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Company Representative

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Company Information

SEC Registration No.: 0000021134
Company Name: VITARICH CORP.
Industry Classification
Company Type: Stock Corporation

Document Information

Document ID: 110302013002765
Document Type: 17-C (FORM 11-C:CURRENT DISCL/RPT)
Document Code: 17-C
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Department: CFD
Remarks
1. October 29, 2013
   Date of Report (Date of earliest event reported)

2. SEC Identification Number 21134

3. BIR Tax Identification No. 000-234-398

4. VITARICH CORPORATION
   Exact name of issuer as specified in its charter

5. Bulacan, Philippines
   Province, country or other jurisdiction of incorporation

6. XXXXXXXX (SEC Use Only)
   Industry Classification Code:

7. MacArthur Highway, Abangan Sur, Marilao, Bulacan 3019
   Address of principal office

8. (632) 843-3033; 843-0237 to 47
   Issuer's telephone number, including area code

9. Not applicable
   Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
    Title of Each Class 
    Number of Shares of Common Stock
    Outstanding and Amount of Debt Outstanding
    
    Common Stock – Total Shares Issued and Outstanding 409,969,764 shares

11. Indicate the item numbers reported herein:
Item 9. Other Events

Please be informed that the Securities and Exchange Commission (SEC) has issued the Certificates of the following:

1. Certificate of Increase of Authorized Capital Stock from P500,000,000 consisting of 500,000,000 common shares with par value of P1.00 per share to P3,500,000,000 consisting of 3,500,000,000 common shares with par value of P1.00 per share.

2. Certificate of Approval of the Amended Articles of Incorporation pertaining to the Article Seventh of the Amended Articles of Incorporation of Vitarich Corporation which increased the authorized capital stock from P500,000,000 consisting of 500,000,000 common shares with par value of P1.00 per share to P3,500,000,000 consisting of 3,500,000,000 common shares with par value of P1.00 per share.

3. Certificate of Approval of Valuation of 90,030,236 shares.

4. Approval of the conversion of the debt of the corporation in the amount of P2,376,528,137 into equity of the corporation.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Registrant - VITARICH CORPORATION

By:

[Signature]

PEDRO T. DABU JR.
Assistant Corporate Secretary, Corporate Information Officer and Compliance Officer

Date: October 29, 2013
CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

VITARICH CORPORATION

from ₱500,000,000.00 divided into 500,000 shares of the par value of ₱1.00 each to ₱3,500,000,000.00 divided into 3,500,000 shares of the par value of ₱1.00 each, approved by a majority of the Board of Directors on May 27, 2010, June 1, 2012 and August 28, 2012 and the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on June 25, 2010, August 28, 2012 and October 15, 2012 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa-Big. 68), approved on May 1, 1980. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto 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 October, Twenty Thirteen.

FERDINAND R. SALES
Acting Director
Company Registration and Monitoring Department
CERTIFICATE OF INCREASE OF CAPITAL STOCK
OF
VITARICH CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being at least a majority of the Board of Directors of VITARICH CORPORATION (hereafter called the "Corporation"), do hereby certify that:

I

INCREASE OF AUTHORIZED CAPITAL STOCK

The Corporation, by affirmative vote of at least a majority of the members of its Board of Directors and affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation, has approved the increase of the authorized capital stock of the Corporation from Five Hundred Million (P500,000,000) Pesos divided into Five Hundred Million (500,000,000) shares with a par value of One Peso (P1.00) per share to Three Billion Five Hundred Million Pesos (P3,500,000,000.00) divided into Three Billion Five Hundred Million (3,500,000,000) common shares with a par value of One Peso (P1.00) per share.

II

DIRECTORS' APPROVAL OF THE INCREASE/STOCKHOLDERS' VOTE AND SHARES REPRESENTED AT THE STOCKHOLDERS MEETING

1. The increase in the authorized capital stock of the Corporation was approved by the affirmative vote of at least a majority of the directors in their meetings, and by the affirmative vote of stockholders present or represented at the meetings representing at least two thirds (2/3) of the outstanding capital stock of the Corporation, all at the principal office of the Corporation, as follows:

(a) At its regular meeting on May 27, 2010, the Board of Directors initially approved the increase of the authorized capital stock of the Corporation from Five Hundred Million Pesos (P500,000,000.00) divided into Five Hundred Million (500,000,000) shares with a par value of One Peso (P1.00) per share to One Billion Pesos (P1,000,000,000.00) divided into One Billion (1,000,000,000) shares with a par value of One Peso (P1.00) per share.
(a.1) This increase was approved at the annual stockholders' meeting held on June 25, 2010, where the stockholders owning Three Hundred One Million Two Hundred Forty Nine Thousand Fifty One (301,249,051) common shares or 73.48 percent of the outstanding capital stock of the Corporation, who were present or represented at the said meeting, voted in favor of the said increase in the authorized capital stock of the Corporation.

(b) At its special meeting held on June 1, 2012, the Board of Directors decided and approved the further increase of the authorized capital stock of the Corporation from One Billion Pesos (P1,000,000,000.00) divided into One Billion (1,000,000,000) shares with a par value of One Peso (P1.00) per share to One Billion Five Hundred Million Pesos (P1,500,000,000.00) divided into One Billion Five Hundred Million (1,500,000,000) shares with a par value of One Peso (P1.00) per share. Furthermore, the Board, by the affirmative vote of at least a majority of its members, approved the issuance of new common shares to the Corporation's creditors in conversion of the debts of the corporation subject to such terms and conditions which may be determined by the Board of Directors and the approval of the Securities and Exchange Commission.

(b.1) This increase and the issuance of the 90,030,236 out of the existing unissued shares as well as the issuance of new common shares out of the increase in the authorized capital stock, to the Corporation's creditors in conversion of the debts of the corporation under such terms and conditions as may be determined by the Board of Directors were approved at the special stockholders' meeting held on August 28, 2012, where the stockholders owning Two Hundred Eighty Million Ninety Thousand Nine Hundred Twenty Six (280,090,926) or 88.32 percent of the outstanding capital stock of the Corporation, who were present or represented at the said meeting, voted in favor of the said increase in the authorized capital stock of the Corporation. The same number of stockholders also voted for the issuance of 90,030,236 out of the existing unissued shares and the issuance of new common shares out of the increase in the authorized capital stock to the Corporation's creditors in conversion of the debts of the corporation under such terms and conditions as may be determined by the Board of Directors.

(c) At its regular meeting held on August 28, 2012, the Board of Directors, by the affirmative vote of at least a majority of its members, approved the further increase of the authorized capital stock of the Corporation from One Billion Five Hundred Million Pesos (P1,500,000,000.00) divided into One Billion Five Hundred Million (1,500,000,000) shares with a par value of One Peso (P1.00) per share as previously approved, to Three Billion Five Hundred Million Pesos (P3,500,000,000.00) divided into Three Billion Five Hundred Million (3,500,000,000) shares with a par value of One Peso (P1.00) per share. Moreover, the Board, by the affirmative vote of at least a majority of its members, approved the issuance of new common shares to the Corporation's creditors in conversion of the debts of the corporation subject to such terms
and conditions which may be determined by the Board of Directors and the approval of the Securities and Exchange Commission.

(c.1) This increase and the issuance of the 90,030,236 out of the existing unissued shares and the issuance of new common shares out of the increase in the authorized capital stock, to the Corporation's creditors in conversion of the debts of the corporation under such terms and conditions as may be determined by the Board of Directors were approved at the special stockholders' meeting held on October 15, 2012, where the stockholders owning Two Hundred Seventy Five Million One Hundred Sixty Four Thousand Four Hundred Sixty Three (275,164,463) shares or 67.12 percent of the outstanding capital stock of the Corporation, who were present or represented at the said meeting, voted in favor of the said increase in the authorized capital stock of the Corporation. Likewise, the same number of stockholders voted in favor of the issuance of the 90,030,236 out of the existing unissued shares and the issuance of new common shares out of the increase of the authorized capital stock, to the Corporation's creditors in conversion of the debts of the corporation under such terms and conditions as may be determined by the Board of Directors and the approval of the Securities and Exchange Commission.

Accordingly, Section 38 of the Corporation Code has been complied with.

III

AMOUNT OF INCREASE

The total amount of increase in the authorized capital stock of the Corporation is Three Billion Pesos (P3,000,000,000.00) consisting of Three Billion (3,000,000,000) common shares with a par value of One Peso (P1.00) per share.

IV.

SUBSCRIPTION TO AND PAYMENT FOR THE CAPITAL INCREASE

The conversion of a portion of the debt of the Corporation to Kormasinc, Inc. in the amount of Two Billion Two Hundred Eighty Six Million Four Hundred Ninety Seven Thousand Nine Hundred One Pesos (P2,286,497,901.00) into equity shall be used to pay for the subscription to the increase in capital, as follows:
<table>
<thead>
<tr>
<th>Name</th>
<th>Nationality</th>
<th>No. of Common Shares Subscribed</th>
<th>Amount Subscribed and Paid up</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kormasinc, Inc.</td>
<td>Filipino</td>
<td>2,286,497,901</td>
<td>P2,286,497,901.00</td>
</tr>
</tbody>
</table>

V

**BONDED INDEBTEDNESS**

No bonded indebtedness of the Corporation has been incurred, created or increased.

VI.

**ACTUAL INDEBTEDNESS**

As of October 15, 2012, the actual indebtedness of the Corporation amounts to P3,775,485,192.00.¹

VII.

**CONVERSION RATE**

At its meeting held on September 20, 2013, the Board of Directors, by the affirmative vote of at least a majority of its members and pursuant to the authority granted to it by the stockholders as explained above, approved the conversion of a portion of its debt to Kormasinc, Inc. amounting to P2,376,528,137, into equity of the Corporation at a ratio of 1:1 or 1 share for every P1.00 debt; that P90,030,236 shall be applied as payment for the issuance of the 90,030,236 shares out of the existing unissued shares, while the amount of P2,286,497,901.00 shall be applied as payment for the additional shares of stock which shall be issued out of the increase in the authorized capital stock upon approval of such increase by the Securities and Exchange Commission.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this 20th day of September 2013 here at Marilao, Bulacan.

ROGELIO M. SARMIENTO  

BENJAMIN I. SARMIENTO, JR.

¹Actual indebtedness as of August 28, 2012 amounts to P3,701,946,386 while the actual indebtedness as of June 25, 2010 amounts to P2,424,195,000.
COUNTERSIGNED BY:

JOSE VINCENZ C. BENGZON, III
Chairman

TADEO F. HILADO
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
PROVINCE OF BULACAN )S.S.

SUBSCRIBED AND SWORN to before me this ___ day of September 2013, here at Marilao, Bulacan. Affiants exhibited to me their identification cards as proof of their identities; that they are the same persons who personally signed before me the foregoing Certificate and acknowledged that they executed the same and that the same is their free and voluntary act and deed:

<table>
<thead>
<tr>
<th>NAME</th>
<th>COMPETENT EVIDENCE OF IDENTITY</th>
</tr>
</thead>
<tbody>
<tr>
<td>ROGELIO M. SARMIENTO</td>
<td>TIN: 105-306-147</td>
</tr>
<tr>
<td>JOSE VINCENZ C. BENGZON, III</td>
<td>TIN: 137-980-909</td>
</tr>
<tr>
<td>BENJAMIN I. SARMIENTO</td>
<td>TIN: 162-168-119</td>
</tr>
</tbody>
</table>
REPUBLIC OF THE PHILIPPINES
PROVINCE OF BULACAN ) S. S.

TREASURER’S AFFIDAVIT

1. STEPHANIE NICOLE M. SARMIENTO-GARCIA, of legal age, Filipino and with office address at Vitarich Corporation, Mc Arthur Highway, Abangan Sur, Marilao, Bulacan, after being duly sworn in accordance with law, hereby deposes and states that:

1. I am the duly appointed and incumbent Treasurer of Vitarich Corporation, a corporation duly organized and existing under by virtue of the laws of the Republic of the Philippines, with offices at Mc Arthur Highway, Abangan Sur, Marilao, Bulacan;

2. As such Treasurer of the Corporation, I am authorized to certify the Corporation’s receipt of the payment on the subscription to the increase in the authorized capital stock of the Corporation from Five Hundred Million Pesos (P500,000,000.00) consisting of Five Hundred Million (500,000,000) common shares with par value of P1.00 per share to Three Billion Five Hundred Million Pesos (P3,500,000,000.00) consisting of Three Billion Five Hundred Million (3,500,000,000) common shares with par value of P1.00 per share or an increase of Three Billion Pesos (P3,000,000,000) consisting of Three Billion common shares.

3. At least twenty five percent (25%) of the amount of the increase in the authorized capital stock of the Corporation has been subscribed to and fully paid-up through the issuance of Two Billion Two Hundred Eighty Six Million Four Hundred Ninety Seven Thousand Nine Hundred One common shares with par value of One Peso (P1.00) via conversion of the debt of the corporation in the amount of Two Billion Two Hundred Eighty Six Million Four Hundred Ninety Seven Thousand Nine Hundred One Pesos (P2,286,497,901.00) into equity as payment to the subscription to the increase.

IN WITNESS WHEREOF, I have set my hand this 20th day of September 2013 at Marilao, Bulacan.

STEPHANIE NICOLE M. SARMIENTO-GARCIA
Treasurer

SUBSCRIBED AND SWORN to before me this 20th day of September 2013 at Marilao, Bulacan; Affiant is personally known to me.
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

VITARICH CORPORATION
(Amending Article VII thereof)

copy annexed, adopted on May 27, 2010, June 1, 2012 and August 28, 2012 by a majority vote of the Board of Directors and on June 25, 2010, August 28, 2012 and October 15, 2012 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 this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 16th day of October, Twenty Thirteen.

FERNAND B. SALES
Acting Director
Company Registration and Monitoring Department
AMENDED ARTICLES OF INCORPORATION

OF

VITARICH CORPORATION
(As amended on 26 September 1994)

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 together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY THAT:

FIRST: That the name of the Corporation shall be:

VITARICH CORPORATION

SECOND: That the said Corporation is formed for the following purposes:

   PRIMARY

   1) To carry on the business of manufacturing, preparing, processing, mixing and dealing in and with feeds, foodstuffs, grains and commodities of every
description for poultry, livestock and all kinds of animal feeding, and to conduct and carry on all business appertaining thereto.

SECONDARY

1) To engage in the coffee, sugar, coco fibers, coconut charcoal, ramie fibers, other industrial fibers, fresh coconuts, copra, organic and chemical fertilizer, soya bean, rice, corn and other agricultural products business, including the buying, storing, milling, transporting and selling in the Philippines, as well as exporting of these products; to deal in the by-products of these products and other agricultural products; and to own and operate related mills. (As amended on 27 April 1994).

2) To engage and conduct the business of breeding, raising, producing poultry, fowls, livestocks and other kinds of animal for foodstuffs, and to maintain hatcheries, and also to operate any other business allied thereto;

3) To carry on the business of exporters and importers as principal factors, brokers, indebtedors, agents or commission merchant in respect to buying, selling, trading or dealing in any kind of goods, wares and merchandise.

4) To act as agent, representative, manager, attorney-in-fact, commission merchant or factory of any and all corporations, associations,
individuals, partnerships or firms organized, located or residing in the Philippines or elsewhere in the world;

5) Subject to existing laws, to purchase or otherwise acquire, all or any part of the business, goodwill, right, property and assets and to assume or otherwise provide, for all or any part of the liabilities of any corporation, domestic or foreign, or of any association, partnership or individual; to take over as a going concern and continue any business so acquired; and to pay for such properties of business in cash, stocks of the corporation or otherwise;

6) xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx
xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx
xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx
xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx
As amended on February 9, 1971;

7) To acquire by purchase or lease, or otherwise, lands and interests in land and to own, hold, improve, develop and manage any real estate so acquired, and to erect or cause to be erected structures and improvements on any lands owned, held or occupied by the Corporation;

8) To engage in business of realty brokerage and/or act as broker, or agent of any person, firm, corporation or association, both domestic and foreign for and in transactions involving or related to the acquisitions, sales, lease,
mortgage, administration, subdivision and development of lands and other
realities and the improvements thereof;

9) To engage in manufacturing, mercantile or merchandising business
in connection with the purposes herein contained and to that end, to acquire,
own, hold and dispose of any and all property of any nature;

10) To engage in the acquisition, development and exploitation of
agricultural, mineral and timber lands and in the production, processing,
importing and exporting of agricultural, mineral and forest products and by-
products and all other natural resources of whatever kind and nature.

11) To apply or obtain, register, lease or otherwise acquire and hold,
use, own, operate, sell, assign or otherwise dispose of any trademarks, trade
names, patents, inventions, improvements and processes acquired in connection
with, or secured under letters patent of the Philippines, United States or other
countries.

12) To acquire by purchase, loan, advances or otherwise and to invest
in, hold, sell or otherwise dispose of, the stocks, bonds, or any interest in either,
or any obligations or evidences of indebtedness of any other corporation or
corporations, domestic or foreign, or the bonds or other obligations or evidences
of indebtedness, of any person or persons, in the manner and to the extent
permitted by law, and while the owner of such stocks, bonds or other obligations
or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership;

13) To borrow money and to issue notes, bonds, debentures and evidence of indebtedness, of all kinds, whether secured by mortgage, pledge or otherwise and in general to make and perform agreements, and contracts of every kind and description, as may be deemed fit and subject to the requirements of the law;

14) In general, to do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, of 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 principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

15) To undertake, assume, secure, guarantee and/or act as surety, or guarantor jointly and solidarily with any person, corporation, partnership and/or entity on which this corporation has a lawful interest and for the latter's obligations, liabilities, indebtedness and undertakings contracted with any banking or lending institutions and for these purposes to pledge, mortgage and offer as collateral, corporate properties whether real or personal to secure the payment thereof with necessarily engaging in the business of suretyship. (As amended on October 20, 1975)
16) To engage in agricultural development and to acquire by lease or purchase, pasture and grazing lands owned by the government or private persons for raising cattle, hogs, fowls and other animals for human consumption; (As amended on December 28, 1967)

17) To engage in fishing business, whether fishing in private ponds, in the open seas and in such areas where fishing is permitted by law and to carry on this business within the limitation provided by law;

18) To engage in the business of receiving commodity for storage and to acquire, establish, maintain, operate and manage warehouses, bonded or unbonded, depots, bodegas and any form of storage facilities under the quedan system or otherwise to issue warehouse receipts, quedans, to insure commodities received for storage; to secure financing in undertaking such activity under the grains financing program or any other financing scheme from any bank or financing institutions; (As Amended on October 5, 1983)

19) To engage in consultancy and management relative to insurance whether life or non-life, and for this purpose, to receive, own, purchase, collect or otherwise acquire, obtain an interest in, hold or otherwise, manage the business of any corporation, partnership or entity as General Managers, Agents of Insurance Company doing business or authorized to do business in the Philippines; (As amended on November 14, 1985)
20) To engage in the business of commercially producing, applying, importing, exporting, distributing, repacking, selling, marketing, or otherwise dealing in or with any pesticides, chemicals, or other substances for pest control purposes. (As amended on February 9, 1988)

THIRD: That the principal office of the Corporation is to be established or located at Mac Arthur Highway, Brgy. Abangan Sur, Marilao, Bulacan. (As amended on 30 June 2008)

FOURTH: That the term of which said Corporation is to exist is for FIFTY (50) YEARS from and after the date of incorporation. Such term is extended for another FIFTY (50) YEARS from and after 31 July 2012, the expiry date of the Corporation's original term. (As amended on June 25, 2010)

FIFTH: That the names and residences of the incorporators of said Corporation are as follows:

<table>
<thead>
<tr>
<th>NAMES</th>
<th>RESIDENCES</th>
</tr>
</thead>
<tbody>
<tr>
<td>Feliciano S. Sarmiento</td>
<td>37 Valencia St., Q.C.</td>
</tr>
<tr>
<td>Lorenzo S. Sarmiento</td>
<td>Matina St., Davao City</td>
</tr>
<tr>
<td>Pablo S. Sarmiento</td>
<td>Cebu Avenue, Quezon City</td>
</tr>
<tr>
<td>Danilo P. Sarmiento</td>
<td>54 West Lawin St., Philamlife</td>
</tr>
<tr>
<td></td>
<td>Quezon City</td>
</tr>
<tr>
<td>Eufrocinia M. Sarmiento</td>
<td>Cebu Avenue, Quezon City</td>
</tr>
</tbody>
</table>
SIXTH: That the number of the Directors shall be eleven (11) to serve until their successors are elected and qualified as provided by the By-Laws:

<table>
<thead>
<tr>
<th>NAMES</th>
<th>RESIDENCES</th>
</tr>
</thead>
<tbody>
<tr>
<td>Feliciano S. Sarmiento</td>
<td>37 Valencia St., Q.C.</td>
</tr>
<tr>
<td>Lorenzo S. Sarmiento</td>
<td>Matina St., Davao City</td>
</tr>
<tr>
<td>Pablo S. Sarmiento</td>
<td>Cebu Avenue, Quezon City</td>
</tr>
<tr>
<td>Danilo P. Sarmiento</td>
<td>54 West Lawin St., Philamlife</td>
</tr>
<tr>
<td>Eufrocina M. Sarmiento</td>
<td>Quezon City</td>
</tr>
</tbody>
</table>

(As amended on February 6, 1970)

SEVENTH: That the authorized capital stock of the corporation is THREE BILLION FIVE HUNDRED MILLION (P3,500,000,000) PESOS divided into THREE BILLION FIVE HUNDRED MILLION (3,500,000,000) COMMON SHARES, with a par value of P1.00 per share. (As amended on April 27, 1977; on February 9, 1971; September 21, 1972; March 12, 1974; April 28, 1982; January 23, 1985; April 19, 1988; April 27, 1994; September 26, 1994; June 25, 2010; August 28, 2012 and October 15, 2012).

EIGHTH: That the value of the capital stock which has been actually subscribed is ONE MILLION (P1,000,000,00) PESOS and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:
<table>
<thead>
<tr>
<th>Names</th>
<th>No. of Shares Subscribed</th>
<th>Amount of Capital Stock</th>
</tr>
</thead>
<tbody>
<tr>
<td>Feliciano S. Sarmiento</td>
<td>3,000</td>
<td>P 300,000.00</td>
</tr>
<tr>
<td>Lorenzo S. Sarmiento</td>
<td>3,000</td>
<td>300,000.00</td>
</tr>
<tr>
<td>Pablo S. Sarmiento</td>
<td>3,000</td>
<td>300,000.00</td>
</tr>
<tr>
<td>Danilo P. Sarmiento</td>
<td>150</td>
<td>15,000.00</td>
</tr>
<tr>
<td>Luz M. Sarmiento</td>
<td>170</td>
<td>17,000.00</td>
</tr>
<tr>
<td>Eufrocia M. Sarmiento</td>
<td>170</td>
<td>17,000.00</td>
</tr>
<tr>
<td>Feliciano P. Sarmiento, Jr.</td>
<td>100</td>
<td>10,000.00</td>
</tr>
<tr>
<td>Delia S. Atizado</td>
<td>163</td>
<td>16,300.00</td>
</tr>
<tr>
<td>Angelina P. Sarmiento</td>
<td>44</td>
<td>4,400.00</td>
</tr>
<tr>
<td>Leonardo L. Sarmiento</td>
<td>163</td>
<td>16,300.00</td>
</tr>
<tr>
<td>Renato L. Sarmiento</td>
<td>40</td>
<td>4,000.00</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>10,000</strong></td>
<td><strong>P1,000,000.00</strong></td>
</tr>
</tbody>
</table>

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:

<table>
<thead>
<tr>
<th>Name</th>
<th>Amount of Capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>Feliciano S. Sarmiento</td>
<td>P 75,000.00</td>
</tr>
<tr>
<td>Lorenzo S. Sarmiento</td>
<td>75,000.00</td>
</tr>
<tr>
<td>Pablo S. Sarmiento</td>
<td>75,000.00</td>
</tr>
<tr>
<td>Danilo P. Sarmiento</td>
<td>3,750.00</td>
</tr>
<tr>
<td>Luz M. Sarmiento</td>
<td>4,250.00</td>
</tr>
<tr>
<td>Eufrocia M. Sarmiento</td>
<td>4,250.00</td>
</tr>
<tr>
<td>Angelina P. Sarmiento</td>
<td>1,100.00</td>
</tr>
<tr>
<td>Feliciano P. Sarmiento, Jr.</td>
<td>2,500.00</td>
</tr>
<tr>
<td>Delia S. Atizado</td>
<td>4,075.00</td>
</tr>
<tr>
<td>Leonardo L. Sarmiento</td>
<td>4,075.00</td>
</tr>
</tbody>
</table>
TENTH: That Mr. Danilo P. Sarmiento 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 of the Corporation and that as such Treasurer, he has been authorized to receive for the Corporation and to receipt in its name all the subscriptions paid in by said subscribers.

ELEVENTH: All stockholders shall not be entitled to any pre-emptive rights with respect to all issuances or dispositions of shares of stock of any class of the Corporation. (As amended on 27 April 1994)

IN WITNESS WHEREOF, We have hereunto set our hands this 9th day of May 1962, in the City of Manila, Philippines.

(SGD.) FELICIANO S. SARMIENTO  (SGD.) LORENZO S. SARMIENTO

(SGD.) PABLO S. SARMIENTO  (SGD.) EUFROCINA M. SARMIENTO
Signed in the Presence of:
(SGD.)

A true copy:
asm/11/18/65    lg1/22/68    ecc/1/14/79
tay/9/21/72    agp/10/19/74    jrs/2/9/71
agp/3/28/74    zsy/5/24/77    abl/6/15/88

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)

S.S.

BEFORE ME, a Notary Public for and in the __________, Philippines, personally came and appeared:

<table>
<thead>
<tr>
<th>Name</th>
<th>COMM. TAX NO.</th>
<th>DATE/PLACE ISSUED</th>
</tr>
</thead>
<tbody>
<tr>
<td>FELICIANO S. SARMIENTO</td>
<td>A-1235185</td>
<td>Jan. 15, 1962 Manila</td>
</tr>
<tr>
<td>LORENZO S. SARMIENTO</td>
<td>A-2778051</td>
<td>Jan. 17, 1962 Davao</td>
</tr>
<tr>
<td>PABLO S. SARMIENTO</td>
<td>A-4551971</td>
<td>Feb. 17, 1962 San Jose Del Monte Bulacan</td>
</tr>
<tr>
<td>DANILO P. SARMIENTO</td>
<td>A-451965</td>
<td>Feb. 13, 1962 San Jose Del Monte Bulacan</td>
</tr>
</tbody>
</table>

who are known to me and to me known to be same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free act and voluntary deed for all the purposes therein set forth.

I hereby certify that this document consists of twelve (12) pages including this page where the acknowledgement is written and pertains to the articles of incorporation of Vitarich Feed Mill, Inc., a domestic corporation and the witnesses and the Incorporators signed on the spaces indicated on page 5 hereof.
WITNESSES MY HAND AND SEAL, this 8th day of May 1962 at Manila, Philippines.

(SGD.) A. T. PANTE
Notary Public
Until December 31, 1963

Doc. No. 152;
Page No. 12;
Book No. XIII;
Series of 1962;

A TRUE COPY

asm/11/18/65  lsg/1/22/68  edc/1/15/90
tay/9/21/72   agp/3/28/74   agp/10/19/74
rsv/5/24/77   fam/6/22/79   abs/10/6/83
sbs/1/18/85   mtm/11/14/85   abl/6/15/88
CERTIFICATE OF AMENDMENT
OF THE AMENDED ARTICLES OF INCORPORATION
OF
VITARICH CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned Corporate Secretary and members of the Board of Directors of VITARICH CORPORATION (hereinafter called the "Corporation"), being more than a majority thereof, do hereby certify that:

1. The accompanying Amended Articles of Incorporation of Vitarich Corporation embodying the amendments to Article Seventh of the Amended Articles of Incorporation of the Corporation are true and correct copies of the Amended Articles of Incorporation;

2. The aforementioned amendments were approved by at least a majority of the Board of Directors of the Corporation during its regular meeting held on 27 May 2010; its special meeting held on 1 June 2012; and regular meeting held on 28 August 2012; at the principal office of the Corporation at Mc Arthur Highway, Brgy. Abangan Sur, Marilao, Bulacan;

3. The abovementioned amendments were also approved by the affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation during the annual stockholders meeting held on June 25, 2010 and during the special stockholders meeting held on August 28, 2012 and October 15, 2012; at the principal office of the Corporation at Mc Arthur Highway, Brgy. Abangan Sur, Marilao, Bulacan;

SEP 1 4 2013

IN WITNESS WHEREOF, we have hereunto affixed our signatures this day of 2013 here at Marilao, Bulacan.

ROGELIO M. SARMIENTO
JOSE VICTOR C. BENGZON, III

BENJAMIN I. SARMIENTO, JR.
CESAR L. LUGTU

RICARDO MANUEL M. SARMIENTO
TOMAS B. LOPEZ
SUBSCRIBED AND SWORN to before me this 17th day of September, 2013, here at Marilao, Bulacan. Affiants exhibited to me their identification cards as proof of their identities; that they are the same persons who personally signed before me the foregoing Certificate and acknowledged that they executed the same and that the same is their free and voluntary act and deed:

<table>
<thead>
<tr>
<th>NAME</th>
<th>COMPETENT EVIDENCE OF IDENTITY</th>
</tr>
</thead>
<tbody>
<tr>
<td>ROGELIO M. SARMIENTO</td>
<td>TIN: 105-306-147</td>
</tr>
<tr>
<td>JOSE VICENTE C. BENZON, III</td>
<td>TIN: 137-980-909</td>
</tr>
<tr>
<td>BENJAMIN I. SARMIENTO</td>
<td>TIN: 162-168-119</td>
</tr>
<tr>
<td>CESAR L. LUGTU</td>
<td>TIN: 123-305-386</td>
</tr>
<tr>
<td>RICARDO MANUEL M. SARMIENTO</td>
<td>TIN: 100-882-039</td>
</tr>
<tr>
<td>Name</td>
<td>TIN</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>------------</td>
</tr>
<tr>
<td>TOMAS B. LOPEZ</td>
<td>111-790-072</td>
</tr>
<tr>
<td>LORENZO VITO M. SARMIENTO, III</td>
<td>167-559-682</td>
</tr>
<tr>
<td>ENRIQUE G. FILAMOR</td>
<td>136-610-782</td>
</tr>
<tr>
<td>STEPHANIE NICOLE M. SARMIENTO-GARCIA</td>
<td>227-265-339</td>
</tr>
<tr>
<td>EDUARDO T. RONDAINE</td>
<td>108-137-271</td>
</tr>
<tr>
<td>ANGELITO M. SARMIENTO</td>
<td>108-276-017</td>
</tr>
<tr>
<td>TADEO F. HILADO</td>
<td>125-673-142</td>
</tr>
</tbody>
</table>

Doc. No. 64:
Page No. 15
Book No. 14
Series of 2013.
CERTIFICATE OF APPROVAL OF VALUATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the valuation of the advances of ₱90,030,236.00 as full payment for the additional subscription of 90,030,236 shares of stock with a par value of ₱1.00 per share of

VITARICH CORPORATION

was approved by the Commission pursuant to the provision of Section 62 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 16th day of October, Twenty Thirteen.

FERDINAND B. SALES
Acting Director
Company Registration and Monitoring Department
June 20, 2013

HON. JUSTINA F. CALLANGAN
Director
Corporate Finance Department
Securities and Exchange Commission
SEC Building, EDSA, Greenhills
Mandaluyong City 1554

Re: Request Confirming the Valuation

Dear Director Callangan:

We would like to request your good office to confirm the value we have set for the issuance of the Company's unissued shares of 90,030,236 at P1.00 per share. This morning, the Board of Directors of the corporation by at least a majority of its members approved the conversion of its debt of P2,376,528,137 to Kormasinc Inc into equity of the Corporation at the rate of 1 share for every P1.00 debt; P 90,030,236 as payment for the issuance to it of the 90,030,236 shares out of the existing unissued shares, while the amount of P2,286,497,901.00 shall be applied as payment for the additional shares of stock of 2,286,497,901 which shall be issued out of the increase in the authorized capital stock upon approval of the Securities and Exchange Commission.

We hope for your favorable action on this matter.

Very truly yours,

Rogelio M. Sarmiento
President and Chief Executive Officer

Main Office: Abangan Sur, Mc Arthur Highway, Marilao, Bulacan 3019 Philippines
Tel. Nos.: (632) 843-3033 / (6344) 711-2829
20 June 2013

To the Securities and Exchange Commission:

We would like to request your good office to confirm the value we have set for the issuance of the Company’s unissued shares of 90,030,236 at P1.00 per share.

This morning, the Board of Directors of the corporation by at least a majority of its members approved the conversion of its debt of P2,376,528,137 to Kormasinc Inc into equity of the Corporation at the rate of 1 share for every P1.00 debt; P 90,030,236 as payment for the issuance to it of the 90,030,236 shares out of the existing unissued shares, while the amount of P2,286,497,901.00 shall be applied as payment for the additional shares of stock of 2,286,497,901 which shall be issued out of the increase in the authorized capital stock upon approval of the Securities and Exchange Commission.

We hope for your favorable action on this matter.

Very truly yours,

[Signature]

Rogelio M. Sarmiento
President and Chief Executive Officer
To the Securities and Exchange Commission:

In connection with the application of Vitarich Corporation for increase of capital stock, the undersigned hereby declare under oath the following:

(1) That all information and representations contained in the submitted application and its supporting documents are true and correct;

(2) That the verification procedures required by the Commission were conducted by an independent auditor who issued a report thereon in accordance with the auditing standards in force;

(3) That the items/accounts subject of the application are authorized, valid and legal; and

(4) That the shares of stock to be issued are not watered.

The management hereby authorizes the Commission to examine any time, even after the approval of the application, the company’s books of accounts and records to determine the validity and accuracy of the transaction.

Rogelio M. Sarmiento  
President and Chief Executive Officer

Stephanie Nicole S. Garcia  
Chief Financial Officer

SUBSCRIBED AND SWORN to before me this 20th day of September 2013 at Marilao, Bulacan; affiants are personally known to me.