



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

COMPANY REG. NO. 2942

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

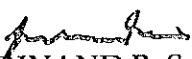
This is to certify that the amended articles of incorporation of the

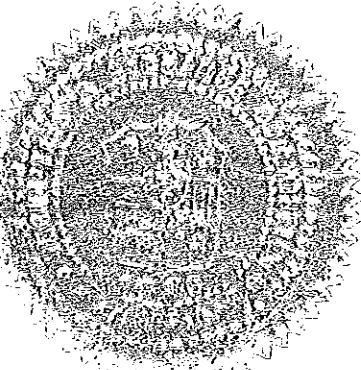
**THE PHILIPPINE AMERICAN LIFE AND GENERAL
INSURANCE COMPANY**
(Amending Article II Secondary Purposes thereof.)

copy annexed, adopted on July 16, 2013 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 15th day of November, Twenty Thirteen.


FERDINAND B. SALES
Acting Director
Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION

OF

THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

1. That the name of said corporation shall be -

THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE COMPANY

2. That the primary purpose for which such corporation is formed is to undertake and write insurance upon the life of individuals, and every insurance appertaining thereto or connected therewith, including reinsurance; to make contracts of insurance and re-insurance providing for all risks, hazards, guarantees and contingencies to which life, accident or health insurance is applicable; to indemnify against legal liability; to compute endowments and grant, purchase or dispose of Annuities; to procure re-insurance of its risks; to issue policies stipulated to be with or without participation in profits; and to purchase for its own benefits any policy of insurance or other obligation of this corporation as well as claims of policyholders; and to insure property against loss or damage (including loss of use or occupancy) by fire, lightning, typhoon, windstorm, water and also against burglary or theft, perils of transportation, land, aerial or marine and to perform, transact and carry on the business usually done by composite insurance

company, such as but not limited to casually insurance, reinsurance, guaranty and indemnity of all kinds, not inconsistent with law. (As amended on march 31, 1995)

The corporation shall have the following secondary purposes, powers and objects:

(a) To take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, convey, exchange, transfer or in any manner whatever dispose of real property, within or without the Republic of the Philippines, wherever situated; to manufacture, purchase, or acquire in any lawful manner, and to hold, use, own, mortgage, pledge, sell, exchange, transfer or otherwise dispose, and to deal and trade in with goods, wares, merchandise and personal property of every class and description and in any part of the world, all as the purpose for which the corporation is formed may be convenient or necessary for the transaction of the lawful business of the corporation.

b.) “To engage in, conduct and carry on the business of owning, acquiring and distributing rights, title and interest in intellectual property or licensed materials, including but not limited to, trademarks and/or trade names; to sub-license the use of such intellectual property or license materials; to protect such intellectual property or licensed materials, and all rights, title and interest therein, against unauthorized use or infringements; and to earn income in the form of, *inter alia*, royalties derived from the active conduct of such business.
(As amended on 16 July 2013)

(c) To purchase, acquire, take over and manage all or any part of the rights, assets, business and property of any person, firm, association, partnership, syndicate or corporation, carrying on any business which this corporation is authorized to carry on, or possessed of property, cash, checks, bonds, stock, debentures or other obligations of the corporation; and to undertake and assume the liabilities of any such person, firm, association, partnership, syndicate or corporation whose property or business may be

taken over, or shares of whose capital stock may be acquired or owned by the corporation, but only to the extent permitted by law; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(d) Insofar as the same may now or hereafter be permitted by law, to amalgamate or unite with, to manage, or combine or merge into this corporation, any other corporation, association or business wherever formed, which has object and purposes similar, analogous or subsidiary to any of the objects or purposes of this corporation, carrying on any business capable of being conducted so as to benefit this corporation, directly or indirectly, and to form, establish, and bring out, and assist in formation or establishment of any such corporation or association and to acquire, hold, deal in and with, and dispose of shares of interests therein.

(e) To apply for, purchase, in any manner to acquire and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant licenses or other rights in respect of, and in any manner deal in and with, any and all rights, inventions, improvements and process used in connection with or secured under letters patent or copyrights of the United States of America, the Republic of the Philippines, or other countries, or otherwise, and to work, operate or otherwise, which may directly or indirectly effectuate those objects or any of them.

(f) To guarantee, purchase, hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by this or any other corporation organized under the laws of the republic of the Philippines or any other country, nation, state or government and while owner of said stock, bonds, securities or evidence of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do; to sell the undertakings of this

corporation or any part thereof for such consideration as the corporation may deem fit, and in particular for shares, debentures or securities of any other corporation.

(g) To enter into, make, perform and carry out contracts of every kind which may be necessary or convenient for the business of this corporation, with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof; to borrow money, and, without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage pledge, deed of trust or otherwise, so far as may be permitted by the laws of the republic of the Philippines.

(h) To have one or more offices, to conduct its business and promote its objects within and without the Republic of the Philippines, and in all countries foreign thereto, without restrictions as to place or amounts.

(i) To appoint agent and representatives in all parts of the world for the purpose of carrying on any and all of the objects and purposes of this corporation.

(j) To mortgage or pledge all or any part of its properties, rights, interest and franchise, including any or all shares of stock, bonds, debentures, notes scrip or other obligations or evidences of indebtedness at any time owned by it.

(k) In carrying on its business and in order to attain and further its powers or purposes, to do any and all other acts or things, and to exercise any and all other powers which a natural person might do and exercise and which now or hereafter may be authorized by law, as principal, agent, contractor, trustee or otherwise, and either alone or in company with others, and, in addition, to have and to exercise all the rights, powers and privileges now hereafter belonging to or conferred upon corporations under the provisions of the laws authorizing the formation of such corporation.

(l) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the corporation.

The foregoing clauses shall be construed as both purposes and powers and it is hereby expressly provided that the foregoing enumeration of specific purposes, powers and objects shall not be held to limit or in any manner the general powers of the corporation.

3. That the place where the principal office of the corporation is to be established is in Metro Manila, Philippines. (As amended on 07 April 2000)

4. That the term for which the corporation is to exist shall be extended for another fifty (50) years from June 21, 1997. (As amended on November 22, 1996)

5. That the names and residences of the incorporators of the corporation are as follows:

Name -----	Nationality -----	Residences -----
Lemuel Earl Carroll	American	Manila, Philippines
Galen D. Litchfield	“	“ “
Arthur H. Henderson	“	“ “
Charles T. Balcoff	“	“ “
William H. Cope	“	“ “

6. That the number of directors of the corporation shall be ELEVEN (11), and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows, to wit:

(As amended on August 15, 2012)

<u>Name</u>	<u>Nationality</u>	<u>Residences</u>
Lemuel Earl Carroll	American	Manila, Philippines
Galen D. Litchfield	"	New York, N. Y.
George M. Selser	"	Manila, Philippines
Arthur H. Henderson	"	" "
Charles T. Balcoff	"	" "
William H. Cope	"	" "
Alfonso Ponce Enrile	Filipino	" "

7. That the capital stock of said corporation is TWO BILLION PESOS (P2,000,000,000.00), The Philippine Currency, and said capital stock is divided into TWO HUNDRED MILLION (200,000,000.00) SHARES and the par value of each share is TEN PESOS (P10.00), Philippine Currency.

8. That the amount of the said capital stock which has been actually subscribed is FIVE HUNDRED THOUSAND PESOS (P500,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

<u>Name</u>	<u>Residences</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Lemuel Earl Carroll	Manila	1,664	P166,400.00
Galen D. Litchfield	New York, N. Y.	1,664	166,400.00
George M. Selser	Manila	1,664	166,400.00
Arthur H. Henderson	"	2	200.00
Charles T. Balcoff	"	2	200.00
William H. Cope	"	2	200.00
Alfonso Ponce Enrile	"	2	200.00
	Total	5,000	P500,000.00

9. That the following persons have paid on the share of capital stock for which they have subscribed, the amounts set after their respective names.

<u>Name</u>	<u>Residences</u>	<u>Amount Paid on Subscription</u>
Lemuel Earl Carroll	Manila	P166,400.00
Galen D. Litchfield	New York, N.Y.	166,400.00
George M. Selser	Manila	166,400.00
Arthur H, Henderson	"	200.00
Charles T. Balcoff	"	200.00
William H. Cope	"	200.00
Alfonso Ponce Enrile	"	200.00
	Total	----- P500,000.00 =====

10. That WILLIAM H. COPE has been elected by the subscribers as Treasurer of the corporation to act as such and until his successors is duly elected and qualified in accordance with the by-laws, and such Treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

(SGD.) LEMUEL EARL CARROLL
LEMUEL EARL CARROLL

(SGD.) GEORGE M. SELSER
GEORGE M. SELSER

(SGD.) ARTHUR H. HENDERSON
ARTHUR H. HENDERSON

(SGD.) CHARLES T. BALCOFF
CHARLES T. BALCOFF

(SGD.) WILLIAM H. COPE
WILLIAM H. COPE

IN THE PRESENCE OF:

(SGD.) M. VELHAGEN

(SGD.) W. O. TORRES

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) s.s.

BEFORE ME, the undersigned Notary Public in and for the City of Manila, Philippines, on this day personally appeared Lemuel Earl Carroll (with Residence Certificate No. A-101245, issued at Manila on February 17, 1947), George M. Selser (with Residence Certificate No. A-20585, issued at Manila on January 8, 1947), Arthur H. Henderson (with residence Certificate No. A-32993, issued at Manila on January 10, 1947, Charles T. Balcoff (with Residence Certificate No. A-25529 issued at Manila on January 8, 1947) and William H. Cope (with Residence certificate No. A-41104, issued at Manila on January 21, 1947) all of whom are known to me and to me known to be the persons whose names are subscribed to and who executed the foregoing articles of incorporation, and acknowledged to me that they executed the same as an act of their free will and deed or the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal at Manila, Philippines, on this 22nd day of may, 1947.

(SGD.) TOMAS CONTRERAS
Notary Public
Until December 31, 1948

Doc. No. 485;
Page No. 8;
Book No. 32
Series of 1947.

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

WILLIAM H. COPE, being first duly sworn, depose and says:

That on the 22nd day of may, 1947, he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, he has been authorized by the subscribers to receive for the corporation all subscription paid in by the subscribers for the capital stock; that 5,000 shares worth P500,000.00 have been actually transferred to him in trust and received by him in cash for the benefit and to the credit of the corporation; and that at least twenty percentum (20%) of the authorized capital stock has been subscribed and that one hundred per centum (100%) of the subscriptions has been actually transferred to him in trust and received by him in cash for the benefit and to the credit of the corporation.

(SGD.) WILLIAM H. COPE

SUBSCRIBED AND SWORN to before me at Manila, Philippines, on this 22nd day of may 1947 exhibited to me his Residence Certificate No. A-41104, issued at manila on February 21, 1947.

(SGD.) TOMAS CONTRERAS
Notary Public
Until December 31, 1948

Doc. No. 486
Page No. 9
Book No. 32
Series of 1947.