



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

COMPANY REG. NO. 91447

**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

**SEMIRARA MINING AND POWER CORPORATION**  
**(Formerly: Semirara Mining Corporation)**  
**(Amending Articles I, III and VII thereof)**

copy annexed, adopted on March 06, 2014 by majority vote of the Board of Directors and on May 05, 2014 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 18<sup>th</sup> day of August, Twenty Fourteen.



  
FERDINAND B. SALES  
Director

Company Registration and Monitoring Department



# COVER SHEET

for Applications at

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

Increase of Authorized Capital Stock /  
Amendment of AOI

0 0 0 0 0 9 1 4 4 7

Former Company Name

S E M I R A R A M I N I N G C O R P O R A T I O N

AMENDED TO:

New Company Name

S E M I R A R A M I N I N G A N D P O W E R  
C O R P O R A T I O N

Principal Office (No./Street/Barangay/City/Town/Province)

2 N D F L O O R D M C I P L A Z A  
2 2 8 1 D O N C H I N O R O C E S A V E N U E  
M A K A T I C I T Y

Company's Telephone Number/s

888-3000

Contact Person

Atty. Ma. Pilar M. Pilares-Gutierrez

Contact Person's Telephone Number

817-6791 to 95

Contact Person's Address

3/F The Valero Tower, 122 Valero Street, Salcedo Village, Makati City 1227

To be accomplished by CRMD Personnel

Assigned Processor:

Date

Signature

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Document I.D.

\_\_\_\_\_

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

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**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**

**SEMIRARA MINING AND POWER CORPORATION**  
**(Formerly: Semirara Mining Corporation)**

*(As amended by the Board of Directors on March 6, 2014 and by the stockholders on May 5, 2014.)*

**KNOW ALL MEN BY THESE PRESENTS:**

That WE, all of legal age and 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 HEREBY CERTIFY:**

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

**“SEMIRARA MINING AND POWER CORPORATION”**

*(As amended by the Board of Directors on March 6, 2014 and by the stockholders on May 5, 2014.)*

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

**Primary Purpose**

To search for, prospect, explore, dig and drill for, mine, exploit, extract, produce, mill, purchase or otherwise acquire, store, hold, transport, use, experiment with, market, distribute, exchange, sell and otherwise dispose of, import, export and handle, trade, and generally deal in, ship coal, coke and other coal products of all grades, kinds, forms, descriptions and combinations, and in general the products and by products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom; to acquire, own, maintain, and exercise the rights and privileges under the coal operating contract/s within the purview of Presidential Decree No. 972, the “Coal Development Act of 1976,” and any amendment thereto; to mine, quarry and excavate for clay, rock and other earthen minerals, and to manufacture the same into cement of all kinds, lime, limestone, plaster and natural and artificial stone; to render all aspect of technical and management services to the government of the Republic of the Philippines, or any of its agencies or instrumentalities, or to any individual, partnership, association or corporation organized with similar purpose, in and outside of the Philippines and to acquire by purchase, lease or exchange, and to hold in fee simple or upon royalty of rental or otherwise, in any other manner allowed by law, in the Philippines, mining claims, grounds or lodes, mining and mineral rights, mineral concessions or grants, or any interest in the same and to sell, exchange, lease or in any other manner to dispose of the whole or any part or any interest in the same when desirable. *(As amended by the Board of Directors on April 4, 2005 and by the stockholders on May 27, 2005.)*

### **Secondary Purposes**

(a) To prospect for, explore, mine extract, dig, and drill or, exploit, produce, purchase or otherwise obtain from the earth, any and all kinds of petroleum and petroleum products, hydrocarbon materials, chemical substances and salts, precious and base metals, diatomaceous earth as well as other minerals of whatever nature whether similar or dissimilar to those listed herein, and to store, hold, use, experiment with, treat, reduce, distill, manufacture, smelt, refine, prepare for market, buy, sell, distribute, exchange, import and transport and otherwise deal in petroleum and other minerals of whatever nature, whether similar or dissimilar thereto, their products, compounds, and derivatives and other mineral and chemical substances, in crude or refined condition, and to engage generally, as may be permitted by law, in the business of, and/or investing in mining, manufacturing, contracting and servicing, in addition to oil exploration within the Philippines and in other countries;

(b) To buy, sell, charter, operate and maintain tank steamers and other vessels of all kinds for the transportation of merchandise dealt in by the Corporation;

(c) To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of refineries, gas works, mills, factories, installations, shops, laboratories, electrical works, power house, warehouses, terminals, 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, transmission lines, wireless facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment, and any all kinds of machinery, apparatus, instrument, fixtures and appliances;

(d) To manufacture, purchase, or otherwise acquire, and to hold, own, invest, trade and deal in, mortgage, pledge, charge, assign, sell, exchange, transfer or otherwise dispose of goods, wares, merchandise and personal property of every class and description and to transport the same in any manner;

(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 water works 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 purposes with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or colony or dependency thereof, without limit as 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 carry out, exercise or comply with any such contracts, arrangements, rights, privileges and concessions;

(h) To acquire and to 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 or 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 or secured under letters patent of any country, government of 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, trade marks, trade names, brands, labels, patents, inventions, improvements, processes and the like;

(j) In so far as may be permitted by law, to acquire by purchase, exchange or otherwise, and to own, hold for investment or otherwise, and to sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of shares of 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 any state, country, nation or government, and while the holder or owner thereof, to exercise all the rights, powers and 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 therefor by any other lawful means whatsoever;

(k) To aid by loan, guaranty, subsidy or in any other manner whatsoever, insofar as may be 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 any such purposes, to guarantee or become 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 may be designed to accomplish any such purpose;

(l) 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, endorse, 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 any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation shall authorize and as may be permitted by law; and to sell or otherwise dispose of any bonds, debentures or other obligations of the Corporation of its corporate purposes;

(m) To purchase, hold, sell, exchange, reissue, transfer or otherwise deal in shares of its capital stock, in its own bonds or other obligations from time to time to 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 would cause any impairment of the capital of the Corporation;

(n) To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in any part of the world, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient;

(o) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly or indirectly to enhance the value of, or render profitable any business or property of the Corporation, always provided that nothing shall be done in connection with any of the above objects which is prohibited by any laws of the Philippines now or hereafter existing; and

(p) Without any particular limiting of the powers and provided that the Corporation shall have the power to make and perform contracts of any kind and descriptions with any person, firm or corporation, whether public or private, without limit as to amount, and particularly, but not by way of limitation, to make and perform contracts creating rights, easements and other privileges respecting any of the properties, real and personal, or any kind owned by the Corporation; 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; and in carrying on its business and for the purpose of attaining or furthering its purpose of powers to do any and all other powers which a natural person could do and exercise and which now or hereafter may be authorized by law.

The foregoing clauses shall be construed both as objects and powers of the Corporation, and it is hereby expressly provided that the foregoing enumeration or

specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

**THIRD** : That the place where the principal office of the Corporation is to be established or located is **at the 2<sup>nd</sup> Floor DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City.** (As amended by the Board of Directors on March 6, 2014 and by the stockholders on May 5, 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, nationalities, and residences of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
ALFREDO VELAYO	Filipino	c/o Herdis Management, Inc. 180 Salcedo St., Legaspi Village Makati, Metro Manila
WALTER BROWN	Filipino	5 <sup>th</sup> Flr., RFM Building Pioneer St., Mandaluyong, Metro Manila
ALFREDO RAMOS	Filipino	-do-
ERNEST FRITZ SERVER	Filipino	7 <sup>th</sup> Flr. Electra House Esteban St., Legaspi Village Makati, Metro Manila
ANGELO MANAHAN	Filipino	180 Salcedo St., Legaspi Village, Makati, Metro Manila

**SIXTH** : That the number of directors of said Corporation shall be eleven (11) and that 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: (As amended on May 4, 1987.)

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
ALFREDO VELAYO	Filipino	c/o Herdis Management, Inc. 180 Salcedo St., Legaspi Village Makati, Metro Manila
WALTER BROWN	Filipino	5 <sup>th</sup> Flr., RFM Building Pioneer St., Mandaluyong, Metro Manila

ALFREDO C. RAMOS	Filipino	-do-
ERNEST FRITZ SERVER	Filipino	7 <sup>th</sup> Flr. Electra House Esteban St., Legaspi Village Makati, Metro Manila
ANGELO MANAHAN	Filipino	180 Salcedo St., Legaspi Village, Makati, Metro Manila

**SEVENTH** : That the authorized stock of the Corporation is **Three Billion Pesos (Php3,000,000,000.00), Philippine Currency, divided into Three Billion (3,000,000,000) common shares with a par value of One Peso (Php1.00) per share.** (As amended by the Board of Directors on March 6, 2014 and by the stockholders on May 5, 2014.)

**EIGHT** : That the amount of the said capital stock which has actually been subscribed is FOUR HUNDRED THOUSAND (Php400,000.00) PESOS, Philippine Currency, consisting of FORTY MILLION (40,000,000) 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>Amount of Subscription</u>
ALFREDO VELAYO	8,000,000	P80,000.00
WALTER W. BROWN	8,000,000	80,000.00
ALFREDO C. RAMOS	8,000,000	80,000.00
ERNEST FRITZ SERVER	8,000,000	80,000.00
ANGELO MANAHAN	8,000,000	80,000.00
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TOTAL	40,000,000	P400,000.00
	=====	=====

**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>Amount Paid on Subscription</u>
ALFREDO VELAYO	P20,000.00
WALTER W. BROWN	20,000.00
ALFREDO C. RAMOS	20,000.00
ERNEST FRITZ SERVER	20,000.00
ANGELO MANAHAN	20,000.00
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TOTAL	P100,000.00
	=====



**TENTH** : That no stockholder shall have the right to subscribe to or purchase, any issuance, re-issuance and disposition of shares of stock of any kind, unless the Board of Directors of the Corporation shall specifically grant the right to subscribe or purchase to the then existing stockholders. *(As amended by the Board of Directors on March 12, 2009 and by the Stockholders on May 4, 2009.)*

**ELEVENTH** : That no transfer of stock or interest, which will reduce the ownership of Filipino stockholders to less than the percentage of the capital stock required by law, shall be allowed or permitted to be recorded in the proper books, and this restriction shall also be indicated in all stock certificates of the Corporation.

**TWELFTH** : That **ALFREDO C. RAMOS** 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 for all subscriptions paid in by said subscribers.

**IN WITNESS WHEREOF**, we have hereunto set our hands this 12<sup>th</sup> day of February 1980, at Manila, Philippines.

(SGD.) ALFREDO M. VELAYO  
TAN-6080847

(SGD.) WALTER W. BROWN  
TAN-86548-E2739-A-6

(SGD.) ALFREDO C. RAMOS  
TAN-R5421-A2644-A-3

(SGD.) ERNEST FRITZ SERVER  
TAN-F6165-G0843-A-8

(SGD.) ANGELO MANAHAN  
TAN-1355-083-5

SIGNED IN THE PRESENCE OF:

\_\_\_\_\_

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

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

ALFREDO VELAYO, with Res. Cert. No. AB-6080847 issued at Lemery, Bantagas on February 28, 1980;

WALTER W. BROWN, with Res. Cert. No. AB-351050 issued at Mandaluyong, MM on January 10, 1980;

ALFREDO C. RAMOS, with Res. Cert. No. AB-7516609 issued at Manila on February 27, 1980;

ERNEST FRITZ SERVER, with Res. Cert. No. AB-802832 issued at Makati, M.M. on February 28, 1980;

ANGELO MANAHAN, with Res. Cert. o. AB-253888 issued at Mandaluyong, M.M. on February 28, 1980.

all of whom are known to me and to me known to be the same persons whose names are subscribed hereto and who executed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same as an act of their free will and deed for the uses and purposes herein stated.

**IN TESTIMONY WHEREOF**, I have hereunto set my hand and affixed my notarial seal at Manila, Philippines, on this 12<sup>th</sup> day of February 1980.

(SGD.) FLORENCIO T. DOMINGO, JR.  
Notary Public  
Until December 31, 1980  
MLR No. 180043E  
TAN-D5524-H0446-A-7

Doc. No. 243;  
Page No. 50;  
Book No. XVII  
Series of 1980.

**DIRECTORS' CERTIFICATE OF AMENDMENT  
OF THE AMENDED ARTICLES OF INCORPORATION**

**OF**

**SEMIRARA MINING CORPORATION**

7.9.14

We the undersigned, the Chairman and Secretary of the Stockholders' meeting, and majority of the members of the Board of Directors of **SEMIRARA MINING CORPORATION** (the "Company") hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the Company.

The amendments are:


First, in Article I, to change the corporate name to Semirara Mining and Power Corporation;

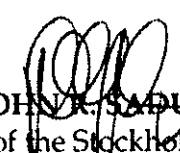
Second, in Article III, to indicate the complete principal address of the Company as 2/F DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City, Metro Manila; and

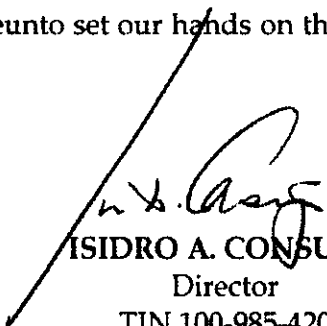
Third, in Article VII, to increase the authorized capital stock of the Company from One Billion Pesos (Php1,000,000,000.00) divided into One Billion (1,000,000,000) common shares with a par value of One Peso (Php1.00) per share, to Three Billion Pesos (Php3,000,000,000.00) divided into Three Billion (3,000,000,000) common shares with a par value of One Peso (Php1.00) per share.

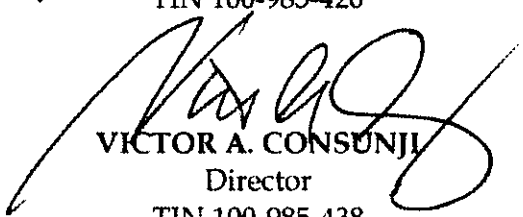
We further certify that the said amendments were unanimously approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their annual meeting held on May 5, 2014 and by the Board of Directors at a meeting held on March 6, 2014, at the Company's principal office.

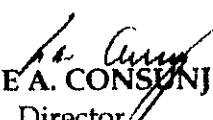
IN WITNESS WHEREOF, we have hereunto set our hands on this 03 day of JUN 2014 at QUEZON CITY.

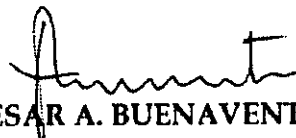
  
DAVID M. CONSUNJI  
Chairman of the Stockholders' Meeting  
TIN 113-322-093


  
JOHN R. SADULLO  
Secretary of the Stockholders' Meeting  
TIN 912-202-759


  
ISIDRO A. CONSUNJI  
Director  
TIN 100-985-420


  
VICTOR A. CONSUNJI  
Director  
TIN 100-985-438

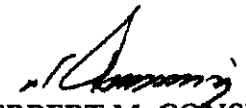
  
**JORGE A. CONSUNJI**  
Director  
TIN 110-929-728

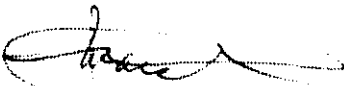
  
**CESAR A. BUENAVENTURA**  
Director  
TIN 121-507-656

  
**MA. CRISTINA C. GOTIANUN**  
Director  
TIN 163-777-902

  
**GEORGE G. SAN PEDRO**  
Director  
TIN 111-020-152

  
**MA. EDWINA C. LAPERAL**  
Director  
TIN 100-929-743

  
**HERBERT M. CONSUNJI**  
Director  
TIN 110-929-710

  
**VICTOR C. MACALINCAG**  
Independent Director  
TIN 107-018-314

  
**FEDERICO E. PUNO**  
Director  
TIN 107-330-944

SUBSCRIBED AND SWORN to before me this **JUN 03 2014** 2014 at **QUEZON CITY**, affiants having exhibited to me their proof of identification as follows:

Name	Competent Proof of Identification	Place of Issue / Date of Issue or Expiry
David M. Consunji	Passport No. EB0531746	July 06, 2015/Manila
Isidro A. Consunji	Passport No. EB2033364	March 06, 2016/Manila
Victor A. Consunji	Passport No. EB5899814	July 10, 2017/Manila
Jorge A. Consunji	Passport No. EB1244862	October 25, 2015/Manila
Cesar A. Buenaventura	Passport No. EA0031976	February 15, 2015/Manila
Herbert M. Consunji	Passport No. XX5507569	February 10, 2015/Manila
Ma. Cristina C. Gotianun	Passport No. EB9194746	September 19, 2018/Manila
Ma. Edwina C. Laperal	Passport No. EB8995708	August 27, 2018/Manila
George G. San Pedro	Passport No. EB2413997	May 10, 2016/Manila
Victor C. Macalincag	Passport No. EB4635867	February 5, 2017/Manila
Federico E. Puno	Passport No. EB2078357	March 10, 2016/Manila
John R. Sadullo	Passport No. EB4651049	February 07, 2017/Manila

Doc. No. 25  
Page No. 46  
Book No. 1  
Series of 2014.

**ATTY. JOEL G. GORDOLA**  
NOTARY PUBLIC  
COMMISSION EXPIRES DEC. 31, 2015  
PTR NO. 9042371, 102 2014, Q.C.  
ROLL OF ATTORNEY NO. 25103