



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

COMPANY REG. NO. PW-216

**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

**MABUHAY VINYL CORPORATION**

(Amending Article VII by decreasing authorized capital stock thereof)

copy annexed, adopted on November 19, 2010 by a majority vote of the Board of Director and on April 28, 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 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 31<sup>st</sup> day of August, Twenty Eleven.



  
BENITO A. CATARAN  
Director

Company Registration and Monitoring Department



**AMENDED  
ARTICLES OF INCORPORATION**

**of**

**MABUHAY VINYL CORPORATION  
(Formerly Mabuhay Rubber Corporation)**

**(As amended on 28 April 2011)**

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippines, on this date, have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY THAT:

*First.* That the name of the said corporation shall be MABUHAY VINYL CORPORATION.

*Second.* That the purposes for which the said corporation is formed are:

### PRIMARY PURPOSE

To engage in the manufacture, buying, selling or otherwise dealing in electrochemical products, particularly calcium carbide, caustic soda, hydrochloric acid, liquid chlorine, chlorinated organic and inorganic chemicals, hydrogen peroxide, and vinyl resins and specialties and other products derived from chemicals and PVC resins and compounds herein enumerated.

### SECONDARY PURPOSE

(a) To lease land, mineral deposits, wharves, buildings or stores, factories, machinery, equipment and other things that may be necessary for the successful pursuit of the business of the corporation, and from time to time, to lease, mortgage or otherwise dispose of the same;

(b) To invest and deal with the money of the corporation not immediately required in such manner as from time to time may be determined by the Board of Directors;

(c) To acquire stock of other companies engaged in similar or allied business and to dispose of the same under terms and conditions that will redound to the best interests of the Corporation;

(d) To promote any company or companies for the purpose of acquiring all or any of the properties or liabilities of this corporation, , or both, or for any other purpose which may directly or indirectly redound to the benefit of the Corporation; and

(e) To borrow or secure funds which may be needed for the business of the Corporation, for any purpose that the Corporation may see fit and to issue bonds and debentures for money borrowed or for any other use directly or indirectly connected to the business or purposes of the Corporation. (As amended on 19 March 2009 and 30 April 2009 by the Board of Directors and Stockholders, respectively.)

*Third.* That the place where the principal office of the corporation is to be established or located is the Municipality of Makati, Province of Rizal;

*Fourth.* That the term for which said corporation is to exist is Fifty Years from and after date of incorporation provided that the term of existence of the corporation shall be extended for another fifty (50) years. From expiry date of July 20, 1984;

*Fifth.* That the names, nationalities and residences of the incorporators of said Corporation are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Guillermo Guevara	Pasay, Rizal, P.I.
Mrs. Asuncion Palma de Guevara	Pasay, Rizal, P.I.
Sulpicio Guevara	Manila, P.I.
Mrs. Maria Clemente Guevara	San Juan Del Monte, Rizal
Segundina Chua Jacinto	Manila, P.I.
Augusto Palma	Manila, P.I.
M. Yamauchi	Pasay, Rizal
N. Nakamoto	Pasay, Rizal
Y. Iwatani	Pasay, Rizal

*Sixth.* That the number of directors of said corporation shall be eleven and that the names and residences of the Directors of the Corporation who are to serve as such until their successors are elected and qualified as provided by the By-Laws are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Guillermo Guevara	Pasay, Rizal, P.I.
Mrs. Asuncion Palma de Guevara	Pasay, Rizal, P.I.
Sulpicio Guevara	Manila, P.I.
Augusto Palma	Manila, P.I.
Segundina Chua Jacinto	Manila, P.I.

*Seventh.* That the capital stock of the Corporation shall be One Billion Seventy Two Million Nine Hundred Forty Two Thousand Five Hundred Thirty Two Pesos (P1,072,942,532.00), divided into One Billion Seventy Two

Million Nine Hundred Forty Two Thousand Five Hundred Thirty Two (1,072,942,532) common shares of the par value of One Peso (P1.00) each. *(As amended on 19 November 2010 and 28 April 2011 by the Board of Directors and stockholders, respectively.)*

There shall be no pre-emptive rights with respect to shares of stock to be issued or sold by the Corporation for its initial public offering of shares of stock. *(As amended on 04 June 1996.)*

*Eighth.* That the number of shares which has been actually subscribed is Twenty Thousand (20,000) shares without par value, and the following persons have subscribed for the number of shares of the capital stock set out after their respective names.

<u>NAMES</u>	<u>NATIONALITY</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT SUBSCRIBED</u>
Guillermo B. Guevara	Filipino	9,250	92,500.00
Asuncion P. Guevara	Filipino	5,130	51,300.00
Angela M. Butte	American	1,372	13,720.00
Florentino Cruz	Filipino	1,028	10,280.00
Sulpicio Guevara	Filipino	162	1,620.00
Jose P. Marcelo	Filipino	379	3,790.00
Tobias P. Marcelo	Filipino	81	810.00
Santiago Guevara	Filipino	81	810.00
Alberto Reyes	Filipino	50	500.00
Paz Villareal	Filipino	69	690.00
Cristeta Revilla	Filipino	32	320.00
Araceli P. Jacinto	Filipino	23	230.00

Avelina Lorenzana	Filipino	827	8,270.00
Maria C. Guevara	Filipino	325	3,250.00
Camilo Osias	Filipino	328	3,280.00
Paz Fastino	Filipino	745	7,450.00
Juan Z. Bagasan	Filipino	44	440.00
Esmeralda Relis	Filipino	74	740.00
TOTAL NUMBER OF			
SHARES		=	
		20,000	200,000.00

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

<u>NAMES</u>	<u>NATIONALITY</u>	<u>AMOUNT PAID</u>
Guillermo B. Guevara	Filipino	61,984.00
Asuncion P. Guevara	Filipino	34,410.00
Angela M. Butte	American	9,204.00
Florentino Cruz	Filipino	6,900.00
Sulpicio Guevara	Filipino	1,092.00
Jose P. Marcelo	Filipino	2,546.00
Tobias P. Marcelo	Filipino	546.00
Santiago Guevara	Filipino	546.00
Alberto Reyes	Filipino	338.00
Paz D. Villareal	Filipino	468.00
Cristeta Revilla	Filipino	221.00
Araceli P. Jacinto	Filipino	156.00
Avelina Lorenzana	Filipino	5,550.00
Maria C. Guevara	Filipino	2,184.00
Camilo Osias	Filipino	2,200.00
Paz Faustino	Filipino	5,000.00

Juan Bagasan	Filipino	300.00
Esmeralda Relis	Filipino	500.00
		<hr/>
Total Amount Paid	=	<u>134,145.00</u>

*Tenth.* That Mrs. Asuncion Palma de Guevara has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws; and that, as such Treasurer, she has been authorized to receive for the Corporation and to receive in its name for all subscriptions paid in by the said subscribers

IN WITNESS THEREOF, we have hereunto set our hands this 20<sup>th</sup> day of July 1934.

(SGD.) GUILLERMO B. GUEVARA (SGD.) ASUNCION PALMA DE GUEVARA  
(SGD.) SULPICIO GUEVARA (SGD.) MARIA CLEMENTE GUEVARA  
(SGD.) AUGUSTO PALMA (SGD.) SEGUNDA CHUA  
(SGD.) M. YAMAUCHI (SGD.) N.NAKAMOTO

SIGNED IN THE PRESENCE OF:

(SGD) ILLEGIBLE

(SGD) LEOPOLDO FRANCISCO



### ACKNOWLEDGMENT

UNITED STATES OF AMERICA)  
PHILIPPINE ISLANDS )S.S.  
CITY OF MANILA )

Before us, the undersigned Notary Public for and in the City of Manila, P.I. came and appeared before me the following: Guillermo B. Guevara, with cedula certificate No. A-76578; issued on February 8, 1934, in Manila; Sulpicio Guevara, with cedula certificate No. B-239 issued on January 17, 1934, in Manila; Augusto Palma, with cedula certificate No. 1968046, issued on March 1, 1934, in Bocaue, Bulacan; M.Yamauchi, with cedula certificate No. A-60508, issued on April 30, 1934, in Manila, P.I.; N. Nakamoto with cedula certificate No. F-60510, issued on April 30, 1934, in Manila, P.I.; Y.Iwatani with cedula certificate No. G-4882362, issued on July 1934 in Manila, P.I. Mrs. Guillermo B. Guevara, Maria Clemente Guevara and Sugunda Chua did not exhibit any cedula on account of their sex who are personally known to me be the same persons who executed the foregoing instruments and they acknowledged to me that they have executed the same as their free and voluntary act and deed:

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal this \_\_\_ day of \_\_\_\_\_.

(SGD.) ARTEMIO DE LEON  
Notary Public  
My Commission expires  
On December 31, 1934