



21 January 2010

**Philippine Stock Exchange**

Disclosures Department  
4/F, Philippine Stock Exchange Inc., PSE Centre  
Exchange Road, Ortigas Center  
Pasig City, Metro Manila

Attention : **MS. JANET A. ENCARNACION**  
Head-Disclosure Department

Subject : Roxas Holdings, Inc.

Gentlemen:

Please be informed that the Securities and Exchange Commission (SEC), in a Certificate of Filing of Amended Articles of Incorporation dated 18 January 2010, approved the amendment of Article 1 of the Articles of Incorporation of the corporation changing the name of the corporation from Roxas Holdings, Inc. to Roxas Holdings, Inc. doing business under the name and style of CADP GROUP.

Very truly yours,

**FLORENCIO M. MAMAUAG, JR.**  
VP Legal & Assistant Corporate Secretary



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

COMPANY REG. NO. PW-15

**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

**ROXAS HOLDINGS, INC.**  
doing business under the name and style of  
**CADP GROUP**  
(Formerly: ROXAS HOLDINGS, INC.)  
(Amending Article I thereof.)

copy annexed, adopted on October 12, 2009 by majority vote of the Board of Directors and on November 25, 2009 by the vote of the stockholders owning or representing more than two-thirds 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, 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 18<sup>th</sup> day of January, Twenty Ten.



  
**BENITO A. CATARAN**  
Director  
Company Registration and Monitoring Department



# COVER SHEET

1 5 - A  
S.E.C. Registration Number

R O X A S H O L D I N G S , I N C .  
(Company's Full Name)

6 F C G B U I L D I N G 1 0 1 A G U I R R E  
S T . , L E G A S P I V I L L A G E  
M A K A T I C I T Y  
(Business Address : No. Street/City/Province)

FLORENCIO M. MAMAUAG, JR.  
Contact Person

8108901  
Company Telephone Number

0 6 3 0  
Month Day  
Fiscal year

Amendment of Articles of  
Incorporation

11 2 5  
Month Day  
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

RECORDS  
LCU: 7-1-5-10  
LCU

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

Print Finish



Republic of the Philippines  
SECURITIES AND EXCHANGE COMMISSION

### Reservation Payment Confirmation

This certifies that the name **ROXAS HOLDINGS INC. DOING BUSINESS UNDER THE NAME AND STYLE OF CADP GROUP** has been reserved from **October 12, 2009 to January 10, 2010**.

Reference Reservation Number (RRN): **RRN20091012141128749**

Type of Industry: **Financial Holding Company Activities**

**Breakdown of Fees:**

Reservation Fee: **Php 120.00**

**TOTAL: Php 120.00**

**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.

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AMENDED ARTICLES OF INCORPORATION OF

**ROXAS HOLDINGS INC.**  
**doing business under the name and style of**  
**CADP GROUP**  
**(Formerly: Roxas Holdings Inc.)**

KNOW ALL MEN BY THESE PRESENTS:

That we, residents of the Philippines, have voluntarily met on this day with the purpose of forming a corporation subject to the laws of the Philippines and do hereby certify that:

1. The name of the Corporation is **ROXAS HOLDINGS INC. doing business under the name and style of CADP GROUP.**\*

2. The Corporation is formed for the following purposes:

(a) To purchase, hold, pledge, transfer, sell or otherwise dispose of or deal in shares of capital stock, bonds, debentures, notes or other securities or evidences of indebtedness or any such securities held by it and to do any and all acts and things tending to increase the value of the Corporation; to issue bonds and secure the same by pledge or deed of trust of or upon any part of such securities or other property held or owned by the Corporation and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporate business; to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities; to exercise any and all rights and privileges of ownership thereof; to borrow and negotiate all loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities; to issue on commission, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds obligations and securities of any government, authority or company in which the Corporation has lawful interest; to promote, subsidize and assist companies or form and enter into partnerships of all kinds; to carry on and undertake any business undertaking, transaction or operation commonly carried in or undertaken by promoters, concessionaires, contractors, commercial brokers, and commission merchants and other incidental business which may seem to the Corporation convenient to carry on in connection with the foregoing, or calculated directly or indirectly to enhance the value of or render profitably any of the Corporation's property or rights, without however engaging in stock brokerage, dealership in securities and management of funds, portfolio and all similar assets of the managed corporations;

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\* As amended during the special meeting of the Board of Directors on 12 October 2009 and ratified during the regular meeting of the stockholders on 25 November 2009.

## SECONDARY PURPOSES

- (b) to purchase, manufacture, produce, refine, prepare, import, export, sell and generally to deal in sugar, sugar cane, molasses, syrups and glucose and all products and by-products thereof and other related products, including but not limited to food, liquor and medical products;
- (c) to acquire, construct and operate sugar and other refineries, buildings, mills, factories, distilleries and other works;
- (d) to construct, maintain and operate fertilizer factories to promote the planting and cultivation of sugar cane;
- (e) to acquire and maintain ships, trucks and railroad cars for the transport of its products, raw materials and equipment;
- (f) to establish an electricity plant and ice plant, for its own use and to provide electricity and ice to the municipalities adjacent to its refineries, factories, mills or plants;
- (g) to purchase, acquire, control or lease land reasonably necessary for experimentation camps for the cultivation of sugar cane or to promulgate any of its purposes;
- (h) to purchase, acquire, construct or lease buildings, warehouses, roads, reservoirs and furniture or interests and participation in said work in conformity with law;
- (i) to acquire and operate hydraulic concessions for irrigation and other purposes of its own, for lighting system, in order to supply the municipalities adjacent to its refineries, factories, mills or plantations;
- (j) to put up gasoline or any other fuel stations, and sell oil, grease, tires (interior and exterior), spark plugs and other car and truck parts;
- (k) to engage in buy and sell of agricultural products of all kinds and all kinds of merchandise like gold, steel, chrome and all kinds of metals;
- (l) to put up plants wherein raw materials are made into useful items;
- (m) to acquire rights to mining and to dispose of the same according to the rules set by law;
- (n) to grant loans with or without interest under mortgage guarantee or without;

(o) to finance or advance the capital for the organization, development and operation of legal enterprises (businesses) under prudent conditions;

(p) to acquire stocks from other companies or other securities and sell the same under the limits set by law;

(q) to make investments of any kind in the Philippines, or abroad;

(r) to guarantee, solely or jointly, any debt, obligation or loan of any subsidiary, affiliate or any other related corporation or person, or mortgage, pledge or encumber the properties and assets of the Corporation for such purposes; and

(s) to do all and everything necessary, suitable and proper for the accomplishment attainment or furtherance of any of the purposes, objects or powers herein before set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incident or appurtenant to, or growing out of, or connected with, the aforesaid purposes or powers, or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized, and provided further that the funds of the Corporation shall not be invested in any other corporation or business, or for any purpose other than the purpose for which this Corporation has been organized unless the requirements of Section 42 of the Corporation Code have been complied with.

3. The principal office of the Corporation shall be in Metro Manila, Philippines.
4. The period within which this Corporation shall exist is 50 years from 01 November 1980.
5. The names and addresses of the founders of this Corporation are the following:

<u>Name</u>	<u>Address</u>
Ms. Carmen Gargollo Vda. de Roxas	General Solano 21, Manila
Ms. Margarita Roxas Vda. de Soriano	Nunez de Balboa 20, Madrid
Ms. Ramona Roxas de Fernandez	Perez 424, Manila
Mr. Antonio Roxas y Gargollo	General Solano 21, Manila
Mr. Enrique Roxas y Argellies	Place Pulvoise, San Juan deLuz, Francia
Mr. Andres Soriano y Roxas	Robert 201, Pasay
Mr. Alfonso Zobel y Roxas	M.H. del Pilar 973, Manila
Mr. Jose C. Zabarte	Bustillos 129, Manila

6. The number of directors of the Corporation shall be nine (9). The names and the residences of the directors who are serving until their successor are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Ms. Carmen Gargollo Vda. de Roxas	General Solano 21, Manila
Mr. Antonio Roxas y Gargollo	General Solano 21, Manila
Mr. Esteban Fernandez	Perez 424, Manila
Mr. Andres Soriano y Roxas	Robert 201, Pasay
Mr. Alfonso Zobel y Roxas	M.H. del Pilar 973, Manila
Mr. Jacobo Zobel y Roxas	El Hogar Bldg., Manila
Mr. Enrique Roxas y Argellies	Place Pulviose, San Juan de Luz, Francia

7. The authorized capital stock of the Corporation is One Billion Five Hundred Million Pesos (P1,500,000,000.00), Philippine Currency, divided into One Billion Five Hundred Million (1,500,000,000) shares of common stock with par value of One Peso (P1.00) per share.

No transfer of stock or interest therein which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall likewise be indicated in all stock certificates of the Corporation.

8. The stockholders of the Corporation shall have no pre-emptive right to subscribe to all issues or disposition of the shares of stock of the Corporation of any class, unless the Board of Directors decide otherwise for the best interest of the Corporation and its stockholders.
9. The amount of said capital originally subscribed is 17,600 shares of series "E", with par value of P5.00 per share, and the following persons subscribed to the number of shares and amount of capital listed beside their respective shares:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amt. of Capital Subscribed</u>
Ms. Carmen Gargollo Vda. de Roxas	Gen. Solano 21, Manila	2,516	P 12,580.00
Ms. Margarita Roxas Vda. de Soriano	Nunez de Balboa 20, Madrid	1,257	6,285.00
Ms. Ramona Roxas de Fernandez	Perez 242, Manila	1,257	6,285.00
Mr. Esteban Fernandez	Perez 242, Manila	1,257	6,285.00
Mr. Antonio Roxas	Gen. Solano 21, Manila	4,494	12,470.00
Mr. Andres Soriano y Roxas	Robert 210, Pasay, Rizal	1,257	6,285.00
Mr. Alfonso Zobel y Roxas	M.H. del Pilar, 973, Manila	2,514	12,570.00
Mr. Jacobo Zobel y Roxas	El Hogar Filipino Bldg., Manila	2,514	12,570.00
Mr. Enrique Roxas Argellies	San Juan de Luz, Francia	2,514	12,570.00
Mr. Jose C. Zabarte	Bustillos 192, Manila	20	100.00
T o t a l		17,600	P 88,000.00

10. The following persons paid according to the shares subscribed by them, in the amounts listed beside their names:

<u>Name</u>	<u>Address</u>	<u>Amt. Paid in the Subscriptions</u>
Ms. Carmen Gargollo Vda. de Roxas	Gen. Solano 21, Manila	₱ 3,145.00
Ms. Margarita Roxas Vda. de Soriano	Nunez de Balboa, 20 Madrid	1,571.25
Ms. Ramona Roxas de Fernandez	Perez 242, Manila	1,571.25
Mr. Esteban Fernandez	Perez 242, Manila	1,571.25
Mr. Antonio Roxas Gargollo	Gen. Solano 21, Manila	3,117.50
Mr. Andres Soriano y Roxas	Robert 201, Pasay, Rizal	1,571.25
Mr. Alfonso Zobel y Roxas	M.H. del Pilar, 973, Manila	3,142.50
Mr. Jacobo Zobel y Roxas	El Hogar Filipino Bldg., Manila	3,142.50
Mr. Enrique Roxas Argellies	San Juan de Luz, Francia	3,142.50
Mr. Jose C. Zabarte	Bustillos 192, Manila	25.00
T o t a l		₱ 22,000.00

11. Don Antonio Roxas Gargollo was elected by the subscribers as the Treasurer of the Corporation, to act as such until his successor is duly elected in accordance the statutes, and as Treasurer, is authorized to receive for the Corporation, all the subscriptions paid by the subscribers and issue receipts to them for the same.

IN WITNESS WHEREOF, we have signed this Certificate in Manila on March 23, 1937.

(SGD.) ANTONIO J. ROXAS  
Director

(SGD.) EDUARDO J. ROXAS  
Director

(SGD.) ANDRES SORIANO  
Director

(SGD.) ENRIQUE ZOBEL  
Director

(SGD.) JACOBO ZOBEL  
Director

(SGD.) W. L. BRAMWELL  
Director

(SGD.) J. P. SCHULTZ  
Director

(SGD.) J. DE MENDEZONA  
Director

DIRECTORS' CERTIFICATE  
OF THE AMENDMENT OF THE ARTICLES OF INCORPORATION OF  
ROXAS HOLDINGS INC.



KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being at least a majority of the members of the Board of Directors and the Assistant Corporate Secretary of ROXAS HOLDINGS INC. (the "Corporation"), do hereby certify that:

1. The amendment of the Articles of Incorporation of the Corporation was approved by the affirmative vote of at least a majority of the members of the Board of Directors during their special meeting on 12 October 2009 at Makati City, Metro Manila, and by the affirmative vote of the stockholders owning or representing more than two-thirds (2/3) of the outstanding capital stock of the Corporation during their regular meeting on 25 November 2009 at Makati City, Metro Manila.

2. The accompanying Amended Articles of Incorporation embodying the following amendment is true and correct:

1. The name of the Corporation is ROXAS HOLDINGS INC. doing business under the name and style of CADP GROUP.

IN WITNESS WHEREOF, the undersigned have signed these presents on 6 Jan. 2010 at Makati City, Metro Manila.

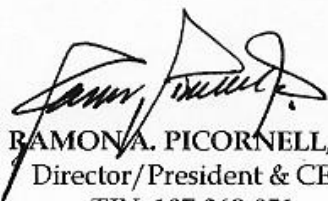
  
ANTONIO J. ROXAS  
Chairman Emeritus  
TIN: 104-738-157

  
PEDRO E. ROXAS  
Chairman  
TIN: 104-738-165

  
FRANCISCO F. DEL ROSARIO, JR.  
Vice-Chairman  
TIN: 119-180-704

  
BEATRIZ OLGADO ROXAS  
Director  
TIN: 218-112-191

  
**SANTIAGO R. ELIZALDE**  
Director  
TIN: 100-349-993

  
**RAMONA A. PICORNELL, JR.**  
Director/President & CEO  
TIN: 107-369-051

**GERONIMO C. ESTACIO**  
Director  
TIN: 120-147-604

  
**RAUL M. LEOPANDO**  
Director  
TIN: 108-737-232

  
**FLORENCIO M. MAMAUAG, JR.**  
Asst. Corporate Secretary  
TIN: 136-901-508

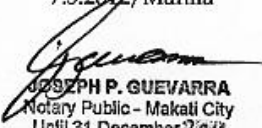
Signed in the Presence of:

 \_\_\_\_\_  \_\_\_\_\_

SUBSCRIBED AND SWORN to before me this 6 Jan. 2010, the affiants exhibited to me the following:

<u>Name</u>	<u>CTC No./ Issued On/At</u>	<u>Gov't. issued ID</u>
1. Antonio J. Roxas	00531970/2.28.2009/Makati	SS ID #03-0250433-0
2. Pedro E. Roxas	00531973/2.28.2009/Makati	SS ID #03-0250433-0
3. Francisco F. del Rosario, Jr.	13609021/1.4.2009/Pasig	SS ID #03-2336235-7
4. Santiago R. Elizalde	13291872/1.29.2009/Makati	SS ID #33-0098954-3
5. Ramon A. Picornell, Jr.	01822815/3.3.2009/Makati	PP# VV0388396/6.6.2007/Manila
6. Geronimo C. Estacio	25639340/3.17.2009/Muntinlupa	PP# UU0606952/2.16.2007/Manila
7. Raul M. Leopando	19036201/1.13.2009/Makati	LTO Lic.# N11-70-039039/ 11.20.2008 to 8.09.2011
8. Beatriz Olgado Roxas	00531972/2.28.2009/Makati	Spanish Passport No. A0065223800/ 8.8.2002 to 8.8.2012
9. Florencio M., Mamauag, Jr.	13416089/4.8.2009/Cabagan, Isabela	PP# VV0584226/7.5.2007 to 7.5.2012/Manila

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Book No. III  
Series of 2009.

  
**JOSEPH P. GUEVARRA**  
Notary Public - Makati City  
Until 31 December 2010  
@/F Cacho Gonzales Building  
101 Aguirre Street, Legaspi Village, Makati City  
PTR No. 1583518/January 15, 2009/Makati City  
IBP No. 776962/January 20, 2009/Makati City  
Appointment No. M-396  
Roll No. 52501

Republic of the Philippines )  
Makati City ) s.s.

**UNDERTAKING TO CHANGE NAME**

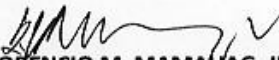
I, **FLORENCIO M. MAMAUAG, JR.**, of legal age, Filipino and with office address at 6<sup>th</sup> Floor Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, Makati City, after having been sworn to in accordance with law, hereby depose and state:

That I am the Assistant Corporate Secretary of **ROXAS HOLDINGS, INC. doing business under the name and style of "CADP GROUP"** which is in the process of amending its corporate name with the Securities and Exchange Commission.

That I, 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 custom or public policy.

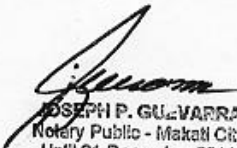
This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, I hereby signed this affidavit this 14<sup>th</sup> day of January, 2010 at Makati City.

  
**FLORENCIO M. MAMAUAG, JR.**  
(AFFIANT)

SUBSCRIBED AND SWORN to before me this 14<sup>th</sup> day of January, 2010, affiant exhibited his CTC No. 13416089 issued on 8 April 2009 at Cabagan, Isabela and Philippine Passport No. VV0584226 issued on July 5, 2007.

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Series of 2010.

  
**JOSEPH P. GUVARRA**  
Notary Public - Makati City  
Until 31 December 2011  
6/F Cacho Gonzales Building  
101 Aguirre Street, Legaspi Village, Makati City  
PTR No. 2092905 / 6 January 2010 / Makati City  
IBP No. 802685 / 16 December 2009 / Makati City  
Roll No. 52501