



110302013002765



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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### Company Representative

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Doc Source

### Company Information

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

### Document Information

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Document ID 110302013002765  
Document Type 17-C (FORM 11-C:CURRENT DISCL/RPT)  
Document Code 17-C  
Period Covered October 29, 2013  
No. of Days Late 0  
Department CFD  
Remarks

# COVER SHEET

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S.E.C. Registration Number

[illegible]

( Company's Full Name )

[illegible]

( Business Address: No. Street City / Town / Province )

**PEDRO T. DABU, JR.**

**Contact Person**

**843-30-33 connecting all dept.**

**843-30-33 connecting all dept.**

Company Telephone Number

1	2	-	3	1
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Month      Day

Fiscal Year

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Form Type

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Month

Day

### Last Friday of

## June

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Dept. Requiring this Doc.

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Secondary License Type. If Applicable

\_\_\_\_\_

Amended Articles Number / Section

**Total No. of Stockholders**

### Total Amount of Borrowings

\_\_\_\_\_

Domestic

showing

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

[illegible]

Document I, D.

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LCU

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Cashier

STAMPS

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER**

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.  (SEC Use Only)  
Industry Classification Code:
7. MacArthur Highway, Abangan Sur, Marilao, Bulacan 3019  
Address of principal office Postal Code
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
<u>Common Stock – Total Shares Issued and Outstanding</u>	<u>409,969,764 shares</u>

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. *File*
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:



**PEDRO T. DABU JR.**

Assistant Corporate Secretary, Corporate Information Officer  
and Compliance Officer

Date: October 29, 2013



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 21134

**CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK**

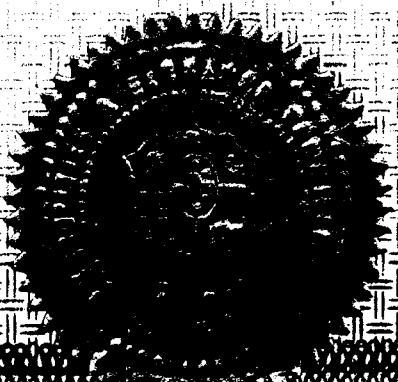
**KNOW ALL PERSONS BY THESE PRESENTS:**

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

**VITARICH CORPORATION**

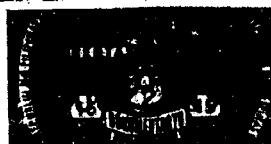
from P500,000,000.00 divided into 500,000,000 shares of the par value of P1.00 each to P3,500,000,000.00 divided into 3,500,000,000 shares of the par value of P1.00 each, approved by a majority of the Board of Directors on May 27, 2010, June 1, 2012 and August 28, 2012 and the vote of the stockholders 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 Blg. 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 16<sup>th</sup> day of October, Twenty Thirteen.



  
**FERNANDO B. SALES**  
Acting Director

Company Registration and Monitoring Department



# COVER SHEET

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S.E.C. Registration Number

[illegible]

( Company's Full Name )

[illegible]

( Business Address: No. Street City / Town / Province )

**PEDRO T. DABU, JR.**  
Contact Person

**843-30-33 connecting all dept.**  
Company Telephone Number

1	2	-	3	1
Month			Day	
Fiscal Year				

## VALUATION

Form Type

**Last Friday of  
June**

06  
Month Day

Secondary License Type. If Applicable

Dept. Requiring this Doc.

Amended Articles Number / Section

**Total No. of Stockholders**

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

Document I. D.

LCU

**Cashier**

OK FOR PAYMENT

P                       
BY                       
DATE                       
FOAD - CRM

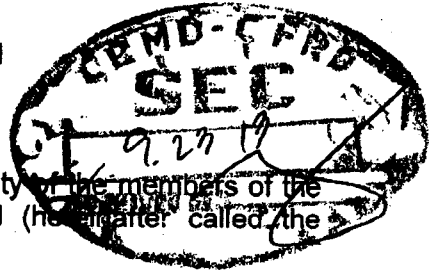
STAMPS

**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 members of the Board of Directors of VITARICH CORPORATION (hereinafter called the "Corporation"), do hereby certify that:



*Mr. Juan  
9/20*

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 **68.32 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:

Name	Nationality	No. of Common Shares Subscribed	Amount Subscribed and Paid up
Kormasinc, Inc.	Filipino	2,286,497,901	P2,286,497,901.00

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.<sup>1</sup>

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 20<sup>th</sup> day of September 2013 here at Marilao, Bulacan.

  
ROGELIO M. SARMIENTO

  
BENJAMIN I. SARMIENTO, JR.

<sup>1</sup>Actual indebtedness as of August 28, 2012 amounts to P3,701,946,386 while the actual indebtedness as of June 25, 2010 amounts to P3,424,195,000.

  
RICARDO MANUEL M. SARMIENTO

  
ENRIQUE G. FILAMOR

  
LORENZO VITO M. SARMIENTO, III

  
ANGELITO M. SARMIENTO

  
EDUARDO T. RONDAIN

  
STEPHANIE NICOLE M. SARMIENTO-GARCIA

COUNTERSIGNED BY:

  
JOSE VICENTE 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 <sup>SEP 20 2013</sup> 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:

NAME	COMPETENT EVIDENCE OF IDENTITY
ROGELIO M. SARMIENTO	TIN: 105-306-147
JOSE VICENTE C. BENGZON, III	TIN: 137-980-909
BENJAMIN I. SARMIENTO	TIN: 162-168-119

RICARDO MANUEL M. SARMIENTO	TIN: 100-882-039
ENRIQUE G. FILAMOR	TIN: 136-610-782
STEPHANIE NICOLE M. SARMIENTO-GARCIA	TIN: 227-265-339
EDUARDO T. RONDAIN	TIN: 108-137-271
ANGELITO M. SARMIENTO	TIN: 108-278-017
LORENZO VITO M. SARMIENTO	TIN: 167-559-682
TADEO F. HILADO	TIN: 125-673-142

Doc. No. 124;  
Page No. 24;  
Book No. 110;  
Series of 2013

*Notary Public*  
**NENITA D.C. TUASON**  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2014  
ROLL NO. 47194  
IBP LIFE NO. 591042 5/19/03  
PTR NO. 0423232 1/2/13  
TIN NO. 170-907-664

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

TREASURER'S AFFIDAVIT

I, **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 depose and state 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.

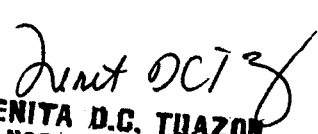
3. At least twenty five percent (25%) of the amount of the increase in the authorized capital stock of the Corporation has been subscribed to and fully paid-up through the issuance of **Two Billion Two Hundred Eighty Six Million Four Hundred Ninety Seven Thousand Nine Hundred One** common shares with 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 20<sup>th</sup> day of September 2013 at Marilao, Bulacan.

  
**STEPHANIE NICOLE M. SARMIENTO-GARCIA**  
Treasurer

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

Doc. No. 123  
Page No. 24  
Book No. 114  
Series of 2013

  
**NENITA D.C. TUAZON**  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2014  
ROLL NO. 47194  
IBP LIFE NO. 591042 5/19/03  
PTR NO. C423232 1/2/13  
TIN NO. 170-907-664



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. No. 21134

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

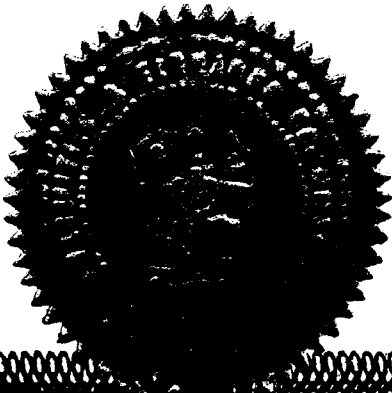
**THIS IS TO CERTIFY** that the amended articles of incorporation of the

**VITARICH CORPORATION**  
(Amending Article VII thereof)

copy annexed, adopted on May 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 16<sup>th</sup> day of October, Twenty Thirteen.



  
**FERDINAND B. SALES**  
Acting Director

Company Registration and Monitoring Department



**AMENDED ARTICLES OF INCORPORATION**

**OF**

**VITARICH CORPORATION**  
(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, 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 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;

[illegible]

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 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:

<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:

NAMES

RESIDENCES

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 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:

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	40		4,000.00
	<u>10,000</u>		<u>P1,000,000.00</u>
	=====		=====

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 9<sup>th</sup> 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 8<sup>th</sup> 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

3

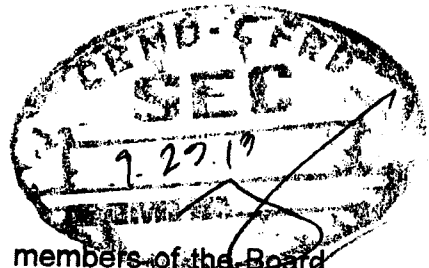
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**CERTIFICATE OF AMENDMENT  
OF THE AMENDED ARTICLES OF INCORPORATION**

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;

IN WITNESS WHEREOF, we have hereunto affixed our signatures this SEP 17 2013 day of 2013 here at Marilao, Bulacan.

  
ROGELIO M. SARMIENTO

  
JOSE VICENTE C. BENGZON, III

  
BENJAMIN I. SARMIENTO, JR.

  
CESAR L. LUGTU

  
RICARDO MANUEL M. SARMIENTO

  
TOMAS B. LOPEZ

3

  
ANGELITO M. SARMIENTO

  
ENRIQUE G. FILAMOR

  
EDUARDO T. RONDAIN

  
LORENZO VITO M. SARMIENTO, III

  
STEPHANIE NICOLE M. SARMIENTO-GARCIA

  
TADEO F. HILADO  
Corporate Secretary

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

SUBSCRIBED AND SWORN to before me <sup>SEP 17 2013</sup> this 17 day of 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:

NAME	COMPETENT EVIDENCE OF IDENTITY
ROGELIO M. SARMIENTO	TIN: 105-306-147
JOSE VICENTE C. BENGZON, III	TIN: 137-980-909
BENJAMIN I. SARMIENTO	TIN: 162-168-119
CESAR L. LUGTU	TIN: 123-305-386
RICARDO MANUEL M. SARMIENTO	TIN: 100-882-039

TOMAS B. LOPEZ	TIN: 111-790-072
LORENZO VITO M. SARMIENTO, III	TIN: 167-559-682
ENRIQUE G. FILAMOR	TIN: 136-610-782
STEPHANIE NICOLE M. SARMIENTO-GARCIA	TIN: 227-265-339
EDUARDO T. RONDAIN	TIN: 108-137-271
ANGELITO M. SARMIENTO	TIN: 108-278-017
TADEO F. HILADO	TIN: 125-673-142

Doc. No. 69;

Page No. 15;

Book No. 114

Series of 2013.

*Remil DC Jr*  
**NENITA D.O. TUAZON**  
 NOTARY PUBLIC  
 UNTIL DECEMBER 31, 2014  
 ROLL NO. 47194  
 IBP LIFE NO. 591042 5/19/08  
 PTR NO. 0423232 1/2/13  
 TIN NO. 170-907-664



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. No. 21134

**CERTIFICATE OF APPROVAL OF VALUATION**

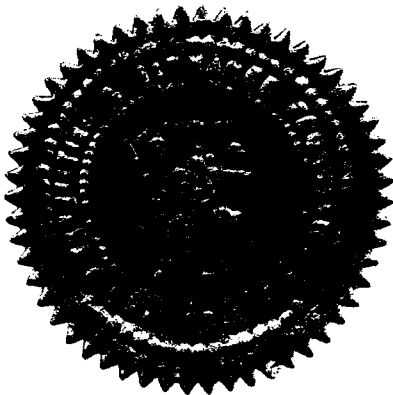
**KNOW ALL PERSONS BY THESE PRESENTS:**


**THIS IS TO CERTIFY** that the valuation of the advances of **P90,030,236.00** as full payment for the additional subscription of **90,030,236** shares of stock with a par value of **P1.00** 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 16<sup>th</sup> day of October, Twenty Thirteen.



  
**FERDINAND B. SALES**  
Acting Director  
Company Registration and Monitoring Department

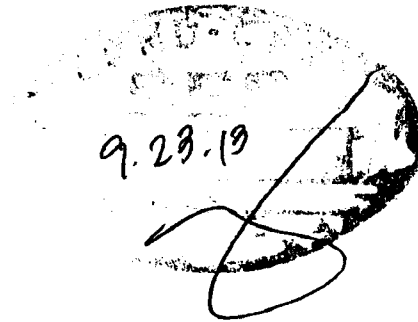




V I T A R I C H

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 capitol stock upon approval of the Securities and Exchange Commission.

We hope for your favorable action on this matter.

Very truly yours,

**Rogello 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



**V I T A R I C H**

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 capitol 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





**V I T A R I C H**

**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.

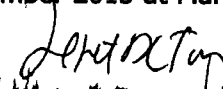
The management hereby authorizes the Commission to examine any time, even after the approval of the application, the company's books of accounts and records to determine the validity and accuracy of the transaction.

  
**Rogelio M. Sarmiento**  
President and Chief Executive Officer

  
**Stephanie Nicole S. Garcia**  
Chief Financial Officer

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

Doc. No. 67;  
Page No. 22;  
Book No. 114;  
Series of 2013.

  
**GENITA D.C. TUAZON**  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2014  
ROLL NO. 47194  
IBP LIFE NO. 591042 5/19/05  
PTR NO. 0428232 1/2/13  
TIN NO. 170-987-664

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

