



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 Articles II Purposes & III thereof.]

copy annexed, adopted on September 16, 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 14th day of January, Twenty Fifteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

REGISTRATION

S.E.C. Registration Number

C S 2 0 0 3 0 3 1 0 8

(Company's Full Name)

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 .

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

U N I T 5 0 2 5 T H F L O O R L E G A S P I
T O W E R S 2 0 0 B U I L D I N G 1 0 7 P A S E O
D E R O X A S S T . L E G A S P I V I L L A G E
B A R A N G A Y S A N L O R E N Z O M A K A T I
C I T Y

COMPANY INFORMATION

Company's Email Address

casa_acctg@yahoo.com

Company's Telephone Number

892-7471

Company's Facsimile Numbers

893-8182

CONTACT PERSON INFORMATION

Name of Contact Person

Maria Dolores A. De Guzman

Email Address

casa_acctg@yahoo.com

Telephone Number

817-1517

Facsimile Number

893-8182

CONTACT PERSON'S ADDRESS

5/F LEGASPI TOWERS 200 PASEO DE ROXAS, MAKATI CITY

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

DOE Indorsement

FOR MONITORING 11-20-14 (AM)

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

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 engage in the production and in the selling of Ethanol products and other sugar by-products or in any manner negotiate and trade with same." (As amended on September 16, 2014)

3. 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.

4. 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.

5. 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.

6. 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.

7. 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, attornies-in-fact, representatives, or trustees of any other person, company, or corporation.

8. 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.

9. 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.

10. 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”: The Principal Address of the Corporation shall be at Unit 502, 5th Floor Legaspi Towers 200 Building, 107 Paseo de Roxas St., Legaspi Village, Barangay San Lorenzo, Makati City 1226. (As amended on September 16, 2014)

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.



Republic of the Philippines
DEPARTMENT OF ENERGY

1st Indorsement

December 12, 2014

Respectfully endorsed to Atty. Ferdinand B. Sales, Director, Company Registration and Monitoring Department, Securities and Exchange Commission, SEC Building, EDSA, Greenhills, City of Mandaluyong, Metro Manila, the attached Amended Articles of Incorporation and By-Laws of **CENTRAL AZUCARERA DE SAN ANTONIO, INC.**, with the information that this Department interposes no objection thereon, subject to the condition that said corporation shall comply with pertinent laws, rules and regulations administered and enforced by the Department.


MARIO C. MARASIGAN
Director IV

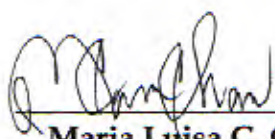
SECRETARY'S CERTIFICATE

I, MARIA LUISA C. CHAN, of legal age, Filipino with office address at 5th Floor Legaspi Towers 200, Paseo de Roxas, Makati City, after being duly sworn to in accordance with law, depose and state that:

1. That I am the duly elected Corporate Secretary of Central Azucarera de San Antonio, (the "Corporation"), a Corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office address at 5th Floor Legaspi Towers 200, Paseo de Roxas, Makati City.

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 and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

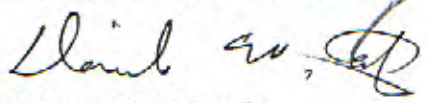
IN WITNESS WHEREOF, I have hereunto set my hand this NOV 18 2014 day of _____ at Makati City




Maria Luisa C. Chan
Corporate Secretary

SUBSCRIBED AND SWORN to before me this NOV 18 2014, 2014 in Makati City, affiant exhibiting to me her Tax Identification Number 244-744-592.

Doc. No. 4916
Page No. 101
Book No. 90
Series of 2014.


DANILO M. CASTRO
Notary Public
Appointment No. M-17 Until December 31, 2014
Place of Commission Makati City
PH Legaspi Tower 200,
107 Pasco de Roxas, Makati City
PTR No. 4235802/1-10-14/Makati City
Tin No. 145-365-765
IBP No. Lifetime 533604/1-7-02/Makati City
Roll No. 31987/May 7, 1982
MCLE Compliance No. IV-0018322

SECURITIES AND EXCHANGE COMMISSION
 CRMD-CFRG
 JAN 05 2015
 RECEIVED BY: 

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.**, 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 Regular Meeting held on September 16, 2014 at the principal office of the corporation.


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


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

"2. To engage in the production and in the selling of Ethanol products and other sugar by-products or in any manner negotiate and trade with same" (As amended September 16, 2014).

"THIRD". The Principal Address of the Corporation shall be at Unit 502, 5th Floor Legaspi Towers 200 Building, 107 Paseo de Roxas St., Legaspi Village, Barangay San Lorenzo, Makati City 1226. (As amended September 16, 2014)

In witness whereof, we have hereunto signed this certificate this ~~NOV 18~~ **NOV 18** 2014 at Makati City, Philippines.


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


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


LILY ZENAIDA L. CHAN
 Director - Treasurer
 TIN: 123-155-018

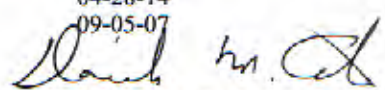

MARIA LUISA C. CHAN
 Director - Corporate Secretary
 TIN: 244-744-592

NOT SIGNED
MARIA ANTONIETTA L. CHAN
 Director
 TIN: 170-523-693

SUBSCRIBED AND SWORN TO before me this NOV 18 2014 at Makati City, by the above-named persons who exhibited to me their Drivers License/ Passport/ Tax Identification Numbers:

Name	Drivers License/ Passport/ TIN	Date/ Place Issued
ANTONIO STEVEN L. CHAN	119-806-500	12-17-91
MARIA TERESA L. CHAN	119-861-081	07-26-11
LILY ZENAIDA L. CHAN	123-155-018	08-28-92
MARIA LUISA C. CHAN	244-744-592	04-28-14
MARIA ANTONIETTA L. CHAN	OSA No. 18589	09-05-07

Doc. No. 497


DANILO M. CASTRO