



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 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 VI by increasing the number of Directors to seven (7) and  
Article VII thereof)

copy annexed, adopted on **January 15, 2007** 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 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, Juna Subdivision, Matina, Davao City, Philippines, this 19th day of February, Two Thousand and Seven.

By Authority of the Commission:



  
**JAVEY PAUL D. FRANCISCO**  
Officer-in-Charge, SEC-DEO





AMENDED ARTICLES OF INCORPORATION

OF

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

(Formerly: DAVAO OIL TERMINAL SERVICES CORPORATION)

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 the Corporation shall be

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

*(As amended on June 5, 2006)*

**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 as 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. *(As amended on June 5, 2006)*

### Secondary Purpose

To engage in the business of operating oil depots, storage facilities and allied services

**THIRD:** That the place where the principal office of the Corporation is to be established or located is at Stella Hizon Reyes Road, Bo. Pampanga, Davao City, Philippines. (As amended on ~~Nov. 22, 2006~~)

**FOURTH:** That the term for which the 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 the 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 seven (7). (As amended on January 15, 2007)

**SEVENTH:** That the authorized capital stock of the corporation is Four Hundred Million Pesos (P400,000,000.00) in lawful money of the Philippines, divided into Four Hundred Million (400,000,000) shares with a par value of One Peso (P1.00) per share. (As amended on ~~Nov. 22, 2006~~)

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issues or dispositions of shares of any class. (As amended on January 15, 2007)

**EIGHT:** 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	₱ 1,249,997.00	₱ 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
<b>Total</b>		<b>2,500,000</b>	<b>₱ 2,500,000.00</b>	<b>₱ 625,004.00</b>

**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 the 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 her successor is duly elected qualified in accordance with the by-laws and that as such treasurer she 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 2<sup>nd</sup> 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



### ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES )  
QUEZON CITY, METRO MANILA) S.S.

BEFORE ME, a Notary Public for and in Quezon City, Metro Manila, Philippines, this 2<sup>nd</sup> 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.

Doc. No. 17  
Page No. 04  
Book No. 65  
Series of 2002.

# COVER SHEET

A 2 0 0 2 0 9 2 9 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

AAI  
FORM TYPE

JUNE last Thursday  
Month Day  
Annual Meeting

Secondary License Type, if applicable

Dept. Requiring this Doc

VI  
Amended Articles Number/Section

9  
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

CERTIFICATE OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION  
OF

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

KNOW ALL MEN BY THESE PRESENTS:

The undersigned Corporate Secretary and majority of the Board of Directors of P-H-O-E-N-I-X Petroleum Philippines, Inc. (hereinafter, the "Corporation") do hereby certify that at the meeting of the Board of Directors held on January 15, 2007 at the principal office of the Corporation, these amendments were unanimously approved, and at the special meeting of the Shareholders of the Corporation called for the purpose of amending the Articles of Incorporation, held on January 15, 2007 at the principal office of the Corporation, at which meeting, shareholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation were present or represented, the following resolutions were, by unanimous vote of the shareholders present/represented, adopted:

"RESOLVED, that the Corporation be, as it is hereby, authorized and empowered to amend its Articles of Incorporation to effect the following amendments: (a) increase in the number of directors, and (b) denial of pre-emptive right;

"RESOLVED, FURTHER, to amend Article Sixth of the Articles of Incorporation of Corporation to read as follows:

'SIXTH: That the number of directors of said corporation shall be seven (7).'

"RESOLVED, FURTHERMORE, to amend Article Seventh of the Articles of Incorporation of the Corporation to read as follows:

'SEVENTH: That the authorized capital stock of the corporation is Four Hundred Million Pesos (P400,000,000.00) in lawful money of the







Philippines, divided into Four Hundred Million (400,000,000) shares with a par value of One Peso (P1.00) per share.

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

"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, to the Securities and Exchange Commission, 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 signed these presents on this  
**FEB 15 2007** in Davao City, Philippines.

  
\_\_\_\_\_  
**DENNIS A. UY**  
Director  
TIN No. 172-020-135  
\_\_\_\_\_  
**CHERYLYN C. UY**  
Director & Corporate Secretary  
TIN No. 209-221-478  
\_\_\_\_\_  
**DOMINGO T. UY**  
Director  
TIN No. 140-162-193  
\_\_\_\_\_  
**DORELAINÉ U. BOSQUIT**  
Director  
TIN No. 189-544-516  
\_\_\_\_\_  
**DEBBIE A. UY**  
Director  
TIN No. 193-295-901

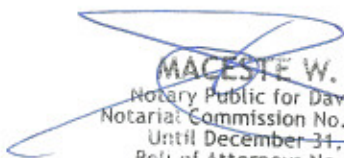
SUBSCRIBED AND SWORN to before me this FEB 15 2007 day of \_\_\_\_\_, affiants exhibiting to me their respective valid government-issued identification, to wit:

Name	Tax Identification No.
Dennis A. Uy	TIN No. 172-020-135
Cherylyn C. Uy	TIN No. 209-221-478
Domingo T. Uy	TIN No. 140-162-193
Dorelaine U. Bosquit	TIN No. 189-544-516
Debbie A. Uy	TIN No. 193-295-901

known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL, this FEB 15 2007 in Davao City, Philippines.

Doc. No. 115;  
Page No. 24;  
Book No. xxv, 11  
Series of 2007.

  
**MACESTE W. UY**  
Notary Public for Davao City  
Notarial Commission No. 038-2007  
Until December 31, 2008  
Roll of Attorneys No. 43493  
PTR No. 4631550 • 12-04-06 • DC  
IBP Lifetime Member No. 05464  
The Law Firm of Uy Cruz Lo & Associates  
3/F Janeson Bldg., Gov. Sales Street,  
Davao City, Philippines



CDMF 96-1

**COMPANY DATA MAINTENANCE FORM**  
**GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION**  
 (FOR DOMESTIC STOCK CORPORATION ONLY)

 SEC NUMBER /A/ 2/ 0/ 0/ 2/ 0/ 7/ 2/ 8/ 3/ FOR SEC TO PROVIDE MAINTENANCE NO. / / / / / / / / / / TRANSACTION DATE / 0/ 2/ 1/ 5/ 0/ 7/

 FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes, where applicable.  
 Fill up only those items for which amendments or changes are to be made. Refer to the back of this page for additional instructions.

CURRENT COMPANY NAME (This must always be provided.)

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

RESTRICT USED BY OTHERS?

☐ YES☒ NO

RESERVATION NUMBER

NEW COMPANY NAME

## GENERAL INFORMATION

COMPANY TYPE ☒ DS- DOMESTIC STOCK ☐ DN- DOMESTIC NON-STOCK ☐ DP- DOMESTIC PARTNERSHIP ☐CHANGES FROM STOCK TO NON-STOCK? ☐ YESCHANGE IN PRIMARY PURPOSE? ☐ YES

PRINCIPAL OFFICE ADDRESS

STELLA HIZON REYES ROAD, BO. PAMPANGA, LANANG, DAVAO CITY

AREA CODE

**112402**

POSTAL CODE

**8000**

TEL. NO.

**(082) 233 - 0168**

FAX NO.

**(082) 235 - 8888**

BUSINESS OFFICE ADDRESS

STELLA HIZON REYES ROAD, BO. PAMPANGA, LANANG, DAVAO CITY

AREA CODE

**112402**

POSTAL CODE

**8000**

TEL. NO.

**(082) 233 - 0168**

FAX NO.

**(082) 235 - 8888**

## BUSINESS INFORMATION

PARTNERSHIP TYPE

☐ L - LIMITED  
☐ G - GENERAL

TYPE OF ENTERPRISE

☒ N - NO SPECIAL REGISTRATION☐ E - FIA EXPORT☐ D - FIA DOMESTIC☐ H - FIA HOLDING☐ R - REPRESENTATIVE OFF☐ S - SUBIC REGISTERED☐ F - FINANCIAL INSTITUTION☐ Z - EPZA - REGISTERED☐ B - BOI - REGISTERED

INDUSTRY CODE

**51410**

TERM OF EXISTENCE

**50 YEARS**

END DATE OF EXISTENCE

**May 08, 2052**

FISCAL YEAR END (MM/DD)

**Dec. 31**

ANNUAL MEETING (For domestic companies only)

☐ F - FIXED (MM/DD) / / / ☒ V - VARIABLE Last Monday of March

NUMBER OF

DIRECTORS (If stock co.)

**1**

TRUSTEES

PARTNERS

STOCKHOLDERS (If stock co.)

**9**

TOTAL CONTRIBUTION (of non-stock corporation)

% OF FOREIGN MEMBERSHIP (of non-stock corporation)

TOTAL CONTRIBUTION (of domestic partnership)  
Filipino: Foreign:

COMPANY RELATIONSHIP - list of all companies related to registrant. (Use additional sheets, if necessary)

RELATIONSHIP TYPE (RELN TYPE)

M - DISSOLVED COMPANY (if due to merger)  
V - DISSOLVED COMPANY (if change in company type)S - PARENT COMPANY (if registrant is a subsidiary)  
A - AFFILIATE (of registrant)

O - OTHERS \_\_\_\_\_

MAIN IND.

RELN TYPE

SEC NUMBER

COMPANY NAME

START DATE

END DATE

E  
E  
E  
ES  
A  
A  
ACS200621051  
D200200330  
D200000264  
CS200628090

PHOENIX PETROLEUM HOLDINGS INC.

UDENNA CORPORATION

UDENCO CORPORATION

UDENNA MANAGEMENT &amp; RESOURCES CORP.

MAIN IND. - A (new), E (update existing), or D (delete relationship)

INDICATE START (if new) or END DATE OF RELATIONSHIP

CERTIFIED CORRECT:

**SOCORRO ERMAC CABREROS**

POSITION:

**LEGAL COUNSEL**DATE: **02/15/2007**

PROCESSING ATTORNEY:

PROCESSING EXAMINER:

DATA CONTROL CLERK:

DATA ENCODER:

DATE REVIEWED:

DATE REVIEWED:

DATE REVIEWED:

DATE ENCODED:

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/ 0/ 2/ 15/ 8/ 0/ 7/

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.)

RELN STAT US	NAME (Company Name, if company (Last Name, First Name, MI, Maiden Surname if person)	SEC NO./ BIRTHDAT E	NAT'L CODE	NATIONALIT Y	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED	(MM/DD/YYYY) PERIOD START
					BRD	INC'R	OFR				PAID-UP CAPITAL	PERIOD END
A	UDENNA MANAGEMENT & RESOURCES CORP. (UMRC)	CS20062 8090/ 06- 08-2006		FIL	N	S	N		C	10,000,000	P10,000,000.00 10,000,000.00	
B	UY, DENNIS A.	09-26-73		FIL	C	I	PRE		C	250,000	250,000.00 250,000.00	
B	UY, CHERYLYN C.	06-08-79		FIL	M	S	COS		C	1	1.00 1.00	
B	BOSQUIT, DORELANE U.	04-27-73		FIL	M	S	CFO		C	1	1.00 1.00	
B	UY, DOMINGO T.	10-27-46		FIL	M	I	N		C	1	1.00 1.00	
B	UY, DEBBIE A.	4-11-79		FIL	M	S	N		C	1	1.00 1.00	
B	UDENNA CORPORATION	D200200 330/ 03- 19-2002		FIL	N	S	N		C	26,999,997	26,999,997.00 26,999,997.00	

CERTIFIED CORRECT: SOCORRO ERMAC CABREROS

POSITION: LEGAL COUNSEL

DATE: 02/15/2007

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  
B - 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/ 0/ 2/ 1/ 5/ 0/ 7/

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.)

RELN STAT US	NAME (Company Name, if company (Last Name, First Name, MI, Maiden Surname if person)	SEC NO/ BIRTHDATE	NAT'L CODE	NATIONALIT Y	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED	(MM/DD/YYYY) PERIOD START
					BRD	INC'R	OFR				PAID-UP CAPITAL	PERIOD END
B	UDENCO CORPORATION	D200000 264/ 04- 03-2000		FIL	N	S	N		C	249,999	249,999.00	
B	PHOENIX PETROLEUM HOLDINGS INC.	CS20062 1051/ 05- 31-2006		FIL	N	S	N		C	78,500,000	78,500,000.00	

CERTIFIED CORRECT:

SODORRO ERMAC CABREROS

POSITION:

LEGAL COUNSEL

DATE:

02/15/2007

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:  
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