



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. 31171

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

PETRON CORPORATION

copy annexed, adopted on May 11, 2011 by a 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980; and copies thereof are filed with the Commission.

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 29th day of November, Twenty Eleven.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVERSHEET

Handwritten: 11-15
145
11-23
10/10

S. E. C. Registration Number 3 1 1 7 10/10

P E T R O N C O R P O R A T I O N

(Company's Full Name)

S M C H E A D O F F I C E 4 0 S A N M I G U E L
A V E. M A N D A L U Y O N G C I T Y

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

ATTY. JOEL ANGELO C. CRUZ
Contact Person

886-3888
Company Telephone Number

1 2 - 1 1
Month Day
Fiscal Year

Amendment of By-Laws
FORM TYPE

0 7 1 2
Month Day
Annual Meeting

N/A
Secondary License Type, if Applicable

Dept. Requiring this Doc.

N/A
Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic N/A Foreign

To be accomplished by SEC Personnel concerned

Fiscal Numer

LCU

Document I. D.

Cashier

STAMPS

Corporate registration & monitoring division

NEW BY-LAWS
OF
PETRON CORPORATION

ARTICLE I
OFFICES

SECTION 1. **Principal Office.** The principal office of PETRON CORPORATION, hereinafter called the Corporation, shall be in Metro Manila, Republic of the Philippines. *(As amended on February 7 and 9, 1994 by the Board of Directors and Stockholders, respectively)*

SECTION 2. **Other Offices.** The Corporation may also have a branch office or offices at such place or places within or without the Republic of the Philippines as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II
MEETINGS OF THE STOCKHOLDERS

SECTION 1. **Place of Meeting.** All meetings of stockholders of the Corporation shall be held at the principal office of the Corporation or at such other location within Metro Manila as may be designated by the Board of Directors. *(As amended on February 7 and 9, 1994 by the Board of the Directors and Stockholders, respectively)*

SECTION 2. **Annual Meetings.** The annual meeting of the stockholders for the election of directors and for the transaction of such other business as may come before the meeting shall be held EVERY THIRD TUESDAY OF MAY, at such hour as may be named in the notice of said meeting. If the election of directors shall not be held on the day designated herein for any annual meeting or at any adjournment of such meeting, the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as may be convenient. At such special meeting the stockholders may elect the directors and transact other business as stated in the notice of the meeting with the same force and effect as at an annual meeting duly called and held. *(As amended on May 11 and July 12, 2011 by the Board of Directors and Stockholders, respectively)*

SECTION 3. Special Meetings. Special meetings of the stockholders may be called at any time by ANY OF THE FOLLOWING: (i) the Chairman of the Board; (ii) the President; or (iii) the Secretary at the order of the Board of Directors, or at the written request of one or more stockholders REPRESENTING at least twenty percent (20%) of the total issued and outstanding capital stock of the Corporation entitled to vote. Such request shall state the purpose or purposes of the proposed meeting and shall be delivered to and shall be called by the Secretary at the Corporation's principal office. *(As amended on February 7 and 9, 1994 by the Board of Directors and Stockholders, respectively; and as further amended on May 11 and July 12, 2011 by the Board of Directors and Stockholders, respectively)*

SECTION 4. Notices of Meetings. Except as otherwise provided by statute, written or printed notice of all annual and special meetings of stockholders, stating the place and time of the meeting and the general nature of the business to be considered, shall be sent by facsimile, personal delivery, or by mail postage prepaid, at least FIFTEEN (15) days before the day on which the meeting is to be held to each stockholder of record AT HIS LAST KNOWN POST-OFFICE ADDRESS OR, AT THE OPTION OF THE CORPORATION, BY PUBLICATION IN A NEWSPAPER OF GENERAL CIRCULATION, PROVIDED THAT, UNLESS expressly required by law, no publication of any notice of a meeting of stockholders shall be required. Notice of any meeting of the stockholders may be waived by written statement of the stockholder or his authorized representative, delivered to the Secretary before or after the meeting referred to. The notice required herein shall be deemed waived by any stockholder who shall attend such meeting, in person or by proxy unless his presence is to question the lack of notice. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law. AT THE RECONVENED MEETING, ANY BUSINESS THAT MIGHT HAVE BEEN TRANSACTED ON THE ORIGINAL DATE OF THE MEETING MAY BE TRANSACTED. *(As amended on February 7 and 9, 1994 by the Board of Directors and Stockholders, respectively; and as further amended on May 11 and July 12, 2011 by the Board of Directors and Stockholders, respectively)*

SECTION 5. List of Stockholders. If the Corporation shall have twenty (20) or more stockholders, it shall be the duty of the Secretary or other agent of the Corporation who shall have charge of the stock ledger, to prepare and make, at least thirty-five (35) days before every stockholders' meeting, a complete list of the stockholders entitled to vote thereat, arranged in alphabetical order with the number of voting shares held by each. For purposes of determining the stockholders entitled to notice of, or to vote or be voted for at any meeting of the stockholders or any adjournments thereof. For said thirty-five (35) days such list shall be open to the examination of any stockholder at the principal office of the Corporation, and shall be produced and kept at the time and place of the stockholders' meeting during the whole time thereof, and subject to the inspection of any stockholder or his proxy who may be present. The original or a

