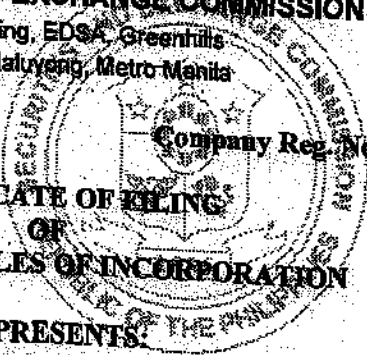




REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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



Company Reg. No. 14782

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

LIBERTY FLOUR MILLS, INC.

[Amending Article IV by extending the term of its existence thereof.]

copy annexed, adopted on January 31, 2007 by a majority vote of the Board of Directors and on May 30, 2007 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the 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, pre-need plan issuer, general agent in pre-need plans 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 hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 23 day of July, Two Thousand Seven.

Date: 23-5-2013 Time: 9:27:46 AM

BENITO A. CATARAN
Director

Company Registration and Monitoring Department

Over Name: LIBERTY FLOUR MILLS, INC.

www.sec.gov.ph
BA/nelly

CERTIFIED MACHINE COPY

PAGE 1 OF 14 PAGES

VERIFIED BY: _____

COVER SHEET

Ms. Arce
6-18

S.E.C. Registration Number 1 4 7 8 2

LIBERTY FLOUR MILLS, INC.
U. No
CKD

(Company's Full Name)

LIBERTY BLDG. 835 A. ARNAIZ AVE.
MAKATI CITY

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

JOSE A. FERIA JR.

Contact Person

8898677

Company telephone Number

1 2 3 1

Month Day

Fiscal Year

AMENDED ARTICLES OF INCORPORATION

0 5 3 0

Month Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total Amount of Borrowings

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

Date: 23-5-2013 Time: 9:27:48 AM

STAMPS

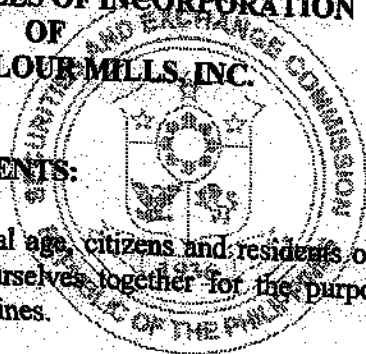
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PAGE 1 OF 14 PAGES
VERIFIED BY: *[Signature]*

**AMENDED ARTICLES OF INCORPORATION
OF
LIBERTY FLOUR MILLS, INC.**



KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, citizens and residents 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 THAT:

FIRST: - That the name of said corporation shall be:

LIBERTY FLOUR MILLS, INC.

SECOND: - That the principal purpose for which the corporation is organized is to engage in the manufacture of flour, the utilization of its by-products and the distribution and sale of its produce.

The corporation shall have the following secondary purposes and powers:

1. To issue bonds, debentures, securities, collaterals, and other obligations or otherwise incur indebtedness in such manner as may be ascertained by the corporation;
2. To carry on a general import and export business dealing in goods, wares and merchandise of any kind and nature whatsoever;
3. To invest in other corporations, business or enterprises within the limits allowed by law;
4. To lease out equipments, machineries, or any other property including services and to otherwise dispose of them by sale, assignment, mortgage and other forms of dispositions;
5. To engage in the manufacture, processing, preservation, packing and canning of foodstuffs;
6. To engage or otherwise be interested in the cultivation and production of weat. **Date: 23-5-2013 Time: 9:27:49 AM**
7. To acquire by purchase of lease, or otherwise, lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, hold or occupied by the corporation,

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User Name: LIBERTYFLOURMI

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PAGE 1 OF 14 PAGES
VERIFIED BY: _____

buildings or other structures with their appurtenances, plant crops, grow livestock or place an other agricultural improvements on said lands to mortgage, sell, lease or otherwise dispose of any lands or interest in lands and in buildings or other structures or agricultural improvements at any time owned or held by the corporation (as amended on Nov. 7, 1979)

Incidental to the above powers and purposes:

1. To purchase machineries, equipments, tools, materials, supplies, as may be necessary in the conduct of the business of the corporation;
2. To engage the service of such workers, technicians, employees or agents as may be desired or needed in the conduct of the business of the corporation;
3. To purchase, lease, or otherwise acquire such ground or building as the corporation may need in its operation;
4. To enter into: make, perform and carry out contracts of every kind and nature which may be necessary or convenient for the business of the corporation;
5. In general, to do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every act, things, incidental or appurtenant to or growing out of or connected with the aforesaid subject, purposes or powers or any of them.

THIRD: - That the place where the principal office of the corporation is to be established or located in the municipality of Makati, Rizal. (As amended on May 28, 1971)

FOURTH: - That the term for which said corporation is to exist is ^{for another} fifty (50) years from and after December 26, 2008 which is the date when the original term of the Corporation shall expire. ^{Corrected by: [Signature] 7-5-07}

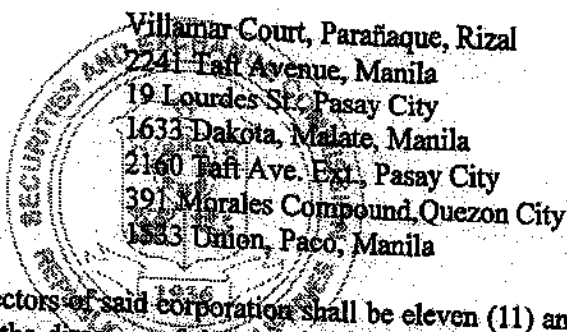
FIFTH: - That the names and residences of the incorporators of said corporation are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
Jose Soriano	1633 Dakota, Malate, Manila
Teofilo Reyes, Jr.	350 Quezon Blvd., Quezon City

¹ As approved by Board of Directors on January 31, 2007 and at least 2/3 of the outstanding capital stock in the Stockholders' Meeting held on May 30, 2007.

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PAGE 1 OF 14 PAGES
VERIFIED BY: _____

Augusto Kalaw
 Jose Gana
 Felix D. Maramba
 Eduardo Lopez
 Eduardo Kalaw
 Vincent Recto
 Romeo V. Gonzales



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

NAMES

RESIDENCES

Jose Soriano
 Jesus Jalandoni
 Augusto Kalaw
 Felix D. Maramba
 Eduardo Kalaw
 Vincent Recto
 Romeo V. Gonzales
 Teofilo Reyes, Jr.
 Jose Gana

1633 Dakota, Malate, Manila
 1633 Dakota, Malate, Manila
 Villamar Court, Parañaque, Rizal
 19 Lourdes St., Pasay City
 2160 Taft Ave. Ext., Pasay City
 391 Morales Compound, Quezon City
 1533 Union, Paco, Manila
 350 Quezon Blvd.
 2241 Taft Avenue, Manila

SEVENTH: That the capital stock of said corporation is FIVE HUNDRED MILLION (P 500,000,000) PESOS, and said capital stock divided into FIFTY MILLION (50,000,000) common share of the par value of TEN (P 10.00) PESOS per share. (As amended on May 10, 1989).

EIGHT: - That the amount of capital stock which has been actually subscribed is EIGHT HUNDRED THOUSAND (P 800,000.00) PESOS, of the common stock and the following persons have subscribed for the number of shares, and amount of capital stock set out after their respective names:

<u>NAMES</u>	<u>RESIDENCES</u>	<u>NUMBER OF COMMON SHARES</u>	<u>AMOUNT CAPITAL STOCK SUBSCRIBED</u>
Jose Soriano	1633 Dakota, Manila	21,714	P 217,140.00
Julio Soriano	1633 Dakota, Manila	1,143	11,430.00
Pacita Soriano	1633 Dakota, Manila	2,286	22,860.00
Angel Vargas	1633 Dakota, Manila	1,143	11,430.00
Edgardo Jalandoni	1633 Dakota, Manila	1,143	11,430.00
Jesus Jalandoni	1633 Dakota, Manila	4,684	46,840.00
Juan Jalandoni	1633 Dakota, Manila	2,286	22,860.00
Cesar Lopez	c/o Z. Lopez, Pili Ave.		

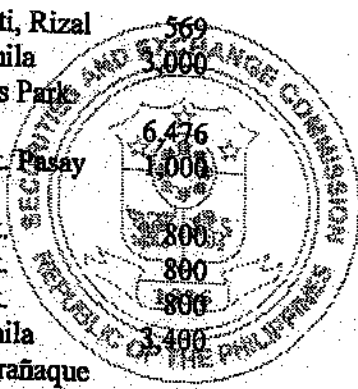
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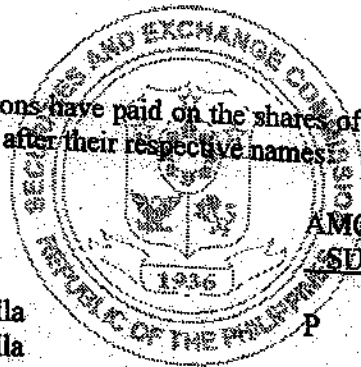
Ma.T. Vda.de Kalaw	Forbes Park, Makati, Rizal	569	5,690.00
Eduardo Lopez	300 Nebraska, Manila	3,000	30,000.00
Edgardo Kalaw	Pili Avenue, Forbes Park Makati, Rizal	6,476	64,760.00
Edgardo Kalaw, in trust for	2160 Taft Ave. Ext. Pasay	1,000	10,000.00
Paula Kalaw	2160 Taft Ave. Ext.	800	8,000.00
Ma.Victoria Kalaw	2160 Taft Ave. Ext.	800	8,000.00
E. Kalaw, Jr.	2160 Taft Ave. Ext.	800	8,000.00
Maximo Kalaw, Jr.	300 Nebraska, Manila	3,400	34,000.00
Erlinda K. Ilusorio	Villamar Court, Parañaque Rizal	1,000	10,000.00
Lita Sison Kalaw	Villamar Court, Parañaque Rizal	1,216	12,160.00
Augusto Kalaw	Villamar Court, Parañaque Rizal	1,000	10,000.00
Socorro Kalaw	2160 Taft Ave. Ext.	311	3,110.00
Socorro Vda. de Araneta	2160 Taft Ave. Ext.	960	9,600.00
Loila de Rosario	188 Ortega, San Juan, Rizal	80	800.00
Daniel K. Maramba	19 Lourdes St., Pasay City	1,172	11,720.00
Federico Maramba	19 Lourdes St., Pasay	800	8,000.00
Soledad Maramba	19 Lourdes St., Pasay	1,867	18,670.00
Felix Maramba	19 Lourdes St., Pasay	1,600	16,000.00
Jose G. Gana	2241 Taft Ave., Manila	1,494	14,940.00
Benjamin Gana	1749 Indiana, Manila	404	4,040.00
Filomena Gana	Mirasol St. Pasay City	3,004	30,040.00
Ma. Paz Gana	1749 Indiana, Manila	195	1,950.00
Clotildo Vda.de Arevalo	2241 Taft Ave., Manila	464	4,640.00
Renato Arevalo	Corner Wrigh-Tennessee	667	6,670.00
Vincent Recto	Quezon Blvd., Quezon City	2,400	24,000.00
Alice M. Recto	Juan Luna, San Lorenzo Makati	133	1,330.00
Romeo Gonzalez	1533 Union, Paco Manila	600	6,000.00
Beatriz Gonzalez	1533 Union, Paco Manila	600	6,000.00
Romeo Gonzalez in trust for:			
B. Gonzalez	1533 Union, Paco, Manila	282	2,820.00
F. Gonzalez	1533 Union, Paco, Manila	200	2,000.00
N. Gonzalez	1533 Union, Paco, Manila	200	2,000.00
Henry Qua	c/o Basilio King, Hillcrest Quezon city	3,708	37,080.00
Maria Escoda Roxas	c/o Rosepack, Vito Cruz	2,400	24,000.00
Teofilo Reyes, Jr.	350 Quezon Blvd, Q.C.	1,334	13,340.00
Afonso Tan	c/o Plastics, Inc. Q.C.	667	6,670.00
		80,000	P800,000.00



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NINTH:- That the following persons have paid on the shares of capital for which they have subscribed the amounts set out after their respective names:



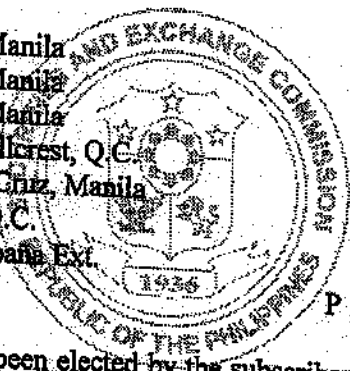
<u>NAMES</u>	<u>RESIDENCES</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
Jose Soriano	1633 Dakota, Manila	54,283.00
Julio Soriano	1633 Dakota, Manila	2,857.00
Pacita Soriano	1633 Dakota, Manila	5,710.00
Angel Vargas	1633 Dakota, Manila	2,857.50
Edgardo Jalandoni	1633 Dakota, Manila	2,857.50
Jesus Jalandoni	1633 Dakota, Manila	11,710.00
Juan Jalandoni	1633 Dakota, Manila	5,715.00
Cesar Lopez	c/o E. Lopez, Pili Road Forbes Park, Makati, Rizal	1,422.00
Eduardo Lopez	Pili Ave., Makati, Rizal	16,190.00
Maria T. Vda. de Kalaw	300 Nebraska, Manila	7,500.00
Edgardo Kalaw	2160 Taft Ave., Pasay City	2,500.00
Edgardo Kalaw in trust for:		
Paula Kalaw	2160 Taft Ave., Pasay City	2,000.00
Ma. Victoria Kalaw	2160 Taft Ave. Pasay City	2,000.00
E. Kalaw, Jr.	2160 Taft Ave., Pasay City	2,000.00
Maximo Kalaw, Jr.	300 Nebraska, Manila	8,500.00
Erlina K. Ilusorio	Villamar Court, Parañaque, Rizal	2,500.00
Lita, Sison Kalaw	Villamar Court, Parañaque, Rizal	3,040.00
Augusto Kalaw	Villamar Court, Parañaque, Rizal	2,500.00
Socorro Vda. de Araneta	2160 Taft Ave., Pasay City	2,400.00
Socorro Kalaw	2160 Taft Ave., Pasay City	77.50
Daniel Maramba	19 Lourdes St., Pasay City	2,930.00
Zoila del Rosario	188 Ortega San Juan, Rizal	200.00
Federico Maramba	19 Lourdes St., Pasay City	2,000.00
Soledad Maramba	19 Lourdes St., Pasay City	4,667.50
Felix Maramba	19 Lourdes St., Pasay City	4,000.00
Jose G. Gana	2241 Taft Ave. Manila	3,735.00
Benjamin Gana	1749 Indiana, Manila	1,910.00
Filomena Gana	Mirasol St., Pasay City	7,510.00
Maria Paz Gana	1749 Indiana, Manila	487.50
Clotilde Vda. de Arevalo	2241 Taft Ave., Manila	1,160.00
Renato Arevalo	Corner Wright, Tennessee, Mla.	1,667.50
Vincent Recto	Quezon Blvd., Quezon City	6,000.00
Alice M. Recto	Juan Luna, San Lorenzo, Mkti	33.50
Remeo V. Gonzalez	1533 Union, Paco Manila	1,500.00
Beatriz Gonzalez	1533 Union, Paco Manila	1,500.00

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 PAGE 8 OF 14 PAGES
 VERIFIED BY: _____

Romeo Gonzalez in trust for:

B. Gonzalez	1533 Union, Paco Manila	705.00
F. Gonzalez	1533 Union, Paco Manila	500.00
N. Gonzalez	1533 Union, Paco Manila	500.00
Henry Qua	c/o Basilio King, Hillcrest, Q.C.	9,270.00
Ma. Escoda Roxas	c/o Rosepack, Vito Cruz, Manila	6,000.00
Teofilo Reyes, Jr.	350 Quezon Blvd. Q.C.	3,335.00
Alfonso Tan	c/o Plastics, Inc. España Ext. Quezon City	1,667.50
		P 200,000.00



TENTH: - That JOSE GANA 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 subscription paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto hands this 13th day of December, 1968, in the City of Manila.

(SGD.) JOSE SORIANO
JOSE SORIANO

(SGD.) AUGUSTO KALAW
AUGUSTO KALAW

(SGD.) JOSE GANA
JOSE GANA

(SGD.) FELIX D. MARAMBA
FELIX D. MARAMBA

(SGD.) EDUARDO LOPEZ
EDUARDO LOPEZ

(SGD.) VINCENT RECTO
VINCENT RECTO

(SGD.) ROMEO GONZALEZ
ROMEO GONZALEZ

(SGD.) TEOFILO REYES, JR.
TEOFILO REYES, JR.

SIGNED IN THE PRESENCE OF :

(SGD.) TOMAS V. CLEMENTE

(SGD.) WILFREDO L. LABAYEN

Date: 23-5-2013 Time: 9:27:53 AM

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User Name: LIBERTYFLOURMI

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PAGE 9 OF 14 PAGES
VERIFIED BY: *[Signature]*

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

BEFORE ME personally appeared:

NAMES	NUMBER	DATE	PLACE
Jose Soriano	A-1229674	2-5-58	La Castellana, Negros Occidental
Jose Gana	A-0009890	1-3-58	Manila
	B-0552625	2-21-58	Mandaluyong, Rizal
Felix D. Maramba	A-4702891	2-25-58	Pasay City
	B-0601297	2-25-58	Pasay City
Vincent Recto	A-0001726	1-3-58	Manila
	B-0098265	2-19-58	Manila
Augusto Kalaw	A-2699256	1-28-58	Calapan, Or. Mindoro
	B-0392214	2-19-58	Calapan, Or. Mindoro
Eduardo Lopez	A-0015422	2-4-58	Manila
	B-0348400	2-4-58	Manila
Romeo Gonzalez	A-3933939	2-7-58	Bacolor, Pampanga
Teofilio Reyes, Jr.	A-4625970	1-28-58	Quezon City
	B-0594823	3-3-58	Quezon City

known to me and to me know to be the same persons who subscribed and executed the foregoing Articles of Incorporation and each of them acknowledged to me that he freely and voluntarily executed the same.

WITNESS my hand and seal this 13th day of December, 1958.
City of Manila, Philippines.

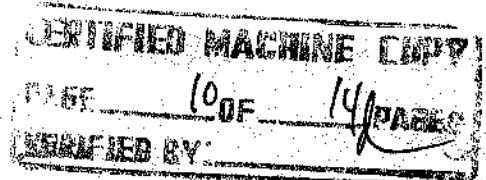
Doc. No. 735
Page No. 48;
Book No. II
Series of 1958

(SGD.) BONIFACIO SISON
BONIFAICO SISON
Notary Public
Until December 31, 1959

Date: 23-5-2013 Time: 9:27:54 AM

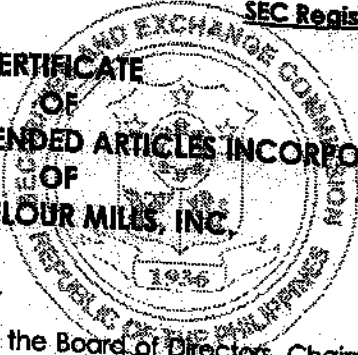
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CERTIFICATE

OF
AMENDMENT OF THE AMENDED ARTICLES INCORPORATION
OF
LIBERTY FLOUR MILLS, INC.



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Board of Directors, Chairman and Corporate Secretary of LIBERTY FLOUR MILLS, INC., ("Corporation"), a corporation organized and existing under and by virtue of the laws of the Republic Philippines with business address at Liberty Building A. Amalaz Avenue, Makati City, do hereby certify that:

- At the Annual Stockholders Meeting held on May 30, 2007, the stockholders of the Corporation held in accordance with Section 16, Batas Pambansa Bilang 68 in Makati City at which meeting, at least two-thirds of the outstanding capital stock were present, either in person or by proxy, the stockholders present unanimously approved to amend the Fourth Article of the Amended Articles of Incorporation as follows:

"Fourth. That the term for which the corporation is to exist is ^{to another} fifty (50) years from and after December 26, 2008 which is the date when the original term of the Corporation is to expire"

- The above amendment was likewise approved by the Board of Directors on January 31, 2007.

Corrected by: *[Signature]* 9-5-07

IN WITNESS WHEREOF, we have hereunto set our hands on this JUN 15 2007

[Signature]
WILLIAM CARLOS UY
Chairman
TIN: 123-282-691

[Signature]
SERGIO M. LOOSIN
Director
TIN: 123-278-873

[Signature]
JOHN CARLOS UY
Director
TIN: 123-205-149

[Signature]
RICARDO GELLA
Director
TIN: 121- 521-680

[Signature]
FELIX K. MARAMBA, JR.
Director
TIN: 123-279-653

[Signature]
JOSE MA. S. LOPEZ
Director
TIN: 123-278-912

[Signature]
VINCENT VARGAS
Director
TIN: 110-124-587

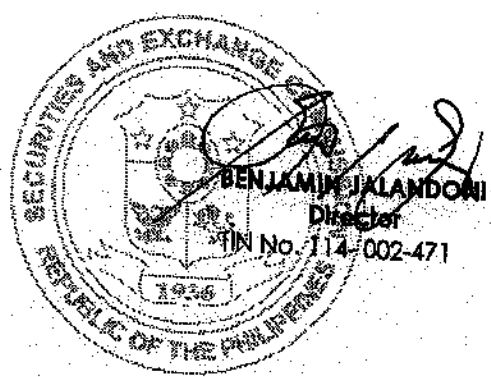
[Signature]
IVAN CO NO
Director
TIN: 119- 867-333

Date: 23-5-2013 Time: 9:55 AM

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PAGE 11 OF 14 PAGES
VERIFIED BY: *[Signature]*

JESUS L. JALANDONI
 Director
 TIN No. 108-130-685

William Ang
 WILLIAM ANG
 Director
 TIN NO. 123-205-116



Certified Correct:

Jose A. Ferial Jr.
 JOSE A. FERIA JR.
 Corporate Secretary
 TIN: 107-793-449

JUN 15 2007

SUBSCRIBED AND SWORN to before me on this _____ day of _____ 2007,
 affiants exhibiting to me their Community Tax Certificates as follows:

Name	Community Tax Certificate Number	Date and Place of Issue
William Carlos Uy	15106603	MAKATI 01/05/07
Felix K. Maramba	17699370	MAKATI/ 2/23/07
Sergio M. Lacsin	17711007	MAKATI/ 2/23/07
Jose MA. S. Lopez	17659776	MAKATI 1/31/07
John Carlos Uy	15106604	MAKATI 1/05/07
Vincent Vargas	17711416	MAKATI 2/22/07
Ricardo Geila	24807998	MAKATI 1/18/07
Ivan Co Ng	09546662	SAN JUAN 06/06/07
Jesus Jalandoni	17699400	MAKATI 2/23/07
Benjamin Jalandoni	17710959	MAKATI 2/23/07
William Ang	17699378	MAKATI 2/23/07

Doc. No. 377 ;
 Page No. 6 ;
 Book No. VI ;
 Series of 2007.

Date: 23-5-2013

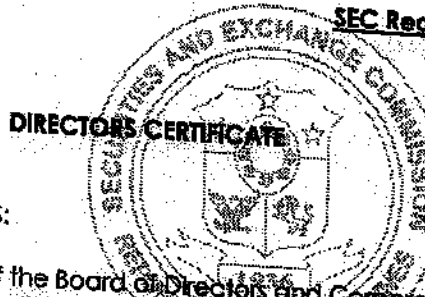
Donald Marcos Dags
 DONALD MARCOS DAGS AM
 Notary Public
 Until December 31, 2007

PTT No. 000242 Makati 1/10/07
 No. 433923 4/20/09 Pasay Lifetime
 ROLL No. 44727-5/12/99

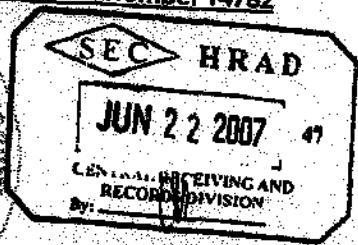
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 PAGE 12 OF 14 PAGES
 VERIFIED BY: *[Signature]*



SEC Registration Number 14782



KNOW ALL MEN BY THESE PRESENTS:

We, constituting majority of the Board of Directors and Corporate Secretary of LIBERTY FLOUR MILLS, INC., do hereby certify that the attached Articles of Incorporation of the corporation has been amended by the affirmative vote of least at two thirds of the outstanding capital stock at a meeting held on May 30, 2007 at Makati City, and majority of the Board of Directors at a meeting held on January 31, 2007 at Makati City.

The Amended Articles of Incorporation is attached as Annex "A" and made an integral part hereof.

IN WITNESS WHEREOF, we have hereunto set our hands on this JUN 15 2007

[Signature]
WILLIAM CARLOS UY
Chairman
TIN: 123-282-691

[Signature]
FELIX K. MARAMBA, JR.
Director
TIN: 123-279-653

[Signature]
SERGIO M. TOCSIN
Director
TIN: 123-278-873

[Signature]
JOSE MA. S. LOPEZ
Director
TIN: 123-278-912

[Signature]
JOHN CARLOS UY
Director
TIN: 123-205-149

[Signature]
VINCENT VARGAS
Director
TIN: 110-124-587

[Signature]
RICARDO GELLA
Director
TIN: 121-521-680

[Signature]
IVAN CO NG
Director
TIN: 119-867-333

JESUS L. JALANDONI
Director
TIN No. 108-130-685

[Signature]
BENJAMIN JALANDONI
Director
TIN No. 114-002-471

[Signature]
WILLIAM ANG
Director
TIN NO. 123-205-116

Date: 23-5-2013 Time: 9:27:57 AM

www.sec.gov.ph

User Name: LIBERTYFLOURMI

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PAGE 11 OF 14 PAGES
VERIFIED BY: *[Signature]*

Certified Correct:



JOSE A. FERIA, JR.
Corporate Secretary
TIN: 107-793-449



SUBSCRIBED AND SWORN to before me on this _____ day of _____, 2007,
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Sergio M. Lacsin	17711007	MAKATI/ 2/23/07
Jose MA. S. Lopez	17659776	MAKATI/ 1/31/07
John Carlos Uy	15106604	MAKATI 1/05/07
Vincent Vargas	17711416	MAKATI 2/22/07
Ricardo Gella	24807998	MAKATI 1/18/07
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