



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

COMPANY REG. NO. 152897

**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

**HARBOR STAR SHIPPING SERVICES, INC.**  
(Amending Articles VI and VII thereof)

copy annexed, adopted on May 10, 2012 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 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 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 17<sup>th</sup> day of September, Twenty Twelve.



  
BENITO A. CATARAN  
Director

Company Registration and Monitoring Department





AMENDED  
ARTICLES OF INCORPORATION

OF

HARBOR STAR SHIPPING SERVICES, INC.  
(Formerly: Seatows, Inc.)

**KNOW ALL MEN BY THESE PRESENTS:**

That WE, ALL THE UNDERSIGNED, all Filipino citizens, of legal age, and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a stock corporation, under the laws of the Republic of the Philippines;

**AND WE HEREBY CERTIFY:**

**FIRST** - That the name of the corporation shall be "HARBOR STAR SHIPPING SERVICES, INC." and shall operate and transact under the said firm name (As amended on November 27, 1988).

**SECOND** - That the purpose for which such corporation is formed are:

**PRIMARY PURPOSE**

- 1) To engage in towage, commerce and navigation in the carriage of goods and passengers by water upon the seas, sounds, lakes, rivers, canals, bays, harbors, and other waterways between the various ports of the Philippines. (As amended June 24, 1998.)
- 2) To engage in domestic ship and crew management for all types of vessels, including but not limited to container ships, break bulk carriers, tugboats, barges, landing craft transport, tankers, yachts, ferries, and such other floating assets engaged in trade, business, and non-trade activities in the Philippines. (As amended on 10 April 2012).

**SECONDARY PURPOSE**

- 1) To engage in ocean towage commerce and navigation in the carriage of goods and passengers by water upon the seas, oceans, lakes, rivers, canals, bays, harbors, and other waterways between the various ports of the Philippines and between such ports and other ports of the world.

- 2) To engage in the salvage business in the Philippines and elsewhere, to buy, sell, trade, deal in and manufacture salvage equipment including but not limited to barges, vessels and other kinds of floating equipments.
- 3) To contract for, operate, build, own, equip, furnish and fit, sell, mortgage, operate and charter to or from other persons, firms or corporations and to navigate, operate, steam, sail other boats, ships, vessels, tugs, barges and lighters or other properties used in any lawful business, trade, commerce navigation of the transportation of freight.
- 4) To build, own, manage and/or operate shipyards.
- 5) To engage in the business of importing, exporting, trading, buying and selling goods merchandise, wares of any kind and description; generally to carry on any mercantile activity which is directly or indirectly calculated to promote the business of the corporation.
- 6) To own, operate and manage a container yard and render trucking and freight services.
- 7) To enter, make, perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount with any person, firm, association or corporation.
- 8) To borrow or raise money without limit and upon any terms for any purpose of this corporation or of any corporation, association, firm, syndicate or individual having business or property which this corporation determines to finance, promote or become interested in.
- 9) To invest and own stock in other corporations within the limits of the Corporation Code, and to promote new enterprises.
- 10) In general, to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the furtherance of any of the powers herein above set forth, either alone or in association with other corporation, firms or individuals and to do any and all acts, thing or things, incidental or appertaining to or growing out of or connected with the aforesaid business or powers, or any part thereof, provided the same is not inconsistent with the laws of the Philippines. (As amended on June 24, 1998.)
- 11) To engage in commercial diving, underwater and other marine works in the Philippines and elsewhere and to buy, sell, trade and

manufacture diving and marine facility equipment to effect the same. (As amended on 2 September 2009).

- 12) To enter, make, perform and carry out contracts in the nature of survey, inspection, maintenance and repair of marine facilities and shipping vessels for any lawful purpose without limit as to amount with any person, firm, association or corporation (As amended on 2 September 2009).
- 13) To engage in shipping agency including acting as a lay-up agent for local and foreign vessels and provide services incidental thereto. (As amended on 2 September 2009).
- 14) To conduct oil and chemical spill response operations including hazardous materials or noxious substances intervention and other allied services in order to prevent or minimize environmental pollution resulting from maritime accidents and disasters (As amended on 2 September 2009).

**THIRD** - The place where the principal office of the corporation is to be established or located shall be in 2224 A. Bonifacio St. corner South Super Highway, Bangkal, Makati City. (As amended on 2 September 2009).

**FOURTH** - That the term for which said corporation is to exist is fifty years from and after the issuance of the certificate of incorporation. (As amended on 24 June 1998).

**FIFTH** - That the names, nationalities and residences of the incorporators are as follows:

NAMES	NATIONALITIES	RESIDENCES
Alexandra Garcia	Filipino	33 Marikit St., 1 <sup>st</sup> Triangle, Quezon City
Antonio Habana	Filipino	7 Agno St., Banaue, Quezon City
Richard Harpst	Filipino	3843 Bermeo St., Palanan Makati
Christopher Arriola	Filipino	3569 Durango St., Makati
Daniel L. Pablo	Filipino	2491-C, Zamora St., Pasay City

**SIXTH** - That the number of directors shall be SEVEN (7) 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 for in the By-laws, are as follows: (As amended by a majority vote of the Corporation's Board of Directors and by the stockholders owning at least 2/3 of the issued and outstanding capital stock at separate meetings both held on 10 May 2012.)

NAMES	NATIONALITIES	RESIDENCES
Alexandra Garcia	Filipino	33 Marikit St., 1 <sup>st</sup> Triangle, Quezon City
Antonio Habana	Filipino	7 Agno St., Banaue, Quezon City
Richard Harpst	Filipino	3843 Bermeo St., Palanan Makati
Christopher Arriola	Filipino	3569 Durango St., Makati
Daniel L. Pablo	Filipino	2491-C, Zamora St., Pasay City

**SEVENTH** - That the authorized capital stock of the corporation is ONE BILLION FIVE HUNDRED MILLION PESOS (P1,500,000,000.00) Philippine Currency, and said amount of capital stock is divided into ONE BILLION FIVE HUNDRED MILLION (1,500,000,000) SHARES, all common and voting and the par value of each share is ONE PESO (P1.00) Philippine Currency.

The pre-emptive rights of the Corporation's stockholders to subscribe to all issues or dispositions of shares of any class in proportion to their respective shareholdings is hereby denied. (As amended by a majority vote of the Corporation's Board of Directors and by the stockholders owning at least 2/3 of the issued and outstanding capital stock at separate meetings both held on 10 May 2012.)

**EIGHT** - That at least twenty five percent (25%) percent of the authorized capital stock above stated has been subscribed as follows:

NAMES	NATIONALITIES	No. of Shares	Amount Subscribed
Alexandra Garcia	Filipino	750	P75,000.00
Antonio Habana	Filipino	750	75,000.00
Richard Harpst	Filipino	250	25,000.00

Christopher Arriola	Filipino	250	25,000.00
Daniel L. Pablo	Filipino	500	50,000.00
		-----	-----
		2,500	P250,000.00

**NINTH** - That the above named subscribers have paid at least twenty-five (25%) percent of the total subscriptions as follows:

NAMES	NATIONALITIES	Amount Subscribed	Total Paid In
Alexandra Garcia	Filipino	P75,000.00	P18,750.00
Antonio Habana	Filipino	75,000.00	18,750.00
Richard Harpst	Filipino	25,000.00	6,250.00
Christopher Arriola	Filipino	25,000.00	6,250.00
Daniel L. Pablo	Filipino	50,000.00	12,500.00
		-----	-----
		P250,000.00	P62,500.00

**TENTH** - That DANIEL L. PABLO has been elected by the subscriber as treasurer of the corporation and to act as such until his successor is duly elected and qualified in accordance with the By-laws, and as such treasurer he has been authorized to receive for and with name and for the benefit of the corporation all subscriptions paid by the subscribers.

**ELEVENTH** - No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock or provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

**TWELFTH** - That we, in behalf of said 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. (As amended 2 September 2009.)

IN WITNESS WHEREOF, we have hereunto set our hands this \_\_\_\_ day of \_\_\_\_\_, at Manila, Philippines.

(SGD.) ALEXANDRA GARCIA

(SGD.) ANTONIO HABANA IV

(SGD.) RICHARD HARPST

(SGD.) CHRISTOPHER ARRIOLA

(SGD.) DANIEL PABLO

### ACKNOWLEDGMENT

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

**BEFORE ME**, a Notary Public in and for the City of Manila, personally appeared: ALEXANDRA GARCIA with Res. Cert. No. 0005996 issued at Quezon City on March 4, 1999, RICHARD HARPST with Resid. Cert. No. 17749131 issued at Makati on June 23, 1986, ANTONIO HABANA IV with Res. Cert. No. 10162340 issued at Quezon City on February 2, 1986, TAN No. 9426741-P; CHRISTOPHER ARRIOLA with Res. Cert. No. 177596-20E issued at Makati on July 29, 1986. TAN A6423-K2658-A6; DANIEL L. PABLO with Res. Cert. 19981273 issued at Makati on January 1, 1999. All known to me to be the same persons who executed the foregoing Articles of Incorporation of Seatows, Inc. and acknowledged to me to be of their own free and voluntary act and deed.

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

(SGD.)  
NOTARY PUBLIC  
Until December 31, 1986  
JOSE T. CONSTANTINO  
Notary Public  
Until Dec. 31, 1987  
PTR 009077 Manila 1/2/97  
TAN - 1152-031-9

Doc. No. 211;  
Page No. 43;  
Book No. XXVIII;  
Series of 1986.





**DIRECTORS' CERTIFICATE**  
(Amendment of Articles of Incorporation)

**WE**, the undersigned, being the Chairman of the Board of Directors, the Corporate Secretary, and at least a majority of the members of the Board of Directors of **HARBOR STAR SHIPPING SERVICES, INC.** hereby certify that:

1. On 10 May 2012, at separate meetings at the principal office of the Corporation, the Corporation's Board of Directors, by a majority vote of its members, and the stockholders, by affirmative vote of two-thirds (2/3) of the outstanding capital stock of the Corporation, approved the to amend the following provisions and adopted the following resolutions:

**1.1 Increase in the Number of Directors**

***“RESOLVED,** That Article Sixth of the Articles of Incorporation be amended to reflect the increase in the number of directors from five (5) to seven (7);*

***“RESOLVED FINALLY,** That the President and the Corporate Secretary be authorized to sign, execute and deliver any and all documents and deeds, and to perform all such acts which may be necessary to give effect to the foregoing resolutions.”*

**1.2 Increase of Authorized Capital Stock and Declaration of Stock Dividends**

***“RESOLVED,** That the Article Seventh of the Articles of Incorporation be amended to reflect the increase of authorized capital stock from One Billion Pesos (₱1,000,000,000.00) divided into One Billion (1,000,000,000) shares with a par value of One Peso (₱1.00) per share to One Billion Five Hundred Million Pesos (₱1,500,000,000.00) divided into One Billion Five Hundred Million (1,500,000,000) shares with a par value of One Peso (₱1.00) per share;*



**“RESOLVED FURTHER,** That the increase of the authorized capital stock of the Corporation be funded by the declaration of One Hundred Forty Three Million Six Hundred Thirty Six Thousand Five Hundred Eighty (143,636,580) common shares as stock dividends with an aggregate par value of One Hundred Forty Three Million Six Hundred Thirty Six Thousand Five Hundred Eighty Pesos (P143,636,580.00);

**“RESOLVED FURTHER,** That the stock dividends be declared in favor of the Corporation’s stockholders as of record date of 1 May 2012, to be paid in full out of the Corporation’s unrestricted retained earnings as of One Hundred Forty Three Million Six Hundred Thirty Six Thousand Five Hundred Eighty Pesos (P143,636,580.00) based on its Audited Financial Statements as of 31 December 2011;

**“RESOLVED, FINALLY,** That the President, the Corporate Secretary and the Treasurer be, as they are hereby authorized, to sign execute and deliver any and all documents, instruments and deeds and to perform all such acts which may be necessary to give effect to the foregoing resolutions.”

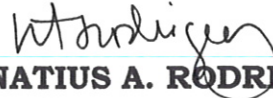
1.3 Denial of the Pre-Emptive Rights

**“RESOLVED,** That Article Seventh of the Articles of Incorporation be amended to delete the Pre-Emptive Rights of stockholders;

**“RESOLVED FINALLY,** That the President and the Corporate Secretary be authorized to sign, execute and deliver any and all documents and deeds, and to perform all such acts which may be necessary to give effect to the foregoing resolutions.”


2. The copy of the Corporation’s Amended Articles of Incorporation attached hereto as Annex “A” is a true and correct copy of the Corporation’s Amended Articles of Incorporation and reflect the foregoing amendment thereto.

**IN WITNESS WHEREOF**, we have hereunto signed this Certificate this 31<sup>st</sup> day of July 2012 at Makati City.




**IGNATIUS A. RODRIGUEZ**  
Secretary of the  
Stockholders' Meeting/ Director  
T.I.N. 123 199 139

**ATTEST:**



**Geronimo P. Bella, Jr.**  
Chairman of the Stockholders'  
Meeting/Director  
T.I.N. 138 640 367



**Ricardo Rodrigo P. Bella**  
Director  
T.I.N. 162 916 129



**Damian L. Carlos**  
Director  
T.I.N. 144 179 558

**ACKNOWLEDGMENT**

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

**SUBSCRIBED AND SWORN** to before me, this **31<sup>st</sup> day of July 2012** at Makati City, affiants exhibiting to me the following:

Name	T.I.N. No.	Community Tax Certificate	Date/Place of Issue
Ignatius A. Rodriguez	123 199 139	06996453	12 January 2012/Makati
Geronimo P. Bella, Jr.	138 640 367	36462795	3 January 2012/Makati
Ricardo Rodrigo P. Bella	162 916 129	06982752	5 January 2012/Makati
Damian L. Carlos	144 179 558	01006301	31 July 2012/Manila

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my notarial seal on the date and place first above written.

Doc. No. 407;  
Page No. 1;  
Book No. 10;  
Series of 2012

Harbor Star\_DirCert-A01[no ACS]/ACC Cert[ACCflashdrive-2012]

**ATTY. JOEL G. GORDOLA**  
**NOTARY PUBLIC**  
**NOTARIAL COMMISSION NO. 056**  
**COMMISSION EXPIRES DEC. 31, 2012**  
**PTR NO. 6010756, 1/03/2012, Q.C.**  
**IBP NO. 823224 DEC. 2, 2011, Q.C.**  
**ROLL OF ATTORNEY NO. 25103**