



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

COMPANY REG. NO. 4429

**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

MANILA MINING CORPORATION
(Amending Article VII thereof)

copy annexed, adopted on February 17, 2009 and April 20, 2010 by a majority vote of the Board of Director and on April 21, 2009 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 Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 8th day of June, Twenty Ten.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department

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VERIFIED BY: [Signature]

2020-00000000

ARTICLES
OF INCORPORATION

EMILLA MINING CORPORATION

BY JAMES P. [Signature]
SECRETARIES

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE DO HEREBY CERTIFY:

FIRST: - That the name of said corporation shall be
EMILLA MINING CORPORATION

SECOND: - That the primary purpose for which said corporation is formed, is to carry on the business, for itself and for others, of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in gold, silver, chromium, copper, lead, zinc, iron, brass, steel, limestone, and all kinds of ores, metals and minerals, and the products and by-products thereof, of every kind and description and by whatsoever process the same can be or may hereafter, be produced.

To buy, sell, locate, exchange, lease, acquire, and deal in lands, mines, and mineral rights and claims, as well as to acquire, lease, develop and operate all concessions and/or lands believed to contain oil, and to conduct all business appertaining thereto; to purchase real estate, lease, locate or otherwise acquire mining rights, mines, buildings, dwelling, plants, machinery, tools and other properties whatsoever which this corporation may, from time to time, find to be its advantage; to mine and market any mineral or other products, that may be found in or on such lands, and to explore, work, exercise, develop or turn to account the same;

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As amended at the stockholders meeting on

and to acquire, develop and utilize water rights in such manner as may be authorized or permitted by law; to purchase, hire, make, construct or otherwise, acquire, provide, maintain, equip, alter, effect, improve, repair, manage, work and operate private roads, and tramways, private telegraph and telephone lines, as may be needed by the corporation for its own purposes and to construct, maintain and operate piers, wharves, wells, reservoirs, flumes, watercourses, waterworks, aqueducts, shafts, tunnels, furnaces, coke ovens, crushing works, gas works, electric light and power plants, compressed air plants, chemical works of all kinds, concentrators, smelters, smelting plants and refineries, warehouses, workshops, factories, dwelling houses, stores, and other buildings, engines, machinery, implements and other works, conveniences and properties of any description in connection with, or which may be directly or indirectly conducive to any of the objects of the company; and to contribute to, subsidize or otherwise, aid or take part in any such operations.

Without in any particular limiting the powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to make, perform, and carry out contracts of every sort and kind with any person, firm, or corporation, private, public or municipal, or body politic, and with the Government of the United States, or of any state, territory, or possession thereof, or any foreign governments; to have one or more offices out of the Philippines, and to conduct its business and exercise its powers in any part of the Philippines or in any other country, state or territory and, in carrying on its business, to do any and all acts and things and to exercise in any and all powers which may be necessary or conducive to the accomplishment or furtherance of its business or which a natural person could do and

exercise on which now or hereafter, may be authorized by law.

The foregoing clauses shall be constructed both as objects and as powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general power of the corporation.

THIRD : - That the place where the principal office of the corporation is to be established or located at Makati Rizal, Philippines.

FOURTH : - That the term for which the corporation is to exist is fifty (50) years from and after the date of incorporation, WHICH IS EXTENDED FOR ANOTHER PERIOD OF FIFTY (50) YEARS FROM AND AFTER June 3 May 1999, the date of the expiration of the original term.

FIFTH : - That the names, nationalities, and residence of the incorporators of the corporations are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>P.O. ADDRESS</u>
CHAS A. MITKE	American	307 Ayala Bldg., Manila
JESSY MITKE	American	15 Gilmore Avenue, Quezon City
GABRIEL MAGGAY	Filipino	15 Gilmore Avenue, Quezon City
ROSE A. MARTINEZ	Filipino	422 Economia Street, Sampaloc, Manila
NAZARIO MADULUY	Filipino	15 Gilmore Avenue, Quezon City

SIXTH : - That the number of directors of the corporation shall be nine (9) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<u>NAME</u>	<u>P.O. ADDRESS</u>
CHAS A. MITKE	307 Ayala Bldg., Manila
A. D. CARSON	Wilson Bldg., Manila
JESSY MITKE	15 Gilmore Avenue, Quezon City
FOREST MYERS	Myers Bldg., Forth Area, Manila
LUIS ONGPIN	Wilson Bldg., Manila

*As amended at the stockholders meeting of March 3, 1971.
 **As amended at the stockholders meeting of March 5, 1969.
 ***As amended at the stockholders meeting of April 20, 1998.

*SEVENTH: - That the capital stock of the said Corporation is TWO BILLION SIX HUNDRED MILLION PESOS (P2,600,000,000.00), Philippine Currency, and said capital stock is divided into ONE HUNDRED FIFTY-SIX BILLION (156,000,000,000) shares of Common Class "A" Stock of the par value of ONE CENTAVO (P0.01) per share and ONE HUNDRED FOUR BILLION (104,000,000,000) shares of Common Class "B" Stock of the par value of ONE CENTAVO (P0.01) per share. All shares of stock of the Corporation of whatever Class shall enjoy the same rights and privileges except only as herein otherwise provided.

(a) Shares of Common Class "A" Stock shall be issued subject to the following limitations, which shall be printed on the stock certificate for such shares. Only Philippine Nationals as defined herein shall be qualified to acquire, own or hold shares of Common Class "A" Stock of the Corporation, and no such shares may be issued, sold or transferred except to such Philippine Nationals. Any issuance, sale or transfer of shares of Common Class "A" Stock, whether voluntary or by operation of law, made in violation of the foregoing condition shall be null and void and shall not be registrable in the books of the Corporation. For the purpose of this provision, a Philippine National shall mean a citizen of the Philippines or a partnership or association, or a corporation organized under the laws of the Philippines of which at least sixty percent (60%) of the capital stock outstanding are owned by citizens of the Philippines. In the event the Corporation shall find that a holder of Common Class "A" Stock is not qualified or has in any manner lost his/its qualification to own shares of such stock in the Corporation, then the Corporation, either by itself or through any qualified and willing person or corporation designated by its Board of Directors, shall have the right to forthwith purchase the shares of Common Class "A" Stock of the disqualified stockholder at the market value of such shares which shall be the price of the last transaction in the over-the-counter market immediately preceding the date of purchase or the price at the closing transaction in the Manila/Makati Stock Exchange on the last trading day immediately preceding the date of purchase. Upon payment or tender of payment

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to the disqualified stockholders, the Secretary of the Corporation shall have full authority, as the attorney-in-fact of the disqualified stockholders, to transfer the said stockholders' shares in favor of the Corporation or to the transferee stockholder(s) designated by the Board of Directors of the Corporation, which transfer may be made without the need of any further authorization from the disqualified stockholder, who upon demand shall be bound to surrender to the Secretary for cancellation the corresponding stock certificate(s) duly endorsed by such stockholder. The failure of such disqualified stockholder to surrender his/its stock certificates as aforesaid shall not, however, prevent the aforementioned transfer from being registered in the books of the corporation from being otherwise effective.

(b) Shares of Common Class "A" Stock shall be issued subject to the following limitations which shall be printed on the stock certificates for such shares. The total number of shares of Common Class "B" Stock which shall at any time be subscribed, issued or outstanding shall in no case exceed four-sixths (4/6) of the number of Shares of Common Class "A" Stock then subscribed, issued or outstanding or 40% of the aggregate number of Common Class "A" and Common Class "B" Stock then subscribed, issued or outstanding. Any issuance of or subscription to any shares of Common Class "B" Stock in violation of this condition shall be deemed null and void.

If at any time the total number of Common Class "B" Stock subscribed, issued or outstanding exceeds the limits prescribed in the preceding paragraph, then the corporation may, at its option, issue or sell such number of Common Class "A" Stock to the Philippine Nationals, at the price and in the manner provided in paragraph (A) hereof, or take such other action as may be necessary to insure that, after such issue or such other action, the total number of subscribed, issued or outstanding Common Class "B" Stock will not exceed 40% of the aggregate number of Common Class "A" and Class "B" Stock then subscribed, issued and outstanding.

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(c) That the Capital Stock subscribed, issued or outstanding shall, not later than 30 business days after the approval by the Securities and Exchange Commission of this Amended Articles of Incorporation (the "Effective Date"), be deemed to have been correspondingly classified and converted into shares of Common Class "A" and Common Class "B" Stock, depending upon whether the shares have been subscribed, or are owned and held by-

- (i) Philippine Nationals, in which event, to extent of 60% of the Capital Stock of the Corporation subscribed, issued or outstanding as of the Effective Date, such shares shall be classified as Common Class "A" Stock;
- (ii) Non-Philippine Nationals, in which event, to the extent of 40% of the capital stock of the Corporation subscribed, issued or outstanding as of the Effective Date, such shares shall be classified as Common Class "B" Stock, provided, however, that all shares subscribed, owned or held by Philippine Nationals as of the Effective Date in excess of the 60% maximum limit prescribed in the preceding sub-paragraph (i), shall be classified and issued as shares of Class "B" Common Stock and distributed to such stockholders pro rata;
- (iii) The Board of Directors is hereby further authorized to take such measures including such adjustments as it may deem necessary and proper to implement the replacement of the certificates and to assure that the proportion of shares of Common Class "A" Stock shall be effected and maintained as provided

(d) In the event the Corporation shall increase or decrease the number of its issued and outstanding shares of stocks by way of a stock split or a stock dividend or a consolidation of shares or other capital adjustment, the holders of each class of common stock shall be entitled to receive, or to be required to surrender, as the case may be, on a pro-rata basis, shares of the capital stock of the same class as that already held by the respective holders, with such adjustments as the Board of Directors may determine as necessary to assure that the proportion of shares of Common Class "A" to shares of Common Class "B" Stock as provided herein is maintained and to avoid issuance of fractional shares or fractional interests in a share. These restrictions shall be indicated in all stock certificates.

** (e) Notwithstanding the provisions of paragraph (d) hereof, and to the extent that the total number of subscribed, issued and outstanding Common Class "B" stock shall not exceed four-sixths (4/6) of the number of Common Class "A" stock subscribed, issued and outstanding, or 40% of the aggregate number of Common Class "A" and Common Class "B" stock subscribed, issued and outstanding, the preemptive right of stockholders to subscribe to all issues or disposition of the shares of any class of the Corporation in proportion to their respective shareholdings is hereby denied.

EIGHT: - That the amount of said capital stock* which has been actually subscribed and paid for is FOUR THOUSAND EIGHT HUNDRED (P4,800.00) PESOS, and the following persons have subscribed and paid for the number of shares and amount of capital stock set out after their respective names: -

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Capital Stock</u>
Rev. Chas, Beurms	Manila	168,000	P 336.00
Dr. C. A. Fanton	"	168,000	336.00
Dr. L. Z. Fletcher	"	134,400	268.00
F. Ortigas, Jr.	"	33,600	67.20
Chas A. Mike	"	624,000	1,284.00
Luis Ongpin	"	1,000	2.00

* - Number of shares on the basis of P0.02 per share.

** - As amended at the stockholders' meeting held on April 16, 2001.

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<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>CAPITAL STOCK</u>
JESSY MITKE	Manila	500,000	1,000.00
DR. GEORGE L. ADAMSON	"	40,000	96.00
J. R. DALONKITA	"	40,000	96.00
SANTOS MURILLO	Cebu	15,000	30.00
RALPH PAULI	Manila	24,000	48.00
FOREST MYERS	"	144,000	288.00
S. LAUWERS	"	24,000	48.00
J. D. IPEIDJIAN	"	40,000	76.00
K. H. HEWADY	"	12,000	24.00
DNA. EMTLIA FORTICH, VDA. DE PAREDES	Mindanao	24,000	48.00
MORRIS WADSWORTH	Del Monte Mindanao	24,000	48.00
FRED L. LAMBERT	"	24,000	48.00
C. FRITZ	New York	72,000	144.00
C. B. CULBERTSON	"	72,000	144.00
ROY EWING	Manila	24,000	48.00
J. H. BROOKS	"	36,000	72.00
ALF WELHAVEN	"	24,000	48.00
JOHN TALLAHY	New York	24,000	48.00
DAN KEATING	Manila	24,000	48.00
NED PARRISH	"	12,000	24.00
A. B. CARSON	"	24,000	48.00
REV. CONSTANT JURGEMS	Tuguegarao	24,000	48.00
		<u>2,400,000</u>	<u>48,800.00</u>

TENTH: - That JESSY MITKE has been elected by the subscribers as Treasurer of the Corporation, to act as such until her successor is duly elected and qualified in accordance with the by-laws and that as such treasurer she has been authorized to receive for the corporation and to receipt in its name, for all subscription paid in by said subscribers.

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IN WITNESS WHEREOF, we have hereunto set our hands at the
City of Manila, this 30th day of May 1949.

(SCD.) CHAS A. MITKE

(SCD.) JESSY MITKE

(SCD.) GABRIEL MAGCAY

(SCD.) ROSE A. MARTINEZ

(SCD.) NAZARIO MABULUY

Signed in the Presence of:

(SCD.) F. A. PELMOKA

(SCD.) L. D. LEONEN

REPUBLIC OF THE PHILIPPINES }
CITY OF MANILA } S. S.

Before me, a Notary Public in and for the City of Manila, personally appeared CHAS A. MITKE with Residence Certificate No. A-1649049 issued at Masbate on June 11, 1949; JESSY MITKE with Residence Certificate No. A-3531797 issued at Quezon City on February 24, 1949; GABRIEL MAGCAY with Residence Certificate No. A-3533070 issued at Quezon City on February 21, 1949; ROSE A. MARTINEZ with Residence Certificate No. A-155157 issued at Manila on February 2, 1949; and NAZARIO MABULUY with Residence Certificate No. A-167705 issued at Quezon City on February 5, 1949; known to me to be the same persons who executed the foregoing instrument and acknowledged that they executed same as their free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal this 30th day of May 1949.

(SCD.) F. A. PELMOKA
Notary Public

My commission expires Dec. 31, 1950

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TREASURER'S AFFIDAVIT

REPUBLIC OF THE PHILIPPINES }
CITY OF MANILA } S. S.

JESSY MITKE, being first duly sworn, deposes and says: -

That on the 30th of May 1949, she was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation, to act as such until her successor has been duly elected and qualified in accordance with the by-laws of the corporation and that as such treasurer,

she has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock; that FOUR THOUSAND EIGHT HUNDRED (P4,800.00) PESOS worth of stock has been actually subscribed, and that of said subscriptions, FOUR THOUSAND EIGHT (P4,000.00) PESOS have been paid to her in trust and received by her in cash for the benefit and to the credit of the corporation and that at least 20% of the entire capital stock of the company has been actually subscribed, and that 100% of the subscription have been actually paid to her in trust and received by her in cash for the benefit and to the credit of the corporation.

(SCD.) JESSY MITRE

SUBSCRIBED AND SWORN to before me this 30th day of May 1949, affiant exhibiting to me her residence certificate no. A-3532797, issued at Quezon City, February 24, 1949.

(SCD.) F. A. PELMORA
Notary Public
My commission expires Dec. 31, 1950

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