



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

Company Reg. No. CS200303108

**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

CENTRAL AZUCARERA DE SAN ANTONIO, INC.
(Amending Article II Secondary Purposes thereof.)

copy annexed, adopted on May 26, 2009 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, pre-need plan issuer, general agent in pre-need plans 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 hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 6th day of July, Two Thousand Nine.




BENITO A. CATARAN

Director
Company Registration and Monitoring Department



4/2
aw

COVER SHEET

C S 2 0 0 3 0 3 1 0 8
S.E.C. Registration Number

C E N T R A L A Z U C A R E R A D E
S A N A N T O N I O , I N C .

(Company's Full Name)

5 T H F L O O R L E G A S P I T O W E R S 2 0 0
P A S E O D E R O X A S , M A K A T I C I T Y

(Business Address: No. Street City / Town / Province)

ATTY. SUZETTE A. NER
Contact Person

751-3966
Company Telephone Number

0 9 3 0
Month Day
Fiscal Year

FORM TYPE

0 3 1 7
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total No. of Stockholders

Total amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU
Cashier
6-17-09

Document I.D.

STAMPS

AMENDED
ARTICLES OF INCORPORATION
OF
CENTRAL AZUCARERA DE SAN ANTONIO, INC.

(As Amended on May 26, 2009)

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of this corporation shall be:

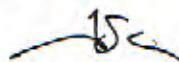
"CENTRAL AZUCARERA DE SAN ANTONIO, INC."

SECOND: That the primary purpose of this corporation is to acquire, construct, maintain and operate sugar factories, refineries, cargo fleets, sugar machine shops and to make use of bagasse and other matters for the production of power and other products.

That the secondary purposes for which it has been formed are as follows:

"1. To engage in the selling of excess electricity generated by its facilities to other entities." (As amended on May 26, 2009)

2. To promote the business of planting and cultivation of sugar cane and manufacture of sugar, and to purchase, sell, or in any other manner to trade in sugar, sugarcane, or products derived therefrom; to engage in the fabrication of any kind of materials, substances, and products which may be used in or convenient for the utilization of the products derived from sugar, and to buy, sell, or in any other manner negotiate and trade with same; to realize and promote whatever mercantile or commercial business, and to buy, sell, or in any other way trade in goods, effects, merchandise; and in general, to undertake all kinds of studies, experiments, tests, and business on the cultivation of sugar, its manufacture, and its purchase and sale as well as to acquire, possess, sell, and negotiate, without limitations except those expressly provided by law, in all kinds of properties, rights, concessions, privileges, and franchises



in relation to or convenient for the promotion of its objectives.

3. To conclude, make, deliver, buy, or in any other manner formalize, acquire, or cede contracts and agreements with the owners-lessees, or laborers of the plantations of lands dedicated to the cultivation of sugar cane, for the milling of their crops, manufacture of sugar, and the utilization of products derived, basing said contracts and agreements, in whole or in part, on terms and conditions usual in the Philippines in contracts and agreements of this nature, and stipulating freely and without being subjected to precedents which they may consider for its convenience and permitted by law; and to carry to their end the referred contracts and to comply with the agreements of same in accordance with their terms and conditions.

4. To buy, acquire, possess, sell, lease, exchange, or mortgage the properties of public or private domain that are reasonably necessary for the realization and the promotion for which it is proposed, and to buy, lease, construct, or in any other mode acquire buildings, warehouses, roads, depots, wharves, hydraulic works, irrigation and all other kinds of works, or interests and participations in same; and as an aid to or union with the general business of the Company, to acquire, lease, construct, operate and make use of railroads, vessels or ships, or other means of transportation for their products, supplies, and for the transportation of its merchandise and passengers between any point within or outside of the Philippine Islands.

5. In conformity with the laws, to acquire, exploit hydraulic concessions for use in irrigation and other purposes for her own use or for sale or lease, to produce power and electric current for her own use, for lighting and for other uses, as well as to sell to others and make whatever is convenient or necessary for the compliance and utilization of said facilities.

6. In conformity with the laws, to undertake any lawful activities, industry, or enterprise of any nature that can be carried by corporations, operating directly by itself in its proper name or, indirectly, by agents, representatives, or trustees, or as stockholders of shares or participants of other interests in any other business, or enterprise established and dedicated to similar objectives and ends and, in this way, work for its own benefit, or as agents, contractors, attorneys-in-fact, representatives, or trustees of any other person, company, or corporation.

7. To buy on commission, subscribe, acquire, possess, sell, exchange and, in any other manner, operate in shares, obligations, bonds, securities, and other guarantees of debt created by any corporation, government, or municipality, business house, or by any individual, and while being the proprietor or the holder of same, exercise all the rights of ownership including the right to vote in those in which it has been agreed, and to receive, collect, and dispose of the products on sale and of the interests, dividends, and rentals of same.

8. To make and alter investments of all kinds and effect loans on mortgages or whatever kind of guaranty which may be considered convenient or sufficient for such investments of money or for whatever other purpose.

9. And, in general, for the improvement of any of its businesses or interests, or



to act and realize same, to make whatever is necessary, convenient, or proper for the attainment of the objectives of the company and to execute all and each and every facility and attribute of the other corporations in general and especially in the corporations of the same nature organized in accordance with the laws of the Philippine Islands.

B. That the corporation shall have the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

THIRD: That the place where the principal office of the corporation is to be established is at 5/F Legaspi Towers 200, Pasco de Roxas, Makati City.

FOURTH: That the names, nationalities, and residences of the incorporators are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
Antonio Steven L. Chan	Filipino	#5 Caimito Place, Forbes Park, Makati City
Maria Luisa C. Chan	Filipino	#5 Caimito Place, Forbes Park, Makati City
Maria Teresa L. Chan	Filipino	1229 Acacia St., Dasmariñas Village, Makati City
Lily Zenaida L. Chan	Filipino	412 Molave Drive, Ayala Alabang, Muntinlupa City
Maria Antonietta L. Chan	Filipino	1229 Acacia St., Dasmariñas Village, Makati City

SIXTH: That the number of directors of the corporation is five (5) who are also the incorporators.

SEVENTH: That the authorized capital stock of the corporation is One Billion Five Hundred Million Pesos Only (PhP1,500,000,000.00) pesos in lawful money of the Philippines, divided into One Million Five Hundred Thousand (1,500,000) shares with par value of PhP1,000.00 per share. (As amended on September 30, 2007)

EIGHT: That the subscribers to the capital stock and the amount paid-in to their subscriptions are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>SUBSCRIBED</u>	<u>PAID</u>
Antonio Steven L. Chan	Filipino	88,000	PhP88,000,000.00	PhP22,000,000.00
Maria Luisa C. Chan	Filipino	60,000	60,000,000.00	15,000,000.00
Maria Teresa L. Chan	Filipino	20,000	20,000,000.00	5,000,000.00
Lily Zenaida L. Chan	Filipino	20,000	20,000,000.00	5,000,000.00

Maria Antonietta L. Chan	Filipino	10,000	10,000,000.00	2,500,000.00
MCS Investments (WA) PTY	Australian	2,000	2,000,000.00	500,000.00
TOTAL		200,000	PhP200,000,000.00	PhP50,000,000.00

NINTH: That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stocks certificates issued by the corporation.

TENTH: That Lily Zenaida L. Chan 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, she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

In witness whereof, we have set our hands this 30th day of January, 2003 at Makati City.

ANTONIO STEVEN L. CHAN (Sgd.)

MARIA TERESA L. CHAN (Sgd.)

MARIA LUISA C. CHAN (Sgd.)

LILY ZENAIDA L. CHAN (Sgd.)

MARIA ANTONIETTA L. CHAN (Sgd.)

WITNESSES:

CEDRIC T. SYCIP (Sgd.)

JOSIELYN R. COMANDANTE (Sgd.)

ACKNOWLEDGEMENT

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

BEFORE ME, a Notary Public in and for _____, Philippines, this 4th day of February 2003, personally appeared:

NAME	COMMUNITY TAX CERT. NO.	DATE	PLACE ISSUED
Antonio Steven L Chan	14378335	1/17/03	Makati City
Maria Luisa C. Chan	14378336	1/17/03	Makati City
Maria Teresa L. Chan	14378339	1/17/03	Makati City
Lily Zenaida L. Chan	14378332	1/17/03	Makati City
Maria Antonietta L. Chan	14378342	1/17/03	Makati City

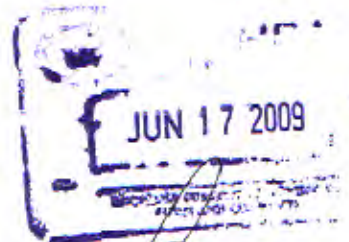
all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

DANILO M. CASTRO (Sgd.)
Notary Public
Until December 30, 2002
PTR No. 7726587; 1/4/01;Mkt
TIN No. 145-365-785

Doc. No. 278;
Page No. 57;
Book No. 54;
Series of 2003.

DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the directors and the Corporate Secretary of **CENTRAL AZUCARERA DE SAN ANTONIO, INC. (CASA)**, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at the Special Stockholders' Meeting held on May 26, 2009 at the principal office of the corporation.

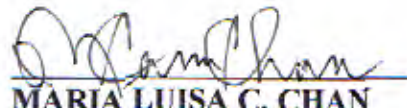
The amended provisions of the attached Amended Articles of Incorporation refer to:

That the secondary purposes for which it has been formed are as follows:

"1. To engage in the selling of excess electricity generated by its facilities to other entities." (As amended on May 26, 2009)

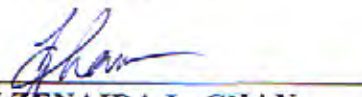
In witness whereof, we have hereunto signed this certificate this day of MAY 28 2009 2009 at Makati City, Philippines.


ANTONIO STEVEN L. CHAN
TIN: 119-806-500


MARIA LUISA C. CHAN
TIN: 244-744-592



MARIA TERESA L. CHAN
TIN: 119-861-081


MA. ANTONIETTA L. CHAN
TIN: 170-523-693


LILY ZENAIDA L. CHAN
Corporate Secretary
TIN: 123-155-018

SUBSCRIBED AND SWORN TO before me this day of MAY 28 2009 2009 at Makati City, by the above-named persons who exhibited to me their Tax Identification Numbers.

Doc. No. 128 ;
Page No. 27 ;
Book No. 17 ;
Series of 2009.


SUZETTE A. NER
NOTARY PUBLIC
UNTIL DECEMBER 31, 20 09
PTR NO. 1569934/01-07-2009/MAKATI
ROLL OF ATTORNEY NO. 42414
IBP LIFETIME MEMBER ID NO. 02226
5F LEGASPI TOWERS 200, PASEO DE ROXAS, MAKATI



OFFICIAL RECEIPT
 Republic of the Philippines
 DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



Accountable Form No. 51
 Revised 2006 **ORIGINAL**

DATE June 17, 2009 No. **0304557**

PAYOR CENTRAL AZUCARERA DE SAN ANTONIO INC.
 MAKATI CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
ERP (40223)	151	CRMD	10.00
AMENDED ARTICLES	608	CRMD	500.00
TOTAL			PHP 510.00

SECURITIES AND EXCHANGE COMMISSION
APPROVED ON
[Signature]
DATE CLAIMED
[Signature]
 RECEIVING AND RELEASE UNIT

AMOUNT IN WORDS
FIVE HUNDRED TEN PESOS AND 00/100

Received Cash
 Treasury Warrant
 Check
 Money Order

Received the Amount Stated Above

Treasury Warrant, Check, Money Order Number **Rene B. Tan**
 COLLECTING OFFICER

Date of Treasury Warrant, Check, Money Order O.R. No. **0304557**

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.



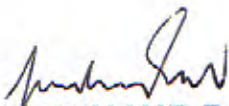
Republic of the Philippines
 Department of Finance
Securities and Exchange Commission
 SEC Bldg. EDSA, Greenhills, Mandaluyong City

COMPANY REGISTRATION AND MONITORING DEPARTMENT

1st Endorsement
 June 2, 2009

Respectfully endorsed to the **DEPARTMENT OF ENERGY, Energy Center, Merritt Rd., Fort Bonifacio, Taguig City, Metro Manila** for comments and recommendations the attached Amended Articles of Incorporation of **CENTRAL AZUCARERA DE SAN ANTONIO, INC** in view of the amendment/s thereof.

Early return of these papers together with the action taken thereon will be appreciated.


FERDINAND B. SALES
 Assistant Director

Corporate and Partnership Registration Division

Encl. a/s
 BA/ KEN

Handwritten notes:
 c/o
 MCC - 09-6811116

