor: Ms. Chema  
Date: 6/23/16  
Signature: [Signature]

Document I.D. [Blank]

Received by Corporate Filing and Records Division (CFRD)

FORWARDED TO:  
Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

Compliance Monitoring Division

8/27/16 - Party advised to submit Sec. Cert.  
8/27 - Party came to resolve Sec. Cert  
8/27

**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF THE**

**CENTRAL AZUCARERA DE TARLAC, INC.**

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(As amended by the Board of Directors on 19 April 2016  
and the Stockholders on 15 June 2016)

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of The Philippine Islands, have voluntarily associated ourselves, for the purpose of forming this stock corporation, in accordance with the laws of the Islands, and BY THESE PRESENTS WE HEREBY CERTIFY:

**I**

That the name and title of said corporation shall be "CENTRAL AZUCARERA DE TARLAC, INC."

**II**

That the purposes for which said corporation is formed are the following:

A - - To acquire, construct, maintain and operate factories, mills, shops, refineries, machines and appliances which may be used in the milling (grinding) of the sugar cane and the manufacture of sugar and all of its by-products and to do all business incidental thereto or which may be done in connection therewith.

B - - To engage in and carry on the business of planting and cultivation of sugar cane and the manufacture of sugar and to buy, sell and otherwise deal in sugar, sugar cane and products derived therefrom; to engage in the manufacture of any and all other materials, substances and commodities which may be useful or convenient for the utilization of any or all of the by-products of sugar, and to buy, sell, or otherwise deal in the same; to engage in and carry on any mercantile or commercial business, and to buy, sell, and otherwise deal with goods, wares and merchandise; and

generally to undertake or realize all kinds of studies, experiments, tests and business regarding the cultivation of sugar, its manufacture, purchase and sale, as well as to acquire, hold, sell and deal in, without further limitations excepts those expressly provided for by law, all kinds of properties, rights, concessions, privileges and franchises in connection with or which may be deemed convenient in the carrying on of any of its purposes.

C - - To perform, execute, deliver, buy or otherwise enter into, acquire or assign contracts and agreements with the owners (lessors or lessees) or laborers of "hacienda" or lands dedicated to the cultivation of sugar cane, for the milling of their crops, manufacture of sugar and utilization of its by-products, basing said contracts and agreements in whole or in part on such terms and conditions usual in the Philippines in contracts and agreements of this nature of stipulating freely and without subjecting them to precedents, as may be considered convenient and as may be permitted by law; and to carry into effect the contracts referred to and comply with what is stipulated in the same in accordance with the terms and conditions.

D - - To purchase, acquire, possess, sell, lease, exchange and mortgage such real properties of public domain or of private ownership as are reasonably necessary for the furtherance and carrying on of its purposes; and to purchase, lease, construct, or otherwise acquire buildings, warehouses, roads, storehouses, piers, water works, irrigation systems and works of all kinds or interests or participation therein; and as auxiliary or in conjunction with the general business of the Company; to acquire, lease, construct, operate and dispose of railroads, steamboats, vessels or other means of transportation of merchandise and passengers between any points whatsoever, within or without the Philippine Islands.

E - - In accordance with law, to acquire, and/or exploit, water concessions for irrigation or other purposes, for its own use or for sale or hire, to produce (generate) electric power and current for its own use for lighting or other purposes, as well as to sell it to others, and to do all things convenient and necessary for the accomplishment and use of said powers.

F - - Conformably with law, to undertake and engage in any business, industry or enterprise of any nature whatsoever which may be undertaken or carried on by corporation, operating directly by itself, in its own name or indirectly by agents, representatives or trustees (receivers) or as holders of shares or as partners interested in other business ventures or enterprises established for or carried on for similar

objects and purposes; and in this respect to work for its benefit, or as agent, contractor, attorney-in-fact or trustee for any other person, firm or corporation.

G - - To purchase on commission, subscribe, acquire, hold sell, exchange and otherwise deal in shares of stock, bonds, obligations, debentures, securities and other evidences of indebtedness created by any corporation, government or municipality, business establishment or individuals, and as owner or holder thereof, to exercise all the rights and incidents of ownership, including the rights to vote the same where votes are accorded thereto, and to receive, collect, and dispose of by sale the fruits, interests, dividends and income therefrom.

H - - To make and vary investments of all kinds and to make mortgage loans upon whatever kind of security which is considered sufficient and convenient for such investments of money or for any other purpose.

I - - And generally, for the furtherance of any of its business and interests and for carrying on the same, to do whatever may be necessary, convenient or proper for the accomplishment of any of the purposes of the Company, and to exercise all and every one of the powers and attributes of other corporations in general and specially corporations of the same nature organized in accordance with the laws of the Philippine Islands.

J - - To borrow money and incur indebtedness, and make, issue, execute and indorse bonds, debentures, promissory notes, bills of exchange, and other evidence of obligation of the corporation for money borrowed or in payment for property acquired or for the attainment of other objects or purposes of the corporation; to secure any such obligation by mortgage, pledge, assignment, indenture, instrument of trust or any other lien upon all or any part of the real and/or personal property of the corporation then owned or thereafter to be acquired; and in furtherance of its business to guarantee the payment of the lawful obligations or indebtedness of natural or juridical persons and provide security therefor, provided, however, that nothing herein contained shall be deemed to authorize the corporation to engage in the banking, surety or bonding business.

(As amended by the stockholders in their meeting on January 27, 1976).

### III

That the principal office and place of business of the corporation shall be established in San Miguel, Tarlac, Philippines Islands. (As amended on January 31, 1962).

#### IV

That the term for which said Corporation is to exist is fifty (50) years from and after June 21, 1977, the date of expiration of the original period of its corporate existence. (As amended by the stockholders in their meeting on January 27, 1976).

#### V

The names and residences of the incorporators are as follows:

<u>Name</u>	<u>Residences</u>
Dn. Carlos A. Ferrandiz	Marquez de Commillas No. 212
Dn. Damian de Urmenera	Marquez de Commillas No. 212
Dn. Lorenzo Correa	Marquez de Commillas No. 212
Dn. Adrian Got	Marquez de Commillas No. 212
Dn. Manuel Urquico	Herran No. 1102
Dn. Vicente Aldanese	A. Mabini No. 677
Dn. Jose de Leon	S. Fernando, Pampanga

#### VI

That the number of directors of said corporation shall be nine (9). (As amended by the Board of Directors on 19 April 2016 and the Stockholders on 15 June 2016)

#### VII

That the names and residences of the Directors of the Corporation who are to serve until their successors are elected and qualified, as provided for in the by-laws are as follows:

<u>Name</u>	<u>Residences</u>
Dn. Carlos A. Ferrandiz	Marquez de Commillas No. 212
Dn. Lorenzo Correa	Marquez de Commillas No. 212
Dn. Adrian Got	Marquez de Commillas No. 212

Dn. Federico Garcia y Perea  
Dn. Manuel Urquico  
Dn. Vicente Aldanese

Marquez de Commillas No. 212  
Herran No. 1102  
A. Mabini No. 677

#### VIII

That the capital stock of said corporation is FOUR HUNDRED MILLION PESOS (P400,000,000.00) and the said capital stock is divided into FOUR HUNDRED MILLION (400,000,000) SHARES of the par value of ONE PESO (P1.00) each. (As amended by the Board of Directors on 19 April 2016 and the Stockholders on 15 June 2016)

#### IX

That the amount of capital stock that has been actually subscribed is EIGHT HUNDRED THOUSAND DOLLARS (\$800,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names: (Subscription based on the original authorized capital stock of \$4,000,000.00).

<u>Name</u>	<u>Residences</u>	<u>No.</u> <u>of</u> <u>Shares</u>	<u>Amount of</u> <u>Capital</u> <u>Stocks</u> <u>Subscribed</u>
La Compania General De Tabacos en Filipinas	Manila	13,000	\$ 650,000
Dn. Antonio Correa y Pomar	Barcelona	400	20,000
Dn. Jose Rosales	Barcelona	400	20,000
Dn. Antonio V. Correa y Perez	Barcelona	300	15,000
Dn. Carlos A. Ferrandiz y Rodes	Manila	300	15,000
Dn. Damian de Urmeneta y Tobia	Manila	200	10,000
Dn. Lorenzo Correa y Perez	Manila	200	10,000
Dn. Arian Got Insausti	Manila	200	10,000
Dn. Manuel Urquico	Manila	200	10,000
Dn. Jose de Leon	Manila	200	10,000
Dn. Vicente Aldenese	Manila	200	10,000
Dn. Juan M. Perez	Manila	200	10,000

Dn. Federico Garcia	Manila	200	10,000
Total		6,000	\$ 800,000

**X**

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

<u>Name</u>	<u>Residences</u>	<u>Amount Paid On</u>
<u>Subscription</u>		
La Compania General De Tabacos en Filipinas	Manila	\$ 162,500
Dn. Antonio Correa y Pomar	Barcelona	5,000
Dn. Jose Rosales	Barcelona	5,000
Dn. Antonio V. Correa y Perez	Barcelona	3,750
Dn. Carlos A. Ferrandiz y Rodes	Manila	3,750
Dn. Damian de Urmeneta y Tobia	Manila	2,500
Dn. Lorenzo Correa y Perez	Manila	2,500
Dn. Arian Got Insausti	Manila	2,500
Dn. Manuel Urquico	Manila	2,500
Dn. Jose de Leon	Manila	2,500
Dn. Vicente Aldenese	Manila	2,500
Dn. Juan M. Perez	Manila	2,500
Dn. Federico Garcia	Manila	2,500

Total \$  
200,000

**XI**



That Dn. Victorino Sanchez y Perez 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 for all subscriptions paid in by the said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 21<sup>st</sup> day of June, 1927.

(Sgd.) C. A. Ferrandiz

(Sgd for) C. A. Ferrandiz  
Damian Urmeneta

(Sgd)) L. Correa

(Sgd.) A. Got

(Sgd.) M. Urquico

(Sgd.) J. L. De Leon

(Sgd.) V. Aldanese

IN THE PRESENCE OF:

(sgd.) V. SANCHEZ

(sgd.) R. DESCALS

UNITED STATES OF AMERICA )  
PHILIPPINE ISLANDS ) SS.  
CITY OF MANILA )

In the City of Manila, Philippine Islands, this 21<sup>st</sup> day of June, 1927, before me, the undersigned Notary Public of the said City, appeared

Names

R.C. No.

Issued On

Dn. Carlos A. Ferrandiz (Personally)	F-61240	April 31, 1927
Damian de Urmeneta (Represented by his proxy Dn. Carlos A. Ferrandiz)	C-827	January 5, 1927
Don Lorenzo Correa (Personally)	F-9109	January 5, 1927
Dn. Adrian Got (Personally)	F-5183	February 14, 1927
Dn. Manuel Urquico (Personally)	F-1731208	January 31,
1927Dn. Vicente Aldanese (Personally)	F-11975	January
19, 1927		

All of whom are personally known to me and to me known to be the same persons who have subscribed and executed to the foregoing document and acknowledged to me that the same is their freand voluntary act and deed.

IN TESTIMONY WHEREOF, I set my hand and notarial seal in the place and date above-mentioned.

(sgd.) M. ROSALES  
Notary Public  
My commission expires

on  
December 31, 1928

Doc. No. 23  
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Book No. 1