



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 30939

**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

PHILIPPINE NATIONAL CONSTRUCTION CORPORATION
(Amending Article IV by extending the term of its existence thereof.)

copy annexed, adopted on June 22, 2016 by majority vote of the Board of Directors and on October 17, 2016 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 Pasay City, Metro Manila, Philippines, this 21st day of November, Twenty Sixteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

3 0 9 3 9

Former Company Name

PHILIPPINE NATIONAL CONSTRUCTION
CORPORATION

AMENDED TO:
New Company Name

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

PNCC COMPLEX KM 15 EAST SERVICE
ROAD BICUTAN PARADISE CITY
1770

COMPANY INFORMATION

Company Email Address

pncc@pncc.ph

Company's Telephone Number/s

846 3045 / 846 0209

Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person

JANICE DAY E. ALEJANDRINO

Email Address

janicedayealejandrino@pncc.com

Telephone Number/s

846 3045 loc. 11

Mobile Number

Contact Person's Address

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

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

AMENDED ARTICLES OF INCORPORATION

PHILIPPINE NATIONAL CONSTRUCTION CORPORATION (FORMERLY CONSTRUCTION & DEVELOPMENT CORPORATION OF THE PHILIPPINES)

KNOW ALL MEN BY THESE PRESENTS:

That WE, all of whom are Filipinos and 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 CERTIFY:

FIRST: That the name of the corporation shall be PHILIPPINE NATIONAL CONSTRUCTION CORPORATION. (as amended on April 25, 1983)

SECOND: That the purpose or purposes for which such Corporation is formed are:

PRIMARY PURPOSE

To carry on and conduct a general contracting business with any private person or government department, subdivision, instrumentality, office, institution or agency, including the designing, constructing, enlarging, repairing, remodeling, operation, maintenance, financing or otherwise engaging in any work upon buildings, roads, sidewalks, highways, bridges, dams, public markets, irrigation systems, manufacturing plants or other public improvements; to engage in iron, steel, wood, brick, concrete, stone, cement masonry and earth construction; and to enter into and execute contracts or to receive assignments of contracts therefor or relating thereto; also to manufacture and/or furnish the building materials, equipment and supplies connected herewith; and to engage in any and all activities and business undertaking as may be necessary or incidental to accomplish the primary purpose and objectives of the Corporation that will contribute to the economic development of the country. (As amended on April 8, 1980).

SECONDARY PURPOSES

1. To promote, develop, manage or otherwise deal with the promotion, designing, development, construction, manufacture, marketing, operation and management of steel industries, products commerce, agro-industrial projects, and in all their branches, including the fabricating, erecting, and repairing of steel structures and other allied products and/or materials;
2. To purchase or otherwise acquire and undertake all or any part of the business property, and liabilities of any other company or corporation or individual or partnership carrying on any business which the company is authorized to carry on;
3. To buy and sell and otherwise deal in real or personal property, notes, stocks, bonds, or other investments, including the rights to hold, purchase, sell, convey, lease, rent, mortgage, or otherwise encumber, deal, sell and dispose of real and personal

property of all kinds and descriptions, both as principal and as agent, broker, factor, manager or commission merchant;

4. To engage in general trading business such as but not limited to buying, selling, import, export, preparation for market and dealing of all kinds, commodity or produce and generally to do business as merchants, importers and exporters. (As amended on April 8, 1980)
5. To act as financial or commercial agent or factor of or to undertake the general management for any person, firm, partnership, corporation or association in carrying on the business of any nature either within or without the Philippines, and while acting as such agent, factor or manager to perform such obligation, and carry on such transactions as shall tend to promote the interest that the corporation may represent;
6. To acquire as may be permitted by law, by purchase, exchange, donation or otherwise, and to invest in, underwrite, hold, sell transfer or otherwise dispose of properties (real and personal) shares, bonds, mortgages and other securities or any interest in either, or any obligations or evidence of indebtedness of any government or subdivision thereof or any public or private corporation or corporations, partnerships, persons, domestic or foreign corporate association; and while the owner or holder of such shares, properties, bonds, notes, mortgages, or other securities or of any interest in either or of such obligations or evidence of indebtedness, to exercise all the rights, powers and privileges of such ownership, including the power to vote thereon or to consent in respect thereof for any and all purposes, provided;
7. As may be incidental or necessary to the business of the corporation, to sell or negotiate bonds, notes, or other evidence of indebtedness secured by deed of trust or mortgages on real or personal property or choses in action owned, issued, negotiated, or exercised by it, and to sell or otherwise negotiate such collateral trust bonds or notes;
8. For any corporate purpose, to borrow money or other property with or without security, and for such purpose to create, make, issue notes, debentures, unsecured bonds, deeds or trust and/or negotiable instruments or other evidence of indebtedness secured by collateral trust deed or by mortgages upon or by pledge of any of its property, real, personal or any choses in action owned or held by it;
9. To aid in any lawful manner any person, association or corporation of which any obligation or in which any interest is held by this corporation or in affairs or prosperity of which this corporation has a lawful interest, or whose shares, bonds, mortgages or other obligations or evidence of indebtedness or any interest therein are owned or held by it, in whole or in part, or with respect to which it has assumed any liability whatsoever and to do any other lawful act or things for the preservation, protection, improvement, or enhancement of any such shares, bonds, notes, mortgages, obligations, or other evidence of indebtedness and to promote the formation, organization and operation of other companies or corporation in which it may be or become interested as a shareholder or otherwise;

10. To engage in investment activities, to hold funds and property, real and personal, and to manage and administer said funds and property for investment purposes and to otherwise invest and deal with the money of the company in such manner as may from time to time be determined and in accordance with the Corporation Law;
11. To pay for all or any part of the property rights or interest of any kind, purchased, or acquired by the company wholly or partially in shares, debentures or other securities or obligations of the company belonging to the company, and whether fully or partly as part of the terms of the company;
12. To employ experts, to investigate and examine into the condition, prospect, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights;
13. To assist any person or company and to take or otherwise acquire shares of stock, securities of any such company and sell, hold, reissue, with or without guarantee or otherwise deal with the same;
14. As may be permitted by law to promote and aid in promoting companies, syndicate or partnership of all kinds, for the purpose of acquiring and undertaking any property and liabilities of this company or advancing directly or indirectly the object thereof, or for any other purposes which this company may think expedient and to take and hold shares, debentures stock and any other securities and/or obligations of any such company;
15. To purchase, sell, own, hold and develop mining rights, claims and properties, agricultural and real estate development;
16. Whenever deemed, necessary or desirable to engage in the manufacture, selling and distribution of products, goods and merchandise; to import and export, or act as representatives, factors or agents of importers, exporters or manufactures both locally and in foreign countries.
17. To develop, construct, own, engage in, operate, maintain, lease, manage and/or conduct hotels, apartment hotels, motels, restaurants, cafes, bars, refreshment and other businesses, appurtenances, allied and incidental thereto and to acquire, purchase, own or lease land, equipment, machineries, appliances, buildings and other improvements and whatever properties real or personal used in connection with its business.
18. To carry on any business which may seem to the company capable of being conveniently carried on in connection with the business referred to above or calculated, directly or indirectly, to enhance the value or render profitable any of the Company's property or rights.
 - 18.a. To enter joint ventures with any person, natural or juridical, domestic or foreign, to undertake project or portions thereof within the comprehension of the purposes of the corporation. (As amended per Res. SH-3-78/79 dated Oct. 3, 1978)

19. In general, to do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporation, firms or individuals, and either as principal or agents, and to do every acts, thing or things, incidental or appurtenant to or growing out of connected with the aforesaid objections, purposes or powers, or any of them.

THIRD: That the corporation shall have its principal office and place of business in Makati, Rizal, Philippines, but may have such branches, agencies and correspondents in the Philippines and in foreign countries as may be necessary for the proper conduct of its business. (a) As amended per Res. SH-1-68/September. 3/68 (b) as amended per Res. SH-4-72/73 dated December 5/72.

FOURTH: That the term of which said corporation is to exist for another FIFTY (50) YEARS from and after November 21, 2016. (As amended on October 17, 2016.)

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

<u>NAMES</u>	<u>NATIONALITY</u>	<u>RESIDENCES</u>
1. Onofre B. Banson	Filipino	15 Vauhinia St., Makati , MM
2. Quintin K. Calderon	Filipino	78 Sto. Domingo Ave., Q.C.
3. Juan J. Carlos	Filipino	770 Aurora Blvd., Q.C.
4. Antonio R. Chanco	Filipino	39 South Crame, San Juan, Rizal
5. David M. Consunji	Filipino	1120-D Mendiola Ext. Paco, Manila
6. Felipe F. Cruz	Filipino	91 J. Abad Santos, Q.C.
7. Rodolfo M. Cuenca	Filipino	276 Vito Cruz Est., Makati, MM
8. Eduardo R. Escobar	Filipino	33 Agno St., Q.C.
9. Ricardo P. de Leon	Filipino	27 Tangile Road North Forbes Park, Makati
10. Sixto Orosa, III	Filipino	1706-C Taft Ave Pasay City
11. Domingo V. Poblete	Filipino	11 Buendia Ave. Makati, Rizal
12. Feliciano Sarmiento	Filipino	27 Valencia St. Q.C.
13. Louis Sheff	American	21 Tamarind Road, North Forbes Park, Makati, Rizal
14. Pedro O. Valdez	Filipino	13 Pulog St., Q.C.

SIXTH: That the member of directors of said corporation shall be eleven (11) and the names and residences of the directors of the corporation who are to serve until successors are elected and qualified as provided by the By-Laws are as follows, to wit:

<u>NAMES</u>	<u>RESIDENCES</u>
1. Onofre B. Banson	15 Vauhinia St., Makati , MM
2. Juan J. Carlos	770 Aurora Blvd., Q.C.

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|---------------------------|--|
| 3. Antonio R. Chanco | 39 South Crame, San Juan, Rizal |
| 4. Rodolfo M. Cuenca | 276 Vito Cruz Est., Makati, MM |
| 5. Ricardo P. de Leon | 27 Tangile Road North Forbes Park, Makati |
| 6. Eduardo R. Escobar | 33 Agno St., Q.C. |
| 7. Rodolfo L. Montelibano | Capital Subd., Bacolod City |
| 8. Sixto Orosa, Jr. | 1706-C Taft Avenue, Pasay City |
| 9. Feliciano Sarmiento | 27 Valencia St. Q.C. |
| 10. Louis Sheff | 21 Tamarind Road, North Forbes Park, Makati, Rizal |
| 11. Pedro O. Valdez | 13 Pulog Street., Quezon City |

SEVENTH: That the capital stock of said corporation is TWO BILLION SEVEN HUNDRED MILLION pesos (₱2,700,000,000.00) divided into ONE HUNDRED EIGHTY-TWO MILLION TWO HUNDRED THOUSAND (182,200,000) common shares; ONE MILLION FOUR HUNDRED THOUSAND (1,400,000) Preferred "A" shares; FORTY TWO MILLION ONE HUNDRED FOURTEEN THOUSAND EIGHT HUNDRED SEVENTY NINE (42,114,879) Preferred "B" shares; SIX MILLION FOUR HUNDRED EIGHTY FIVE THOUSAND ONE HUNDRED TWENTY ONE (6,485,121) Preferred "C" shares; TWENTY SEVEN MILLION EIGHT HUNDRED (27,800,000) Preferred "D" shares; and TEN MILLION (10,000,000) Special Common Shares, all at the par value of TEN PESOS (₱10.00) per share. (As amended during the Special Stockholders' meeting held on April 25, 1983)

The PREFERRED "A", "B", "C", "D" and Special Common shares shall have the following features:

a) Preferred "A" shares

shall be non-voting and non-participating, and subject to the final determination by the Board of Directors. They shall be:

- 1) Redeemable in one (1) to ten (10) years;
- 2) Entitled to earn cumulative dividends within range of eight (8) percent to sixteen (16) percent per annum; and
- 3) Convertible to common shares in proportion to the redemption period provided that the first conversion be effected only after one (1) year from the date of subscription.

b) Preferred "B" shares

- i. Non-voting, except as provided for in the Corporation
- ii. Non-convertible to common shares;
- iii. Non-participating;
- iv. Cumulative;