



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

SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 36190

**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

**OMICO CORPORATION**  
(Amending Article VI thereof.)

copy annexed, adopted on January 04, 2013 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing more than 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 February, Twenty Thirteen.

  
**FERDINAND B. SALES**  
Acting Director

Company Registration and Monitoring Department





# COVER SHEET

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 S.E.C. Registration Number

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(Company's Full Name)

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

JUANA LOURDES M. BUYSON  
 Contact Person

637-6923 to 25  
 Company Telephone Number

**AMENDMENT OF ARTICLES OF INCORPORATION**

**REDUCTION IN NUMBER OF DIRECTORS FROM ELEVEN (11) TO SEVEN (7)**

1	2
---	---

 Month  
 Fiscal Year

3	1
---	---

 Day

FORM TYPE

0	5
---	---

 Month  
 Annual Meeting

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 Day

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings  

N	O	N	E
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 Domestic

N	O	N	E
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 Foreign

To be accomplished by SEC Personnel concerned

File Number

\_\_\_\_\_  
 LCU *1-m-12*  
 \_\_\_\_\_  
 Cashier

Document I.D.

STAMPS

Remarks = pls. Use black ink for scanning purposes

**AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**OMICO CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, Filipino citizens except one who is an American citizen, all residents of the Republic 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. - That the name of said corporation shall be OMICO CORPORATION; (As Amended February 03, 1994)

SECOND. - That the term for which said Corporation is to exist is FIFTY (50) YEARS from the date of incorporation;

THIRD. - That the purposes for which such Corporation is formed are as follows:

Primary Purpose

1. To carry on the business, for itself and for others, of mining, lode and/or placer mining, developing, exploiting, extracting, milling, concentrating, converting, smelting, treating, refining, preparing for market, manufacturing, buying, selling, exchanging, shipping, transporting, and otherwise producing and dealing in gold, silver, copper, lead, zinc, brass, iron, steel, limestone, and all kinds of ores, metals and minerals, and the products and by-products thereof of every kind and description. and by whatsoever process the same can be or may hereafter be produced, and generally and without limit as to amount, to buy, sell, locate, exchange, lease, acquire and deal in lands, mines, and mineral rights and claims, and to conduct all business appertaining thereto; to produce, locate, lease or otherwise acquire, mining claims, and rights, timber rights, water rights, concessions and mines, buildings, dwellings, plants, machinery, spare parts, tools and other properties whatsoever which this corporation may from time to time find to be to its advantage; to mine and market any mineral or other products that may be found in or on such lands, and to explore, work, exercise, develop, or turn to account the same, and to acquire, develop, and utilize water rights, in such manner as may be authorized or provided by law; to purchase, hire, make construct or otherwise inquire, provide, maintain, equip, alter, erect, improve, repair, manage, work and operate private roads, barges, vessels, aircraft and vehicles, private telegraph and telephone lines, and other communication media, as may be needed by the Corporation for its own purposes, and to purchase, import, construct, machine, fabricate or otherwise acquire, and maintain and operate bridges, piers, wharves, wells, reservoirs, plumes, water-courses, water-works, aqueducts, shafts, tunnels, furnaces, coke oven, crushing works, gas works, electric lights and power plants and compressed air plants, chemical works and of all kinds,

concentrators, smelters, smelting plants, and refineries, matting plants, warehouses, workshops, factories, dwelling houses, stores, hotels, or other buildings, engines, machinery, spare parts, tools, implements and other works, conveniences and properties of any description in connection with or which may be directly or indirectly conducive to any of the objects of the Corporation, and to contribute to, subsidize or otherwise aid or take part in any such operation and in such manner as is or may be allowed by law to invest in, purchase, or otherwise acquire, own, hold, retain, lease, borrow, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of, and generally to deal in and with personal and real property of every kind and description, and to possess and exercise in respect thereof all rights, powers, and privileges of ownership thereof or interest therein; PROVIDED, that the Corporation shall not engage in the business of a stock brokerage or an investment company. (As Amended June 30, 1995)

#### Secondary Purpose

1. To invest in, acquire by purchase, lease, donation or otherwise, to own, hold, use, improve, subdivide, manage, administer, sell, assign, transfer, cede, mortgage, pledge, exchange, rent, lease, develop, construct, and otherwise, deal in or dispose of real property of all kinds, classes, description and purpose, and/or any improvements thereon and/or any interest and right therein, whether as principal, agent, or broker, and/or to manage, operate, administer, equip, furnish, alter and otherwise deal in or dispose of land, buildings, houses, apartments, hotels, inns, lodging houses, resorts, sports facilities, places of amusement, leisure, recreation, and entertainment of all kinds, and other structures and immovables of whatever kind, class, description or purpose, together with the appurtenances, furnishings, adjuncts and accessories thereto, whether as principal, agent or broker. (As Amended June 30, 1995)

2. To engage in the business of general construction and building and to act as a general construction contractor, whether for itself or for others, in the construction, development and/or building of, but not limited to, subdivisions, houses, buildings and structures of whatsoever kind and character, roads, bridges, piers, ports and wharves, air, sea and land terminals, hotels including dredging operations and land reclamation. (As Amended June 2, 1997)

3. To carry on the business of buying and selling goods, wares and merchandise; and to do and transact all business connected with or incidental to any or all of said objects. (As Amended February 3, 1994 and Further Amended June 30, 1995)

4. To purchase, hold, operate, use, convey, lease, rent, charter, mortgage, encumber, or otherwise acquire and deal in such real and personal property rights, franchise, certificates, registers, permits and licenses, in any part of the Philippines, or elsewhere as the purposes for which the Corporation is formed may permit and as may be convenient or necessary for the transaction of the lawful business of the Corporation. (As Amended June 30, 1995)

5. To purchase, apply for, register or otherwise acquire and to hold, use, manufacture under, or in any manner dispose of and in any manner deal with and contract with reference to letters, patent, patent rights,

patented processes, designs, copy-rights, trade names, labels, brands and similar rights, privileges, or any interest therein, granted or recognized by, or existing under the laws of the Republic of the Philippines or of foreign country. (As Amended June 30, 1995)

6. To enter into, make, perform and carry out contracts of every description with any person, partnership, firm, association, corporation, private, partnership, firm association, corporation, private, public or municipal, or body politic, and with government of the Republic of the Philippines, or with any foreign government. (As Amended June 30, 1995)

7. To conduct its business in the Philippines, and in foreign countries, to have one or more branch offices, hold directors' and stockholders' meetings and keep the books of the Corporation outside of the Philippines as may be permitted by law. (As Amended June 30, 1995)

8. To the extent permitted by law, to acquire by purchase, subscription (regardless of the percentage of the authorized capital to subscribed to) underwritings, contract or otherwise, to hold for investments or otherwise, to sell, exchange, mortgage, pledge or otherwise dispose, of, and generally to deal in and with any and all kinds of securities issued or created in any part of the world by corporations (including itself, to the extent allowed by law), associations, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities or other political or governmental divisions or subdivisions, or by any organizations or entities whatsoever, and to pay for the same by issuing its own securities in exchange therefore, or by any other lawful means of payment; to exercise any and all rights, powers, and privileges or individual ownership or interest in respect to such securities, including the right to vote thereon; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of such securities, and to aid by loan, subsidy, guaranty or otherwise, those issuing, creating, or responsible for any such securities or evidence of in interest therein. The term "securities" shall, without limitation of the generality thereof, be deemed to include all stocks, shares, certificates or participation, bonds, debentures, notes, mortgages, or other evidences of obligations, and any certificates, receipts or other instruments representing rights or options to purchase, sell, receive, or deliver any security or property, or representing any other rights options or any other interest therein or in any property or assets, including but not limited to put and/or call options, futures and/or forward contracts, swaps, and other derivatives and hybrid securities. (As Amended February 3, 1994 and Further Amended June 30, 1995)

9. To purchase, hold, sell, exchange or transfer or otherwise deal in shares of its own capital stocks, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its board of directors shall determine; Provided, that the Corporation shall not use any of its funds or property for the purchase of its own shares of capital stocks when such use would cause any impairment of the capital of the corporation and provided, further, that shares of its own capital stock belonging to the Corporation shall not be noted directly or indirectly. (As Amended June 30, 1995)

10. To purchase or otherwise acquire the whole or any part of the property, assets, business, franchise, goodwill and rights and to undertake or assume the whole or any part of the bonds, mortgages, franchises, issues,

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 stocks, bonds, debentures, notes and other obligations of this Corporation, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired 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. (As Amended February 3, 1994 and Further Amended June 30, 1995)

In so far as the same may now or hereafter be permitted by law, to amalgamate or unite with, to merge, or combine with, and to manage any other corporation, association or business, wherever formed, for objects similar, analogous, or subsidiary to any of the objects or purposes of this Corporation, or for carrying on any business capable of being conducted so as directly or indirectly to benefit this Corporation, and to promote the formation or establishment of any such corporation or association, and to acquire, hold land deal in shares of stock or any other interest therein. (As Amended February 03, 1994)

In the purchase of acquisition of property, business, rights or franchises, or for additional working capital, as for any other object or purpose in or about its business or affairs to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of promissory notes, bonds, warrants, debentures, and/or any other instruments of indebtedness of all kinds, whether, secured by mortgage, pledge, deed of trust or otherwise. (As Amended February 03, 1994)

11. To buy, purchase, hold, convey, invest in, sell, mortgage or otherwise encumber shares of stock, bonds, debentures and securities of the Republic of the Philippines or any agency or political subdivision thereof, or any corporation or partnership engaged in business, production or exploitation of actual resources in the Philippines, in so far as same may now or hereafter be permitted by law.

In furtherance of the objects or purposes of the Corporation, to guarantee the obligations of this or any other corporation, individual, partnership, association, or combination whatsoever, and the payment of dividends or interest or any shares of stocks, bonds, debentures or other securities or obligations of this or any other individual, partnership, association, or corporation or combination whatsoever, whenever in the judgment of the Board of Directors, it is proper or necessary for the business of the Corporation. (As Amended June 30, 1995)

12. 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 corporation, firms or individuals all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or attainment of anyone or more of the objects herein enumerated or incidental to the powers herein specified or which shall at any time appear conducive to 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 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. (As Amended June 30, 1995)

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 powers 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 territory in which it does business or owns property, to corporation of the character of this corporation; provided however, that the corporations shall not in any state, territory, or country, carry on, any business, or exercise any powers, which a corporation organized under the laws of 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.

Common to Primary and Secondary Purposes

1. To purchase, hold, convey, sell, lease, rent, mortgage, encumber or otherwise deal in such real and personal property in part of the Philippines or elsewhere as the purposes for which this corporation is formed may permit and as may be reasonably and necessarily required for the transaction of the lawful business of the Corporation. (As Amended February 03, 1994)

2. Without in any particular way limiting the powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have power to make and perform contracts of any and all kinds and descriptions with any persons, firm or corporation, whether public or private, without limit as to amount, and particularly, but not in any way of limitation, to make and perform contracts creating rights, easements and other privileges respecting any of the property, real or personal of any kind owned by the Corporation. (As Amended February 03, 1994)

3. To invest and deal with the moneys of the Corporation not immediately required for its business as above specified in such manner and for such purposes as from time to time may be determined.

4. To do all such other things as are incidental or conducive to the statement of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the Corporation, always provide that nothing shall be done in connection with any of the above objects which is permitted by any laws of the Republic of the Philippines now or hereafter existing.

FOURTH. - That the PRINCIPAL office of the Corporation shall be at such place in Metro Manila, Philippines, as the Board of Directors from time to time select. (As Amended February 03, 1994)

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
CONRADO BENITEZ	Filipino	Miranila Compound #26 Mariposa Ave., Quezon City
VICTORIA L. MARCOS	Filipino	82 J. Basa St., San Juan, Rizal
EUGENIO MOORE	Filipino	#3 Vigan Road, Philam Life Homes, Quezon City
ALFREDO R. INFANTE SR.	Filipino	San Martin Bldg., 1564 A. Mabini St., Malate, Manila
GEMINIANO PINEDA	Filipino	#2 Cetatio St., Quezon City
JACK D.F. WEBBER	Filipino	Omico Compound, #26 Avelino St., Quezon Hill, Baguio City
ANTONIO Y. AQUINO	Filipino	Princeton St., Mandaluyong, Rizal
FREDERICK G. WEBBER	Filipino	1554 San Martin Bldg., 1564 A. Mabini, Ermita, Manila
EDMUND C. BAHL	American	St. Columbans, Singalong, Paco Manila
ROSARIO T. MINIOSA	Filipino	1017 Teresa St., Makati, Rizal
FLORENCIO C. PERRAL	Filipino	Artacho, Sison, Pangasinan
R. JOHN R. WEBBER	Filipino	#38 Quezon Hill Rd., Baguio City
RUPERTO KAPUNAN, JR.	Filipino	Jacinto St., Little Baguio, San Juan, Rizal
ELIGIO O.L. TOLENTINO	Filipino	#7 Dizon Subdivision Bokawkan Road, Baguio City
ERNESTO L.R. ABELLERA	Filipino	#11 Session Rd., Baguio City



SIXTH. - THAT the number of directors of said corporation shall be seven (7) 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 in the By-Laws are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
EUSEBIO B. MOORE	#3 VIGAN RD., PHILAM LIFE HOMES QUEZON CITY
FREDERICK C. WEBBER	1554 SAN MARTIN BUILDING, 1564 A. MABINI, ERMITA, MANILA
CONRADO BENITEZ	MIRANILA COMPOUND, 26 MARIPOSA AVE., QUEZON CITY
ALFREDO R. INFANTE SR.	SAN MARTIN BDLG., 1564 A. MABINI, ERMITA MANILA
GERMINIANO PINEDA	#2 CETATIO ST., QUEZON CITY
JACK D.F. WEBBER	OMICO COMPOUND, #26 AVELINO ST., QUEZON HILL, BAGUIO CITY
RUPERTO KAPUNAN SR.	JACINTO ST., LITTLE BAGUIO, SAN JUAN, RIZAL
R. JOHN R. WEBBER	38 QUEZON HILL ROAD, BAGUIO CITY
ANTONIO Y. AQUINO	PRINCETON ST., MANDALUYONG, RIZAL
ROSARIO T. MINIOSA	1017 TERESA ST., MAKATI, RIZAL
FLORENCIO C. PERRAL	ARTACHO, SISON, PANGASINAN

(As Amended April 11, 1987, August 14, 1995 and further amended on  
January 04, 2013)

SEVENTH. - That the capital stock of the said Corporation is TWO BILLION (P2,000,000,000.00) PESOS Philippine Currency divided into TWO BILLION (2,000,000,000) SHARES with a par value of ONE PESO (P1.00) per share and shall be listed in the foreign exchanges if necessary. (As Amended April 11 1987, August 14, 1995, June 27, 1997, June 30, 2000 and further amended on May 27, 2011)

PROVIDED FINALLY, that the Corporate Secretary shall be, as he is hereby, authorized and directed to file these amendments to the Securities and Exchange Commission.

EIGHT. - That the amount of said Capital stock which has been actually subscribed is PESOS TWO MILLION FIVE HUNDRED EIGHTY THOUSAND (P2,580,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out

after their respective names:

Name	No. of Shares Subscribed	Amount Subscribed (Pesos)
CONRADO BENITEZ	4,000,000	200,000.00
VICTORIA L. MARCOS	4,000,000	200,000.00
EUSEBIO B. MOORE	1,200,000	60,000.00
ALFREDO INFANTE SR.	4,000,000	200,000.00
GEMINIANO PINEDA	1,000,000	50,000.00
JACK D.F. WEBBER	5,200,000	260,000.00
ANTONIO Y. AQUINO	1,000,000	50,000.00
FREDERICK G. WEBBER	10,000,000	500,000.00
EDMOND G. BAHL	5,000,000	250,000.00
ROSARIO T. MINIOZA	5,800,000	290,000.00
FLORENCIO C. PERRAL	2,000,000	100,000.00
R. JOHN R. WEBBER	5,200,000	260,000.00
RUPERTO KAPUNAN JR.	1,600,000	80,000.00
ELIGIO G. L. TOLENTINO	800,000	40,000.00
ERNESTO L. M. ABELLERA	800,000	40,000.00
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TOTALS	51,600,000	2,580,000.00
	=====	=====

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

<u>Subscriber</u>	<u>Amount Paid on Subscription</u>
CONRADO BENITEZ	50,000.00
VICTORIA L. MARCOS	50,000.00
EUSEBIO B. MOORE	15,000.00
ALFREDO R. INFANTE SR.	50,000.00
GEMINIANO PINEDA	50,000.00
JACK D.F. WEBBER	65,000.00
ANTONIO Y. AQUINO	25,000.00
FREDERICK G. WEBBER	125,000.00
EDMOND BAHL	250,000.00
ROSARIO T. MINIOZA	290,000.00
FLORENCIO C. PERRAL	25,000.00
R. JOHN R. WEBBER	65,000.00
RUPERTO KAPUNAN, JR.	20,000.00
ELIGIO G.L. TOLENTINO	10,000.00
ERNESTO L.M. ABELLERA	10,000.00
	-----
TOTAL	1,100,000.00
	=====

TENTH. - That GEMINIANO PINEDA 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 as such

Treasurer, he has been authorized to receive for the Corporation and to receipt in the name for all subscriptions paid in by said subscribers.

ELEVENTH. - That no transfer of stock which will reduce the ownership of Filipino citizen 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 also be indicated in all its stock certificates.

TWELVETH. - No holder of any class of shares of the Corporation shall have, as such holder, any pre-emptive right to acquire, purchase, or subscribe to any share of the capital stock of any class of the Corporation which it may issue or sell whether out of the number of shares authorized by these articles of incorporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of any class of the Corporation acquired by it after the issue thereof; nor shall any holder of any class of shares of the Corporation have, as such shareholder, any pre-emptive right to acquire, purchase, or subscribe to any obligation which the Corporation may issue or sell that shall be convertible into or exchangeable for any shares of the capital stock of any class of the Corporation or to which shall be attached or appertain any warrant or instrument that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe to, or to acquire or purchase from the Corporation, any share of its capital stock of any class. (As Amended June 30, 1995)

IN WITNESS WHEREOF, we have hereunto set our hands on this 15th day of August, 1968, in the City of Manila, Republic of the Philippines.

(Sgd) CONRADO BENITEZ	(Sgd) VICTORIA L. MARCOS
(Sgd) EUSEBIO B. MOORE	(Sgd) ALFREDO B. INFANTE, SR.
(Sgd) GEMINIANO PINEDA	(Sgd) JACK D.F. WEBBER
(Sgd) ANTONIO Y. AQUINO	(Sgd) FREDERICK G. WEBBER
(Sgd) EDMOND G. BAHL	(Sgd) ROSARIO T. MINIOZA
(Sgd) FLORENCIO C. PERRAL	(Sgd) R. JOHN R. WEBBER
(Sgd) RUPERTO KAPUNAN, JR.	(Sgd) ELIGIO O.L. TOLENTINO
(Sgd) ERNESTO L.M. ABELLERA	

SIGNED IN THE PRESENCE OF:

(Sgd) A.M. VALDEZ

(Sgd) H.M. JANUSZKIEWICS

CERTIFICATE OF ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public in and for the City of Manila, Philippines, this 15th day of August, 1968, personally appeared the following persons who exhibited to me their respective residence certificates, to wit:

Name	Res. Cert. No.	Place of Issue	Date
CONRADO BENITEZ	A-102285	Manila	Jan. 3/68
VICTORIA L. MARCOS	A-281869	San Juan Rizal	Jan. 15/68
EUSEBIO B. MOORE	A-99705	Manila	Jan. 4/68
ALFREDO R. INFANTE SR.	A-140288	Manila	Jan. 5/68
GEMINIANO PINEDA	A-246730	Manila	Jan. 16/68
JACK D.F. WEBBER	A-310044	Baguio City	Apr. 15/68
ANTONIO Y. AQUINO	A-3831336	Mandaluyong City	Jan. 15/68
FREDERICK G. WEBBER	A-476593	Manila	Apr. 5/68
EDMUND G. BAHL	A-419381	Manila	Feb. 8/68
ROSARIO T. MINIOZA	A-573205	Makati, Rizal	May 14/68
FLORENCIO C. PERRAL	A-310757	Baguio City	Jul. 29/68
RUPERTO KAPUNAN JR.	A-7019	Manila	Jan. 4/68
ELIGIO O.L. TOLENTINO	A-4149052	Baguio City	Jan. 15/68
ERNESTO L.M. ABELLERA	A-3093927	Baguio City	Feb. 29/68

Known to me to be the same persons who executed the foregoing Articles of Incorporation of the OMICO MINING AND INDUSTRIAL CORPORATION, consisting of Ten (10) pages, including this page on which this Certificate of Acknowledgment is written, signed by the parties and their instrumental witnesses on Page Nine hereof and they acknowledged to me that the same is of their own free will and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first hereinabove written.

(Sgd) EPIFANIO P. REGANA  
Notary Public  
Until December 31, 1968

Doc. No. 121  
Page No. 65  
Book No. 2  
Series of 1968



**DIRECTORS' CERTIFICATE**

1-91-13

**KNOW ALL MEN BY THESE PRESENTS:**

We, the undersigned majority of the Directors of OMICO CORPORATION, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing and owning more than two-thirds (2/3) of the total issued and outstanding capital stock of the company at a meeting held on January 04, 2013 at the Makati Sports Club, L. P. Leviste corner Gallardo Sts., Makati City.

The approved amendment pertains to the reduction in the number of directors from eleven (11) to seven (7) to read as follows:

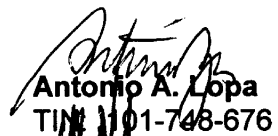
Article VI as amended will read as follows:

"SIXTH. - THAT the number of directors of said corporation shall be seven (7) 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:..."

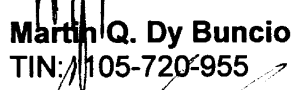
subject to the approval of the Securities and Exchange Commission.

JAN 18 2013

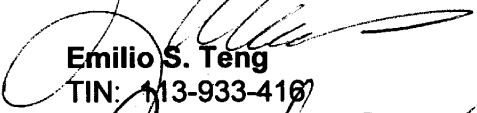
In witness, we have hereunto signed this certificate this \_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_.

  
**Antonio A. Lopa**  
TIN: 1101-746-676

  
**Tommy Kin Hing Dia**  
TIN: 105-834-884

  
**Martin Q. Dy Buncio**  
TIN: 105-720-955

  
**Anna Mei Nga Tia**  
TIN: 103-915-047

  
**Emilio S. Teng**  
TIN: 113-933-416

  
**Juan Jose Rodom Fetiza**  
TIN: 147-768-821

  
**Anson Chua Tiu Co**  
TIN: 164-224-686

  
**Joven S. Babaan**  
TIN: 127-551-982

  
**Angel Severino Raul B. Ilagan, Jr.**  
TIN: 116-283-845

  
**Juana Lourdes M. Buyson**  
TIN: 131-482-310





Republic of the Philippines  
Department of Finance  
**Securities and Exchange Commission**  
SEC Building, EDSA, Greenhills, Mandaluyong City

*CORPORATION FINANCE DEPARTMENT*

**ROUTING CLEARANCE**

<b>COMPANY</b>	<b>OMICO CORPORATION</b>	<b>SEC Reg. No.</b> 36190
<b>PURPOSE</b>	Amendment of Articles of Incorporation	
<b>DEPARTMENT</b>	Corporation Finance Department	
<b>Date Received</b> January 31, 2013	<b>Date Released</b> January 31, 2013	<b>Processed by</b> Edwin C. Arceo

**Remarks:**

Per records of CFD, as of this date, the company has no pending assessment or findings of any violation under the Securities Regulation Code and its Implementing Rules and Regulations.

In view thereof, we interpose no objection to the application for amendment of its Articles of Incorporation.

  
**JUSTINA F. CALLANGAN**  
Acting Director  
Corporation Finance Department