



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. 13174

CERTIFICATE OF FILING OF AMENDED BY-LAWS

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended By-Laws of the

ATLAS FERTILIZER CORPORATION

copy annexed, adopted by majority vote of the Board of Directors and the stockholders owning or representing at least a majority of all the outstanding capital stock on April 19, 1985, certified to by a majority of the Board of Directors and countersigned by the Secretary of the Corporation, was filed with this Office on the 16 day of August, 1985 pursuant to the provisions of Section 48 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 1, 1980, and attached to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro Manila, Philippines this 16 day of August, in the year of our Lord nineteen hundred and eighty-five

JULIO A. SULIT, JR.
Associate Commissioner

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CERTIFICATE OF AMENDMENT
OF THE
AMENDED BY-LAWS
ATLAS FERTILIZER CORPORATION

We, the undersigned, being a majority of the Board of Directors and the Corporate Secretary of ATLAS FERTILIZER CORPORATION, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at Makati, Metro Manila,

DO HEREBY CERTIFY:


I. That the following amendments to the By-Laws of the Corporation were approved by the Board of Directors by a majority vote thereof on April 19, 1985:

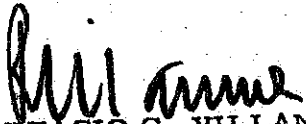
- a. Paragraph 8 of Article III has been amended to increase the directors' per diem from P 1,000 to P 3,000.
- b. A new paragraph, numbered "9", was added in Article III, providing for the creation of an Executive Committee.
- c. A new article, designated as Article V, was added, providing for indemnification of the directors and officers of the Corporation against all costs and expenses in any civil, criminal, administrative or investigative action or suit against them by reason of their being or having been a director or officer of the Company.
- d. The rest of the articles were renumbered accordingly.


II. That the foregoing amendments were likewise approved by at least a majority of the outstanding capital stock at the annual meeting of the stockholders of the Corporation held on April 19, 1985.


III. That the attached is a true and correct copy of the Amended By-Laws of the Corporation as further amended.


WITNESS OUR HANDS in Makati, Metro Manila, this 8th day of May, 1985.


EDUARDO J. SORIANO
Chairman of the Board and
Chief Executive Officer


BONIFACIO G. VILLANUEVA
President & Chief Operating
Officer

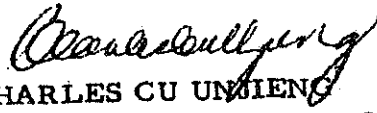

JUAN DE IBAZETA
Director


JOSE C. IBAZETA
Director

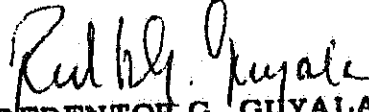

PEDRO M. PICORNELL
Director


PEDRO PALTING, JR.
Director


FRED C. HAGEDORN III
Director


CHARLES CU UNJIENG
Director

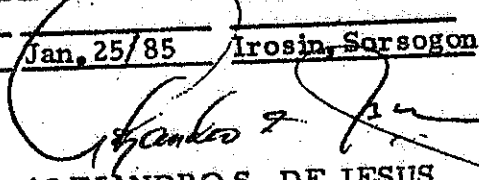
ATTEST:


REDENTOR G. GUYALA
Secretary

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA) S.S.

SUBSCRIBED AND SWORN to before me this 8th day of May,
1985 at Makati, Metro Manila, affiants exhibited to me thier Residence
Certificates as follows:

Number	Date Issued	Place Issued
2305024	Feb. 27/84	Makati, M. M.
3328098	March 8/85	Makati, M. M.
16394974D	Feb. 13/85	Makati, M. M.
16402282D	Feb. 2/85	Makati, M. M.
16402294D	Feb. 14/85	Makati, M. M.
3949382	Feb. 15/85	Manila
16277798	Jan. 31/85	Makati, M. M.
11251911	Jan. 25/85	Irosin, Sorsogon


ALEJANDRO S. DE JESUS
Notary Public

Until December 31, 1986

PTR No. 00556041

Issued at Makati, Metro Manila
on January 4, 1985

Doc. No. 335
Page No. 68
Book Nol VI
Series of 1985.

AMENDED BY LAWS
OF
ATLAS FERTILIZER CORPORATION

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ARTICLE I

1. CERTIFICATE OF STOCK shall be issued to each holder of fully paid stock in numerical order from the stock certificates book, and shall be signed by the President and by the Secretary and sealed by the Secretary with the corporate seal. A record of each certificate issued shall be kept on the stub thereof and upon the stock register of the company.

2. TRANSFER OF STOCK shall be made by indorsement of the certificate and delivery thereof, but shall not be effective and binding so far as the company is concerned until duly registered upon the books of the company, and before a new certificate is issued, the old certificate must be entered for cancellation and cancelled upon the face thereof. The stock books of the company shall be closed for transfer during the thirty (30) calendar days preceding general elections and during the thirty (30) calendar days next preceding the date upon which dividends are declared payable and during each additional time as the Board of Directors may from time to time determine.

3. THE UNISSUED STOCK of the company shall be offered for sale and sold in such quantities and at such times as the Board of Directors of the company may from time to time determine, and shall be sold upon such terms and for such prices (not less than par) as may be fixed in the resolutions directing such sales.

4. TREASURY STOCK of the company shall consist of such issued and outstanding stock of the company as may be donated to

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Further amended
March 13,
1981



the company or otherwise acquired by it, and shall be held subject to disposal by the Board of Directors or by the stockholders as the case may be, Such stock shall neither vote nor participate in the dividends while held by the company.

5. LOSS OR DESTRUCTION OF CERTIFICATES - The Board of Directors may direct a new certificate or certificates of stock to be issued in place of any certificate or certificates theretofore issued and alleged to have been lost or destroyed in the manner provided by law.

ARTICLE II

STOCKHOLDERS' MEETING

1. ANNUAL MEETING of the stockholders of this company

Amended 3/14/58
Further amended
12/59; Further shall be held in the principal office of the company at Makati, Metro
Amended 3/8/63
Further amended Manila, Philippines, on the Third Tuesday of April of each year,
on 3/13/81
Further amended unless a different date is fixed by the Board, at the hour of 11:00
on 4/5/83
Further amended A. M..
on 5/14/84

2. SPECIAL MEETING of the stockholders may be called at the principal office of the company at any time by resolution of the Board of Directors or by order of the Chairman of the Board or of the President or upon the written request of stockholders registered as the owners of one-third of the total outstanding stock.

3. NOTICE OF MEETING - written or printed, for every regular or special meeting of the stockholders shall be prepared and mailed to the registered post office address of each stockholder not less than fifteen (15) calendar days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same. No failure or irregularity

of notice of any regular meeting shall invalidate such meeting or any proceedings thereat, and no failure or irregularity of notice of any special meeting at which all the shareholders are present and voting without protest, shall invalidate such meeting or any proceeding thereat. No publication of notice of meeting in the public newspapers shall be required.

4. A QUORUM AT ANY MEETING of the stockholders shall consist of a majority of the voting stock of the company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters which the laws of the Philippines require the affirmative vote of a greater proportion.

5. PROXIES - Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing, and duly presented to the Secretary for inspection and record at least five (5) working days prior to the opening of said meeting. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting.

6. ELECTION OF DIRECTORS shall be held at the annual meeting of stockholders and shall be conducted in the manner provided by the Corporation Law of the Philippines, and with such formalities and machinery as the officer presiding at the meeting shall then and there determine and provide.

7. ORDER OF BUSINESS at the annual meeting and as far as possible at all other meetings of the stockholders shall be as follows:

1. Call to Order
2. Secretary's proof of due notice of the meeting
3. Reading and disposal of any unapproved minutes
4. Reports of officers, annual and otherwise
5. Election of Directors
6. Unfinished business
7. New Business
8. adjournment

ARTICLE III

DIRECTORS

1. THE BUSINESS AND PROPERTY of the company shall be managed by the Board of Directors who shall be stockholders and who shall be elected annually by the stockholders for the term of one (1) year and shall serve until the election and acceptance of their duly qualified successors. Any vacancies may be filled by the remaining members of the Board by a majority vote and the Directors so chosen shall serve for the unexpired term.

2. THE REGULAR ANNUAL MEETING of the Board of Directors shall be held without notice at the principal office of the company or at such other place in the City of Manila as majority of the Directors may designate immediately after the annual meeting of the stockholders of the company.

3. SPECIAL MEETING of the Board of Directors shall be held in the principal office of the company or at such other place in Makati, Metro Manila as may be designated in the call, and may be called by the Chairman of the Board at any time or by any three members of the Board, or such special meetings may be held at any

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time and place without notice by the unanimous written consent of all members of the Board who are then present within the Philippines, or with the presence and participation of all members of the Board who are then present in the Philippines.

4. NOTICE OF SPECIAL MEETING shall be given by the Secretary to each member of the Board not less than one (1) day before any such meeting. No publication of the notice of any meeting in the public newspapers shall be required.

5. QUORUM. - A quorum at any meeting of the Directors shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting, save and except any such matters in which the laws of the Philippines may require the affirmative vote of a greater proportion of the members.

6. OFFICERS OF THE COMPANY, as provided by the By-Laws, shall be elected by the Board of Directors at their first meeting after election of Directors. If any office becomes vacant during the year, the Board of Directors shall fill the same for the unexpired term. The Board of Directors shall fix the compensation of the officers and agents of the company.

7. THE ORDER OF BUSINESS at any regular or special meeting of the Board of Directors shall be:

1. Calling the Roll
2. Secretary's proof of due notice of meeting
3. Reading and disposal of unapproved minutes
4. Reports of Officers
5. Unfinished Business

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6. New Business

7. Adjournment

8. EACH MEMBER OF THE BOARD OF DIRECTORS shall receive a per diem of THREE THOUSAND PESOS (P 3,000.00) for each meeting actually attended by him.

9. EXECUTIVE COMMITTEE - An Executive Committee is hereby created which may be organized from time to time upon determination of the Board of Directors. The Committee shall be composed of not less than three (3) directors but not more than five (5) members which shall include the President. The Board shall have the power at any time to remove and replace the members of, and fill vacancies in, the Executive Committee.

The Executive Committee, when the Board is not in session, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation, except with respect to: (1) approval of any action for which stockholders' approval is also required; (2) the filling of vacancies in the Board; (3) the amendment or repeal of these By-Laws or the adoption of new by-laws; (4) the amendment or repeal of any resolution of the Board which by its express terms is not also amenable or repealable; (5) a distribution of cash dividends to the stockholders; and (6) such other matters as may be specifically excluded or limited by the Board.

ARTICLE IV

OFFICERS

1. THE OFFICERS OF THE COMPANY shall consist of a Chairman of the Board, who shall be the Chief Executive Officer,

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a President, who shall be the Chief Operating Officer, one or more Vice Presidents, one or more Assistant Vice Presidents, a Treasurer and Assistant Treasurer, a Secretary and Assistant Secretary, and a General Manager, and these officers shall be elected to hold office until their successors are elected and qualified. Any person may hold both the offices of the Treasurer and Secretary. ✓

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2. THE CHAIRMAN of the Board and Chief Executive Officer of the Company shall have the following powers and duties:

- a. To preside at the meetings of the Board of Directors and of the stockholders;
- b. To carry out the resolutions of the Board of Directors;
- c. To initiate and develop corporate objectives and policies and formulate long-range projects, plans and programs for the approval of the Board of Directors;
- d. To have general supervision and administration of the affairs of the company;
- e. To represent the Company at all functions and proceedings;
- f. To execute on behalf of the Company all contracts, agreements and other instruments affecting the interests of the Company which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;
- g. To make reports to the Directors and stockholders;
- h. To sign certificate of stock;

i. To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors;

3. THE PRESIDENT and Chief Operating Officer shall exercise the following functions:

- a. To ensure that the administrative and operational policies of the company are carried out under the direction and control of the Chairman of the Board and Chief Executive Officer;
- b. To supervise and direct the day-to-day business affairs of the company;
- c. To recommend to the Chairman of the Board and Chief Executive Officer specific projects for the attainment of corporate objectives and policies;
- d. Subject to guidelines prescribed by law or by the Board of Directors, to appoint, remove, suspend or discipline employees of the company, prescribe their duties, determine their salaries;
- e. To oversee the preparation of the budgets and the statements of accounts of the company;
- f. To prepare such statements and reports of the company as may be required by law;
- g. To exercise such powers and perform such duties as the Chairman of the Board and Chief Executive Officer may from time to time assign to him;
- h. Unless otherwise directed by the Board of Directors or by the Chairman of the Board and Chief Executive Officer, to exercise the latter's function as specified

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in the next preceding section of this Article IV
in the event of absence or temporary disability
of the Chairman of the Board and Chief Executive
Officer.

4. THE VICE PRESIDENTS - In the absence or disability
of both the Chairman of the Board and the President, the Vice
President in the order designated by the Board shall act in their
place and perform their duties. Each Vice President shall also
have powers, and shall also perform such duties as may from time
to time be assigned to him by the Board of Directors.

5. THE ASSISTANT VICE PRESIDENTS - shall have such
powers and perform such duties as may from time to time be as-
signed by the Board of Directors.

6. THE SECRETARY - shall issue notices of all meetings;
shall keep their minutes; shall have charge of the seal and the cor-
porate books; shall sign with the President the certificates of stock
and such other instruments as require such signature, and shall
make reports and perform such other duties as are incident to his
office or are properly required of him by the Board of Directors.

7. ASSISTANT SECRETARY - In the absence of the Secre-
tary, the Assistant Secretary shall act in his place and perform
his duties. The Assistant Secretary shall also perform such other
duties as may from time to time be assigned by the Board of Direc-
tors of the company.

8. THE TREASURER shall have the custody of all moneys,
securities and values of the company which come into his possession,
and shall keep regular books of account. He shall deposit said moneys,

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securities and values of the company in such banking institutions in the City of Manila, as may be designated from time to time by the Board of Directors, subject to withdrawal therefrom only upon the checks or other written demands of the company which have been signed by such officer or officers, or person or persons as the Board of Directors may from time to time direct, he shall also perform all other duties incident to his office and all that are properly required of him by the Board of Directors. He shall furnish bond conditioned upon the faithful performance of his duties. If and as required so to do by the Board of Directors, the amount of said bond to be determined and fixed by said Board in such requirements.

9. ASSISTANT TREASURER - In the absence of the Treasurer, the Assistant Treasurer shall act in his place and perform his duties. The Assistant Treasurer shall also perform such other duties as may from time to time be assigned to him by the Board of Directors of the company.

10. THE GENERAL MANAGER shall have such authority and exercise such powers as may from time to time conferred upon him by the Board of Directors.

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICIALS

Section 1. The Corporation shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than an action by the Corporation) to which he may be, or is, made a party by reason of his being or having been a di-

rector or officer of the Corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.

In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit a breach of duty as such director or officer.

The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of the members of the Board of Directors,

The costs and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings as authorized in the manner provided for in the preceding paragraph upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article,

ARTICLE VI

DIVIDENDS AND FINANCE

1. THE FISCAL YEAR of the Company shall commence with the opening of business on the 1st day of January of each calendar year, and shall close on the 31st day of December each year.

2. DIVIDENDS shall be declared only from the surplus profit and shall be payable at such times and in such amounts as the Board of Directors shall determine, and shall be payable in cash or in shares

of the unissued stock of the Company, or both, as said Board of Directors and/or the stockholders shall determine. No dividends shall be declared that will impair the capital of the company.

3. AUDITORS shall be designated by the Board of Directors prior to the close of business in each fiscal year, who shall audit and examine the books of account of the company and shall certify to the Board of Directors and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director, no officer of the company, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of Auditor. The compensation of the Auditor shall be fixed by the Board of Directors.

4. INSPECTION OF ACCOUNTS by any member of the Board of Directors in person may be made at any and all reasonable times during business hours of the company, and such inspection may embrace all books, records and vouchers of the company.

The books, accounts and records of the company shall be open for inspection by the stockholders at reasonable times.

ARTICLE VII

SEAL

The corporate seal of the company shall consist of two concentric rings, between which shall be inscribed the words "ATLAS FERTILIZER CORPORATION, MANILA PHILIPPINES", and in the center the words "INCORPORATED" followed immediately below by the figure "1957".

ARTICLE VIII

CHANGES IN BY-LAWS

The owners of the majority of the subscribed capital stock,

may, at a regular or special meeting duly called for the purpose, amend or repeal any by-law or adopt new by-laws. The owners of two-thirds of the subscribed capital stock may delegate to the Board of Directors the power to amend or repeal any by-law or to adopt new by-laws; provided, however, that any power delegated to the Board of Directors to amend or repeal any by-law or to adopt new by-laws shall be considered as revoked whenever a majority of the stockholders of the corporation shall so vote at a regular or special meeting.

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The foregoing by-laws were adopted by the unanimous consent of the owners of a majority of the outstanding stock of the corporation at the first meeting of the shareholders held in the City of Manila, Philippines; on the 10th day of October, 1957.

IN WITNESS WHEREOF, We, the undersigned shareholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names and the same do now constitute the By-Laws of said corporation.

A. SORIANO Y CIA

For: ANDRES SORIANO

(SGD.) JOSE M. SORIANO

By: (SGD.) ANDRES SORIANO, JR.

(SGD.) ANDRES SORIANO, JR.

(SGD.) RAOUL E. KAHN

(SGD.) B. L. ANDRESON

(SGD.) SEBASTIAN UGARTE

(SGD.) JUAN DE IBAZETA

(SGD.) JESUS URBINA