



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

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

COMPANY REG. NO. 147669

**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

**ALCORN GOLD RESOURCES CORPORATION**

(Amending Article VII thereof)

copy annexed, adopted on June 28, 2007 by a majority vote of the Board of Director and on August 10, 2007 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock and certified under oath by the 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 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 24 day of June, Twenty Ten.



*Benito A. Cataran*  
**BENITO A. CATARAN**

Director

Company Registration and Monitoring Department



**AMENDED  
ARTICLES OF INCORPORATION  
OF  
ALCORN GOLD RESOURCES CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST : That the name of said corporation shall be -  
ALCORN GOLD RESOURCES CORPORATION

SECOND: That the purpose or purposes for which such corporation is incorporated are:

**PRIMARY PURPOSE**

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging shares of stock of this corporation or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned; to carry on and manage the general business of any company.



## SECONDARY PURPOSES

- (a) To engage in the management, supervision or control of business enterprises of all kinds, the operations and transactions of any company or undertaking and to manage and administer lands, buildings, whether real or personal, and in general, to act as agent, attorney-in-fact, or in any representative capacity as may be permitted by law, except the management of funds, securities, portfolio and other similar assets of any firm or entity.
- (b) To engage in the assay of all kinds of ores, minerals, oil, for umpiring, development and for export or import; to prepare flowsheets for the beneficiation of ores.
- (c) To engage in the business of general builders and constructors of roads, bridges, terminals, landing fields, docks, piers, government and private buildings.
- (d) To undertake dredging and drilling operations and to dredge or otherwise obtain out of the waters, navigable or non-navigable as may be permitted by law, sand, gravel and deposits found in or beneath said waters and to acquire and make the same available for commercial purposes.
- (e) To own, acquire, construct, maintain and operate plants, factories and buildings which are necessary in the production and manufacturing of all kinds of goods, wares and merchandise of all kinds and descriptions which are within the commerce of men.
- (f) Subject to existing laws, to hold, purchase or otherwise acquire or be interested in, and to sell or otherwise dispose of, shares or capital stocks, bonds, or other evidences of debts issued or created by any other corporation, partnership or company, domestic or foreign, governmental or otherwise, and while the owner and holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon and exercise all the rights pertaining thereto.
- (g) To carry on in the Philippines or elsewhere the business of exploration, discovery, development and exploitation of mineral oils, petroleum and in its natural state, rock or carbon oils, natural gas and all kinds of ores, metals, minerals and natural resources and the products and by-products thereof; to process, manufacture, refine, prepare for market, buy sell, and transport the same in crude, raw or refined condition; to buy, sell, exchange, lease, acquire thru Service Contracts, Participating Agreements and all other forms of contracts or concessions dealing in lands, mines and mineral rights and claims, and to conduct all business appertaining thereto; to purchase, lease, acquire, or otherwise, to



own, hold and maintain, and to mortgage, pledge, lease, sell or otherwise dispose of petroleum, gas and oil lands, concessions, leases, royalties, and permits, lands and real estate of all kinds, and the oil, gas and mineral rights and interests therein, to develop such lands, concessions, lease, rights and interests by and to enter into, acquire, carry out and execute contracts for drilling wells and installation of rigs, platforms, machinery and equipment; to construct, erect, and build, to purchase, lease or otherwise acquire, to own, manage, or in any manner dispose of or encumber, pipelines, plants, refineries, stations, systems, tank cars, vessels, appliances, machinery, structures, equipment and facilities of all kinds for manufacturing, treating, processing, concentrating, distilling, and in any manner dealing in gas, petroleum and other oils, mineral and volatile substances, asphalt, bitumen and bituminous substances and other similar products of every kinds and character for any and all purposes whatsoever; to carry on and conduct the general business of mining, to acquire and perform all powers conferred by law on said mining business, within and outside of the Philippines, and including that of domestic and foreign concessions or contracts of every kind and nature; and generally to do and perform all or any of the matters aforesaid, and all other acts and things which in the judgment of this Company may be requisite for its purpose or incidental thereto; to achieve without security, register its shares for public offering, issue warrants, bonds, debentures and other negotiable and transferable instruments, secured or unsecured for such amounts of in exchange of properties or rights as may be found advisable as well as to farm-out or farm-in rights and interests as generally practiced in the mining industry.

AND IN FURTHERANCE OF THE FOREGOING CORPORATE PURPOSES:

- (1) To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, corporation, body politic, municipality, national government or any of its instrumentalities.
- (2) To purchase, hold, convey, sell, lease, rent, mortgage, encumber and otherwise deal with real property, improved or unimproved, as the purposes for which the corporation is formed may permit.
- (3) To borrow money or create indebtedness, bonded or otherwise; to secure the payment of any such obligations by mortgage, pledge or agreement as to all or any part of properties, real and personal, of the corporation; to provide that any such obligations shall be convertible into or exchangeable for stocks of the corporation upon such terms permitted by law as the board of directors shall determine.
- (4) To apply for, register, produce, purchase, exchange, lease, acquire, own, operate, or negotiate for, licenses or other rights in respect of,



sale, transfer, grant or licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create lien upon, or otherwise dispose of, deal in, and turn to account, letters patent, patent rights, trademarks, trade names and indications of origin, ownership, copyrights, syndicate rights, inventions, discoveries, machines, licenses, processes, data, and formulae of any and all kinds pursuant to the laws of the Philippines, or any country whatsoever, and with a view to the working and development of the same.

- (5) To finance and enter into and perform contracts and agreements of any kind in connection or in furtherance of any or all of the foregoing to the extent as the same may be permitted by law.
- (6) To promote any company or companies for the purpose of acquiring all or any part of the stockholdings, properties and liabilities of said company, as may be permitted by law, or for any other purpose which may seem directly or indirectly calculated to benefit the company all in accordance with law.
- (7) Without in any way limiting the powers of the company, it is hereby expressly provided that the company shall have the power to make and perform contracts of any kind and description with any person, firm or corporation; to have one or more offices within the Philippines and abroad; and to conduct its business and exercise its powers, authorities and privileges granted by the laws of the Philippines to corporations organized under said laws and, in particular, unto corporations of like nature and kind.
- (8) Generally, to do all such acts, things and to transact all business as may be directly or indirectly incidental to or conducive to the attainment of the above objects or any of them respectively.

THIRD: That the place where the principal office of the Corporation is to be established or located is in Metro Manila, Philippines.

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, nationalities and residences of the incorporators of said corporation are as follows:



	<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
1.	Charles W. Alcorn	American	4600 Post Oak Place, Suite 212, Houston, Texas 77027
2.	Virgil A. Walston	American	
3.	Jerrel D. Branson	American	
4.	Eduardo F. Hernandez	Filipino	1177 Tamarind Road Dasmariñas Village Makati, M.M.
5.	Antonio O. Caguiat	Filipino	23 North Lawin Quezon City
6.	Robert Coyiuto, Jr.	Filipino	AIC Center, 204 Escolta Manila
7.	Robert Cokeng	Filipino	#30 Victoria Avenue New Manila, Quezon City

SIXTH: That the number of directors of said Corporation shall be seven (7) and that the names, nationalities and residences of the first directors, who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

	<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
1.	Charles W. Alcorn	American	4600 Post Oak Place, Suite 212, Houston, Texas 77027
2.	Virgil A. Walston	American	
3.	Jerrel D. Branson	American	
4.	Eduardo F. Hernandez	Filipino	1177 Tamarind Road Dasmariñas Village Makati, M.M.
5.	Antonio O. Caguiat	Filipino	23 North Lawin Quezon City
6.	Robert Coyiuto, Jr.	Filipino	AIC Center, 204 Escolta Manila
7.	Robert Cokeng	Filipino	#30 Victoria Avenue New Manila, Quezon City

SEVENTH: That the capital stock of the said Corporation is Three Billion Pesos (P3,000,000,000.00), Philippine Currency, and said capital



stock is divided into **Three Hundred Billion (300,000,000,000)** common shares with the same rights and privileges and having a par value of One Centavo (₱0.01), Philippine Currency, per share. *(As amended by the Board of Directors in its meeting held on June 28, 2007 and by the stockholders in the Annual Stockholders' Meeting held on August 10, 2007.)*

No stockholder of this corporation shall have any pre-emptive or preferential right to subscribe for the remaining portion of the capital stock as authorized herein, nor a pre-emptive or preferential right to subscribe for any increase thereof that may be lawfully authorized, in proportion to his respective holdings at the time such an increase is authorized.

EIGHTH: That the amount of said capital stock which has actually been subscribed is Fifty Million Pesos (P50,000,000.00), Philippine Currency, consisting of Five Billion (5,000,000,000) shares, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>CLASS</u>	<u>AMOUNT OF SUBSCRIPTION</u>	
1. Charles W. Alcorn	300,000,000	B	P3,000,000	
2. Virgil A. Walston	300,000,000	B	3,000,000	
3. Jerrel D. Branson	200,000,000	B	2,000,000	
4. Eduardo F. Hernandez	1,200,000,000	A/B	12,000,000	400,000,000 "A" P 4,000,000  800,000,000 "B" P 8,000,000
5. Antonio O. Caguiat	1,000,000,000	A/B	10,000,000	200,000,000 "A" P 2,000,000  800,000,000 "B" P 8,000,000
6. Robert Coyiuto, Jr.	1,000,000,000	A	10,000,000	
7. Robert Cokeng	<u>1,000,000,000</u>	A	<u>10,000,000</u>	
<b>T O T A L</b>	<u>5,000,000,000</u>		<u>P50,000,000</u>	

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



<u>NAME</u>		<u>AMOUNT PAID IN</u>	<u>SUBSCRIPTION</u>
1.	Charles W. Alcorn	P	3,000,000
2.	Virgil A. Walston		3,000,000
3.	Jerrel D. Branson		2,000,000
4.	Eduardo F. Hernandez		3,000,000
5.	Antonio O. Caguiat		2,246,167.14
6.	Robert Coyiuto, Jr.		2,500,000
7.	Robert Cokeng		2,500,000
T O T A L		P	<u>18,246,167.14</u>

TENTH: That no transfer of stock of interest, which will reduce the ownership of Filipino stockholders to less than the percentage of the capital stock required by law, shall be allowed or permitted to be recorded in the proper books, and this restriction shall also be indicated in all stock certificates of the corporation.

ELEVENTH: That Jerrel D. Branson 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, he has been authorized to receive for the Corporation and to receipt in its name for all subscription paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 11<sup>th</sup> day of September 1987, in Makati, Metro Manila, Philippines.

(SGD.) **ROBERT COKENG**      (SGD.) **ROBERT COYIUTO**      (SGD.) **VIRGIL WALSTON**

(SGD.) **JERREL D. BRANSON**

(SGD.) **EDUARDO F. HERNANDEZ**

(SGD.) **CHARLES W. ALCORN**

(SGD.) **ANTONIO O. CAGUIAT**



Signed in the presence of:

(Illegible)

(Illegible)

REPUBLIC OF THE PHILIPPINES )  
MAKATI, METRO MANILA ) S.S.

BEFORE ME, a Notary Public for and in the City of Manila, this 11<sup>th</sup> day of September, 1987, personally appeared:

NAME	RES. CERT. NO.	ISSUED AT	ISSUED ON
C.W. Alcorn	11004748	Houston, Texas	12 January 1987
V.A. Walston	D040347	New Orleans La.	13 January 1983
J.D. Branson	G039544	Houston, Texas	13 January 1986
E.F. Hernandez	6200176F	Makati, M.M.	09 February 1987
A.O. Caguiat	6866087F	Quezon City	28 January 1987
R. Coyiuto, Jr.	147911	Manila	02 March 1987
R. Cokeng	126715B	Manila	19 February 1987

all known to me and to me known to be same persons who executed the foregoing Articles of Incorporation and who 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.

(SGD.) TOMAS F. TUASON, IV  
Until December 31, 1987  
PTR No. 027756  
Issued on January 14, 1987  
Issued at Makati, Metro Manila

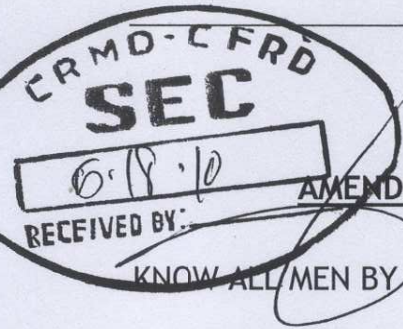
Doc. No. 6;  
Page No. 3;  
Book No. I;  
Series of 1987.





# ALCORN GOLD RESOURCES CORPORATION

3/F, Tabacalera Building, 900 D. Romualdez Sr. Street, Paco, Manila, Philippines  
Tel. No. (63 2) 524 9236 Fax No. (63 2) 524-7452 E-mail: agrc@info.com.ph



## DIRECTORS' CERTIFICATE OF INCREASE OF THE CAPITAL STOCK AND AMENDMENT OF THE AMENDED ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being a majority of the members of the Board of Directors, the Chairman of the Meeting as well as the Corporate Secretary of ALCORN GOLD RESOURCES CORPORATION do hereby certify:

1. That, by a majority vote of the Board of Directors of **ALCORN GOLD RESOURCES CORPORATION**, at a meeting held on June 28, 2007 and of the stockholders representing more than two-thirds (2/3) of the outstanding capital stock, at the Annual Stockholders' Meeting held on August 10, 2007, the amendment of Article SEVENTH of the Amended Articles of Incorporation of the Corporation were duly approved, as follows:

**Article SEVENTH** - increasing the authorized capital stock, to read as follows:

*"SEVENTH: That the capital stock of the said Corporation is Three Billion Pesos, Philippine Currency (₱3,000,000,000.00), and said capital stock is divided into Three Hundred Billion (300,000,000,000) common shares with the same rights and privileges and having a par value of One Centavo (P0.01), Philippine Currency, per share.*

*No stockholder of this corporation shall have any pre-emptive or preferential right to subscribe for the remaining portion of the capital stock as authorized herein, nor a pre-emptive or preferential right to subscribe for any increase thereof that may be lawfully authorized, in proportion to his respective holdings at the time such an increase is authorized."*

IN WITNESS WHEREOF, We, the undersigned Directors of said corporation, have hereunto set our hands this \_\_\_\_\_ day of APR 26 2010, 2010.

EDUARDO F. HERNADEZ

TIN: 106-176-350

LEONARDO B. DAVAO

TIN: 135-546-815

LUCIO L. CO


TIN: 108-975-971

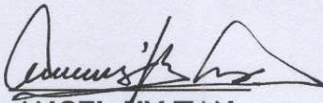
ROBERT Y. COKENG

TIN: 100-868-503



  
**OSCAR S. REYES**  
TIN: 136-623-569

  
**PONCIANO K. MATHAY**  
TIN: 108-713-083

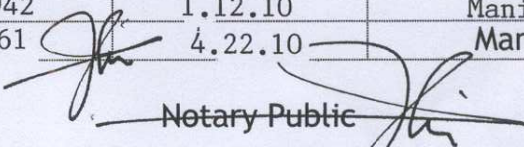
  
**ANGEL UY TAN**  
TIN: 103-914-100

Attested by:

  
**JOSE S. SANTOS, JR.**  
Corporate Secretary  
TIN: 136-370-998

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of APR 26 2010  
2010 at Metro Manila, affiant exhibiting to me their Community Tax Cert. No. :

Name	CTC No.	Date Issued	Place Issued
Eduardo F. Hernandez	28638587	2.26.10	Makati
Lucio L. Co	22106250	1.19.10	Manila
Leonardo B. Dayao	08165949	1.06.10	Manila
Robert Y. Cokeng	27079397	3.29.10	Manila
Oscar S. Reyes	21959199	1.12.10	Manila
Ponciano K. Mathay	01959199	1.12.10	Manila
Angel Uy Tan	22102942	1.12.10	Manila
Jose S. Santos, Jr.	04572361	4.22.10	Manila

  
Notary Public

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Book No. : 20  
Series of 2010.

**NERISSA V. ILAYA**  
Notary Public  
Until December 31, 2010  
Appointment No. 2009-026  
PTR No. 8242511/1-10-10/Manila  
IBP No. 763603/11-26-08/Manila