



Republic of the Philippines  
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong  
Metro-Manila

S.E.C. Reg. No. 133653

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 the

ASIAN TERMINALS INC.  
(Formerly: Marina Port Services, Inc.)  
(Amending Articles I & VI thereof)

copy annexed, adopted on August 7, 1993 by a majority vote of the Board of Directors and 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 this Office on the 2nd day of September nineteen hundred and ninety-three, pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 2nd day of September in the year of our Lord nineteen hundred and ninety-three



*Sonia M. Ballo*  
SONIA M. BALLO  
Director

Corporate and Legal Department

ARTICLES OF INCORPORATION  
OF

(Amended as of  
7 August 1993)

ASIAN TERMINALS INC.  
(formerly MARINA PORT SERVICES, INC.)



KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of whom are of legal ages, citizens and residents of the Philippines have this day voluntarily associated ourselves together for 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 :

(Amended as of  
7 August 1993)

ASIAN TERMINALS INC.

SECOND : That the purposes for which the corporation is formed are :

**PRIMARY PURPOSE**

Insofar as may be allowed or permitted under the existing laws directly or indirectly as principal, agent, commercial broker or contractor, to carry on the business of providing and rendering general services incidental to and necessarily connected with, the operation and management of port terminals in the Philippines, which will involve the handling of containers, bulk liquid and dry cargoes, refrigerated warehousing facilities, warehousing and stevedoring, lightering, towing and/or storing of cargo handled by the company to and from port terminals in the delivery from abroad and/or for shipment abroad as may be necessary or incidental thereto.

**SECONDARY PURPOSES**

1. Subject to existing laws and applicable rules and regulations to reclaim and develop certain foreshore areas of Manila Bay and to introduce land improvements and others, to contract, develop, to sub-contract, etc. to

build, structure, to operate dredges, earth moving equipment, to prepare, lease, purchase, sell mechanical equipment used for cargo handling such as automotive vehicles, gantry cranes, forklifts, cranes, transtrainers and others, facilities for repairs, construction, cleaning of containers, maintenance shops for mechanical and engineering equipment, to sublet electrical power, to distribute fresh water, to conduct handling, to undertake fumigation of vessels and containers, to receive, handle, store, transport cargoes, to operate a tank farm for liquids such as chemicals, petroleum products and coconut oil, and to operate and manage oil bunkering facilities, and to operate and manage its own security agency.

2. To construct, purchase, take on lease or otherwise acquire and also to rent, lease, hypothecate and convey wharves, piers, docks, drydocks, basins, derricks, elevators, warehouses, stores, ships, trucks and other vehicles, and other structures thereon or other premises deemed capable of being advantageously used in connection with the business of the corporation, and generally to carry on and undertake any and all business undertaking, transaction or operation commonly carried or undertaken by a port terminal and a stevedoring and brokerage concern.

3 To acquire, operate, maintain, buy, sell, charter, deal, in and with, own, lease, pledge and otherwise dispose of ships, vessels and boats and other transportation facilities of every nature and kind whatsoever together with all materials, articles, tools, machineries, and appliances entering into and suitable or convenient for the construction and equipment thereof, and together with engines, boilers and appurtenances thereto of all kinds.

4. To engage in the business of public and private warehousing and all business necessarily or impliedly incidental thereto, and to further carry on the business of general warehousing in all its several branches, to issue certificates warrants and receipts, negotiable or otherwise, to persons warehousing goods with the corporation, and to make, negotiate, to manufacture, sell, lease, rent and trade in all goods and things usually dealt in by warehousemen, to import and export products; goods, wares, and merchandise for others, doing, performing all acts and things necessary, proper and convenient for the shipping, clearing and forwarding of said products, goods, wares and merchandise, to act as shipping brokers, forwarding agents and merchandise brokers.

5. As well as in furtherance of and in conjunction with the general business of the corporation, to purchase, acquire, hold, sell, lease, exchange, mortgage and otherwise deal in and with real and personal property, manufacturing, storage, landing, and shipping sites, factories, warehouses, bodegas, wharves, pipes, decks, pipelines, and such other properties, franchises, rights, and facilities as may be reasonably necessary for the due and proper conduct of the business of the corporation.

6. To carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by promoters, concessionaries, contractors, commercial brokers and commission merchants as may be incidental or related to the foregoing purposes.

7. To apply for, obtain, register or otherwise acquire and to hold, use, own, operate, mortgage, sell, assign or otherwise dispose of any trademarks, tradenames, patents, inventories, improvements, and processes used in connection with, or secured under letters patents of the United States or other countries, or otherwise.

8. To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other persons, firms, corporations or associations, and conduct in any lawful manner the business as acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

9. To grant to other persons, firms, corporations and other individual or juridical entities, the right, privilege or concession to carry on any kind of business or enterprise on the premises of the corporation on such terms as it may deem expedient or proper.

10. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation, or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment of the properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.

11. To invest in and deal with the monies 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 and sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept.

12. Without limiting, but in amplification of the foregoing powers, to do or perform any other act or things and to exercise any and all powers which a juridical person could do or exercise now or hereafter under the law; and to that end to transact any other business necessary in carrying out the foregoing powers or incidental thereto or calculated to further such business or to enhance the value of the properties of the corporation.

THIRD: That the place where the principal office of the corporation is to be located and established is in Metro Manila, Philippines.

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 and residence of the incorporators of said corporation are as follows:

<u>Names</u>	<u>Residences</u>
Delfin S. Mendoza	185 Calamba St., Talayan, Quezon City
Ramon S. Mendoza	87 Biak-na-Bato, Quezon City
Manuel O. Malvar	49 Dapitan St., Quezon City
Rolando M. Rojas	No. 9 Tenguile St., North Forbes, Makati, Metro Manila
Vicente M. Estanislao, Sr.	835 Mercado St., Bagupan, Tondo, Manila

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

(Amended as-of  
7 August 1993)

<u>Names</u>	<u>Residences</u>
Delfin S. Mendoza	185 Calamba St., Talayan, Quezon City
Ramon S. Mendoza	87 Biak-na-Bato, Quezon City
Manuel Q. Malvar	49 Dapitan St., Quezon City
Rolando M. Rojas	No. 9 Tanguile St., North Forbes, Makati, Metro Manila
Vicente M. Estanislao, Sr.	835 Mercado St., Dagupan, Tondo Manila

SEVENTH: That the capital stock of the said corporation is THREE (Amended as of HUNDRED NINETY MILLION (P390,000,000.00) PESOS, 20 December 1991) Philippine Currency, and said capital stock is divided into THREE MILLION NINE HUNDRED THOUSAND (3,900,000) SHARES of the par value of ONE HUNDRED (P100.00) PESOS per share.

That no transfer of shares of stock which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock shall be allowed or permitted to be recorded in the proper books and this restriction shall be printed in all the stock certificates to be issued by the corporation.

Provided, however, that the subscription for and the ownership of all shares of stock in this corporation are made and taken upon the condition that any holder of shares of stock desiring to sell or otherwise dispose of the same shall first offer his stock to the other stockholders of record then to the corporation at the book value thereof and under the terms and conditions expressly agreed upon. The right to repurchase shall be exercised by the offerees within thirty (30) days, respectively, from the date of receipt of the written notice from the stockholders.

Provided, further, that in the event a stockholder dies or shall have his share or shares levied on execution then the executor or administrator or his estate or the assigns of the shares taken on execution, shall, within thirty (30) days from the date of assumption of office as such executor or administrator or of such taking on execution offer to sell his share to the other stockholders then to the corporation at the book value thereof and under the terms and conditions to be agreed upon. The right to purchase shall be exercised by the offerees within thirty (30) days from the date of notice of offer.

Any transfer or sale of any shares of stock by any stockholder to others without offering the same to the stockholder of record then to the corporation as aforeprovided shall be null and void. Provided, finally, that the conditions for the sale or disposal of stock shall appear in the stock certificates.

EIGHT: That the amount of capital stock which has been actually subscribed is FORTY FIVE THOUSAND (45,000) shares and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names :

<u>Name</u>	<u>No. of Shares</u>	<u>Amt. of Subscription</u>
Delfin M. Mendoza	29,249	P 2,924,900.00
Ramon S. Mendoza	1	100.00
Manuel Malvar	11,249	1,124,900.00
Rolando M. Rojas	1	100.00
Vicente M. Estanislao	4,500	450,000.00
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	45,000	P 4,500,000.00

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

<u>Name</u>	<u>No. of Shares</u>	<u>Amt. Paid on Subscription</u>
Delfin M. Mendoza	7,311.5	P 731,150.00
Ramon S. Mendoza	1	100.00
Manuel Malvar	2,811.5	281,150.00
Rolando M. Rojas	1	100.00
Vicente M. Estanislao	1,125	112,500.00
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	11,250	P 1,125,000.00

TENTH: That CARMELITA R. JOSE has been elected by the subscribers as Treasurer of the Corporation to act as such until her successors is duly elected and qualified in accordance with the By-Laws, and that as Treasurer, she has been authorized to receive for the corporation and to receive in its names all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at Makati, Metro Manila, Philippines, this 2nd day of July 1986.

(SGD.) DELFIN S. MENDOZA

(SGD.) RAMON S. MENDOZA

(SGD.) MANUEL MALVAR

(SGD.) ROLANDO M. ROJAS

(SGD.) VICENTE M. ESTANISLAO, JR.

Signed in the Presence of :

(Sgd.) Illegible

(Sgd.) Illegible

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

ACKNOWLEDGMENT

At Manila, this 2nd day of July 1986 before me a Notary Public in and for Makati, Metro Manila, personally appeared and came, the following persons who exhibited their Residence Certificates set out opposite their respective names :

Name	Res. Cert. No.	Place/Date Issued	T A N
Delfin S. Mendoza	17620112	Makati/3-5-86	M-5324-110328
Ramon S. Mendoza	17617641	Makati/3-17-86	1379-325-A
Manuel Malvar	436258	Manila/4-9-86	M-5160-2528
Rolando M. Rojas	17714610	Makati/4-14-86	3287-542-2
Vicente M. Estanislao	536329	Manila/3-12-86	E-2353-1518



known to me and to me known to be the same persons who executed the foregoing instrument and each of them acknowledge to me that they freely and voluntarily executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last mentioned.

**(SGD) RODOLFO G. CORVITE JR**  
**NOTARY PUBLIC**

**31 December 1987**  
**PTR 934179019 6-11-86**  
**Makati, Metro Manila**

Doc. No.     1    ;  
Page No.     1    ;  
Book No.     1    ;  
Series of 19986.

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

### DIRECTOR'S CERTIFICATE

We, the undersigned majority of the Directors, and the Chairman and Secretary of the corporation, hereby certify that the foregoing is a true and correct copy of the Amended Articles of Incorporation and By-Laws of MARINA PORT SERVICES, INC., as approved by vote of the majority of the Board of Directors and by the stockholders representing at least 2/3 of the outstanding capital stock at a meeting held on August 7, 1993 at its principal offices, at which meeting stockholders owning at least 2/3 of the outstanding capital stock were present :

The amendments of the Articles of Incorporation consist of :

- a) Changing the name of the Corporation from Marina Port Services, Inc. to ASIAN TERMINALS INC.;
- b) Changing the number of the members of the Board of Directors from seven (7) to nine (9).


The amendment of the By-Laws consists of changing the fiscal year of the corporation from 1st of January to 31st of December of each year to 1st of July to 30th of June of each year; changing the number of directors to nine (9); and changing the number of directors who must be residents of the Philippines to five (5); seal.

WITNESS OUR HANDS this 24th day of August 1993 at the City of Manila.

  
RAFAEL J. DIZON, JR.

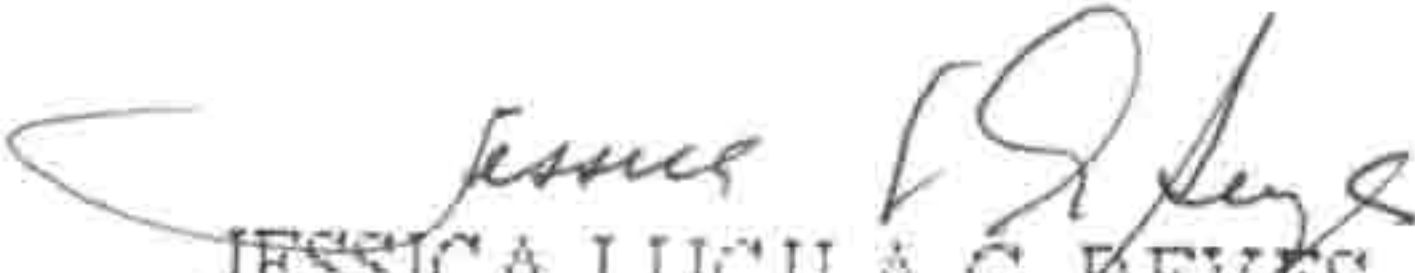
  
RICHARD D. BARCLAY

  
RAMON R. ATAYDE

  
ROSALINE P. DIZON

Countersigned :

  
RAFAEL J. DIZON, JR.  
Chairman

  
JESSICA LUCILA G. REYES  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 24<sup>TH</sup> day of August 1993 at the City of Manila, the following exhibited to me their Community Tax Certificates/Passport :

<u>N A M E</u>	<u>COMM. TAX CERT./PASSPORT NO.</u>	<u>DATE/PLACE OF ISSUE</u>
RAFAEL J. DIZON , JR.	1298610	2-11-93/Tagig, M.M
RICHARD D. BARCLAY	E5136492	4-21-92/Manila
ROSALINE P. DIZON	1298602	2-11-93/Tagig, M.M
RAMON R. ATAYDE	9715242	1-15-93/Alaminos Pangasinan
<b>JESSICA LUCILA G. REYES</b>	<b>283768</b>	<b>4-15-93 Makati, MM</b>

  
JOSE B. TRENAS  
NOTARY PUBLIC

Until December 31, 1993

**PTR NO. 1056495**  
**1-6-93**  
**MANILA**

Doc. No. 266 ;  
Page No. 55 ;  
Book No. III ;  
Series of 1993







