

#### Republic of the Philippines Department of Finance

#### Securities and Exchange Commission SEC Building, EDSA, Greenhills, Mandaluyong City

COMPANY REG. NO. 22461

AKKRAZEKKAKKKONOOMBEKKKKKKKKOOKAKAAA CALA ERAKEE CAACAAA DE ETE

## 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

#### PERLA COMPANIA DE SEGUROS INC.

[Amending Articles III & IV by extending the term of its existence.]

copy annexed, adopted on June 27, 2011 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 Assistant 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.

BENITO A. CATARAN

Director

Company Registration and Monitoring Department

117129547

# AMENDED ARTICLES OF INCORPORATION OF THE PERLA COMPAÑIA DE SEGUROS, INC.

#### KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age and residents of the Philippines, on this date have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE CERTIFY:

FIRST:

That the name of the said corporation shall be:

#### PERLA COMPAÑIA DE SEGUROS, INC.

SECOND: That the purpose for which said corporation is formed are:

- (a) To insure houses, tenements, merchandise, and all other property and effects, real and personal, against loss or damage by fire, storm, earthquake, shock, fire resulting from earthquake, accident or otherwise, and to carry on the ordinary business of insurance in all the aforesaid branches. To rebuild, repair, replace or reinstate houses, buildings, machinery and every other description of property, which may be insured by the corporation and to carry on any kind of business as necessary or expedient for any such purpose.
- (b) To insure against every description of marine risk, which may legally be undertaken, relating to the peril's of the sea, land, or air, by fire, reprisals, and all other vessels, water-craft, of all description, and also the freights, goods, merchandise, cargoes, and all other property whatsoever in or on board of the same, or any other carrier, whether the same may be effected or made according to law. To insure all other matters and things which lawfully may or can be from time to time insured or be the subject of insurance against perils of the sea, land or air, and also generally to carry on any other branches of the insurance business.
- (c) To grant in the Philippines or abroad, policies or other instruments of assurance against or insuring compensation or payment in case of death or injury to health or limb by railway or airplane accidents or shipwreck or other perils of land, sea, or air, or any other accident or misadventure, compensable under the Workmen's Compensation Act or violence during any journey or voyage by land or water or air, or during any other limited or specified period, and to prepare, provide, and supply medicine and surgical aid, and treatment or any other assistance and all remedies and requirement in case of accident or harm to any person dwelling or staying in the house of such person insured.
- (d) To reinsure all or any risks of the corporation and to undertake all kinds of reinsurance connected with the business of any other company.
- (e) To guarantee the fidelity of person holding places of public or private trust and to agree to the faithful performance of any contract or undertaking made with any public authority
- (f) To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties, of all kinds and other than insurance policies

- (g) To guarantee the performance of insurance contracts where surety bonds are accepted for such purposes
- (h) To execute and guarantee bonds and undertakings of surety of all kinds, required or permitted, to be taken, in any or all actions, proceedings, negotiations, importations, exponations or other transactions or operations either by private individuals, or by heads of departments, courts, judges, officers, board of bodies, whether executive, legislative or juridical.
- (i) To guarantee and to indemnify merchants, traders, and those engaged in business and giving credit, from loss or damage by reason of giving and extending such credit to their customers or persons dealing with them.
- (i) To indemnify against loss by burgiary, theft forgery, embezziement, or any one or more of such happenings:
- (k) To insure glass against breakage.
- (1) To guarantee and to indemnify the owners and users of steam boilers, and pipes of flywheels, engines of all kinds of machinery, against explosion or other accidents and against loss or damage to life or property resulting therefrom, and against liability unto third persons by any boilers, pipes, flywheels, engines and machinery.
- (m) And generally to execute, sign and carry out fidelity bonds and surery undertaking of every nature and kind usual in the business of fidelity and surety companies, or permitted by law unto such companies, or company.
- (ii) To lend money on such terms as may seem expedient, subject to the requirements of the insurance law as amended.
- (o) To purchase or otherwise acquire and undertake all or any part of the business, property and liability of any person or company carrying on any business which this corporation is authorized to carry on or possessed of property suitable for the purpose of this corporation.
- (p) To acquire by purchase and to invest in, hold self, or otherwise dispose of the stock or bonds, on any interest in either or any obligations or evidences of indebtedness, of any person, firm or corporation, and while the owners of such stocks, bonds, or interest therein to exercise all the rights, powers and privilege of ownership, including the right to vote thereon or consent in respect thereof for any and all purpose.
- (q) To purchase or otherwise, acquire, self, lease, convey, mortgage, encounter, and otherwise deal with any property or interest therein, or easement, right or privilege over or in respect of any property, personal, as may be permitted by law and as may be reasonably necessary to enable it to carry out the purpose for which the corporation is created as may now or hereinafter be permitted by law.
- (r) To procure the corporation to be registered or recognized or to be permitted to or allowed to carry on its business or any branch or branches thereof in any state, territory, or possession of the United States of America and/or in any foreign country or places and in carrying on its business to do any and all powers which a natural person could do or exercise which now or hereafter may be authorized by law.

- (s) To do all or any of the above things, in any place in which the corporation may determine as principals, agents, contractors, trustees, or otherwise and either alone or in conjunction with others.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects.
- (a) To do and perform any and all of the acts and things and to exercise all the general powers conferred by law upon corporation similarly organized and usually and ordinarily incidental to corporation of like nature and kind.
- (v) And in general, to engage in the business of insurance and guaranty in all its branches, except life insurance business, for a consideration, to indemnify any person, firm or corporation against loss, damage or liabilities arising from an unknown or contingent event, and to guarantee liabilities and obligations of any person, firm or corporation.

THIRD: THAT THE PLACE WHERE THE PRINCIPAL OFFICE OF THE CORPORATION IS TO BE ESTABLISHED OR LOCATED IS AT 2F PERLA MANSION. 117 C. PALANCA JR. ST., MAKATI CITY (AS AMENDED JUNE 27, 2011)

FOURTH: THAT THE TERM FOR WHICH THE SAID CORPORATION IS TO EXIST IS EXTENDED FOR ANOTHER FIFTY (50) YEARS FROM AND AFTER FEBRUARY (3, 2013 (AS AMENDED JUNE 27, 2011)

FIFTH: That the names and residences of the incorporators of said corporation are as follows:

NAME	CITIZENSHIP	RESIDENCE
PEDRO TAN YAO	Chinese	Quezon Avenue, La Union
LIM YEE GOAN	Chinese	6-A Int. 2 & 3 Espinosa Street. San Miguel, Manila
ONG CHANG	Chinese	1044 Int. D-2 Alvarado Street, Manila
TERESA V. ORTEGA	Chinese	6-A lnt. 2 & 3 Espinosa Street, San Miguel, Manila
MANUEL CHUA	Chinese	72 Padilla Street. San Miguel. Manila
RUFINO ONG	Chinese	San Jose, Nueva Ecija
ANTONIO R. YVANOVICH	Portugueso	391 Quezon Boulevard Extension, Quezon City
FELIX Q. CHUA	Filipino	Batac, Ilocos Norte
NORMA O. TRINILLA	Filipino	207 Cordero Street, 5th Avenue. Grace Park, Caloocan City
RICARDO TY	Pilipino	1439 San Marcelino Street Ermita, Manila
ALBINO TY	Filipino	1439 San Marcelino Street Ermita, Manila

SIXTH: '

That the number of Directors of said corporation shall be seven (7) and that the names and residences of the directors who are to serve until the successors are elected and qualified, as provided by the By-Laws, are as follows: (AS AMENDED ON DECEMBER 22, 2005)

NAME	CITIZENSHIP	RESIDENCE
PEDRO TAN YAO	Chinese	Quezon Avenue, La Union
LIM YEE GOAN	Chinese	6-A Int; 2 & 3 Espinosa Street, San Miguel, Manila
ONG CHANG	Chinese	1044 int. D-ZAJvarado Street, Manila
TERSSA V. ORTEGA (Wife of Lim Yee Goan)	Chinese	6-A Int. 2 & 3 Espinosa Street San Miguel, Mamla
MANUEL CHUA	Chinese	72 Padilla Street San Miguel, Manila
RUFINO ONG	Chinese	San Jose, Nueva Ecija
ANTONIO R. YVANOVICH	Portuguese	391 Quezon Boulevard Extension, Quezon City
FELIX Q. CHUA	Filipino	Batac, Ilocos None
NORMA O. TRINILLA	Filipino	207 Cordero Street, 5th Avenue, Grace Park, Caloocan City
RICARDO TY	Filipino	1439 San Marcelino Street Emaita, Manifa
ALBINO TY	Filipino	1439 San Marcelino Street Ermin, Manila
(P320,000,000)	<ol> <li>Philippine currency.</li> </ol>	rporation is Three Hundred Twenty Milli and said capital stock is divided into Th

lion Hundred Twenty Million shares with a par value of One Peso (PLOG). Philippine Currency per share (AS AMENDED JULY 22,2005)

EIGHTH:

That of the entire capital stock of PESOS TWO MILLION FIVE HUNDRED THOUSAND (P2,500,000.00), Philippine Currency, the portion actually subscribed to is P500,000.00 (20% of the entire capital stock), with the following persons as subscribers for the number of share and amount of capital stock set out after their respective names and who, furthermore, agreed to pay an amount equal to ONE HUNDRED THOUSAND PESOS (P100,000,00). Philippine Currency, to form a "Contributed Surplus Fund".

NAME SUBSCRIBED	CITIZENSHIP	Number of Shares SUBSCRIBED	Amount of SUBSCRIPTION	Contributed Surplus
PEDRO TAN YAO	Chinese	100,000	P100,000.00	P20,000.00
LIM YEE GOAN	Chinese	80.000	80,000,00	16,000.00
MAGDALENA VELASCO	Filipino	50,000	50,000,00	10,000.00

TERESA V. ORTEGA	Chinese	40,000	40,000.00	8,000.00
ONG CHANG	Chinese	30,000	30,000.00	6,000.00
MANUEL CHUA	Chinese	30,000	30,000.00	6,000.00
FELIX Q. CHUA	Filipino	50,000	50,000.00	10,000,00
RUFINO ONG	Chinese	25,000	25,000.00	5,000,00
ANTONIO R. YVANOVICH	Portuguese	25,000	25,000,00	5,000.00
LIM CHIAT	Chinese	15,000	15,000.00	3,000.00
CHU ENG SUY	Chinese	11000	15,000.00	3,000.00
REGINA T. LEE	Filipino	10,000	10,000.00	2,000,00
LIM CHOK	Chinese	5,000	5,000.00	1,000,00
NORMA O. TRINILLA	Filipino	4,000	4,000.00	800,00
RICARDO TY	Filipino	3,500	3,500,00	700.00
SIL VINO MABASA, JR.	Filipino	2,000	2,000.00	400.00
QUINTIN MABASA	Filipino	2.000	2,000,00	400.00.
TAN PO CHONG	Chinese	2,000	2,000,00	400.00
JUAN LIM	Chinese	2.000	2,000,00	400.00
ALBINO TY	Filipino	2,000	2,000.00	400.00
JOAQUIN G. GO	Filipino	2,000	2,000:00	400.00
JUANITO CO CHA	Chinese	2000	2,000,00	400.00
ANGEL SO	Filipino	2,000	2,000.00	400.00
MELENCIO D GONZALES	Filipino	1.000	1,000,00	200,00
IGNACIO VILLAMOR	Filipino	500	500.00	100,00
		500,000	P500,000.00	P190,000.00
		THE R. P. LEWIS CO., LANSING, MICH.	THE RESIDENCE OF THE PARTY.	

NINTH:

That the following persons have paid on the shares of capital stock for which they have subscribed, and as their share of the "contributed surplus fund" subscribed, the amounts set opposite their respective names:

NAME	CITIZENSHIP	Amount Paid on SUBSCRIPTION	Contributed Surplus SUBSCRIBED
PEDRO TAN YAO	Chinese	P50,000.00	P20,000:00
LIM YEE GOAN	Chinese	40,000,00	16,000,00
MAGDALENA VELASCO	Filipino	25,000.00	10,000.00
TERESA V. ORTEGA	Chinese	20,000,00	8,000.00

ONG CHANG	Chinese	15.000 =	
MANUEL CHUA	Chinese	15,000,0	5,000
FELIX Q. CHUA		15,000.00	0,000
RUFINO ONG	Filipino	25,000,00	10,000,0
ANTONIO R. YVANOVICH	Chinese	12.500.00	5,000,0
LIM CHIAT	Portuguese	12,500.00	5.000,0
CHU ENG SUY	Chinese	7,500.00	3,000.0
REGINA T. LEE	Chinese	7.500.00	
LIM CHOK	Filipino	5,000,00	
	Chinese	2,500,00	1.000,00
NORMA O. TRINILLA	Filipino	2,000,00	800,00
RICARDO TY	Filipino	1.750.00	700.00
SILVINO MABASA, JR.	Filipino	1.000,00	
QUINTIN MABASA	Filipino	1.000,00	400.00
TAN PO CHONG	Chinese	1.000,00	40(),(H)
TUAN LIM	Chinese	1.900,00	400.00
ALBINO TY	Pilipino		400.00
JOAQUIN G. GO	Filipino	1,000.00	400,00
JUANITO CO CHA	Chinese	1.000,00	400,00
ANGEL SO	Filipino	1,000.00	400.00
MELENCIO D. GONZALES	Filipino		400.00
GNACIO VILLAMOR	Filipino	500,00	200.00
		250,00	100,00
		P250,000,00	P100,000,00

That the following subscribers bind themselves to pay in, within one year after incorporation an amount equal to TWO HUNDRED FIFTY THOUSAND PESOS (P250,000.00) PHILIPPINE CURRENCY, as additional paid-in against the capital stock subscribed by them, as follows:

****	stock subscribed by them, as follows:		
NAME	CITIZENSHIP	SHARES	ADDITIONAL PAID-IN
PEDRO TAN YAO	Chinese	P50,000	P50,006.00
LIM YEE GOAN	Chinese	40,000	
MAGDALENA VELASCO	Filipino	25,000	40,000,00
TERESA V. ORTEGA	Chinese	20,000	25,000,00
ONG CHANG	Chinese	15,000	20,000,00
MANUEL CHUA	Chinese	15,000	15,000,00

FELIX Q. CHUA	Filipino	25.000	
RUFINO ONG	Chinese	12.500	25,000.00
ANTONIO R. YVANOVICH	Portuguese	12,500	12,500.00
JIM CHIAT	Chinese	7.500	12,500,00
CHU ENG SUY	Chinese		7,500,00
REGINA T. LEE	Filipino	7.500	7,500,00
LIM CHOK		5.00G	5,000.00
NORMA O. TRINILLA	Chinese	2,500	2,500.00
RICARDO TY	Filipino	2.000	2,000.00
SILVINO MABASA, JR.	Filipino	1.750	1,750,00
QUINTIN MABASA	Filipino	1,000	1,000,00
TAN PO CHONG	Filipino	1.900	1.000,00
JUAN LIM	Chinese	3.000	1,000.00
ALBINO TY	Chinese	1.000	1,000.00
	Filipino	1,000	1,000,00
JOAQUIN G. GO	Filipino	1,000	1,000,00
JUANITO CO CHA	Chinese	1.900	
ANGEL SO	Filipino	1.000	1,000,00
MELENCIO D. GONZALES	Filipino	500	1,000,00
IGNACIO VILLAMOR	Filipino	250	500.00
			250.00
		P250,000	P250,000,00
	-		***************************************

The contributed surplus paid in by the subscribers shall, with the approval of the insurance Commissioner, be repaid to them in cash and without interest as soon as the earned surplus reserve of Directors, justify it.

#### TENTH:

That TERESA V. ORTEGA, has been elected by the subscribers as Treasurer of the Corporation, to act as such until her successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, she has been authorized to receive for the corporation and to receipt in its name for all subscription paid in by the said subscribers.

IN WITHNESS WHEREOF we have hereunto signed these presents on this 14th day of December, 1962, in the City of Manila, Philippines.

(SGD.)	PEDRO TA	OAYMA
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(SGD.) ONG CHANG

(SGD.) MANUEL CHUA

(SGD.) ANTONIO R. YVANOVICH

(SGD.) NORMA ONG TRINILLA

(SGD.)LIM YEE GOAN

(SGD.) TERESA V. ORTEGA

(SGD.) RUFINO ONG

(SGD.) FELIX Q. CHUA

(SGD.) RICARDO TY

(SGD.) ALBINO TY

#### SIGNED IN THE PRESENCE OF

ILLEGIBLE

(SGD.) R.T. Verzosa

REPUBLIC OF THE PHILIPPINES)

S.S.

CITYOFMANILA)

BEFORE ME, the undersigned Notary Public for and in the City of Manila. Philippines, personally appeared the followin named persons who are known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledge that they executed the same at their own free and voluntary act and deed. Said persons exhibited to me their Residence Certificate as follows:

NAME	NUMBER	PLACE OF ISSUE	DATE OF ISSUE
PEDRO TAN YAO  LIM YEE GOAN	A-3493250 A.C.R. No. 109366 A-0047590	San Fernando, La Union San Fernando, La Union Manila	February 02, 1962 January 18, 1951
ONG CHANG	A.C.R. No. G 001095	Manila	January 05, 1962
	A-0047529	Manila	January 07, 1962
	A.C.R. No. A-115570	Manila	January 05, 1962
TERESA V. ORTEGA	A-9464932	Manila	July 17, 1950
	A.C.R. No. A-23983	Manila	January 05, 1962
MANUEL CHUA	A-0059777 A.C.R. No. 177618	Manila Manila	February 17, 1953 January 10, 1962 October 25, 1961
RUFINO ONG	A-5189146	San Jose, Nueva Ecija	January 22, 1962
	A.C.R. No. 114537	San Jose, Nueva Ecija	July 17, 1950
ANTOIO.R YVANOVICH	A-0047453	Manila	January 6, 1962
	A.C.R. No. A-002547	Quezon City	April 30, 1962
FELIX Q. CHUA	A-3396437	Betac, Ilocos Norte	January 24, 1962
NORMA ONG TRINILLA	A-0404442	Manila	April 02, 1962
RICARDO TY	A-0051358	Manila	January 05, 1962
ALBINO TY	A-0297712	Manila	February 01, 1962

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 14th day of December. 1962 in the City of Manila, Philippines.

(SGD.) INOCENCIO E. DUMLAO NOTARY PUBLIC Until December 31, 1962

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REPUBLIC OF THE PHILIPPINES)
S.S
CITYOF MANILA)

#### TREASURER'S AFFIDAVIT

- TERESA V. ORTEGA, after having been duly sworn to in accordance with law, deposes and says:
- (a) That on the 14th day of December, 1962, she was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation, to act as such until her successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, she was authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock and the "contributed surplus fund."
- (b) That of the authorized capital stock, P500.000.00 worth of shares have been actually subscribed and that, of said subscription, TWO HUNDRED FIFTY THOUSAND PESOS (P250.000.00), and ONE HUNDRED THOUSAND PESOS (P100.000.00), also in cash, on account of the "contributed surplus fund", or a total of THREE HUNDRED FIFTY THOUSAND PESOS (P350.000.00), have been actually transferred to her in trust and received by her for the benefit and to the credit of the corporation, and that at least TWENTY PER CENTUM (20%) of the entire number of authorized shares of capital stock has been subscribed and at least TWENTY FIVE PER CENTUM (25%) of the subscription have been actually paid to her in cash for the benefit of and to the credit of the corporation.

IN WITNESS WHEREOF, the affiant has hereunto set her hand on this 14th day of December, 1962, in the City of Manila Philippines.

(SGD.) TERESA V. ORTEGA -(Affiant)-

SUBSCRIBED AND SWORN to before me, in the City of Manila, Philippines, on this 14th day of December, 1962, by the affiant exhibited to me her Residence Certificate No. A-0464932 issued in the City of Manila on July 16, 1962.

(SGD.) INOCENCIO B. DUMLAO NOTARY PUBLIC Until December 31, 1962

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### DIRECTORS' CERTIFICATE

#### KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the directors and the Corporate Secretary of PERLA COMPANIA DE SEGUROS, INC., do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on June 27, 2011 at the principal office of the corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to ARTICLE III - Place of the Principal Office of the Corporation and ARTICLE IV - Extension of Term of Corporate Existence for another 50 years.

In witness whereof, we have hereunto signed this certificate this 27th day of June, 2011 at Makati, Philippines.

JUDY MONTINGLA LOU

JIN: 163-243-923

JAMES ALFRED L. LIM

TIN: 210-446-805

KATHERINE C. LIM

TIN: 147-535-478

GEORGE EDWIN LEE

TIN: 111-958-588

JUDY MONTINGLA LOT

Corporate Secretary TIN: 163-243-923 JEHEREY O. LIM TIN: 107-773-316

JULIA L. FIDELES TIN: 107-773-244

RODOLFO P ANG

TIN: 107-266-967

SUBSCRIBED AND SWORN to before me this AUC 1 2000 2011 in Makati City by the above-named persons who exhibited to me their Community Tax Certificates as follows:

NAME	COMM. TAX CERT NO.	DATE/PLACE ISSUED
JUDY MONTINOLA LOU	21991511	Jan, 15, 2011/San Juan, MM
JEFFREY O. LIM	21991509	Jan, 15, 2011/San Juan, MM
JAMES ALFRED L. LIM	11970167	Jan, 18, 2011/San Juan MM
JULIA L. FIDELES	14569299	Jan. 10, 2011/Manila
KATHERINE C. LIM	21991510	Jan. 15, 2011/San Juan, MM
RODOLFO P. ANG	15934029	Jan, 19, 2011/Quezon City
GEORGE EDWIN LEE	11969239	Jan. 8, 2011/San Juan MM

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