

COMMONWEALTH OF THE PHILIPPINES
DEPARTMENT OF JUSTICE
SECURITIES AND EXCHANGE COMMISSION
MANILA

1746

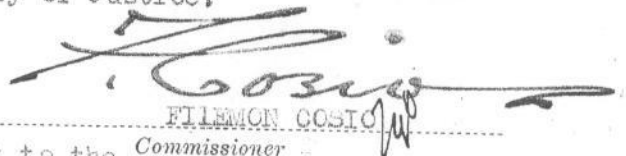
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

WHEREAS, Articles of Incorporation duly signed and acknowledged for the organization of the THEO. H. DAVIES AND CO., FAR EAST, LTD.

under and in accordance with the provisions of Act of the Philippine Commission Numbered Fourteen hundred and Fifty-nine, enacted March first, Nineteen hundred and six, as amended by Acts of the Philippine Legislature, Numbered Fifteen hundred and six, Fifteen hundred and sixty-five, Sixteen hundred and thirty, Seventeen hundred and forty-four, Eighteen hundred and thirty-four, Eighteen hundred and ninety-five, Twenty hundred and three, Twenty hundred and twelve, Twenty hundred and thirty-seven, Twenty hundred and ninety-two, Twenty-one hundred, Twenty-one hundred and thirty-five, Twenty-four hundred and fifty-two, Twenty-seven hundred and twenty-eight, Twenty-seven hundred and forty-one, Thirty-eight hundred and fifty, and Commonwealth Acts Numbered Two hundred and eighty-seven and Four hundred and thirty-seven, were presented for filing in this Office on June 28, 1946, and a copy of which said Articles is hereto attached:

NOW THEREFORE, by virtue of the powers and duties vested in me by law, particularly Section 37 of Act Numbered Four thousand and seven, I do hereby certify that the said Articles of Incorporation were, after due examination to determine whether they are in accordance with law, duly registered in this Office on the 28th day of June, Anno Domini, Nineteen hundred and forty-six.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Manila, Philippines this 28th day of June, six, in the year of our Lord Nineteen hundred and forty-five, and of the Commonwealth of the Philippines, the eleventh.
For the Secretary of Justice;


FILEMON COSTO

Assistant to the Commissioner

RECEIVED
VICTORY
DOCUMENTARY

STAMP BY STAMPING DATE OF
ON STAMP AND PARTLY
DOCUMENT

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ARTICLES OF INCORPORATION

OF

THEO. H. DAVIES AND CO., FAR EAST, LTD.

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippines, have voluntarily associated ourselves together this day for the purpose of forming a corporation under the laws of the Philippines,

AND WE DO HEREBY CERTIFY:

FIRST: That the name of said corporation shall be: "THEO. H. DAVIES AND CO., FAR EAST, LTD."

SECOND: That the purposes for which said corporation is formed are:

(a) To carry on the business of merchants, commission merchants, brokers, factors, manufacturers and agents.

(b) Upon complying with the requirements of law applicable thereto, to act as agents of companies and underwriters doing and engaging in any and all kinds of insurance business.

(c) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above-mentioned businesses, or any of them, or calculated directly or indirectly to enhance the value of, or render profitable, any of the company's rights or property.

(d) To own, manage and act as agents for estates, plantations, iron works, persons and companies, and to deal in merchandise at wholesale and retail in the Philippines and other places, and to maintain country stores.

(e) To export and import all kinds of produce and merchandise, shipping, buying or selling the same on account of the company, or as agent for others.

(f) To purchase, hire, build, charter, exchange, sell, or act as agents for ships and vessels of all kinds.

(g) To purchase, take on lease, or in exchange, hire, or otherwise acquire any landed property, buildings, or other real or personal property in the Philippines or elsewhere, all in the manner and to the extent permitted by law.

(h) To purchase, take on lease or in exchange, hire, or otherwise acquire any rights or privileges which the company may think necessary or convenient for the purposes of its business.

(i) To raise money or secure the payment of money in such manner as may be thought fit, and in particular by the issue of mortgages, bonds, debentures, or debenture stock, perpetual or otherwise, charged upon all or any of the company's property or rights (both present and future), including its uncalled capital. The company may create a sinking fund for the redemption of any mortgages, bonds, debentures or debenture stock which it may issue.

(j) As incidental to its business, to lend money on such terms as may seem expedient to customers and others having dealings with the company and to guarantee and become surety for the performance of contracts by any such persons.

(k) In connection with its business, to make, accept, endorse, and execute promissory notes, bills of exchange, and other negotiable instruments.

(l) To promote any other company for the purpose of acquiring all or any of the property, rights, and liabilities of this company, or for any other purpose

which may seem directly or indirectly calculated to benefit this company.

(m) To acquire, purchase, or otherwise accept, or take and hold shares, stock, bonds or securities in any company or society or undertaking, or the stock, bonds or securities of any government or state, whether national, municipal and whether domestic or foreign, as may be permitted by law.

(n) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any of the rights or property of the company.

(o) To insure on behalf of the company the whole or any part of the property of the company, and to protect the company from liability in respect of any risks covered by insurance companies, either fully or partially, and either on the mutual principle or otherwise.

(p) As may be permitted by law, to promote or assist, any association, company, institution, or combination, charitable or otherwise, calculated to benefit the company, or persons employed by or having dealings with the company.

(q) To do all things which the company may consider incidental or conducive to the attainment of the above objects.

(r) To do all or any of the above things in any part of the world, directly or indirectly, and as principal, agent, broker, factor, contractor, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

The enumeration herein of the purposes of this corporation shall be construed as powers as well as purposes and shall be liberally construed both as to

purposes and powers and shall not be deemed to exclude by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the Philippines now or hereafter in effect, or impliedly by the reasonable construction of said laws.

Provided, however, that the corporation shall not transfer the investment of its funds from one purpose to another for which it has been organized, unless its Board of Directors has been so authorized in a resolution by the affirmative vote of stockholders holding shares in the corporation entitling them to exercise at least two-thirds of the voting power on such a proposal at a stockholders' meeting called for that purpose.

THIRD: The principal office of said corporation shall be located in the City of Manila, Philippines.

FOURTH: The period of existence of this corporation is fifty (50) years from the date of its incorporation.

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

<u>Names</u>	<u>Nationalities</u>	<u>Residences</u>
G. H. Wilkinson	British	Manila, Philippines
G. G. Gordon	British	Manila, Philippines
T. Yule	British	Manila, Philippines
F. P. Luling	Filipino	Manila, Philippines
Miss C. Arellano	Filipino	Manila, Philippines

SIXTH: The number of directors of said corporation shall be not less than five (5) nor more than seven (7), and for the time being the number shall be five (5), but this number may be increased or decreased within the limits prescribed by this Article SIXTH by the vote of

the stockholders holding a majority of the outstanding capital stock of the corporation at the annual or at a special meeting called for that purpose. The names and residences of the directors who shall serve until their successors are elected and qualified in accordance with the By-Laws are as follows:

<u>Names</u>	<u>Nationalities</u>	<u>Residences</u>
G. H. Wilkinson	British	Manila, Philippines
G. G. Gordon	British	Manila, Philippines
H. D. Weidig	American	New York City, U.S.A.
T. Yule	British	Manila, Philippines
C. A. Dewitt	American	Manila, Philippines

SEVENTH: In addition to the powers and authorities by the By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or the Articles of Incorporation or the By-Laws directed or required to be exercised or done by the stockholders.

EIGHTH: The capital stock of said corporation is One Million Pesos (P1,000,000.00) and said capital stock is to be divided into five thousand (5,000) shares of the par value of Two Hundred Pesos (P200.00) each.

NINTH: The amount of said capital stock which has been actually subscribed is Two Hundred Thousand Pesos (P200,000.00) and the following persons have subscribed to the number of shares and the amount of capital stock as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
G. H. Wilkinson	British	Manila	996	P199,200.00
G. G. Gordon	British	Manila	1	200.00
T. Yule	British	Manila	1	200.00
F. P. Luling	Filipino	Manila	1	200.00
Miss C. Arellano	Filipino	Manila	1	200.00

TENTH: The following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>	<u>Amount of Sub- scription Paid</u>
G. W. Wilkinson	British	Manila	P49,200.00
G. G. Gordon	British	Manila	200.00
T. Yule	British	Manila	200.00
F. P. Luling	Filipino	Manila	200.00
Miss C. Arellano	Filipino	Manila	200.00
			<u>P50,000.00</u>

ELEVENTH: That G. G. Gordon has been elected by the subscribers as the Treasurer of said corporation to serve as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer he has been authorized to receive for said corporation and to receipt in its name for all subscriptions paid in by said subscribers.

TWELFTH: The corporation shall have all the powers and rights and be subject to all the liabilities provided by law for incorporated companies; and shall be subject to and have all the benefits of all general laws now and hereafter enacted in regard to corporations. All the property of said corporation shall be liable for the just debts of said corporation, but no stockholder shall be liable for the debts of said corporation beyond the amount of what may be due upon the share or shares held or owned by him, that is to say the amount unpaid upon his subscription to the capital stock and interest thereon, if any.

THIRTEENTH: The corporation shall have power to sue and be sued by its corporate name; to appoint such

subordinate officers and agents as the business of said corporation shall from time to time require; to make By-Laws not inconsistent with any existing law or these Articles for the management of its property, the election and removal of its officers, the regulation of its affairs and the transfer of its stock.

FOURTEENTH: The By-Laws shall not become effective or be revoked, altered or amended except by the vote of stockholders holding a majority of the capital stock of said corporation issued and outstanding.

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Manila, Philippines, on this 27th day of June, 1946.

G. H. Wilkinson

G. H. WILKINSON

G. G. Gordon

G. G. GORDON

T. Yule

T. YULE

W. Luling

W. LULING

C. Arrellano

(Miss) C. ARELLANO

IN THE PRESENCE OF:

S. Beaupre
C. S. S. S.

COMMONWEALTH OF THE PHILIPPINES)
CITY OF MANILA) ss.

In the City of Manila, Philippines, on this 27th day of June, 1946, before me, the undersigned Notary Public in and for the said City personally appeared the fol-

lowing persons with their respective residence certificates, to-wit:

<u>Name</u>	<u>Res. Cert.</u>	<u>Issued at</u>	<u>Date</u>
G. H. Wilkinson	A- 327530	Pasay, Rizal	Mar. 27, 1946
G. G. Gordon	A- 265829	Pasay, Rizal	Feb. 25, 1946
T. Yule	A-1330899	Pasay, Rizal	June 12, 1946
F. P. Luling	A- 264837	Pasay, Rizal	Feb. 14, 1946
Miss C. Arellano	A- 926153	Baguio	May 13, 1946

all of whom are known to me and to me known to be the persons whose names are subscribed to and who executed the foregoing articles of incorporation, and each of them acknowledged to me that he/she freely and voluntarily executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Tomás Contreras
TOMAS CONTRERAS
Notary Public
Until December 31, 1946.

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COMMONWEALTH OF THE PHILIPPINES)
CITY OF MANILA) ss.

G. G. GORDON, being first duly sworn, deposes and says:

That on the 27th day of June, 1946, he was duly elected by the subscribers named in the foregoing articles of incorporation as Treasurer of the corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock; that TWO HUNDRED THOUSAND PESOS (P200,000.00), Philippine Currency, has been actually subscribed, and that of said subscription FIFTY THOUSAND PESOS (P50,000) has been actually paid to him in trust and received by him in cash for the benefit and to the credit of the corporation; and that at least twenty per centum (20%) of the entire number of authorized shares of capital stock has been actually subscribed, and that at least twenty-five per centum (25%) of the subscription has been actually paid to him in trust and received by him in cash for the benefit and to the credit of the corporation.

G. G. Gordon

Subscribed and sworn to before me this 27th day of June, 1946. Affiant exhibited to me his residence Certificate No. A-265824, issued at Cebu City, 25, 1946.

Tomas Contreras
TOMAS CONTRERAS
Notary Public
Until December 31, 1946.

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