



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

COMPANY REG. NO. 36359

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

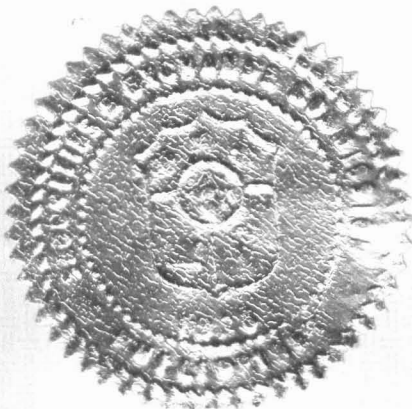
KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Amended By-Laws of

BASIC ENERGY CORPORATION

copy annexed, adopted on May 28, 2014 by majority vote of the Board of Directors and on July 10, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 10th day of September, Twenty Fourteen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

**A M E N D E D
BY – LAWS
OF**

BASIC ENERGY CORPORATION
(As amended on July 10, 2014)

ARTICLE I – MEETINGS

Section 1 – Annual Meetings. The annual meeting of the stockholders shall be every last Wednesday in the month of June or on such date and at such time and place as the Board of Directors may fix during its meeting to be held prior to June of each year. (As amended on July 10, 2014)

Section 2 – Special Meetings. Special Meeting of the stockholders may be called by the Chairman, or by order of the Board of Directors, whenever he or they shall deem it necessary, and it shall be the duty of the Chairman to order and call such special meetings whenever the stockholders of record of not less than one-fourth of the outstanding capital stock of the Corporation shall in writing so request.

Section 3 – Notice of Meetings. Notice of the time and place of holding any annual meeting, or any special meeting, of the stockholders, shall be given either by mailing the same enclosed in a postage prepaid envelope addressed to each stockholder on record entitled to vote at the address left by such stockholder with the Secretary of the Corporation, or at his last known post office address, or by delivering the same to him in person, at least fifteen (15) days before the date set for such meeting. Every stockholder shall furnish the Secretary with the address at which notices of meetings and all other corporate notices may be served upon or mailed to him, and if any stockholder shall fail to furnish such address, notices may be served to him by mail directed to him at his last known post office address. The notice of every special meeting shall state briefly the objects of the meeting, and no other business shall be transacted at such meeting except by consent of the stockholders of the Corporation owning the required number of shares entitled to vote. No notice of any meeting need be published in any newspaper. The stockholders of the Corporation entitled to vote may, by unanimous consent in writing, waive notice of the time, place and purpose of any meeting of stockholders and any action taken at a meeting held pursuant to such waiver shall be valid and binding.

Section 4 – Order of Business. The order of business of the annual meeting of the stockholders shall be as follows:

1. Proof of the required notice of the meeting.
2. Proof of the presence of a quorum.
3. Presentation and approval of minutes of previous meeting.
4. Presentation and approval of the Annual Report.

5. Ratification of all acts of the Board of Directors and Management.
6. Unfinished Business.
7. New Business.
8. Election of directors for ensuing year.
9. Appointment of External Auditors.
10. Other Matters.
11. Adjournment.

The order of business to be followed at any regular meeting may be changed by vote of majority in the interest of the stockholders entitled to vote, present or represented at such meetings.

The order of business to be followed at any special meeting may be determined by the presiding officer or by vote of the majority in the interest of the stockholders entitled to vote, present or represented at such meeting.

Section 5 – Voting at Stockholders' Meeting. At every meeting of the stockholders of the Corporation, every stockholder entitled to vote shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation provided, however, that in the case of the election of directors, every stockholder entitled to vote shall be entitled to cumulate his votes in accordance with the provisions of law in such case made and provided. Every stockholder entitled to vote at any meeting of the stockholders may so vote by proxy, provided that the proxy shall have been appointed in writing by the stockholder himself or his duly authorized attorney. The instrument authorizing a proxy to act shall be submitted to the Secretary at least ten (10) days prior to the date of the meeting.

Section 6 – Quorum. At any meeting of the stockholders, the holders of record for the time being of a majority of the stock of Corporation then issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum, for the transaction of business, and in the absence of a quorum, the stockholders attending or represented at the time and place at which such meeting shall be held or to which it may have been adjourned, or any officer entitled to preside such meeting or to act as secretary thereof may adjourn such meeting for a period not exceeding twenty days.

ARTICLE II BOARD OF DIRECTORS

Section 1 – Election, Qualification and Powers. The corporate powers of the Corporation shall be exercised, its business conducted, and its property controlled by its Board of Directors. The Board of Directors shall consist of eleven (11) members, but such number may be altered from time to time in accordance with law. Of the eleven (11) members of the Board of Directors, at least two (2) members shall be independent directors, provided that the Board of Directors may choose to have more independent directors. The members of the Board of Directors shall be chosen by the stockholders of the Corporation entitled to vote in accordance with law at the annual meeting and shall hold office for one year and until their successors are elected and shall have qualified.

Section 2 – Quorum. The directors shall act only as a board and the individual directors shall have no power as such. A majority of the entire membership of the Board of Directors at a meeting duly assembled, shall be necessary of a quorum so present shall be valid as a corporate act.

Section 3 – Place of Meeting and Offices. The Board of Directors shall have the power to hold its meetings, at such place or places as may be designated by it from time to time, and to have one more offices in or outside of the Philippines.

Section 4 – Election of Officers. The Board of Directors shall meet as soon as may be practicable after the annual meeting of stockholders, and elect officers for the coming year.

Section 5 – Regular and Special Meetings. The Board of Directors shall hold regular monthly meetings, at such time and places as the Board of Directors may prescribe. Special Meetings of the Board of Directors may be called by the Chairman, the President or by written request of two (2) directors. Notice of all regular and special meetings of the Board of Directors shall be mailed to each director at his last known post office address, or delivered to him personally, or left at his office, or transmitted by email, fax, telegraph or telephone at least two (2) days prior to the date fixed for the meeting. The meetings of the Board of Directors may be conducted through modern technologies such as, but not limited to, teleconferencing and videoconferencing as long as the director who is so taking part in said meeting can actively participate in the deliberations on matter taken up therein, provided that every director shall be so constructively present in at least twenty-five (25%) of the regular Board meetings and shall physically attend at least twenty-five percent (25%) of the regular Board meetings, provided further that the total required attendance of every director shall be at least fifty percent (50%) of the regular Board meetings convened during his term.

Section 6 – Vacancies. If any vacancy shall occur among the directors by death, resignation, or otherwise, such vacancy shall be filled by the remaining directors if any, constituting a quorum at any meeting at which a quorum shall be present, if not, any such vacancy may also be filled by the stockholders entitled to vote by ballot, at any meeting or adjourned meeting held during such vacancy provided the notice of the meeting shall have mentioned the purpose thereof. In case of a vacancy in the Board, the remaining directors shall continue to act, but if any time their number is reduced to less than a quorum, a special meeting of the stockholders entitled to vote shall be called to fill up the vacancies.

Section 7 – Special Powers. Without prejudice to the general powers conferred by any preceding clause and the other powers conferred by the Charter and by these By-Laws, it is hereby expressly declared that the Board of Directors shall have the following powers:

- a.) From time to time to make and change rules and regulations not inconsistent with these By-Laws, for the management of the Corporation's business and affairs;
- b.) To develop, organize and re-organize, monitor the implementation of, and review from time to time the corporate and organizational structures of the Corporation and its wholly-owned and controlled subsidiaries, in line with the Corporation's vision and objectives;
- c.) To purchase or otherwise acquire for the Corporation any property, rights, privileges or franchise which the Corporation is authorized to acquire at such price and on such terms and conditions and for such consideration as the Board shall from time to time see fit;
- d.) At the discretion of the board, to pay for any property, rights or franchises acquired by the Corporation or to discharge obligations of the Corporation, either wholly or partly in money or in stocks, bonds, debentures or other securities of the Corporation;

- e.) To create, make and issue mortgages, bonds, deeds of trust, trust agreements, and negotiable or transferable instruments and securities, secured by mortgage or otherwise , and to do every other act and thing necessary to effectuate the same;
- f.) To appoint in any person or persons to act and hold in trust for the company, any property belongings to the Corporation, or in which it is interested, or for any other Amended By-Laws purpose, and to execute and do all such duties and things as may be requisite in relation to any such trust;
- g.) From time to time, to provide for the management of the offices of the Corporation at home and abroad in such manner as the Board shall see fit, and particularly from time to time to delegate any of the powers of the Board in the course of the current business of the Corporation to any standing or special committee or to any officer or agent and to appoint any persons to be the agent of the Corporation with such powers (including the power to sub-delegate), and upon such terms as may be deemed fit;
- h.) To grant options to directors, key officers and employees and other persons as compensation for exemplary services or other duties or services rendered to the Corporation which the Board may deem fit in accordance with law;
- i.) To prescribe from time to time the powers and duties and fix the compensation of the officers, agents and employees of the Corporation in the management of its property and affairs where such powers and duties are not prescribed by these By-Laws.

Section 8 – Compensation. Directors of such, shall not receive any stated salary for their services, but by resolution of the Board of the Directors, a fixed sum and expenses of attendance, if any, may be allowed for the attendance at each regular or special meeting of the Board, provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. The Board of Directors may provide by resolution that a fixed sum and expenses of attendance, if any, may be allowed to the members of the Board committees and other special or standing committees created by the Board who attend regular or special meetings of such committees.

Section 9 – Other Committees. The Board of Directors shall constitute and organize the board Committees, namely: the Nominating Committee, the Compensation and Remuneration Committee and the Audit Committee, in accordance with applicable law and regulations. The Board of Directors may create and organize other committees, teams or groups with such powers and functions, as it may deem fit or necessary in the conduct of the business and affairs of the Corporation.

ARTICLE III

OFFICERS

Section 1 – Enumeration. The officers of the Corporation shall be a Chairman of the Board, one or two Vice-Chairmen of the Board, President, Executive Vice-President, Senior Vice-President, such number of Vice-Presidents and Assistant Vice-Presidents as the

Board of Directors may determine, Treasurer, Assistant Treasurer, Corporate Secretary and Assistant Corporate Secretary. All the officers shall be elected by the Board of Directors and except for the President, need not be members of the Board.

Section 2 – Election, Term and Vacancies. Officers shall be elected by the new Board of Directors at the first meeting after its election. Every such officer so elected shall be subject to removal at any time by the Board of Directors, but all officers, unless removed shall hold office until their successors are duly elected and shall have qualified. If any vacancy shall occur among the officers of the Corporation, such vacancy shall be filled by the Board of Directors constituting a quorum.

Section 3 – Appointments. The Board of Directors may also appoint from time to time such assistant secretaries and assistant treasurers and such other agents and employees of the corporation as may be deemed proper, and may authorize any officer to appoint and remove agents of employees. Each of such agents and employees shall hold office during the pleasure of the Board of Directors, or his superior officers, subject however, to any special agreement as to the length of time of service.

Section 4 – Chairman of the Board. The Chairman of the Board shall preside at all meetings, regular or special, of the stockholders and the Board of Directors. He shall (i) ensure that the meetings of the Board are held in accordance with these By-laws, or as the Chairman may deem necessary; (ii) supervise the preparation of the agenda of the meetings of the Board, in coordination with the Corporate Secretary, taking into consideration the suggestions of Management and the Board; and (iii) maintain qualitative and timely lines of communication and information between the Board and Management.

Section 5 – Vice-Chairman of the Board. Whenever the Chairman is absent, incapacitated or otherwise unable to act as such Chairman, the Board shall designate anyone of the Vice-Chairman to preside at a meeting of the stockholders or of the Board of Directors, regular or special.

Section 6 – President. The President as the Chief Executive Officer shall have general supervision of the business, affairs and property of the Corporation and over its several officers and employees. He shall see to it that all orders and resolutions of the Board are carried into effect, and shall execute contracts and other agreements authorized by the Board and such contracts and agreements as the ordinary business of the Corporation shall require. He shall have the usual powers and duties vested in the Office of the President of the Corporation, but may delegate any of his powers to the Executive Vice President. He shall have the power to appoint all the necessary officers and employees of the Corporation, except the Executive Vice-President, Senior Vice-President, Vice-Presidents and Assistant Vice-President, the Treasurer, the Assistant Treasurer, the Corporate Secretary, the Assistant Corporate Secretary, and such officers who shall be appointed by the Board of Directors. The President shall report to the board of Directors.

Section 7 – Executive Vice President. The Executive Vice President shall be the Chief Operating Officer of the Corporation and shall be responsible for the day to day operations of the business of the Corporation and shall have such powers and shall perform such duties as the Board of Directors of the President may assign from time to time. The Executive Vice President shall report to the President. In case of absence or inability to act of the President, the Executive Vice President shall have the powers and shall discharge the duties of the President.

Section 8 – Vice-Presidents/Assistant Vice-Presidents. The Senior Vice-President, Vice-Presidents and the Assistant Vice-Presidents shall have such powers and

perform such duties as the Board of Directors may, from time to time, prescribe and perform such other duties as may be prescribed by these By-Laws.

In the absence or inability to act by the Executive Vice-President, the most Senior Vice-President shall perform and discharge the duties of the Executive Vice-President, in addition to his duties as such Senior Vice-President, and in the absence or inability of the Senior Vice-President shall perform and discharge the duties of the Senior Vice-President in addition to his duties as Vice-President.

Section 9 – Secretary. The Secretary who is a Filipino citizen and resident of the Philippines shall keep the minutes of all meetings of the Stockholders of the Board of Directors and of all committees and of all committees in a book or books kept for that purpose and shall furnish a copy of all such minutes to the President of the corporation. In addition to the foregoing, the Secretary shall perform such other duties as the Board of Directors may, from time to time direct. He shall keep in safe custody the seal of the company, and when authorized by the Board of Directors, shall affix such seal to any instrument requiring the same. The corporate seal of the corporation so affixed shall always be attested by the signature of the Secretary or an Assistant Secretary. The Secretary shall have charge of the Stock certificate book and such other books and papers as the Board of Directors may direct. He shall attend to the giving and serving of all notices. And he shall have such other powers and performs such other duties as pertain to his office, or as the Board of Directors may, from time to time, prescribe. In the absence of the Secretary or his inability to act, the Assistant Secretary, as the Board may designate, shall have all the foregoing powers.

Section 10 – Assistant Secretary. The Assistant Secretary shall have such powers and perform such duties as the Board of Directors may, from time to time, prescribe and perform such other duties as may be prescribed by these By-Laws. In case of absence or inability to act of the Secretary, the assistant secretary, if qualified, shall have the powers and discharge the duties of the Secretary.

Section 11 – Treasurer. The Treasurer shall have charge of the funds, securities, receipts and disbursements of the corporation. He shall deposit or cause to be deposited all money or other valuable effects in the name and to the credit of the corporation in such banks or trust companies, or with such bankers or other depositaries, as the Board of Directors may, from time to time, designate. He shall render to the President or to the Board of Directors whenever required an account of the financial condition of the corporation, and of all his transactions as Treasurer. As soon as may be after the close of each fiscal year, he shall make and submit to the Board of Directors a like report for such fiscal year. He shall keep correct books of account of all the business and transactions of the Corporation. In case of the absence of the Treasurer, or in his inability to act, the Assistant Treasurer, or if there be more than one, such Assistant Treasurer, as the Board of Directors may designate, shall have the foregoing powers and duties.

Section 12 – Assistant Treasurer. The Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may, from time to time, prescribe, and perform such other duties as may be prescribed by these By-Laws. In case of absence or inability to act of the Treasurer, the Assistant Treasurer, if qualified, shall have the powers and discharge the duties of the Treasurer.

ARTICLE III – A

ADVISORY BOARD

There shall be an Advisory Board composed of at least five (5) members to act as advisers to the Board of Directors, and to perform such other duties as the Board may from time to time prescribe. The Chairman of the Advisory Board shall be an ex-officio member of the Board of Directors.

The members shall be appointed by the Board for a term which is co-terminus with the term of the Board of Directors electing them unless removed by the Board.

ARTICLE IV

AGREEMENTS, BANKS, DEPOSITORIES, CHECKS AND DRAFTS

Section 1 – Investments or Agreements No investments of any character shall be made without approval of the Board of Directors and/or the stockholders in those cases required by law.

Section 2 – Banks, Depositories, Checks and Drafts All checks and draft and all funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or trust companies, or with such bankers or other depositories, as the Board of Directors may, from time to time, designate. The funds of the Corporation shall be disbursed by checks or drafts upon the authorized depositories of the Corporation, signed by such officers as the Board of Directors may, from time to time, direct. No checks shall be drawn or funds used for any purpose other than the corporate business of the Corporation. Record shall be kept of the purpose and amount for which the checks are drawn.

ARTICLES V

STOCKS AND THEIR TRANSFER

Section 1 – Certificate of Stock. The Board of Directors shall provide for the issue and transfer of the capital stock of the corporation and shall prescribe the form or forms of the certificate of stock. Every owner of duly paid stock of the Corporation shall be entitled to a certificate of stock certifying the number of shares owned by him. It shall be signed by the President, or in his absence, by the Executive Vice-President and countersigned by the Secretary, or in his absence by the Assistant Secretary of the Corporation, and sealed with its Corporate seal; provided, however, that where any such certificate is signed by a transfer agent and/or by a registrar, the signatures of any such President, Executive Vice-President, Secretary, or Assistant Secretary and the seal of the Corporation upon such certificate may be facsimiles, printed or engraved.

The certificates of stock of the Corporation of each form shall be issued in consecutive order, and certificates shall be numbered in the order in which they are issued. Upon the stub of each certificate issued or upon some other proper record shall be entered the name of the person, firm or corporation owning the stock represented by such certificate, the number of shares in respect of which the certificate was issued, the date of such certificate and, in case of cancellation, the date of the cancellation.

Every certificate surrendered for exchange or transfer of stock shall be cancelled and affixed to the original stub in the certificate book, or should there be no such stub, shall be

otherwise preserved, and no new certificates shall be issued, for exchanged or cancelled certificates, until the old certificate has been so cancelled and affixed or preserved.

Section 2 – Stock and Transfer Book. Transfers of stock shall be made by endorsement of the certificate and delivery thereof, but shall not be effective and binding so far as the Corporation is concerned until duly registered upon the stock and transfer book of the Corporation. Transfer of the stock shall be made by the holder in person or by his duly authorized attorney on surrender of the certificate or certificates representing the stock to be transferred. Every power of attorney or authority to transfer shall be in writing duly executed and filed with the Corporation. The Board of Directors may appoint some suitable bank or trust company, or any suitable person, firm or corporation, to act as transfer agent to facilitate transfer by stockholders under such regulations as the Board of Directors may, from time to time, prescribe.

The stock and transfer book shall be kept open during each business day for the inspection of any stockholder of the Corporation. Said book shall be closed fifteen (15) business days prior to each meeting of the stockholders, and during such period no stock may be transferred.

The Board of Directors shall set the record dates for purposes of determining stockholders entitled to receive dividends, or entitled to notice of or to vote at any stockholders' meeting or any adjournment thereof, which shall be at least fifteen (15) business days prior to the date of such stockholders' meeting.

Section 3 – Lost or Destroyed Certificates. The Board of Directors may direct a new certificate or certificates of stock to be issued in the place of any certificate or certificates therefore issued and alleged to have been lost, stolen or destroyed after due compliance with the Corporation Code.

Section 4 – Transfers, Mortgages and Pledges. Transferees, mortgages, and pledges of stock of the Corporation, or of any interest therein shall promptly transfer the same, or register notice of their lien, upon the books of the Corporation, and their failure to do so shall stop them from making any claim against the Corporation by reason of the issuance of another certificate in the name or to the order of the owner or registered holder of the original certificate, either because of the purported loss; theft, or destruction of the original certificated, or for any other reason.

ARTICLE VI

DIVIDENDS AND PROFIT SHARING

Section 1 – Dividends. Dividends shall be declared only from the surplus profit and shall be payable at such time and in such amounts as the Board of Directors shall determine, and shall be payable in cash or in shares of the unissued stock of the Corporation, or both, as said Board of Directors shall determine. No dividends shall be declared that will impair the capital of the Corporation. Stock dividends shall be declared in accordance with the Corporation Law.

Section 2 – Profit Sharing. The Board of Directors, management and staff shall be entitled to a five percent (5%) share on the annual net income before tax of the Corporation. The Board of Directors shall provide for the manner of distribution among the directors, officers and employees.

ARTICLE VII

CORPORATE SEAL

The corporate seal of the Corporation, unless otherwise ordered by the Board of Directors, shall be circular in form and shall bear the words:

**"BASIC ENERGY CORPORATION
1968
MAKATI, RIZAL, PHILIPPINES"**

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January in each year and end on the thirty-first day of December of the same year.

ARTICLE IX

THE EXTERNAL AUDITOR

The external auditor of the Corporation for any ensuing year shall be appointed by the stockholders of the Corporation, upon recommendation of the Audit Committee and upon approval thereof by the Board of Directors, at the regular stockholder's meeting of such special meeting of stockholders which may be called for the purpose. The external auditor shall examine, verify and report on the financial statements of the Corporation, in accordance with the applicable accounting and audit standards and systems prescribed by law.

ARTICLE X

AMENDMENTS OF BY-LAWS

These By-Laws may be altered, amended, added to or repealed at any meeting of the stockholders owning/representing at least a majority of the subscribed capital stock. The stockholders, may by required votes, delegate to the Board of Directors the powers to amend, repeal, alter or adopt new By-Laws; provided, however, that any power delegated to the Board of Directors to amend or repeal any By-Laws or to adopt new By-Laws shall be considered as revoked whenever a majority of the stockholders of the Corporation shall so vote at a regular meeting, or a special meeting duly called for the purpose.

The foregoing By-Laws were adopted by the vote of the stockholders holding or representing more than a majority of all the subscribed capital stock at the first meeting of the stockholders of the said corporation in the City of Manila, Philippines, on the 18th day of October, 1968.

IN WITNESS WHEREOF, we the undersigned stockholders, present at said meeting and voting thereat in favor of the adoption of said By-Laws, have hereunto subscribed our names and with the Chairman of the meeting and the Secretary of the same, do likewise with our signature attest.

(SGD.) JOSE C. DE VENECIA, SR.
CHAIRMAN

(SGD.) ANTONIO C. DE VENECIA
SECRETARY

(SGD.) RAMON SAN JOSE, JR.

(SGD.) AURORA V. SAN JOSE

(SGD.) FRANCISCO CALANGIAN

(SGD.) AUGUSTO M. MACAM

SALVACION L. DE VENECIA
(Absent)