



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

S.E.C. Reg. No.

A1996 **02982**

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:


WHEREAS, Articles of Incorporation and By-Laws duly signed and acknowledged for the organization of the

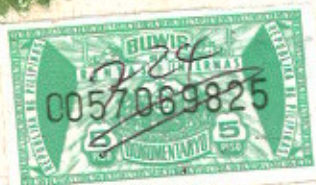
AUSTRALASIAN PHILIPPINES MINING, INC.

under and in accordance with the provisions of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and the Foreign Investments Act of 1991, approved on June 13, 1991, were presented for filing in this Commission on July 22, 1996 and copies of said Articles and By-Laws are hereto attached.

NOW, THEREFORE, by virtue of the powers and duties vested in me by law, I do hereby certify that the said Articles of Incorporation and By-Laws were, after due examination to determine whether they are in accordance with law, duly registered in this Commission on the 24th day of July, Nineteen Hundred and ninety-six.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro Manila, Philippines, this 24th day of July, nineteen hundred and ninety-six.


Eloisa C. Gloria
FE ELOISA C. GLORIA
Associate Commissioner



APPLICATION TO DO BUSINESS
UNDER THE FOREIGN INVESTMENTS
ACT OF 1991 (Republic Act No. 7042)

AUTRALASIAN PHILIPPINES MINING, INC.
(name of corporation)

hereby applies for authority to do business under the Foreign Investments Act of 1991 and submits the following statement and accompanying documents.

1. That the applicant is a corporation in the process of registration with this Commission and intends to operate a:

- (☒) domestic market enterprise *
() export enterprise **

* "Domestic Market-Enterprise"-- an enterprise which produces goods for sale, or renders services to the domestic market entirely or if exporting a portion of its output fails to consistently export at least sixty percent (60%).

** "Export-Enterprise"-- an enterprise wherein a manufacturer, processor or service (including tourism) enterprise exports sixty percent (60%) or more of its output, or wherein a trader purchases products domestically or exports sixty percent (60%) or more of such purchases.

2. That the primary purpose of said corporation is to render exploration and other related services as well as all aspects of technical, engineering and management services to individuals, partnerships, associations and corporations engaged in mining or, in any manner, in the acquisition, conveyance, storage, marketing, processing, refining and distribution of minerals; to extend financial assistance to local mining enterprises or corporations; to extend financial assistance to local mineral exploration enterprises and mineral tenement owners through service contracts without engaging in financing activity as defined in Republic Act No. 5980 and to provide technical and managerial services in the execution of such exploration activities as prospecting, geo-technical surveying, drilling, boring, tunneling, bulk sampling, metallurgical testing and other studies in evaluating the development potential of metal and mineral deposits of all kinds; to acquire an interest in such enterprise or corporation to the extent allowed by law; to enter into contracts with local mineral tenement owners, mineral exploration enterprises in connection with the above activities; and to enter into agreements with the President of the Philippines or other agencies of the Philippine government to provide financial assistance for large scale exploration, development and utilization of minerals, petroleum and other mineral oils pursuant to the provisions of Republic Act no. 7942 otherwise known as the "Philippine Mining Act of 1995" and its amendments, if any.

3. That the business address of the corporation is at c/o 3/F, Chemphil Building, 851 A. Arnaiz Avenue, Makati City, Metro Manila, Philippines.

4. That the authorized capital stock, outstanding and paid-up capital of the applicant are as follows:

AUTHORIZED
500,000.00 shares

OUTSTANDING
132,500 shares

PAID-UP
₱ 132,500.00

5. That Ninety-nine percent (99%) of the outstanding capital stock have been subscribed by non-Philippine nationals.

6. That the alien subscriber(s) of the applicant who are stockholders/partners of an existing corporation/partnership in the Philippines which is engaged in the same line of business as that of the applicant are as follows: NONE

NAME	NAME OF CORPORATION/ PARTNERSHIP	PERCENTAGE OF SHARE HOLDINGS	NO. OF DIRECTORS
<u>N/A</u>	<u>N/A</u> (Please use additional sheet if necessary)	<u>N/A</u>	<u>N/A</u>

7. That if the applicant shall operate as an export enterprise, N/A

(a) will it utilize raw materials from depleting natural resources? N/A

() yes () no

(b) the applicant undertakes to export at least 60% of its total sales as follows: * N/A

Year	Products	Total Projected Sales Volume/Value	Domestic Sales	Export Sales	Export %
------	----------	--	-------------------	-----------------	-------------

<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
------------	------------	------------	------------	------------	------------

(Please use additional sheet if necessary)

* Please use value in case of products of different kinds and characteristics as well as to those of the same kind but with various categories using different unit of measurement, volume in case of products of the same kind or category using a common unit of measurement.

8. That the Corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to the use thereof or such name is deceptively or confusingly similar to one which has prior right.

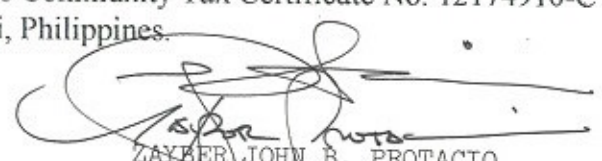
IN WITNESS WHEREOF, I, the authorized representative of the applicant corporation, hereby signs this application this 11th day of July 1996 in Makati City, Metro Manila, Philippines.


SIMEON KEN R FERRER
Treasurer

SUBSCRIBED AND SWORN to before me this 11th day of July 1996 at City of Makati, Philippines, affiant exhibiting to me his Community Tax Certificate No. 12174910-C issued on 14 February 1996, at Makati, Philippines.

Doc. No.: 111
Page No.: 24
Book No.: IV
Series of 1996.




ZAYBER JOHN B. PROTACIO
Notary Public
Until December 31, 1997
PTR No. 0302525; 1/18/96
Makati, Metro Manila

ARTICLES OF INCORPORATION

OF

AUSTRALASIAN PHILIPPINES MINING, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, majority of whom are 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: That the name of the said corporation shall be:
" AUSTRALASIAN PHILIPPINES MINING, INC."

SECOND: That the purpose for which the said Corporation is formed is:

Primary Purpose

To render exploration and other related services as well as all aspects of technical, and management services to individuals, partnerships, associations and corporations engaged in mining or, in any manner, in the acquisition, conveyance, storage, marketing, processing, refining and distribution of minerals; to extend financial assistance to local mining enterprises or corporations; to extend financial assistance to local mineral exploration enterprises and mineral tenement owners through service contracts without engaging in financing activity as defined in Republic Act No. 5980 and to provide technical and managerial services in the execution of such exploration activities as prospecting, geo-technical surveying, drilling, boring, tunneling, bulk sampling, metallurgical testing and other studies in evaluating the development potential of metal and mineral deposits of all kinds; to acquire an interest in such enterprise or corporation to the extent allowed by law; to enter into contracts with local mineral tenement owners, mineral exploration enterprises in connection with the above activities; and to enter into agreements with the President of the Philippines or other agencies of the Philippine government to provide financial assistance for large scale exploration, development and utilization of minerals, petroleum and other mineral oils pursuant to the provisions of Republic Act no.

7942 otherwise known as the "Philippine Mining Act of 1995" and its amendments, if any.

Secondary Purposes

In furtherance of its primary purpose, the Corporation shall have the following incidental powers:

- a) To acquire by purchase, lease, or contract allowed by law, any and all real and personal properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange or otherwise dispose of the whole or any part thereof without, however, engaging in the subdivision business;
- b) To borrow or raise money for any of the purposes of the Corporation, and from time to time subject to the limitations of the law, to draw, make, accept, endorse, transfer, assign, execute and issue promissory notes, drafts, bill of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidence of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfers, assign, deliver, mortgage or pledge all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation or its duly authorized officers or agents shall determine and as may be permitted by law;
- c) Insofar as may be permitted by law, to purchase, or otherwise acquire the stocks, bonds or other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange thereof in cash, or otherwise; to hold or own, use, sell, deal in, dispose of, and turn to account any such stocks, bonds or other securities, and while the owner or holder thereof, to exercise all the rights and powers of ownership, including the right to vote thereon for any purpose;
- d) Insofar as may be permitted by law, to do any acts or things necessary or useful for the protection, development, improvement or operation of any person, corporation, association, firm or entity in or with which the Corporation has any interest of any kind, whether as stockholder or manager;
- e) to purchase, hold, cancel, reissue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of

Directors shall determine; provided that the Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital stocks, except to the extent permitted by law;

- f) To merge, consolidate, combine or amalgamate with any corporation, firm, association or entity heretofore or hereafter created in such manner as may be permitted by law;
- g) To acquire, take over, hold and control all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or corporation, whether domestic or foreign, and whether as a going concern or not, engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purpose of the Corporation, and to pay for the same in cash or in stocks, bonds or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof;
- h) Within the limits prescribed by law, to organize or cause to be organized under the laws of the Republic of the Philippines or any other state, territory, nation, province or government, corporations, associations, firms or entities for the purpose of accomplishing any or all of the objects for which the Corporation is organized; to dissolve, wind up, liquidate, merge, consolidate, combine or amalgamate with any such corporation or corporations, association, firms or entities, or to cause the same to be dissolved, wound up, liquidated, merge, consolidated, combined or amalgamated;
- i) To carry out the above-mentioned purpose as principal, agent, factor, licensee, concessionaire, contractor or otherwise either alone or in conjunction with any other person, firm, association, corporation or entity, whether domestic or foreign;
- j) to enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or dependency thereof, to obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to

obtain, and to carry out, perform or comply with such contracts, or arrangements and exercise any such rights, privileges and concessions; and

- k) To do and perform all acts and things necessary, suitable or proper for the accomplishment of the purpose hereinabove stated or which shall at anytime appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Republic of the Philippines in general and upon domestic corporations of like nature in particular.

THIRD: That the place where the principal office of the Corporation is to be established or located is in Metro Manila, Philippines.

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

FIFTH: That the names, nationalities and residence of the incorporators of said Corporation are as follows:

Name	Nationality	Residence
Marianne M. Manzanias	Filipino	3318 Apitong Street, Parañaque, Metro Manila, Philippines
Ethelwoldo E. Fernandez	Filipino	No. 9, 7th Street, Beverly Hills Subdivision, Taytay Rizal, Philippines.
Simeon Ken R. Ferrer	Filipino	29 La Maison Townhomes Katipuan Avenue, Quezon City, Philippines.
Jocelyn Sanchez-Salazar	Filipino	19 Mahabangin Street, Teacher's Village, Quezon City, Philippines.
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Almanza, Las Piñas, Metro Manila, Philippines.

SIXTH: That the number of directors of said Corporation shall be FIVE (5) 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
Marianne M. Manzanias	Filipino	3318 Apitong Street, Parañaque, Metro Manila, Philippines
Ethelwoldo E. Fernandez	Filipino	No. 9, 7th Street, Beverly Hills Subdivision, Taytay Rizal, Philippines.

Simeon Ken R. Ferrer	Filipino	29 La Maison Townhomes Katipuan Avenue, Quezon City, Philippines.
Jocelyn Sanchez-Salazar	Filipino	19 Mahabangin Street, Teacher's Village, Quezon City, Philippines.
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Almanza, Las Piñas, Metro Manila, Philippines.

SEVENTH: That the authorized capital stock of said Corporation is PESOS: FIFTY MILLION & 00/100 (P50,000,000.00) Philippine Currency, and said capital stock is divided into FIVE HUNDRED THOUSAND (500,000.00) shares with a par value of PESOS: ONE HUNDRED & 00/100 (P100.00) each.

EIGHT: That the amount of said capitals stock which as been actually subscribed is PESOS: THIRTEEN MILLION TWO HUNDRED FIFTY THOUSAND & 00/100 (P13,250,000.00) Philippine Currency and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

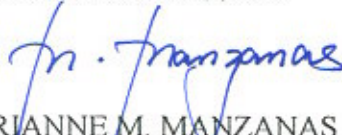
Name	No. of Shares Subscribed	Amount of Shares Subscribed
Marianne M. Manzanans	1	P 100.00
Ethelwoldo E. Fernandez	1	100.00
Simeon Ken R. Ferrer	1	100.00
Jocelyn Sanchez-Salazar	1	100.00
Marizel Gacutan	1	100.00
Climax Mining Limited	<u>132,495</u>	<u>13,249,500.00</u>
TOTAL	132,500	P13,250,000.00

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	NOTICE	Amount Paid
Marianne M. Manzanans	FILIPINO	100.00
Ethelwoldo E. Fernandez	FILIPINO	100.00
Simeon Ken R. Ferrer	FILIPINO	100.00
Jocelyn Sanchez-Salazar	FILIPINO	100.00
Marizel Gacutan	FILIPINO	100.00
Climax Mining Limited	AUSTRIAN	<u>13,249,500.00</u>
TOTAL		P13,250,000.00

TENTH: That Mr. Simeon Ken R. Ferrer has been elected by the subscribers as Treasurer-in-Trust of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-Laws; and that, as such Treasurer, he has been authorized to receive for the Corporation, and to issue in its name receipts for, all subscriptions paid by the subscribers.

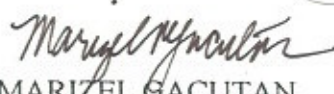
IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of July 1996 at Makati, Metro Manila, Philippines


MARIANNE M. MANZANAS
TIN: 131-272-167

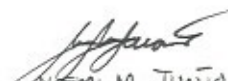

ETHELWOLDO E. FERNANDEZ
TIN: 106-169-268


SIMEON KEN R. FERRER
TIN: 116-283-788


JOCELYN SANCHEZ-SALAZAR
TIN: 116-284-999


MARIZEL GACUTAN
TIN: 173-119-838

Witnesses:


NOEMI M. TUANO


CONCEPCION D. QUINTERO

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES }
CITY OF MAKATI } §§

BEFORE ME, a Notary Public in and for the City of Makati, personally appeared the following persons and presenting their respective Community Tax Certificates, to wit:


Name	CTC Number	Date/Place of Issue
Marianne M. Manzanias	14239312-D	2-29-96; Makati, Philippines
Ethelwoldo E. Fernandez	12174899-C	2-14-96; Makati, Philippines
Simeon Ken R. Ferrer	12174910-C	2-14-96; Makati, Philippines
Jocelyn Sanchez-Salazar	12174895-C	2-14-96; Makati, Philippines
Marizel Gacutan	12174916-C	2-14-96; Makati, Philippines

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

The above-mentioned persons, together with their two (2) instrumental witnesses, have affixed their respective signatures on each and every page of the aforesaid document, including this page whereon the Acknowledgment is found, consisting of Six (6) pages.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first abovewritten.

Doc. No. 112
Page No. 24
Book No. IV
Series of 1996


ZAYBER JOHN B. PROTACIO
Notary Public
Until December 31, 1997
PTR# 0302525/1-18-96
Makati, Metro Manila

TREASURER'S AFFIDAVIT


REPUBLIC OF THE PHILIPPINES }
CITY OF MAKATI } §§

Simeon Ken R. Ferrer, being first duly sworn, deposes and states:

1. That he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of Australasian Philippines Mining, Inc. (the "Company"), to act as such until his successor has been duly elected and qualified in accordance with the By-Laws of the Company, and that as such Treasurer, he has been authorized by the subscribers to receive for the Company all subscriptions paid in by the subscribers;
2. That of the capital stock of the Company consisting of FIVE HUNDRED THOUSAND (500,000) shares with a par value of PESO: ONE HUNDRED & 00/100 (P100.00) Philippine Currency per share, ONE HUNDRED THIRTY TWO THOUSAND FIVE HUNDRED (132,500) shares worth PESOS: THIRTEEN MILLION TWO HUNDRED FIFTY THOUSAND & 00/100 (P13,250,000.00) Philippine Currency have been subscribed and fully paid in cash received by him for the benefit and to the credit of the Company;
3. That at least twenty-five percentum (25%) of the entire number of authorized shares of capital stock has been subscribed and that at least twenty-five percentum (25%) of such subscription has been actually paid up to him for the benefit and to the credit of the Company.
4. That the equivalent amount of at least DOLLARS: FIVE HUNDRED THOUSAND, (\$500,000.00) US Currency, have been remitted to qualify the Company to register under Republic Act No. 7042, otherwise known the Foreign Investment Act of the Philippines.


SIMEON KEN R. FERRER
Treasurer-in-Trust

SUBSCRIBED AND SWORN to before me this 19th day of July 1996 at the City of Makati, Philippines, affiant exhibiting to me his Community Tax Certificate No. 12174910-C issued on 14 February 1996, at Makati, Philippines.


ZAYBER JOHN B. PROTACIO
Notary Public
Until December 31, 1997
PTR No. 0302525; 1/18/96
Makati, Metro Manila

Doc. No.: 144
Page No.: 30
Book No.: IV
Series of 1996.

100 JUL 12 PM 11:24

BY - LAWS

OF

AUSTRALASIAN PHILIPPINES MINING, INC.

ARTICLE I

OFFICE

- 1.1 The office of the corporation shall be located at Metro Manila, Philippines.
- 1.2 The corporation may have other offices at such other places as the Board of Directors may from time to time designate, when the business of the corporation so requires.

ARTICLE 2

MEETING OF STOCKHOLDERS

- 2.1 **ANNUAL MEETING.** - The annual meeting of stockholders for the election of directors and the transaction of such other business as may be proper shall be held on the third Saturday of March of each year at the principal office of the corporation unless written notice of such meeting shall fix another place within Metro Manila, Philippines. Written notice of the time and place of such meeting shall be given either personally, or by mail to each stockholder of record at his/her last known address, duly posted by ordinary mail at least ten (10) days before the date of the meeting. Publication of the notice in newspapers shall not be necessary and shall not be required.

If, for any cause, the annual meeting of the stockholders for the election of the directors, shall not be held at the time fixed by these By-Laws, the directors then in office shall hold over until their successors shall have been duly elected and qualified. The new election may be held at any annual or special meeting called for the purpose.
- 2.2 **SPECIAL MEETINGS.** - Special meetings of the stockholders may be called by the President, or by the Secretary upon written demand by a majority of the Board of Directors, or by the owners of at least a majority of the outstanding capital stock entitled to vote, upon notice as provided in section 2.1 hereof, specifying the purpose or purposes of said meeting, except in cases of extreme urgency, in which event, notice to stockholders may be given either by telephone, telefax or telegram at least twenty four (24) hours before the meeting.
- 2.3 **PROXIES AND QUORUM.** - At all stockholders' meetings, stockholders of record may vote in person or by proxy duly given in writing, which must be deposited with the Secretary of the corporation for authentication and determination as to validity at least one (1) day before the scheduled date of the meeting. Except as otherwise provided by law, holders of the majority of the outstanding capital stock entitled to

vote attending such meeting, either in person or by proxy, shall constitute a quorum for the transaction of any lawful business. If no quorum is present at any meeting, the same shall be adjourned from time to time until such a quorum shall be obtained. Each share of stock shall be entitled to one (1) vote, except in the election of directors where cumulative voting shall be observed, and such vote(s) shall be cast by the registered holder thereof, either in person or by proxy.

ARTICLE 3

BOARD OF DIRECTORS

- 3.1. **QUALIFICATIONS AND ELECTIONS.** - The general management of the corporation shall be vested in a Board of FIVE (5) directors, who shall be stockholders of the corporation and who shall be elected annually by the stockholders and to serve as directors until the election and qualification of their successors.
- 3.2. **QUORUM.** - The directors shall act only as a Board, and the individual directors shall have no power as such. At least four (4) directors shall be necessary at all meetings to constitute a quorum for the transaction of any business, and every decision of at least three (3) directors duly assembled as a Board shall be valid as a corporate act, unless the law required a vote of a greater number.
- 3.3. **MEETINGS.** - (a) Immediately after the election of the members of the Board of Directors, they shall organize themselves by electing a Chairman of the Board and a President from among their members, though they may, at their discretion elect, only one member to serve as both Chairman of the Board and President of the corporation. They shall also elect the other officers of the corporation provided for in these By-Laws. The officers elected by such Board and those elected thereafter as provided herein shall hold office for one (1) year from the date of their election and until their successors are elected and qualified, unless any such officer is sooner removed by the Board.
- (b) Regular meetings of the Board of Directors shall be held on the last Saturday of each month at the principal office of the corporation whenever possible or at such other place and at such time as the Board may fix.
- (c) Special meetings may be held at any convenient time and place at the call of the Secretary upon the written request of at least two (2) directors. Notice of such meeting stating the purpose or purposes thereof shall be sent either personally or by telegram to each director at least twenty four (24) hours before the date of the meeting.
- 3.4. **POWERS.** - The Board of Directors shall have the general management of the business of the corporation and such powers and authorities as are herein stated in these By-Laws or by statutes of the Philippines expressly conferred upon it. Without prejudice to the general powers hereinabove conferred, the Board of Directors shall have the following express powers:
- (a) From time to time, to make and change the rules and regulations not inconsistent with these By-Laws for the management of the corporation's business and officers;

- (b) To purchase or otherwise acquire for the corporation rights and privileges which the corporation is authorized to acquire at such price and on such terms and conditions and for such consideration as it shall from time to time see fit;
 - (c) To pay for any property or rights acquired by the corporation or to discharge obligations of the corporation either wholly or partly in money or in stock, bonds, debentures or other securities of the corporation;
 - (d) To borrow money for the corporation and to create, make and issue mortgages, bonds, deeds of trust and negotiable instruments or securities secured by mortgage or pledge of property belonging to the corporation;
 - (e) To create such positions or offices as the needs of the business of the corporation shall require;
 - (f) To delegate, from time to time, any of the delegable powers of the Board of Directors in the course of the current business or businesses of the corporation to any standing committee or to any officer or agent, with such powers (including the power to sub-delegate) and upon such terms and conditions as may be deemed fit.
- 3.5. VACANCIES. - Should the position of any director become vacant by reason of death or resignation except by removal or expiration of the term, the vacancy shall be filled by the majority vote of the remaining directors, if still constituting a quorum; otherwise, said vacancy shall be filled by the stockholders owning at least the majority of the outstanding capital stock entitled to vote in a regular or special meeting called for such purpose. The director(s) so elected to fill the vacancy/ies shall serve for the unexpired term of the director(s) replaced.
- 3.6 DIRECTORS' COMPENSATION. - Fair compensation (other than *per diems*) may be granted to directors by the vote of stockholders representing at least a majority of the outstanding capital stock entitled to vote at a regular or special stockholders' meeting.
- 3.7 MINUTES. - Minutes of all meetings of the Board of Directors shall be kept and carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

ARTICLE 4

OFFICERS OF THE CORPORATION

- 4.1 OFFICERS. - The officers of the corporation shall consist of a Chairman of the Board, President, one or more Vice-Presidents for specific purposes as determined by the Board of Directors, a Treasurer and a Secretary. These officers shall hold office for one (1) year and until their successors shall have been duly elected and qualified. all other executive officers appointed by the Board of the Directors shall hold office at the pleasure of, and until relieved by the Board. Except for the Chairman of the Board and the President, all other officers of the corporation need not be members of the Board of Directors. The Board may create such offices and appoint such officers and agents as it may deem necessary to efficiently carry out the programs and objectives of the corporation.
- 4.2 CHAIRMAN OF THE BOARD; POWERS AND DUTIES. - The Chairman of the Board, who shall be a member of the Board of Directors, shall preside at all

meetings of the Board of Directors. However, in his absence or disability to do so, the President shall act as the Chairman. He shall also have such other powers and duties as stated elsewhere in these By-Laws and as the Board of Directors may assign to him.

- 4.3 **PRESIDENT; POWERS AND DUTIES.** - The President elected by the Board of Directors from among its members, shall preside at all meetings of the stockholders. In his absence, the Board of Directors shall designate one of them to preside at the stockholders' meetings. He shall have general supervision and control of all the affairs of the corporation; he shall sign all contracts and other instruments to which the corporation is a party; he shall sign the certificates of stock; he shall make reports to the Board of Directors and stockholders; he shall see to it that the resolutions of the Board of Directors are duly executed and carried out; and he shall perform all such other duties as are incident to his office or are properly required of him by the Board of Directors.
- 4.4 **VICE PRESIDENTS; POWERS AND DUTIES.** - The Vice Presidents shall also have such powers and shall perform such duties as the Board of Directors and/or the President may, from time to time, assign to them.
- 4.5 **TREASURER; POWERS AND DUTIES.** - The Treasurer shall have custody of all moneys, securities and values of the corporation, which may come into his/her possession and shall deposit them in any banking institution which the Board of Directors may designate. Such moneys, securities and values of the corporation shall be subject to withdrawals only by checks or other written demands of the corporation, signed by the Treasurer and/or other officer or officers as may be determined by the Board. He shall perform all other duties incident to his office, and all that may be required of him by the Board.
- 4.6 **SECRETARY; POWERS AND DUTIES.** - The Secretary, who shall be a citizen and a resident of the Philippines, shall issue all notices of all meetings; shall keep the minutes thereof; shall have charge of the seal and the corporate books; shall countersign the certificates of stocks and such other instruments requiring his signature; shall verify the correctness and validity of proxies and voting trust agreements; shall keep and preserve up-to-date specimen signature cards of all the stockholders of record; and shall make such reports and perform such other duties as are incident to his office or conferred upon him by the Board.

ARTICLE 5

SHARES OF STOCK AND STOCK CERTIFICATES

- 5.1 **STOCK CERTIFICATES.** - Every stockholder for fully paid shares shall be entitled to a certificate or certificates, signed by the President or any other person acting in his stead, and sealed by the Secretary with the corporate seal certifying to the number of shares owned by each stockholder. Each certificate shall state, among other things, the amount of the capital stock of the corporation and the par value of the shares. All certificates shall be issued and numbered in the order of their issuance. Lost certificates may be substituted pursuant to section 73 of *Batas Pambansa Bilang 68*.
- 5.2 **TRANSFER OF SHARES.** - Transfer of shares shall be made on the books of the corporation only upon the surrender of the certificate covering the shares being transferred, which surrendered certificate shall thereupon be canceled by the Secretary and pasted or attached to the stub thereof in the certificate book.

ARTICLE 6

DIVIDENDS, FINANCE AND FISCAL YEAR

- 6.1 DIVIDENDS. - The Board of Directors may declare dividends from the surplus profits arising from the business of the corporation. Stock dividends shall be declared in accordance with law. No dividend shall be declared that will impair the capital of the corporation.
- 6.2 CORPORATE FUNDS. - The moneys of the corporation shall be deposited in the name of the corporation in such banking institutions as the Board of Directors shall designate, and shall be withdrawn only by checks, drafts, notes, or other instruments signed by the Treasurer and/or other officers and/or other persons designated by resolution of the Board of Directors.
- 6.3 FISCAL YEAR. - The fiscal year of the corporation shall commence on 01 July and terminate on 30 June of the following year.

ARTICLE 7

CORPORATE SEAL


- 7.1 CORPORATE SEAL. - The Board of Directors shall provide a suitable seal containing the name of the corporation and the date of its incorporation, which seal shall be under the custody of the Secretary.


ARTICLE 8

AMENDMENT

- 8.1 AMENDMENTS. - The Board of Directors by a majority vote thereof, and the owners of at least a majority of the outstanding capital stock entitled to vote of the corporation, at a regular or special meeting duly called for the purpose, may amend or repeal these By-Laws or any of its amendments or adopt new By-Laws, provided, however, that the owners of two thirds (2/3) of the outstanding capital stock entitled to vote may delegate to the Board of Directors the power to amend or repeal these By-Laws and any of its amendments or adopt new By-Laws; provided, further, that any power delegated to the Board of Directors to amend or repeal these By-Laws or any of its amendments or adopt new By-Laws shall be considered revoked whenever stockholders owning or representing a majority of the outstanding capital stock entitled to vote shall so vote at a regular or special meeting.

WHEREFORE, We, the undersigned, being the holders/owners of all the outstanding capital stock of the corporation, hereby adopt the foregoing By-Laws this 11th day of July 1996, at Makati, Metro Manila.


MARIANNE M. MANZANAS


SIMEON KEN R. FERRER

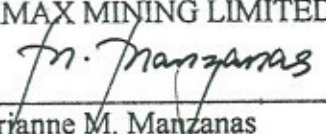

ETHELWOLDO E. FERNANDEZ


JOCELYN SANCHEZ-SALAZAR


MARIZEL GACUTAN

CLIMAX MINING LIMITED

By:


Name: Marianne M. Manzanias

18 July 1996

MESSRS. SECURITIES AND EXCHANGE COMMISSION
Office of the Chair
EDSA, Mandaluyong City
Metro Manila

Gentlemen:

RE: Undertaking to Change Corporate Name of
Australasian Philippines Mining, Inc.

I, SIMEON KEN R. FERRER, named in the foregoing Articles of Incorporation as Treasurer of Australasian Philippines Mining, Inc. (the "Company"), on behalf of the incorporators and stockholders of the Company, hereby manifest our willingness to change the corporate name of the Company in the event that another person, firm or entity has acquired a prior right to the use of its aforesaid corporate name, or that should its corporate name be later found to be deceptively or confusingly similar to the name of another person, firm or entity.


Very truly yours,


SIMEON KEN R. FERRER
Treasurer-in-Trust

REPUBLIC OF THE PHILIPPINES }
CITY OF MAKATI }§§

SUBSCRIBED AND SWORN to before me this 19th day of July 1996 at the City of Makati, Philippines, affiant exhibiting to me his Community Tax Certificate No. 12174910-C issued on 14 February 1996, at Makati, Philippines.

Doc. No. : 143
Page No. : 30
Book No.: IV
Series of 1996.


ZAXBER JOHN B. PROTACIO
Notary Public
Until December 31, 1997
PTR No. 0302525; 1/18/96
Makati, Metro Manila

