



OFFICIAL RECEIPT  
Republic of the Philippines  
DEPARTMENT OF FINANCE  
SECURITIES & EXCHANGE COMMISSION  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, 1554



Accountable Form No. 51  
Revised 2006

ORIGINAL

DATE

August 2, 2018

No.

1688093

PAYOR

PHINMA PETROLEUM AND GEOTHERMAL INC  
MAKATI CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRF (A0823)	131	SRMD	10.00
AMENDED ARTICLES	606	SRMD	1,000.00
TOTAL			PHP 1,010.00
AMOUNT IN WORDS ONE THOUSAND TEN PESOS AND 0/100			
Received <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order		Received the Amount Stated Above	
Treasury Warrant, Check, Money Order Number		Ofelia A. Capispisa COLLECTING OFFICER	
Date of Treasury Warrant, Check, Money Order		O.R. No. 1688093	

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.





REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. AS94008811

**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

**PHINMA PETROLEUM AND GEOTHERMAL INC.**  
(Amending Article VI thereof.)

copy annexed, adopted on February 01, 2018 by majority vote of the Board of Directors and on April 12, 2018 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 Pasay City, Metro Manila, Philippines, this 15<sup>th</sup> day of August, Twenty Eighteen.

  
**FERDINAND B. SALES**  
Director

Company Registration and Monitoring Department



**COVER SHEET**  
**COMPANY REGISTRATION AND MONITORING DEPARTMENT**

Nature of Application

Amended AOI

SEC Registration Number

A S 9 4 0 0 8 8 1 1

Company Name

P H I N M A P E T R O L E U M A N D  
G E O T H E R M A L , I N C .

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

1 1 F L O O R , T H E P H I N M A P L A Z A  
3 9 P L A Z A D R I V E , R O C K W E L L  
C E N T E R M A K A T I C I T Y

**COMPANY INFORMATION**

Company's Email Address

n/a

Company's Telephone Number/s

896-9357-59

Company's Facsimile Number/s

899-1833

**CONTACT PERSON'S INFORMATION**

Name of Contact Person

Atty. Troy A. Luna

Email Address

tal@migalloslunalaw.com

Telephone Number/s

896-9357 to 59

Facsimile Number/s

899-1833

**CONTACT PERSON'S ADDRESS**

7<sup>th</sup> Floor, The PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City

To be accomplished by CRMD Personnel

Assigned Processor:

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forward to:

Corporate and Partnership Registration Division

Green Lane Unit

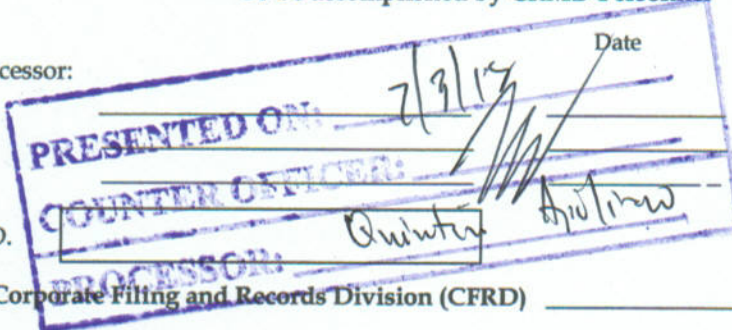
Financial Analysis and Audit Division

Licensing Unit

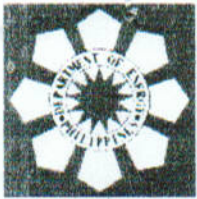
Compliance Monitoring Division

Date

Signature







Republic of the Philippines  
**DEPARTMENT OF ENERGY**  
**(Kagawaran ng Enerhiya)**

26 July 2018

**SECURITIES AND EXCHANGE COMMISSION**

Secretariat Building, PICC Complex  
Roxas Boulevard, Pasay City

Attention: **Mr. Ferdinand B. Sales**  
Director, Company Registration and  
Monitoring Department

**Gentlemen:**

Respectfully endorsed the attached Amended Articles of Incorporation of **PHINMA PETROLEUM & GEOTHERMAL, INC.** amending Article Sixth of its Articles of Incorporation to decrease the number of its Directors from eleven (11) to nine (9) as amended on 1 February 2018 and with the information that this Department interposes no objection thereto, particularly its primary purpose, *"To engage in the business of exploration, prospecting, discovery, development, extraction, production, and exploitation crude oil, natural gas, natural gas liquids, and other forms of petroleum, the products and by-products thereof, and geothermal fluids, and to process, manufacture, refine, prepare for market, buy, sell, and transport or otherwise deal in the same in crude, raw or refined condition; to buy, sell, exchange, lease, acquire interests through Service Contracts, Participating Agreements and all other forms of contracts or concessions dealing in lands, mines and mineral rights and claims and exploration rights and to conduct all businesses appertaining thereto; to purchase, lease, acquire or otherwise, to own, hold and maintain, and to mortgage, lease, acquire, or otherwise, to own and maintain, and to mortgage, pledge, lease, sell or dispose of petroleum, gas and oil, geothermal fluids, concessions, leases, royalties and permits, lands and real estate of all kinds, and the oil, gas, geothermal and other mineral rights and interests therein, to develop such land, concessions, lease, rights and interests by and to enter into, acquire, carry out and execute contracts for drilling wells, laying pipes and installation of rigs, platforms, machinery and equipment, and to engage generally, as may be permitted by law, in the business of either directly or through equity investment in companies engaged in power generation, mining, manufacturing, contracting and servicing, in addition to oil and geothermal exploration and production."* as mentioned in the said Amended Articles of Incorporation.

However, this endorsement is subject to the condition that **PHINMA PETROLEUM & GEOTHERMAL, INC** shall comply with all pertinent government laws, rules and regulations as well as those administered and enforced by the DEPARTMENT OF ENERGY in the petroleum business.

Very truly yours,

  
**MELITA V. OBILLO**  
OIC-Director  
Energy Resource Development Bureau

COVER SHEET

AS94008811

S.E.C. Registration Number

PHINMA PETROLEUM AND  
GEOTHERMAL, INC.

(Company's Full Name)

LEVEL 11 THE PHINMA PLAZA  
39 PLAZA DRIVE ROCKWELL  
CENTER MAKATICITY

(Business Address: No. Street City/Town Province)

Atty. Troy A. Luna  
Atty. Daneia Isabelle F. Palad

Contact Person

896-9357 to 59

Telephone Number of the Contact Person

1 2 3 1

Fiscal Year

Certificate of Amendment of  
Articles of Incorporation

FORM TYPE

Any business day of  
April of each year

Annual Meeting

N/A

Secondary license Type, If Applicable

M S R D

Dept. Requiring this Doc.

SIXTH

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

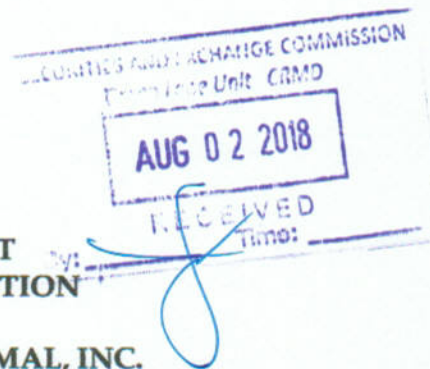
Cashier

STAMPS

Remarks = Pls. use black ink for scanning purposes  
R350\_cover sheet Cert of Amendment AOI dfp40glen



REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY ) SS.



CERTIFICATE OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION  
OF  
PHINMA PETROLEUM AND GEOTHERMAL, INC.

We, the undersigned, being majority of the Board of Directors, the Chairman, and the Corporate Secretary of **PHINMA PETROLEUM AND GEOTHERMAL, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the Philippine laws, with principal office address at Level 11, the PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City, do hereby certify under oath that:

1. During the meeting of the Board of Trustees duly called for the purpose and held on **1 February 2018** at the PHINMA Boardroom, Penthouse, The PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City, at which meeting a quorum was present and voting throughout, the Board resolved to approve the decrease in the number of Directors of the Corporation from eleven (11) to nine (9), and the corresponding amendment of the Corporation's Articles of Incorporation to reflect said decrease, and adopted the following resolutions:

"RESOLVED, as it is hereby resolved, that the Corporation decrease the number of its Directors from eleven (11) to nine (9);

RESOLVED, FURTHER, that Article Sixth of the Articles of Incorporation of the Corporation be amended to read as follows:

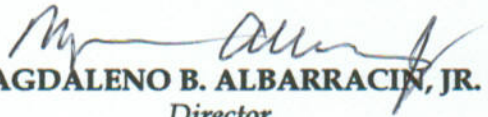
'Sixth. - That the number of Directors of the Corporation shall be NINE (9) and that the names and residences of the first directors of the corporation, who are to serve until their successors are elected and qualified, as provided by the By-Laws, are as follows, to wit: x x x '

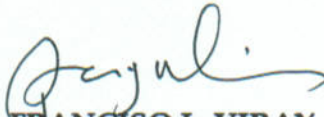
RESOLVED, FINALLY, that the foregoing Resolutions and the proposed amendment of the Amended Articles of Incorporation be submitted for the approval and ratification of the stockholders at a meeting duly called."

2. The aforesaid amendment ~~of the Primary Purpose or Article~~ <sup>USP/TA</sup> ~~Second~~ of the Corporation's Articles of Incorporation, was approved, ratified and confirmed by the affirmative vote of the stockholders of the Corporation holding and representing at least two-thirds (2/3) of the Corporation's outstanding capital stock at the Annual Meeting of Stockholders held on 12 April 2018 at the Palm Grove, Rockwell Leisure Club, Lower Level One, Amorsolo Square, Amorsolo Drive, Rockwell Center, Makati City.

3. The attached Amended Articles of Incorporation is the true and correct copy of the Corporation's Articles of Incorporation, as amended.


  
**RAMON R. DEL ROSARIO, JR.**  
 Chairman and Director  
 TIN 108-160-999

  
**MAGDALENO B. ALBARRACIN, JR.**  
 Director  
 TIN 123-535-521

  
**FRANCISCO L. VIRAY**  
 Director, President and  
 Chief Executive Officer  
 TIN 134-668-764

  
**VICTOR J. DEL ROSARIO**  
 Director  
 TIN 123-535-650

  
**ROBERTO M. LAVIÑA**  
 Director  
 TIN 123-535-822

  
**RAYMUNDO A. REYES, JR.**  
 Director, Executive Vice President and  
 Chief Operating Officer  
 TIN 105-790-528

**RAPHAEL PERPETUO M. LOTILLA**  
 Independent Director  
 TIN 110-843-846

**EDWARD S. GO**  
 Independent Director  
 TIN 112-147-604

  
**CORAZON S. DE LA PAZ - BERNARDO**  
 Independent Director  
 TIN 112-070-586

  
**TROY A. LUNA**  
 Corporate Secretary  
 TIN 107-478-313



SUBSCRIBED AND SWORN to before me this 13 day of JUN 2018, affiants exhibiting to me, as competent evidence of their identity, the following:

Name	Competent Evidence of Identity	Date and Place Issued
RAMON R. DEL ROSARIO, JR.	Passport No. EB9971711	13 January 2014 DFA NCR Central
MAGDALENO B. ALBARRACIN, JR.	Passport No. EB4391058	06 January 2012 DFA Manila
FRANCISCO L. VIRAY III	Taxpayer's Identification No. 134-668-764	
VICTOR J. DEL ROSARIO	Passport No. EB6064066	1 Aug 2012, DFA Manila
ROBERTO M. LAVIÑA	Passport No. EC1494118	28 June 2014 DFA Manila
RAYMUNDO A. REYES, JR.	Taxpayer's Identification No. 105-790-528	
RAPHAEL PERPETUO M. LOTILLA	Taxpayer's Identification No. 110-843-846	
EDWARD S. GO	Taxpayer's Identification No. 112-147-604	
CORAZON S. DE LA PAZ - BERNARDO	Taxpayer's Identification No. 112-070-586	
TROY A. LUNA	Passport No. P3486441A	24 June 2017 DFA Manila


Doc. No. 261 :

Page No. 54 :

Book No. I :

Series of 2018.

Cnew PPG Directors Cert Amendment AOI (No of Dir) / dfp39

  
**DANEIA ISABELLE F. PALAD**  
 NOTARY PUBLIC FOR AND IN THE CITY OF MAKATI  
 APPOINTMENT NO. M-226 (2018-2019)  
 COMMISSION EXPIRES ON DECEMBER 31, 2019  
 7<sup>th</sup> Floor, The PHINMA Plaza, 39 Plaza Drive  
 Rockwell Center, Makati City 1210  
 PTR No. 6615275; Makati City; 1/4/2018  
 IBP O.R. No. 020917; Quezon City; 1/4/2018  
 TIN 500-029-394  
 Attorney's Roll No. 84582, APRIL 2015



**AMENDED ARTICLES OF INCORPORATION  
OF  
PHINMA PETROLEUM AND GEOTHERMAL, INC.**

*(formerly Trans-Asia Petroleum Corporation as amended during  
the meeting of the Board of Directors held on April 10, 2017 and  
the meeting of the stockholders held on April 10, 2017)*

KNOW ALL MEN BY THESE PRESENTS:

We, all of legal age and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines,

AND WE HEREBY CERTIFY:

FIRST:                      The name of the corporation shall be

**PHINMA PETROLEUM AND GEOTHERMAL, INC.**

*(As amended during the meeting of the Board of Directors held on April 10, 2017 and  
the meeting of the stockholders held on April 10, 2017)*

SECOND:              The purposes for which the Corporation is formed are:

**PRIMARY PURPOSE**

To engage in the business of exploration, prospecting, discovery, development, extraction, production, and exploitation crude oil, natural gas, natural gas liquids, and other forms of petroleum, the products and by-products thereof, **and geothermal fluids, and** to process, manufacture, refine, prepare for market, buy, sell, and transport or otherwise deal in the same in crude, raw or refined condition; to buy, sell, exchange, lease, acquire interests through Service Contracts, Participating Agreements and all other forms of contracts or concessions dealing in lands, mines and mineral rights and claims and exploration rights and to conduct all businesses appertaining thereto; to purchase, lease, acquire, or otherwise, to own, hold and maintain, and to mortgage, pledge, lease, sell or dispose of petroleum, gas and oil, **geothermal fluids**, concessions, leases, royalties and permits, lands and real estate of all kinds, and the oil, gas, **geothermal** and mineral rights and interests therein, to develop such lands, concessions, lease, rights and



interests by and to enter into, acquire, carry out and execute contracts for drilling wells, laying of pipes and installation of rigs, platforms, machinery and equipment, and to engage generally, as may be permitted by law, in the business of either directly or through equity investment in companies engaged in power generation, mining, manufacturing, contracting and servicing, in addition to oil and geothermal exploration and production. *(As amended during the meeting of the Board of Directors held on March 3, 2017 and the meeting of the stockholders held on April 10, 2017)*

## SECONDARY PURPOSE

1. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey, import or otherwise dispose of, any and all kinds of gas works, mills, factories, installations, plants, shops, laboratories, terminals, office buildings and other buildings and structures, roads, railroads, cars, railroad equipment, garages, motor and road equipment, aircraft equipments, aviation fields, telephone and telegraph lines, transmission lines, wireless facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment, and any and all kinds of machinery, apparatus, instruments, fixtures and appliances. *(As amended during the meeting of the Board of Directors held on March 3, 2017 and the meeting of the stockholders held on April 10, 2017)*

2. To construct and maintain conduits, pipelines and lines of tubing for general purposes as well as for the use of said corporation, and to lay rig, buy, lease, sell by wholesale, and otherwise contract for, and operate said conduits, pipelines and lines of tubings, as well as loading and unloading facilities, storage tanks, processing plants, trailways, tramways, roadways and tracks, for the purpose of importing, transporting and storing oil and gas, fuels and liquefied natural gas, and of operating a general pipeline and storage and distribution business; to buy, sell, charter, operate and maintain tank steamers and other vessels of all kinds for the transportation of merchandise dealt in by the corporation; *(As amended during the meeting of the Board of Directors held on March 3, 2017 and the meeting of the stockholders held on April 10, 2017)*

3. 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, interest and properties of every kind and description whatsoever; 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; 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; to purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of, electric current steam and hot water and water power of every kind and description, and to sell, supply or otherwise dispose of, light, heat, water and power of every kind and description; *(As amended during the meeting of the Board of Directors held on March 3, 2017 and the meeting of the stockholders held on April 10, 2017)*



4. To enter into any arrangement for sharing profits, union of interests, joint venture, reciprocal concession or otherwise with any person or company engaging in or about to engage in any business or transaction which the corporation is authorized to carry on or engage in any business or transaction that may directly or indirectly benefit the corporation;

5. To acquire by purchase, exchange, assignment or otherwise; to hold, own and use for investment or otherwise; to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic and deal in and with and otherwise to operate, enjoy and dispose of, any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to real estate, whether improved or unimproved, agricultural and natural resource projects, and any interest or right therein, as well as buildings, tenements, warehouses, factories, edifices and structures, irrigation work and other improvements, fishponds, salt beds and other productive work; and bonds debentures, promissory notes, shares of capital stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign, or domestic and while the owner, holder of possessor thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interest and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock; and upon any bonds, debentures, or other securities having voting power, so owned or held; provided that the corporation shall not engage in the business of an Open End investment company as defined in the Investment Company Act (Republic Act No. 2629), without first complying with the applicable provisions of said Act.

6. To purchase, acquire, and take over all or any part of the rights, assets, business and property of any person, partnership, corporation or association and to undertake and assume the liabilities and obligations of such persons, partnership, corporation or association whose rights, assets, business or property may be purchased, acquired or taken over;

7. To act as manufacturers' representatives, indentors, commission merchants, commercial brokers or agents, or in any other representative capacity, for natural and juridical persons, whether domestic or foreign;

8. To act as managers, managing agents or administrators of corporation, partnership, or persons, with respect to their businesses or properties and to undertake, carry on, assist or participate in the management, reorganization or liquidation of corporations, partnerships, and other forms of business firms and entities;



9. To purchase or otherwise acquire, obtain and interest in, own, hold, pledge, mortgage, assign, deposit, create trusts, exchange, sell and otherwise dispose of, alone or in syndicates or otherwise in conjunction with others; and generally deal in and with all or any of the following; all kinds of shares, stocks, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes and other certificates, obligations, contracts, choses in action and evidences of indebtedness generally of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign; and evidences of any interest therein or in respect thereto; to acquire, purchase, sell or otherwise dispose of its own shares of capital stock or any securities or other obligation of the Corporation, provided that the Corporation shall not engage in stock brokerage business;

10. To purchase, own, sell, assign, negotiate, mortgage, pledge or otherwise dispose of accounts receivables, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money owned 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, letters of credit and other evidences of indebtedness or other obligations for the payment of money;

11. To engage in the business of manufacturing, processing, assembling, and/or fabricating and exporting, importing, buying, acquiring, holding, selling or otherwise disposing of and dealing in goods, wares, supplies, materials, articles merchandise, commodities, equipment, hardware, appliances, minerals, metals, timber, lumber and real and personal properties of every kind, class and description, whether natural or artificial which may become articles of commerce, and in connection therewith, to act as indenter, principal or agent, manufacturer's representative, commission merchant, merchandise broker, factor, consignment agent or in any other representative capacity for foreign and domestic juridical entities or natural persons.

#### AND IN FURTHERANCE OF THE FOREGOING PURPOSES -

1. To acquire or obtain from any governmental authority or authorities, national or municipal or from any corporation, company, entity or person, such charters, franchises, licenses, permits, patents, trade mark, trade name, trade secret, invention, copyright, or other rights and privileges which may be conducive to or necessary or desirable for the attainment of any of the objects and purposes of the Corporation;

2. To construct, erect, and build, to purchase, lease or otherwise acquire, to own, manage, or in any manner dispose of or encumber, pipelines, plants, refineries, stations, systems, tank cars, vessels, appliances, machinery structures, equipment and facilities of all kinds for manufacturing, treating, processing, concentrating, distilling,



and in any manner dealing in gas, petroleum and other oils, mineral and volatile substance, asphalt, bitumen and bituminous substances and other similar products of every kind and character for any and all purposes whatsoever.

3. To acquire, own, improve, develop, sell, lease, and convey lands and tenements or any right, title, interest, or privilege therein; to search, explore, examine, prospect for, ores, minerals and mineral substances of all kinds, grades, forms, descriptions and combinations, including but not limited to copper, nickel, manganese, gold, silver, zinc, brass, iron, tin, asbestos, sulfur and other sub-oil products and sub-surface deposits of every nature 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 locate, purchase, lease and acquire land and/or offshore areas with rights to prospect, drill, mine, bore and sink wells and shafts; to prospect, drill, produce, convey and transport oil, petroleum and gas, to carry on the business of storing and prospecting for, mining, producing, refining, manufacturing, piping, transporting, buying and selling petroleum and other oil products and by-products.

4. To purchase, acquire, hold, lease, sell, and convey such real and personal properties which are necessary for the conduct of the corporate business;

5. To purchase, acquire, hold, lease, sell, dispose of or otherwise deal in and with shares, bonds, and other securities created by any company having objectives or purposes altogether or in part similar to those of the Corporation, and while the owner or holder thereof to exercise all the rights and incidents of ownership, including the right to vote the same, to receive, collect and dispose of the interests, dividends and income therefrom;

6. To deal in and with the properties of the Corporation in such manner as may from time to time be considered necessary for the advancement of the business interests of the Corporation and to sell, dispose of or transfer the business, goodwill, properties and undertaking of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept under the circumstances;

7. To borrow or raise money necessary to meet the financial requirements of the Corporation by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation, or to issue, pursuant to law, shares of its capital stock, debentures, bonds, warrants, notes or other evidence of indebtedness in payment of or exchange for properties or rights acquired by the Corporation or for money borrowed in the prosecution of its business;



8. To do and perform all acts and all things necessary, suitable or proper for accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection and attributes conferred upon corporation organized under the laws of the Philippines in general and upon domestic corporations of like nature in particular.

The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall in no wise be limited by reference to or inference from any other clause or any other part of the same clause but shall be regarded as independent purposes and powers, and the enumeration of specified purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified herein shall not be regarded in any manner as limitation of the powers granted or allowed to and exercisable by the Corporation under the Corporation Code and other applicable statutes of the Republic of the Philippines.

THIRD: The principal office of the corporation is to be established or located at Level 11, PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City, Philippines. *(As amended during the meeting of the Board of Directors held on April 7, 2015 and the meeting of the Stockholders held on April 7, 2015.)*

FOURTH: The term for which the Corporation is to exist is FIFTY (50) YEARS, from and after the date of incorporation.

FIFTH: The names, citizenship, and residences of the incorporators of the Corporation are as follows:

<u>NAMES</u>	<u>CITIZENSHIP</u>	<u>RESIDENCES</u>
Oscar J. Hilado	Filipino	112 Mariposa Loop, Quezon City, Metro Manila
Miguel A. Magsaysay	Filipino	1575 Mahogany St., Dasmariñas Village, Makati, Metro Manila
Magdaleno B. Albarracin, Jr.	Filipino	601 Madrigal Ave. Ext. Ayala Alabang Village, Metro Manila
Antonio V. del Rosario	Filipino	304 Sampaguita St. Ayala Alabang Village, Metro Manila



Benjamin S. Austria	Filipino	10 Bocobo St., Loyola Heights, Quezon City, Metro Manila
Roberto M. Laviña	Filipino	68 Esteban Abada St., Loyola Heights, Quezon City, Metro Manila

SIXTH: The number of directors of the Corporation shall be NINE (9), and 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: (As amended on 18 February 2013, and further amended during the meeting of the Board of Directors on 1 February 2018 and the meeting of the stockholders on 12 April 2018).

NAMES	CITIZENSHIP	RESIDENCES
Ramon R. Del Rosario, Jr.	Filipino	No. 3 Tyler St. North Greenhills, San Juan, Metro Manila
Oscar J. Hilado	Filipino	112 Mariposa Loop, Quezon City, Metro Manila
Magdaleno B. Albarracin, Jr.	Filipino	601 Madrigal Ave. Ext. Ayala Alabang Village, Metro Manila
Francisco L Viray	Filipino	Sta. Maria Compound 2, No. 4 Upsilon Drive, Capitol Hills, Diliman, Quezon City
Roberto M. Laviña	Filipino	68 Esteban Abada St., Loyola Heights, Quezon City, Metro Manila
Raymundo A. Reyes, Jr	Filipino	26 Milan St., BF Homes, Paranaque City
Raphael Perpetuo M. Lotilla	Filipino	38 K-Square Homes, Cenacle Drive, Sanville, Quezon City

SEVENTH: The capital stock of the Corporation is ONE BILLION PESOS (1,000,000,000.00), Philippine Currency divided into ONE BILLION (1,000,000,000) shares at the par value of ONE PESO (P1.00) per share. (As amended on 28 August 2012, and as further amended on April 22, 2013.)

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 of the Corporation; and this restriction shall be indicated in all its stock certificate.



There shall be no pre-emptive rights with respect to shares of stock to be issued, sold or otherwise disposed of by the Corporation for any corporate purpose, including those to be issued pursuant to a duly approved stock option, stock purchase, stock subscription or similar plans. (As amended on 28 August 2012)

EIGHT: The amount of capital stock that has been subscribed is TEN MILLION PESOS (P10,000,000.00), Philippine Currency and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF CAPITAL STOCK SUBSCRIBED</u>
Trans-Asia Oil & Mineral Development Corp.	Filipino	999,999,993	P 9,999,999.93
Ramon V. del Rosario	Filipino	1	.01
Oscar J. Hilado	Filipino	1	.01
Miguel A. Magsaysay	Filipino	1	.01
Magdaleno B. Albarracin, Jr.	Filipino	1	.01
Antonio V. del Rosario	Filipino	1	.01
Benjamin S. Austria	Filipino	1	.01
Roberto M. Laviña	Filipino	1	.01
		1,000,000,000	P 10,000,000.00

NINTH: The following persons have paid on their subscription the amounts set after their respective names:

<u>NAME</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
Trans-Asia Oil & Mineral Development Corp.	P 9,999,999.93
Ramon V. del Rosario	.01
Oscar J. Hilado	.01
Miguel A. Magsaysay	.01
Magdaleno B. Albarracin, Jr.	.01
Antonio V. del Rosario	.01
Benjamin S. Austria	.01
Roberto M. Laviña	.01
	P 3,000,000.00



NINTH: ROBERTO M. LAVIÑA has been elected as Treasurer-in-Trust 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 this 19<sup>th</sup> day of September, 1994 at Pasig, Metro Manila.

(SGD.) OSCAR J. HILADO

(SGD.) MIGUEL A. MAGSAYSAY

(SGD.) MAGDALENO B. ALBARRACIN, JR.

(SGD.) ANTONIO V. DEL ROSARIO

(SGD.) BENJAMIN S. AUSTRIA

(SGD.) ROBERTO M. LAVIÑA

SIGNED IN THE PRESENCE OF:

(SGD.) ILLEGIBLE

(SGD.) ILLEGIBLE



## ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES     )  
PASIG, METRO MANILA             )

BEFORE ME, a Notary public for and in the above jurisdiction, personally appeared:

<u>Name</u>	<u>Com. Tax Cert. No.</u>	<u>Date/Place Issued</u>
Oscar J. Hilado	3592409	02.28.94/Quezon City, M.M.
Miguel A. Magsaysay	10098702	03.11.94/Manila
Magdaleno B. Albarracin, Jr.	7197750	02.28.94/Makati, M.M.
Antonio V. del Rosario	17639601A	02.02.94/Makati, M.M.
Benjamin S. Austria	3586560A	02.23.94/Quezon City, M.M.
Roberto M. Laviña	7197740	02.28.94/Makati, M.M.

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation consisting of seven (7) pages, including this page wherein the acknowledgment is written, and they acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL, this 19<sup>th</sup> day of September, 1994 at Pasig, Metro Manila, Philippines.

Doc. No. 356;  
Page No. 73;  
Book No. I;  
Series of 1994.

(SGD.) CARLOS TINIO OCAMPO  
Notary Public  
Until December 31, 1995  
PTR#103998/04.20.94/Pasig, M.M.



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

SECRETARY'S CERTIFICATE


I, **TROY A. LUNA**, of legal age, Filipino, with office address at the 7/F the PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City, being the duly elected and incumbent Corporate Secretary of **PHINMA PETROLEUM AND GEOTHERMAL, INC.** (the "Corporation"), a corporation duly organized existing under and by virtue of the laws of the Republic of the Philippines, and with principal office address at Level 11, the PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City, do hereby certify that to the best of my knowledge, no action or proceeding has been filed or is pending before any court or tribunal involving an intra-corporate dispute or claim by any person against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

  
**TROY A. LUNA**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this 13<sup>th</sup> day of June 2018, affiant exhibiting to me his Community Tax Certificate No. 24531843 issued on 4 January 2018 at Makati City, and his Passport No. P3486441A issued on 24 June 2017 at DFA Manila, expiring on 23 June 2022, bearing his photograph and signature, in accordance with Rule II, Section 12 and Rule IV Section 2 (b) of the 2004 Rules on Notarial Practice.

Doc. No. 262 :  
Page No. 54 :  
Book No. II :  
Series of 2018.

Cnew SecCert No Pending Action (PPG AOI Amendment) / dfp39

  
**DANEIA ISABELLE F. PALAD**  
NOTARY PUBLIC FOR AND IN THE CITY OF MAKATI  
APPOINTMENT NO. M-226 (2018-2019)  
COMMISSION EXPIRES ON DECEMBER 31, 2019  
7<sup>th</sup> Floor, The PHINMA Plaza, 39 Plaza Drive  
Rockwell Center, Makati City 1210  
PTR No. 6615275; Makati City; 1/4/2018  
IBP O.R. No. 020917; Quezon City; 1/4/2018  
TIN 500-029-394  
Attorney's Roll No. 64582, APRIL 2015