



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

COMPANY REG. NO. 26126

**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

HOLCIM PHILIPPINES, INC.

[Amending Article IV by extending the term of its existence thereof.]

copy annexed, adopted on March 31, 2011 by a majority vote of the Board of Directors and on May 12, 2011 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Asst. Corporate 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 22 day of May, Twenty Twelve.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION

HOLCIM PHILIPPINES, INC.
(Formerly Union Cement Corporation)

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST - That the name of said corporation shall be:

HOLCIM PHILIPPINES, INC.
*(As amended on September 3, 2004 by the Board of Directors and
on November 15, 2004 by Shareholders)*

SECOND - That the purpose for which the corporation is formed are:

Primary Purpose

To engage in the business of manufacture, production and merchandising, whether domestically or for export, of cement, cement products and by-products, including its derivatives, and any and all kinds of minerals and building materials. *(As amended on March 31, 2011 by the Board of Directors and on May 12, 2011 by the Shareholders)*

Secondary Purposes

1. To engage in the business of purchasing, developing, selling, exchanging and holding for investment or otherwise, real estate of all kinds; *(As amended on March 31, 2011 by the Board of Directors and on May 12, 2011 by the Shareholders)*

2. Handling, treatment, thermal destruction, utilization, and disposal or sorted, unrecycled, uncomposted municipal, bio-medical, hazardous, pathological and infectious wastes through the use of environmentally-sound and safe non-burn technologies; *(As amended on February 5, 2009 by the Board of Directors and on May 21, 2009 by the Shareholders)*

3. To locate, lease, purchase, and otherwise acquire, sell, exchange, mortgage and other dispose of mining claims and concessions containing lime,

limestone, marble, granite and other minerals and to undertake all such work for the development and exploitation of any and all raw materials that may be required or necessary for the attainment of the objects herein stated;

4. To secure from any governmental, provincial, municipal or other authority, the rights, power, privileges, franchises and concessions needed for its operations;

5. To acquire, construct, maintain and operate mills, factories, kilns, works machinery, appliances, and warehouses which may be used in the manufacture, production and merchandising of cement, cement products, and by-products, and all other kinds classes of building materials;

6. To buy, manufacture, repair, alter and exchange, let or hire, import, export, sell at wholesale and deal in and with kinds of articles and things which may be acquired for the business of the corporation;

7. As principal or agent, to acquire by purchase or otherwise own, hold, take or lease, exchange, mortgage, let, sell, or dispose of any and all real and personal property, rights and privileges, suitable or convenient for any of the purposes or business of the corporation and to acquire by purchase or otherwise, own, hold, take or lease, mortgage, sell or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and aid or subscribe toward the construction, acquisition or improvement of any factory, shop, storehouse, building, manufacturing and commercial establishment, and any other structure of every character, including all equipment, fixtures, machinery, implements and supplies necessary or incidental to, or connected with any of the purposes or business of the corporation;

8. To have one or more branch offices or agencies, and to carry on any or all of its operations and business without any restrictions except those imposed by law as to place or amount including the right to hold, purchase, or otherwise deal in and with real and personal property anywhere within or without the Philippines;

9. To apply for, or join in applying for, purchase or otherwise acquire, sell, exchange, assign or otherwise dispose of, and protect, prolong, extend and renew any patent, patent rights, inventions, improvements, processes, licenses, trademarks, trade names, business names, marks or designs, protections and concessions used in connections with or secured under letter patents of the Philippines and other countries, and to use and turn to accounts, and to manufacture under or grant licenses or privileges to enter into obligations and contracts, agreements and cooperative relations not contrary to law, in respect of the same, with any person, natural, judicial, governmental, municipal or otherwise;

10. To make, accept, indorse, guarantee, execute, and issue promissory notes, bills of exchange, bonds, debentures and other obligations from time, for the purchase of property or for any purpose in or about the business of the corporation insofar as the

same is permissible under the Philippine Corporation Law and other laws, and to secure the payment of any such obligation by mortgage, pledge, deed of trust or otherwise;

11. To purchase, acquire, hold, pledge, sell and dispose of the shares of stock, bonds and other evidence of indebtedness and other obligations of any corporation, domestic or foreign, and to possess and exercise in respect to such stock of other corporation thus acquired, all rights, powers and privileges, of individual owners or holders thereof, and to exercise any and all voting powers incident to the ownership thereof;

12. To purchase, retire, redeem, hold, pledge, sell, reissue and otherwise dispose of the shares of stock, bonds or other obligations of the corporation in such manner and upon such terms as the Board of Directors may deem expedient and insofar as may be permitted by law;

13. As may be necessary or desirable to the purpose for which this corporation is organized, to lend and advance money or give credit, whether by long, medium or short term loans, to persons, firms, entities and corporations with such security and on such terms and conditions as the Board of Directors may think fit; and

14. To do any or all of the things herein set forth and generally, to do any and everything necessary, suitable and proper for the accomplishment of any of the objects of the corporations.

The foregoing clauses shall be construed both as purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the general purposes and power of the corporation nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

THIRD - That the place where the principal office of the corporation is to be established or located is at the 7th Floor Two World Square, McKinley Hill, Fort Bonifacio, Taguig City, Philippines. *(As amended on February 5, 2009 by the Board of Directors and on May 21, 2009 by the Shareholders)*

FOURTH - That the term for which said corporation is to exist is **extended for another FIFTY (50) YEARS from November 12, 2014.** *(As amended on March 31, 2011 by the Board of Directors and on May 12, 2011 by the Shareholders)*

FIFTH - That the names, citizenship and residence of the incorporators of said corporation are as follows:

Name	Citizenship	Residence
Alberto M. Meer	Filipino	40 Pili Ave., Makati, Rizal
Alberto O. Villaraza	Filipino	141 Don Manuel St., Quezon City
Ramon O. Reynoso, Jr.	Filipino	Andrea Vill. 1, Cavite City
Pedro T. Macatangay, Jr.	Filipino	2352 M. Colayco St., Pasay City

Senen M. Castillo

Filipino

120 Moana St., Pasay City

SIXTH - That the number of the directors of said corporation shall be ELEVEN (11), and the names, citizenship, and residences of the directors of the corporation, who are to serve until their successors are duly elected and qualified as provided by the By-Laws, are as follows: *(As amended on January 18, 2010 by the Board of Directors and on May 4, 2010 by the Shareholders)*

Name	Citizenship	Residence
Antonio de las Alas	Filipino	22 Kanlaon St., Quezon City
Alfonso T. Yuchengco	Filipino	47 McKinley Road, Makati, Rizal
George F. Lee	Filipino	3537 Sining St., Sta. Mesa, Manila
Alberto M. Meer	Filipino	40 Pili Ave., Makati, Rizal
Alberto O. Villaraza	Filipino	141 Don Manuel St., Quezon City
Ramon O. Reynoso, Jr.	Filipino	Andrea Vill. 1, Cavite City
Pedro T. Macatangay, Jr.	Filipino	2352 M. Colayco St., Pasay City
Senen M. Castillo	Filipino	120 Moana St., Pasay City
Efren C. Gutierrez	Filipino	1114 A. Francisco St., Singalong, Manila

SEVENTH - That the total authorized capital stock of this corporation is TEN BILLION PESOS (₱ 10,000,000,000.00), Philippine Currency. Said capital stock shall be divided into two classes, viz:

1. Nine Billion Nine Hundred Eighty Million (9,980,000) shares of the par value of One Peso (₱1.00) each, Philippine currency, to be known as Common Stock; and *(As amended on September 14, 1999)*
2. Twenty Million (20,000,000) shares of the par value of One Peso (₱1.00) Philippine currency, each to be known as Preferred Stock.

The holder of common shares shall not be entitled to pre-emptive rights to subscribe to any issues or preferred shares, neither shall the holders of preferred shares be entitled to pre-emptive rights to subscribe to any issues of common shares.

The aforesaid Preferred Stock may be issued from time to time in one on one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of Preferred Stock, to fix the number of shares to be included in each of such series, and to determine, among others, the price, cash dividend rate, amount or period, and the manner of redemption of shares for each of such series. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each series Preferred Stock shall be specified in such resolution(s) as may be adopted by the Board of Directors prior to the issue of each such series ("the Enabling Resolutions"), which resolution(s) shall be filed and approved by the Securities and Exchange Commission and thereupon be deemed part of these Articles of Incorporation.

The holders of Preferred Stock of each and any series shall be entitled to receive as and when declared by the Board of Directors cash dividends at such rate or amount and period as may be fixed in the Enabling Resolutions for each series. Such dividends shall be cumulate from and after the date of issue thereof, whether or not in any period the amount thereof is covered by available retained earnings. No dividends shall be declared or paid on the common shares unless full accumulated dividends on all series of Preferred Stock for all past dividend periods and for the then current dividend period shall have been declared and/or paid by the Corporation. The holders of Preferred Stock of any series shall not be entitled to any participation or share in retained earnings remaining after payments shall have been made on the Preferred Stock.

The holders of Preferred Stocks shall not be entitled to vote except in those cases expressly provided by the law.

The Preferred Stock shall not be convertible to any other class of shares.

The Preferred Stock of any series shall be redeemable by and at the option of the Corporation at such price and within such period and in such manner as may be fixed in the Enabling Resolutions.

In the event of liquidation, dissolution, bankruptcy or winding up of the affairs of the Corporation, except in cases of merger or consolidation, the holders of Preferred Stock shall be entitled to be paid in full or ratably insofar as the assets of the Corporation will permit the redemption price as fixed in the Enabling Resolutions for each share held plus all unpaid accumulated dividends up to the then current dividend period before any assets of the Corporation shall be paid or distributed to the holders of common shares. *(As amended on June 19, 1997 and June 27, 1997)*

EIGHTH - That the amount of said capital stock which has been actually subscribed is FOUR MILLION PESOS (₱4,000,000.00), and the following persons have subscribed for the number of shares and the amount of the capital stock set out after their respective names:

<u>Name</u>	<u>Kind & Number of Shares Subscribed</u>		<u>Amount of Capital Subscribed</u>
	<u>Common Voting</u>	<u>Common Non-Voting</u>	
Alfonso T. Yunchengco	1,043,996	1,120,000	₱2,163,996.00
Antonio de las Alas	612,000		612,000.00
George F. Lee	612,000		612,000.00
Alberto M. Meer	611,999		611,999.00
Alberto O. Villaranza	1		1.00
Ramon O. Reynoso, Jr.	1		1.00
Pedro T. Macatangay	1		1.00
Senen M. Castillo	1		1.00
Efren C. Gutierrez	1		1.00
TOTAL	2,880,000	1,120,000	₱4,000,000.00

NINTH - That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out opposite their respective names:

<u>Name</u>	<u>Common Voting</u>	<u>Common Non-Voting</u>	<u>Amount of Capital Subscribed</u>
Alfonso T. Yunchengco	₱244,996.00	280,000.00	₱624,996.00
Antonio de las Alas	125,000.00		125,000.00
George F. Lee	125,000.00		125,000.00
Alberto M. Meer	124,999.00		124,999.00
Alberto O. Villaranza	1.00		1.00
Ramon O. Reynoso, Jr.	1.00		1.00
Pedro T. Macatangay	1.00		1.00
Senen M. Castillo	1.00		1.00
Efren C. Gutierrez	1.00		1.00
TOTAL	₱720,000.00	₱280,000.00	₱1,000,000.00

TENTH - That ALBERTO M. MEER 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 the corporation and to receipt in its name all subscribed paid in the said subscriber.

IN WITNESS WHEREOF , we have here unto set our hands on his 18th day of August 1964, at Manila, Philippines.

(SGD.) ALBERTO M. MEER

(SGD.) ALBERTO O. VILLARAZA

(SGD.) RAMON O. REYNOSO JR.

(SGD.) PEDRO T. MACATANGAY, JR.

(SGD.) SENEN M. CASTILLO

Signed in the presence of:

(SGD.) ELENA GUEVARA

(SGD.) ANGELITO D. MENDOZA

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

BEFORE ME, a Notary Public in and for the city of Manila, Philippines, on this 18th day of August 1964, personally appeared:

Name	Residence Certificate		Place
	<u>Number</u>	<u>Date</u>	
Alberto M. Meer	A-0170895	1-26-64	Manila
Alberto O. Villaraza	A-3942654	1-02-64	Majayjay, Laguna
Ramon O. Reynoso	A-3056108	3-03-64	Daet, Cam. Sur
Pedro T. Macatangay, Jr.	A-4308670	1-02-64	Pasay City
Senen M. Castillo	A-0063574	1-09-64	Manila

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledge to me that the same is their own free and voluntary act and deed.

WITNESS MY HAND AND SEAL at the place and on the date first above written.

(SGD.) EFREN C. GUTIERREZ
Notary Public

Doc No. 155;
Page No. 32;
Book No. III;
Series of 1964.