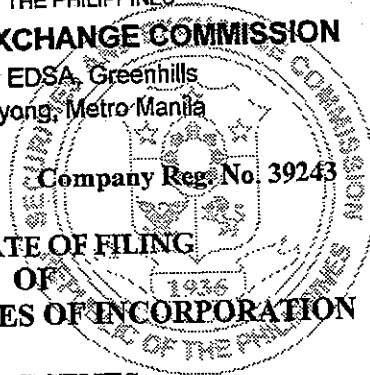




REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila



**CERTIFICATE OF FILING**  
**OF**  
**AMENDED ARTICLES OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the amended articles of incorporation of the

**IMPERIAL RESOURCES INCORPORATED**  
(Amending Articles II & VII thereof.)

copy annexed, adopted on June 27, 2006 and December 19, 2006 by majority vote of the Board of Directors and on July 27, 2006 and February 02, 2007 by the vote of the stockholders owning or representing at least two-thirds 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 on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, 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 Mandaluyong City, Metro Manila, Philippines, this 4th day of June, Two Thousand Seven.

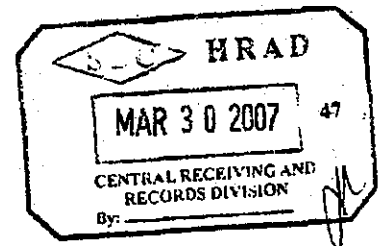
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**BENITO A. CATARAN**  
Director

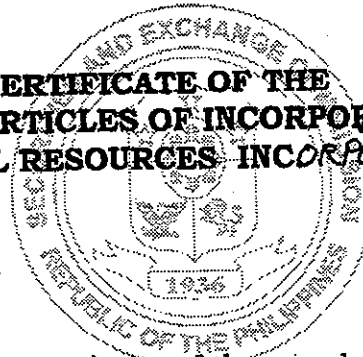
Company Registration and Monitoring Department

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**DIRECTORS' CERTIFICATE OF THE  
AMENDMENT OF THE ARTICLES OF INCORPORATION  
OF IMPERIAL RESOURCES INCORPORATED**



Know All Men By These Presents:

We, the undersigned, being a majority of the members of the Board of Directors of **IMPERIAL RESOURCES INC.**, with principal office located at 82-J 4<sup>th</sup> Street, New Manila, Quezon City, the Chairman of the Stockholders' Meeting and the Corporate Secretary thereof, do hereby certify under oath that:

The accompanying copy of the Amended Articles of Incorporation, reflecting the adoption of new primary purpose and an increase in authorized capital stock of **IMPERIAL RESOURCES INC.**, is true and correct. The adoption of new primary and secondary purposes have been duly approved (a) by the vote of at least a majority of the Board of Directors in a meeting held on 27 June, 2006 and (b) by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a special meeting held on 27 July 2006, and that the increase in capital stock has likewise been approved (a) by the vote of at least a majority of the Board of Directors in a meeting held on 19 December 2006 and (b) by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a special meeting held on 7 February 2007 all at its principal office.

March 27, 2007, Makati City.

*Oliverio G. Laperal*  
**OLIVERIO G. LAPERAL**  
Director

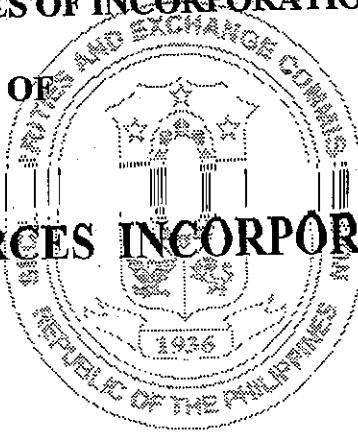
*Desiderio L. Laperal*  
**DESIDERIO L. LAPERAL**  
Director

*Macrobio U. Lim*  
**MACROBIO U. LIM**  
Director

*Victorio M. Amante*  
**VICTORIO M. AMANTE**  
Director

Date: 22-12-2014 Time: 10:58:50 AM

AMENDED ARTICLES OF INCORPORATION



**IMPERIAL RESOURCES INCORPORATED**

*KNOW ALL MEN BY THESE PRESENTS:*

That we all of age, majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purposes of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

**FIRST:** That the name of this Corporation shall be:

**IMPERIAL RESOURCES INCORPORATED**

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

**PRIMARY PURPOSE**

To carry on the business of operating coal mines, and of prospecting, exploration and of mining, milling, concentrating, converting, smelting, treating, refining, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing, and dealing in all kinds of ores, metals and minerals, asphalt-bithumen, hydrocarbons, acids and chemicals, and in the products and by-products of every kind and description and by whatsoever process, the same can be or may hereafter be produced; to purchase, lease, option, locate or otherwise acquire, own, exchange, sell, or otherwise dispose of, pledge, mortgage, deed in trust, hypothecate, and deal in mines, mining claims, mineral lands,

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installations, plants, shops laboratories, pipelines, pumping stations, tanks, repair shops, electrical works, power houses, warehouses, terminate, office buildings, and other buildings and structures, roads, railroads, cars, railroad equipment, garages, motor and road equipment, aircraft and aircraft equipment, aviation fields, telephone and telegraph lines, wireless facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment, steamers, tankers, tugs, barges, and other vessels and any and all kinds of machinery, apparatus, instruments, fixtures and appliances;

e. To purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of, water and to acquire by purchase, lease or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate waterworks, and water systems for supplying water and water power for any and all uses and purposes;

f. To purchase, create, generate or otherwise acquire, use, sell, supply, or otherwise dispose of, electric current and electric steam and water power of every kind and description, and to sell supply or otherwise dispose of, light heat and power of every kind and description;

g. To enter into, make and perform contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, territory, province, state, government, colony, or dependency thereof, without limit to amount, and to obtain from any government or authority any rights, privileges, contracts and concessions, which the Corporation may deem desirable to obtain and to carry out, exercise or comply with any such contracts, arrangements, rights, privileges and concessions;

h. To acquire and take over all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or corporation carrying on a business which the Corporation is or may become authorized to carry on, or possessed of property suitable for the purpose of the Corporation and to pay for the same in cash or in stock bonds

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securities of the Corporation, or otherwise, and to hold, manage, operate, conduct, and dispose of in any manner the whole or any part of any such acquisitions, and to exercise all the powers necessary or convenient in and about the conduct and management thereof;

i. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, own, use, exercise, develop, operate and introduce, and to sell, assign, grant, licenses or territorial rights in respect of, or otherwise, to turn to account or dispose of, any copyrights, trade marks, trade names, brands, labels, patents, or inventions, improvements or processes used in connection with or secured under letters, patent of any country, government or authority, or otherwise, in relation to any of the purposes herein stated; and to acquire, use, exercise, or otherwise turn to gain licenses, or rights in respect of any such copyrights, trademarks, trade names, brands, labels, patents, inventions, improvements, processes, and the like;

j. Insofar as maybe permitted by law, to acquire by purchase, exchange or otherwise, and to own, hold, or invest or otherwise, and to sell, assign, transfer, exchange, mortgage, pledge, or otherwise, dispose of, shares of the capital stock of, and any bonds, mortgages, securities, and evidences of indebtedness of or other obligations issued or created by, any corporation or corporations organized under the laws of state, country, nation or government, and while the holder or owner thereof, to exercise all the rights, powers, privileges of ownership, and to issue in exchange therefor shares of the capital stock, bonds, or other obligations of the Corporation or to make payment therefore by any other lawful means whatsoever;

k. To import, export, acquire, dispose of, manufacture and otherwise deal in mining equipment and exploitation of mineral oils, gaseous substances, metals, and other minerals in general;

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l. To render technical services to persons, entities interested in engaging in exploration, development and exploitation of mineral oils, gaseous substances, metals

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m. To merge or consolidate with any corporation hereto fore or hereafter created in such a manner as may be permitted by law;

n. To aid by loan, guaranty, subsidy or in any other manner whatsoever, insofar as maybe permitted by law, any corporation or association, any shares or voting trust certificates for shares or bonds or other securities or evidences of indebtedness of which shall be held by or for the Corporation or in which, or in the welfare of which, the Corporation shall have any interest; to do any acts or things designed to protect, preserve, improve, or enhance the value of any such shares, voting trust certificates, bonds, or other securities or evidences of indebtedness or the property of the Corporation, and in connection with such purposes to guarantee or become the surety for the performance of any obligation or undertaking of such corporation or association and to do any and all such other acts or things as maybe designed to accomplish such purposes;

o. To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount, to draw, make, accept, indorse, discount, transfer, assign, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable and transferable instruments and evidences of indebtedness and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage, and/or pledge all or any part of the property or assets at anytime held or owned by the Corporation shall authorize and as maybe permitted by law; and to sell or otherwise dispose of any bonds, debentures or other obligations of the Corporation for its corporate purposes;

p. To purchase, hold, sell, exchange, reissue, transfer or otherwise deal in shares of its own capital stock, in its own bonds or other obligations from time to time such extent and in such manner and upon such terms as its Board of Directors shall determine, provided that the Corporation shall not use any of its funds or property for the purchase of its own shares of stock when such use would cause any impairment of the capital of

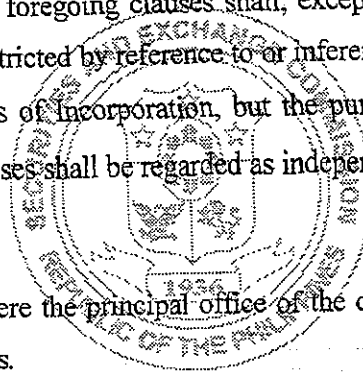
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purposes and powers specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses in these Articles of Incorporation, but the purposes and powers specified in each of the foregoing clauses shall be regarded as independent purposes and powers.



**THIRD:** That the place where the principal office of the corporation is to be established is at Metro Manila, Philippines.

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

**FIFTH:** That the names, nationalities, and residences of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Oliverio G. Laperal	Filipino	No. 283 MacArthur Highway, Valenzuela, Bulacan
David T. Chiong	Filipino	No. 415 Admiral Apartment, Malate, Manila
John Kui	Filipino	9430 Hydra Street, Bel-air, Makati, Rizal
Martin Tanhuanco	Filipino	No. 16, 9 <sup>th</sup> Street, Broadway, Quezon City
Pedro E. Teodoro	Filipino	20 Mariposa Street, Quezon City
Emma L. Laperal	Filipino	No. 283 MacArthur Highway, Valenzuela, Bulacan
Andres Cheng	Filipino	161 D. Tuason Street, Quezon City
Carlos Moran Sison	Filipino	No. 44 Tamarind Street, Forbes Park, Makati, Rizal
Pacita delos Reyes Philips	Filipino	No. 19 Pili Avenue, Forbes Park, Makati, Rizal
Joselito C. Baltazar	Filipino	306-A G. Pedro Street, Mandaluyong City
Joseph L. G. Chua	Filipino	11 Cabignayan Street, Quezon City
Rodolfo M. Lejano	Filipino	50 New York, Quezon City

**SIXTH:** ~~That the number of Directors of said Corporation shall be seven (7)~~ **AM** and the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

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<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Oliverio G. Laperal	Filipino	No. 283 MacArthur Highway, Valenzuela, Bulacan
David T. Chiong	Filipino	No. 415 Admiral Apartment, malate, Manila
John Kui	Filipino	9430 Hydra Street, Bel-air, Makati, Rizal
Martin Tanhuanco	Filipino	No. 16, 9 <sup>th</sup> Street, Broadway, Quezon City
Pedro E. Teodoro	Filipino	20 Mariposa Street, Quezon City
Emma L. Laperal	Filipino	No. 283 MacArthur Highway, Valenzuela, Bulacan
Geminiano Pineda	Filipino	172 Don Manuel Street, Quezon City

**SEVENTH:** That the authorized capital stock of the corporation is One Billion Eight Hundred Million Pesos (₱1,800,000,000.00), divided into Two Hundred Sixteen Million (216,000,000) Common Class "A" shares and One Hundred Forty Four Million (144,000,000) Common Class "B" shares both with a par value of Five Pesos (P5.00) per share.<sup>2</sup>

a. That the Common Class "A" shares and Common Class "B" shares shall have the same rights and privileges, except that Common Class "A" shares shall be issued and/or sold only to citizens of the Philippines or to Corporation at least sixty percent (60%) of the capital stock for/of which is owned by citizens of the Philippines, while Common Class "B" shares shall be issued and/or sold to any person or corporation irrespective of citizenship; Provided that a stockholder who is a Filipino citizen holding Common Class "B" shares shall be entitled at anytime to convert his Common Class "B" shares to Common Class "A" shares in the manner provided for in the By-Laws.

Any issuance or sale or transfer of Common Class "A" shares, whether voluntary or by operation of law, to persons or Corporation not qualified to acquire such shares shall be null and void and shall not be registered in the books of the Corporation. In the event that the

<sup>19</sup>  
<sup>2</sup> as amended by at least majority of the Board of Directors on December 19, 2006 and at least 2/3 of the stockholders on February 2, 2007

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Amended Articles of Incorporation  
Imperial Resources, Inc.

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Corporation finds that a holder of Common Class "A" shares is not qualified, or has, in any manner, lost his/its qualification to own such shares of stock, then the Corporation shall either (a) require the holder thereof to convert such Common Class "A" shares to Common Class "B" shares or designate other persons who is qualified to purchase the same at the prevailing market value of such shares in the Manila or Makati Stock Exchange at the closing of trading day immediately preceding the date of purchase.

B. But no shareholder of this Corporation shall have any pre-emptive or preferential right of subscription to any class of shares of stock of the Corporation or to any obligation convertible into shares of stock issued or sold by the Corporation. Acceptance of shares of stock of this Corporation shall be a waiver of any such pre-emptive or preferential right to subscribe to any or all classes of shares of stock of this Corporation.

The foregoing conditions shall be printed on the stock certificates to be issued by the Corporation.

**EIGHTH:** That the amount of said capital stock which has been actually subscribed is Five Million Pesos (P5,000,000.00), Philippine Currency, and that the following persons have subscribed for the number of shares set out after their respective names:

<u>Name</u>	<u>Residence</u>	<u>Number of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
Oliverio G. Laperal	No. 283 MacArthur Highway, Valenzuela, Bulacan	75,000,000	P750,000.00
David T. Chiong	No. 415 Admiral Apartment, malate, Manila	38,462,000	384,620.00
John Kui	9430 Hydra Street, Bel-air, Makati, Rizal	38,462,000	384,620.00
Martin Tanhuanco	No. 16, 9 <sup>th</sup> Street, Broadway, Quezon City	40,380,000	403,800.00
Pedro E. Teodoro	20 Mariposa Street, Quezon City	38,462,000	384,620.00
Emma L. Laperal	No. 283 MacArthur Highway, Valenzuela,	38,462,000	384,620.00

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Andres Cheng	Bulacan 161 D. Tuason Street, Quezon City	38,462,000	384,620.00
Carlos Moran Sison	No. 44 Tamarind Street, Forbes Park, Makati, Rizal	38,462,000	384,620.00
Pacita delos Reyes Philips	No. 19 Pili Avenue, Forbes Park, Makati, Rizal	38,462,000	384,620.00
Joselito C. Baltazar	306-A G. Pedro Street, Mandaluyong City	38,462,000	384,620.00
Joseph L. G. Chua	11 Cabignayan Street, Quezon City	19,231,000	192,310.00
Rodolfo M. Lejano	50 New York, Quezon City	19,231,000	192,310.0
<b>Total</b>		<b>500,000,000</b>	<b>P5,000,000.00</b>

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

<u>Name</u>	<u>Residence</u>	<u>Amount Paid</u>
Oliverio G. Laperal	No. 283 MacArthur Highway, Valenzuela, Bulacan	P192,295.00
David T. Chiong	No. 415 Admiral Apartment, malate, Manila	96,155.00
John Kui	9430 Hydra Street, Bel-air, Makati, Rizal	96,155.00
Martin Tanhuanco	No 16, 9 <sup>th</sup> Street, Broadway, Quezon City	96,155.00
Pedro E. Teodoro	20 Mariposa Street, Quezon City	96,155.00
Emma L. Laperal	No. 283 MacArthur Highway, Valenzuela, Bulacan	96,155.00
Andres Cheng	161 D. Tuason Street, Quezon City	96,155.00
Carlos Moran Sison	No. 44 Tamarind Street, Forbes Park, Makati, Rizal	96,155.00
Pacita delos Reyes Philips	No. 19 Pili Avenue, Forbes Park, Makati, Rizal	96,155.00
Joselito C. Baltazar	306-A G. Pedro Street, Mandaluyong City	96,155.00
Joseph L. G. Chua	11 Cabignayan Street, Quezon City	48,077.50
Rodolfo M. Lejano	50 New York, Quezon City	48,077.50

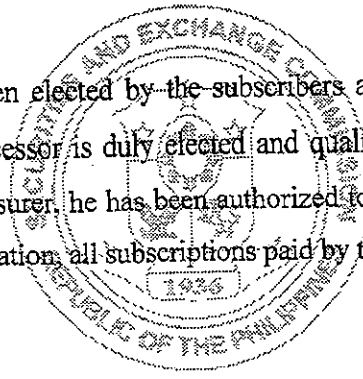
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Total

P1,250,000.00

**TENTH:** That John Kui has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and 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 subscriptions paid by the subscribers.



IN WITNESS WHEREOF, we have hereunto set our hands, this 27<sup>th</sup> day of August 1979 in the City of Manila, Philippines.

SGD. OLIVERIO G. LAPERAL

SGD. DAVID T. CHIONG

SGD. JOHN KUI

SGD. MARTIN TANHUANCO

SGD. PEDRO E. TEODORO

SGD. EMMA L. LAPERAL

SGD. ANDRES CHENG

SGD. CARLOS MORAN SISON

SGD. PACITA DELOS REYES  
PHILIPS

SGD. JOSELITO C. BALTAZAR

SGD. JOSEPH L. G. CHUA

SGD. RODOLFO M. LEJANO

Signed in the presence of:

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Illegible

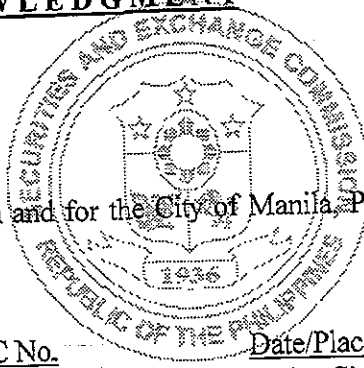
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**ACKNOWLEDGMENT**

Republic of the Philippines )  
City of Manila ) s.s.



BEFORE ME, a Notary Public in and for the City of Manila, Philippines, the day personally appeared:

<u>Name</u>	<u>CTC No.</u>	<u>Date/Place Issued</u>
Oliverio G. Laperal	A-4230243	Angeles City, 1/07/69
David T. Chiong	A-324878	Manila, 1/24/69
John Kui	A-186077	Manila, 1/04/69
Martin Tanhuanco	A-448985	Manila, 1/04/69
Pedro E. Teodoro	A-298836	Manila, 1/20/69
Emma L. Laperal	A-4230244	Angeles City, 1/07/69
Andres Cheng	A-185448	Manila, 3/08/69
Carlos Moran Sison	A-155739	Manila, 1/21/69
Pacita delos Reyes Philips	A-311801	Manila, 1/23/69
Joselito C. Baltazar	A-185961	Manila, 1/08/69
Joseph L. G. Chua	A-128505	Manila, 1/10/69
Rodolfo M. Lejano	A-4833497	Quezon City, 2/07/69

all known 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 above written.

Doc. No. 196;  
Page No. 6;  
Book No. II;  
Series of 1969.

SGD.  
(Illegible)  
Notary Public  
Until December 31, 1970

Date: 23-12-2014 Time: 10:58:49 AM