



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

COMPANY REG. NO. A1996-10620

**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

TKC METALS CORPORATION
(Formerly: TKC STEEL CORPORATION)
(Amending Articles I & III thereof.)

copy annexed, adopted on May 12, 2014 by at least a majority vote of the Board of Directors, and on June 27, 2014 by the vote of the stockholders owning or representing more than 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 26th day of October, Twenty Fifteen.


FERDINAND B. SALES

Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
Amended Articles of Incorporation

SEC Registration Number
A 1 9 9 6 - 1 0 6 2 0

Former Company Name
T K C S T E E L C O R P O R A T I O N

AMENDED TO:
 New Company Name
T K C M E T A L S C O R P O R A T I O N

Principal Office (No./Street/Barangay/City/Town/Province)
U N I T B 1 - A / C 2 F B U I L D I N G B
K A R R I V I N P L A Z A , 2 3 1 6
C H I N O R O C E S A V E . M A K A T I C I T Y

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Company's Facsimile Number/s
<input type="text"/>	<input type="text"/>	<input type="text"/>

CONTACT PERSON INFORMATION

Name of Contact Person	Email Address	Facsimile Number/s
Ria Carmela R. Cruz	<input type="text"/>	632-0905 635-4703

Contact Person's Address
2704 East Tower, PSE Centre, Ortigas Center, Pasig City

To be Accomplished by CRMD Personnel

Assigned Processor

<input type="text"/>	<input type="text"/>	<input type="text"/>
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Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division	<input type="text"/>
<input type="checkbox"/>	Green Lane Unit	<input type="text"/>
<input type="checkbox"/>	Financial Analysis and Audit Division	<input type="text"/>
<input type="checkbox"/>	Licensing Unit	<input type="text"/>
<input type="checkbox"/>	Compliance Monitoring Division	<input type="text"/>

AMENDED¹
ARTICLES OF INCORPORATION

OF

TKC METALS CORPORATION
(Formerly: TKC STEEL CORPORATION)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST:² That the name of the Corporation shall be:

TKC METALS CORPORATION

(As amended on 27 June 2014 in a meeting of the stockholders;
formerly TKC STEEL CORPORATION as amended on 10 October 2010;
formerly SQL*WIZARD, INC. as amended on 9 February 2007)

SECOND:³ That the purposes for which the Corporation is formed are:

PRIMARY PURPOSE

“To invest in, operate, purchase, own, hold, use, develop, lease, trade, sell, exchange, deal in, on its own behalf or as agent or commission merchant, assign, transfer, encumber, and engage in the business of, either directly or indirectly, smelting, fusing, shaping, rolling, casting, fabricating, extruding or otherwise developing or processing of metals, steel or other alloys of metallic, non-metallic or other compounds, substances and raw materials of every nature, kind or description, and to invest in stocks, bonds, or other evidences of indebtedness or securities of any other corporation, domestic or foreign, whether engaged in the steel business or otherwise; Provided, that the Corporation shall not engage in the business of an Open End Investment Company as defined in the Investment Company Act (R.A. 2629), without first complying with the provisions of the Revised Securities Act; Provided, Further, that it shall not act as a Broker or Dealer of Securities.”

¹ As amended in a meeting held by the Board of Directors on 12 May 2014 and by the stockholders owning more than two-thirds (2/3) of the outstanding capital stock of the Corporation on 27 June 2014.

² As Amended per SEC Certificate dated 28 February 2007

³ As Amended per SEC Certificate dated 22 June 2007

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. And 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 in which 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 farm out 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 carry 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 branch office 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 therein set forth as its 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 exercise 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 the Corporation.

THIRD⁴. That the place where the principal office of the Corporation is to be established or located is at Unit B1-A/C, 2nd Floor, Building B, Karrivin Plaza, 2316 Chino Roces Avenue, Extension, Makati City.

FOURTH. That the term for which the Corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH. That the names, nationalities and residences of the incorporators of the Corporation are as follows:

Name	Nationality	Residence
1. Alberto F. Henson, Jr.	Filipino	#1 Mac Arthur Hi-way, Calvario, Meycauayan, Bulacan
2. Heraldina R. Salonga	Filipino	6080 Palma St., Poblacion, Makati City
3. Nanette G. De Leon	Filipino	98 Mapa St., Mandurriao, Iloilo City
4. Enrique F. Pelaez	Filipino	Unit 1003, Two Salcedo Place Tordesillas St., Salcedo Village, Makati City
5. Hermenegildo S. Hermoso	Filipino	#4 Malhacan, Meycauayan, Bulacan

SIXTH.⁵ That the number of directors of the Corporation shall be eleven (11) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Name	Nationality	Residence
1. Alberto F. Henson, Jr.	Filipino	#1 Mac Arthur Hi-way, Calvario, Meycauayan, Bulacan
2. Heraldina R. Salonga	Filipino	6080 Palma St., Poblacion, Makati City
3. Nanette G. De Leon	Filipino	98 Mapa St., Mandurriao, Iloilo City
4. Enrique F. Pelaez	Filipino	Unit 1003, Two Salcedo Place Tordesillas St., Salcedo Village, Makati City
5. Hermenegildo S. Hermoso	Filipino	#4 Malhacan, Meycauayan, Bulacan

SEVENTH.⁶ That the authorized capital stock of the Corporation is **ONE BILLION PESOS (₱1,000,000,000.00)** Philippine Currency, and said capital stock is divided into **ONE BILLION (1,000,000,000.00)** shares with the par value of **ONE PESO (₱1.00)** each.

That no stockholder of this Corporation shall have any pre-emptive or preferential right of subscription to any class of shares of stock of this Corporation or to any obligation convertible

⁴ As amended in a meeting held by the Board of Directors on 12 May 2014 and by the stockholders owning more than two-thirds (2/3) of the outstanding capital stock of the Corporation on 27 June 2014.

⁵ As Amended per SEC Certificate dated 7 January 2011.

⁶ As Amended per SEC Certificate dated 13 April 2007.

into shares of stock issued or sold by the Corporation, whether to the present authorized capital stock or any future increases thereof. Acceptance of shares of stock of this Corporation shall be a waiver of any such pre-emptive or preferential right to subscribe to any or all classes of shares of stock of this Corporation out of its present or future authorized capital stock.⁷

The foregoing conditions shall be printed on the stock certificates to be issued by the Corporation.⁸

EIGHTH. That the amount of said capital stock which has been actually subscribed is **ONE MILLION FIVE HUNDRED THOUSAND PESOS (P1,500,000.00)** and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

Name	Citizenship	No. of Shares	Amount Subscribed
1. Alberto F. Hermoso, Jr.	Filipino	3,750	P- 375,000.00
2. Heraldina R. Salonga	Filipino	3,750	375,000.00
3. Nanette G. de Leon	Filipino	3,750	375,000.00
4. Enrique F. Pelaez	Filipino	1,875	187,000.00
5. Hemenigildo S. Hermoso	Filipino	1,875	187,000.00

NINTH. That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

Name	Amount Paid
1. Alberto F. Hermoso, Jr.	P 375,000.00
2. Heraldina R. Salonga	375,000.00
3. Nanette G. de Leon	375,000.00
4. Enrique F. Pelaez	187,000.00
5. Hemenigildo S. Hermoso	<u>187,000.00</u>
	<u>P 1,500,000.00</u>

TENTH. That no issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the 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. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation.

ELEVENTH. That **HERALDINA R. SALONGA** has been elected by the subscribers as Treasurer of the Corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he/she has been authorized to receive for the Corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

⁷ As Amended per SEC Certificate dated 28 February 2007.

⁸ *Ibid.*

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of November, 1996 at Makati City.

(SGD)
ALBERTO F. HERMOSO, JR

(SGD)
HERALDINA R. SALONGA

(SGD)
NANETTE G. DE LEON

(SGD)
ENRIQUE F. PELAEZ

(SGD)
HERMENEGILDO S. HERMOSO

SIGNED IN THE PRESENCE OF

(SGD)
(Witness)

(SGD)
(Witness)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

BEFORE ME, a Notary Public for and in Makati City, on this 20th day of November 1996, personally appeared the following with their Comm. Tax Cert.:

NAME	CTC NO./ PASSPORT NO.	DATE/PLACE ISSUED
Alberto F. Hermoso	1518935	11/11/96/Bulacan
Heraldina R. Salonga	14950884	1/3/96/Pasig City
Nanette G. De Leon	809093	1/11/96/Iloilo City
Enrique F. Pelaez	9639249	1/24/96/Cagayan de Oro
Hermenegildo S. Hermoso	5228866	2/15/96/Bulacan

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and who acknowledged to me that the same is their free voluntary act and deed.

WITNESS MY HAND AND SEAL on the date and at the place first above written.

Doc. No. 432
Page No. 87
Book No. VI
Series of 1996.

(SGD)
MARIMELO D. PORCIUNCULA
Notary Public
Until December 31, 1997
PTR No. 0302761/Issued at Makati City
Issued on Jan. 16, 1996

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

UNDERTAKING TO CHANGE NAME

RIA CARMELA R. CRUZ, of legal age, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, after having been sworn to in accordance with law, hereby depose and state that:

1. I am the Assistant Corporate Secretary of **TKC STEEL CORPORATION** (the "Corporation"), which is in the process of amending its corporate name to **TKC METALS CORPORATION** with the Securities and Exchange Commission;

2. I, in behalf of the Corporation, hereby undertake to change its corporate name immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly, similar to a registered name, or contrary to public morals, good customs or public policy.


3. This Undertaking is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, I have hereunto signed this Undertaking this 20 July 2015 at Pasig City.


RIA CARMELA R. CRUZ
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 20 July 2015 at Pasig City, affiant exhibiting her Community Tax. Certificate No. 12567210 issued on 01.09.15 in Manila and Taxpayer Identification No. 228-227-614.

Doc. No. 504;
Page No. 102;
Book No. III;
Series of 2015.


CARLA MAE E. BADI
Notary Public for Pasig City
Appointment No. 309 (2014-2015)
Commission Expires on December 31, 2015
2704 East Tower, PSE Centre, Exchange Road
Ortigas Center, 1605 Pasig City
PTR No. 0424153 / 01.26.2015 / Pasig City
BPN No. 0903640 / 01.26.15 / RSM Chapter
Roll of Attorneys No. 63373

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

SECRETARY'S CERTIFICATE

RIA CARMELA R. CRUZ, of legal age, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, being the Assistant Corporate Secretary of **TKC STEEL CORPORATION** (the 'Corporation'), a corporation duly organized and existing under the laws of the Philippines, under oath, does hereby certify that 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 of the Corporation, individual directors and/or major corporate officers of the Corporation in their capacity as duly elected directors or officers of the Corporation.

IN ATTESTATION OF THE ABOVE, this Certificate has been signed this ____ day of JUL 21 2015 at Pasig City.

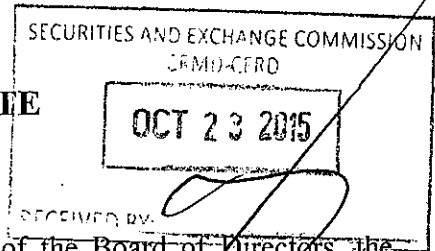
ria cruz
RIA CARMELA R. CRUZ
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this ____ day of JUL 21 2015 at Pasig City, affiant exhibiting her Community Tax. Certificate No. 12567210 issued on 01.09.15 in Manila and Taxpayer Identification No. 228-227-614.

Carla Mae E. Badi
CARLA MAE E. BADI
Notary Public for Pasig City
Appointment No. 309 (2014-2015)
Commission Expires on December 31, 2015
2704 East Tower, PSE Centre, Exchange Road
Ortigas Center, 1605 Pasig City
PTR No. 0424153 / 01.26.2015 / Pasig City
IBP No. 0993640 / 01.26.15 / RSM Chapter
Roll of Attorneys No. 63373

Doc. No. 522 ;
Page No. 106 ;
Book No. IV ;
Series of 2015.

DIRECTORS' CERTIFICATE




KNOW ALL MEN BY THESE PRESENTS:


The undersigned, being the majority of the members of the Board of Directors, the Chairman and the Corporate Secretary of **TKC STEEL CORPORATION**, a corporation duly organized and existing under the laws of the Philippines, with principal office address at Metro Manila, Philippines, under oath, do hereby certify that the attached instrument is a true and correct copy of the Amended Articles of Incorporation of the Corporation reflecting amendment to following:

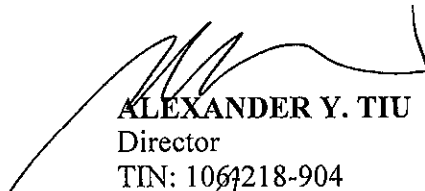
1. Article First – Change in name of the Corporation to “TKC METALS CORPORATION”; and
2. Article Third – Change in address to reflect the complete principal office address from “Metro Manila, Philippines” to “Unit B1-A/C, 2nd Floor, Building B, Karrivin Plaza, 2316 Chino Roces Avenue, Extension, Makati City” as required by SEC Memorandum Circular No. 6 series of 2014.


The foregoing amendments to the Articles of Incorporation was approved and adopted by at least a majority of the members of the Board of Directors in a meeting held on 12 May 2014 and by the stockholders owning more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation in the Annual Stockholders’ Meeting held on 27 June 2014.

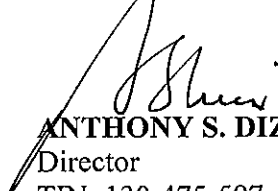
IN ATTESTATION OF THE ABOVE, this Certificate has been signed this 19 day of October 2015 at Pasig City.



BEN C. TIU
Chairman
TIN: 101-333-103



DEXTER Y. TIU
Director
TIN: 146-302-049


ALEXANDER Y. TIU
Director
TIN: 106-218-904



IGNATIUS F. YENKO
Vice Chairman
TIN: 123-295-645


ANTHONY S. DIZON
Director
TIN: 130-475-597


A. BAYANI K. TAN
Director/Corporate Secretary
TIN: 102-054-041


ENRICO G. VALDEZ
Director
TIN: 123-493-195


VICTOR C. FERNANDEZ
Director
TIN: 155-565-214


PABLITO C. BERMUNDO
Director
TIN: 125-832-706

SUBSCRIBED AND SWORN to before me this 19 day of OCT 19 2015 2015 at Pasig City, affiants having exhibited to me their competent evidence of identity (CEI) as follows:

Name	CEI
BEN C. TIU	TIN 101-333-103
DEXTER Y. TIU	TIN 146-302-049
ALEXANDER Y. TIU	TIN 106-218-904
IGNATIUS F. YENKO	TIN 123-295-645
ANTHONY S. DIZON	TIN 130-475-597
A. BAYANI K. TAN <i>cb</i>	TIN 102-054-041 <i>cb</i>
ENRICO G. VALDEZ	TIN 123-493-195
VICTOR C. FERNANDEZ	TIN 155-565-214
PABLITO C. BERMUNDO <i>cb</i>	TIN 125-832-706 <i>cb</i>

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Page No. 1
Book No. ✓
Series of 2015.



CARLA MAE E. BADI
Notary Public for Pasig City
Appointment No. 309 (2014-2015)
Commission Expires on December 31, 2015
2704 East Tower, PSE Centre, Exchange Road
Ortigas Center, 1605 Pasig City
PTR No. 0424153 / 01.26.2015 / Pasig City
IBP No. 0993640 / 01.26.15 / RGM Chapter
Roll of Attorneys No. 63373

Print Finish

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name TKC METALS CORPORATION has been reserved from September 3, 2015 to November 2, 2015.

Reference Reservation Number (RRN): RRN20150903071331840

Type of Industry: Mfg. Of Basic Iron And Steel

Breakdown of Fees:

Reservation Fee: Php 40.00

TOTAL: Php 40.00

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension WITHIN THE SAME DAY via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

For SEC use only:
Override By: nvlmancito
Reason: Other Override Remarks: - for use in change name of TKC STEEL CORPORATION-
AJ996107000; w/ expired reservation

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