



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 Art. VII by reclassifying shares into common and preferred shares thereof)*

copy annexed, adopted on **January 18, 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 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, closed-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 agency 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 8th day of **March**, 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.  
3

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  
5434

(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

Last Thursday  
June XX  
Month Day  
Annual Meeting

Secondary License Type, if applicable

Dept. Requiring this Doc

VII  
Amended Articles Number/Section

33  
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



MAR-5 10:36

DIRECTORS' CERTIFICATE OF AMENDMENT OF  
THE ARTICLES OF INCORPORATION  
P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned Board of Directors of P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC., (hereinafter referred to as the "Corporation"), do hereby certify that during the meeting of the Board of Directors held on January 18, 2010, at the principal office of the Corporation and with the written assent of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation, the following resolutions were unanimously approved and adopted:

RESOLUTION

"RESOLVED, that the Corporation be, as it is hereby authorized and empowered to amend its Articles of Incorporation, particularly the SEVENTH Article thereof;

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

SEVENTH: That the authorized capital stock of the corporation is FOUR HUNDRED MILLION (P400,000,000.00) PESOS in lawful money of the Philippines, divided into THREE HUNDRED FIFTY MILLION (350,000,000) COMMON SHARES with a par value of One Peso (1.00 Php) per share and 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 be non-convertible into common shares, non participating in any other or further dividends, non-voting except in cases specified by law, no pre-emptive rights to any issue of the Company's share and 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 the 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. 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.

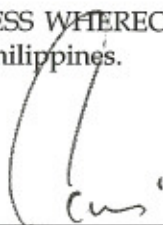



The stockholders of the Corporation shall have no preemptive right to subscribe to any issues or dispositions of shares of any class. (Amended as of January 18, 2010)

"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 on 26 FEBRUARY 2010 at Davao City, Philippines.

  
DENNIS A. UY  
President/CEO


  
DOMINGO T. UY  
Chairman/Director

  
JOSE MANUEL R.  
QUIMSON  
Treasurer/Director

  
J.V. EMMANUEL, A. DE DIOS  
Director

  
RICARDO S. PASCUA  
Director

  
MONICO V. JACOB  
Director

  
ROMEO B. DE GUZMAN  
Director

Countersigned:

  
SOCORRO ERMAC CABREROS  
Corporate Secretary

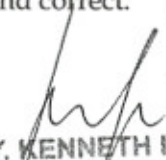


SUBSCRIBED AND SWORN to before me on **26 FEBRUARY 2010** at **Davao City**, Philippines, affiants exhibiting to me their competent evidences of identity, to wit:

NAMES	TAX IDENTIFICATION NO.
Dennis A. Uy	172-020-135
Domingo T. Uy	140-162-193
Jose Manuel R. Quimson	102-664-155
J.V. Emmanuel A. De Dios	135-900-380
Ricardo S. Pascua	141-776-230
Monico V. Jacob	123-030-879
Romeo B. De Guzman	121-510-331
Socorro Ermac Cabreros	111-790-618

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

Doc. No. 244  
 Page No. JD  
 Book No. XIV  
 Series of 2010

  
**ATTY. KENNETH L. DABI**  
 Notary Public for Davao City  
 Expires on December 31, 2010  
 Serial No. 090-2009  
 PTR No. 8443485; 01-04-10; D.C.  
 IBP No. 764634; 01-04-10; D.C.  
 Roll of Attorneys No. 47886

**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 said 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 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)*

636 10 MAR 5 AMO 36



## 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 and machinery, equipment and other personal properties as may be necessary or beneficial to the conduct of the corporate activities and other related activities advanced 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 and to secure the repayment thereof by mortgage, pledge, deed of trust;
4. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests;
5. To enter into any lawful arrangement for sharing profits, union of interest, utilization or farmount agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or government, municipal or public authority, domestic or foreign, in the carrying on of any transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation (*As amended on May 29, 2009*)

**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. (*As amended on November 22, 2006*)

**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 seven (7). (As amended on January 15, 2007)

**SEVENTH:** That the authorized capital stock of the corporation is **FOUR HUNDRED MILLION (P400,000,000.00) PESOS** in lawful money of the Philippines, divided into the following classes of shares:

- a) **THREE HUNDRED FIFTY MILLION (350,000,000) 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. (Amended as of January 18, 2010)



**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	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
<b>Total</b>		<b>2,500,000</b>	<b>P 2,500,000.00</b>	<b>P 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 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 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

## 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 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



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 / / / / / / / /

 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 - 8080**

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 - 8080**

## 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 Thursday of June**

NUMBER OF

DIRECTORS (If stock co.)

**7**

TRUSTEES

PARTNERS

STOCKHOLDERS (if stock co.)

**29**

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

S

CS200621051

PHOENIX PETROLEUM HOLDINGS INC.

E

A

D200200330

UDENNA CORPORATION

E

A

D200000264

UDENCO CORPORATION

E

A

CS200628070

UDENNA-MANAGEMENT &amp; RESOURCES CORP.

MAIN IND. - A (new), B (change existing), or C (delete relationship)

INDICATE START (if new) or END DATE OF RELATIONSHIP

CERTIFIED CORRECT:

SOCORRO ERMAC CABREROS

POSITION:

LEGAL COUNSEL

DATE: **2/26/2010**

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 2/26 /2010

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 N STA TUS	NAME (Company Name, if company (Last Name, First Name, MI, Maiden Surname if person)	SEC NO./ BIRTHDATE/ TIN/PASSPORT NO.	NAT'L CODE	NATIONA LITY	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED	(MM/DD/YYYY) PERIOD START
					BRD	INC'R	OFR				PAID-UP CAPITAL	PERIOD END
E	PHOENIX Petroleum Holdings, Inc	CS200628051		FIL	N	S	N		Common	142,870,000	142,870,000.00	
											142,870,000.00	
E	PCD Nominee Corporation	774-849-000		FIL	N	S	N		Common	58,890,374	58,890,374.00	
											58,890,374.00	
E	UDENNA Corporation	D200200330		FIL	N	S	N		Common	35,944,990	35,944,990.00	
											35,944,990.00	
E	UDENNA Management and Resources Corporation	CS200628090		FIL	N	S	N		Common	9,100,000	9,100,000.00	
											9,100,000.00	
E	PCD Nominee Corporation (Non Filipino)	774-849-000		Non FIL	N	S	N		Common	8,181,222	8,181,222.00	
											8,181,222.00	
E	Paul Gerard E. Del Rosario	199-065-528		FIL	N	S	N		Common	3,187,184	3,187,184.00	
											3,187,184.00	
E	ANA GO &/OR GO KIM PA	151-441-932 / 151-441-894		FIL	N	S	N		Common	1,200,000	1,200,000.00	
											1,200,000.00	

CERTIFIED CORRECT: SOCORRO ERMAC CABREROS

POSITION: LEGAL COUNSEL

DATE: 2/26/2010

PROCESSING ATTORNEY:

PROCESSING EXAMINER

DATA CONTROL CLERK

DATA ENCODER:

DATE REVIEWED: 02/25/10

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 / 1 .

TRANSACTION DATE 2 / 26 / 2010

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/ TIN/PASSPORT NO.	NAT 'L COD E	NATIONALI TY	RELATIONSHIP			SH R CO DE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED	(MM/DD/YYYY) PERIOD START
					BRD	INC'R	OFR				PAID-UP CAPITAL	PERIOD END
E	Dennis A. Uy	09-26-73		FIL	M	I	Pre		Common	1,124,759	1,124,759.00	
											1,124,759.00	
E	UDENCO CORPORATION	D200000264		FIL	N	S	N		Common	454,998	454,998.00	
											454,998.00	
E	DENNIS A. UY &/OR CHERYLYN C. UY	09-26-73/ 06-08-79		FIL	N	S	N		Common	309,400	309,400.00	
											309,400.00	
E	DOMINGO T. UY	10-27-46		FIL	C	I	N		Common	182,001	182,001.00	
											182,001.00	
E	EMMANUEL M. CABUSAO	100-214-768		FIL	N	S	N		Common	53,200	53,200.00	
											53,200.00	
E	EDGARDO ALVARADO ALERTA	07-29-64		FIL	N	S	N		Common	36,400	36,400.00	
											36,400.00	
E	ORLANDO LANSANGAN	107-672-249		FIL	N	S	N		Common	36,400	36,400.00	
											36,400.00	

CERTIFIED CORRECT: SOCORRO ERMAC CABREROS

POSITION: LEGAL COUNSEL

DATE: 2/26/2010

PROCESSING ATTORNEY:

PROCESSING EXAMINER

DATA CONTROL CLERK

DATA ENCODER:

DATE REVIEWED: 03.05.10

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 2 / 26 / 2010 /

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/ TIN/PASSPORT NO.	NAT 'L COD E	NATIONALI TY	RELATIONSHIP			SH R CO DE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED	(MM/DD/YYYY) PERIOD START
					BRD	INC'R	OFR				PAID-UP CAPITAL	PERIOD END
E	LEO M. BERNALDEZ	188-892-785		FIL	N	S	N		Common	14,560	14,560.00	
											14,560.00	
E	ROQUE A. LIM	139-337-889		FIL	N	S	N		Common	10,920	10,920.00	
											10,920.00	
E	SOCORRO ERMAC CABREROS	02-01-66		FIL	N	S	cos		Common	9,101	9,101.00	
											9,101.00	
E	ALBERTO D. ALCID	110-852-397		FIL	N	S	N		Common	9,100	9,100.00	
											9,100.00	
E	REBECCA PILAR CLARIDAD CATERIO	162-133-007		FIL	N	S	N		Common	9,100	9,100.00	
											9,100.00	
E	STEPHEN T. TEO &/OR TERESITA R. TEO	127-393-476		FIL	N	S	N		Common	9,100	9,100.00	
											9,100.00	
E	ROMEO B. MOLAMO	112-021-396		FIL	N	S	N		Common	7,840	7,840.00	
											7,840.00	

CERTIFIED CORRECT

SOCORRO ERMAC CABREROS

POSITION: LEGAL COUNSEL

DATE: 2/26/2010

PROCESSING ATTORNEY:

PROCESSING EXAMINER

DATA CONTROL CLERK

DATA ENCODER:

DATE REVIEWED:

0011 03.15.10

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 2/26 /2010

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/ TIN/PASSPORT NO.	NAT 'L COD E	NATIONALI TY	RELATIONSHIP			SH R CO DE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED	(MM/DD/YYYY) PERIOD START
					BRD	INC'R	OFR				PAID-UP CAPITAL	PERIOD END
E	BERNARDITA P. BAUTISTA	108-788-994		FIL	N	S	N		Common	7,280	7,280.00	
											7,280.00	
E	LEOPOLDO B. BUGAL	151-362-308		FIL	N	S	N		Common	3,640	3,640.00	
											3,640.00	
E	MERCEDES PATRICIA D. PARDO	138-055-758		FIL	N	S	N		Common	3,640	3,640.00	
											3,640.00	
E	DULCE MARIA S. OLIVA	168-947-747		FIL	N	S	N		Common	1,820	1,820.00	
											1,820.00	
E	ELNORA N. TURNER	7823508H		FIL	N	S	N		Common	1,820	1,820.00	
											1,820.00	
E	PHILIP TURNER	703124036		BRIT	N	S	N		Common	1,820	1,820.00	
											1,820.00	
E	J.V. EMMANUEL A. DE DIOS	135-900-360		FIL	M	S	N		Common	1	1.00	
											1.00	

CERTIFIED CORRECT: SOCORRO ERMAC CABREROS

POSITION: LEGAL COUNSEL

DATE: 2/26/2010

PROCESSING ATTORNEY:

PROCESSING EXAMINER

DATA CONTROL CLERK

DATA ENCODER:

DATE REVIEWED: 2010 03 25 10

DATE REVIEWED:

DATE REVIEWED:

DATE ENCODED:

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

SEC NUMBER A 12 10 10 12 10 17 12 18 13 1

TRANSACTION DATE 2/26/2010

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/ TIN/PASSPORT NO.	NAT 'L COD E	NATIONALI TY	RELATIONSHIP			SH R CO DE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED		(MM/DD/YYYY) PERIOD START
					BRD	INC'R	OFR				PAID-UP CAPITAL		PERIOD END
E	MONICO V. JACOB	123-630-879		FIL	M	S	N		Common	1	1.00		
											1.00		
E	RICARDO S. PASCUA	141-776-230		FIL	M	S	N		Common	1	1.00		
											1.00		
E	JOSE MANUEL R. QUIMSON	102-664-155		FIL	M	S	CFO		Common	1	1.00		
											1.00		
E	ROMEO B. DE GUZMAN	09-27-49		FIL	M	S	N		Common	1	1.00		
											1.00		
E	SOCIAL SECURITY SYSTEM	00-728-944-000		FIL	N	S	N		Common	7,500,000	7,500,000.00		
											7,500,000.00		
										269,160,674	269,160,674.00		
											269,160,674.00		

CERTIFIED CORRECT: SOCORRO ERMAC CABREROS

POSITION: LEGAL COUNSEL

DATE: 2/26/2010

PROCESSING ATTORNEY:

PROCESSING EXAMINER

DATA CONTROL CLERK

DATA ENCODER:

DATE REVIEWED: 02-05-10

DATE REVIEWED:

DATE REVIEWED:

DATE ENCODED:



**CAPITAL STRUCTURE OF**  
**P-H-O-E-N-I-X PETROLEUM PHILIPPINES INC.**  
**AS OF ISSUANCE OF NEW CLASS OF PREFERRED SHARES**

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As of February 18, 2010, the Board of Directors of **P-H-O-E-N-I-X PETROLEUM PHILIPPINES INC.**, and with the written assent of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation the amendment of the Company's Articles of Incorporation, particularly Article VII, to reclassify a total of Fifty Million (50,000,000) unissued common shares with a par value One Peso (1.00 Php) per share to Fifty Million (50,000,000) preferred shares with a par value of One Peso (1.00 Php) per share, were unanimously approved and adopted, to wit:

	<u>Before Reclassification</u>	<u>After Reclassification</u>
Authorized Capital Stock	400,000,000.00 Php	400,000,000.00 Php
Total Outstanding Common Shares	269,160,674.00 Php	269,160,674.00 Php
Total Unissued Common Shares	130,839,326.00 Php	80,839,326.00 Php
Total Preferred Shares	None	50,000,000.00

Certified true and correct

  
**SOCORRO ERMAC CABREROS**