



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

COMPANY REG. NO. CS200341233

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

KNOW ALL PERSONS BY THESE PRESENTS:

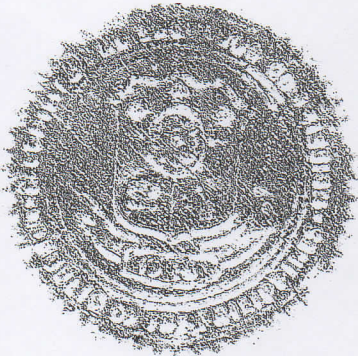
This is to certify that the amended articles of incorporation of the

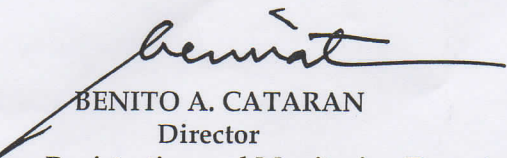
**CARITAS LIFE INSURANCE CORP.**  
(Amending Articles I, II and VII thereof)

copy annexed, adopted on June 17, 2010 by a majority vote of the Board of Director and on July 22, 2010 by the vote of the stockholders owning or representing more than two-thirds of the outstanding capital stock and certified under oath by the 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 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 5<sup>th</sup> day of December, Twenty Eleven.



  
BENITO A. CATARAN  
Director  
Company Registration and Monitoring Department



**AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**CARITAS LIFE INSURANCE CORPORATION**

**KNOW ALL MEN BY THESE PRESENTS:**

That WE, all of whom are residents and citizens 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 HEREBY CERTIFY:**

**FIRST:** - That the name of said corporation shall be "**CARITAS LIFE INSURANCE CORPORATION**".

**SECOND:** - That the primary purposes for which said corporation is formed are:

- (a) To do or transact the business of insurance of human lives and every insurance appertaining thereto or connected therewith, which may be payable on the death of the person insured, on or surviving a specified period, or otherwise contingently on the continuance or cessation of life; and such business shall include, but not limited to, the granting of whole life, endowment, and term policy benefits and annuities, as well as health and accident insurance; and, in connection with said business, to cede to or accept from other life insurance companies any or all of the aforementioned classes of risks.
  
- (b) To carry on the business of life insurance in all its branches, particularly but not limited to grant or effect assurances of all kinds of payments of money by way of single payment or by several payments, or by way of immediate or deferred annuities upon the death of or upon attainment of a given age or happening in the life time of any person or persons, or

upon the birth or subject to or upon the happening of any contingency or event dependent upon human life or upon a fixed or certain date irrespective of any such event or contingency.

#### SECONDARY PURPOSES

- (a) To purchase, hold own, mortgage, encumber, and other deal with such real and/or personal property as may be authorized by law or approved by Insurance Commissioner, and, in general, to invest its funds in such classes of securities or types of investment as are allowed life insurance companies.
- (b) To do all such other things as are incident or conducive to the attainment of the above purposes and to exercise all of the powers conferred by law upon corporations similarly organized and usually and ordinarily incidental to companies of like nature and kind.
- (c) To purpose or otherwise acquire and undertake all or any part of the business, property and liability of any person or company is authorized to carry on or possess property suitable for the purpose of this company.
- (d) To acquire by purpose and to invest in, hold, sell, or otherwise dispose of the stocks or bonds, or any interest in either or any obligation or evidences of indebtedness, of any corporation or corporations. Domestic or foreign or the bonds or other obligations or evidence of indebtedness, of persons, firm or corporation, and which the owner of such stocks, bonds, or interests, therein, or other obligation or evidence of indebtedness, to exercise all, the rights, powers and privileges or ownership, including the right to vote thereon or consent in respect thereof for any and all purposes.
- (e) To purchase or otherwise acquire, sell, lease, convey, mortgage, encumber, and otherwise deal with any property or interest therein or easement, right, or privilege over or in

respect to any property, real or personal, as may be permitted by law and as may be reasonably necessary it to carry out the purpose for which the corporation is created as may now or hereafter be permitted by law.

- (f) To do all or any of the above things in any place in which the company may determine as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (g) To do all such other things as are incidental or conducive to the attainment of the purposes.
- (h) To do and perform any and all of the acts and things and to exercise all of the general powers conferred by law upon corporations similarly organized and usually and ordinarily incidental to companies of like nature or kind.

**THIRD:** - That the place where the principal office of the corporation is to be established, or located, is at QUEZON CITY, PHILIPPINES.

**FOURTH:** - That the term for which the said and corporation is to exist is FIFTY (50) YEARS from and after the date of incorporation.

**FIFTH:** - That the names and residences of the incorporations of said corporation are as follows:

<u>DIRECTORS</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
AVENILO P. AVENTURA	Filipino	#36 Matapat St., Diliman Quezon City
JOSE A. YULDE	Filipino	101 13 <sup>th</sup> Avenue Cubao, Quezon City
MARIANO T. KATIPUNAN	Filipino	27 Sparrow St., Greenmeadows, Quezon City
FLORENCIO M. MARTINEZ	Filipino	#18 San Gabriel St., San Antonio Valley 10, Parañaque City
MANUEL S. REYES	Filipino	21 Celia St., Tinajeros, Malabon City

**SIXTH:** - That the number of directors of said corporation shall be fifteen (15) and that names and residence 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,

<u>DIRECTORS</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
AVENILO P. AVENTURA	Filipino	#36 Matapat St., Diliman Quezon City
JUANITO G. ARCILLA	Filipino	#6 Rhinestone St., Las Pinas Royale Estate Pulang Lupa, Naga Road, Las Pinas City
VICENTE D. BAUSON	Filipino	San Lorenzo Ruiz Catholic Center # 246 Legarda St., Sampaloc, Manila

MANUEL P. BRINAS	Filipino	#144 Road 3, Pag-asa, Quezon City
JAY D. CRISOSTOMO	Filipino	#225 J. P. Rizal St., Sta. Elena Marikina City
ADOLFO P. DEPRA	Filipino	Aklan College, Kalibo, Aklan
FRANCISCO G. DIZON	Filipino	#10 Cleveland St., West Greenhills San Juan
ANA MARIA K. ESCALONA	Filipino	#9 Bell St., Filinvest East, Marcos Highway, Antipolo City
RUBEN G. HENSON	Filipino	#66 Mc Arthur Highway, Angeles City
MARIANO T. KATIPUNAN	Filipino	27 Sparrow St., Greenmeadows, Quezon City
FLORENCIO M. MARTINEZ	Filipino	#18 San Gabriel St., San Antonio Valley 10, Parañaque City
MANUEL S. REYES	Filipino	21 Celia St., Tinajeros, Malabon City
JOSE A. YULDE	Filipino	101 13 <sup>th</sup> Avenue Cubao, Quezon City

**SEVEN:** - That the authorized capital stock of said corporation is **EIGHT HUNDRED MILLION (P800,000,000.00) PESOS**, Philippine Currency, and said capital stock is divided into **EIGHT MILLION (8,000,000.00)** shares with a par value of **ONE HUNDRED PESOS (P 100.00)** each.

**EIGHT:** - That at least 25% of the authorized capital stock of the corporation has been subscribed and at least 25% of the total subscription has been paid by the following persons set out after their respective names:

<u>NAME OF SUBSCRIBER</u>	<u>NATIONALITY</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT SUBSCRIBED</u>	<u>AMOUNT PAID</u>
AVENILO P. AVENTURA	Filipino	1	₱ 100.00	₱ 100.00
JUANITO G. ARCILLA	Filipino	1	100.00	100.00
VICENTE D. BAUSON	Filipino	1	100.00	100.00
MANUEL P. BRINAS	Filipino	1	100.00	100.00
JAY D. CRISOSTOMO	Filipino	1	100.00	100.00
ADOLFO P. DEPRA	Filipino	1	100.00	100.00
FRANCISCO G. DIZON	Filipino	1	100.00	100.00
ANA MARIA K. ESCALONA	Filipino	1	100.00	100.00
RUBEN G. HENSON	Filipino	1	100.00	100.00
MARIANO T. KATIPUNAN	Filipino	1	100.00	100.00
GEOFREY M. MARTINEZ	Filipino	1	100.00	100.00
FLORENCIO MARTINEZ	Filipino	1	100.00	100.00
MANUEL S. REYES	Filipino	1	100.00	100.00
AMELITA O. VISAYA	Filipino	1	100.00	100.00
JOSE A. YULDE	Filipino	1	100.00	100.00
CARITAS HEATH SHIELD INC.		749,985	74,998,500.00	74,998,500.00
<b>TOTAL</b>		<b>750,000</b>	<b>75,000,000.00</b>	<b>75,000,000.00</b>

That the subscribers have further agreed to pay sum of ₱ 25,000,000.00 for "contributed surplus fund". The contributed surplus shall be repaid in cash in the same amount and without interest as soon as the earned surplus reserve of the corporation as may be provided in the By-Laws shall, subject to the approval of the Insurance Commissioner, in the judgment of the Board of Directors justify it.

**NINTH:** - That the following persons have paid their shares in the contributed surplus find, the amount set forth are their respective names:

<u>NAME</u>	<u>CONTRIBUTED SURPLUS</u>
AVENILO P. AVENTURA	₱ 100.00
JUANITO G. ARCILLA	100.00
VICENTE D. BAUSON	100.00
MANUEL P. BRINAS	100.00
JAY D. CRISOSTOMO	100.00
ADOLFO P. DEPRA	100.00
FRANCISCO G. DIZON	100.00
ANA MARIA K. ESCALONA	100.00
RUBEN G. HENSON	100.00
MARIANO T. KATIPUNAN	100.00
GEOFREY M. MARTINEZ	100.00
FLORENCIO MARTINEZ	100.00
MANUEL S. REYES	100.00
AMELITA O. VISAYA	100.00
JOSE A. YULDE	100.00
CARITAS HEATH SHIELD INC.	24,998,500.00
<b>TOTAL</b>	<b>₱ 25,000,000.00</b>

**TENTH:** - That no transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in the stock certificates issued by the corporation.

**ELEVENTH:** - That Mr. Mariano T. Katipunan Jr. has been elected by the subscribers as Treasurer of the Corporation, to act as such until his successor is duly elected and qualified in accordance with the By-Laws and that as such. Treasurer he has been authorized to receive for the corporation and to issue receipt in its name for all subscriptions and contributed surplus paid or to be paid by the subscribers.

**TWELFTH:** - That the corporation manifests its willing ness to change its corporate name in the event another persons, firm or entity has

acquired a prior right in use the said firm name or one deceptively or confusingly similar to it.

**IN WITNESS WHEREOF**, we have hereunto set our hands this 30<sup>th</sup> day of October 2003, in the City of Manila, Philippines.

**AVELINO P. AVENTURA**

**MARIANO T. KATIPUNAN**

**JOSE A. YULDE**

**FLORENCIO M. MARTINEZ**

**MANUEL S. REYES**

**SIGNED IN THE PRESENT OF:**

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

**ACKNOWLEDGEMENT**

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

**BEFORE ME**, a Notary Public for and in City of Manila, personally appeared the following persons and exhibited to me their Community Tax Certificate as follows:

<b><u>NAME</u></b>	<b><u>RES. CERT. NO.</u></b>	<b><u>DATE/PLACE ISSUE</u></b>
<b>AVELINO P. AVENTURA</b>	<u>15472770</u>	<u>01/07/03; Q.C.</u>
<b>JOSE A. YULDE</b>	<u>21456932</u>	<u>01/27/03; Q.C.</u>
<b>MARIANO T. KATIPUNAN</b>	<u>15480759</u>	<u>01/08/03; Q.C.</u>
<b>FLORENCIO M. MARTINEZ</b>	<u>12412081</u>	<u>01/13/03; Manila</u>
<b>MANUEL S. REYES</b>	<u>16848941</u>	<u>02/13/03, Malabon City</u>

know to me and to me known to be the same persons who executed the instrument and who acknowledged to me that the same is their free act and voluntary deed.

**I HEREBY CERTIFY THAT THIS** instrument consists of eight (8) pages including this pages on which the acknowledgement appears, signed by the parties and their instrumental witnesses and sealed with my notarial seal.

**WITNESS MY HAND AND SEAL** this 30<sup>th</sup> day of October 2003 in the City of Manila, Philippines.

Notary Public

Doc. No. 296  
Page No. 60  
Book No. 1  
Series of 2003.

ATTY. ELEUPER M. MARTINEZ  
NOTARY PUBLIC  
UNTIL DECEMBER 2004  
PTR NO. 1934810/01-21-03/MLA.  
IBP NO. 581819/02-13-03/CAPIZ



Republic of the Philippines)  
City of Manila ) S.S.



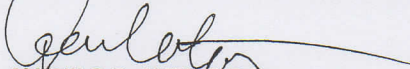
**DIRECTORS' CERTIFICATE**

**KNOW ALL MEN BY THESE PRESENTS:**


WE, the undersigned majority directors of **CARITAS LIFE INSURANCE CORPORATION** (the "Corporation"), 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 <sup>July 15, 2010 and September 14, 2010</sup> July 22, 2010 at the principal office of the corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to the Article VII by changing the authorized capital stock of the corporation.

IN WITNESS WHEREOF, we have hereunto signed this Certificate this 7<sup>th</sup> day of October 2010 at City of Manila, Philippines.

  
**AVENILO P. AVENTURA**

TIN No. 115-895-948

  
**VICENTE D. BAUSON**

TIN No. 225-659-044

  
**JAY D. CRISOSTOMO**

TIN No. 132-946-740

  
**ADOLFO P. DEPRA**

TIN No. 139-166-843

  
**FRANCISCO G. DIZON**

TIN No. 103-797-751

  
**ELISEO P. DIZON, JR.**

TIN No. 119-857-973

  
**ANA MARIA K. ESCALONA**

TIN No. 183-123-226

  
**TEODORO M. JUMAMIL**

TIN No. 106-179-520

  
**MARIANO T. MATIPUNAN, JR.**

TIN No. 132-144-207

  
**GEOFFREY M. MARTINEZ**

TIN No. 132-144-207

  
**FLORENCIO M. MARTINEZ**

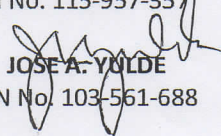
TIN No. 131-282-586

  
**MANUEL S. REYES**

TIN No. 115-783-383

  
**AMELIA O. VISAYA**

TIN No. 115-957-357

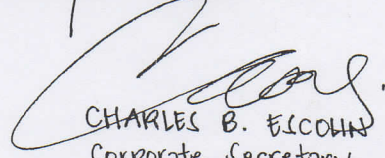
  
**JOSE A. YULDE**

TIN No. 103-561-688

  
**RUBEN G. HENSON**

TIN No. 113-267-001


CERTIFIED BY:

  
**CHARLES B. ESCOBIN**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 17 day of FEB 2011 at City of Manila, Philippines by the above-named persons who exhibited to me their valid ID's as follows:

<u>NAME</u>	<u>VALID ID's</u>	<u>ISSUED/VALIDITY</u>
JUANITO G. ARCILLA	Passport No. EB1435688	Nov. 23, 2010 to Nov. 22, 2015
AVENILO P. AVENTURA	Passport No. XX28036726	Jan. 16, 2009 to Jan. 15, 2014
VICENTE D. BAUSON	Passport No. XX05163935	Feb. 12, 2010 to Feb. 11, 2013
JAY D. CRISOSTOMO	T.I.N. No. 132-946-740	
ADOLFO P. DEPRA	Passport No. XX1134120	May 9, 2008 to May 8, 2013
FRANCISCO G. DIZON	T.I.N. No. 103-797-751	
ELISEO P. DIZON, JR.	Passport No. XX08969149	April 10, 2008 to April 9, 2013
ANA MARIA K. ESCALONA	T.I.N. No. 183-123-226	
RUBEN G. HENSON	T.I.N. No. 113-267-001	
MARIANO T. KATIPUNAN, JR.	T.I.N. No. 132-144-207	
GEOFFREY M. MARTINEZ	Passport No. UU0655382	Feb. 6, 2007 to Feb. 26, 2012
FLORENCIO M. MARTINEZ	Driver's License No. F04-86-004989	Dec. 3, 2009 to Nov. 29, 2012
MANUEL S. REYES	Passport No. XX01677182	Feb. 2, 2008 to Feb. 1, 2013
AMELIA O. VISAYA	T.I.N. No. 115-957-357	
JOSE A. YULDE	T.I.N. No. 103-561-688	

Doc. No. 169;  
 Page No. 25;  
 Book No. III;  
 Series of 2011.

  
**ATTY. ROBESPIERRE S. CU**  
 NOTARY PUBLIC  
 Notarial Commission No. 2010-049  
 Until December 31, 2011  
 IBP No. 762743; 12/01/09; Until to 2011 Manila  
 PTR No. 9245194; 1/5/11; Manila  
 Roll of Attorney No. 55522  
 Suite 105-B, ECJ Condominium Bldg.  
 Real St., Intramuros, Manila



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

COMPANY REG. NO. CS200341233

**CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK**

KNOW ALL PERSONS BY THESE PRESENTS:

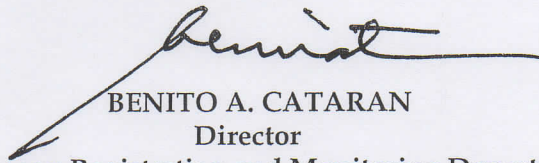
This is to certify that the increase of capital stock of the

**CARITAS LIFE INSURANCE CORP.**

from P300,000,000.00 divided into 3,000,000 shares with the par value of P100.00 each, to P800,000,000.00 divided into 8,000,000 shares with the par value of P100.00 each approved by majority of the Board of Directors on June 17, 2010 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on July 22, 2010 certified to by the Chairman and the Secretary of the stockholders' meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

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 5<sup>th</sup> day of December, Twenty Eleven.



  
BENITO A. CATARAN  
Director

Company Registration and Monitoring Department



COVER SHEET

4-18  
10-45 p

CS 2 0 0 3 4 1 2 3 3

S.E.C. Registration Number

CARITAS LIFE INSURANCE  
CORPORATION

(Company's Full Name)

Atty. Lagman  
4/18  
N

CARITAS BLDG. 95 E. RODRIGUEZ  
BLVD. QUEZON CITY

(Business Address: No. Street City / Town / Province)

RONNIE A. SANTOS

Contact Person

527-6953

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

ICS

FORM TYPE

Secondary License Type, If Applicable

N/A

0 3

Month

1 5

Day

Annual Meeting

7-11  
10-15 p  
1020

Dept. Requiring this Doc.

Amended Articles Number/Section

N/A

N/A

1 6

Total No. of Stockholders

N/A

Domestic

N/A

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

RECORDS  
LCU  
u-3-u

Cashier

N/A

STAMPS

Remarks = pls. Use black ink for scanning purposes

**CERTIFICATE OF INCREASE OF CAPITAL STOCK**  
**OF**  
**CARITAS LIFE INSURANCE CORPORATION**



**KNOW ALL MEN BY THESE PRESENTS:**

That, we, the undersigned, the Chairman and the Secretary of the stockholder's meeting and majority of the members of the Board of Directors of the above-named corporation, organized and existing under and by virtue of the laws of the Philippines do hereby **CERTIFY:**


1. That at the meeting of the stockholders of the said corporation held at the principal office on July 22, 2010, at which meeting there was a quorum, the stockholders representing at least two-thirds (2/3) of the outstanding capital stock in person or by proxy, approved the increase of the corporation's authorized capital stock from THREE HUNDRED MILLION PESOS (P 300,000,000.00) divided into THREE MILLION (3,000,000) shares, with a par value of ONE HUNDRED PESOS (P 100.00) per share to EIGHT HUNDRED MILLION PESOS (P 800,000,000.00) divided into EIGHT MILLION (8,000,000) shares with a par value of ONE HUNDRED (P 100.00) per shares;
2. That the increase was likewise approved by at least majority of the directors at the meeting held on June 17, 2010;
3. That of the net increase in the authorized capital stock of FIVE HUNDRED MILLION PESOS (P500,000,000.00) the amount of ONE HUNDRED TWENTY FIVE MILLION PESOS (P125,000,000.00) has been actually subscribed by Caritas Health Shield, Inc., and of said subscription, the amount of ONE HUNDRED MILLION PESOS (P100,000,000.00) has actually been paid in cash.
4. That the actual indebtedness of the corporation of the date of the stockholders meeting amount to 47,167,813.87;
5. That no bonded indebtedness has been incurred, created or increased as of the date of the stockholders meeting;

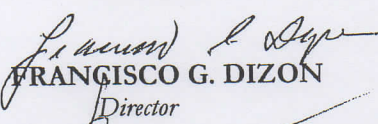
6. That the requirement of Sec. 38 of the Corporation Code of the Philippines has been complied with;

IN WITNESS WHEREOF, we have hereunto set our hands this OCT 29 2010 day of August 2010 at \_\_\_\_\_, Philippines. 11

  
AVENILO P. AVENTURA  
Director

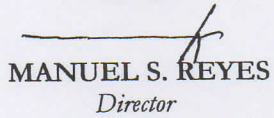
  
TEODORO M. JUMAMAL  
Director

  
ADOLFO P. DEPRA  
Director

  
FRANCISCO G. DIZON  
Director

  
RUBEN G. HENSON  
Director

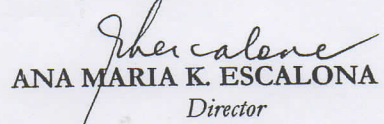
  
FLORENCIO MARTINEZ  
Director


  
MANUEL S. REYES  
Director

  
VICENTE D. BAUSON  
Director

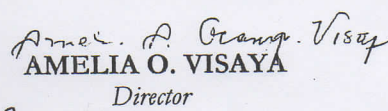
  
JAY D. CRISOSTOMO  
Director

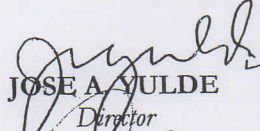
  
ELISEO P. DIZON  
Director

  
ANA MARIA K. ESCALONA  
Director

  
MARIANO T. KATIPUNAN, JR.  
Director

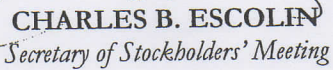
  
GEOFFREY M. MARTINEZ  
Director

  
AMELIA O. VISAYA  
Director

  
JOSE A. YULDE  
Director

COUNTERSIGNED:

  
AVENILO P. AVENTURA  
Chairman of Stockholders' Meeting

  
CHARLES B. ESCOLIN  
Secretary of Stockholders' Meeting