



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

COSCO CAPITAL, INC.
[Amending Article III thereof.]

copy annexed, adopted on May 30, 2014 by majority vote of the Board of Directors and on June 27, 2014 by the vote of the stockholders owning or representing more than 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 24th day of July, Twenty Fourteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

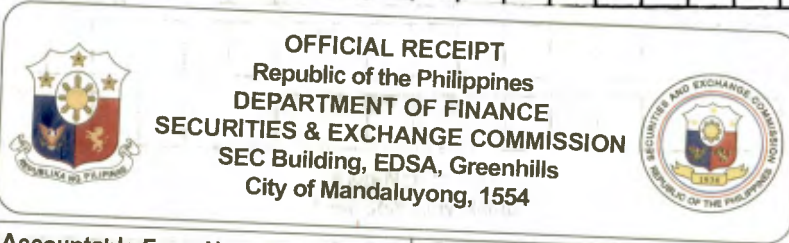
AAI

SEC Registration Number

00000147669

Former Company Name

C O S C O C A P I T A L , I N C .



Accountable Form No. 51
Revised 2006

ORIGINAL

DATE: July 18, 2014

No. **1141732**

PAYOR: COSCO CAPITAL, INC.
PACO, MANILA

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRF (A0823)	131	CRMD	10.00
AMENDED ARTICLES	606	CRMD	500.00
TOTAL			PHP 510.00

AMOUNT IN WORDS: FIVE HUNDRED TEN PESOS AND 0/100

Received Cash
 Treasury Warrant
 Check
 Money Order

Treasury Warrant, Check, Money Order Number

Date of Treasury Warrant, Check, Money Order

Received the Amount Stated Above

Wina P. De Asis
COLLECTING OFFICER

O.R. No. 1141732

2nd F
900 D

g. #2
Manila

Company's

Name of

Candy H. 1

No

Company's Facsimile Number/s

3-3055

Facsimile Number/s

523-3055

Assigned Processor

Signature

Document I.D.

Received by Corporate

Forwarded to:

Cor
Gre
Fin
Lic
Co

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

**AMENDED ARTICLES OF INCORPORATION
OF COSCO CAPITAL, INC.
(formerly Alcorn Gold Resources Corporation)**

KNOWN 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 –

COSCO CAPITAL, INC.

(As amended by all the members of the Board of Directors in its meeting held on December 10, 2012 and by stockholders representing more than 2/3 of the outstanding capital stock of the corporation in the Special Stockholders' Meeting held on December 11, 2012.)

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 therefore in money or by exchanging shares of stock of this corporation or any other corporation, 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 the 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 stock, to exercise all the rights and privileges of ownership, including the right to vote thereon and exercise all the rights to 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, or raw or refined condition; to buy, sell, exchange, lease, acquire thru Service Contracts, Participating Agreements and all other forms of contracts of concessions dealing in lands, mines and mineral rights and claims, 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 transferrable 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 at No. 900 Romualdez St., Paco, Manila.”

(As amended by all the members of the Board of Directors in its meeting held on May 30, 2014 and by stockholders representing more than 2/3 of the outstanding capital stock of the corporation in the Annual Stockholders' Meeting held on June 27, 2014.)

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 or 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	4600 Post Oak Place Suite 212, Houston Texas 77027
3.	Jerrel D. Branson	American	4600 Post Oak Place Suite 212, Houston Texas 77027
4.	Eduardo F. Hernandez	Filipino	1177 Tamarind Road Dasmariñas Village Makati, M.M.
5.	Antonio O. Caguiat	Filipino	23 North Lawin Quezon City
6.	Roberto Coyuito, 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	4600 Post Oak Place Suite 212, Houston Texas 77027
3.	Jerrel D. Branson	American	4600 Post Oak Place Suite 212, Houston Texas 77027
4.	Eduardo F. Hernandez	Filipino	1177 Tamarind Road Dasmariñas Village Makati, M.M.
5.	Antonio O. Caguiat	Filipino	23 North Lawin Quezon City
6.	Roberto Coyuito, Jr.	Filipino	AIC Center, 204 Escolta Manila

7. Robert Cokeng

Filipino

#30 Victoria Avenue
New Manila, Quezon City

SEVENTH: That the capital stock of said Corporation is Ten Billion Pesos (Php10,000,000,000.00), Philippine currency, divided into Ten Billion (10,000,000,000) common shares at a par value of One Peso (Php1.00), Philippine currency, per share.

(As amended by all the members of the Board of Directors in its meeting held on December 10, 2012 and by stockholders representing more than 2/3 of the outstanding capital stock of the corporation in the Special Stockholders' Meeting held on December 11, 2012.)

No stockholders of the 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 increase was authorized.

EIGHT: 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. Branston	200,000,000	B	2,000,000
4. Eduardo F. Hernandez	1,200,000,000	B	12,000,000 400,000,000 "A" P4,000,000 800,000,000 "B" P8,000,000
5. Antonio O. Caguiat	1,000,000,000	A/B	10,000,000 200,000,000 "A" P2,000,000 800,000,000 "B" P8,000,000
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>
TOTAL	<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 Subscription</u>
1. Charles W. Alcorn	P3,000,000
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	<u>2,500,000</u>
TOTAL	<u>P18,246,167.14</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 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 11th 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 of Public for and in the City of Manila, this 11th day of September, 1987, personally appeared:

<u>Name</u>	<u>RES. CERT. NO.</u>	<u>ISSUED AT</u>	<u>ISSUED ON</u>
C.W. Alcorn	11004748	Houston, Texas	12 January 1987
V.A. Walson	D040347	New Orleans La.	13 January 1983
J.D. Branson	G039544	Houston	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 known to be the same persons who executed the foregoing Articles of Incorporation and who acknowledged to me that the same is their free and voluntarily 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


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Page No. 3
Book No. 1
Series of 1987.

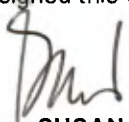
DIRECTORS AND SECRETARY'S CERTIFICATE

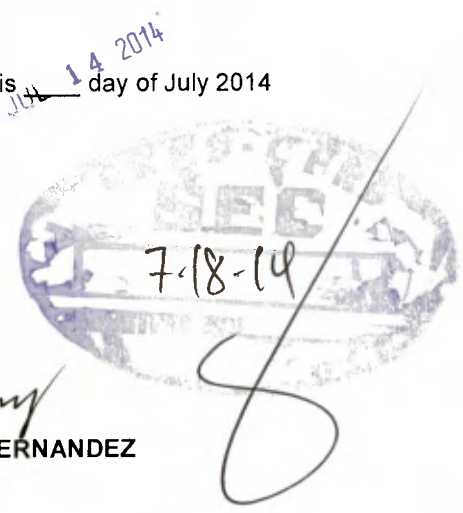
We, the undersigned regular and independent Directors of **COSCO CAPITAL, INC.** (the "**Corporation**"), a corporation duly organized and existing under the laws of the Republic of the Philippines with office address at No. 900 Romualdez St., Paco, Manila, hereby certify that at the regular meeting of the Board of Directors held on May 30, 2014, where there was a quorum, and stockholders' meeting of the Corporation held on June 27, 2014, where stockholders representing more than 2/3 or exactly 6,640,231,098 or 90% of the total issued and outstanding shares were present, the following resolution was duly approved by all the Directors and stockholders present:

"RESOLVED, that Article III of the Articles of Incorporation be amended to:
'THIRD: That the place where the principal office of the Corporation is to be established or located is at No. 900 Romualdez St., Paco, Manila.'"

IN WITNESS WHEREOF, we have hereunto signed this Certificate on this 14 day of July 2014 at the City of Manila, Philippines.



LUCIO L. CO
Director/Chairman of the Board
Chairman of the Board and
Stockholders' Meeting
TIN No. 108-975-971



SUSAN P. CO
Director
TIN No. 100-053-331

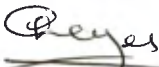



LEONARDO B. DAYAO
Director
TIN No. 135-546-815


ATTY. EDUARDO F. HERNANDEZ
Director
TIN No. 106-176-350


LEVI B. LABRA
Director
TIN No. 912-223-056


ROBERT Y. COKENG
Director
TIN No. 100-868-503



OSCAR S. REYES
Director
TIN No. 136-623-569


ATTY. JOSE S. SANTOS, JR.
Corporate Secretary/Secretary of the
Board and Stockholders' Meeting
TIN No. 136-370-998

SUBSCRIBED AND SWORN to before me this 14 day of July 2014 in Manila by the above-named persons who exhibited to me their Competent Evidence of Identity as mentioned below:

- | | |
|----------------------------|---------------------|
| Lucio L. Co | TIN No. 108-975-971 |
| Susan P. Co | TIN No. 100-053-331 |
| Leonardo B. Dayao | TIN No. 135-546-815 |
| Atty. Eduardo F. Hernandez | TIN No. 106-176-350 |
| Levi B. Labra | TIN No. 912-223-056 |
| Robert Y. Cokeng | TIN No. 100-868-503 |
| Oscar S. Reyes | TIN No. 136-623-569 |
| Atty. Jose S. Santos, Jr. | TIN No. 136-370-998 |

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CAROLINE G. EXCONDE
Notary Public
Until December 31, 2015
Commission No. 2014-138
Roll No. 55392
IBP No. 932608/1-7-14/PPLM
PTR No. 2543538/1-7-14/MLA.

SECRETARY'S CERTIFICATE

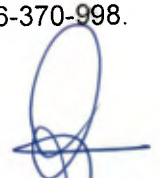
I, **ATTY. JOSE S. SANTOS, JR.**, Filipino, of legal age, am the Corporate Secretary of **COSCO CAPITAL, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines with office address at No. 900 Romualdez St., Paco, Manila, hereby certify that, as of the date hereof, 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 directors, officers, or major stockholders of the Corporation.

JUL 01 2014 IN WITNESS WHEREOF, I have hereunto signed this Certificate on this _____ day of July 2014 at the City of Manila, Philippines.


ATTY. JOSE S. SANTOS, JR.
Corporate Secretary

SUBSCRIBED AND SWORN to before me this **JUL 01 2014** day of July 2014 in Manila by Atty. Jose S. Santos, Jr. with TIN No. 136-370-998.

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CAROLINE G. EXCONDE
Notary Public
Until December 31, 2015
Commission No. 2014-138
Roll No. 55392
IBP No. 932608/1-7-14/PPLM
PTR No. 2543538/1-7-14/MLA.



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

MARKETS AND SECURITIES REGULATION DEPARTMENT

July 17, 2014

COSCO CAPITAL, INC.
2nd Floor, Tabacalera Bldg. # 2
900 D. Romualdez Sr. Paco
Manila

Attention: **ATTY. CANDY H. DACANAY-DATUON**
Assistant Corporate Secretary

Subject : **REQUEST FOR COMMENT/RECOMMENDATION**

Madam:

This is in connection with your request for comment/or recommendation relative to your company's application for approval of your Amended Articles of Incorporation embodying **Article III on principal office address**.

We do not interpose any objection to your application provided that once the application has been approved, **Cosco Capital, Inc.** shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.

The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change occurred or became effective.

Our Department, nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FEMENIO, JR.
Director

RECEIVED BY:

SIGNATURE OVER PRINTED NAME OF
AUTHORIZED REPRESENTATIVE

COMPANY NAME/DATE RECEIVED