



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. 21134

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 10, 2016 and May 25, 2017 by a majority vote of the Board of Directors and on June 24, 2016 and June 30, 2017 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 Pasay City, Metro Manila, Philippines, this 11th day of July, Twenty Eighteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION

OF

VITARICH CORPORATION

(Amended on 16 October 2013; Further amended on June 24, 2016 and June 30, 2017)

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, livestock 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, debtors, 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 factor 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) xxx
xxx
xxx
xxxxxxxx; (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 realties 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 Vitarich Compound, Marilao-San Jose Road, Sta. Rosa I, Marilao, Bulacan. (As amended on 24 June 2016)

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:

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

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:

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

(As amended on February 6, 1970)

SEVENTH: That the authorized capital stock of the corporation is ONE BILLION THREE HUNDRED THIRTY MILLION (P1,330,000,000) PESOS divided into THREE BILLION FIVE HUNDRED MILLION (3,500,000,000) COMMON SHARES, with a par value of P0.38 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; October 15, 2012; and June 30, 2017).

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:

Names	No. of Shares Subscribed		Amount of Capital Stock
Feliciano S. Sarmiento	3,000	P	300,000.00
Lorenzo S. Sarmiento	3,000		300,000.00
Pablo S. Sarmiento	3,000		300,000.00
Danilo P. Sarmiento	150		15,000.00
Luz M. Sarmiento	170		17,000.00
Eufrocina M. Sarmiento	170		17,000.00
Feliciano P. Sarmiento, Jr.	100		10,000.00
Delia S. Atizado	163		16,300.00
Angelina P. Sarmiento	44		4,400.00
Leonardo L. Sarmiento	163		16,300.00
Renato L. Sarmiento	<u>40</u>		<u>4,000.00</u>
	10,000		P1,000,000.00
	=====		=====

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:

Name		Amount of Capital
Feliciano S. Sarmiento	P	75,000.00
Lorenzo S. Sarmiento		75,000.00
Pablo S. Sarmiento		75,000.00
Danilo P. Sarmiento		3,750.00
Luz M. Sarmiento		4,250.00
Eufrocina M. Sarmiento		4,250.00
Angelina P. Sarmiento		1,100.00
Feliciano P. Sarmiento, Jr.		2,500.00
Delia S. Atizado		4,075.00
Leonardo L. Sarmiento		4,075.00

Renato L. Sarmiento

1,000.00

P 250,000.00

=====

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
tay/9/21/72
agp/3/28/74

lg1/22/68
agp/10/19/74
zsy/5/24/77

ecc/1/14/79
jrs/2/9/71
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:

Name	COMM. TAX NO.	DATE/PLACE ISSUED
FELICIANO S. SARMIENTO	A-1235185	Jan. 15, 1962 Manila
LORENZO S. SARMIENTO	A- 2778051	Jan. 17, 1982 Davao
PABLO S. SARMIENTO	A- 4551971	Feb. 17, 1962 San Jose Del Monte Bulacan
DANILO P. SARMIENTO	A-451965	Feb. 13, 1962 San jose Del Monte Bulacan

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
tay/9/21/72
rsv/5/24/77
sbs/1/18/85

lsg/1/22/68
agp/3/28/74
fam/6/22/79
mtm/11/14/85

edc/1/15/90
agp/10/19/74
abs/10/6/83
abl/6/15/88

Republic of the Philippines)
Marilao, Bulacan) S. S.



DIRECTORS' AND SECRETARY'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being at least a majority of the members of the Board of Directors of VITARICH CORPORATION (the "Corporation"), and the Corporate Secretary certify that:

1. The Amended Articles of Incorporation of the Corporation was amended by the vote of at least a majority of the members of the Board of Directors during its regular meetings held on May 10, 2016 and May 25, 2017, respectively. The said meetings were both held at Unit 3302B, West Tektite Tower, Philippine Stock Exchange Building, Exchange Road, Ortigas Center, Pasig City.
2. The said amendment to the Amended Articles of Incorporation was 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 meetings of the stockholders held on June 24, 2016 and June 30, 2017, respectively. Both meetings were held at 7RS Restaurant, 2nd Floor, Rosalie's Building, Patubig, Marilao, Bulacan.
3. Furthermore, the Amended By-Laws of the Corporation was amended by the vote of at least a majority of the members of the Board of Directors during its regular meeting held on September 15, 2016 at Unit 3302B, West Tektite Tower, Philippine Stock Exchange Building, Exchange Road, Ortigas Center, Pasig City.
4. The said amendment to the Amended By-Laws was 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 meeting of the stockholders held on June 30, 2017 at 7RS Restaurant, 2nd Floor, Rosalie's Building, Patubig, Marilao, Bulacan.
5. The amended provisions of the attached Amended Articles of Incorporation refer to **Articles Third and Seventh** thereof while the amended provision of the attached Amended By-laws refer to **Article X /Section 39** thereof.
6. The attached copies of Amended Articles of Incorporation and Amended By-Laws of the Corporation are true and correct copies thereof.

27 APR 2018

IN WITNESS WHEREOF, we have hereunto affixed our signatures this ____ day
of April 2018 here at Marilao, Bulacan.

BOARD OF DIRECTORS AND CORPORATE SECRETARY



JOSE VICENTE C. BENGZON, III
TIN 137-980-909



STEPHANIE NICOLE S. GARCIA
TIN 227-265-339




RICARDO MANUEL M. SARMIENTO
TIN 224-658-397



ROGELIO M. SARMIENTO
TIN 105-306-147



JOSE M. SARMIENTO
TIN 123-305-386



VICENTE J.A. SARZA
TIN 107-201-929



JUAN ARTURO ILUMINADO C. DE CASTRO
TIN 182-911-919



BENJAMIN I. SARMIENTO, JR.
TIN 162-168-119



LEVI F. DIESTRO
TIN 126-892-194



TADEO F. HILADO
Corporate Secretary
TIN 126-673-142

27 APR 2018

SUBSCRIBED AND SWORN to before me this ____ day of April 2018 at Marilao, Bulacan. Affiants exhibited to me their respective government-issued IDs as competent proof of their identities and acknowledged that they executed the same freely and voluntarily, to wit:

JOSE VICENTE C.
BENGZON, III

Senior Citizens ID No. 57016

STEPHANIE NICOLE
GARCIA

S. Driver's License No. NO2-97-359019, valid until February 4, 2019

RICARDO MANUEL
SARMIENTO

M. Driver's License No. NO3-94-158946, valid until January 20, 2022

ROGELIO M.
SARMIENTO

Philippine Passport No. EC 6335294, valid until January 6, 2021

JOSE M. SARMIENTO

Driver's License No. N06-76-008298

VICENTE J.A. SARZA

Pag-ibig No. 1020-0177-7683

BENJAMIN SARMIENTO,
JR.

Driver's License No. N26-13-000814 valid until September 1, 2018

JUAN ARTURO
ILUMINADO C.
DE CASTRO

Passport No. EC1660249, valid until July 17, 2019


LEVI F. DIESTRO

Driver's License No. N14-77-020298

TADEO F. HILADO

SSS No. 03-4842643-0

Doc No. 330 ;
Page No. 67 ;
Book No. 6 ;
Series of 2018.


NENITA DELA CRUZ TULZON
NOTARY PUBLIC
SANDIC ST. POBLACION, MARILAO, BULACAN
IBP LIFE NO. 5910477/BULACAN 5/19/2008
PTR 0739495 1/3/2018 MARILAO, BUL
TIN NO. 170-307-664-000
ATTORNEY'S ROLL NO. 47194
MCLE EXEMPT NO. V-001622 UNTIL APRIL 14, 2019