



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 133653

**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

**ASIAN TERMINALS, INC.**

[Amending Articles II Primary Purpose & III thereof.]

copy annexed, adopted on April 24, 2014 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the 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 7<sup>th</sup> day of July, Twenty Fourteen.



  
**FERDINAND B. SALES**  
Director

Company Registration and Monitoring Department







SEC No. 133653  
File Number: \_\_\_\_\_

**ASIAN TERMINALS, INC.**  
(Company's Full Name)

**ATI Head Office, A. Bonifacio Drive, Port Area Manila, Philippines**  
(Company's Address)

**(632) 528-6000**  
(Telephone Number)

**December 31**  
**Calendar Year Ending**  
(Month & Day)

**Amendment of Articles of Incorporation**  
Form Type

**Not applicable**  
Amendment Designation (if applicable)

**NA**  
Period Ended Date

\_\_\_\_\_  
(Secondary License Type and File Number)



AMENDED ARTICLES OF INCORPORATION



OF

ASIAN TERMINALS, INC.  
(formerly MARINA PORT SERVICES, INC.)  
[Amended as of 7 August 1993]

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of whom are legal ages, citizens and resident 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 the said corporation shall be:

ASIAN TERMINALS, INC.  
[Amended as of 7 August 1993]

SECOND: That the purposes of 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 or overseas, 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 maybe necessary or incidental thereto. (Amended as of April 24, 2014)



## 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 subcontract, 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, Tran strainers and others, facilities for repairs, construction, cleaning of containers, maintenance shops for mechanical and engineering equipment, to sublet electrical power, to distribute 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, dry docks, basins, derricks, elevators, warehouses, stores, ships, trucks and other vehicles and other structure 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 ever 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 certificate 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 or 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, transactions 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, trade names, patents, inventories, improvements and processes used in connection with, or secured under letter 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 term as 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 stocks, 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 may be considered wise or expedient for the advancement of its interest 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 o that end to transact any other business necessary in carrying out the foregoing powers or incidental thereto or calculated to further such business to enhance the value of properties of the corporation.

THIRD: That the place where the principal office of the corporation is to be located is at ATI Head Office, A Bonifacio Drive, Port Area, Manila.(Amended as of April 24, 2014)



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, Q.C.
Ramon S. Mendoza	87 Biak-na-Bato, Quezon City
Manuel O. Malvar	49 Dapitan St., Quezon City
Rolando M. Rojas	9 Tanguile St., North Forbes, Makati, Metro Manila
Vicente M. Estanislao, Sr.	835 Mercado St., Dagupan, Tondo, Manila

SIXTH: That the number of directors of said corporation shall be TEN (10) 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 24 May 1999]

<u>Names</u>	<u>Residences</u>
Delfin S. Mendoza	185 Calamba St., Talayan, Q.C.
Ramon S. Mendoza	87 Biak-na-Bato, Quezon City
Manuel O. Malvar	49 Dapitan St., Quezon City
Rolando M. Rojas	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 FOUR BILLION PESOS (P4, 000,000,000), Philippine Currency, and said capital stock is divided into FOUR BILLION (P4, 000, 000, 000) SHARES of the par value of ONE PESO (P1) per share. [Amended as 12 August 1998]

Unless otherwise determined by the Board of Directors no stockholder shall be entitled, as a matter of right, to purchase, subscribe or receive any right or rights to subscribe for:

- (1.) Any stocks of any class that the corporation may issue or sell or sells, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation or originally filed for or by any amendments thereof, or out of shares of stock of the corporation acquired by it after the issuance of such shares, and whether issued for cash or property; or
- (2.) Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached any warrant or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes. [Amended as of 30 August 1994]



That no transfer of shares of stock which will reduce the ownership of the 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 stock certificates to be issued by the corporation.

[Paragraphs 3, 4, and 5 deleted]

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

<u>Names</u>	<u>No. Of Shares</u>	<u>Amount of Subscription</u>
Delfin S. Mendoza	29, 249	P2, 924, 900.00
Ramon S. Mendoza	1	100.00
Manuel O. Malvar	11, 249	1, 124, 900.00
Rolando M. Rojas	1	100.00
Vicente M. Estanislao, Sr.	4, 500	450, 000.00
	<u>45, 000</u>	<u>P4, 500, 000.00</u>

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

<u>Names</u>	<u>No. Of Shares</u>	<u>Amount of Subscription</u>
Delfin S. Mendoza	7, 311	P731, 150.00
Ramon S. Mendoza	1	100.00
Manuel O. Malvar	2, 811.5	281, 150.00
Rolando M. Rojas	1	100.00
Vicente M. Estanislao, Sr.	1, 125	112, 500.00
	<u>11, 250</u>	<u>P1, 125, 000.00</u>

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

IN WITNESS WHEREOF, we have hereunto set our hands at the Makati, Metro Manila, Philippines, and this 2<sup>nd</sup> day of July 1986.

(SGD.) DELFIN S. MENDOZA

(SGD.) RAMON S. MENDOZA

(SGD.) MANUEL MALVAR

(SGD.) ROLANDO M. ROJAS

(SGD.) VICENTE M. ESTANISLAO, SR.



(Sgd.) Illegible

(Sgd.) Illegible

ACKNOWLEDGEMENT

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

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

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

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 1986



DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, namely the Chairman, the Corporate Secretary and the majority of the Board of Directors of Asian Terminals, Inc., hereby certify that the attached are the true and accurate Articles of Incorporation and By-laws of the corporation as amended by a vote of the majority of the Board of Directors and by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock of the corporation at a meeting held on May 24, 1999 at the Hyatt Regency Hotel, Roxas boulevard, Pasay City.

The amendments consist of the increasing the number of directors of the Corporation from nine (9) to ten (10) by:

- (1.) Amending Article Sixth of the Articles of Incorporation; and
- (2.) Amending the Article IV Section 2 of By-laws of the Corporation

IN THE WITNESS WHEREOF, we have hereunto set our hands this 22<sup>nd</sup> day of June 1999 in the City of Manila.

CAPT. RICHARD SETCHELL  
Chairman

ATTY. RODOLFO G. CORVITE, JR.  
Corporate Secretary

EUSEBIO H. TANCO

ROLAND U. YOUNG

RICHARD D. BARCLAY

SEIICHI TAKADA

DOUGLAS LUYM

ATTY. NILO B. PENA

ARTURO P. LOPEZ

RAMON R. ATAYDE



SUBSCRIBED AND SWORN TO before me this June 22 1999 in the City of Manila  
affiants exhibiting to me their CTC/Passport Nos. as follows:

<u>Name</u>	<u>CTC/Passport No.</u>	<u>Date &amp; Place of Issue</u>
1. Richard Setchell	E5144251	12-18-92 - Kuala Lumpur
2. Eusebio H. Tanco	08231938	2-23-99 - Manila
3. Roland U. Young	08980256	3-08-99 - Manila
4. Richard D. Barclay	09563603	4-07-99 - Manila
5. Seiichi Takada	MQ4419313	4-20-98 - Japan
6. Douglas LuYum	3811801E	2-09-99 - Cebu
7. Nilo B. Pena	00110840	4-14-99 - Makati
8. Arturo P. Lopez	09593240	4-07-99 - Manila
9. Ramon R. Atayde	08981637	3-15-99 - Manila
10. Rodolfo G. Corvite, Jr.	08981629	3-15-99 - Manila

Witness my hand and seal.

(SGD.) LINDA JOY B. MOYA  
Notary Public  
Until December 31, 2000  
PTR 0453986/ 1-7-99-Makati  
City of Makati

Doc. No. 92;  
Page No. 20;  
Book No. II;  
Series of 1999.



**SECRETARY'S CERTIFICATE**

I, **RODOLFO G. CORVITE, JR.**, of legal age, married and a resident of Romagna St. Portofino Amore, D. Reyna, Las Piñas City, after being duly sworn, states that:

1. I am the duly elected Corporate Secretary of Asian Terminals, Inc., a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at ATI Head Office, A. Bonifacio Drive, Port Area, Manila,;
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors ad/or major corporate officers of the corporation as its duly elected and/or appointed directors or officers or vice versa.


IN WITNESS WHEREOF, I have hereunto set my hand this 10<sup>th</sup> day of June 2014 in the City of Manila.

  
**RODOLFO G. CORVITE, JR.**  
Corporate Secretary

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

SUBSCRIBED AND SWORN to before me this JUN 10 2014 day of June 2014, affiant exhibiting to me his Passport Number EB3806967 issued on October 6, 2011 in Manila.

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**ATTY. AGUSTIN B. CABREDO**  
NOTARY PUBLIC  
NOTARIAL PUBLIC  
UNTIL DECEMBER 31, 2014  
RM. 405, FIRST UNITED BLDG. CO.,  
ESCOLTA, MANILA  
CELL NO. 28647  
PTR NO. 2450249 / 1-2-14 / MANILA  
IBF LIFE MEMBER 05097  
MCLE NO. 14 00000000



## DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, namely, the Chairman, the Corporate Secretary and the majority of the Board of Directors of Asian Terminals, Inc., hereby certify that the attached is the true and accurate copy of the amended Articles of Incorporation of the Corporation as amended by a vote of at least two-thirds (2/3) of the Board of Directors, in the regular Board of Directors' meetings and by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock of the corporation in the Annual Stockholders' Meeting held on April 24, 2014 at the Diamond Ballroom, Diamond Hotel Phils., Manila.

The amendments consist of the following:

1. Second Article allowing the Company to engage in business overseas (Approved by the Board in the meeting held February 24, 2014).

"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 or overseas, 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 maybe necessary or incidental thereto."

2. Third Article to amend the principal office address in compliance with the directive of SEC Memorandum Circular No. 6 Series of 2014 (Approved by the Board in the meeting held April 24, 2014)

"THIRD: That the place where the principal office of the corporation is to be located is at ATI Head Office, A. Bonifacio Drive, Port Area, Manila"

IN WITNESS WHEREOF, we have hereunto set our hands this 13 day of April 2014 in the City of Manila.

**RASHED ALI HASSAN ABDULLA**  
Chairman  
TIN:434-739-371-000

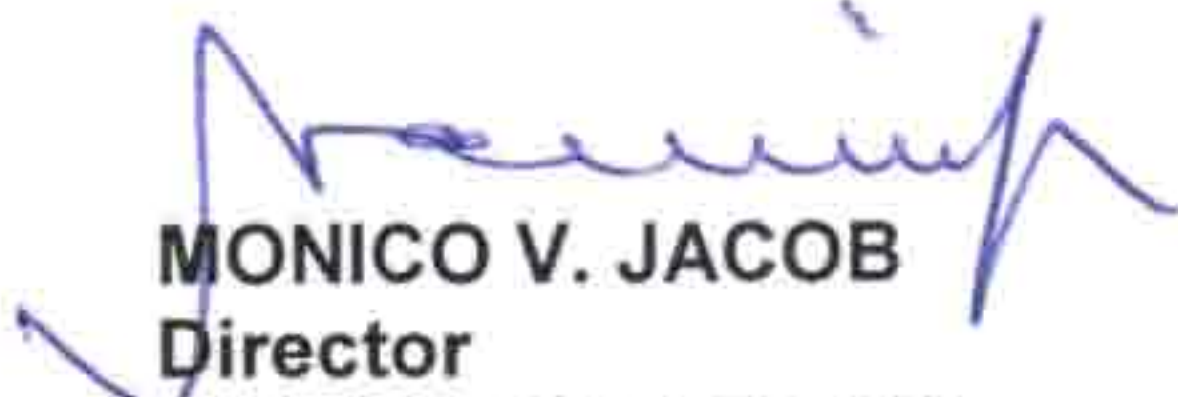
**RODOLFO G. CORVITE, JR.**  
Corporate Secretary  
TIN: 139-190-431


**EUSEBIO H. TANCO**  
Director  
TIN: 141-978-255-000

**SUHAIL AL BANNA**  
Director  
TIN: 249-839-633-000




FLEMMING DALGAARD  
Director  
TIN: 444-111-053


  
MONICO V. JACOB  
Director  
TIN: 123-030-879-000

  
KWOK LEUNG LAW  
Director  
TIN: 293-659-290-000

  
TEODORO L. LOCSIN, JR.  
Director  
TIN: 105-884-252-000

  
FELINO A. PALAFOX, JR.  
Director  
TIN: 152-413-493-000

  
ARTEMIO V. PANGANIBAN  
Director  
TIN: 106-197-693-000

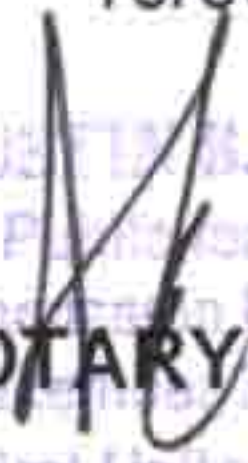
  
ARSENIO N. TANCO  
Director  
TIN: 111-106-367-000

MAY 13 2014

SUBSCRIBED AND SWORN TO before me this \_\_\_ day of April 2014, in the City of Manila, affiants exhibiting to me their respective Passport Nos., as follows:

<u>Name</u>	<u>Passport/ TIN ID..</u>	<u>Date/Place Issued</u>
1. Rashed Ali Hassan Abdulla	ZRZ238335	05/17/2012; Dubai
2. Eusebio H. Tanco	XX5485551	02/09/2010; Manila
3. Suhail Al Banna	A2437461	09/15/2010; Dubai
4. Flemming Dalgaard	207115499	08/29/2013; Denmark
5. Monico V. Jacob	EB4638151	04/19/2012; Manila
6. Kwok Leung Law	KJ0000092	10/21/2009; HK
7. Teodoro L. Locsin, Jr.	105884252	07/10/2000; Manila
8. Artemio V. Panganiban	DE0000999	01/21/2012; Manila
9. Felino A. Palafox, Jr.	EB1366829	11/13/2010; Manila
10. Arsenio N. Tanco	111106367	11/25/1991; San Juan
11. Rodolfo G. Corvite, Jr.	EB3806967	10/06/2011; Manila

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ATTY. AGUSTIN B. CARREDO  
Notary Public for Manila  
Notarial Commission No. 2013-109  
Until December 31, 2014  
**NOTARY PUBLIC**  
Rm. 409, First United Bldg. Co.,  
Escolta, Manila  
Roll No. 26047  
PTR No. 2450249 / 1-2-14 / Manila  
IBP Life Member 05097  
MCLE No. IV 0000822



**AFFIDAVIT OF LOSS**

I, Rodolfo G. Corvite, Jr., Filipino, of legal age, with office address at ATI Head Office, A. Bonifacio Drive, Port Area, Manila, after having been duly sworn in accordance with law, states,:

1. I am the duly elected Corporate Secretary of Asian Terminals, Inc. (ATI);
2. Sometime in 2003, ATI changed its stock and transfer agent from Bank of the Philippine Islands (BPI) to Rizal Commercial Banking Corporation (RCBC) as its stock and transfer agent;
3. There was no recorded transmittal of the stock and transfer book (STB) from BPI to RCBC and the latter does not have any record receiving the STB from BPI ;
4. ATI exerted efforts to find and locate the said STB from its archived vaults but has not been found and it appears that the same has been misplaced during the turn over from BPI to RCBC, thus, beyond recovery.
5. I am executing this Affidavit of Loss to attest to the truth of the foregoing and for whatever legal purposes it may serve.

NOTHING FURTHER.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 10<sup>th</sup> day of June 2014 at Manila, Philippines.

  
**RODOLFO G. CORVITE, JR.**  
Affiant

SUBSCRIBED AND SWORN to before me this 10 day of June 2014, affiant exhibiting to me his Passport Number EB3806967 issued on October 6, 2011 in Manila.

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**ATTY. AGUSTIN B. CARBEDO**  
NOTARY PUBLIC  
NOTARIAL COMMISSION NO. 2013-109  
UNTIL DECEMBER 31, 2014  
RM. 409, FIRST UNITED BLDG. CO.,  
ESCOLTA, MANILA  
ROLL NO. 26047  
PTR NO. 2450249 / 1-2-14 / MANILA  
IBP LIFE MEMBER 05097  
MCLE NO. JV 00000000