



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 III thereof.)

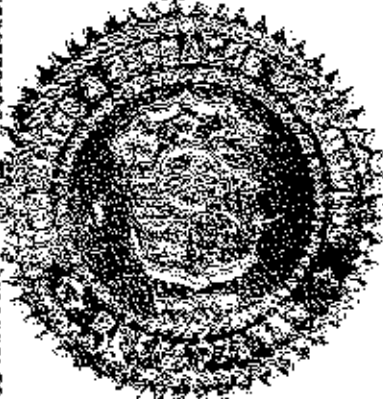
copy annexed, adopted on March 14, 2014 by majority vote of the Board of Directors and on April 25, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors 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 31st day of October, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AOI-BL

SEC Registration Number

P W - 2 1 6

Company Name

M	A	B	U	H	A	Y	V	I	N	Y	L	C	O	R	P	O	R	A	T	I	O	N

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

3	/	F	P	H	I	L	A	M	L	I	F	E	B	U	I	L	D	I	N	G	,	1	2	6
L	.	P	.	L	E	V	I	S	T	E	S	T	R	E	E	T	,	S	A	L	C	E	D	O
V	I	L	L	A	G	E	,	M	A	K	A	T	I	C	I	T	Y							

Company E-mail Address

info@jglawph.com

Company's Telephone Number/s

c/o 8159071 to 78

Company's Facsimile Numbers

c/o 817 3251

Contact Person

Ma. Melva E. Valdez /
Edwin Li. Umali

CONTRACT PERSON INFORMATION

Email Address

mevaldez@jglawph.com

Telephone Number

815 9071 to 78

Facsimile Number/s

817 3251

Contact Person's Address

6th Floor, SOL Bldg., 112 Amorsolo Street, Legaspi Village, 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:

<input type="checkbox"/>	Corporate and Partnership Registration Division	_____	_____
<input type="checkbox"/>	Green Lane Unit	_____	_____
<input type="checkbox"/>	Financial Analysis and Audit Division	_____	_____
<input type="checkbox"/>	Licensing Unit	_____	_____

AMENDED
ARTICLES OF INCORPORATION

Of

MABUHAY VINYL CORPORATION
(Formerly Mabuhay Rubber Corporation)

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 PURPOSES

- (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 the 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 to time may be determined by the Board of Directors;

- (c) To acquire stock of the 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 at 3/F Philamlife Building, 126 L.P. Leviste Street, Salcedo Village, Makati City; (as amended on 14 March 2014 and 25 April 2014 by the Board of Directors and Stockholders, respectively)

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 SUBSCRIBE</u>	<u>AMOUNT SUBSCRIBED</u>
Guillermo B. Guevara	Filipino	9,250	92,500.00
Asuncion P. Guevarra	Filipino	5,130	51,300.00
Angela M. Butte	American	1,372	13,720.00
Florentino Cruz	Filipino	1,028	10,280.00
Sulpicio Guevarra	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	=	<u>20,000</u>	<u>200,000.00</u>

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. Guevarra	Filipino	34,410.00
Angela M. Butte	American	9,204.00
Florentino Cruz	Filipino	6,900.00
Sulpicio Guevarra	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	486.00
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 Fastino	Filipino	5,000.00
Juan Z. Bagasan	Filipino	300.00
Esmeralda Relis	Filipino	<u>500.00</u>
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 subscription paid in by the said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 20th 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

ACKNOWLEDGEMENT

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; Sulpico 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 personally 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

Doc. No. 333, Page No. 27, Book No. I, Series of 1934

Republic of the Philippines)
Makati City) S.S.

SECRETARY'S CERTIFICATE

I, **Ma. Melva E. Valdez**, of legal age, with office address at 6/F SOL Building, 112 Amorsolo St., Legaspi Village, Makati City, do hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of Mabuhay Vinyl Corporation (the Corporation), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 3/F Philamlife Building, 126 L.P. Leviste Street, Salcedo Village, 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.

This Certification is issued in connection with the application for amendment of the articles of incorporation of the Corporation with the SEC


MA. MELVA E. VALDEZ
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 16th day of October 2014 in Makati City; affiant exhibited to me her SSS ID No. 03-8437676-4.

Doc. No. 342;
Page No. 70;
Book No. 5;
Series of 2014.


ETHELENE G. VELASCO
Notary Public, Appt. No. M-501, Makati City
Valid until: 31 December 2015
JGLaw, 6th Floor, SOL Bldg., 112 Amorsolo St.
Legaspi Village, Makati City
PTR No. 4230477, 02 Jan. 2014, Makati City
IBP No. 950784, 06 Jan. 2014, Pangasinan Chapter
Roll No. 62420

**CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF
MABUHAY VINYL CORPORATION**
SEC Registration No. 216

10-29-14

We, the undersigned, consisting of at least a majority of the members of the Board of Directors of **Mabuhay Vinyl Corporation** ("the Corporation"), with the President and the Corporate Secretary of the stockholders' meeting countersigning, do hereby certify that:

1. A meeting of the members of the Board of Directors was held at the MVC Board Room, 3rd Flr., Philamlife Bldg., 126 L.P. Leviste Street, Salcedo Village, Makati City on 14 March 2014, for the purpose of considering, among other things, an amendment of Article Third of the Corporation's Articles of Incorporation, to indicate the specific address of the Corporation.

2. On 25 April 2014, the Annual General Meeting of the stockholders was held at the Makati Sports Club, 126 L.P. Leviste Street, Salcedo Village, Makati City, to ratify/approve, among other things, the resolution of the Board of Directors to amend Article Third of the Corporation's Articles of Incorporation.

3. Written notices of the time, place, and agenda of said meetings were made upon each director and stockholder, respectively, at his/her place of residence as shown in the books of the Corporation.

4. Pursuant to said notices, a majority of the members of the Board of Directors appeared in person and the stockholders representing at least two thirds (2/3) of the outstanding capital stock were present either in person or by proxy at said meetings.

5. At such meetings, upon motion duly made and seconded, the following resolutions were adopted by the affirmative vote of at least a majority of the members of the Board of Directors and the stockholders representing at least two thirds (2/3) of the outstanding capital stock:

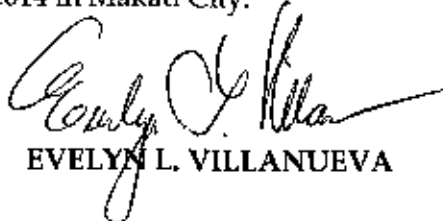
RESOLVED, That the Corporation is hereby authorized to amend Article Third of the Corporation's Articles of Incorporation to indicate the exact address of the corporation's principal office, the amended provision to read as follows:

'THIRD. That the place where the principal office of the corporation is to be established or located is at 3/F Philamlife Building, 126, L.P. Leviste Street, Salcedo Village, Makati City.'

RESOLVED FURTHER, that the President in coordination with the Corporation's legal counsel, Jimenez Bello Valdez Caluya & Fernandez, be authorized to file the appropriate application with the Securities and Exchange Commission for the said purpose.

6. The attached Articles of Incorporation is a true and correct copy of the Corporation's Articles of Incorporation amended as aforesaid.


IN WITNESS WHEREOF, we have hereunto set our hands on this 24th day of July 2014 in Makati City.


EVELYN L. VILLANUEVA


JOSE O. JULIANO


RENATO N. MIGRIÑO


YOSHIAKI UENISHI


TETSURO HACHIMURA


BARBARA ANNE C. MIGALLOS


EDWIN L. UMALI

KIYOFUMI FUKUDA

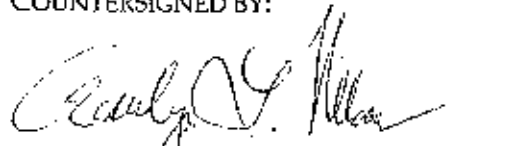


WALTER C. WASSMER

MELANIE S. BELEN

GARY S. OLIVAR

COUNTERSIGNED BY:



EVELYN L. VILLANUEVA
Chairperson of the Stockholders' Meeting




MA. MELVA E. VALDEZ
Secretary of the Stockholders' Meeting

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

SUBSCRIBED AND SWORN to before me this 24th day of July 2014 at Makati City, affiants exhibited their respective Social Security System (SSS) / Tax Identification Number (TIN) Nos., to wit:

<u>Name</u>	<u>SSS/TIN No.</u>
Evelyn L. Villanueva	106-970-716
Jose O. Juliano	908-622-761
Renato N. Migrifio	102-118-145
Kiyofumi Fukuda	436-299-172
Tetsuro Hachimura	439-080-598
Yoshiaki Uenishi	436-940-371
Barbara Anne C. Migallos	102-774-312
Edwin Li. Umali	106-960-926
Gary B. Olivar	911-587-494
Melanie S. Belen	123-153-707
Walter C. Wassmer	115-321-830
Ma. Melva E. Valdez	123-493-209

Doc. No. 340 ;
Page No. 64 ;
Book No. 1 ;
Series of 2014.



ETHELENE G. VELASCO
Notary Public, Appt. No. M-503, Makati City
Valid until: 31 December 2015
JGlaw, 6th floor, SOL Bldg., 112 Amorsolo St.
Legaspi Village, Makati City
PTR No. 4230477, 02 Jan. 2014, Makati City
IBP No. 950784, 06 Jan. 2014, Pangasinan Chapter
Roll No. 62420