



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 36140

**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

CONCRETE AGGREGATES CORP.

[Amending Article VI thereof.]

copy annexed, adopted on April 08, 2015 by majority vote of the Board of Directors and on June 25, 2015 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 17th day of September, Twenty Fifteen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application: AMENDMENT Articles and By-Laws
SEC Registration Number: 36140

Former Company Name: CONCRETE AGGREGATES CORP.

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town)Province:
9th Floor Ortigas Building
Ortigas Avenue, Pasig City
ZIP CODE

COMPANY INFORMATION
Company Email Address
Company's Telephone Number/s: 6311231
Mobile Number

CONTACT PERSON INFORMATION
The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation
Name of Contact Person: JOSE ANTONIO V. EVANGELISTA III
Email Address
Telephone Number/s: 6311231
Mobile Number

Contact Person's Address:
c/o 9th Floor Ortigas Bldg, Ortigas Avenue, Pasig City

To be accomplished by CRMD Personnel
Assigned Processor
Date
Signature

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
Compliance Monitoring Division

Signature lines for processing units

**AMENDED ARTICLES OF INCORPORATION
OF
CONCRETE AGGREGATES CORPORATION
(Formerly Build-on Aggregates, Inc.)**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, citizens 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 HEREBY CERTIFY:

FIRST: That the name of said corporation shall be CONCRETE AGGREGATES CORP. (As amended December 15, 1972)

SECOND: That the primary purpose for which said corporation is created is to engage in all or any of the business of manufacturers and dealers and workers in rock, stone, cement, lime, plasters, whiting, clay, gravel, and minerals, earth, coke, fuel, artificial stone, and builders requisites and convenience of all kinds and incidental to the foregoing:

- (a) To quarry and crush rock, stone, limestone, etc. and to excavate in earth.
- (b) To sell and deal in rock and stone products and limestone in all forms.
- (c) To excavate, wash, screen, sell, and deal in sand and gravel.
- (d) To mix and sell limestone and rock products, sand and gravel, with binders of every description including asphalt and cement.
- (e) To manufacture, buy, sell and deal on concrete asphalt and their products.
- (f) To acquire, own, maintain, operate and dispose of trucks, lighters, ships, barges, transportation, construction equipment of all kinds for the corporation's own use.

(g) To acquire, own, use, convey, and otherwise dispose of and deal in real property or any interest therein.

(h) To buy, purchase, own, hold, sell, or otherwise acquire and dispose of and deal in leases, hire, and let or lease or hire all kinds of materials, machinery equipment, tools and/or apparatus for the purpose or object aforesaid, and the materials thereof, to be manufactured and/or processed for sale exported as the demand of business requires.

The corporation shall have the following secondary purposes and powers:

1. To locate, register, and lease mining claims in any place in the Philippines; to explore, develop, and exploit mineral deposit; to negotiate for the operations, sale or purchase of rights to mining claims, and to supervise or manage operations of processing of metallurgical plants, etc.

2. To engage in real estate business and purchase, own, subdivide, sell, lease, rent, mortgage, take option or otherwise deal in real property, improved or unimproved, be it residential, commercial, or agricultural, insofar as may be permitted by law.

3. To buy and sell or otherwise deal in real personal property, notes, stocks, bonds, or other investments, including the right to hold, buy, sell, lease, mortgage, or otherwise encumber, 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; to act as real estate broker and merchant.

4. 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; to acquire, purchase, hold, sell and transfer shares of stock or membership in other firms or corporation.

5. To issue bonds, debentures, securities, collaterals and other obligations or otherwise incur indebtedness in such manner as may be ascertained by the corporation.

6. To the extent permitted by law, to invest in, own, mortgage or otherwise dispose of shares of stock and bonds of any corporation, whether domestic or foreign, and to exercise all the rights, powers and privileges appertaining thereto.

7. To engage in the general construction and constructing business.

8. To buy, sell, and deal in general building supplies and materials, machineries and equipment of all kinds including surplus goods.

9. To enter into, make, perform and carry out contracts of every kind and nature which may be necessary or convenient for the business of the corporation.

10. In general, to do 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 herein before set forth, either alone or in connection with other corporations, firms, or individuals and either as principal or agents, and to do every act, things incidental or appurtenant to or growing out or connected with the aforestated object, purposes, powers, or any of them.

THIRD: That the place where the principal office of the corporation is to be established or located shall be at the 9th Floor, Ortigas Building, Ortigas Avenue, Pasig City. (As approved on June 26, 2008 by the Stockholders of the Corporation)

FOURTH: That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH: That the names and residence of the incorporators of said corporation is as follows:

<u>Names</u>	<u>Residence</u>
Jose Concepcion, Sr.	21 Tanguile Road, North Forbes Park, Makati Rizal
Reynaldo A. Concepcion	2 Balete Cor. Banaba Streets, Forbes Park, Makati Rizal
Jose Concepcion, Jr.	2 Park Road Cor. Kawayan, North Forbes Park, Makati, Rizal
Rafael G. Hechenova	2 Balete Cor. Banaba Streets, Forbes Park, Makati Rizal
Jesusa P. Concepcion	2 Balete Cor. Banaba Streets, Forbes Park, Makati Rizal

SIXTH: That the number of directors of said corporation shall be seven (7) who are to serve until their successors are elected and qualified, as provided by the by-laws of the corporation. (As amended June 25, 2015)

SEVENTH: That the capital stock of the said corporation is FIVE HUNDRED MILLION PESOS (P500,000,000.00), Philippine Currency, and said capital stock is divided into FORTY MILLION (40,000,000) Class "A" shares and TEN MILLION (10,000,000) Class "B" shares with a par value of TEN PESOS (P10.00), Philippine Currency, each share. (As amended April 26, 1995 by the Board of Directors and by the Stockholders) Both classes of shares shall be identical in all respects except that:

(a) Class "A" shares shall be issued and transferred only to citizens of the Philippines and to associations and partnerships whose articles of association require that one hundred percent (100%) of their capital be owned by such citizens and to corporations organized under the laws of the Philippines whose articles of incorporation require that at least sixty percent (60%) of their capital stock outstanding and entitled to vote to be owned and held by citizens of the Philippines and to trustees of funds for pension or other employee retirement or

separation benefits provided the trustee is a Philippine National as that term is understood under the provisions of Republic Act No. 5188, and at least sixty percent (60%) of funds of which will accrue to the benefit of the Philippine Nationals.

(b) Class "B" shares shall be issued and transferred either to citizens or non-citizens of the Philippines and to association, partnerships or corporations without regard to the citizenship of their stockholders.

That Class "A" shares shall not be issued and no transfers of the same shall be registered in the books of the corporation if thereby the total stockholdings of Philippine Nationals in the corporation will be less than sixty percent (60%) of the total outstanding stock entitled to vote.

That the foregoing conditions shall be printed on the Class "A" and Class "B" share certificates to be issued by the corporation. (As amended October 18, 1969)

EIGHT: That the amount of capital which has been actually subscribed is EIGHT HUNDRED THOUSAND (P800,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>NAMES</u>	<u>RESIDENCES</u>	<u>NO. OF COMMON SHARES</u>	<u>AMOUNT OF CAPITAL STOCK SUBSCRIBED</u>
Jose Concepcion	21 Tanguile Road North Forbes Makati, Rizal	1,000	P 100,000.00
Reynaldo Concepcion	2 Balete, Forbes Park, Makati, Rizal	4,800	480,000.00
Jose Concepcion, Jr.	Park Road Cor. Kawayan, North Forbes Park Makati, Rizal	1,000	100,000.00

Rafael Hechenova	2 Balete Cor. Forbes Park Makati, Rizal	800	80,000.00
Jesusa Concepcion	2 Balete, Forbes	<u>400</u>	<u>40,000.00</u>
Total		8,000	P800,000.00

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

<u>NAMES</u>	<u>RESIDENCES</u>	<u>NO. OF COMMON SHARES</u>	<u>AMOUNT PAID ON SUBSCRIPTION SHARES</u>
Jose Concepcion	21 Tanguile Rd. North Forbes Makati, Rizal	250	P 25,000.00
Reynaldo Concepcion	2 Balete, Forbes Park, Makati, Rizal	1,200	120,000.00
Jose Concepcion, Jr.	Park Road Cor. Kawayan, North Forbes Park Makati, Rizal	230	23,000.00
Rafael Hechenova	2 Balete Cor. Forbes Park Makati, Rizal	200	20,000.00
Jesusa Concepcion	2 Balete, Forbes	<u>100</u>	<u>10,000.00</u>
Total		2,000	P 200,000.00

TENTH: That Jesusa P. Concepcion has been elected by the subscribers as Treasurer of the corporation to act as such until her successor shall have been elected and qualified in accordance with by-laws and that as such she is authorized to receive for the corporation and receive in its name all subscription paid in by said subscribers.

ELEVENTH: That no transfer of shares or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock, shall be allowed or permitted to be recorded in the proper books and this restriction shall be printed in the stock certificates to be issued by the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands at Makati, Rizal, Philippines, this 20th day of August 1968.

(SGD.)
JOSE CONCEPCION, SR.

(SGD.)
REYNALDO A. CONCEPCION

(SGD.)
JOSE CONCEPCION, JR.

(SGD.)
RAFAEL G. HECHENOVA

(SGD.)
JESUSA P. CONCEPCION

SIGNED IN THE PRESENCE OF:

(ILLEGIBLE)

(ILLEGIBLE)

REPUBLIC OF THE PHILIPINES)
MUNICIPALITY OF MAKATI)S.S.
PROVINCE OF RIZAL)

BEFORE ME, personally appeared with Residence Certificates:

NAME	NUMBER	RESIDENCE CERTIFICATE	
		DATE	PLACE
Jose Concepcion, Sr.	A-3761685	Jan. 18, 1968	Makati, Rizal
	B-1755243	Apr. 04, 1968	Makati, Rizal
Reynaldo Concepcion	A-3761687	Jan 18, 1968,	Makati, Rizal
	B-880111	Apr. 13, 1968	Makati, Rizal
Jose Concepcion, Jr.	A-3550214	Feb. 28, 1968	Pasig, Rizal
	B-1814351	Apr. 15, 1968	Pasig, Rizal
Rafael Hechenova	A-3761689	Jan. 18, 1968	Makati, Rizal
	B-1026222	Apr. 15, 1968	Quezon City
Jesusa P. Concepcion	A-3761691	Jan. 18, 1968	Makati, Rizal

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

WITNESS MY HAND AND SEAL on this 20th day of August 1968 at Makati, Rizal, Philippines.

(ILLEGIBLE)
Notary Public
Until December 31, 1968

Doc. No. 1279;
Page No. 571;
Book No. IV;
Series of 1968.

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

SECRETARY’S CERTIFICATE

I, **Jose Antonio V. Evangelista III**, of legal age, Filipino, and with office address at the 9th Floor, Ortigas Building, Ortigas Avenue, Pasig City, after being duly sworn in accordance with law, depose and state that:

1. I am the duly elected Corporate Secretary of Concrete Aggregates Corporation (the “Corporation”), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal place of business at the 9th Floor, Ortigas Building, Ortigas Avenue, Pasig City.

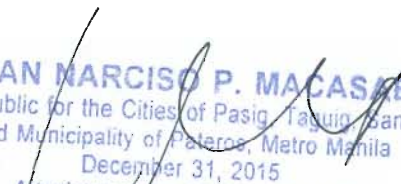
2. I hereby certify that to the best of my knowledge, no action or proceeding has been filed or is pending before any Court or tribunal involving an intra-corporate dispute or claim by any person or group against the trustees, officers or members of the Foundation.

IN WITNESS WHEREOF, I have hereunto set my hand this 29 day of JUL 2015 at Pasig City.


JOSE ANTONIO V. EVANGELISTA III
Corporate Secretary

SUBSCRIBED and SWORN to before me this 29 day of JUL 2015 at Pasig City, affiant exhibiting to me his passport no. EB2137496 issued on 23 March 2011 at DFA Manila.

Doc. No. 470 ;
Page No. 95 ;
Book No. XXVI ;
Series of 2015.


ALLAN NARCISO P. MACASAET
Notary Public for the Cities of Pasig, Taguig, San Juan
and Municipality of Pateros, Metro Manila
December 31, 2015
Appointment No. 75 (2014-2015)
Unit 1602 The Centerpoint Bldg.,
Julia Vargas Ave., Ortigas Center, Pasig City
IBP No. 0984915-01/07/15 - RSM
PTR No. 0383315-01/08/15 - Pasig City
Roll No. 42176

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

SECRETARY'S CERTIFICATE

I, **Jose Antonio V. Evangelista III**, of legal age, Filipino, and with office address at the 9th Floor, Ortigas Building, Ortigas Avenue, Pasig City, after being duly sworn in accordance with law, depose and state that:

1. I am the duly elected Corporate Secretary of Concrete Aggregates Corporation (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal place of business at the 9th Floor, Ortigas Building, Ortigas Avenue, Pasig City.

2. At the regular meeting of the Board of Directors of the Corporation held on 8 April 2015, during which a quorum was present, the Board approved the amendment of the sixth article of the Articles of Incorporation and Section 1 of Article III of the By-Laws of the Corporation to decrease the number of directors from eleven (11) to seven (7).

IN WITNESS WHEREOF, I have hereunto set my hand this JUL 29 2015 day of _____ 2015 at Pasig City.



JOSE ANTONIO V. EVANGELISTA III
Corporate Secretary

SUBSCRIBED and SWORN to before me this JUL 29 2015 day of _____ 2015 at Pasig City, affiant exhibiting to me his passport no. EB2137496 issued on 23 March 2011 at DFA Manila.

Doc. No. 469 ;
Page No. 95 ;
Book No. XXVI ;
Series of 2015.

ALLAN NARCISO P. MACARAET
Notary Public for the Cities of Pasig, Taguig, San Juan
and Municipality of Pateros, Metro Manila
December 31, 2015
Appointment No. 75 (2014-2015)
Unit 1602 The Centerpoint Bldg.,
Julia Vargas Ave., Ortigas Center, Pasig City
IBP No. 0934915-01/07/15 - RSM
PTR No. 0383315-01/08/15 - Pasig City
Roll No. 42176

DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned Directors and Corporate Secretary of Concrete Aggregates Corporation (the "Corporation"), hereby certify that the Corporation's Articles of Incorporation and By-Laws were amended by a majority vote of the Directors at a regular meeting of the Corporation's Board of Directors held on 8 April 2015 at the Boardroom of Ortigas & Company, Limited Partnership (OCLP), 9th Floor, Ortigas Building, Ortigas Avenue, Pasig City and by the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation during the Corporation's Annual Stockholders' Meeting held on 25 June 2015 at the 2nd Floor of Ortigas Building, Ortigas Avenue, Pasig City.

The sixth article of the Articles of Incorporation of the Corporation was amended such that the number of directors has been decreased from eleven to seven.

Section 1 of Article III of the By-Laws was likewise amended accordingly to reflect the change in the number of directors.

A copy of the Company's Articles of Incorporation and By-Laws as amended are hereto attached.

IN WITNESS WHEREOF, we have hereunto set our hands this SEP 01 2015 day of SEP 2015 at Pasig City.


JOSE EMMANUEL H. JALANDONI
Director
TIN No. 151-188-576


JEFFREY C. LIM
Director
TIN No. 168-468-061


JAIME M. ORTIGAS
Director
TIN No. 108-296-107


MA. ASUNCION O. PADILLA
Director
TIN No. 106-816-269


JOSE C. RODRIGUEZ IV
Director
TIN No. 111-161-880

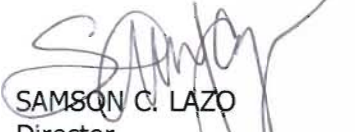

JOSE T. SIO
Director
TIN No. 103-433-285



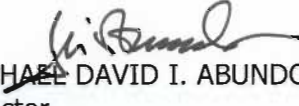
EDMUNDO L. TAN
Director
TIN No. 132-173-235



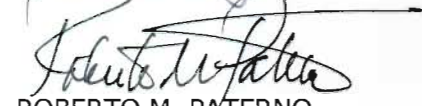
JAIME E. YSMAEL
Director
TIN No. 102-100-723



SAMSON C. LAZO
Director
TIN No. 111-805-074



MICHAEL DAVID I. ABUNDO III
Director
TIN No. 911-615-403



ROBERTO M. PATERNO
Director
TIN No. 100-749-519

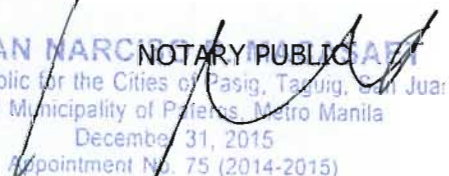


JOSE ANTONIO V. EVANGELISTA III
Corporate Secretary
TIN No. 201-247-008

SUBSCRIBED AND SWORN to before me this SEP 01 2015 day of PASIG CITY 2015, affiants exhibiting to me their Competent Evidence of Identity as follows:

	Competent Proof of Identity	Date/Place of Issue
Jeffrey C. Lim	EB6135323	15 August 2012/DFA Manila
Jose T. Sio	EB5104390	11 April 2012/DFA Manila
Edmundo L. Tan	EB7458733	22 February 2013/DFA Manila
Jaime E. Ysmael	EB6092044	6 August 2012/DFA Manila
Jose Emmanuel H. Jalandoni	EB6926167	11 December 2012/DFA Manila
Ma. Asuncion O. Padilla	EB9665595	23 November 2013/DFA NCR East
Jose C. Rodriguez IV	EB9608242	18 November 2013/DFA NCR East
Michael David I. Abundo III	EB8168183	22 May 2013/DFA Manila
Roberto M. Paterno	EB8598682	8 July 2013/DFA NCR East
Samson C. Lazo	PRC No. 0009449 (CE)	26 June 2014/PRC Manila
Jose Antonio V. Evangelista III	EB2137496	23 March 2011/DFA Manila

Doc No. 192
Page No. 40
Book No. XXVII
Series of 2015


ALLAN MARCIANO
NOTARY PUBLIC
Notary Public for the Cities of Pasig, Taguig, San Juan
and Municipality of Pateros, Metro Manila
December 31, 2015
Appointment No. 75 (2014-2015)
Unit 1602 The Centerpoint Bldg.,
Julia Vargas Ave., Ortigas Center, Pasig City
IBP No. 0984915-01/07/15 - RSM
PTR No. 0383315-01/08/15 - Pasig City
Roll No. 42176