



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

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

COMPANY REG. NO. PW00000427-A

**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

**ATOK-BIG WEDGE CO., INC.**  
[Amending Article III thereof.]

copy annexed, adopted on August 28, 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 9<sup>th</sup> day of February, Twenty Fifteen.

  
**FERDINAND B. SALES**  
Director

Company Registration and Monitoring Department





# COVER SHEET

## COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

4 2 7 - A

Company Name

A T O K - B I G W E D G E , I N C .

AMENDED TO:  
New Company Name

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

1 0 t h Floor Alphaland Southgate Tower 2 2 5 8 Chino  
Avenue Extn. corner E D S A Makati City

### COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Mobile Number

### CONTACT PERSON INFORMATION

The designated contact person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

Jonamel G. Israel-Orbe

337-2031

Contact Person's Address

2258 Chino Roces Avenue Makati City

### 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

AMENDED  
ARTICLES OF INCORPORATION

OF

ATOK-BIG WEDGE CO., INC.

Know All Men By These Presents:

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

AND WE DO HEREBY CERTIFY:

FIRST: That the name of this corporation shall be:

"ATOK-BIG WEDGE CO., INC."

SECOND: That the purpose for which the said corporation is formed are as follows:

PRIMARY PURPOSE

To engage in the business of exploration and development of mining, oil, gas and other natural resources. *(As amended by the Board of Directors on December 10, 2009 and by the stockholders on February 15, 2010)*

SECONDARY PURPOSES

1. To invest, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and pay therefor in money or by exchanging therefor stocks, bonds or other evidences or indebtedness or securities of this or any other corporation, and while owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of rentals, interest, dividends and income arising from such property; to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned. The corporation shall not engage in the business of an investment company as defined in RA 2629 nor dealership of securities or stock brokerage.

1.a To engage in the management and development of its own real estate as well as the real estate of other persons.

*(As amended by the Board of Directors on December 10, 2009 and by the stockholders on February 15, 2010)*



2. To engage in operate, conduct and maintain the business of manufacturing, importing, exporting, buying, selling or otherwise dealing in, at wholesale or retail of any and all-goods whatsoever, and any and all equipment, materials, supplies used or employed in or related to the manufacture of finished products.
3. To conduct, operate and maintain the business of processing, packing, canning, preserving, distributing, selling, buying or otherwise dealing in any and all kinds of food products, and in connection therewith to acquire, operate, maintain all the machinery, equipment and facilities required for such operations.
4. To lend and borrow money upon proper security, as may be determined by Board of Directors.
5. To locate, purchase, lease and otherwise acquire mineral claims anywhere in the Philippines and to hold, work and operate such claims and the minerals therein of whatever nature, and to do all things incident to the general business of mining;
6. To acquire, own and use water, water rights, mill sites, and mills incident to the treatment of gold and other mineral – bearing ores and earth within the limits provided for by law; and,
7. To seek for and secure openings for the employment of capital in the mining industry, within the Philippines and elsewhere.

THIRD - That the place where the principal office of the corporation is to be established or located in **10<sup>th</sup> Floor, Alphaland Southgate Tower, 2258 Chino Roces Avenue corner EDSA, Makati City, Metro Manila.** (As amended by Board of Directors on 10 December 2009 and by the Stockholders on 15 February 2010; and further amended on August 28, 2014).

FOURTH - That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation which is hereby extended for another Fifty (50) years from and after September 25, 1981, the expiry date of its original term.

FIFTH - That the names and residences of the incorporators of said corporation are as follows:

NAMES	RESIDENCES
E.J. HARRISON	Manila, P.I.
H.C. ANDERSON	Manila, P.I.
E.E. ELSER	Manila, P.I.
R.S. ROGERS	Manila, P.I.
GEORGE M. ICARD	Baguio, P.I.

SIXTH - That the number of directors of said corporation shall be **FIFTEEN (15)** and that the names and residences of the directors who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

NAMES	RESIDENCES
E.J. HARRISON	Manila, P.I.
H.C. ANDERSON	Manila, P.I.
E.E. ELSER	Manila, P.I.
R.S. ROGERS	Manila, P.I.
GEORGE M. ICARD	Baguio, P.I.

(As amended by Board of Directors on 6 January 2009 and by the Stockholders on 15 February 2010).

SEVENTH - That the capital stock of said corporation is TEN BILLION Pesos (₱10,000,000,000.00), Philippine Currency, and said capital stock is divided into TEN BILLION (10,000,000,000) shares of the par value of ONE (₱1.00) PESO each. (As amended by Board of Directors on 10 December 2009 and by the Stockholders on 15 February 2010).

EIGHTH - That the amount of said capital stock which has been actually subscribed is FIVE HUNDRED THOUSAND (500,000) shares of the par value of TEN CENTAVOS (P0.10) per share, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

NAMES CAPITAL	NATIONALITY	NO. OF SHARES	AMOUNT OF STOCK SUBSCRIBED
E.J. HARRISON	Manila, P.I.	100,000	₱10,000.00
H. C. ANDERSON	Manila, P.I.	100,000	10,000.00
E.E. ELSER	Manila, P.I.	100,000	10,000.00
R.S. ROGERS	Manila, P.I.	100,000	10,000.00
GEORGE M. ICARD	Baguio, P.I.	100,000	10,000.00
	TOTAL	500,000	₱50,000.00

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

NAMES	RESIDENCES	AMOUNT PAID ON SUBSCRIBED
E.J. HARRISON	Manila, P.I.	₱2,500.00
H.C. ANDERSON	Manila, P.I.	2,500.00
E.E. ELSER	Manila, P.I.	2,500.00
R.S. ROGERS	Manila, P.I.	2,500.00
GEORGE M. ICARD	Baguio, P.I.	2,500.00

TENTH - That H.C. Anderson 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 By-Laws, and that as such Treasurer he has been authorized to receive for the corporation and to receipt its name for all subscription paid in by said subscribers.

ELEVENTH - That the pre-emptive right of stockholders to subscribe to all issues or disposition of shares of any class of the corporation in proportion to their respective shareholdings is waived.

IN WITNESS WHEREOF, we have unto set our hands and seals at the City of Manila, Philippines Islands, this 27<sup>th</sup> day of August 1930.

(Sgd.) E.J. HARRISON

IN THE PRESENCE OF:

(Sgd.) H.C. ANDERSON

(Sgd.) MARIANO PALILEO

(Sgd.) E.E. ELSER

(Sgd.) ENRIQUE LOPEZ

(Sgd.) R.S. ROGERS

(Notarial Seal)

(Sgd.) GEORGE M. ICARD



ACKNOWLEDGMENT

PHILIPPINE ISLANDS                                 )  
CITY OF MANILA                                     )S.S.

BEFORE ME, this day personally appeared E. J. HARRISON, with personal cedula No. F-96916, issued at Manila, P. I. on the 4<sup>th</sup> day of January, 1931; H.C. ANDERSONA, with personal cedula No. F-5666, issued at Manila, P. I. on the 2<sup>nd</sup> day of January, 1931; E. E. ELSER, with personal cedula No. F-49, issued at Manila, P. I. on the 2<sup>nd</sup> day of January, 1931; R.S. ROGERS, with personal cedula No. F-6643, issued at Manila on the 3<sup>rd</sup> day of January, 1931; AND GEORGE M. ICARD, with personal cedula No. (Overage), issued at Manila, P. I. on the \_\_\_ day of \_\_\_\_\_, 1931; to me known and known to me to be the persons who signed the foregoing instrument, and each of them acknowledge to me that he executed the same as his free and voluntary act and deed, for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and fixed my notarial seal this 27<sup>th</sup> day of August, 1931.

Document No. 80; Page 35; Book VI; Series of 1931.

PO. 20 doc. stamps  
on original

SGD. EWALD E. SELPH  
Notary Public  
My Commission Expires on December 31, 1932

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

**SECRETARY'S CERTIFICATE**

I, **RODOLFO MA. A. PONFERRADA**, of legal age, Filipino, and with office address at The Penthouse, Alphaland Southgate Tower, 2258 Chino Roces Avenue Extension corner EDSA, Makati City, after being duly sworn in accordance with law, hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of **ATOK-BIG WEDGE CO., INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with business office address at 10<sup>th</sup> Floor, Alphaland Southgate Tower, 2258 Chino Roces Avenue corner EDSA, Makati City, Metro 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.


IN WITNESS WHEREOF, I have hereunto affixed my signature this \_\_\_\_\_, at Makati City, Metro Manila.



**RODOLFO MA. A. PONFERRADA**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this DEC 17 2014, at Makati City, Metro Manila, affiant exhibiting to me his Passport No. EB3482290 issued on 25 August 2011 at DFA-Manila.

Doc. No. 301 ;  
Page No. 62 ;  
Book No. ✓ ;  
Series of 2014.



**CARLO ANTONIO A. BAUTISTA**  
Commission No. M-506  
Notary Public for Makati City  
Until December 31, 2014  
The Penthouse, Alphaland  
Southgate Tower, Makati City  
Floor No. 1003-34  
PTR No. 42: 0251, 01/27/14; Makati City  
IBP No. 951818; 01/27/14; RSM  
MCLE No. IV-6217797 / TIN No. 408-377-800





Republic of the Philippines  
Department of Finance  
**Securities and Exchange Commission**  
SEC Building, EDSA, Greenhills, Mandaluyong City

MARKETS AND SECURITIES REGULATION DEPARTMENT

January 12, 2015

**ATOK BIG WEDGE CO., INC.**  
10<sup>th</sup> Floor Alphaland Southgate Tower  
2258 Chino Roces Avenue Ext. cor. EDSA  
Makati City

Thru: **MR. RAMON D. TAMARAY, JR.**  
Company Representative

Attention: **MR. JOSE RAYMUND APOSTOL**  
President

Subject: REQUEST FOR COMMENT/RECOMMENDATION

Gentlemen:

This is in connection with your request for comment/or recommendation relative to your company's application for approval of its Amended Articles of Incorporation (re: Article III, Change of Address).

We do not interpose any objection to your application provided that once the application has been approved ATOK BIG WEDGE CO., INC. shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.

The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change occurred or became effective.

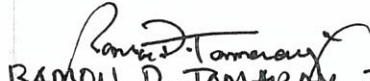
Our Department, nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and do not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,

  
**VICENTE GRACIANO P. FELIZMENIO, JR.**  
Director

RECEIVED BY:

  
RAMON D. TAMAREY JR.

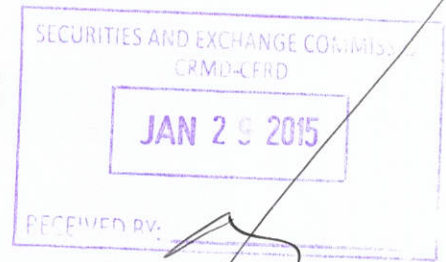
SIGNATURE OVER PRINTED NAME OF  
AUTHORIZED REPRESENTATIVE

ATOK BIG WEDGE CO. INC. 01-21-2015

COMPANY NAME/DATE RECEIVED



## DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, members of the Board of Directors and the Corporate Secretary, do hereby certify that the amendment to Article 3 of the Amended Articles of Incorporation of **ATOK-BIG WEDGE CO., INC.** (the "**Corporation**") was approved by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at its annual meeting held in Makati City last 28 August 2014.

The amendment to the Article 3 of the Amended Articles of Incorporation was likewise approved by majority of the directors at a meeting held in Makati City last August 28, 2014.

The amendment will reflect the complete address of the principal office of the corporation which is "10<sup>th</sup> Floor, Alphaland Southgate Tower, 2258 Chino Roces Avenue corner EDSA, Makati City, Metro Manila".

IN WITNESS WHEREOF, we have hereunto signed these presents on this DEC 29 2014 day of December 2014 at Makati, Metro Manila.

  
**ROBERTO V. ONGPIN**  
Director/Chairman of the Board  
TIN: 130-725-714

**ERIC O. RECTO**  
Director  
TIN: 108-730-891

  
**MARIO A. ORETA**  
Director  
TIN: 106-196-040

  
**JESUSA LORETO A. ARELLANO-AGUDA**  
Director  
TIN: 224-024-887

**WALTER W. BROWN**  
Director  
TIN: 128-993-810

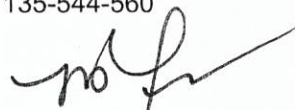
  
**ANNA BETTINA ONGPIN**  
Director  
TIN: 440-293-686

**JOSE RAYMUND L. APOSTOL**  
Director  
TIN: 108-104-490

  
**DENNIS O. VALDES**  
Director  
TIN: 141-808-058

**JOHN PETER CHICK B. CASTELO**  
Director  
TIN: 135-544-560

  
**MICHAEL ANGELO PATRICK M. ASPERIN**  
Director  
TIN: 140-139-911

  
**MARGARITO B. TEVES**  
Director  
TIN: 105-549-310

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

**GREGORIO MA. ARANETA III**  
Independent Director  
TIN: 136-998-184

Countersigned:

  
**RODOLFO MA. A. PONFERRADA**  
Director/Corporate Secretary  
TIN: 215-793-472



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

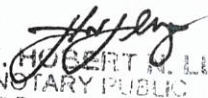
SUBSCRIBED AND SWORN to before me this DEC 29 2014 day of \_\_\_\_\_, affiants exhibiting to me their Tax Identification Nos., to wit:

Name	TIN
Roberto V. Ongpin	130-725-714
Mario A. Oreta	106-196-040
Jesusa Loreto A. Arellano-Aguda	224-024-887
Anna Bettina Ongpin	440-293-686
Dennis O. Valdes	141-808-056
Michael A.P.M. Asperin	140-139-911
Margarito B. Teves	105-549-310
Rodolfo Ma. A. Ponferrada	215-793-432

known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL, this DEC 29 2014 at MAKATI CITY, Metro Manila, Philippines.

Doc. No. 5014  
Page No. 102  
Book No. 106  
Series of 2014.

  
ATTY. ROBERT M. LLUZ  
NOTARY PUBLIC  
Until December 31, 2015  
Appt. No. M-44, Makati City  
IBP # 142830, Nov. 12, 2010-RGM  
PTR # 1225542, Jan. 02, 2014-Makati  
S.C. Roll No. 58117  
MCLE Compliance No. M-0011330  
Unit 301 3<sup>rd</sup> Flr. Campos Ruada Bldg.  
101 Urban Avenue, Brgy. Pio del Pilar  
Makati City