



REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
DAVAO EXTENSION OFFICE
Univ. Ave., Juna Subd., Matina, Davao City

S.E.C. Reg. No **A200207283**

CERTIFICATE OF FILING OF AMENDED BY - LAWS

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the Amended By-laws of

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

Copy annexed, adopted on **April 12, 2010 & July 15, 2010**, by 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 is filed with the Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Davao Extension Office, Juna Subdivision, Matina, Davao City, Philippines, this 30th day of **November**, Two Thousand and **Ten**.



By Authority of the Commission:


JAVEY PAUL D. FRANCISCO
Director, SEC-DEO

COVER SHEET

A 2 0 0 2 0 7 2 8 3

S.E.C. Registration Number

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.

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

(Company's Full Name)

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

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

Dennis A. Uy
Contact Person

(082) 233-0168
Company Telephone Number

1 2 3 1
Month Day
Fiscal Year Ending

ABL
FORM TYPE

Last Thursday
June XX
Month Day
Annual Meeting

Secondary License Type, if applicable

Dept. Requiring this Doc

III, Section 1(a)
Amended Articles Number/Section

40
Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel Concerned

File Number

LCU

Document I.D.

Cashier

Remarks = pls. use black ink for scanning purposes



REPUBLIC OF THE PHILIPPINES }
CITY OF DAVAO } ss.
X-----X

1. In separate meetings conducted by the Board of Directors on April 12, 2010 in business office of the Corporation at the 26th Floor Fort Legend Towers, Corner 3rd Ave. and 31st Street, Fort Bonifacio Global City, Taguig City, Philippines where all members of the Board of Directors by affirmative vote unanimously approved the resolution pertaining to the amendments of By-laws and during the said annual meeting of the stockholders as held on the date and place as above written where a quorum was duly constituted, the stockholders representing more than two thirds (2/3) of the outstanding capital stock in person or by the proxy, actually approved the following resolution:

"RESOLVED, that the Corporation be, as it is hereby authorized and empowered to amend its By-laws, particularly **Article III, Section 1 (a)** thereof, increasing the composition of the Board of Directors from seven (7) to nine (9) members;

'Section 1 (a) Composition of the Board of Directors
- The Board of Directors shall be composed of nine (9)
members.'

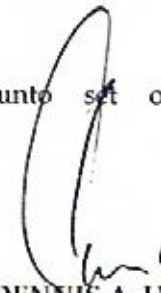
A copy of the Amended By-Laws embodying the foregoing amendment is hereto attached.

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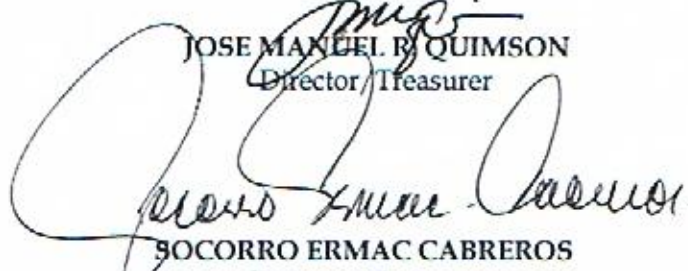
IN WITNESS WHEREOF, we have hereunto set our hands this
NOV 18 2010 at Davao City, Philippines.


DOMINGO T. UY
 Chairman


DENNIS A. UY
 President & CEO


JOSE MANUEL R. QUIMSON
 Director/Treasurer


ROMEO B. DE GUZMAN
 Director


SOCORRO ERMAC CABREROS
 Corporate Secretary

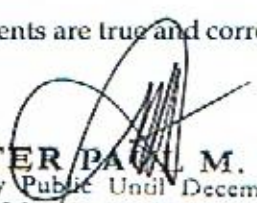

RICARDO S. PASCUA
 Director

SUBSCRIBED AND SWORN to before me NOV 18 2010 at Davao City, Philippines, affiants' exhibiting to me their competent evidences of identity, to wit:

NAMES	TAX IDENTIFICATION NO.
Dennis A. Uy	172-020-135
Domingo T. Uy	140-162-193
Jose Manuel R. Quimson	102-664-155
Romeo B. De Guzman	121-510-331
Socorro Ermac Cabreros	111-790-618
Ricardo S. Pascua	141-776-230

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

Doc. No. 148
 Page No. 20
 Book No. 1
 Series of 2010


PETER PAUL M. TOMBO
 Notary Public Until December 31, 2011
 SN 232-2010/ TIN 930-192-964
 Phoenix Petroleum Philippines, Inc.
 Phoenix Bulk Depot, Lanang, Davao City
 Roll of Attorney No. 57679
 PTR No. 9103973/06-22-2010/Davao C
 IBP No. 824706/04-22-2010/Davao

AMENDED BY-LAWS
OF
P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

ARTICLE I
SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. **Subscription** - Subscribers to the capital stock of the Corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. **Certificate** - The stockholder shall be entitled to one or more certificates for fully paid stock subscription in his name in the books of the Corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. **Transfer of Shares** - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the Corporation only upon record thereof in the books of the Corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No share of stock against which the Corporation holds unpaid claim shall be transferable in the books of the Corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

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Section 4. **Lost Certificates** - In case any stock certificate is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. **Annual/Regular Meetings** - The annual/regular meetings of stockholders shall be held at the principal office on the last Thursday in June of each year, if a legal holiday, then on the day following.

Section 2. **Special Meeting** - The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock, or (b) the President.

Section 3. **Place of Meeting** - Stockholders meetings, whether regular or special, shall be held in the principal office of the Corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the Corporation is located.

Section 4. **Notice of Meeting** - Notices for regular or special meetings of stockholders may be given either:

- (a) by personal delivery, registered mail, facsimile transmission or electronic mail to each stockholder no less than two (2) weeks prior to the date set for each meeting, which notice shall state the day, hour and place of the meeting; or
- (b) by publication in newspapers of general circulation published in Metro Manila not less than two (2) weeks prior to the date set for the meeting, which notice shall state the day, hour and place of the meeting;

Provided that, in all cases where the address of the registered stockholder entitled to vote is outside the territorial limits of the Philippines, a written notice sent by air mail, by facsimile transmission or electronic mail not less two (2) weeks prior to the date of the meeting shall be sent to the said stockholder.

No failure or irregularity of notice of any regular or special meeting at which the stockholders concerned are present or represented and voting without protest shall invalidate such meeting or any proceedings thereat, provided that the matters taken up were within the powers of the Corporation.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum - Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 6. Conduct of Meeting - Meetings of the stockholders shall be presided over by the President, or in his absence, by a chairman to be chosen by the stockholders. The Secretary shall act as Secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.

Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary no later than ten (10) days before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting, or by their personal presence at the meeting.

A forum for the validation of proxies chaired by the Secretary or Assistant Secretary and attended by the Stock Transfer Agent shall be convened at least five (5) days before any meeting. Any questions and issues relating to the validity and sufficiency, both as to form and substance, of proxies shall only be raised during said forum and resolved by the Secretary. The Secretary's decision shall be final and binding upon the shareholders. Any such question or issue decided upon by the Secretary shall be deemed settled and those not brought before said forum shall be deemed waived and may no longer be raised during the stockholders' meeting.

Section 8. Closing of Transfer Books or Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of, or to vote at, any

meeting of stockholders or any adjournment thereof or to receive payment of any dividend, or for any other purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period, and during said period no registration of transfers of stock shall be made. In lieu of closing the stock and transfer book, the Board of Directors may fix in advance a certain date as the record date for any such determination of stockholders. (As amended on June 16, 2008)

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers of the Board - Unless otherwise provided by law, the corporate powers of the Corporation shall be exercised, all business conducted and all property of the Corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

- (a) From time to time, to make and change rules and regulations not inconsistent with these By-Laws for the management of the Corporation's business and affairs;
- (b) To purchase, receive, take or otherwise acquire for and in the name of the Corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board of Directors may deem proper or convenient;
- (c) To invest the funds of the Corporation in other corporations or for purposes other than those for which the Corporation was organized, subject to such stockholders' approval as may be required by law;
- (d) To incur such indebtedness as the Board of Directors may deem necessary, to issue evidence of indebtedness, including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders' approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the Corporation;

- (e) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the Corporation;
- (f) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the Corporation or its officer are either plaintiffs or defendants in connection with the business of the Corporation;
- (g) To delegate, from time to time, any of the powers of the Board of Directors which may lawfully be delegated in the course of the current business of the Corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the Corporation with such powers and upon such terms as may be deemed fit; and
- (h) To implement these By-Laws and to act on any matter not covered by these By-Laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code.

Section 1(a). **Composition of the Board of Directors** - The Board of Directors shall be composed of nine (9) members. *(As amended on July 15, 2010)*

As a corporation publicly listed in the Stock Exchange, the Corporation shall conform with the requirement to have such number of Independent Directors as may be required by law, possessed with such qualifications as may be prescribed by law. An "Independent Director" is a person who, apart from his fees and shareholdings, which shareholdings does not exceed two percent (2%) of the shares of the Corporation and/or its related companies or any of its substantial shareholders, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director of the Corporation, including, among other, any person who:

- (a) Is not a director or officer or substantial stockholder of the Corporation or of its related companies or any of its substantial shareholders (other than as an Independent Director of any of the foregoing);
- (b) Is not a relative of any director, officer or substantial shareholder of the Corporation, any of its related companies or any of its

substantial shareholders. For this purpose, relatives includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;

- (c) Is not acting as a nominee or representative of a substantial shareholder of the Corporation, any of its related companies or any of its substantial shareholders;
- (d) Has not been employed in any executive capacity by the Corporation, any of its related companies or by any of its substantial shareholders within the last five (5) years;
- (e) Is not retained as professional adviser by the Corporation, any of its related companies or any of its substantial shareholders within the last five (5) years, either personally or through his firm; and
- (f) Has not engaged and does not engage in any transaction with the Corporation or with any of its related companies or with any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms length and are immaterial or insignificant.

When used in relation to a company subject to the requirements above, "related company" shall mean another company which is (i) its holding company, (ii) its subsidiary, or (iii) a subsidiary of its holding company; and "substantial shareholder" shall mean any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

The Independent Director shall have the following qualifications:

- (a) He shall have at least one (1) share of stock of the Corporation;
- (b) He shall be at least a college graduate or he shall have been engaged or exposed to the business of the Corporation for at least five (5) years;
- (c) He shall possess integrity/probity; and
- (d) He shall be assiduous.

Section 2. Election and Term – The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

All nominations for directors to be elected by the stockholders of the Corporation shall be submitted in writing to the Secretary of the Corporation at the principal place of office of the Corporation not earlier than forty (40) days nor later than twenty (20) days prior to the date of the regular or special meeting of stockholders for the election of directors. Nominations which are not submitted within such nomination period shall not be valid. Only a stockholder of record entitled to notice of and vote at the regular or special meeting of the stockholders for the election of the directors shall be qualified to be nominated and elected a director of the Corporation.

Any registered stockholder may be nominated and elected to the Board of Directors. The Nomination Committee, by majority vote, shall pass upon the qualification of the nominee to the Board. It may also, in the exercise of its discretion and by majority vote of its members, disqualify a nominated shareholder who, in the Nomination Committee's judgment, represents an interest adverse to or in conflict with those of the Corporation.

Section 2(a). Nomination and Procedure for Election of Independent Directors – Nomination of Independent Director/s shall be conducted by a Nomination Committee prior to a stockholders' meeting. All nominations of Independent Directors shall be made in writing and signed by the nominating stockholders, and shall include the acceptance and conformity by the would-be nominees.

The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for Independent Director(s).

After the nomination, the Nomination Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for Independent Directors (as required under Part IV [A] and [C] of Annex "C" of SRC Rule 12 of the Implementing Rules and Regulations of the Securities Regulation Code), including, but not limited to, the following information:

- (a) Name, age and citizenship;
- (b) List of the positions and offices that each such nominee held, or will hold, if known, with the Corporation;

- (c) Business experience during the past five (5) years;
- (d) Directorship held in other companies;
- (e) Involvement in legal proceedings; and
- (f) Security ownership.

The list shall be made available to the Securities and Exchange Commission and to all stockholders through the filing and distribution of the Information Statement or in such other reports required by the Securities and Exchange Commission. The name of the person or group of persons who recommended the nomination of the Independent Director shall be identified in such report including any relationship with the nominee.

Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nominations shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

The Chairman of the stockholders' meeting has the responsibility to inform all stockholders in attendance of the mandatory requirement of electing Independent Directors and to ensure that the Independent Directors are elected during the stockholders' meeting.

Specific slot/s for Independent Directors shall not be filled-up by unqualified nominees.

In case of failure of election for Independent Director/s, the chairman of the meeting shall call a separate election during the same meeting to fill up the vacancy.

Any controversy or issue arising from the selection, nomination or election of Independent Directors shall be resolved by the Securities and Exchange Commission by appointing Independent Directors from the list of nominees submitted by the stockholders.

Section 3. Vacancies – Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or

at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these By-Laws.

Section 4. Meetings - Regular meetings of the Board of Directors shall be held quarterly on such date and at places as may be designated by the Chairman of the Board, or upon the request of a majority of the members of the Board of Directors.

Section 5. Notice - Notice of the regular or special meeting of the Board of Directors, specifying the date, time and place of the meeting, shall be sent by the Secretary to each director by personal delivery, facsimile transmission, electronic mail, registered or ordinary mail or by publication in a newspaper of general circulation. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

The Independent Directors should always be in attendance. However, the absence of an independent director may not affect the quorum requirements if he is duly notified of the meeting but deliberately and without justifiable cause fails to attend the meeting.

Section 7. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the chairman of the meeting, shall appoint a secretary of the meeting.

Members of the Board should attend regular and special meetings of the Board in person. In view of modern technology, however, conduct of Board meetings through videoconferencing or teleconferencing shall be allowed.

Section 8. Compensation - By resolution of the Board, each director, shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the Corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board of Directors may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

Section 9. Executive Committee - There is hereby created an Executive Committee composed of at least three (3) members, at least three (3) of whom must be members of the Board of Directors.

The Executive Committee may act, by majority vote of all its members, on such specific matters within the competence of, and as may be delegated by, the Board of Directors.

During every meeting of the Board of Directors, the Executive Committee shall report in summary form all matters acted upon by it, all of which matters shall be considered ratified unless otherwise expressly revoked.

Section 10. Nomination Committee - The Board shall form a nomination committee composed of at least three (3) members of the Board, one of whom must be an Independent Director. The Nomination Committee shall review and evaluate the qualifications of all persons nominated to the Board, as well as those nominated to other positions requiring appointment by the Board. The decision of the Nomination Committee as to the nominees to the Board of Directors, once confirmed by the Board of Directors, shall be final and binding upon the shareholders and may no longer be raised during the stockholder's meeting.

The Nomination Committee shall promulgate the guidelines or criteria to govern the conduct of nominations; provided, that any such promulgated guidelines or criteria governing the conduct of the nomination of Independent Directors shall be properly disclosed in the Corporation's information or proxy statement or such other reports required by the Securities and Exchange Commission.

Section 11. Audit Committee – The Audit Committee shall be composed of at least three (3) members of the Board, preferably with accounting and finance background, one of whom shall be an Independent Director and another should have related audit experience. The Chairman of this committee should be an Independent Director. He should be responsible for inculcating in the minds of the members of the Board the importance of management responsibilities in maintaining a sound system of internal control and the Board's oversight responsibility.

The Audit Committee shall have the following specific functions:

- (a) Provide oversight over the senior management's activities in managing credit, market, liquidity, operational, legal and other risks of the Corporation. This function shall include receiving from senior management periodic information on risk exposures and risk management activities.
- (b) Provide oversight of the Corporation's internal and external auditors;
- (c) Review and approve audit scope and frequency, and the annual internal audit plan;
- (d) Discuss with the external auditor before the audit commences the nature and scope of the audit, and ensure coordination where more than one audit firm is involved;
- (e) Be responsible for the setting-up of an internal audit department and consider the appointment of an internal auditor as well as an independent external auditor, the audit fee and any question of resignation or dismissal;
- (f) Monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system;
- (g) Receive and review reports of internal and external auditors and regulatory agencies, where applicable, and ensure that management is taking appropriate corrective actions, in a timely manner in addressing control and compliance functions with regulatory agencies;
- (h) Review the quarterly, half-year and annual financial statements before submission to the Board, focusing particularly on:

- i. Any change/s in accounting policies and practices;
 - ii. Major judgmental areas;
 - iii. Significant adjustments resulting from the audit;
 - iv. Going concern assumption;
 - v. Compliance with accounting standards; and
 - vi. Compliance with tax, legal, and stock exchange requirements;
- (i) Be responsible for coordinating, monitoring and facilitating compliance with existing laws, rules and regulations. It may also constitute a Compliance Unit for this purpose.
 - (j) Evaluate and determine non-audit work by external auditor and keep under review the non-audit fees paid to the external auditor both in relation to their significance to the auditor and in relation to the company's total expenditure on consultancy. The non-audit work should be disclosed in the annual report.
 - (k) Establish and identify the reporting line of the chief audit executive so that the reporting level allows the internal audit activity to fulfill its responsibilities. The chief audit executive shall report directly to the Audit Committee functionally. The Audit Committee shall ensure that the internal auditors shall have free and full access to all the Corporation's records, properties and personnel relevant to the internal audit activity and that the internal audit activity should be free from interference in determining the scope of internal auditing examinations, performing work, and communicating results, and shall provide a venue for the Audit Committee to review and approve the annual internal audit plan.

Section 12. Compensation Committee – The Board may constitute a Compensation or Remuneration Committee which may be composed of at least three (3) members, one of whom should be an Independent Director. It may establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Corporation's culture, strategy and control environment.

ARTICLE IV

OFFICERS

Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the President, the Vice-President, the Treasurer, and the Secretary at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more compatible positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. President - The President shall be the Chief Executive Officer of the Corporation and shall exercise the following functions:

- (a) To preside at the meetings of the stockholders;
- (b) To initiate and develop corporate objective and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- (c) To supervise and manage the business affairs of the Corporation upon the direction of the Board of Directors;
- (d) To implement the administrative and operational policies of the Corporation under his supervision and control;
- (e) To appoint, remove, suspend or discipline employees of the Corporation, prescribe their duties, and determine their salaries;
- (f) To oversee the preparation of the budgets and the statements of accounts of the Corporation;
- (g) To represent the Corporation at all functions and proceedings;
- (h) To execute on behalf of the Corporation all contracts, agreements and other instruments affecting the interests of the Corporation which require the approval of the Board of Directors;
- (i) To make reports to the Board of Directors and stockholders;

- (j) To sign certificates of stock; and
- (k) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 4. The Vice-President - He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

Section 5. The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

- (a) To record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;
- (b) To keep record books showing the details required by law with respect to the stock certificates of the Corporation, including ledgers and transfer books showing all shares of the Corporation subscribed, issued and transferred;
- (c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
- (d) To attend to the giving and serving of all notices of the Corporation required by law or these By-Laws to be given;
- (e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;
- (f) To act as inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election; and

- (g) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 6. The Treasurer - The Treasurer of the Corporation shall have the following duties:

- (a) To keep full and accurate accounts of receipts and disbursements in the books of the Corporation;
- (b) To have custody of, and be responsible for, all the funds, securities and bonds of the Corporation;
- (c) To deposit in the name and to the credit of the Corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the Corporation which may come under his control;
- (d) To render an annual statements showing the financial condition of the Corporation and such other financial reports as the Board of Directors, or the President may, from time to time require;
- (e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies; and
- (f) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 7. Term of Office - The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified.

Section 8. Vacancies - If any position of the officer becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 9. Compensation - The officers shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the Corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

ARTICLE V

OFFICES

Section 1. The principal office of the Corporation shall be located at the place stated in Article III of the Articles of Incorporation. The Corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate.

ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. **External Auditor** - At the regular stockholders' meeting, the external auditor of the Corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the Corporation.

Section 2. **Fiscal Year** - The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. **Dividends** - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

ARTICLE VII

AMENDMENTS

Section 1. These by-laws may be amended or repealed or new by-laws adopted by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

ARTICLE VIII

SEAL

Section 1. **Form and Inscriptions** - The corporate seal shall be determined by the Board of Directors.

ARTICLE IX

ADOPTION CLAUSE

The foregoing said by-laws were adopted by all the stockholders of the Corporation on January 15, 2007 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 15th day of January 2007 at Davao City amendment of said by-laws, have hereunto subscribed our names this 15th day of January 2007 at Davao City.

(Sgd.)

DENNIS A. UY

Representing himself as stockholder, as Representative of Udenna Management & Resources Corp. and Udenna Corporation

(Sgd.)

CHERYLYN C. UY

Stockholder

(Sgd.)

DOMINGO T. UY

Representing himself as stockholder, as representative of Udenco Corporation and Phoenix Petroleum Holdings, Inc.

(Sgd.)

DORELAINÉ U. BOSQUIT

Stockholder

(Sgd.)

DEBBIE A. UY

Stockholder

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 11/11/11

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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.)

RELN 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	(MMDDYYYY) PERIOD START PERIOD END
					BRD	INC R	OFF					
E	PHOENIX Petroleum Holdings, Inc.	CS200629051		FIL	N	S	N		Common	199,699,519	199,699,519.00	
E	PCD Nominee Corporation	774-849-000		FIL	N	S	N		Common	104,948,777	104,948,777.00	
E	UDENNA Corporation	D200200330		FIL	N	S	N		Common	50,242,859	50,242,859.00	
E	UDENNA Management & Resources Corporation	CS200628090		FIL	N	S	N		Common	12,719,715	12,719,715.00	
E	PCD Nominee Corporation (Non-Filipino)	774-849-000		NON-FIL	N	S	N		Common	3,570,438	3,570,438.00	
E	Ana Go &/or Go Kim Pa	151-441-832 151-441-894		FIL	N	S	N		Common	1,677,325	1,677,325.00	
E	Dennis A. Uy	09-26-73		FIL	M	I	PRE		Common	1,572,157	1,572,157.00	

DATE : 18 Nov. 2010

POSITION LEGAL COUNSEL

CERTIFIED CORRECT SOCORRO ERMAC CABREROS

PROCESSING ATTORNEY:	PROCESSING EXAMINER	DATA CONTROL CLERK	DATA ENCODER:
DATE REVIEWED: <u>11-16-10</u>	DATE REVIEWED:	DATE REVIEWED:	DATE ENCODED:

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 AUD - EXTERNAL AUDITOR
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 SLS - OTHERS
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E	UDENCO Corporation	D200000264		FIL	N	S	N		Common	635,883	635,883.00	
E	Dennis A. Uy & or Cherylyn C. Uy	06-26-73 06-08-79		FIL	N	S	N		Common	432,470	432,470.00	
E	Domingo T. Uy	10-27-46		FIL	C	I	N		Common	254,396	254,396.00	
E	Edgardo A. Alerda	07-29-64		FIL	N	S	N		Common	216,375	216,375.00	
E	Jose Manuel Roque Quimson	102-664-155		FIL	N	S	Treas		Common	139,778	139,778.00	
E	Romeo B. Molano	112-021-396		FIL	N	S	N		Common	94,545	94,545.00	
E	Emmanuel M. Cabusao	100-214-768		FIL	N	S	N		Common	74,361	74,361.00	
E	Cristina C. Perleria ITP Michael Perleria	161-352-720		FIL	N	S	N		Common	67,033	67,033.00	
E	Zenaida Chan Uy	125-635-489		FIL	N	S	N		Common	58,706	58,706.00	

CERTIFIED CORRECT Erma Caberos POSITION: LEGAL COUNSEL DATE: 18 Nov 2010

PROCESSING ATTORNEY: Erma Caberos PROCESSING EXAMINER: Yany 11-16-10

DATE REVIEWED: Yany 11-16-10 DATE REVIEWED:

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E	Rebecca Pilar Claridad Caterio	10-05-71		FIL	N	S	N		Common	58,469	58,469.00	
E	Orlando T. Lansangan	107-072-249		FIL	N	S	N		Common	50,879	50,879.00	
E	Socorro Ermac Cabreros	02-01-65		FIL	N	S	COS		Common	40,677	40,677.00	
E	Alberto D. Alcid	05-03-55		FIL	N	S	N		Common	40,675	40,675.00	
E	Ignacia Syjuco Braga IV	108-033-078		FIL	N	S	N		Common	27,955	27,955.00	
E	Chryss Alfonso V. Benay	09-26-73		FIL	N	S	N		Common	27,955	27,955.00	
E	Romeo Barazar de Guzman	09-27-49		FIL	M	S	N		Common	27,955	27,955.00	
E	Gigi Quejada Fuensalida	201-054-655		FIL	N	S	N		Common	27,955	27,955.00	
E	Alejandro Umalay Suan	05-03-65		FIL	N	S	N		Common	27,955	27,955.00	

CERTIFIED CORRECT: Socorro Ermac Cabreros POSITION: LEGAL COUNSEL DATE: 18 Nov 2010

PROCESSING ATTORNEY:

PROCESSING EXAMINER

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					BRD	INC'R	OFFR					
E	Roque A. Lim	136-337-389		FIL	N	S	N		Common	15,264	15,264.00	
E	Reynaldo A. Phala	107-109-018		FIL	N	S	N		Common	13,978	13,978.00	
E	Melvin John Nite Sedano	301-336-394		FIL	N	S	N		Common	13,978	13,978.00	
E	Stephen T. Teo &/or Teresita R. Teo	127-393-475		FIL	N	S	N		Common	12,720	12,720.00	
E	Bernadita P. Bautista	109-788-994		FIL	N	S	N		Common	10,176	10,176.00	
E	Leilani C. Diaz	142-009-010		FIL	N	S	N		Common	6,989	6,989.00	
A	Jose A. Pasion	192-827-010 147-712-234		FIL	N	S	N		Common	6,989	6,989.00	

CERTIFIED CORRECT

SOCORRO ERMACABREROS

POSITION: LEGAL COUNSEL

DATE: 18 Nov 2010

PROCESSING ATTORNEY:

PROCESSING EXAMINER

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					BRD	INC'R	OFFR					
E	Mercedes Patricia D. Pardo	133-055-753		FIL	N	S	N		Common	5,088	5,088.00	
E	DULCE MARIA S. OLIVA	188-947-747		FIL	N	S	N		Common	2,544	2,544.00	
E	M.J.J. SORIANO TRADING, INC.	267-806-958		FIL	N	S	N		Common	1,398	1,398.00	
E	ELNORA N. TURNER	7823508H		FIL	N	S	N		Common	419	419.00	
E	PHILIP TURNER	703-124-035		BRITISH	N	S	N		Common	419	419.00	
E	J.V. EMMANUEL A. DE DIOS	135-900-380		FIL	M	S	N		Common	1	1.00	
E	MONICO V. JACOB	133-630-879		FIL	M	S	N		Common	1	1.00	
E	FE TIBAYAN PALILEO	103-753-580		FIL	M	S	N		Common	1	1.00	

CERTIFIED CORRECT: SOCORRO ERMACABREROS POSITION: LEGAL COUNSEL DATE: 18 Nov 2010

PROCESSING ATTORNEY:

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COS - CORPORATE SECRETARY
OTH - OTHERS
N - NONE

LEG - LEGAL COUNSEL
AUD - EXTERNAL AUDITOR
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[illegible]

CERTIFIED CORRECT: SOCORRO ERMAC CABREROS

POSITION: LEGAL COUNSEL

DATE : 18 Nov 2010

PROCESSING ATTORNEY:

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OFFICER (OFR)

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SHIP STATUS:

INDICATOR

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INDICATOR:

11

EXISTING IF THE NAME HAS PREVIOUSLY BEEN SUBMITTED TO THE SEC

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M = MEMBER

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C-STOCKHOLDER

PRE - PRESIDENT
CEO - CHIEF EXECUTIVE OFFICER

LEG - LEGAL COUNSEL

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W - WEATHER
N - NEITHER

N - NOT APPLICABLE

CFO - TREASURER

GOV - GOVERNMENT OFFICIAL

CCO - CHIEF OPERATING OFFICER SLS - OTHERS

	CCS - CORPORATE SECRETARY	OTH - OTHERS
M		NONE

N - NONE

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A	PENTA CAPITAL INVESTMENT CORP	320-002-357- 669		FIL	N	N	N		Preferred	2,992,000	2,992,000.00	
A	BDO PRIVATE BANK INC.-WEALTH AND ADVISORY TRUST GROUP	004-517-148		FIL	N	N	N		Preferred	1,400,000	1,400,000.00	
A	PIONEER LIFE INC.	005-298-198		FIL	N	N	N		Preferred	200,000	200,000.00	
A	UNION BANK TISG	006-508-271		FIL	N	N	N		Preferred	100,000	100,000.00	
A	PRANDIAL CORPORATION	235-697-891- 000		FIL	N	N	N		Preferred	193,000	193,000.00	
A	RCBC TRUST AND INVESTMENTS DIVISION	116-596-760- 000		FIL	N	N	N		Preferred	100,000	100,000.00	
A	ASIA TRUST BANK-TBG	008-910-715- 200		FIL	N	N	N		Preferred	15,000	15,000.00	
										TOTAL	P5,000,000.00	

CERTIFIED CORRECT: *Socorro Ermac Caberos* POSITION: LEGAL COUNSEL DATE: 18 Nov 2010

PROCESSING ATTORNEY: *qcmq 11-16-10* PROCESSING EXAMINER DATE REVIEWED:

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SLS - OTHERS
OTH - OTHERS
N - NONE

DATA ENCODER:

DATE ENCODED:

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

I, **SOCORRO ERMAC CABREROS**, of legal age, Filipino, married and with office address at Stella Hizon Reyes Road, Bo. Pampanga, Lanang, Davao City, Philippines, after having sworn to in accordance with law, hereby depose and say that:

1. I am the Corporate Secretary of **P-H-O-E-N-I-X PETROLEUM HOLDINGS, INC. (The Corporation)**, duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at Stella Hizon Reyes Road Bo. Pampanga, Lanang, Davao City;
2. As such, I have in my custody the corporate books and records of the Corporation, including but not limited to the minutes of the meetings of the Board of Directors and of the stockholders of said corporation;
3. During the Special Meeting of the Board of Directors of the Corporation held last April 12, 2010 at its principal office, of which a quorum was present and majority of the Board of Directors passed, adopted and approved the following resolutions, and are now in full force and effect:

BOARD RESOLUTION

"RESOLVED, AS IT IS HEREBY RESOLVED to authorize **DOMINGO T. UY** to represent, and sign the amendment to the By-laws of **P-H-O-E-N-I-X Petroleum Philippines, Inc.**

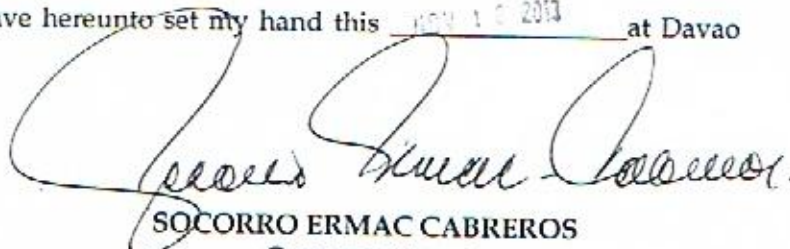
RESOLVED FURTHER, to authorize the aforementioned representative to the above powers and thereby to execute, sign and deliver from time to time in behalf of the said Corporation all documents, instruments or any other related processes pertaining to the implementation of the foregoing authority;

RESOLVED FURTHER, that the Corporation hereby approves and confirms as it is hereby approved and confirmed that the above named individual may lawfully do or cause to be done by virtue of this authority given to him;

RESOLVED, FINALLY, that the foregoing Resolutions shall remain valid and subsisting unless otherwise revoked or amended in writing and duly submitted to the necessary party herein referred to"

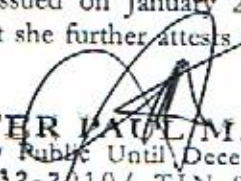
4. That the above resolutions have not been revoked, amended or modified, and accordingly, the same may be relied upon until as of this date.

IN WITNESS WHEREOF, I have hereunto set my hand this NOV 18 2013 at Davao City, Philippines.


SOCORRO ERMAC CABREROS
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on NOV 18 2013 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, issued on January 28, 2009 in Davao City, Philippines containing her photo and signature and that she further attests that the same is true and correct.

Doc. No. : 143 ;
Page No. : 29 ;
Book No. : I ;
Series of 2010


PETER PAUL M. TOMBO
Notary Public Until December 31, 2011
SN 232-2010/ TIN 930-192-964
Phoenix Petroleum Philippines, Inc.
Phoenix Bulk Depot, Lanang, Davao City
Roll of Attorney No. 57679
PTR No. 9103973/06-22-2010/Davao C.
IBP No. 824706/04-22-2010/Davao C.

**SECRETARY'S CERTIFICATE
OF
UDENCO CORPORATION**

I, **SOCORRO ERMAC CABREROS**, of legal age, Filipino, married and with office address at **Stella Hizon Reyes Road, Bo. Pampanga, Lanang, Davao City, Philippines**, after having sworn to in accordance with law, hereby depose and say that:

1. I am the Corporate Secretary of **UDENCO CORPORATION (The Corporation)**, duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at **Stella Hizon Reyes Road Bo. Pampanga, Lanang, Davao City**;
2. As such, I have in my custody the corporate books and records of the Corporation, including but not limited to the minutes of the meetings of the Board of Directors and of the stockholders of said corporation;
3. During the Special Meeting of the Board of Directors of the Corporation held last April 12, 2010 at its principal office, of which a quorum was present and majority of the Board of Directors passed, adopted and approved the following resolutions, and are now in full force and effect:

BOARD RESOLUTION

"RESOLVED, AS IT IS HEREBY RESOLVED to authorize **DOMINGO T. UY** to represent, and sign the amendment to the By-laws of **P-H-O-E-N-I-X Petroleum Philippines, Inc.**

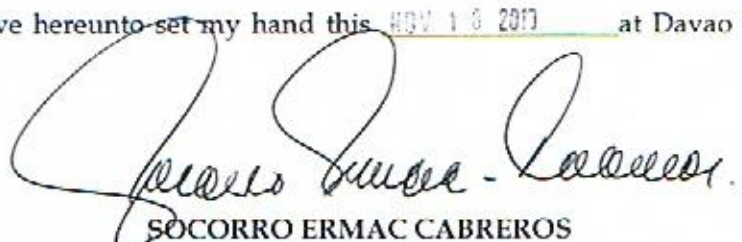
RESOLVED FURTHER, to authorize the aforementioned representative to the above powers and thereby to execute, sign and deliver from time to time in behalf of the said Corporation all documents, instruments or any other related processes pertaining to the implementation of the foregoing authority;

RESOLVED FURTHER, that the Corporation hereby approves and confirms as it is hereby approved and confirmed that the above named individual may lawfully do or cause to be done by virtue of this authority given to him;

RESOLVED, FINALLY, that the foregoing Resolutions shall remain valid and subsisting unless otherwise revoked or amended in writing and duly submitted to the necessary party herein referred to"

4. That the above resolutions have not been revoked, amended or modified, and accordingly, the same may be relied upon until as of this date.

IN WITNESS WHEREOF, I have hereunto set my hand this NOV 18 2010 at Davao City, Philippines.


SOCORRO ERMAC CABREROS
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on NOV 18 2010 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, issued on January 28, 2009 in Davao City, Philippines containing her photo and signature and that she further attests that the same is true and correct.

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Book No. : I;
Series of 2010


PETER PAUL M. TOMBO
Notary Public Until December 31, 2011
SN 232-2010/ TIN 930-192-964
Phoenix Petroleum Philippines, Inc.
Phoenix Bulk Depot, Lanang, Davao City
Roll of Attorney No. 57679
PTR No. 9103973/06-22-2010/Davao City
IBP No. 824706/04-22-2010/Davao City

**SECRETARY'S CERTIFICATE
OF
UDENNA MANAGEMENT & RESOURCES CORPORATION**

I, **SOCORRO ERMAC CABREROS**, of legal age, Filipino, married and with office address at Stella Hizon Reyes Road, Bo. Pampanga, Lanang, Davao City, Philippines, after having sworn to in accordance with law, hereby depose and say that:

1. I am the Corporate Secretary of **UDENNA MANAGEMENT & RESOURCES CORPORATION (The Corporation)**, duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at Stella Hizon Reyes Road Bo. Pampanga, Lanang, Davao City;
2. As such, I have in my custody the corporate books and records of the Corporation, including but not limited to the minutes of the meetings of the Board of Directors and of the stockholders of said corporation;
3. During the Special Meeting of the Board of Directors of the Corporation held last August 7, 2008 at its principal office, of which a quorum was present and majority of the Board of Directors passed, adopted and approved the following resolutions, and are now in full force and effect:

BOARD RESOLUTION

"RESOLVED, AS IT IS HEREBY RESOLVED to authorize its President, **DENNIS A. UY** to represent, and sign the amendment to the By-laws of **P-H-O-E-N-I-X Petroleum Philippines, Inc.**

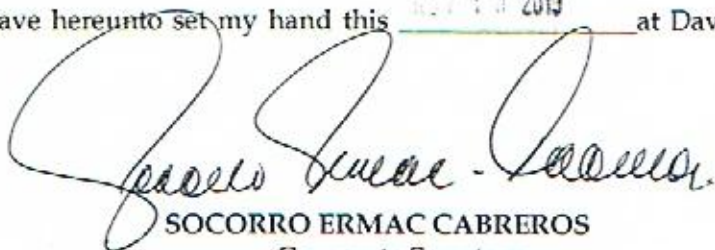
RESOLVED FURTHER, to authorize the aforementioned representative to the above powers and thereby to execute, sign and deliver from time to time in behalf of the said Corporation all documents, instruments or any other related processes pertaining to the implementation of the foregoing authority;

RESOLVED FURTHER, that the Corporation hereby approves and confirms as it is hereby approved and confirmed that the above named individual may lawfully do or cause to be done by virtue of this authority given to him;

RESOLVED, FINALLY, that the foregoing Resolutions shall remain valid and subsisting unless otherwise revoked or amended in writing and duly submitted to the necessary party herein referred to"

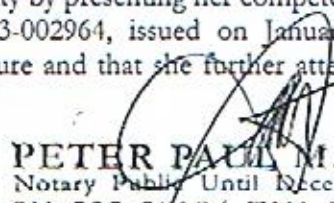
4. That the above resolutions have not been revoked, amended or modified, and accordingly, the same may be relied upon until as of this date.

IN WITNESS WHEREOF, I have hereunto set my hand this 10 10 2010 at Davao City, Philippines.


SOCORRO ERMAC CABREROS
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on 10 10 2010 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, issued on January 28, 2009 in Davao City, Philippines containing her photo and signature and that she further attests that the same is true and correct.

Doc. No. : 145 ;
Page No. : 29 ;
Book No. : 1 ;
Series of 2010


PETER PAUL M. TOMBO
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