

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 105764

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

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

**LBP (LAND BANK OF THE PHIL.) INSURANCE
BROKERAGE, INC.**

copy annexed, adopted on February 17, 2017 by majority vote of the Board of Directors and on March 02, 2017 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 Pasay City, Metro Manila, Philippines, this 14th day of June, Twenty Seventeen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

AMENDED BY-LAWS

OF

LBP (LAND BANK OF THE PHIL.) INSURANCE BROKERAGE, INC.

ARTICLE I

PLACE OF OFFICE

SECTION 1. The Office of the Company shall be located at 12th Floor, Sycip Law Center, 105 Paseo de Roxas, Legaspi Village, Makati City and in said City as the Board of Directors may from time to time fix. (as amended February 17, 2017)

ARTICLE II

MEETING OF STOCKHOLDERS

SECTION 1. ANNUAL MEETING: – The annual meeting of stockholders shall be held at ten o'clock in the morning on May 15, in each year, unless such day be a holiday in which case the meeting shall be held on the next secular day following, at the principal office of the Company.

SECTION 2. SPECIAL MEETING – Special meeting of stockholders may be called by the President, or by order of the Board of Directors, whenever he or they shall deem it necessary, and it shall be the duty of the President to order and call such meetings whenever the holder of record of not less than one-fourth of the outstanding capital stock of the Company with voting privilege shall be in writing so request.

SECTION 3. NOTICES – Notice of the time and place of holding any annual meeting, if held otherwise than as provided in the first sentence of Section 1 of this article, or any special meeting of stockholders, shall be given either by posting the same enclosed in a postage pre-paid envelope, addressed to each stockholder of record with voting privilege at the address left by such stockholder with the secretary of the Company or at his last known post-office address, or by delivering the same to him in person. 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 all the stockholders with voting privilege. These by-laws shall be sufficient notice of the annual meeting; no further notice need be given.

No Notice of any meeting need to be published in any newspaper or in any other medium.

Failure to give or any defect or irregularity in giving the notice of any regular meeting shall not affect or invalidate any action taken at such meeting.

If all stockholders with voting privilege shall, in person, or by attorney or proxy appointed in writing, waive notice of any meeting, either annual or special, no notice of such meeting shall be required, and any action taken at a meeting held pursuant to such waiver shall be valid and binding.

If all stockholders with voting privilege shall, in person, or by attorney or proxy appointed in writing, waive notice of any meeting, either annual or special, no notice of such meeting shall be required, 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 at the annual meeting of stockholders shall be as follows:

- 1) Proof of the required notice of the meeting.
- 2) Proof of the presence of a quorum.
- 3) Reading of minutes of previous meeting and action thereon.
- 4) Report of Board of Directors.
- 5) Unfinished business.
- 6) New business.
- 7) Election of directors for ensuing year.

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

SECTION 5. VOTING – At every meeting of stockholders, every stockholder with voting privilege shall be entitled to one vote for each share of stock standing in his name on the books of the company; provided, however, that in the case of the selection of Directors every stockholder with voting privilege shall be entitled to cumulate his votes in the manner provided by law. Every stockholder entitled to vote at any meeting of stockholders may vote by proxy, provided, that the proxy shall have been appointed in writing by the stockholder himself, or by his duly authorized attorney. The instrument appointing a proxy shall be exhibited to the Secretary and shall be pledged with the Secretary at the time of the meeting if he shall so request.

SECTION 6. QUORUM – At any meeting of stockholders, the holder of records of a majority of the stock of the company then issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business, save and except in those cases where the corporation law requires the affirmative vote of a greater proportion and in the absence of a quorum, the stockholders attending or represented at the time and place at which such meeting shall have been called, or to which it may have been adjourned, or any officer entitled to preside at such meeting or to act as Secretary thereof, may adjourn such meeting for any period.

SECTION 7. MINUTES – Minutes of all meeting of stockholders shall be kept and shall be carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. QUALIFICATIONS – The Board of Directors shall consists of seven (7) members. *(as amended on March 2, 2017 – approved by the Stockholders and February 17, 2017 approved by the Board of Directors).*

All directors shall be holders of at least one share, of the voting stock of the Company in their own right, and at least two of the directors shall be residents of the Philippines.

SECTION 2. ELECTION – The directors shall be elected annually by the stockholders at the annual meeting, and shall hold office until their successors are elected and qualified, unless sooner removed from office as provided by laws.

SECTION 3. POWERS AND QUORUM – The directors shall act only as a Board, and the individual directors shall have no power as such.

A majority of the whole number of directors shall constitute a quorum for the transaction of business, and every decision of a majority of a quorum duly assembled as a board shall be valid as a corporate act.

In the absence of a quorum, one or more directors present at the time and place for which a meeting shall have been called, may adjourn any meeting from time to time until a quorum shall be present.

SECTION 4. DUTIES – The corporate powers of the Company shall be exercised by, and all the business of the Company shall be controlled by, the Board of Directors.

The directors shall perform the duties enjoined upon them by the law and by the By-Laws of the Company.

The Board of Directors may delegate to the officers of the Company such powers and duties as they may deem proper and which they may be entitled by law to so delegate.

SECTION 5. MEETING – The Board of Directors shall meet as soon as practicable after the annual meeting, of which directors' meeting no notice shall be required. Thereafter, regular meetings may be held at such notice as the Board of Directors by resolutions may prescribe. Special meetings of the Board may be called by the president or by the written of any two directors, upon at least one day's notice of the time and place of holding the meeting, given personally, or by letter, telegram or telephone. Any regular or special meeting of the Board of Directors may be held in the City of Manila or at such other place whether within the Philippines as may be designated by the Board.

SECTION 6. VACANCIES – If any vacancy shall occur among the directors by death, or from any other cause except by removal or expiration of term, such vacancy may be filled by the a majority of the Board constituting a quorum present at any director’s meeting.

In case of a vacancy in the Board of Directors, the remaining directors shall continue to act, but if at any time their number be reduced to less than a quorum, the vacancies shall be filled by the stockholders at a special meeting called for the purpose.

Directors may be removed and the vacancies caused shall be filled in the manner prescribed by law.

SECTION 7. COMPENSATION – Directors shall receive such compensation for their services as may from time to time be fixed by the stockholders.

SECTION 8. MINUTES - Minutes of all meeting of the Board of Directors shall be kept and shall be carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

ARTICLE IV

OFFICERS, AGENTS, EMPLOYEES

SECTION 1. DESIGNATIONS – The Board of Directors at their first meeting, and annually thereafter, shall elect a Chairman from among themselves and elect as officers of the Company a President, one or more Vice-Presidents, Treasurers, and a Secretary, and may from time to time elect one or more Assistant Secretaries, Assistant Treasurers, and such other officers as they may deem proper.

The Secretary shall be a resident of the Philippines and a citizen of the Philippines.

Every officer, shall hold office only during the pleasure of the Board of Directors, and all vacancies occurring among such officers, however arising, shall be filled by the Board.

SECTION 2. COMPENSATION – The compensation of all officers elected or appointed by the Board of Directors shall be fixed by the Board.

SECTION 3. PRESIDENT – The President who shall be a director shall be the Chief Executive Officer of the Company.

SECTION 4. GENERAL & ASSISTANT GENERAL MANAGER – The Board of Directors may contract for the services of a General, and Assistant General Manager or elect from among themselves manager who shall serve for such period and with such compensation, authority, and duties as may be provided by the contract of employment or as may be assigned by the Board of Directors.

SECTION 5. VICE-PRESIDENTS – The Vice-President shall have such powers and perform such duties as may be required of them by the Board of Directors. In case of the absence or inability to act of the President, the Vice-President, or if there be more than one, such Vice-President if he is also a director as the Board of Directors may designate for the purpose, shall be the powers and discharge the duties of the President.

SECTION 6. SECRETARY – The Secretary shall keep the minutes of all meetings of stockholders, of the Board of Directors, and of all committees, in a book or books kept for the purpose. He shall keep in safe custody the seal of the Company, and when authorized by the Board of Directors he shall affix such seal to any instrument requiring the same. The Corporate seal of the company 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. She shall attend to the giving and serving of all notices and shall have such other powers and perform such other duties as pertain to his office or as the Board of Directors may from time to time assign to him. In the absence of the Secretary, or her inability to act, the Assistant Secretary designated by the Board of Directors shall have all the foregoing powers and duties.

SECTION 7. ASSISTANT SECRETARIES – The Board of Directors may delegate to an assistant secretary all or any part of the duties of the Secretary.

SECTION 8. TREASURER – The Treasurer shall have charge of the funds, securities, receipts and disbursements of the Company. She shall deposit, or cause to be deposited, all moneys and other valuable effects in the name and to the credit of the Company in such banks or trust companies, or with such bankers or other depositories, as the Board of Directors may from time to time designate. She shall render to the President or the Board of Directors whenever required an account of the financial condition of the company and of all his transactions as treasurer. As soon as practicable after the close of each fiscal year, she shall make and submit to the Board of directors a like report for such fiscal year. She shall keep correct books of account of all the business and transactions of the Company. In case of the absence of the Treasurer or her inability to act, the Assistant Treasurer as the Board of Directors may designate, shall have all the foregoing powers and duties.

SECTION 9. ASSISTANT TREASURERS – The Assistant Treasurer, if and when appointed by the Board of Directors, shall have power, with such limitations or conditions as the Board may fix, to sign checks and drafts upon banks and depositories of the Company, and to endorse checks and drafts for deposit with such banks or depositories to the credit of the company.

The Assistant Treasurer shall perform such other and further duties as may be prescribed by the Board of Directors or by the President from time to time.

They shall, if the Board of Directors so require, give a bond for the faithful performance of their duties in such amount as the Board of Directors may require.

SECTION 10. AGENTS AND EMPLOYEES – The Board of Directors may appoint such other agents and employees as they may deem proper, and may authorize any officer to appoint and remove agents or employees. Each of such agents and employees shall hold office during the pleasure of the Board of Directors, or his superior officer, subject, however, to any special agreement as to the length of time of service.

SECTION 11. POWER, DUTIES AND COMPENSATIONS – The Board of Directors shall from time to time prescribe the power and duties and fix the compensation of the officers, agents and employees of the company when such powers and duties are not prescribed by the By-Laws.

ARTICLE V

CONTRACTS & OBLIGATIONS

SECTION 1. No agreement, contract, or obligation involving the payment of money or the credit or liability of the Company shall be made without the approval of the Board Directors, except by an officer or agent thereunto generally or specifically authorized by the Board of Directors.

ARTICLE VI

INVESTMENTS, BANKS, DEPOSITORIES CHECKS AND DRAFTS

SECTION 1. INVESTMENTS – No investment of any character shall be made without the approval of the Board of Directors, and/or the stockholders as the case may be.

SECTION 2. FUNDS – The funds of the Company shall be distributed by checks or drafts upon the authorized depositories if the company signed by such officers as the Board may from time to time designate.

ARTICLE VII

SHARES AND THEIR TRANSFERS

SECTION 1. ISSUE AND TRANSFER – The Board of Directors shall provide for the issue and transfer of the capital stock of the company and shall prescribe the form of the certificate of stock. Every owner or fully-paid stock of the Company shall be entitled to a certificate of check certifying the number of shares owned by him. It shall be signed by the President or a Vice-President and countersigned by the Secretary or Assistant Secretary and sealed with its corporate seal. Certificates of stock shall be issued in consecutive order from

Amended By-Laws
Of LBP (Land Bank of the Philippines)
Insurance Brokerage, Inc.

certificate books of the Company, and certificates shall be numbered in the order in which they are issued. Upon the stub of each certificate issued shall be entered the name of the persons, firm, or corporation owing the stock represented by such certificate, the number of shares in respect to which the certificate is issued, and in the case of cancellation, the date thereof.

No transfer of stock which reduces the ownership of Filipino citizens to less than required percentage as required by existing laws and regulations shall be allowed to be recorded in the proper books.

Every certificate surrendered for exchange or transfer of stock shall be cancelled and affixed to the original stub in the certificate book, and no new certificate shall be issued for exchanged or cancelled certificates until the old certificates has been so cancelled or returned to its place in the certificate book, except in the cases provided for in Section 3 of Action VII of these By-Laws.

SECTION 2. STOCK AND TRANSFER BOOK – There shall be kept by the Secretary of the Company a book to be known as the “Stock and Transfer Book” containing the names, alphabetically arranged, of the stockholders of the Company, showing their places of residence, the number of shares of stock held by them, respectively, as well as other entries required by law. Transfer of stock shall be made only on the transfer books of the Company 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 stock shall be in writing duly executed and filed with the Company. The Board of Directors may arrange for one suitable entity or individual to facilitate the transfer of shares, under such regulations as the Board of Directors may from time to time prescribe.

SECTION 3. LOSS OR DESTRUCTION OF CERTIFICATES – The Board of Directors may direct a new certificate or certificates or stock to be issued in the place of any certificate or certificates theretofore issued and alleged to have been lost or destroyed pursuant to Section 73 of the Corporation Code.

SECTION 4. TRANSFERRES, MORTGAGES AND PLEDGES – Transferees, mortgages and pledges of stock of the Company or of any interest therein, shall promptly transfer the same, or register notice of their lien, on the books of the company and their failure to do so shall stop them from making any claim against the Company 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 alleged loss or destruction of the original certificates, or for any other reason. Transferees, mortgages, and pledges of the stock of the Company, or of any interest therein, may ascertain from the stocks certificate and stock transfer books of the Company, that the Company has no claims or defense against the holder or registered owner of the certificate transferred, and shall hold all certificates subject to all claims or defense noted in the stock certificate and stock transfer books of the company.

ARTICLE VIII

ADDRESSES

SECTION 1. ADDRESS – Every stockholder and transferee, and every attorney and proxy for any stockholder, shall furnish the Secretary with an address at which notices of meetings and all other corporate notices from any officer of the Company may be served upon or mailed to him and in default thereof may be addressed to him at last known address.

ARTICLE IX

DIVIDENDS

SECTION 1. DIVIDENDS – The Board of Directors may declare dividends only from the surplus profits arising from the business of the Company.

ARTICLE X

CORPORATE SEAL

SECTION 1. CORPORATE SEAL – The corporate seal of the corporation, unless otherwise ordered by the Board of Directors, shall be circular with a design featuring the initials LIBI and around shall bear the words: LBP (LAND BANK OF THE PHILIPPINES) INSURANCE BROKERAGE, INC.

ARTICLE XI

FISCAL YEAR

SECTION 1. 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 of December following.

ARTICLE XII

AMENDMENTS

SECTION 1. AMENDMENTS – These by-laws or any of them, may be amended or repealed by the majority votes of the Board of Directors and by majority votes of the outstanding capital stock at any regular meeting of the stockholder or at a special meeting duly called for that purpose.

We, owning or representing majority of the outstanding capital stock, hereby adopt the foregoing By-Laws on November 23, 1981 at Manila, Philippines.

Amended By-Laws
Of LBP (Land Bank of the Philippines)
Insurance Brokerage, Inc.

IN WITNESS WHEREOF, we have hereunto signed, and the Secretary has countersigned, this 23rd day of November 1981.

(sgd.)
BASILIO ESTANISLAO
Director

(sgd.)
RAUL I. GOCO
Director

(sgd.)
ILUMINADA L.E. CABIGAS
Director

(sgd.)
JUAN T. REYES, JR.
Director

(sgd.)
RONALD D. ROY
Director

(sgd.)
MARIANO A. CORDERO
Director

(sgd.)
SUNDAY A LAVIN
Director

(sgd.)
JESUS F. DIAZ
Director

(sgd.)
TEODULO R. DIÑO
Director

Countersigned:

(sgd.)
TEODULO R. DIÑO/Secretary



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 105764

**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

**LBP (LAND BANK OF THE PHIL.) INSURANCE
BROKERAGE, INC.**
(Amending Article VI thereof.)

copy annexed, adopted on February 17, 2017 by majority vote of the Board of Directors and on March 02, 2017 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 Pasay City, Metro Manila, Philippines, this 14th day of June, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

1 0 5 7 6 4

Former Company Name

L B P (L A N D B A N K O F T H E P H I L S ,)
I N S U R A N C E B R O K E R A G E , I N C .

AMENDED TO:
New Company Name

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

1 2 T H F L O O R S Y C I P L A W C E N T E R
1 0 5 P A S E O D E R O X A S L E G A S P I
V I L L A G E M A K A T I C I T Y

ZIP CODE

1 2 0 9

COMPANY INFORMATION

Company Email Address

libi@lbp-insurance.com

Company's Telephone Number/s

893-8859/840-4108

Mobile Number

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

Antonette C. Serapio

nette.serapio@lbp-insurance.com 840-4108

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

-
-
-
-
-

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

**AMENDED
ARTICLES OF INCORPORATION
OF THE
LBP (LAND BANK OF THE PHIL.) INSURANCE
BROKERAGE, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of legal age, citizens and 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 **LBP (LAND BANK OF THE PHIL.) INSURANCE BROKERAGE, INC.**

2. That the purpose for which such Corporation is formed are:

PRIMARY PURPOSE

To engage in the business of general insurance brokerage management and consultancy, more particularly as follows:

- a. To act as insurance brokers for life, health, accident, property, motor car, casualty, surety and fidelity, marine cargo and hull, comprehensive liability insurance and such other insurance coverages allied with and incident to the above-mentioned lines.
- b. To engage in management and consultancy work on insurance, both life and non-life, for clients-insureds, and in this connection, to hold, own, purchase, acquire, underwrite, obtain participation in and manage the business of any corporation, partnership or entity.

SECONDARY PURPOSE

- a. To engage in the business of buying and selling of foreign currencies and buying, selling, importing, exporting and/or dealing in any other manner, at wholesale or retail, goods and merchandise such as, but not limited to rice, corn, abaca, coconut, fertilizers, agricultural tools and implements or machineries, and other goods, wares, products and commodities of every sort, kind and description by itself or as a factor, agent, commission merchant, or merchant, indentor, representative and distributor, producers and manufactures (As amended on September 14, 1994).

- b. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession with any person, firm, partnership, association, cooperative, corporation, whether domestic or foreign, to purchase, lease, own, hold, construct, acquire or otherwise accept such property, real or personal, as may be necessary, convenient or appropriate for any of the purposes herein set forth; in general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to enhance the value or promote the interest of the corporation or its properties.

3. That the place where the principal where the principal office of the Corporation is to be established or located is in 12th Floor, Sycip Law Center, 105 Paseo de Roxas, Legaspi Village, Makati City, and it may also establish branch offices or agencies in the Philippines or abroad. (as amended on May 27, 2014).

4. That the term for which said Corporation is to exist is fifty (50) years from and after the date of incorporation.

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

NAME	RESIDENCE
BASILIO ESTANISLAO	50 Scout Fernandez, Quezon City
RAUL I. GOCO	5 10 th St. New Manila, Quezon City
ILUMINADA L. E. CABIGAS	F. Dazo, Calbario, Meycauayan, Bul.
JUAN T. REYES, JR.	Malolos, Bulacan
RONALD T. ROY	542 Lafayette St. Greenhills, Mandaluyong City
MARIANO A. CORDERO	143 Don A. Roces Ave. Quezon City
SUNDAY A. LAVIN	84 Calbayog St. Mandaluyong City
JESUS F. DIAZ	No. 8 Davao St, Philamlife Village Pamplona, Las Piñas City
TEODULO R. DINO	57 E. Fernandez St. San Juan, MM

6. That the number of directors of said Corporation shall be **seven (7)** and that the names and residences of the directors of the Corporation who are to serve until their successors are elected and nominated as provided by the by-laws are as follows: *(as amended on March 2, 2017- approved by the Stockholders and February 17, 2017 approved by the Board of Directors).*

NAME	RESIDENCE
BASILIO ESTANISLAO	50 Scout Fernandez, Quezon City
RAUL I. GOCO	5 10 th St. New Manila, Quezon City
ILUMINADA L. E. CABIGAS	F. Dazo, Calbario, Meycauayan, Bul.
JUAN T. REYES, JR.	Malolos, Bulacan
RONALD T. ROY	542 Lafayette St. Greenhills, Mandaluyong City
MARIANO A. CORDERO	143 Don A. Roces Ave. Quezon City
SUNDAY A. LAVIN	84 Calbayog St. Mandaluyong City
JESUS F. DIAZ	No. 8 Davao St, Philamlife Village Pamplona, Las Piñas City
TEODULO R. DINO	57 E. Fernandez St. San Juan, MM

7. That the capital stock of said Corporation is **THREE HUNDRED MILLION (P300,000,000.00) PESOS, Philippine Currency, and said capital stock is divided into THREE MILLION (3,000,000) shares at the par value of ONE HUNDRED (P100.00) PESOS each.** (as last amended on November 4, 1996)

8. That at least twenty-five percent (25%) of the authorized capital stock has been actually subscribed representing 5,000 shares the total sum of FIVE HUNDRED THOUSAND (P500,000.00) PESOS, Philippine Currency, and the following persons have subscribed for the number of shares and have paid the amount of capital stock set out after their respective names:

NAME	RESIDENCE	No. of Capital Shares	Amount of Stocks Subscribed
BASILIO ESTANISLAO	50 Scout Fernandez Quezon City	568	P 56,800.00
RAUL I. GOCO	5 10 TH Street, New Manila, Quezon City	554	55,400.00
ILUMINADA L.E. CABIGAS	F. Dazo, Calbario Meycauayan, Bulacan	554	55,400.00
JUAN T. REYEX, JR.	Malolos, Bulacan	554	55,400.00
RONALD D. ROY	542 Lafayette Street Greenhills, Mandaluyong Metro Manila	554	55,400.00
MARIANO A. CORDERO	143 A. Don Rocas Ave. Quezon City	554	55,400.00
SUNDAY A. LAVIN	84 Calbayog Street Mandaluyong M. M.	554	55,400.00
JESUS F. DIAZ	121 A. Mabini, Pamplona Las Piñas, Metro Manila	554	55,400.00
TEODULO R. DIÑO	57 E. Fernandez Street San Juan, Metro Manila	554	55,400.00
		<u>5,000</u>	<u>P 500,000.00</u>

8.a 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 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 all the stock certificates issued by the Corporation.

9. That the following persons have paid at least 25% on the shares of capital for which they have subscribed, the amount set out after their respective names:

NAME	RESIDENCE	No. of Capital Shares	Amount of Stock Subscribed
BASILIO ESTANISLAO	50 Scout Fernandez Quezon City	284	P 28,400.00
RAUL I. GOCO	5 10 TH Street, New Manila, Quezon City	277	27,700.00
ILUMINADA L.E.CABIGAS	F. Dazo, Calbario Meycauayan, Bulacan	277	27,700.00
JUAN T. REYEX, JR.	Malolos, Bulacan	277	27,700.00
RONALD D. ROY	542 Lafayette Street Greenhills, Mandaluyong Metro Manila	277	27,700.00
MARIANO A. CORDERO	143 A. Don Rocas Ave. Quezon City	277	27,700.00
SUNDAY A. LAVIN	84 Calbayog Street Mandaluyong M. M.	277	27,700.00
JESUS F. DIAZ	121 A. Mabini, Pamplona Las Piñas, Metro Manila	277	27,700.00
TEODULO R. DIÑO	57 E. Fernandez Street San Juan, Metro Manila	277	27,700.00
		<u>2,500</u> =====	<u>P 250,000.00</u> =====

10. That ILUMINADA L.E. CABIGAS, 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

Amended Articles of Incorporation
Of LBP (Land Bank of the Philippines)
Insurance Brokerage, Inc.

Corporation and to accept in its name for all subscriptions paid in by said subscribers.

IN WITNESS THEREOF, we have hereunto set our hands on this 22nd day of October, 1981 at Manila, Philippines

(sgd)
BASILIO ESTANISLAO
TAN: E2355-E0715-A-8

(sgd)
JUAN T. REYES, JR.
TAN:R-2522-1700-AO

(sgd)
SUNDAY A. LAVIN
TAN:L1526-0338-AO

(sgd)
RAUL I. GOCO
TAN:G2640-02430-A-8

(sgd)
RONALD D. ROY
TAN: R6549-K-1235-A-1

(sgd)
JESUS F. DIAZ
TAN:D2220-A01401-A-A

(sgd)
ILUMINADA L.E. CABIGAS
TAN:C1220-C0739-A-8

(sgd)
MARIANO A. CORDERO
TAN:6363-H-12744-A-2

(sgd)
TEODULO R. DINO
TAN:5334-10733-A-6

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA)

BEFORE ME, this 23rd day of November 1981, in the City of Manila, Philippines, personally appeared:

NAMES	RES. CERT. NO.	DATE	PLACE OF ISSUE
BASILIO ESTANISLAO	2297A	01-12-81	Manila
RAUL I. GOCO	814372	04-13-81	Manila
ILUMINADA L.E. CABIGAS	618601A	03-17-81	Meycauyan, Bul.
JUAN T. REYES, JR.	16821459	01-12-81	Malolos, Bulacan
RONALD D. ROY	750204	02-28-81	Manila
MARIANO A. CORDERO	826604	03-17.81	Manila
SUNDAY A. LAVIN	749948	02-27-81	Manila
JESUS F. DIAZ	143000	02-14-81	Makati, M. Manila
TEODULO R. DIÑO	19725323P	02-20-81	Manila

All known to me and to personally known to be the very same persons who executed the foregoing instrument and they acknowledged to me that the same is their voluntary act and deed.

The foregoing instrument consists of six (6) pages, including the page whereon the acknowledgment is written, duly signed by the parties and their instrumental witnesses on each and every page thereof, sealed with my notarial seal and refers to the Articles of Incorporation of LBP (Land Bank of the Philippines) Insurance Brokerage, Inc.

WITNESS MY HAND AND SEAL on the date and place first above-written.

ANITA S. MENZON TROCINO
Until December 31, 1981
PTR No. CT016881
Issued on January 22, 1981
At the City of Manila
TAN 3476-8374

Doc. No.
Page No.
Book No.
Series of 2014

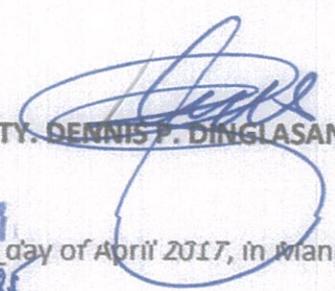
REPUBLIC OF THE PHILIPPINES)
City of Makati)S. S.

SECRETARY'S CERTIFICATE

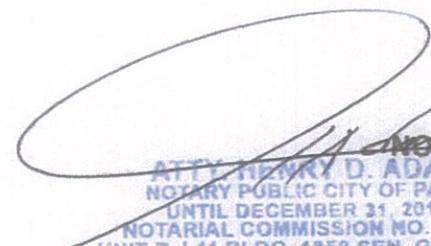
I, **ATTY. DENNIS P. DINGLASAN**, of legal age, married, holding office at Land Bank of the Philippines, LANDBANK PLAZA, 1598 M. H. del Pilar corner Dr. J. Quintos Streets, Malate, Manila being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of LBP (Land Bank of the Philippines) Insurance Brokerage, Inc., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 12th Floor, Sycip Law Center, 105 Paseo de Roxas, Legaspi Village, Makati City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Manila, 17th day of April, 2017.


ATTY. DENNIS P. DINGLASAN

SUBSCRIBED AND SWORN TO before me on this APR 21 2017 day of April 2017, in Manila Philippines, affiant exhibiting to me her Company ID No. 0886


NOTARY PUBLIC
ATTY. HENRY D. ADASA
NOTARY PUBLIC CITY OF PASAY
UNTIL DECEMBER 31, 2017
NOTARIAL COMMISSION NO. 17-23
UNIT B J 11 BLDG. 1858 SEN. GIL PUYAT
AVE. COR. TRAMO PASAY CITY
IBF NO. 1047411 /01/03/2017 Z.N.
PTR NO. 8895362 /01/03/2017 MLA
MAYOR ORDINANCE NO. IV-0025957
OFFICE OF THE CITY CLERK PASAY
PASAY CITY, PHILIPPINES NO29679
Tel. No. (02) 826-626-000

Doc. No. 55
Page No. 2
Book No. 1
Series of 2017

SECURITIES AND EXCHANGE COMMISSION
 JUN 05 2017
 RECEIVED BY

**DIRECTORS' CERTIFICATE OF AMENDMENT
 ON THE ARTICLES OF INCORPORATION AND BY-LAWS OF THE
 LBP (LAND BANK OF THE PHIL.) INSURANCE BROKERAGE, INC.**

WE, the undersigned Directors, constituting the majority of the Members of the Board of Directors and the Corporate Secretary of the LBP (Land Bank of the Phil.) Insurance Brokerage, Inc. (LIBI), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office at the 12th Floor, Sycip Law Center, 105 Paseo de Roxas, Legaspi Village, Makati City, do hereby depose and say as follows:

- 1) That the attached Articles of Incorporation and By-Laws of the LBP (Land Bank of the Phil.) Insurance Brokerage, Inc., as amended, which are made as integral parts hereof, were unanimously approved by the Members of the Board of Directors during its Regular Meeting held on February 17, 2017 and by a vote of stockholders representing more than two-thirds (2/3) of the outstanding capital stock of said Corporation during the Special Stockholders' Meeting held on March 02, 2017 at its afore-mentioned principal office, are the true and correct copies of the Articles of Incorporation and By-Laws of the said Corporation;
- 2) That the amendment in the Articles of Incorporation is in Article 6 reducing the number of Members of the Board of Directors of LBP (Land Bank of the Phil.) Insurance Brokerage, Inc. from eleven (11) to seven (7), or more particularly as follows:

"Article 6. That the number of directors of said Corporation shall be seven (7) and that the names and residences of the directors of the Corporation who are to serve until their successors are elected and nominated as provided by the by-laws are as follows:

NAME	RESIDENCE
BASILIO ESTANISLAO	50 Scout Fernandez, Quezon City
RAUL I. GOCO	5 10 th St. New Manila, Q. City
ILUMINADA L.E. CABIGAS	F. Dazo, Calbario, Meycauayan, Bul.
JUAN T. REYES, JR.	Malolos, Bulacan
RONALD D. ROY	542 Lafayette St. Greenhills, Mand.
City	
MARIANO A. CORDERO	143 Don A. Roces Ave. Quezon City
SUNDAY A. LAVIN	84 Calbayog St. Mandaluyong City
JESUS F. DIAZ	No. 8 Davao St. Philamlife Village
	Pamplona, Las Piñas City
TEODULO R. DINO	57 E. Fernandez St. San Juan, MM"

(As amended on March 02, 2017)

- 3) That corresponding amendment was also proposed and approved in Article I, Section I of the By-Laws by amending the address, or more specifically as follows:

Article 1 Section I : The Office of the Company shall be located at 12th Floor, Sycip Law Center, 105 Paseo de Roxas, Legaspi Village, Makati City and in said City as the Board of Directors may from time to time fix. (as amended on February 17, 2017)
- 4) That corresponding amendment was also proposed and approved in Article III-Board of Directors, Section 1 of the By-Laws by reducing the composition of the Board of Directors of LBP (Land Bank of the

Philippines) Brokerage, Inc. from eleven (11) to seven (7) members, or more specifically as follows:

"SECTION 1. QUALIFICATIONS: The Board of Directors shall consists of seven (7) members.

All directors shall be holders of at least one share, of the voting stock of the Company in their own right, and at least two of the directors shall be residents of the Philippines." (As amended on March 02, 2017)

IN WITNESS WHEREOF, we have hereunto affixed our signatures on this 31st day of March, 2017.


TOMAS T. DE LEON, JR.
TIN: 180-120-657

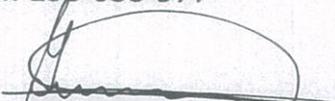

REYNAULD R. VILLAFUERTE
TIN: 120-152-808


ALAN V. BORNAS
TIN: 120-157-672

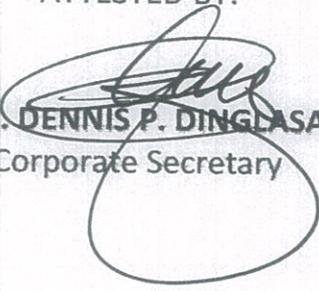

DAISY M. MACALINO
TIN: 138-054-370


JENNIFER A. TANTAN
TIN: 301-104-032


YOLANDA D. VELASCO
TIN: 138-053-977


GERMAN S. CACCAM
TIN: 138-054-476

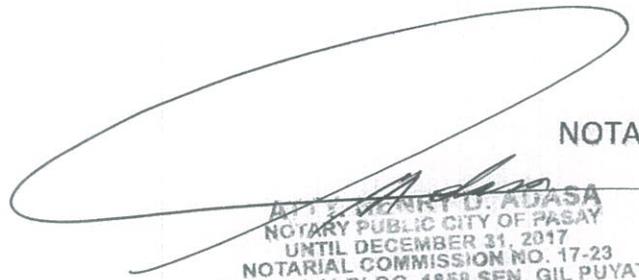
(Not Present)
VERGEL A. CRUZ
TIN: 113-576-033

ATTESTED BY:

ATTY. DENNIS P. DINGLASAN
Corporate Secretary

APR 21 2017

SUBSCRIBED AND SWORN TO BEFORE ME this _____ day of _____, 2017 by the following persons named hereunder:

NAME	ID NO.	DATE/PLACE ISSUED
TOMAS T. DE LEON, JR.	SC ID No. 9701	
REYNAULD R. VILLAFUERTE		
ALAN V. BORNAS		
YOLANDA D. VELASCO		
DAISY M. MACALINO		
GERMAN S. CACCAM	LBP Alumni ID No. 2059-A	Malate, Manila
DENNIS P. DINGLASAN	LBP ID No. D885	Malate, Manila



NOTARY PUBLIC

Doc. No. *54*
 Page No. *12*
 Book No. *1*
 Series of 2014

ATTY. HENRY D. ADASA
 NOTARY PUBLIC CITY OF PASAY
 UNTIL DECEMBER 31, 2017
 NOTARIAL COMMISSION NO. 17-23
 UNIT B J 11 BLDG. 1858 SEN. GIL PUYAT
 AVE. COR. TRAMO PASAY CITY
 IBP NO. 1047411 / 01/03/2017 Z.N.
 PTR NO. 5896352 / 01/03/2017 MLA
 MCLE COMPLIANCE NO. IV-0025857
 ROLL OF ATTORNEYS NO29679
 (1) TEL: 872-576-899-000



Republic of the Philippines
Department of Finance
INSURANCE COMMISSION
1071 United Nations Avenue
Manila



1ST ENDORSEMENT
2 May 2017

Respectfully endorsed to the Securities and Exchange Commission, (SEC), SEC Building, EDSA, Greenhills, Mandaluyong City, the attached amended Articles of Incorporation & By-Laws of **LBP (LAND BAK OF THE PHILIPPINES) INSURANCE BROKERAGE, INC.** with office address at 12th Floor, Sycip Law Center, #105 Paseo de Roxas, Legaspi Village, Makati City with the advise that the Insurance Commission, (IC) has no objection to its registration and has taken note of the following amendments:

AMENDED ARTICLES OF INCORPORATION:

1. That the number of directors of said Corporation shall be **seven (7)** and that the names and residences of the directors of the Corporation who are to serve until their successors are elected and nominated as provided by the by-laws are as follows:
(as amended on March 2, 2017)

AMENDED BY-LAWS:

ARTICLE III – BOARD OF DIRECTORS

SECTION 1. QUALIFICATIONS – The Board of Directors shall consists of **seven (7) members.** (as amended on March 2, 2017)

This Endorsement should be submitted to the Securities and Exchange Commission (SEC) by the applicant together with the same documents as presented to the Insurance Commission (IC).

By Authority of the Insurance Commissioner:


FERDINAND GEORGE A. FLORENDO
Deputy Insurance Commissioner