



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

COMPANY REG. NO. 13174

**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

LEISURE & RESORTS WORLD CORPORATION
(Amending Article VII thereof)

copy annexed, adopted on March 22, 2013 by 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 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 18th day of June, Twenty Thirteen.


FERDINAND B. SALES
Acting Director

Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION
OF
LEISURE & RESORTS WORLD CORPORATION
(Formerly, Atlas Fertilizer Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That We, a majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

FIRST: That the name of said corporation shall be:

LEISURE & RESORTS WORLD CORPORATION
(Formerly, Atlas Fertilizer Corporation)

SECOND: That the purpose or purposes for which the Corporation is incorporated are:

PRIMARY PURPOSE

To purchase, acquire, own, use, improve, construct, develop, maintain, subdivide, sell, dispose of, exchange, lease and hold for investment, or otherwise deal with real estate and personal property of all kinds, including the management and operation of the activities conducted therein pertaining to general amusement and recreation enterprises, such as, but not limited to resorts, golf courses, clubhouses and sport facilities, hotels and gaming facilities, including but not limited to bingo parlors with all the apparatus, equipment and other appurtenances as may be related thereto or in connection therewith.

SECONDARY PURPOSE

AN IN FURTHERANCE OF THE FOREGOING PURPOSES, the Corporation shall have the power –

1. To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, maintain, control, operate, lease, mortgage, create security interests in, create liens upon sell, convey or otherwise dispose of any and all plants machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitably necessary, or convenient for, any of the purposes above enumerated, including all or ay part of the properties, assets, business and goodwill of any person, firm, association or corporation;

2. To invest and deal with the moneys and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer of the business, properties and goodwill of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

3. To purchase or otherwise acquire the whole or any part of the property, assets, business, franchises, goodwill and rights, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities, and obligations of any person, business, firm, association, corporation or organization, and to pay for the same or any part or combination thereof in cash, property, shares of stock, bonds, debentures, notes and other obligations or by undertaking and assuming the whole or any part of the liabilities or obligations of the transfer; and to hold or in any lawful manner dispose of the whole or any part of the property and assets so acquired 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 on of such business;

In the purchase or acquisition of property, business, rights or franchises or for additional working capital, or for any other object or purpose in or about its business or affairs, borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, warrants, debentures, indebtedness of all kinds whether secured or not, mortgages, pledges, deed of trust or otherwise;

4. To purchase, own, sell, assign, negotiate, mortgage, pledge or otherwise dispose of accounts receivable, notes receivable, negotiable instruments, letters of credit and other evidence of indebtedness or other obligations for the payment of money owed by any person, partnership, corporation or association, or to undertake, under such terms and conditions as the Corporation may deem fit, the collection of such accounts receivable, notes receivable, negotiable instruments, letter of credit and other evidences of indebtedness or other obligations for the payment of money, provided that this Corporation will not engage in the financing business;

5. To apply for, register, purchase or otherwise acquire, use, manufacture under, protect and renew or in any manner dispose of and deal and contract with reference to any letters patents, patent rights, licenses, concessions, trademarks, copyrights, inventions, formulas, designs, labels, brands, processes and similar rights and privileges or any interest therein granted or recognized by or existing under the laws of the Republic of the Philippines or of any foreign country, used or capable or being used in connection with any of the business of the Corporation the acquisition or which may directly or indirectly benefit the Corporation, and to use, exercise, develop, sell, assign or otherwise dispose of or grant licenses in respect of the property, rights, trademarks, or other information so acquired and to spend money in experimenting upon, and testing and improving any patents, inventions or rights which the Corporation may acquire or propose to acquire;

6. To enter into 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 of

dependency thereof, obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain, carry out, perform or comply with and to hire the services of architects, engineers, technicians as may be necessary to accomplish the purposes for which the Corporation is organized;

7. To establish and operate one or more offices or agencies and to carry on any or all of its operations and business without restrictions as to place or amount including the right to hold, purchase, or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines; and to hold directors' and stockholders' meetings, and keep such books of the Corporation outside the Philippines as be permitted by law;

8. To do in the Philippines, and in any other country, state or locality, either as principal or agent and either alone or in connection with other corporations, firms or individuals all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purpose or attainment of any one or more of the objects herein enumerated or incidental to the powers herein specified or which shall at any time appear conducive in or expedient for the accomplishment or attainment of any of the objects or purposes hereinabove enumerated not inconsistent with the laws of the Republic of the Philippines, and to execute from time to time such general or special powers of attorney to such persons as the Board of Directors may approve granting to such persons all powers, either in the Philippines, or in any other country, state or locality which the Board of Directors may deem proper, and to revoke such powers of attorney whenever the Board of Directors may deem proper;

It is the intention that the foregoing clauses shall be construed as powers as well as objects and purposes, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general power of the Corporation, and generally, the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges now or hereafter granted by the laws of the Republic of the Philippines, or of any country, state, or corporations of the character of this Corporation; Provided, however, that the Corporation shall not in

any state, territory, or country carry any business, exercise any powers, which a corporation organized under the laws of the said state, territory or country could not carry on or exercise, except to the extent permitted or authorized by the laws of such state, territory or country.

THIRD: That the place where the principal office of the Corporation is to be established is in Metro Manila, Philippines.

FOURTH: That the term for which said Corporation is to exist for another fifty years from 10 October 2007 (As amended on 30 September 2005)

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

Name	Nationality	Residence
Jose M. Soriano	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Andres Soriano, Jr.	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Raoul E. Kahn	Filipino	#47 Amorsolo St., San Lorenzo Village, Makati, Metro Manila
Sebastian Ugarte	Filipino	8 Bauhinia Road, Makati, Metro Manila
Marcelo Karaan	Filipino	#2492 Rosa Maio Street, Manila

SIXTH: That the number of directors of the 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:

Name	Nationality	Residence
Col. Andres Soriano	American	1987 Roberts Street, Pasay City

Jose M. Soriano	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Andres Soriano, Jr.	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Col. Charles M. Smith	American	Toledo City, Cebu
Raoul E. Kahn	Filipino	#47 Amorsolo St., San Lorenzo Village, Makati, Metro Manila
Col. Bernard L. Anderson	American	#55 Tamarind Road, Forbes Park, Makati, Metro Manila
Sebastian Ugarte	Filipino	8 Bauhinia Road, Makati, Metro Manila
Juan de Ibazeta	Filipino	195 Ortega St., San Juan, Rizal
Jesus Urbina	Filipino	1173 Consuelo Street, Manila
Col. Lee Telesco	American	420 Protacio Street, Pasay City
Marcelo Karaan	Filipino	#2492 Rosa Maio Street, Manila

SEVENTH: That the capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00), and said capital stock is divided into Two Billion Five Hundred Million (2,500,000,000) shares of Common Stock of the par value of One Peso (P1.00) each and Two Billion Five Hundred Million (2,500,000,000) shares of Preferred Stock with par value of One Peso (P1.00) per share.

The preferred shares may be issued in tranches or series and shall be non-voting, non-participating, entitled to preferential and cumulative dividends at the rate not exceeding 12% per annum, and shall have such other, rights, preferences, restrictions and qualifications consistent with law and these articles of incorporation, as may be fixed by the Board of Directors at their issuance. Provided, That such terms and conditions shall be effective upon filing of a certificate thereof with the Securities and Exchange Commission. (As amended on 22 March 2013)

The Corporation may at any time issue, option for sale, and sell or dispose any part of 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 future increases thereof, pursuant to a resolution of its

Board of Directors to such persons and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders. No stockholder shall because of his/its ownership of stock, have a pre-emptive or other right to the said unissued authorized capital stock or future increases thereof.

EIGHTH: That the amount of said capital stock which has been actually subscribed is TWO HUNDRED THOUSAND ONE HUNDRED PESOS (Php200,100.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	Residence	No. of Shares	Amount
Col. Andres Soriano	1987 Roberts St., Pasay City	10,000	Php100,000.00
Jose M. Soriano	#40 McKinley Road, Forbes Park, Makati, Rizal	3,000	30,000.00
Andres Soriano, Jr.	#40 McKinley Road, Forbes Park, Makati, Rizal	3,000	30,000.00
Col. Charles M. Smith	Toledo, Cebu	500	5,000.00
Raoul E. Kahn	#47 Amorsolo St., San Lorenzo Village, Makati, Rizal	500	5,000.00
Col. Bernard L. Anderson	55 Tamrind Road, Forbes Park, Makati, Rizal	500	5,000.00
Sebastian Ugarte	8 Bauhinia Road, Makati, Rizal	500	5,000.00
Juan de Ibazeta	195 Ortega Street, San Juan, Rizal	500	5,000.00
Jesus Urbina	1173 Consuelo Street, Manila	500	5,000.00
Col. Lee Telesco	420 Protacio Street, Pasay City	500	5,000.00
Marcelo Karaan	#2492 Rosa Maio Street, Manila	500	5,000.00
Atlas Consolidated Mining & Development Corp.	5 th Flr., Soriano Building, Manila	10	100.00
	TOTAL	20,010	Php200,100.00

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

Name	Residence	Amount
Col. Andres Soriano	1987 Roberts St., Pasay City	Php 25,000.00
Jose M. Soriano	#40 McKinley Road, Forbes Park, Makati, Rizal	7,500.00
Andres Soriano, Jr.	#40 McKinley Road, Forbes Park, Makati, Rizal	7,500.00
Col. Charles M. Smith	Toledo, Cebu	1,250.00
Raoul E. Kahn	#47 Amorsolo St., San Lorenzo Village, Makati, Rizal	1,250.00
Col. Bernard L. Anderson	55 Tamrind Road, Forbes Park, Makati, Rizal	1,250.00
Sebastian Ugarte	8 Bauhinia Road, Makati, Rizal	1,250.00
Juan de Ibazeta	195 Ortega Street, San Juan, Rizal	1,250.00
Jesus Urbina	1173 Consuelo Street, Manila	1,250.00
Col. Lee Telesco	420 Protacio Street, Pasay City	1,250.00
Marcelo Karaan	#2492 Rosa Maio Street, Manila	1,250.00
Atlas Consolidated Mining & Development Corp.	5 th Flr., Soriano Building, Manila	100.00
	TOTAL	Php 50,010.00

TENTH: That **MR. JUAN DE IBAZETA** 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 subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 8th
day of October 1957.

(SGD.) JOSE M. SORIANO
(Typed) JOSE M. SORIANO

(SGD.) ANDRES SORIANO, JR.
(Typed) ANDRES SORIANO, JR.

(SGD.) RAOUL E. KAHN
(Typed) ROUL E. KAHN

(SGD.) SEBASTIAN UGARTE
(Typed) SEBASTIAN UGARTE

(SGD.) MARCELO P. KARAAN
(Typed) MARCELO P. KARAAN

IN THE PRESENCE OF

(SGD.) C.U. INFANTE

(SGD.) ELVIRA SILOS-ANDRES

REPUBLIC OF THE PHILIPPINES)

CITY OF MANILA

)S.S.

BEFORE ME, a Notary Public in and for the City of Manila, Philippines, personally appeared Messrs. Jose M. Soriano, Andres Soriano, Jr., Raoul E. Kahn, Sebastian Ugarte and Marcelo P. Karaan, all known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged before me that their execution of the same is their free will an voluntary act and deed, for the purposes and uses therein stated.

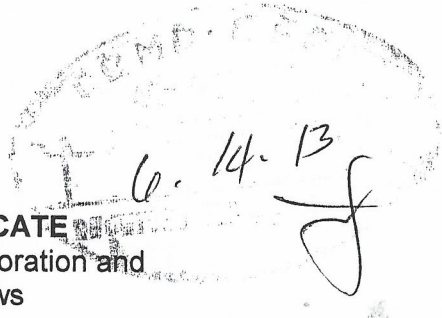
The parties hereto have exhibited their Residence Certificates set fter their respective names:

Name	Residence Certificate No.	Place and Date of Issue
Jose M. Sorian	None	Exempt
Andres Soriano, Jr.	A-0006401	Manila, Jan. 2. 1957
Raoul E. Kahn	A-0006409	Manila, Jan. 2. 1957
Sebastian Ugarte	A-00077599	Manila, Jan. 4, 1957
Marcelo P. Karaan	A-0001412	Manila, Jan. 2, 1957

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused my notarial seal to b affixed at the City of Manila, Philippines, this 8th day of October 1957.

(Sgd.) ESCOLASTICA R. CRUZ
Notary Public
Until December 31, 1957

Doc. No. 162;
Page No. 6;
Book No. IV;
Series of 1957.

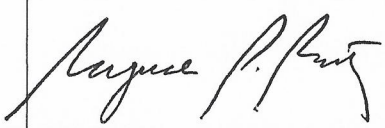
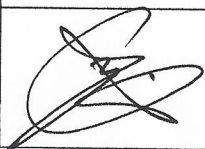
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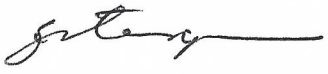
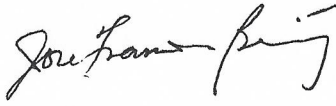



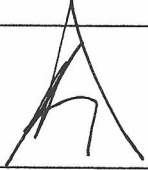
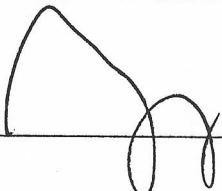
DIRECTORS' & SECRETARY'S CERTIFICATE
 Amendment of 7th Article of the Articles of Incorporation and
 2nd, 3rd, 7th and 8th Articles of the By-Laws

We, comprising a majority of the members of the Board of Directors of **LEISURE AND RESORTS WORLD CORPORATION** (Corporation) and the Corporate Secretary thereof, hereby certify that the attached amended Articles of Incorporation and By-Laws of the Corporation:

- (i) Amending the Seventh Article of the Articles of Incorporation, Section 1 of the Second Article and Section 4 of the Third Article of the By-Laws have been adopted by the affirmative vote of at least a majority of the Board of Directors at the Special Meeting of the Board of Directors held on 22 January 2013 in Pasig City;
- (ii) Amending the Seventh Article and the Eighth Article of the By-Laws have been adopted by the affirmative vote of at least a majority of the Board of Directors of the Corporation at the Special Meeting of the Board of Directors held on 14 March 2013 in Pasig City.
- (iii) Amending the Seventh Article of the Articles of Incorporation, Section 1 of the Second Article, Section 4 of the Third Article, the Seventh Article and the Eighth Article of the By-Laws have been adopted and ratified by the affirmative vote of stockholders representing at least two-thirds (2/3) of the Corporation's outstanding capital stock at the Special Meeting of the Stockholders held on 22 March 2013 in Pasig City.

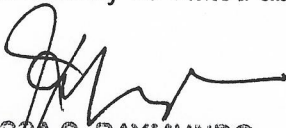
IN WITNESS WHEREOF, we hereby set our hands this MAY 22 2013 March 2013 in Pasig City.

NAME	SIGNATURE	T.I.N.	C.T.C. No. Date/Place Issued
REYNALDO P. BANTUG Director/Chairman		117-376-653	
WILSON L. SY Director			
EUSEBIO H. TANCO Director		141-978-255	

BIENVENIDO M. SANTIAGO Director		113-427-235	
CLARITA T. ZARRAGA Director		123-518-151	
IGNATIUS F. YENKO Director		123-295-645	
JOSE FRANCISCO B. BENITEZ Director		198-889-302	
EDGARDO S. LOPEZ Director		103-562-287	
JOSE CONRADO B. BENITEZ Director		157-940-877	
ANTHONY L. ALMEDA Director		142-974-436	
WILLY N. OCIER Director		101-934-754	
RAUL G. GERODIAS Corporate Secretary		129-434-349	01729071; 1-15-2013; Pasig

SUBSCRIBED AND SWORN to before me this 10th 9 2 2013 March 2013 in Pasig City, affiants exhibiting to me their Competent Evidence of Identity as stated above.

Doc. No. 04 ;
Page No. 12 ;
Book No. III ;
Series of 2013.


VANESSA C. RAYMUNDO
Notary Public for Pasig City
Commission until 31 December 2014
2404 Discovery Center, 25 ADB Ave., Ortigas Center, Pasig City
APPT No. 82 (2013-2014) / Roll No. 56980
PTR No. 8429032; 01/07/2013; Pasig City
IBP No. 911175; 12/20/2012; Makati City



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

COMPANY REG. NO. 13174

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

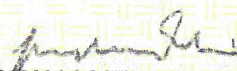
This is to certify that the increase of capital stock of the

LEISURE & RESORTS WORLD CORPORATION

from P1,600,000,000.00 divided into 1,600,000,000 shares with the par value of P1.00 each, to P5,000,000,000.00 divided into 2,500,000,000 common; 2,500,000,000 preferred shares both with the par value of P1.00 each, approved by majority of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on March 22, 2013 certified to by the Chairman and the Secretary of the stockholders' meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

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 18th day of June, Twenty Thirteen.




FERDINAND B. SALES
Acting Director

Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION
OF
LEISURE & RESORTS WORLD CORPORATION
(Formerly, Atlas Fertilizer Corporation)

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That We, a majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

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LEISURE & RESORTS WORLD CORPORATION
(Formerly, Atlas Fertilizer Corporation)

SECOND: That the purpose or purposes for which the Corporation is incorporated are:

PRIMARY PURPOSE

To purchase, acquire, own, use, improve, construct, develop, maintain, subdivide, sell, dispose of, exchange, lease and hold for investment, or otherwise deal with real estate and personal property of all kinds, including the management and operation of the activities conducted therein pertaining to general amusement and recreation enterprises, such as, but not limited to resorts, golf courses, clubhouses and sport facilities, hotels and gaming facilities, including but not limited to bingo parlors with all the apparatus, equipment and other appurtenances as may be related thereto or in connection therewith.

SECONDARY PURPOSE

AN IN FURTHERANCE OF THE FOREGOING PURPOSES, the Corporation shall have the power –

1. To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, maintain, control, operate, lease, mortgage, create security interests in, create liens upon sell, convey or otherwise dispose of any and all plants machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitably necessary, or convenient for, any of the purposes above enumerated, including all or ay part of the properties, assets, business and goodwill of any person, firm, association or corporation;

2. To invest and deal with the moneys and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer of the business, properties and goodwill of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

3. To purchase or otherwise acquire the whole or any part of the property, assets, business, franchises, goodwill and rights, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities, and obligations of any person, business, firm, association, corporation or organization, and to pay for the same or any part or combination thereof in cash, property, shares of stock, bonds, debentures, notes and other obligations or by undertaking and assuming the whole or any part of the liabilities or obligations of the transfer; and to hold or in any lawful manner dispose of the whole or any part of the property and assets so acquired 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 on of such business;

In the purchase or acquisition of property, business, rights or franchises or for additional working capital, or for any other object or purpose in or about its business or affairs, borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, warrants, debentures, indebtedness of all kinds whether secured or not, mortgages, pledges, deed of trust or otherwise;

4. To purchase, own, sell, assign, negotiate, mortgage, pledge or otherwise dispose of accounts receivable, notes receivable, negotiable instruments, letters of credit and other evidence of indebtedness or other obligations for the payment of money owed by any person, partnership, corporation or association, or to undertake, under such terms and conditions as the Corporation may deem fit, the collection of such accounts receivable, notes receivable, negotiable instruments, letter of credit and other evidences of indebtedness or other obligations for the payment of money, provided that this Corporation will not engage in the financing business;

5. To apply for, register, purchase or otherwise acquire, use, manufacture under, protect and renew or in any manner dispose of and deal and contract with reference to any letters patents, patent rights, licenses, concessions, trademarks, copyrights, inventions, formulas, designs, labels, brands, processes and similar rights and privileges or any interest therein granted or recognized by or existing under the laws of the Republic of the Philippines or of any foreign country, used or capable or being used in connection with any of the business of the Corporation the acquisition or which may directly or indirectly benefit the Corporation, and to use, exercise, develop, sell, assign or otherwise dispose of or grant licenses in respect of the property, rights, trademarks, or other information so acquired and to spend money in experimenting upon, and testing and improving any patents, inventions or rights which the Corporation may acquire or propose to acquire;

6. To enter into 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 of

dependency thereof, obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain, carry out, perform or comply with and to hire the services of architects, engineers, technicians as may be necessary to accomplish the purposes for which the Corporation is organized;

7. To establish and operate one or more offices or agencies and to carry on any or all of its operations and business without restrictions as to place or amount including the right to hold, purchase, or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines; and to hold directors' and stockholders' meetings, and keep such books of the Corporation outside the Philippines as be permitted by law;

8. To do in the Philippines, and in any other country, state or locality, either as principal or agent and either alone or in connection with other corporations, firms or individuals all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purpose or attainment of any one or more of the objects herein enumerated or incidental to the powers herein specified or which shall at any time appear conducive in or expedient for the accomplishment or attainment of any of the objects or purposes hereinabove enumerated not inconsistent with the laws of the Republic of the Philippines, and to execute from time to time such general or special powers of attorney to such persons as the Board of Directors may approve granting to such persons all powers, either in the Philippines, or in any other country, state or locality which the Board of Directors may deem proper, and to revoke such powers of attorney whenever the Board of Directors may deem proper;

It is the intention that the foregoing clauses shall be construed as powers as well as objects and purposes, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general power of the Corporation, and generally, the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges now or hereafter granted by the laws of the Republic of the Philippines, or of any country, state, or corporations of the character of this Corporation; Provided, however, that the Corporation shall not in

any state, territory, or country carry any business, exercise any powers, which a corporation organized under the laws of the said state, territory or country could not carry on or exercise, except to the extent permitted or authorized by the laws of such state, territory or country.

THIRD: That the place where the principal office of the Corporation is to be established is in Metro Manila, Philippines.

FOURTH: That the term for which said Corporation is to exist for another fifty years from 10 October 2007 (As amended on 30 September 2005)

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

Name	Nationality	Residence
Jose M. Soriano	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Andres Soriano, Jr.	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Raoul E. Kahn	Filipino	#47 Amorsolo St., San Lorenzo Village, Makati, Metro Manila
Sebastian Ugarte	Filipino	8 Bauhinia Road, Makati, Metro Manila
Marcelo Karaan	Filipino	#2492 Rosa Maio Street, Manila

SIXTH: That the number of directors of the 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:

Name	Nationality	Residence
Col. Andres Soriano	American	1987 Roberts Street, Pasay City

Jose M. Soriano	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Andres Soriano, Jr.	American	#40 McKinley Road, Forbes Park, Makati, Metro Manila
Col. Charles M. Smith	American	Toledo City, Cebu
Raoul E. Kahn	Filipino	#47 Amorsolo St., San Lorenzo Village, Makati, Metro Manila
Col. Bernard L. Anderson	American	#55 Tamarind Road, Forbes Park, Makati, Metro Manila
Sebastian Ugarte	Filipino	8 Bauhinia Road, Makati, Metro Manila
Juan de Ibazeta	Filipino	195 Ortega St., San Juan, Rizal
Jesus Urbina	Filipino	1173 Consuelo Street, Manila
Col. Lee Telesco	American	420 Protacio Street, Pasay City
Marcelo Karaan	Filipino	#2492 Rosa Maio Street, Manila

SEVENTH: That the capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00), and said capital stock is divided into Two Billion Five Hundred Million (2,500,000,000) shares of Common Stock of the par value of One Peso (P1.00) each and Two Billion Five Hundred Million (2,500,000,000) shares of Preferred Stock with par value of One Peso (P1.00) per share.

The preferred shares may be issued in tranches or series and shall be non-voting, non-participating, entitled to preferential and cumulative dividends at the rate not exceeding 12% per annum, and shall have such other, rights, preferences, restrictions and qualifications consistent with law and these articles of incorporation, as may be fixed by the Board of Directors at their issuance. Provided, That such terms and conditions shall be effective upon filing of a certificate thereof with the Securities and Exchange Commission. (As amended on 22 March 2013)

The Corporation may at any time issue, option for sale, and sell or dispose any part of 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 future increases thereof, pursuant to a resolution of its

Board of Directors to such persons and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders. No stockholder shall because of his/its ownership of stock, have a pre-emptive or other right to the said unissued authorized capital stock or future increases thereof.

EIGHTH: That the amount of said capital stock which has been actually subscribed is TWO HUNDRED THOUSAND ONE HUNDRED PESOS (Php200,100.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	Residence	No. of Shares	Amount
Col. Andres Soriano	1987 Roberts St., Pasay City	10,000	Php100,000.00
Jose M. Soriano	#40 McKinley Road, Forbes Park, Makati, Rizal	3,000	30,000.00
Andres Soriano, Jr.	#40 McKinley Road, Forbes Park, Makati, Rizal	3,000	30,000.00
Col. Charles M. Smith	Toledo, Cebu	500	5,000.00
Raoul E. Kahn	#47 Amoroso St., San Lorenzo Village, Makati, Rizal	500	5,000.00
Col. Bernard L. Anderson	55 Tamrind Road, Forbes Park, Makati, Rizal	500	5,000.00
Sebastian Ugarte	8 Bauhinia Road, Makati, Rizal	500	5,000.00
Juan de Ibazeta	195 Ortega Street, San Juan, Rizal	500	5,000.00
Jesus Urbina	1173 Consuelo Street, Manila	500	5,000.00
Col. Lee Telesco	420 Protacio Street, Pasay City	500	5,000.00
Marcelo Karaan	#2492 Rosa Maio Street, Manila	500	5,000.00
Atlas Consolidated Mining & Development Corp.	5 th Flr., Soriano Building, Manila	10	100.00
	TOTAL	20,010	Php200,100.00

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

Name	Residence	Amount
Col. Andres Soriano	1987 Roberts St., Pasay City	Php 25,000.00
Jose M. Soriano	#40 McKinley Road, Forbes Park, Makati, Rizal	7,500.00
Andres Soriano, Jr.	#40 McKinley Road, Forbes Park, Makati, Rizal	7,500.00
Col. Charles M. Smith	Toledo, Cebu	1,250.00
Raoul E. Kahn	#47 Amorsolo St., San Lorenzo Village, Makati, Rizal	1,250.00
Col. Bernard L. Anderson	55 Tamrind Road, Forbes Park, Makati, Rizal	1,250.00
Sebastian Ugarte	8 Bauhinia Road, Makati, Rizal	1,250.00
Juan de Ibazeta	195 Ortega Street, San Juan, Rizal	1,250.00
Jesus Urbina	1173 Consuelo Street, Manila	1,250.00
Col. Lee Telesco	420 Protacio Street, Pasay City	1,250.00
Marcelo Karaan	#2492 Rosa Maio Street, Manila	1,250.00
Atlas Consolidated Mining & Development Corp.	5 th Flr., Soriano Building, Manila	100.00
	TOTAL	Php 50,010.00

TENTH: That MR. JUAN DE IBAZETA 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 subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 8th
day of October 1957.

(SGD.) JOSE M. SORIANO
(Typed) JOSE M. SORIANO

(SGD.) ANDRES SORIANO, JR.
(Typed) ANDRES SORIANO, JR.

(SGD.) RAOUL E. KAHN
(Typed) ROUL E. KAHN

(SGD.) SEBASTIAN UGARTE
(Typed) SEBASTIAN UGARTE

(SGD.) MARCELO P. KARAAN
(Typed) MARCELO P. KARAAN

IN THE PRESENCE OF

(SGD.) C.U. INFANTE

(SGD.) ELVIRA SILOS-ANDRES

REPUBLIC OF THE PHILIPPINES)

CITY OF MANILA)S.S.

BEFORE ME, a Notary Public in and for the City of Manila, Philippines, personally appeared Messrs. Jose M. Soriano, Andres Soriano, Jr., Raoul E. Kahn, Sebastian Ugarte and Marcelo P. Karaan, all known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged before me that their execution of the same is their free will an voluntary act and deed, for the purposes and uses therein stated.

The parties hereto have exhibited their Residence Certificates set fter their respective names:

Name	Residence Certificate No.	Place and Date of Issue
Jose M. Sorian	None	Exempt
Andres Soriano, Jr.	A-0006401	Manila, Jan. 2, 1957
Raoul E. Kahn	A-0006409	Manila, Jan. 2, 1957
Sebastian Ugarte	A-00077599	Manila, Jan. 4, 1957
Marcelo P. Karaan	A-0001412	Manila, Jan. 2, 1957

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused my notarial seal to b affixed at the City of Manila, Philippines, this 8th day of October 1957.

(Sgd.) ESCOLASTICA R. CRUZ
Notary Public
Until December 31, 1957

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Series of 1957.