



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. 115170

**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

**ANCHOR INSURANCE BROKERAGE
CORPORATION**

[Amending Article III thereof.]

copy annexed, adopted on May 21, 2014 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 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 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 6th day of April, Twenty Fifteen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department



COVER SHEET *For Endorsement*

For Applications at

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

S. E. C. Registration Number

Amendment of Articles of Incorporation

1 1 5 1 7 0

Company Name

A N C H O R I N S U R A N C E

B R O K E R A G E

C O R P O R A T I O N

AMENDED TO:

New Company Name

Principal Office (No. Street City/Town/Province)

M e t r o M a n i L a

Company Telephone Number

(632) 632-3000

Contact Person

Mary Rose S. Tan

Contact Person's Telephone Number

(632) 632-2818

Contact Person's Address

No. 40 San Miguel Avenue, Mandaluyong City 1550

To be accomplished by CRMD Personnel

Assigned Processor

M. A. S. Tan

Date

12.23.11

Signature

1095

Document I.D.

2/20

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Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

Compliance Monitoring Division

AMENDMENT
TO THE AMENDED
ARTICLES OF INCORPORATION
OF
ANCHOR INSURANCE BROKERAGE CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines

AND WE HEREBY CERTIFY THAT:

FIRST - The name of the said corporation shall be:

ANCHOR INSURANCE BROKERAGE CORPORATION

SECOND - The purpose or purposes for which such Corporation is incorporated are:

PRIMARY PURPOSE

To engage in the general business as a brokerage for insurance, reinsurance, pre-need and health maintenance plans, consultancy and management including acting as insurance, reinsurance, pre-need and health maintenance plan brokers and as general managers, or general brokers for any life or non-life insurance company doing business or authorized to do business in the Philippines along such lines as life, health, accident, fire and allied lines, motor car, casualty surety and fidelity, marine cargo, marine hull, workmen's compensation, comprehensive liability insurance and/or allied risks, aviation insurance and/or such other insurance coverages allied with and incident to the aforementioned lines; acting and engaging in consultancy and management relative to insurance, whether life or non-life, and for this purpose, to receive, own, purchase, collect or otherwise acquire, obtain an interest in, hold, manage or otherwise, the business of any corporation, partnership or entity engaged in such insurance business; and availing and extending to corporations, partnerships, and like entities, consultancy and management facilities including the services and expertise of insurance experts.

AND IN FURTHERANCE OF THE FOREGOING PURPOSES, the Corporation shall

have the power -

1. To purchase, acquire, and take all or any part of the rights, assets, business and property of any person, partnership, corporation or association and to undertake and assume the liabilities and obligations of such person, partnership, corporation or association whose rights, assets, business or property may be purchased, acquired or taken.

2. To the extent permitted by law, to purchase or otherwise acquire, hold for investment or otherwise obtain an interest in, own, hold, pledge, mortgage, assign, deposit, create trusts with respect to, exchange, sell, and otherwise dispose of, alone or in syndicate or otherwise in conjunction with others, and generally deal in and with all or any of the following: all kinds of shares, stocks, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, noted and other certificates, obligations, contracts, choses in action, evidences of indebtedness and any and all kinds of securities issued or created in any part of the world, of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereto.

3. To purchase, hold, sell, exchange, or 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 any of its own shares of capital stock when such use would cause any impairment of the capital of the corporation; and Provided, further, that shares of its own capital stock belonging to the corporation shall not be voted directly or indirectly.

4. To purchase or otherwise acquire the whole or any part of the property, assets, business, franchises, goodwill and rights, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities, and obligations of any person, business, firm, association, corporation or part or combination thereof in cash, property, shares of stock, bonds, debentures, noted, and other obligations of this corporation, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transfer; and to hold or in any lawful manner dispose of the whole or any part of the property and assets so acquired or purchased and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business.

In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object or purpose in or about the business or affairs, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, indebtedness of all kinds whether secured or not, mortgages, pledge, deed of trust or otherwise.

5. To purchase, own, sell, assign, negotiate, mortgage, pledge or otherwise dispose of accounts receivable, notes receivable, negotiable instruments, letter of credit and other evidences of indebtedness or other obligations for the payment of money owed by any person, partnership, corporation or association, or to undertake, under such terms and conditions as the corporation may deem fit, the collection of such accounts receivable, notes receivables, negotiable instruments, letters of credit and other evidences of indebtedness or other

obligations for the payment of money, provided that this corporation will not engage in the financing business.

6. To apply for, register, purchase or otherwise acquire, use, manufacture under, protect and renew or in any manner dispose of and deal and contract with reference to any letters, patents, patent rights, licenses, concessions, trademarks, tradenames, copyrights, inventions, formulas, designs, labels, brands, processes and similar rights and privileges or any interest therein granted or recognized by or existing under the laws of the Republic of the Philippines or of any foreign country, used or capable of being used in connection with any of the business of the corporation or the acquisition of which may directly or indirectly benefit the corporation, and to use, exercise, develop, sell, assign or otherwise dispose of, or grant licenses in respect of the property, rights, trademarks, or other information so acquired, and to spend money in experimenting upon, and testing and improving, any patents, inventions or rights which the corporation may acquire or propose to acquire.

7. To acquire or obtain from any governmental authority, national or foreign, provincial, municipal, or any body politic, or any corporation, company, or partnership or person, such charter, contracts, franchises, privileges, exemption, licenses, and concessions as may be conducive to any of the objects of the corporation.

8. To establish and to operate one or more offices of agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase, or otherwise acquire, lease, mortgage, pledge and convey, or otherwise deal in and with real and personal property anywhere within the Philippines; to hold directors' and stockholders' meetings; and keep such books of the corporation outside the Philippines as may be permitted by law.

9. To do, in the Philippines, and in any other country, state or locality, either as principal or agent and either alone or in connection with other corporations, firms or individuals all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purpose or attainment of any one or more of the objects herein enumerated or incidental to the powers herein specified or which shall at any time appear conducive in or expedient for the accomplishment or attainment of any of the objects or purposes hereinabove enumerated not inconsistent with the laws of the Republic of the Philippines, and to execute from time to time **such general or special powers of attorney** to such persons as the Board of Directors may **approve granting to such persons all powers**, either in the Philippines, or in any other country, **state or locality which the Board of Directors** may deem proper, and to revoke such powers of attorney whenever the Board of Directors may deem proper.

It is the intention that the foregoing clause shall be construed as powers as well as objects and purposes, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general power of the corporation, and generally, the corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges not or hereafter granted by the laws of the Republic of the Philippines, or of any country, state or corporations of the character of this corporation; Provided, however, that the corporation shall not in any business, or exercise any powers, which a corporation organized under the laws of said **state, territory, or country could not carry** on or exercise, except to the extent permitted or **authorized by the laws of such state, territory or country.**

THIRD: The principal office of the Corporation is located in 14th Floor, Taipan Place, F. Ortigas Jr. Road, Ortigas Center, Pasig City. (As amended on 21 May 2014)

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

FIFTH: The names, nationalities, and residences of the incorporators of the Corporation are as follows:

| <i>Name</i> | <i>Nationality</i> | <i>Residence</i> |
|---------------------------|--------------------|------------------|
| ARTURO L. SUBIJANO | Filipino | |
| VIDOR A. NOSCE | Filipino | |
| VICTORIA C. DE LOS REYES | Filipino | |
| FLORENTINO M. HERRERA III | Filipino | |
| JOSE RIODIL D. MONTEBON | Filipino | |

SIXTH: The number of directors of the Corporation shall be SEVEN (7) and the names, nationalities and residences of the first directors of the Corporation are as follows: (As amended on April 2, 1985, and further amended on December 3, 1985).

| <i>Name</i> | <i>Nationality</i> | <i>Residence</i> |
|--------------------------|--------------------|------------------|
| ARTURO L. SUBIJANO | Filipino | |
| VIDOR A. NOSOB | Filipino | |
| VICTORIA C. DE LOS REYES | Filipino | |

FLORENTINO M. HERRERA III Filipino

JOSE RIODIL D. MONTEBON Filipino

SEVENTH: The authorized capital stock of the corporation is ONE HUNDRED MILLION PESOS (P100,000,000.00), in lawful money of the Philippines, divided into ONE HUNDRED MILLION (100,000,000) shares with the par value of ONE PESO (P1.00) per share. (As amended on July 27, 1999 and further amended on December 12, 2000).

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided 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 to be issued by the Corporation.

EIGHTH: At least twenty five percent (25%) of the authorized capital stock above stated has been subscribed as follows:

| Name of Subscriber | Nationality | No. of Shares Subscribed | Amount Subscribed |
|--|-------------|-----------------------------|------------------------|
| United Coconut Oil Mills, Inc. | Filipino | 424,995 | Php424,995.00 |
| San Pablo Manufacturing Corporation | Filipino | 400,000 | 400,000.00 |
| Legaspi Oil Company, Inc. | Filipino | 400,000 | 400,000.00 |
| Granexport Manufacturing Corporation | Filipino | 400,000 | 400,000.00 |
| Southern Luzon Coconut Oil Mills, Inc. | Filipino | 400,000 | 400,000.00 |
| Iligan Bay Express Corporation | Filipino | 400,000 | 400,000.00 |
| Southern Islands Oil Mills Corporation | Filipino | 375,000 | 375,000.00 |
| Indo-Phil. (OLA) Oil Mills, Inc. | Filipino | 375,000 | 375,000.00 |
| PCY Oil Manufacturing Corporation | Filipino | 375,000 | 375,000.00 |
| Lucena Oil Factory, Inc. | Filipino | 375,000 | 375,000.00 |
| Metroplex Commodities, Inc. | Filipino | 375,000 | 375,000.00 |
| G & E Realty and Development Corporation | Filipino | 350,000 | 350,000.00 |
| R & E Agricultural Corporation | Filipino | 350,000 | 350,000.00 |
| Arturo L. Subijano | Filipino | 1 | 1.00 |
| Vidor A. Nosce | Filipino | 1 | 1.00 |
| Victoria C. de los Reyes | Filipino | 1 | 1.00 |
| Florentino M. Herrera III | Filipino | 1 | 1.00 |
| Jose Riodil D. Montebon | Filipino | 1 | 1.00 |
| Total | | 5,000,000 | Php5,000,000.00 |

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

| Name of Subscribers | Amount Subscribed | Total Paid-In |
|--|-------------------|------------------------|
| United Coconut Oil Mills, Inc. | 424,995 | Php424,995.00 |
| San Pablo Manufacturing Corporation | 400,000 | 400,000.00 |
| Legaspi Oil Company, Inc. | 400,000 | 400,000.00 |
| Granexport Manufacturing Corporation | 400,000 | 400,000.00 |
| Southern Luzon Coconut Oil Mills, Inc. | 400,000 | 400,000.00 |
| Iligan Bay Express Corporation | 400,000 | 400,000.00 |
| Southern Islands Oil Mills Corporation | 375,000 | 375,000.00 |
| Indo-Phil. (OLA) Oil Mills, Inc. | 375,000 | 375,000.00 |
| PCY Oil Manufacturing Corporation | 375,000 | 375,000.00 |
| Lucena Oil Factory, Inc. | 375,000 | 375,000.00 |
| Metroplex Commodities, Inc. | 375,000 | 375,000.00 |
| G & E Realty and Development Corporation | 350,000 | 350,000.00 |
| R & E Agricultural Corporation | 350,000 | 350,000.00 |
| Arturo L. Subijano | 1 | 1.00 |
| Vidor A. Nosce | 1 | 1.00 |
| Victoria C. de los Reyes | 1 | 1.00 |
| Florentino M. Herrera III | 1 | 1.00 |
| Jose Riodil D. Montebon | 1 | 1.00 |
| Total | 5,000,000 | Php5,000,000.00 |

TENTH: **VICTORIA C. DE LOS REYES** has been elected by the subscribers as Treasurer of the Corporation, to act as such until her successor is duly elected and shall have qualified in accordance with the By-Laws; and that, as such Treasurer, she has been authorized to receive for the Corporation and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 29th day of July 1983, at Makati, Metro Manila.

(Sgd.) **ARTURO L. SUBIJANO**

(Sgd.) **VIDOR A. NOSCE**

(Sgd.) **VICTORIA C. DE LOS REYES**

(Sgd.) **FLORENTINO M. HERRERA III**

(Sgd.) **JOSE RIODIL D. MONTEBON**

SIGNED IN THE PRESENCE OF:

(Sgd.) M. R. Angeles

(Sgd.) C. A. Padua

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA) S.S.

BEFORE ME, a Notary Public for and in the above locality, this August 3, 1983, personally appeared the following:

| <u>N a m e</u> | <u>Res. Cert. No.</u> | <u>Date / Place of Issue</u> |
|---------------------------|-----------------------|-------------------------------|
| Arturo L. Subijano | | April 14/83; Parañaque, M. M. |
| Vidor A. Nosce | | April 7/83; Makati, M. M. |
| Victoria C. de los Reyes | | Feb. 25/83; Makati, M. M. |
| Florentino M. Herrera III | | Feb. 28/83; Makati, M. M. |
| Jose Riodil D. Montebon | | Feb. 21/83; Makati, M. M. |

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

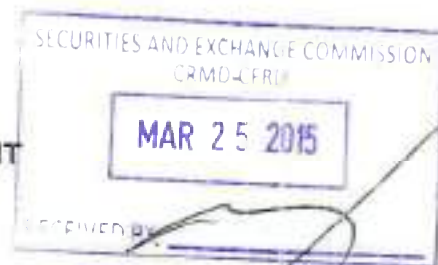
WITNESS MY HAND AND SEAL on the day and at the place first above written.

(Sgd.) CESAR L. VILLANUEVA
Notary Public for Rizal
Until December 31, 1983
PTR No. 7249349 Makati, MM
January 17, 1983

Doc. No.: 158;
Page No.: 33;
Book No.: III;
Series of 1983.

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

CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF



ANCHOR INSURANCE BROKERAGE CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting at least a majority of the members of the Board of Directors and the Corporate Secretary of **ANCHOR INSURANCE BROKERAGE CORPORATION** (the "Corporation"), a corporation duly organized and existing under Philippine laws with principal place of business at Metro Manila, after being sworn in accordance with law, hereby certify that:

1. During the Regular Meeting of the Board of Directors and Annual Stockholders' Meeting of the Corporation, both held on 21 May 2014, respectively, at the Corporation's principal place of business, by the affirmative vote of at least a majority of the members of the Corporation's Board of Directors and by the affirmative vote of the Corporation's stockholders owning at least two-thirds of the outstanding capital stock of the Corporation, the Board of Directors and the Stockholders of the Corporation approved the amendment of Article Third of the Articles of Incorporation of the Corporation to reflect the change of the Corporation's principal office address **from** "Metro Manila" **to** "14th Floor, Taipan Place, F. Ortigas Jr. Road, Ortigas Center, Pasig City."

2. Attached is the true and correct copy of **the Amended** Articles of Incorporation of the Corporation, with the amended provision duly **underscored**.

IN WITNESS WHEREOF, we have signed these presents on 27 November 2014 at Mandaluyong City.

RAMON S. ANG
Chairman of the Board
TIN:

FERDINAND K. CONSTANTINO
Director
TIN:

ROBELIN CAESAR T. ROJAS
Director
TIN:

GABRIEL L. VILLAREAL
Director
TIN:

MA. NGINA TERESA V. CHAN-GONZAGA
Director
TIN:

CONSUELO YNARES-SANTIAGO
Director
TIN:

JOSEPH N. PINEDA
Director
TIN:

MARY ROSE S. TAN
Corporate Secretary
TIN:

SUBSCRIBED AND SWORN to before me on 27 November 2014 at Mandaluyong City, the following persons exhibiting to me their Competent IDs, as follows:

| Name | Competent I.D. No. | Date & Place Issued |
|----------------------------------|--------------------|---------------------|
| Ramon S. Ang | | |
| Ferdinand K. Constantino | | |
| Robelin Caesar T. Rojas | | |
| Gabriel L. Villareal | | |
| Ma. Ngina Teresa V. Chan-Gonzaga | | |
| Consuelo Ynares-Santiago | | |
| Joseph N. Pineda | | |
| Mary Rose S. Tan | | |

Doc. No.: 246
Page No.: 51
Book No.: V
Series of 2014.

MAJALLA S. BAUN
Commission No. 0223-13
Notary Public for Mandaluyong City
Until Dec. 31, 2014
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 45349
PTR No. 1945029; 01/03/14; Mandaluyong City
IBP Lifetime Member No. 845375; 01/05/11; Makati City