



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

COMPANY REG. NO. ASO93000120

**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

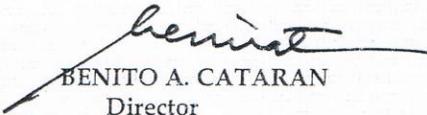
FORUM PACIFIC, INC.
[Amending Article III thereof.]

copy annexed, adopted on March 17, 2011 by majority vote of the Board of Directors and on July 08, 2011 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 30th day of September, Twenty Eleven.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

A S O 9 3 0 0 0 1 2 0

S.E.C Registration No.

F O R U M P A C I F I C I N C .

(Company's Full name)

3	5	T	H	F	L	O	O	R	O	N	E	C	O	R	P	O	R	A	T	E		
C	E	N	T	E	R	D	O	N	A	J	U	L	I	A	V	A	R	G	A	S		
A	V	E	N	U	E	O	R	T	I	G	A	S	C	E	N	T	E	R				
P	A	S	I	G	C	I	T	Y														

Business Address : No. Street City/Town Provinces

Amando J. Ponsaran, Jr.
Contact Person

687-7536

AMENDED

A O I & B L

Form type

Secondary License, (if applicable type)

Dept. requiring this doc

Amended Articles number

Total stockholders

Domestic Foreign

To be accomplished by SEC personnel concerned

File Number

LCU 9-14-11

Document I.D.

Cashier

STAMPS

AMENDED
ARTICLES OF INCORPORATION

Of

FORUM PACIFIC, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and 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 the Corporation shall be:

FORUM PACIFIC, INC.

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

PRIMARY PURPOSE

To invest in, purchase or otherwise, acquire, hold, own, subscribe, or use, assign, pledge, mortgage, exchange, sell, transfer, or otherwise dispose of any or all or part of the businesses, rights, patents, franchises, goodwill, real or personal property and assets of any and all kinds and description, including shares of stock, notes, bonds, debentures, and/or other forms of indebtedness, securities or obligations or any person or entity, association or corporation, and/or commercial, industrial, financial, or agricultural enterprises, whether domestic or foreign, public or private, for whatever purpose the same was formed, and in general, to carry on and undertake such activities which may seem to the Corporation capable of being conveniently carried on in connection with the above, or calculated, directly or indirectly to enhance the value of or render profitable, any of the Corporation's properties or rights.

SECONDARY PURPOSES

1. (a) To prospect for, conduct geological, geophysical and all kinds of exploration work, mine, extract, dig and drill for, exploit, produce, purchase, or otherwise apply, acquire and own concessions on any and all kinds of petroleum and petroleum products, rock or carbon oils, natural gas and other volatile materials, chemicals substances and salts, precious and base metals, diatomaceous earth as well as other minerals of whatever nature whether similar or dissimilar to those enumerated herein; to refine, treat, reduce, distill, manufacture and smelt, prepare for market, buy, sell, import, export, transport and otherwise deal in petroleum and other minerals of whatever nature, whether similar or dissimilar thereto, their products, compounds and derivatives and other mineral and

chemical substances, in crude, or refined condition, and to engage generally, as may be permitted by law, in the business of, and/or invest in mining, manufacturing contracting and servicing and oil exploration.

(b) To construct and maintain conduits, pipelines and lines of tubing for the public generally as well as for the use of said Corporation, and to lay, rig, buy lease, sell and otherwise contract for, and operate said conduits, pipelines and lines of tubing as well as storage tanks, railways, tramways, and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business.

2. To buy, sell, charter, operate, and maintain tank and other vessels of all kinds for the transportation of goods and products by the Corporation.
3. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of refineries, gas works, mills, factories, installation, laboratories, electrical works, power, and other facilities as may be required in the pursuit of its business.
4. To purchase, acquire, own, lease, sell and convey real or personal properties, such as land, buildings, factories and warehouses and machineries, equipment and other real or personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation.
5. To borrow or raise money necessary to meet the financial requirements of its business 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 and other evidences of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the prosecution of its lawful business.
6. To invest and deal with the money 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 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.
7. To aid in any manner any corporation, association or trust estate, domestic or foreign, or any firm or individual, in which any shares of stock or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this Corporation, directly or indirectly or through other corporations or otherwise.

8. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concessions, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.
9. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the Corporation.
10. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any 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.
11. To distribute the surplus profits of the Corporation to the stockholders thereof in kind, namely, properties of the Corporation, particularly any shares of stock, debentures or securities of other companies belonging to this Corporation; and
12. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation.

THIRD: That the place where the principal office of the Corporation is to be established or located is at the 35th Floor, One Corporate Center, Dona Julia Vargas Avenue corner Meralco Avenue, Ortigas Center, Pasig City, Metro Manila. (as amended at a meeting of the Board of Directors held on March 17, 2011 and at the stockholders' meeting held on July 08, 2011).

FOURTH: That the term for which the Corporation is to exist is fifty (50) years from and after its date of incorporation.

FIFTH: That the names, nationalities and residence of the incorporators of said Corporation are as follows:

Name	Nationality	Residence
SIXTO S. OROSA III	Filipino	2339 Macopa Street Dasmariñas Village, Makati Metro Manila

EDWARD F. DURKEE	American	4889 Durban Street Bel-air Village Makati, Metro Manila
JOSUE A. CAMBA, JR.	American	221 Recoletos Street Urdaneta Village Makati, Metro Manila
RUBEN M. GAN	Filipino	906 White Street Moonwalk Village, Phase I Paranaque, Metro Manila
ARTHUR R. PONSARAN	Filipino	97 L. Aurelio St., B.F. Resort Village Pamplona, Las Pinas, M.M.

SIXTH: That the number of directors of said Corporation shall be eleven and the names, nationalities 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>Nationality</u>	<u>Residence</u>
SIXTO S. OROSA III	Filipino	2339 Macopa Street Dasmaringas Village, Makati Metro Manila
EDWARD F. DURKEE	American	4889 Durban Street Bel-air Village Makati, Metro Manila
JOSUE A. CAMBA, JR.	American	221 Recoletos Street Urdaneta Village Makati, Metro Manila
RUBEN M. GAN	Filipino	906 White Street Moonwalk Village, Phase I Paranaque, Metro Manila
ARTHUR R. PONSARAN	Filipino	97 L. Aurelio St., B.F. Resort Village Pamplona, Las Pinas, M.M.

SEVENTH: That the authorized capital stock of the Corporation is THREE BILLION FIVE HUNDRED MILLION PESOS (P3,500,000,000.00), Philippine Currency, and said capital stock is divided into THREE BILLION FIVE HUNDRED MILLION (3,500,000,000) shares with a par value of ONE PESO (P1.00) each.

The shares of stock of the Corporation shall be subscribed, issued and transferred, and the rights in respect thereof shall be exercised, on the condition that no stockholder shall have a preemptive or other right to purchase, subscribe for or take any part of any 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 any future increases thereof, or to any treasury stock held by the Corporation. Any part of such stock or other securities may at any time be issued, optioned for sale and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as the Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

EIGHT: That the amount of said capital stock which has been actually subscribed is TWO MILLION FIVE HUNDRED THOUSAND PESOS (P2,500,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
SIXTO S. OROSA III	Filipino	10,000,000	P 100,000.00
EDWARD F. DURKEE	American	10,000,000	100,000.00
JOSUE A. CAMBA, JR.	American	10,000,000	100,000.00
RUBEN M. GAN	Filipino	210,000,000	2,100,000.00
ARTHUR R. PONSARAN	Filipino	10,000,000	100,000.00
TOTAL		<u>250,000,000</u>	<u>Php 2,500,000.00</u>

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

<u>Name</u>	<u>Amount Paid</u>
SIXTO S. OROSA III	P 25,000.00
EDWARD F. DURKEE	100,000.00
JOSUE A. CAMBA, JR.	100,000.00
RUBEN M. GAN	525,000.00
ARTHUR R. PONSARAN	25,000.00
TOTAL	<u>P775,000.00</u>

TENTH: That no issuance or transfer of shares of stock of the corporation which would reduce the ownership by Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned of Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH: That ARTHUR R. PONSARAN has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the by-laws and that as such Treasurer, he has been authorized to receive for the Corporation and to issue in its name receipts for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set out hands this 29th day of December 1992 at Makati, Metro Manila, Philippines.

(SGD) SIXTO S. OROSA III

(SGD) EDWARD F. DURKEE

(SGD) JOSUE A. CAMBA, JR

(SGD) RUBEN M. GAN

(SGD) ARTHUR R. PONSARAN

SIGNED IN THE PRESENCE OF:

ILLEGIBLE

ILLEGIBLE

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA) S.S.

BEFORE ME, a Notary Public for Makati Metro Manila, Philippines, this 29th day of December 1992, personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u> Passport	<u>Date & Place Issued</u>
SIXTO S. OROSA III	1122585	01-28-92/Makati, Metro Manila
EDWARD F. DURKEE	50627279	12-31-84/SF, Cal. USA
JOSUE A. CAMBA JR.	1523283	02-19-92/Makati, Metro Manila
RUBEN M. GAN	4275150	05-07-92/Makati, Metro Manila
ARTHUR R. PONSARAN	1724374	02-14-92/Makati, Metro Manila

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free 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 above written.

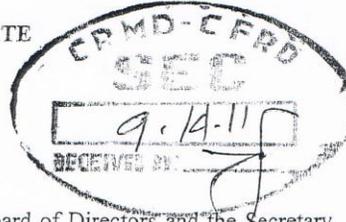
(SGD) FLORENTINO MABASA
NOTARY PUBLIC
Until December 31, 1992
PTR 896655
Issued at Makati, M.M.
Issued on Jan. 13, 1992

Doc. No. 325 ;
Page No. 66 ;
Book No. V ;
Series of 1992

DIRECTORS' CERTIFICATE

OF

FORUM PACIFIC, INC.



We, the undersigned majority members of the Board of Directors and the Secretary, do hereby certify that the Articles of Incorporation of **FORUM PACIFIC, INC.** (the "Corporation"), was amended by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at a meeting held for that purpose at Makati Sports Club, Leviste Street, Salcedo Village, Makati City, on July 08, 2011 at 10:00 A.M., amending Article THIRD thereof as shown in the attached Amended Articles of Incorporation, such that Article THIRD, as amended shall read as follows:

THIRD: That the place where the principal office of the Corporation is to be established or located is at the 35th Floor, One Corporate Center, Dona Julia Vargas Avenue corner Meralco Avenue, Ortigas Center, Pasig City, Metro Manila.

The above amendment of the Article THIRD of the Articles of Incorporation of the Corporation was also unanimously approved by a majority of the Board of Directors at a meeting held on March 17, 2011 held at Pasig City.

IN WITNESS WHEREOF, we have hereunto set our hands this 10th day of August 2011, at City of Pasig, Philippines.

ARSENIO A. ALFILER, JR.
Corporate Secretary
TIN - 108-760-143

ATTESTED BY:

GERONIMO F. VELASCO, JR.
Chairman
TIN - 108-140-565

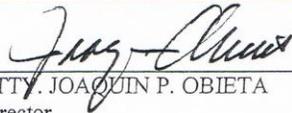
ELVIRA A. TING
Director
TIN - 117-922-153

WESLEY T. GATCHALIAN
Director
TIN - 235-807-295

PETER S. SALUD
Director
TIN - 107-777-803

KENNETH T. GATCHALIAN
Director
TIN - 167-406-526

ATTY. ARTHUR R. PONSARAN
Director
TIN - 127-640-176


ATTY. JOAQUIN P. OBIETA
Director
TIN - 107-274-820


ATTY. LAMBERTO B. MERCADO, JR.
Director
TIN - 136-012-428

ROGELIO D. GARCIA
Director
TIN - 108-672-299

FEDERICO E. PUNO
Director
TIN

REPUBLIC OF THE PHILIPPINES)
Makati City) S. S.

AUG 10 2011

SUBSCRIBED AND SWORN TO before me this _____th day of _____
affiants exhibiting to me their TINs as follows:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Issued by</u>
GERONIMO F. VELASCO, JR.	TIN - 108-140-565	Bureau of Internal Revenue
PETER S. SALUD	TIN - 107-777-803	Bureau of Internal Revenue
ELVIRA A. TING	TIN - 117-922-153	Bureau of Internal Revenue
KENNETH T. GATCHALIAN	TIN - 167-406-526	Bureau of Internal Revenue
WESLIE T. GATCHALIAN	TIN - 235-807-295	Bureau of Internal Revenue
ARTHUR R. PONSARAN	TIN - 127-164-176	Bureau of Internal Revenue
JOAQUIN P. OBIETA	TIN - 107-274-820	Bureau of Internal Revenue
LAMBERTO B. MERCADO, JR.	TIN - 136-012-428	Bureau of Internal Revenue
ROGELIO D. GARCIA	TIN - 108-672-299	Bureau of Internal Revenue
FEDERICO E. PUNO		
ARSENIO A. ALFILER, JR.	TIN - 108-760-143	Bureau OF Internal Revenue


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