



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

COMPANY REG. NO. 845

**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

SOLID GROUP INC.
(Amending Article III thereof.)

copy annexed, adopted on June 26, 2014 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 17th day of September, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of Articles of Incorporation

SEC Registration Number

845

Former Company Name

S O L I D G R O U P I N C

AMENDED TO:

New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)

S O L I D H O U S E 2 2 8 5 C H I N O R O C E S
E X T . M A K A T I C I T Y

Company's Email Address

info@solidgroup.com.ph

COMPANY INFORMATION

Company's Telephone Numbers

893-7987

Company's Facsimile Number/s

812-8273

CONTACT PERSON INFORMATION

Name of Contact Person

Allan Verman Ong

Email Address

ayo@cltpsj.com.ph

Telephone Number/s

8176791

Facsimile Number/s

819.2724

Contact Person's Address

122 Valero Tower 4th Floor Salcedo Village Makati City 1227 Philippines

Assigned Processor

To be accomplished by CRMD Personnel

Date

Signature

DOCUMENT ID

Received by Corporate Filing and Records Division (CFRD)

FORWARDED TO:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

AMENDED
ARTICLES OF INCORPORATION

OF

SOLID GROUP INC.
(formerly: UNITED PARACALE MINING COMPANY)

KNOW ALL MEN BY THESE PRESENTS:

That we, Francisco Ortigas, E.E. Wing, Benito Razon, James Fraser Brown and Benjamin S. "Ohnick, each of legal age, resident of the Philippine Islands and a majority of whom are citizens of the United States of America or the Philippine Islands, have this day associated ourselves together for the purpose of forming a corporation under the laws of the Philippine Islands.

AND WE HEREBY CERTIFY:

First. - That the name of said corporation shall be:

"SOLID GROUP INC."

Second. - That the purposes for which said corporation is formed are:

PRIMARY PURPOSE

To acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of, and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including, but not limited to, buildings, tenements, warehouses, factories, edifices and structures and other improvements, and bonds, debentures, promissory notes, shares of capital stock, or other securities or obligations created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder or possessor thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engage in the

business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629).

SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.
2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.
3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept.
4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise.
5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.
6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation.
7. To establish and operate one or more branches of agencies and to carry on any or all of its operations and business without any restrictions as to place or amount

including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines.

8. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as it, purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercises of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

Third. - That the place where the principal office of the corporation is to be established or located is 2285 Don Chino Roces Avenue, Makati City, Philippines. (*as amended, June 26, 2014*)

Fourth. - That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation, which term shall be extended for another fifty (50) years upon expiration of the original term on October 9, 1993.

Fifth. - The names, residences and nationalities of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residences</u>
1. Francisco Ortigas	Filipino	120 Legarda, Manila
2. E. E. Wing	American	Rosario Heights, Rizal
3. Benito Razon	Filipino	155 Aviles, Manila
4. James Fraser Brown	British	870 Dewey Boulevard, Manila
5. Benjamin S. Ohnick	American	65 Williams, Pasay

Sixth. - That the number of directors of said corporation shall be nine (9), and that the names, nationalities and residences of the directors of the corporation who are to serve until their successors are elected and qualified are as follows: (*as amended, July 30, 2009*)

<u>Name</u>	<u>Residences</u>
1. Francisco Ortigas	120 Legarda, Manila
2. E. E. Wing	Rosario Heights, Rizal

- | | |
|-----------------------|-----------------------------|
| 3. Benito Razon | 155 Aviles, Manila |
| 4. James Fraser Brown | 870 Dewey Boulevard, Manila |
| 5. Benjamin S. Ohnick | 65 Williams, Pasay |

Seventh. - That the capital stock of the corporation is Five Billion (PHP5,000,000,000.00) PESOS, Philippine Currency, and said capital stock is divided into FIVE BILLION (5,000,000,000) shares of the par value of One Peso (PHP1.00) each.

No stockholder shall, because of his/its ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation. Any part of such stock or other securities may at any time be issued optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as such Board may deem proper, without first offering such stock or Securities or any part thereof to existing stockholders.

No issue or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the minimum percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation.

These restrictions shall be printed or indicated in all the certificates of stock to be issued by the corporation.

Eighth. - That the amount of said capital which has been actually subscribed is One Thousand Pesos (PHP1,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after each of their respective names:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
1. Francisco Ortigas	120 Legarda, Manila	2,000	PHP200.00
2. E.E. Wing	Rosario Heights, Rizal	2,000	200.00
3. Benito Razon	155 Aviles, Manila	2,000	200.00

4. James Fraser Brown	870 Dewey Boulevard, Mla.	2,000	200.00
5. Benjamin S. Ohnick	65 Williams, Pasay	<u>2,000</u>	<u>200.00</u>
	TOTAL	10,000	PHP1,000.00

Ninth. - That the following persons have paid on the shares of capital stock for which they have subscribed the amount set out opposite their respective names:

<u>Name</u>	<u>Residence</u>	<u>Amount Paid on Subscription</u>
1. Francisco Ortigas	120 Legarda, Manila	PHP200.00
2. E.E. Wing	Rosario Heights, Rizal	200.00
3. Benito Razon	155 Aviles, Manila	200.00
4. James Fraser Brown	870 Dewey Boulevard, Mla.	200.00
5. Benjamin S. Ohnick	65 Williams, Pasay	<u>200.00</u>
		PHP1,000.00

Tenth. - That James Fraser Brown 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, and that as such treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 9th day of October, 1993 at Manila, Philippines.

(SGD) JAMES FRASER BROWN (SEAL)

(SGD) E.E. WING (SEAL)

(SGD) BENJ. S. OHNICK (SEAL)

(SGD) BENITO RAZON (SEAL)

IN THE PRESENCE OF:

(SGD) FRANCISCO ORTIGAS (SEAL)

(SGD) G. L. FILLER

(SGD) JULIO S. HERRERA

Zap:AOI
[Solid Group-Amended AOI]

- 3 -
(Sgd.) Francisco Ortigas (SEAL)

PHILIPPINE ISLANDS)
CITY OF MANILA) 33.

On this 9th day of October, 1933, before me a Notary Public in and for the City of Manila, duly commissioned and sworn, personally appeared:

Francisco Ortigas, with cedula No. F-4019 issued at Manila on Jan. 3, 1933;

E. M. Wing, with cedula No. F-6666 issued at Manila on Jan. 5, 1933;

Benito Razon, with cedula No. F-5369 issued at Manila on Jan. 5, 1933;

James Fraser Brown, with cedula No. F-17001 issued at Manila on Jan. 25, 1933;

Benjamin S. Ohnick, with cedula No. F-2549 issued at Manila on January 11, 1933;

known to me to be the persons whose names are subscribed and who executed the within instrument, and each of them acknowledged to me that he freely and voluntarily executed the same.

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

(Sgd.) Apolonio Santiago
NOTARY PUBLIC
Commission Expires Dec. 31, 1934
Dec. 76 Page 17
Book I Series 1933.

CERTIFICATE OF TREASURER

UNITED STATES OF AMERICA)
PHILIPPINE ISLANDS) 33
CITY OF MANILA)

JAMES FRASER BROWN, being duly sworn, depose and says that on the 9th day of October 1933, 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 subscription paid in by subscribers for the capital stock; that One Thousand Pesos (P1,000.00) worth of stock has been actually subscribed and that of said subscription the sum of One Thousand Pesos (P1,000.00) has been paid in cash and received by him for the benefit and to the credit of the corporation, and that at least twenty per centum (20%) of the entire number of shares of capital stock has been subscribed and that at least twenty-five per centum (25%) of the subscription has been actually paid to him for the benefit and to the credit of the corporation.

(Sgd.) J. Fraser Brown

subscribed and sworn to before me this 9th day of October, 1933.

(Sgd.) Apolonio Santiago
NOTARY PUBLIC
Commission expires Dec. 31, 1934.

Doc. 77 Page 17

Book I Series 1933.

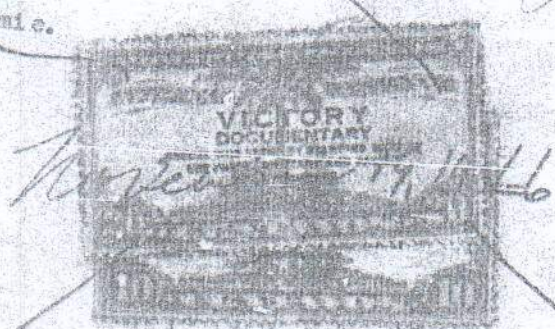
There is a notary seal.

I HEREBY CERTIFY, that the foregoing is a literal copy of a copy of a document forming part of the notarial records of Mr. Apolonio Santiago, a notary public for the City of Manila, on file in the Archives of the National

Library. In witness whereof, I have issued these
presents and have signed the same in the City of Manila
this nineteenth day of November nineteen hundred and
forty-six.

O. Alicada
ORENCIO ALICADA
Chief
Division of Archives

/mic.




SECRETARY'S CERTIFICATE

I, **ROBERTO V. SAN JOSE**, of legal age, Filipino citizen, and with office address at the 3rd Floor, The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, Metro Manila, Philippines, under oath, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **SOLID GROUP, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office address at 2285 Solid House, Don Chino Roces Avenue Extension, Makati City.

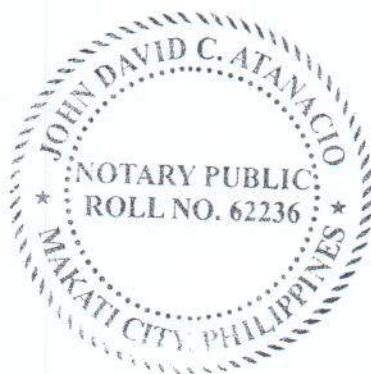
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.


IN WITNESS WHEREOF, I have hereunto affixed my signature this AUG 22 2014, in Makati City, Metro Manila.


ROBERTO V. SAN JOSE
Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in the _____ this ____ day of AUG 22 2014, affiant who is personally known to me and whose identity I have confirmed through his Passport No. EB6079962, issued at Manila on August 3, 2012, bearing the affiant's photograph and signature, and who showed to me his Community Tax Certificate No. 02259057 issued at Makati City on February 11, 2014.

Doc. No. 60 ;
Page No. 13 ;
Book No. V1 ;
Series of 2014.




JOHN DAVID C. ATANACIO
Appointment No. M-517
Notary Public for Makati City
Until December 31, 2014
Castillo Laman Tan Pantaleon
& San Jose Law Firm
The Valero Tower, 122 Valero Street
Salcedo Village, Makati City
PTR No. 4225101; 01-02-2014; Makati City
IBP No. 947574; 01-02-2014; Pangasinan Chapter
Roll No. 62236

**CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
SOLID GROUP, INC.**

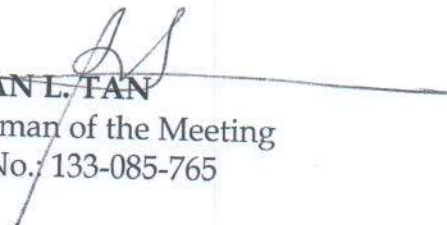


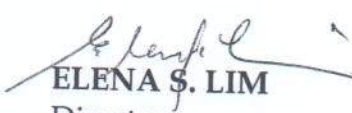
We the undersigned, the Chairman and Secretary of the Stockholders' meeting and majority of the members of the Board of Directors of Solid Group, Inc. (the "Corporation") hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of said Corporation.


The amendment is in the Third Article, by specifying the Corporation's address at "2285 Don Chino Roces Avenue, Makati City, Philippines".

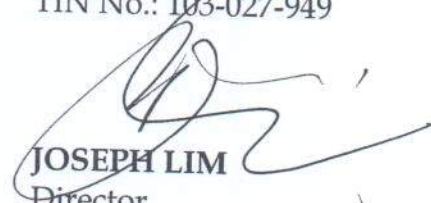
We further certify that the said amendments were unanimously approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their annual meeting and by the Board of Directors at its meeting both held on June 26, 2014.

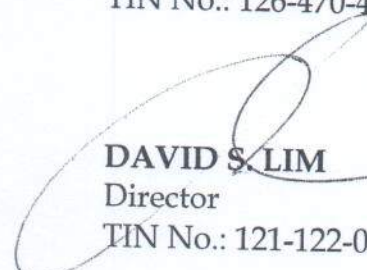
IN WITNESS WHEREOF, we have hereunto set our hands on this 19 day of AUG 19 2014 2014 at the City of Makati, Metro Manila.



SUSAN L. TAN
Chairman of the Meeting
TIN No.: 133-085-765



ELENA S. LIM
Director
TIN No.: 103-027-949



ROBERTO V. SAN JOSE
Corporate Secretary
TIN No.: 126-470-483


JOSEPH LIM
Director
TIN No.: 106-588-882

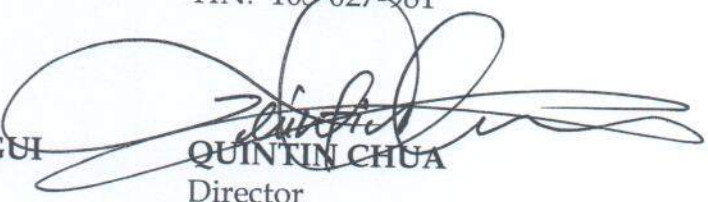

DAVID S. LIM
Director
TIN No.: 121-122-036


JASON S. LIM
Director
TIN No.: 103-027-965


BEDA T. MANALAC
 Director
 TIN No.: 105-796-582


VINCENT S. LIM
 Director
 TIN: 103-027-981

LUIS MARIA L. ZABALJAUREGUI
 Director
 TIN No.: 104-016-182


QUINTIN CHUA
 Director
 TIN No.: 188-777-969

AUG 19 2014

SUBSCRIBED AND SWORN to before me this ___ day of _____
 2014 at _____ City, Metro Manila, affiants having exhibited to me competent
 evidence of their identity as follows:

Name	Competent Evidence of Identity	Place and Date of Issue
Susan L. Tan	Passport No. EB0123180	Manila, April 20, 2010
Joseph Lim	Passport No. EB6119642	China, August 13, 2012
Elena S. Lim	Passport No. EB0128638	Manila, January 27, 2014
Roberto V. San Jose	Passport No. EB6079962	Manila, August 3, 2012
David S. Lim	Passport No. EB4305124	Manila, December 20, 2011
Jason S. Lim	Passport No. EB0671416	Manila, July 31, 2010
Vincent S. Lim	Passport No. EB5665582	Manila, June 15, 2012
Quintin Chua		
Luis Maria L. Zabaljauregui		
Beda T. Manalac		

ATTY. JOEL G. GORDOLA
 NOTARY PUBLIC
 COMMISSION EXPIRES DEC. 31, 2015
 PTR NO. 9042371, 1/02/2014, Q.C.
 ROLL OF ATTORNEY NO. 25103

Doc. No. 78 :
 Page No. 1 :
 Book No. 5 :
 Series of 2014.



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

MARKETS AND SECURITIES REGULATION DEPARTMENT

September 1, 2014

SOLID GROUP, INC.

Solid House 2285 Chino Roces Extension
Makati City

Attention: **Marilyn Angue**
Company Representative

Subject: **REQUEST FOR COMMENT/RECOMMENDATION**

Madam:


This is in connection with your request for comment/or recommendation relative to your company's application for approval of its Amended Articles of Incorporation (re: Change of principal address).

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

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

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

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

RECEIVED BY:

SIGNATURE OVER PRINTED NAME OF
AUTHORIZED REPRESENTATIVE

COMPANY NAME/DATE RECEIVED