



REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE

SECURITIES AND EXCHANGE COMMISSION

DAVAO EXTENSION OFFICE

2nd Floor, SDC Bldg. Purok 13, Maa Road, Brgy. Maa, Davao City

S.E.C. Reg. No. A200207283

CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended Articles of Incorporation of

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

(Amending Article II by adding secondary purposes thereof)

copy annexed, adopted on **March 15, 2018**, a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the Corporation was approved by the Commission of this date pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 01, 1980, and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Davao Extension Office, 2nd Floor, SDC Bldg., Purok 13, Maa Road, Brgy. Maa, Davao City, Philippines, this **21st** day of **May**, Two Thousand and **Eighteen**.

By Authority of the Commission:

[Signature]
KATRINA JAMILLA B. PONCO-ESTARES
Officer-in-Charge, SEC-DEO



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of Articles of Incorporation

SEC Registration Number

A 2 0 0 2 0 7 2 8 3

Company Name

P- H- O- E- N- I- X P E T R O L E U M P H I L I P P I N E S ,
I N C .

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

S T E L L A H I Z O N R E Y E S R O A D
B O . P A M P A N G A , D A V A O C I T Y ,
7
18
ZIP CODE

COMPANY INFORMATION

Company's Email Address

info@phoenixfuels.ph

Company's Telephone Number/s

(082) 235-8888

Mobile Number

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Atty. Socorro Emac Cabreros

Email Address

pinky.cabreros@phoenixfuels.ph

Telephone Number/s

(082) 235-8888 loc. 120

Mobile Number

Contact Person's Address

Corp. Legal Department, Phoenix Petroleum Philippines, Stella Hizon Reyes Road, Bo. Pampanga, Lanang, Davao City

To be accomplished by CRMD Personnel

Assigned Processor :

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>
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<input type="checkbox"/>
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Corporate and Partnership Registration Division
Green Lane Unit
Financial Analysis and Audit Division
Licensing Unit



Republic of the Philippines
DEPARTMENT OF ENERGY
Mindanao Field Office

17 May 2018

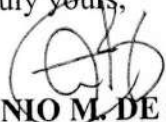
ATTY. KATRINA JAMILLA B. PONCO-ESTARES
Securities and Exchange Commission
Davao Extension Office
2nd Floor, SDC Bldg.,
Purok 13, Maa Road, Brgy. Maa,
Davao City

Dear Atty. Ponco-Estares:

This pertains to your 1st endorsement of the Article of Incorporation of P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC. dated 10 May 2018, for our comments, recommendation and appropriate action.

Upon evaluation of the aforementioned Amended Articles of Incorporation specifically to the amendments of Article II, amending the Secondary Purposes of the Corporation in Items No. 5 & 7 as amended on 15 March 2018, we found out that the said secondary purpose is not covered by the DOE rules and regulations governing the Downstream Oil Industry. Thus, we cannot issue the requested endorsement letter to your end intended for SEC registration of the said company.

Very truly yours,


ANTONIO M. DE GUZMAN
OIC-Director


NJG/mpb

**DIRECTORS' CERTIFICATE OF THE
AMENDMENT OF ARTICLES OF INCORPORATION
OF PHOENIX PETROLEUM PHILIPPINES, INC.**

REPUBLIC OF THE PHILIPPINES}
C I T Y O F D A V A O } s.s.
X- - - - -X

We, the undersigned Chairman, Corporate Secretary and majority of the Board of Directors of **P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.** (the "Corporation") who were present during the annual stockholders meeting held on **15 March 2018** at the Phoenix Petroleum Corporate Headquarters, Stella Hizon Reyes Road, Bo. Pampanga, in Davao City, Philippines, hereby certify that:

1. The resolution pertaining to the amendments of the Articles of Incorporation has been approved during the said annual meeting of the stockholders as held on the date and place as above written where a quorum was duly constituted by majority of the Board of Directors and further by the stockholders representing more than two thirds (2/3) of the outstanding capital stock in person or by the proxy, actually approved the following resolutions:

"RESOLUTION

RESOLVED, that the Corporation be, as it is hereby authorized and empowered to amend its Amended Articles of Incorporation, particularly **Article II** thereof, amending the Secondary Purposes of the Corporation;

RESOLVED, FURTHER that the above-mentioned article shall be amended to read as follows:

"SECOND: That the purposes for which the corporation is formed are as follows:

"PRIMARY PURPOSE

x x x x x x x x

SECONDARY PURPOSE

1.	x	x	x	x	x	x	x
2.	x	x	x	x			
3.	x	x	x	x	x		
4.	x	x	x	x	x		

5. To enter into any lawful arrangements for sharing of profits, union of interest, utilization or such other paramount agreements, reciprocal concession, or cooperation with any corporation, association, partnership, syndicate, entity, person or government, municipal or public authority, domestic or foreign, including execution of management contracts with and for its subsidiaries, affiliates and other corporations, in the carrying on of any transaction as may deemed necessary, convenient, or incidental in the carrying out of any of the purpose of the corporation. (As amended on 15 March 2018)

6. x x x x x

7. To aid in any lawful manner, by loan, subsidy, guaranty or otherwise, any corporation whose stocks, bonds, notes, debentures or other securities or obligations are held or controlled, directly or indirectly, by the Corporation, and to do any and all lawful acts or things necessary or desirable to protect, preserve, improve or enhance the value of such stocks, bonds, securities or other obligations or evidences of indebtedness, and to guarantee the performance of any contract or undertaking of any person, partnership, association or corporation in which the Corporation is or becomes interested. (As amended on 15 March 2018)

8. x x x x x (As amended on 15 March 2018)

9. x x x x x (As amended on 15 March 2018)

RESOLVED, FINALLY, that any one of the President, Corporate Secretary or any Director of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended Articles of Incorporation of the Corporation, certified by majority of the Directors and the Corporate Secretary and to sign, execute and deliver any and all documents, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

A copy of the Amended Articles of Incorporation embodying the foregoing amendment is hereto attached.

IN WITNESS WHEREOF, we have hereunto set our hands this MAY 04 2018 at _____, Philippines.

DOMINGO T. UY
Chairman

DENNIS A. UY
Director/President

ROMEO B. DE GUZMAN
Director

JOSEPH JOHN L. ONG
Director

CHERYLYN C. UY
Director

J.V. EMMANUEL A. DE DIOS
Director

CAROLINA INEZ ANGELA S. REYES
Independent Director

FREDERIC C. DYBUNCIO
Director

CONSUELO YNARES SANTIAGO
Independent Director

MONICO V. JACOB
Director

SOCORRO ERMAC CABREROS
Corporate Secretary

SUBSCRIBED AND SWORN to before me on MAY 04 2018 at DAVAO CITY, Philippines, affiants exhibiting to me their competent evidences of identity, to wit:

NAMES	TAX IDENTIFICATION NO.
Domingo T. Uy	140-162-193
Dennis A. Uy	172-020-135
Romeo B. De Guzman	121-510-331
Joseph John L. Ong	101-116-899
Cherylyn C. Uy	209-221-478
J.V. Emmanuel A. De Dios	135-900-380
Frederic C. DyBuncio	103-192-854
Carolina Inez Angela S. Reyes	101-117-459
Consuelo Ynares Santiago	118-014-893
Monico V. Jacob	123-030-879
Socorro Ermac Cabreros	111-790-618

and further attested that the foregoing statements are true and correct.

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Page No. 14
Book No. 93
Series of 2018



ATTY. KENNETH L. DABI
Notary Public for Davao City
Expires on December 31, 2018
Serial No. 2017-0055-2018
PTR No. 6867637; 01-04-18; D.C.
IBP No. 024561; 01-08-18; D.C.
Roll of Attorneys No. 47866
Km. 7, Lanang, Davao City


Republic of the Philippines)
City of Davao)
X-----X

**SECRETARY'S CERTIFICATE
OF
P- H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.**

I, **SOCORRO ERMAC CABREROS**, of legal age, married and a resident of V. Mapa St., Davao City, after being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **P H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.** (the Corporation), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office address at Stella Hizon Reyes Road, Bo. Pampanga, Davao City, Philippines.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group 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.

Davao City, MAY 04 2018.


SOCORRO ERMAC CABREROS
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on MAY 04 2018 in Davao City, Philippines. Affiant has confirmed her identity by presenting her competent evidence of identity which is her Driver's License with No. N 17-83-002964 valid until February 01, 2023, Philippines containing her photo and signature and that she further attests that the same is true and correct.

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Page No. 14
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ATTY. KENNETH L. DABI
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Expires on December 31, 2018
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Km. 7, Lanang, Davao City

**NAME RELATIONSHIP DATA MAINTENANCE FORM
STOCKHOLDERS / DIRECTORS / OFFICERS INFORMATION
(FOR DOMESTIC STOCK CORPORATION ONLY)**

SEC NUMBER 1A/2/0/0/2/0/7/2/8/3/

TRANSACTION DATE / 05/08/2018/

FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC.

COMPANY NAME

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

REL N STAT US	NAME (Company Name, if company (Last Name, First Name, MI, Maiden Surname if person)	SEC NO./ BIRTHDATE	NAT'L CODE	NATIONALITY	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED PAID-UP CAPITAL	(MM/DD/YYYY) PERIOD START PERIOD END
					BRD	INC/R	OFI					
E	JOSELITO R. RAMOS			FIL	N	S	N		Common	4,812,600	4,812,600.00	
E	DENNIS A. UY			FIL	M	I/S	PRE		Common	3,991,811	3,991,811.00	
E	DENNIS A. UY & OR CHERYLYN C. UY			FIL	N	S	N		Common	1,098,060	1,098,060.00	
E	DOMINGO T. UY			FIL	C	I/S	N		Common	645,919	645,919.00	
E	ERIC U. LIM OR CHRISTINE YAO LIM			FIL	N	S	N		Common	319,000	319,000.00	
E	MARJORIE ANN LIM LEE OR PAULINE ANN LIM LEE			FIL	N	S	N		Common	300,000	300,000.00	
E	EDWIN U LIM OR GENEVIEVE LIM			FIL	N	S	N		Common	300,000	300,000.00	
E	JOSE MANUEL ROQUE QUIMSON			FIL	N	S	N		Common	173,039	173,039.00	
E	ZENAIDA CHAN UY			FIL	N	S	N		Common	149,058	149,058.00	
E	REBECCA PILAR CLARIDAD CATERIO			FIL	N	S	N		Common	148,453	148,453.00	

DATE : MAY 8, 2018

DATE : MAY 8, 2018

CERTIFIED CORRECT: Socorro Ermac Cabreros POSITION: CORPORATE SECRETARY

PROCESSING ATTORNEY:	PROCESSING EXAMINER	DATA CONTROL CLERK	DATA ENCODER:
DATE REVIEWED:	DATE REVIEWED:	DATE REVIEWED:	DATE ENCODED:

INSTRUCTIONS FOR FILLING UP

RELATIONSHIP STATUS:

A - NEW, IF THE NAME HAS NOT PREVIOUSLY BEEN SUBMITTED TO THE SEC
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C - IF THE NAME SHOULD NOT HAVE BEEN SET UP

INDICATOR:
C - CHAIRMAN
M - MEMBER
N - NEITHER

BOARD (BRD)
INDICATOR:
1 - INCORPORATOR
S - STOCKHOLDER
N - NOT APPLICABLE

INCORPORATOR (INC/R)
INDICATOR:
PRE - PRESIDENT
CEO - CHIEF EXEC OFFICER
CFO - TREASURER
COO - CHIEF OPERATING OFFICER
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LEG - LEGAL COUNSEL
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E	SOCORRO ERMAC CABREROS			FIL	N	S	COS		Common	103,316	103,316.00	
E	IGNACIA SYJUCO BRAGA IV			FIL	N	S	N		Common	71,019	71,019.00	
E	CHRYSS ALFONSUS V. DAMUY			FIL	N	S	N		Common	70,980	70,980.00	
E	GIGI QUEJADA FUENSALIDA			FIL	N	S	N		Common	70,980	70,980.00	
E	EMERICK JEFFERSON SY GO & OR GIRLIE NG GO			FIL	N	S	N		Common	64,592	64,592.00	
E	RODOLFO B. APILADO			FIL	N	S	N		Common	53,235	53,235.00	
E	RAMESES VICTORIOUS G. VILLAGONZALO			FIL	N	S	N		Common	40,000	40,000.00	
E	STEPHEN T. TEO & OR TERESITA R. TEO			FIL	N	S	N		Common	32,295	32,295.00	
E	FREDERICK E. FERRARIS & OR ESTER E. FERRARIS			FIL	N	S	N		Common	25,350	25,350.00	
E	REYNALDO A. PHALA			FIL	N	S	N		Common	24,830	24,830.00	

CERTIFIED CORRECT: Socorro Ermac Cabreros POSITION: CORPORATE SECRETARY DATE: MAY 8, 2018

PROCESSING ATTORNEY:

PROCESSING EXAMINER

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SEC NUMBER **/A/ 2/ 0/ 0/ 2/ 0/ 7/ 2/ 8/ 3/**

TRANSACTION DATE / 05/ 08/ 2/ 0/ 1/ 8/

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					BRD	INC'R	OFI					
E	ROMEO BALTAZAR DE GUZMAN			FIL	M	S	N		Common	20,000	20,000.00	
E	DAVID L. KHO			FIL	N	S	N		Common	20,000	20,000.00	
E	MYRA P. VILLANUEVA			FIL	N	S	N		Common	20,000	20,000.00	
E	HELEN V. ALAGENO			FIL	N	S	N		Common	15,926	15,926.00	
E	EDWIN U. LIM			FIL	N	S	N		Common	15,000	15,000.00	
E	ERIC U. LIM			FIL	N	S	N		Common	15,000	15,000.00	
E	VICENTE M. DE VERA			FIL	N	S	N		Common	12,918	12,918.00	
E	MA. BLESILDA S. CONCEPTION & OR HENRY A. CONCEPTION			FIL	N	S	N		Common	12,723	12,723.00	
E	MARJORIE ANN LIM LEE			FIL	N	S	N		Common	10,000	10,000.00	
E	LEILANI C. DIAZ			FIL	N	S	N		Common	7,995	7,995.00	

CERTIFIED CORRECT: SOCORRO ERMAC CABREROS POSITION: CORPORATE SECRETARY DATE: MAY 8, 2018

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					BRD	INC'R	OFR						
E	DULCE MARIA S. OLIVA			FIL	N	S	N		Common	6,458	6,458.00		
E	FARIDA E. FERRARIS & OR ESTER FERRARIS			FIL	N	S	N		Common	4,350	4,350.00		
E	ATTY. JESUS P. WISCO			FIL	N	S	N		Common	3,900	3,900.00		
E	MERCEDE PATRICIA D. PARDO			FIL	N	S	N		Common	2,636	2,636.00		
E	MELVIN JOHN NITE SEDANO			FIL	N	S	N		Common	1,200	1,200.00		
E	JULIET ALEJANDRO ANCHITA			FIL	N	S	N		Common	1,000	1,000.00		
E	ANGELICA DIANE B. MONTEZA			FIL	N	S	N		Common	1,000	1,000.00		
E	FELICITAS F. TACUB			FIL	N	S	N		Common	300	300.00		
E	JESUS SANLUIS VALENCIA			FIL	N	S	N		Common	300	300.00		
E	GUILLERMO F. GILI, JR.			FIL	N	S	N		Common	260	260.00		

CERTIFIED CORRECT: Socorro Ermac Cabreros POSITION: CORPORATE SECRETARY DATE: MAY 8, 2018

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					BRD	INC'R	OFR					
E	ALVIN JIMENEZ PASCUAL			FIL	N	S	N		Common	195	195.00	
E	STEPHEN G. SOLIVEN			FIL	N	S	N		Common	150	150.00	
E	ELNORA N. TURNER			FIL	N	S	N		Common	120	120.00	
E	PHILIP TURNER			BRITISH	N	S	N		Common	120	120.00	
E	CHRISTINE F. HERRERA			FIL	N	S	N		Common	100	100.00	
E	JULIUS VICTOR EMMANUEL J. SANVICTORES			FIL	N	S	N		Common	100	100.00	
E	JULIUS VICTOR EMMANUEL D. SANVICTORES			FIL	N	S	N		Common	95	95.00	
E	OWEN NATHANIEL S. AU ITF: LI MARCUS AU			FIL	N	S	N		Common	65	65.00	
E	JOSE J. LEONARDO & OR TERESITA A. LEONARDO			FIL	N	S	N		Common	65	65.00	
E	CHERYLYN C. UY			FIL	M	S	N		Common	39	39.00	

CERTIFIED CORRECT SOCORRO ERMAC CABREROS POSITION: CORPORATE SECRETARY DATE: MAY 8, 2018

PROCESSING ATTORNEY: _____ DATE REVIEWED: _____ DATA CONTROL CLERK _____ DATA ENCODER: _____

INSTRUCTIONS FOR FILLING UP
RELATIONSHIP STATUS:
A - NEW, IF THE NAME HAS NOT PREVIOUSLY BEEN SUBMITTED TO THE SEC
E - EXISTING, IF THE NAME HAS PREVIOUSLY BEEN SUBMITTED TO THE SEC
C - IF THE NAME SHOULD NOT HAVE BEEN SET UP

INDICATOR:
C - CHAIRMAN
M - MEMBER
N - NEITHER

BOARD (BRD)
INDICATOR:
I - INCORPORATOR
S - STOCKHOLDER
N - NOT APPLICABLE

INCORPORATOR (INC'R)
INDICATOR:
PRE - PRESIDENT
CEO - CHIEF EXEC OFFICER
CFO - TREASURER
COO - CHIEF OPERATING OFFICER
COS - CORPORATE SECRETARY

OFFICER (OFR)
LEG - LEGAL COUNSEL
AUD - EXTERNAL AUDITOR
GOV - GOVERNMENT OFFICIAL
SLS - OTHERS
OTH - OTHERS
N - NONE

**NAME RELATIONSHIP DATA MAINTENANCE FORM
STOCKHOLDERS / DIRECTORS / OFFICERS INFORMATION
(FOR DOMESTIC STOCK CORPORATION ONLY)**

SEC NUMBER **A/ 2/0/0/2/0/7/2/8/3/**

TRANSACTION DATE / 05/08/2018/

FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC.

COMPANY NAME

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up one line per relationship.)

REL STAT US	NAME (Company Name, if company (Last Name, First Name, MI, Maiden Surname if person)	SEC NO./ BIRTHDATE/ Passport	NAT'L CODE	NATIONALITY	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED PAID-UP CAPITAL	(MM/DD/YYYY) PERIOD START PERIOD END
					BRD	INC'R	OFR					
E	J.V. EMMANUEL A. DE DIOS			FIL	M	S	N		Common	1	1.00	
E	FREDERIC C. DYBUNCIO			FIL	M	S	N		Common	1	1.00	
E	MONICO V. JACOB			FIL	M	S	N		Common	1	1.00	
E	JOSEPH JOHN L. ONG			FIL	M	S	TREASURER		Common	1	1.00	
E	CONSUELO YNARES SANTIAGO			FIL	M	S	N		Common	1	1.00	
E	STEPHEN ANTHONY T. CUUNJIENG			FIL	M	S	N		Common	1	1.00	
E	CAROLINA INEZ ANGELA S. REYES			FIL	M	S	N		Common	1	1.00	
E	PCD NOMINEE CORPORATION (FILIPINO)			FIL	N	S	N		Common	722,939,940	722,939,940.00	
E	PCD NOMINEE CORPORATION (NON-FILIPINO)			NON-FIL	N	S	N		Common	105,371,316	105,371,316.00	
E	PHOENIX PETROLEUM HOLDINGS INC.			FIL	N	S	N		Common	588,945,630	588,945,630.00	
E	UDENCO CORPORATION			FIL	N	S	N		Common	1,614,787	1,614,787.00	
	TOTAL									1,431,538,232	1,431,538,232.00	

CERTIFIED CORRECT: SOCORRO ERMAC CABREROS POSITION: CORPORATE SECRETARY DATE: MAY 8, 2018

PROCESSING ATTORNEY:	PROCESSING EXAMINER	DATA CONTROL CLERK	DATA ENCODER:
DATE REVIEWED:	DATE REVIEWED:	DATE REVIEWED:	DATE ENCODED:

INSTRUCTIONS FOR FILLING UP RELATIONSHIP STATUS: A - NEW, IF THE NAME HAS NOT PREVIOUSLY BEEN SUBMITTED TO THE SEC E - EXISTING, IF THE NAME HAS PREVIOUSLY BEEN SUBMITTED TO THE SEC C - IF THE NAME SHOULD NOT HAVE BEEN SET UP			
INDICATOR: C - CHAIRMAN M - MEMBER N - NEITHER	BOARD (BRD) INDICATOR: I - INCORPORATOR S - STOCKHOLDER N - NOT APPLICABLE	INCORPORATOR (INC'R) INDICATOR: PRE - PRESIDENT CEO - CHIEF EXEC OFFICER CFO - TREASURER COO - CHIEF OPERATING OFFICER COS - CORPORATE SECRETARY	OFFICER (OFR) LEG - LEGAL COUNSEL AUD - EXTERNAL AUDITOR GOV - GOVERNMENT OFFICIAL SLS - OTHERS OTH - OTHERS N - NONE

**AMENDED ARTICLES OF INCORPORATION
OF
P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines:

THAT WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

SECOND: That the purposes for which the corporation is formed are as follows:

PRIMARY PURPOSE

To engage in, conduct and carry on the business of buying, selling, distributing, marketing at wholesale and retail insofar as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description and all merchandise, supplies, materials and articles, such but not limited to petroleum, lubricants and other chemical products, as shall be necessary or expedient in conducting the business; to enter into all kinds of contracts for the export, import, purchase, acquisition for its own account as principal or in representative capacity as manufacturer's representative, merchandise broker, commission merchant, factors or agents, upon consignment of all kinds of goods, wares, merchandise or products, whether natural or artificial.

SECONDARY PURPOSES

1. To engage in the business of operating oil depots, storage facilities and allied services;
2. To purchase, acquire, own, lease, sell and convey real properties, such as lands, buildings, factories and warehouses, machinery, equipment and other personal properties as may be necessary or beneficial to the conduct of corporate activities and other related activities advanced by the Corporation 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;

3. To borrow or raise money necessary to meet the financial requirements of its activities by the issuance of bonds, promissory notes and other evidences of indebtedness, including issuance of any types of derivatives and notes and other securities and to secure 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 evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;
4. To invest and deal with the money and properties of the corporation in such a manner as may from time to time be considered wise or expedient for the advancement of its interest 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;
5. To enter into any lawful arrangement for sharing of profits, union of interest, utilization or far mount agreement, reciprocal concession, or cooperation with any corporation, association, partnership, syndicate, entity, person or government, municipal or public authority, domestic or foreign, including execution of management contracts with and for its subsidiaries, affiliates and other corporations, in the carrying on of any transaction deemed necessary, convenient, or incidental in the carrying out any of the purpose of the corporation. **(As amended on 15 March 2018)**
6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company, partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;
7. To aid in any lawful manner, by loan, subsidy, guaranty or otherwise, any corporation whose stocks, bonds, notes, debentures or other securities or obligations are held or controlled, directly or indirectly, by the Corporation, and to do any and all lawful acts or things necessary or desirable to protect, preserve, improve or enhance the value of such stocks, bonds, securities or other obligations or evidences of indebtedness, and to guarantee the performance of any contract or undertaking of any person, partnership, association or

corporation in which the Corporation is or becomes interested. (As amended on 15 March 2018)

- 8.** 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; and
- 9.** Generally, to do every and other act and things necessary, suitable or proper for the accomplishment of the business of the corporation as may now or hereafter be authorized by law, and to perform any and all acts connected with the business above-defined or arising therefrom or incidental thereto. **(As amended on 15 March 2018)**

THIRD: That the place where the principal office of the Corporation is to be established or located at Stella Hizon Reyes Road, Bo. Pampanga, Davao City, Philippines.

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

FIFTH: That the names, nationality and residence of the incorporators of said corporation are as follows:

Name	Nationality	Residence
WILFRIDO CO	Filipino	2701-B West Tower, PSEC, Pasig City
ESTHER P. MAGLEO	Filipino	2701-B West Tower, PSEC, Pasig City
LAWRENCE V. LUANG	Filipino	2701-B West Tower, PSEC, Pasig City
DENNIS A. UY	Filipino	Granland R. Castillo St., Davao City
DOMINGO T. UY	Filipino	Granland R. Castillo St., Davao City

SIXTH: That the number of Directors of said corporation shall be eleven (11).

SEVENTH: That the authorized capital stock of the corporation is TWO BILLION FIVE HUNDRED FIFTY MILLION (Php2,550,000,000.00) PESOS in lawful money of the Philippines, divided into the following classes of shares:

- a) TWO BILLION FIVE HUNDRED MILLION (2,500,000,000) COMMON SHARES with a par value of One Peso (1.00 Php) per share and
- b) FIFTY MILLION (50,000,000) PREFERRED SHARES with a par value of One Peso (1.00 Php) per share.

The new class of **PREFERRED SHARES** shall have the following features:

- i) Non-convertible into common shares;
- ii) Non participating in any other corporate activities or other further dividends, non-voting except in cases specified by law;
- iii) No pre-emptive rights to any issue of the Company's share but shall enjoy preference over the holders of common shares as to distribution of net assets in the event of dissolution or liquidation and in the payment of dividends at a specified rate. The Board of Directors shall determine its issued value at the time of issuance and shall determine its dividend rates and the dividends shall be paid cumulatively;
- iv) The preferred shares shall be redeemable at the Company's option under such terms as the Board of Directors may provide at the time of issuance. It shall also be re-issuable when fully redeemed.

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issues or dispositions of shares of any class.

EIGHTH: That the subscribers to the capital stock and the amount paid-in to their subscriptions are as follows:

Name of Subscriber	Nationality	No. of Shares Subscribed	Amount Subscribed	Total Paid-In
OILINK INTERNATIONAL CORP.	Filipino	1,249,997	P 1,249,997.00	P 312,500.00
WILFRIDO T. CO	Filipino	1	1.00	1.00
ESTHER P. MAGLEO	Filipino	1	1.00	1.00
LAWRENCE V. LUANG	Filipino	1	1.00	1.00
DENNIS A. UY	Filipino	250,000	250,000.00	62,500.00
UDENNA HOLDINGS CORP.	Filipino	750,000	750,000.00	187,500.00
UDENCO CORP.	Filipino	249,999	249,999.00	62,500.00
DOMINGO T. UY	Filipino	1	1.00	1.00
Total		2,500,000	P 2,500,000.00	P 625,004.00

NINTH: That no transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

TENTH: That **DORELANE U. BOSQUIT** has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected qualified in accordance with the by-laws and that as such treasurer he has been authorized to receive for and in the name and for the benefit of the corporation, all subscription paid by the subscribers.

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the same firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have set our hands this 2nd day of May 2002 at Quezon City.

(Sgd)
LAWRENCE V. LUANG

(Sgd)
WILFRIDO T. CO

(Sgd)
ESTHER P. MAGLEO

(Sgd)
DENNIS A. UY

(Sgd)
DOMINGO T. UY

SIGNED IN PRESENCE OF

Illegible

Illegible

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY, M.M.) S.S.

BEFORE ME, a Notary Public for and in Quezon City, M.M., Philippines, this 2nd day of May 2002, personally appeared:

Name	Com. Tax Cert. No.	Date & Place Issued
1. Wilfrido T. Co	17407056	Feb 22, 2002/ Manila
2. Esther P. Magleo	17407053	Feb. 22, 2002/ Manila
3. Lawrence V. Luang	17407055	Feb. 22, 2002/ Manila
4. Dennis A. Uy	02652903	Jan. 16, 2002/ Davao City
5. Domingo T. Uy	04930198	Jan. 17, 2002/ Davao City

All 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)
JOEL G. GORDOLA
Notary Public
Until December 31, 2002
PTR No. 2846657, 1/02/02, Q.C.

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