

REPUBLIC OF THE PHILIPPINES  
DEPARTMENT OF COMMERCE AND INDUSTRY  
**Securities and Exchange Commission**  
MANILA

14102

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

WHEREAS, Articles of Incorporation duly signed and acknowledged for the organization of the ANGLO-PHILIPPINE OIL CORPORATION

under and in accordance with the provisions of Act of the Philippine Commission Numbered Fourteen Hundred and Fifty-nine, enacted March first, Nineteen hundred and six, as amended by Acts of the Philippine Legislature, Numbered Fifteen hundred and six, Fifteen hundred and sixty-five, Sixteen hundred and thirty, Seventeen hundred and forty-four, Eighteen hundred and thirty-four, Eighteen hundred and ninety-five, Twenty hundred and three, Twenty hundred and twelve, Twenty hundred and thirty-seven, Twenty hundred and ninety-two, Twenty-one hundred, Twenty-one hundred and thirty-five, Twenty-four hundred and fifty-two, Twenty-seven hundred and twenty-eight, Twenty-seven hundred and ninety-two, Twenty-nine hundred, Twenty-nine hundred and ninety-four, Thirty-five hundred and eighteen, Thirty-six hundred and ten, Thirty-seven hundred and fifty-one, Thirty-eight hundred and forty-nine and Thirty-eight hundred and fifty, and Commonwealth Acts Numbered Two hundred and eighty-seven, and Four hundred and thirty-seven, were presented for filing in this Commission on June 24, 1958, and a copy of which said Articles is hereto

certified:  
NOW, THEREFORE, by virtue of the powers and duties vested in me by law, I hereby certify that the said Articles of Incorporation were, after due examination, determine whether they are in accordance with law, duly registered in this Commission on the 25<sup>th</sup> day of June, Anno Nineteen hundred and fifty-eight.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Manila, Philippines this 25<sup>th</sup> day of June, in the year of our Lord nineteen hundred and fifty-eight, and of the Independence of the Philippines, the Twelfth.

*Mariano G. Pineda*  
**MARIANO G. PINEDA**  
Commissioner



ARTICLES OF INCORPORATION  
OF THE  
ANGLO-PHILIPPINE OIL CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are residents of the Philippines and citizens of the Philippines and of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE DO HEREBY CERTIFY

I

That the name of this corporation shall be ANGLO-PHILIPPINE OIL CORPORATION.

II

PRIMARY PURPOSE: That the primary purpose for which this corporation is formed is to embark in the discovery, exploration, <sup>mining, drilling, etc.</sup> development and exploitation of mineral oils, petroleum in its natural state, rock or carbon oils, natural gas, other volatile mineral substances and salt, or to mine, dig for or otherwise obtain from the earth the same substances as aforementioned and to manufacture, refine, prepare for market, buy, sell, and transport the same in crude or refined condition.

SECONDARY PURPOSE: That the secondary purpose for which this said corporation is formed is to embark in the discovery, exploration, development and exploitation of minerals in all other forms in the Philippines and elsewhere and the business of mining in general in all of its phases and branches with all of its auxiliaries together with the businesses which are necessary and convenient to the efficient and economical prosecution of the above purposes.

That in the pursuance of such purposes, the corporation shall have the power:

1. To acquire gas and oil lands, leaseholds and other interests; to construct and maintain conduits and lines, tubing and piping for general purposes as well as for the use of the said corporation, to transport such oil and gas by means of such pipes, tank cars or otherwise, and to sell

and supply pipes, pipe lines and storage tanks to be used for the purposes of transporting and storing oil and gas, and to do a general pipe line and storage business;

2. To construct and maintain gas wells, oil wells and refineries, and to buy, sell, and deal in gas, oil and salt; to construct and maintain all railways, tramways; to acquire, construct, and maintain buildings, dwellings, stores, warehouses, machineries, plants, boats, roads and bridges, mills, works, and workshops, laboratories, power plants, derricks, drills, sawmills, and other effects whatsoever which the corporation may think proper to be acquired and constructed and/or operated for the pursuance of any of its purposes; to construct, maintain and operate telegraph and telephone lines convenient for the prosecution of its business; to obtain and prepare for market such other valuable minerals or materials as may be discovered in developing the land of the company.

3. Without particularly limiting any of the objects or purposes or powers of the corporation, the business or purposes of the corporation shall be from time to time to do any one or more or all of the acts and things therein set, and all such other acts, things and businesses in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its properties or rights as such corporation may lawfully do; and in carrying on this business, or for the purpose of attaining or furthering any of its objects to do any and all acts and things and to exercise any and all other powers which a corporation or a juridical person could do and exercise which now or hereafter may be authorized by law, trustees, contractors, factors, lessors, lessees or otherwise either alone or in conjunction with other and in any part of the world and in addition to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporations;

The searching and prospecting for ores and minerals and the location, leasing and registering and patenting of mineral claims of all sorts; the

purchasing, leasing or exchanging or otherwise acquiring or taking an option of mineral properties, claims, rights, concessions, licenses and grants; the securing from the government of the Philippines or from any other authority or individual, municipal, or otherwise, of easements, timber or water rights, of privileges, licenses and concessions and the performance and the fulfillment of the conditions thereof, the carrying on of the business of metallurgists, contractors, assayers, manufacturers, importers, exporters, merchants, factors, agents, commission merchants and general workers; the carrying on, and engaging in the business of milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying and selling, exchanging and otherwise producing and dealing in ores, mineral and metals;

The purchasing and otherwise acquiring, the holding, operating, selling, and otherwise dealing in so far as the law permits of the units, stocks, securities, properties and assets, business goodwill, rights, franchises, contracts and the assuming of liabilities and obligations of any person or persons, firm, association or corporation, or organization;

The borrowing and lending of money with or without security; the issuing of warrants, bonds, debentures and other negotiable and transferrable instruments, secured or unsecured for such amounts or in exchange for such properties as may be found advisable;

To have one or more offices outside of the Philippines and to conduct its business and exercise its powers in any part of the Philippines or in any other country;

The foregoing clauses shall be construed both as objects and powers of the corporation and it is hereby expressed that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

### III

That the place for the principal office of the corporation is to be established or located at the City of Manila, Philippines, with branches anywhere in the Philippines or abroad.

IV

That the term for which said corporation is to exist is FIFTY (50) YEARS from and after the date of incorporation.

V

That the names, citizenship and residences of the incorporators of said corporation are as follows:

<u>NAMES</u>	<u>CITIZENSHIP</u>	<u>RESIDENCES</u>
Howard R. Hick	American	726 Herran, Paco, Manila
Ernesto Rufino	Filipino	2553 Taft Avenue Ext., Pasay City
Andres Soriano, Jr.	American	c/o A. Soriano y Cia., Soriano Bldg. Manila
Francisco Ortigas, Jr.	Filipino	2673 C. Alunan St., Manila
Arthur J. Reif	American	Apt. 2A Gomez Mansion, Menlo Rd. Pasay

who shall be directors under a Board of five Directors and remain as such until their successors are qualified.

VI

That the amount of capital stock is FIVE HUNDRED THOUSAND PESOS (P500,000.00) divided into FIFTY MILLION (50,000,000) shares of the par value of ONE CENTAVO (P0.01) each.

VII

That the amount of capital stock subscribed is ONE HUNDRED THOUSAND PESOS (P100,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

<u>NAMES</u>	<u>NO. OF SHARES</u>	<u>AMOUNT OF CAPITAL STOCK SUBSCRIBED</u>
Howard R. Hick	1,000,000	P 10,000.00
Ernesto Rufino	1,000,000	10,000.00
Andres Soriano Jr.	1,000,000	10,000.00
Francisco Ortigas, Jr.	1,000,000	10,000.00
Arthur J. Reif	<u>6,000,000</u>	<u>60,000.00</u>
Total -	10,000,000	P100,000.00

# VIII

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

<u>NAMES</u>	<u>AMOUNT PAID ON SUBSCRIPTIONS</u>
Howard R. Hick	P 2,500.00
Ernesto Rufino	2,500.00
Andres Soriano, Jr.	2,500.00
Francisco Ortigas, Jr.	2,500.00
Arthur J. Reif	<u>15,000.00</u>
Total -	P25,000.00

# IX

That Howard R. Hick 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 said subscribers.

# X

Directors and all other officers of said corporation shall receive such compensation as the stockholders may provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 23rd day of June, 1953, in the City of Manila, Philippines.

(Sgd.) Howard R. Hick  
HOWARD R. HICK  
 ACR No. A-349  
 Date of Original Issue-7/12/50  
 Place of Issue - Manila

(Sgd.) Andres Soriano, Jr.  
ANDRES SORIANO, JR.  
 ACR No. A-25116  
 Date of Original Issue-10/13/53  
 Place of Issue - Manila

(Sgd.) Ernesto Rufino  
ERNESTO RUFINO

(Sgd.) Francisco Ortigas, Jr.  
FRANCISCO ORTIGAS, JR.

(Sgd.) Arthur J. Reif  
ARTHUR J. REIF  
 ACR No. A-4454  
 Date of Original Issue- 7/16/50  
 Place of Issue - Manila

SIGNED IN THE PRESENCE OF:

(Sgd.) Ernesto B. Abad  
Witness

(Sgd.) Beethoven Castillo  
Witness

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

At the City of Manila, Philippines, on this 23rd day of June, 1958 personally came and appeared the following persons with their respective residence certificates:

<u>Name</u>	<u>Res. Tax Cert. No.</u>	<u>Date</u>	<u>Place</u>
Howard R. Hick	A-0003889	Jan. 2, 1958	Manila
Ernesto Rufino	A-0065602	Jan. 2, 1958	Manila
Andres Soriano, Jr.	A-0006401	Jan. 2, 1958	Manila
Francisco Ortigas, Jr.	A-0020751	Jan. 3, 1958	Manila
Arthur J. Reif	A-0172350	Jan. 16, 1958	Manila

known to me to be the same persons who executed the foregoing instrument consisting of six pages and they acknowledged to me that they executed the same as their free and voluntary act and deed.

WITNESS MY HAND AND SEAL the day and year and place first hereinabove written.

(Sgd.) Manuel A. de la Cruz  
MANUEL A. DE LA CRUZ

Notary Public

My commission expires Dec. 31, 1959

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TREASURER'S AFFIDAVIT

HOWARD R. NICK, after being duly sworn, deposes and says that on the 24th day of June, 1958, he was duly elected by the subscribers named in the foregoing articles of incorporation as treasurer of the corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation and that as such treasurer he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock;

That of the total number of authorized capital stock, TEN MILLION (10,000,000) shares of stock have been actually subscribed and that, of said subscriptions, TWENTY FIVE THOUSAND (P25,000.00) PESOS, in cash, have been actually transferred to him in trust and received by him for the benefit and to the credit of the corporation, and that at least twenty per centum of the entire number of authorized stock has been subscribed and at least twenty five per centum of the subscriptions have been actually paid in cash to him for the benefit and to the credit of the corporation.

(Sgd.) Howard R. Nick  
HOWARD R. NICK

SUBSCRIBED AND SWORN TO BEFORE ME this 24th day of June, 1958  
in the City of Manila, affiant exhibited to me his Res. Cert. No.  
A-0003889 issued on Jan. 2, 1958 at Manila

(Sgd.) Manuel A. de la Cruz  
MANUEL A. DE LA CRUZ  
Notary Public  
Until December 31, 1959

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STATEMENT OF ASSETS AND LIABILITIES OF

ANGLO-PHILIPPINE OIL CORPORATION

as of June 24, 1958

A stock corporation

Examined and found in order for purposes of incorporation, is hereby published under Section 9 of Act 1459, by order of the Securities and Exchange Commissioner:

ASSETS

Cash on hand and/or in banks	P25,000.00
Accounts Receivable	-
Furniture and office equipment	-
<b>TOTAL ASSETS</b>	<b><u>P25,000.00</u></b>

LIABILITIES AND NET WORTH

Accounts Payable	P -
<b>TOTAL LIABILITIES</b>	<b>P -</b>

Authorized Capital Stock:		
50,000,000 common shares		
at P0.01 par value	<u>P500,000.00</u>	
Capital stock subscribed	P100,000.00	
Less: Subscription receivable	<u>75,000.00</u>	
Paid up capital		P25,000.00
Surplus		-
<b>NET WORTH</b>		<b>P25,000.00</b>
<b>TOTAL LIABILITIES AND NET WORTH</b>		<b><u>P25,000.00</u></b>

(Sgd.) Howard R. Hick  
Treasurer, HOWARD R. HICK

Republic of the Philippines }  
City of Manila } S.S.

SUBSCRIBED AND SWORN to before me this 24th day of June 1958  
affiant exhibiting to me his Residence Certificate No. A-0003889,  
issued at Manila on January 2, 1958.

(Sgd.) Manuel de la Cruz  
MANUEL A. DE LA CRUZ  
NOTARY PUBLIC  
Until December 31, 1959

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