

### REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. 26043

### 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 PREMIER LIFE AND GENERAL ASSURANCE CORPORATION

(Formerly: THE PREMIER INSURANCE & SURETY CORPORATION)
(Amending Articles I & II Primary Purpose thereof)

copy annexed, adopted on December 13, 2021 and March 14, 2022 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 \_\_\_\_\_\_ day of June, Twenty Two.

DANIEL P. GABUYO

Assistant Director SO Order 1188 Series of 2018

ED/qba

#### **COVER SHEET**

#### for Applications at

#### COMPANY REGISTRATION AND MONITORING DEPARTMENT

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# THEPREMIER INSURANCE & SURETY CORPORATION

3<sup>rd</sup> Floor, Rm. 301 Travellers Life Bldg., 490 T.M. Kalaw St., Ermita, Manila Tel. Nos.: 242-2163, 523-7250 & Fax No. 243-0170

#### **DIRECTORS' CERTIFICATE**

We, the undersigned majority of the Directors and Corporate Secretary of **THE PREMIER INSURANCE AND SURETY CORPORATION**, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the Directors and vote of the Stockholders representing at least two-thirds (2/3) of the outstanding capital stock, at a special meeting held on 13<sup>th</sup> day of December 2021, at the principal office of the corporation at 3<sup>rd</sup> floor, Rm. 301 Travellers Life Bldg., 490 T.M. Kalaw St., Ermita, Manila.

The amended provisions of the attached Amended Articles of Incorporation refer to the expansion of the primary purpose of the corporation to engage in life insurance, and/or operate all its businesses separately or under composite authority, and to read as follows:

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

- (a.) To engage in the service of life insurance for individuals and all other insurances pertaining to or related to them including all its various types, kinds, branches, divisions, and other incidents thereof, either singly or any combination thereof, together with loan payment protection, savings incentive plans, and any/all other schemes contingent on life, casualty, property, marine, surety, calamity, and other allied undertakings, to operate its life and general insurance businesses as separate going concerns or under composite authority, and to act as holding entity in a holding company system under the Insurance Code and fulfill its requirements as such when institutional objectives and other exigencies so require. (Amended as of 13<sup>th</sup> day of December 2021)
- (b.) To engage in the services of insurance against personal injuries caused by accident, loss of health, or incapacity from physical causes of any description, whether alone or in combination with life insurance. (Amended as of 13<sup>th</sup> day of December 2021)
- (c.) To assure the payment of money in all manners, either as a single payment or a series of payments or by way of annuities, either immediate or deferred, upon the death of or attainment of a definite age by any individual or group of individuals, whether or not such death or attainment of a definite age occurs in their lifetime, or if such event or act is contingent upon human life. (Amended as of 13th day of December 2021)

- (d.) To acquire or extinguish by purchase, surrender, or otherwise any policy and/or grant of contract insured entered into, or taken over by THE PREMIER INSURANCE & SURETY CORPORATION. (Amended as of 13th day of December 2021)
- (e.) To create and establish out of the revenues, or properties of THE PREMIER INSURANCE & SURETY CORPORATION such funds, trusts, or conveniences for the benefit of any class of its policyholders or their beneficiaries or dependents, annuitants, or creditors over such funds, trusts, or conveniences subject to such terms and conditions as may be set forth within the limits allowed by law. (Amended as of 13th day of December 2021)
- (f.) To grant loans to policyholders on security of their policies on such terms and conditions set by THE PREMIER INSURANCE & SURETY CORPORATION, subject to the requirements of law and regulations. (Amended as of 13th day of December 2021)
- (g.) To modify, amend, renew, or revive the duration and/or value of policies on such terms and conditions as may be deemed expedient. (Amended as of 13th day of December 2021)

The succeeding sections of the said amended 2<sup>nd</sup> article were re-sequenced accordingly from sections (h.) to (bb.);

In witness whereof, we have hereunto signed this certificate this 13th day of December 2021, Manila, Philippines.

SAMUEL U. LEE

Director/Chairman of the Board

BIR T/N NO. 106-248-302

BIR TIN NO. 224-286-025

BIR TIN NO. 106-248-328

Director

BIR TIN NO.130-052-569

**EVANGELINE P. DE LEON** 

Director

BIR TIN NO. 106-247-326

**NORMITA C. TEE** 

Director

BIR TIN NO. 106-247-045

EDGARDO P. DAVID

Director

BIR TIN NO. 130-191-205

Director

BIR TIN NO. 100-175-234

COUNTERSIGNED:

Director / Corporate Secretary

BIR TIN. NO. 205-077-832

#### DEC 1 4 2021

SUBSCRIBED & SWORN to before me this \_\_ day of December 2021 in the City of Manila, the following persons personally appeared before me and exhibiting their respective competent proof of identification issued by the Bureau of Internal Revenue with their respective signatures and pictures appearing thereon, which identified them pursuant to the requirement of the Rule on Notarial Practices.

#### NAME

SAMUEL U. LEE
MAYBELLE L. LIM
SANDRA L. ANG
FLORINDA R. CALLO
FLORENCE B. CARANDANG
EDGARDO P. DAVID
MARIANITO G. FARAL
EVANGELINE P. DE LEON
NORMITA C. TEE

Page No. 5 Book No. 88 Series of 2021

#### VALID ID

BIR TIN NO. 106-248-302 BIR TIN NO. 224-286-025 BIR TIN NO. 106-248-328 BIR TIN NO. 130-052-569 BIR TIN NO. 205-077-832 BIR TIN NO. 130-191-205 BIR TIN NO. 100-175-234 BIR TIN NO. 106-247-326 BIR TIN NO. 106-247-045

ATTY. CLIFF FICHARD E. GENESELA

Notarial Commission No. 2020 111 Issued on 12-10-2020 until 12-31-2021 Manila (Under Supreme Court B.M. No. 3795 extended from Jan. 1 to June 30, 2022) IBP No. 166316 Issued on Oct. 25, 2021 Until Dec. 31, 2022 Pasig City (Roll No. 49006 PTR No. 0097471 Issued on Jan. 3, 2022 Until Dec. 31, 2022 Manila MCLE No. VI-0022302 Valid From April 4, 2019 Until April 14, 2022 Office Add. Mezzanin San Luis Bldg. 1006 Orosa St., Ermita Manila



# THEPREMIER INSURANCE & SURETY CORPORATION

3<sup>rd</sup> Floor, Rm. 301 Travellers Life Bldg., 490 T.M. Kalaw St., Ermita, Manila Tel. Nos. : 242-2163, 523-7250 & Fax No. 243-0170

#### **SECRETARY'S CERTIFICATE**

I, **Atty. FLORENCE B. CARANDANG**, of legal age and with office address at 3<sup>rd</sup> floor, Room Travellers Life Bldg., 490 T.M. Kalaw ST., Ermita, Manila, after being first duly sworn in accordance with law, depose and certify that:

- 1. I am the incumbent Corporate Secretary of **THE PREMIER INSURANCE & SURETY CORPORATION** with office address at 3<sup>rd</sup> floor, Room 301 Travellers Life Bldg., 490 T.M. Kalaw ST., Ermita, Manila;
- 2. As Corporate Secretary, I have custody and access to the corporate records of the Corporation;
- According to the corporate records, I certify that to the best of my knowledge, no action or
  proceeding has been filed or is pending before any court involving an intra-corporate dispute by
  any person or group against the board of directors and/or major corporate officers of the
  Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 14th day of March 2022 in Manila, Philippines.

Atty. FLORENCE B. CARANDANG
Corporate Secretary

MAR 1 4 2022

SUBSCRIBED AND SWORN to before me this \_\_ day of \_\_\_\_ 2022. Affiant exhibited to me her Integrated Bar of the Philippines ID with membership No. 55323.

Doc.No. 51 Page No. 11 Book No. 112 Series of 2022

ATTY. CLIFF RICHARD E. GENESELA

Notary Public for City of Manila

Notarial Commission No. 2020-111 Issued on 12-10-2020 until 12-31-2021 Manila (Under Supreme Court B.M. No. 3795 extended from Jan. 1 to June 30, 2022) IBP No. 166316 Issued on Oct. 25, 2021 Until Dec. 31, 2022 Pasig City Roll No. 49006 PTR No. 0097471 Issued on Jan. 3, 2022 Until Dec. 31, 2022 Manila MCLE No. VI-0022302 Valid From April 4, 2019 Until April 14, 2022 Office Add. Mezzanin San Luis Bldg. 1006 Orosa St., Ermita Manila



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





MS. MAYBELLE L. LIM
President & Chief Operating Officer
THE PREMIER INSURANCE & SURETY CORPORATION
Room 301, Travellers Life Building
490 T.M. Kalaw Street, Ermita, Manila, 1000

#### 1st ENDORSEMENT 30 May 2022

Respectfully endorsed to the Securities and Exchange Commission, (SEC), Ground Floor, Secretariat Building, PICC Complex, Roxas Boulevard, City of Pasay, Metro Manila, the attached amended Articles of Incorporation of THE PREMIER INSURANCE AND SURETY CORPORATION with office address at Room 301, Travellers Life Building, 490 T.M. Kalaw Street, Ermita, Manila, 1000 with the advise that the Insurance Commission has no objection to the following amendments to the company's Articles of Incorporation.

#### AMENDED ARTICLES OF INCORPORATION

FIRST; That the name of said corporation shall be:

#### "THE PREMIER LIFE AND GENERAL ASSURANCE CORPORATION" (Amended as of 14th day of March 2022)

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

- (a.) To engage in the service of life insurance for individuals and all other insurances pertaining to or related to them, including all its various types, kinds, branches, divisions, and other incidents thereof, either singly or any combination thereof, together with loan payment protection, savings incentive plans, and any/all other schemes contingent on life, casualty, property, marine, surety, calamity and other allied undertakings, to operate its life and general insurance businesses as separate going concerns or under composite authority, and to act as holding entity in a holding company system under the Insurance Code and fulfill its requirements as such when institutional objectives and other exigencies so require. (Amended as of 13th day of December 2021)
- (b.) To engage in the services of insurance against personal injuries caused by accident, loss of health, or incapacity from physical causes of any description, whether alone or in combination with life insurance. (Amended as of 13th day of December 2021)
- (c.) To assure the payment of money in all manners, either as a single payment or a series of payments or by way of annuities, either immediate or deferred, upon the death of or attainment of a definite age by any individual or group of individuals, whether or not such death or attainment of a definite age occurs in

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their lifetime, or if such event or act in contingent upon human life. (Amended as of 13th day of December 2021)

- (d.) To acquire or extinguish by purchase, surrender, or otherwise any policy and/or grant of contract insured entered into, or taken over by THE PREMIER INSURANCE & SURETY CORPORATION. (Amended as of 13th day of December 2021)
- (e.) To create and establish out of the revenues, or properties of THE PREMIER INSURANCE & SURETY CORPORATION such funds, trusts, or conveniences for the benefit of any class of its policyholders or their beneficiaries or dependents, annuitants, or creditors over such funds, trusts, or conveniences subject to such terms and conditions as may be set forth within the limits allowed by law. (Amended as of 13th day of December 2021)
- (f.) To grant loans to policyholders on security of their policies on such terms and conditions set by THE PREMIER INSURANCE & SURETY CORPORATION, subject to the requirements of law and regulations. (Amended as of 13th day of December 2021)
- (g.) To modify, amend, renew, or revive the duration and/or value of policies on such terms and conditions as may be deemed expedient. (Amended as of 13th day of December 2021)

This Endorsement should be submitted to the SEC by the company together with the same documents as presented to this Commission.

The company is advised that it <u>cannot</u> act as a composite insurance company unless it is duly licensed as such by this Commission. Further, the company is directed to:

- Submit a copy of the Certification of Filing of Amended Articles of Incorporation issued by the SEC within five (5) days from the approval thereof;
- Notify all your policy holders of the change of corporate name through letter to be sent by registered mail to their respective addresses on record; and
- c) Publish a notice of change of name once a week for two (2) consecutive weeks in at least two (2) newspaper of general circulation observing the requirements provided under Circular Letter (CL) No. 2016-34.

By Authority of the Insurance Commissioner:

FERDINAND GEORGE A. FLORENDO
Deputy Insurance Commissioner



### REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

PICC Secretariat Bldg., PICC Complex Pasay City, Metro Manila

Date:

June 03, 2022

Verification Reference No.:

NV2206969

Name:

THE PREMIER LIFE AND GENERAL ASSURANCE CORPORATION

Name of Applicant:

Davey C. Medidas

Verifier:

crsulit

Result: Verification Approved

You may now proceed with the amendment application.

The proposed company name and/or trade name/s will be presented in the certificate of amendment exactly the same as how they were entered. Be informed that the proposed company name and/or trade name/s is reserved for **30 calendar days**. Present this document together with other documentary requirements. If the reservation period has elapsed and you still have not completed your company registration, your proposed company name and/or trade name/s reservation will be forfeited. In this case, you should verify and reserve your proposed company name and/or trade name/s again.

Note: The fact that the proposed company name and/or trade name/s is available at the date verified, it is not to be regarded as an approval of the application for change of name. No expense for the printing or posting in the internet using a verified name should be incurred until the amendment takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or person has acquired a prior right of the said firm/trade name, has been deemed not distinguishable from a registered or reserved name and if the name has been declared misleading or contrary to public morals, good custom or public policy

#### Verifier Remarks:

Note to processor. For payment P100 pls.



### THE PREMIER INSURANCE & SURETY CORPORATION

Room 301 Travellers Life Building, 490 T.M. Kalaw Street, Ermita, Manila 1000

Tel. Nos.: 8282-3645 • 8551-5098 • 8244-P852URITIES AND EXCHANGE COMMISSION

www.thepremier.com.ph Email:info@thepremier.com.ph

VAT REG. TIN: 001-006-578-000

0 6 JUN 2022 RECEIVED

#### **DIRECTORS' CERTIFICATE**

We, the undersigned majority of the Directors and Corporate Secretary of **THE PREMIER INSURANCE AND SURETY CORPORATION**, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the Directors and vote of the Stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a special meeting held on 14th day of March 2022 at the principal office of the corporation at 3rd floor, Rm. 301 Travellers Life Bldg., 490 T.M. Kalaw St., Ermita, Manila.

The amendment of name on the attached amended Articles of Incorporation is a consequence of the expansion of the primary purpose of the corporation to engage in life insurance, and/or operate all its businesses separately or under composite authority approved last 13 December 2021, and to read as follows:

#### FIR\$T: That the name of said corporation shall be:

#### "THE PREMIER LIFE AND GENERAL ASSURANCE CORPORATION"

(Amended as of 14th day of March 2022)

In witness whereof, we have hereunto signed this certificate this 14th day of March 2022, Manila, Philippines.

SAMUEL U. LEE

Director / Chairman of the Board

BIR TIN NO. 106-248-302

MAYBELLE L. LIM

Director

BIR TIN NO. 224-286-025

SANDRA L. ANG

**Director** 

BIR TIN NO. 106-248-328

FLORINDA R. CALLO

Director

BIR TIN NO.130-052-569

EVANGELINE P. DI

Director

BIR TIN NO. 106-247-326

Director

BIR TIN NO. 106-247-045

**EDGARDO P. DAVID** 

Director

BIR TIN NO. 130-191-205

Director

BIR TIN NO. 100-175-234

COUNTERSIGNED:

Atty. FLOR Director Corporate Secretary

BIR TIN. NO. 205-077-832

SUBSCRIBED & SWORN to before me this 4 day of March 2022 in the City of Manila, the following persons personally appeared before me and exhibiting their respective competent proof of identification issued by the Bureau of Internal Revenue with their respective signatures and pictures appearing thereon, which identified them pursuant to the requirement of the Rule on Notarial Practices.

NAME

**VALID ID** 

SAMUEL U. LEE	BIR TIN NO. 106-248-302
MAYBELLE L. LIM	BIR TIN NO. 224-286-025
SANDRA L. ANG	BIR TIN NO. 106-248-328
FLORINDA R. CALLO	BIR TIN NO. 130-052-569
FLORENCE B. CARANDANG	BIR TIN NO. 205-077-832
EDGARDO P. DAVID	BIR TIN NO. 130-191-205
MARIANITO G. FARAL	BIR TIN NO. 100-175-234
EVANGELINE P. DE LEON	BIR TIN NO. 106-247-326
NORMITA C. TEE	BIR TIN NO. 106-247-045

Doc. No. 100 Page No. 20 Book No. 1/2 Series of 2022

ATTY. CLIFF RICHARD E. GENESELA

Notary Public for City of Manila Notarial Commission No. 2020-111 Issued on 12-10-2020 until 12-31-2021 Manila Notanal Commission No. 2020-111 Issued on 12-10-2020 until 12-31-2021 manna (Under Supreme Court B.M. No. 3795 extended from Jan. § 1 to June 30, 2022) IBP No. 166316 Issued on Oct. 25, 2021 Until Oec. 31, 2022 Pasis City Roll No. 49006 PTR No. 0097471 Issued on Jan. 3, 2022 Until Oec. 31, 2022 Manila MCLE No. VI-0022302 Valid From April 4. 2019 Until April 14. 2022

Office Add. Mezzanin San Luis Bidg. 1006 Orosa St., Ermita Manila



### THE PREMIER INSURANCE & SURETY CORPORATION

Room 301 Travellers Life Building, 490 T.M. Kalaw Street, Ermita, Manila 1000 Tel. Nos.: 8282-3645 • 8551-5098 • 8244-9852 www.thepremier.com.ph Email:info@thepremier.com.ph VAT REG. TIN: 001-006-578-000

#### AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

I, Atty. FLORENCE B. CARANDANG, of legal age and with office address at 3<sup>rd</sup> floor, Room 301 Travellers Life Bldg., 490 T.M. Kalaw ST., Ermita, Manila, after being first duly sworn in accordance with law, depose and certify that:

- THAT, I am the incumbent Corporate Secretary of THE PREMIER LIFE AND GENERAL ASSURANCE CORPORATION (formerly THE PREMIER INSURANCE AND SURETY CORPORATION) with office address at 3<sup>rd</sup> floor, Room 301 Travellers Life Bldg., 490 T.M. Kalaw ST., Ermita, Manila;
- THAT, the company is in the process of amending its Corporate Name to THE PREMIER LIFE AND GENERAL ASSURANCE CORPORATION with the Securities and Exchange Commission;
- 3. THAT, in behalf of the said Corporation, I hereby undertake to change its corporate name in the event another person, firm or entity has acquired a prior right to the use of the said firm name by virtue of registration with other government agencies or our name is identical or deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law or is patently deceptive, confusing or contrary to existing laws, public morals, good custom or public policy;
- 4. THAT, this affidavit is executed to attest the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 14th day of March 2022 in Manila, Philippines.

Atty. FLORENCE B. CARANDANG
Corporate Secretary

Doc.No. 99 Page No. 20 Book No. 11/2 Series of 2022

ATTY. CLIFF NICHARD E. GENESELA

Notarial Controlssion No. 2026-111 Issued on 12-10-2020 until 12-31-2021 Manila (Under Sm. one Court B.M. No. 3795 extended from Jan. 1 to June 30, 2022) IBP No. 106 158 Issued on Oct. 25, 2021 Until Dec. 31, 2022 Pasig City. Roll No. 49006 PTR No. 61 T371 Issued on Jan. 3, 2022 Until Dec. 31, 2022 Manila MCLE No. 49 (1995) 192 Value From April 4, 2019 Until April 14, 2022 Office Add. Mezzanin San Luis Bldg. 1006 Orosa St., Ermita Manila

#### **AMENDED ARTICLES**

OF

#### THE PREMIER LIFE AND GENERAL ASSURANCE CORPORATION

(formerly THE PREMIER INSURANCE AND SURETY CORPORATION)

#### KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are residents of the Philippines, of legal age, have this day 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:

#### "THE PREMIER LIFE AND GENERAL ASSURANCE CORPORATION"

(Amended as of 14th day of March 2022)

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

- (a.) To engage in the service of life insurance for individuals and all other insurances pertaining to or related to them, including all its various types, kinds, branches, divisions, and other incidents thereof, either singly or any combination thereof, together with loan payment protection, savings incentive plans, and any/all other schemes contingent on life, casualty, property, marine, surety, calamity, and other allied undertakings, to operate its life and general insurance businesses as separate going concerns or under composite authority, and to act as holding entity in a holding company system under the Insurance Code and fulfill its requirements as such when institutional objectives and other exigencies so require. (Amended as of 13th day of December 2021)
- (b.) To engage in the services of insurance against personal injuries caused by accident, loss of health, or incapacity from physical causes of any description, whether alone or in combination with life insurance. (Amended as of 13<sup>th</sup> day of December 2021)
- (c.) To assure the payment of money in all manners, either as a single payment or a series of payments or by way of annuities, either immediate or deferred, upon the death of or attainment of a definite age by any individual or group of individuals, whether or not such death or attainment of a definite age occurs in their lifetime, or if such event or act is contingent upon human life. (Amended as of 13th day of December 2021)
- (d.) To acquire or extinguish by purchase, surrender, or otherwise any policy and/or grant of contract insured entered into, or taken over by THE PREMIER INSURANCE & SURETY CORPORATION. (Amended as of 13<sup>th</sup> day of December 2021)
- (e.) To create and establish out of the revenues, or properties of THE PREMIER INSURANCE & SURETY CORPORATION such funds, trusts, or conveniences for the benefit of any class of its policyholders or their beneficiaries or dependents, annuitants, or creditors over such funds, trusts, or conveniences subject to such

terms and conditions as may be set forth within the limits allowed by law. (Amended as of 13<sup>th</sup> day of December 2021)

- (f.) To grant loans to policyholders on security of their policies on such terms and conditions set by THE PREMIER INSURANCE & SURETY CORPORATION, subject to the requirements of law and regulations. (Amended as of December 2021)
- (g.) To modify, amend, renew, or revive the duration and/or value of policies on such terms and conditions as may be deemed expedient. (Amended as of 13<sup>th</sup> day of December 2021)
- (h.) To insure houses, tenements, merchandise and all other property effects, real and personal against loss or damage by fire, storms, earthquake shock, fire resulting from earthquake, accident or otherwise, and to carrying on the ordinary business of fire insurance in all the aforesaid branches. To rebuild, repair, replace or reinstate houses, building, machineries and every other description of properties which may be insured by the company and to carry on any kind of business necessary or expedient for any such purpose.
- (i.) To insure against very description of marine risk, which may legally be undertaken, relating to the perils of the sea, fire, war, reprisals and all other risks of like nature incidental to the seas, ships, vessel and water craft of all descriptions, and also the freights, goods, merchandise, cargo and all property whatsoever in or on board of the same, whether the property of members of the company or not, so far as the same may be effected or made according to law. To insure all other matters and things which may lawfully be from time to time insured or be the generally to carry on any other branches and departments of the insurance business.
- (i.) To grant either in the Philippines or abroad policies or other instruments of assurance against or insuring compensation or payments in case of death or injury to health or limb by railway or airplane accident or shipwreck or other perils of the land, sea, or air, or any other accident or misadventure, or violence during any journey or voyage by land or water or air, or any other limited or specified period, and to prepare, provide, and supply medicine and surgical aid treatment or any other assistance and all remedies and requirements in case of accident or harm to any person of the family and household to any person dwelling or staying in the house of such person insured.
- **(k.)** To reinsure all or any risks of the company and to undertake all kinds of reinsurance and counter-insurance connected with the business of any other company.

- (I.) To guaranty the fidelity of persons holding places of public or private trust and to agree to the faithful performance of any contract or undertaking made with any public authority.
- (m.) To guarantee the performance of contracts, agreements, undertaking, obligations, promises or duties of all kinds other than insurance policies.
- (n.) To guarantee the performance of contracts where surety bonds are accepted for such purposes.
- (o.) To execute and guarantee bonds and undertakings of all kinds, required and permitted to be taken in any or all actions, proceedings, negotiations, importations, exportations or other transactions or operations, either by private individuals, or by heads or departments, courts judges, offices, boards, bodies, whether executive, legislative or judicial.
- (p.) To guarantee and to indemnify merchants, trades 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.
- (q.) To indemnify against loss by burglary, theft, forgery, embezzlements or by one or more of such happenings.
- (r.) To insure glass against breakage.
- (s.) To guarantee and to indemnify the owners and users of stream boilers and pipes of fly wheels engines of all kinds of machinery, against explosion or other accidents and against loss or damage to life or property resulting therefrom, and against loss of use or occupancy caused thereby, and against liability unto third persons by any of said cause; and to make inspection of, and to issue certificate of inspection upon, such boilers, pipes, fly wheels, engines, and machineries.
- (t.) And generally to execute, sign and carry out fidelity bonds surety undertakings of every nature and kind usual in the business of fidelity and surety companies, or permitted by law unto such companies.
- (u.) To lend money on such terms as may seem expedient, subject to the requirements of the Insurance Act.
- (v.) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this company is authorized to carry on or possessed or property suitable for the purpose of this company.
- (w.) To acquire by purchase and to invest in, hold, sell, or otherwise dispose of the stocks, or bonds, or any interest in either, or any obligations or

evidences of indebtedness, of any corporation or corporations, domestic or foreign, or the bonds of other obligations, of evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon or consent in respect thereof for any and all purposes.

- (x.) To purchase or otherwise acquire, sell, lease, convey, mortgage, encumber, and otherwise deal with any property of interest therein, easement, right, or privilege over or respect of any property, real or personal, as may be permitted by law and as may be reasonably necessary to enable it to carry out the purposes for which the corporation is created as may nor or hereafter be permitted by law.
- (y.) To procure the company 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 and/or in any foreign country or places; and in carrying on its business to do any and acts and things and exercise any and all power which a natural person could do or exercise which now or hereafter maybe authorized by law.
- (z.) To do all or any of the above things in any place in which the company may determine as principals, agents, or otherwise, any by or through agents or otherwise and either alone or in conjunction with others.
- (aa.) To do all such other things as are incidental or conducive to the attainment of the above subject.
- (bb.) 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 and kind.

**THIRD**: That the place where the principal office of the corporation is to be established or located is at the Room 301 Travellers Life Building., 490 T.M. Kalaw St., Ermita Manila 1000, Philippines, with branch offices elsewhere, within outside of the Philippines.(Amended as of 1 March 2019)

**FOURTH**: That the term for which said corporation is to exist is hereby extended for fifty (50) years from the expiration of its original term on October 30, 2014. (As amended on February 28, 2013)

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

NAME	<b>NATIONALITY</b>	RESIDENCES
Vicente G. Gella	Filipino	103 University Avenue, Caloocan City
Vicente C. Sayson	Filipino	17 Tamarind Rd., Forbes Park, Makati Rizal
Ignacio H. Liwag	Filipino	26 Tolentino St., San Lorenzo Village, Makati
		Rizal
Julian T. Lee	Filipino	2071 Juan Luna St., Manila
Manuel O. Chua	Filipino	33 Cerrada St., Urdaneta Village, Makati Rizal
Feliciano J. Ledesma	Filipino	3 Kapalaran St., Quezon City

**SIXTH**: That the number of the directors of said corporation shall be nine (9), inclusive of two (2) Independent Directors, and that the names and residences or 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: (Amended as of 3<sup>rd</sup> day of August 2020)

NAME	RESIDENCES
Vicente G. Gella	103 University Avenue, Caloocan City
Vicente C. Sayson	17 Tamarind Rd., Forbes Park, Makati Rizal
Ignacio H. Liwag	26 Tolentino St., San Lorenzo Village, Makati
	Rizal
Julian T. Lee	2071 Juan Luna St., Manila
Manuel O. Chua	33 Cerrada St., Urdaneta Village, Makati Rizal
Feliciano J. Ledesma	3 Kapalaran St., Quezon City
Norberto J. Quisumbing	25 Caliraya St., Quezon City

**SEVENTH**: That the authorized capital stock of said corporation is TWO BILLION PESOS (Php 2, 000,000,000.00), Philippine Currency, and said capital stock is divided into TWENTY MILLION (20,000,000) SHARES with per value of ONE HUNDRED PESOS (Php 100.00) each. (Amended as of 3<sup>rd</sup> day of August 2020)

**EIGHT**: That the amount of said capital stock which has been actually subscribed is FIVE HUNDRED THOUSAND (Php 500,000.00) PESOS and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

NAME	NO. OF SHARES SUBSCRIBED	AMOUNT
Vicente G. Gella	500	Php 50,000.00
Vicente C. Sayson	2,500	250,000.00
Ignacio H. Liwag	500	50,000
Julian T. Lee	350	35,000
Manuel O. Chua	500	50,000
Feliciano J. Ledesma	250	25,000
Norberto J. Quisumbing	100	10,000
Luis U. Go	100	10,000
Margarito C. Chan	100	10,000
Rodrigo P. Blanco	100	10,000
	5,000	PHP 500,000.00

That the stockholders had furthermore agreed to pay the sum of ONE HUNDRED THOUSAND (Php 100,000.00) PESOS to form a "contributed surplus shall, with the approval of the Secretary of Finance upon recommendation of the Insurance Commissioner, 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, in the judgment of the Board of Directors, justify it.

**NINTH**: That the following persons have actually paid on the shares of the capital stock for which they have subscribed and as their shares in the "contributed surplus fund", the amount set out after their respective names:

<u>NAME</u>	RESIDENCES	SUBSCRIPTION (in Php)	SUBSCRIPTION PAID (in Php)	CONTRIBUTION SURPLUS (in Php)
Vicente G. Gella	103 University Avenue, Caloocan City	50,000.00	40,000.00	10,000.00
Vicente C. Sayson	17 Tamarind Rd., Forbes Park, Makati Rizal	250,000.00	200,000.00	50,000.00
Ignacio H. Liwanag	26 Tolentino St., San Lorenzo Village, Makati Rizal	50,000	40,000.00	10,000.00
Manuel O. Chua	33 Cerrada St., Urdaneta Village, Makati Rizal	50,000	40,000.00	10,000.00
Feliciano J. Ledesma	3 Kapalaran St., Quezon City	25,000	20,000.00	5,000.00
Norberto J.  Quisumbing	25 Caliraya St., Quezon City	10,000	8,000.00	2,000.00
Luis U. Go	Rm. 703 Alliance Bldg. Rosario St., Manila	10,000	8,000.00	2,000.00
Margarito C. Chan	307 Palomo Bldg., No. 6 820 O'Donnell, Manila	10,000	8,000.00	2,000.00
Rodrigo P. Blanco	Cor. Celia & SAN Rafael St., Plainview Subdivision, Mandaluyong Rizal	10,000	8,000.00	2,000.00
		500,000.00	400,000.00	100,000.00

IN WITNESS WHEREOF, we have hereunto set our hands this 15<sup>th</sup> day of September 1964, in the City of Manila, Philippines.

(signed)	(signed)	(signed)
VICENTE G. GELLA	<b>VICENTE C. SAYSON</b>	<b>JULIAN T. LEE</b>
(signed)	(signed)	(signed)
(Signeu)	(signed)	(signed)
MANUEL O. CHUA	IGNACIO H. LIWAG	FELICIANO J.

### (signed) NORBERTO J. QUISUMBING

#### SIGNED IN THE PRESENCE OF:

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

BEFORE ME, a Notary Public for and in the City of Manila, Philippines, personally appeared:

NAME	CTC No.	<b>Date Issued</b>	Place Issued
Vicente G. Gella	A-0000499	January 2, 1964	Manila
Vicente C. Sayson	A-4334870	January 25, 1964	Makati Rizal
	B-0700481	March 23, 1964	Makati Rizal
Ignacio H. Liwag	A-0009600	January 3, 1964	Manila
	B-0141557	April 15, 1964	Manila
Julian T. Lee	A-0450852	January 2, 1964	Manila
	B-0118633	April 10, 1964	Manila
Manuel O. Chua	A-0450855	January 2, 1964	Manila
	B-0118630	April 10, 1964	Manila
Feliciano J. Ledesma	A-0450864	January 2, 1964	Manila
	B-0115279	April 6, 1964	Manila
Norberto J. Quisumbing	A-0478510	January 13, 1964	Manila
	B-0728535	April 14, 1964	San Juan Rizal

All known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation consisting of (8) pages including this page and signed by the parties and their witnesses on top of Page 7 and on the left hand margin of pages 1-6 and each acknowledged to me that the same is their free and voluntary act and deed of the entity represented.

WITNESS MY HAND AND NOTARIAL SEAL this 21<sup>st</sup> day of September 1964 in the City of Manila, Philippines.

LUIS U. GO NOTARY PUBLIC Until Dec.31, 1964

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# THEPREMIER INSURANCE & SURETY CORPORATION

3<sup>rd</sup> Floor, Rm. 301 Travellers Life Bldg., 490 T.M. Kalaw St., Ermita, Manila Tel. Nos. : 242-2163, 523-7250 & Fax No. 243-0170

#### **SECRETARY'S CERTIFICATE**

I, **Atty. FLORENCE B. CARANDANG**, of legal age and with office address at 3<sup>rd</sup> floor, Room 301 Travellers Life Bldg., 490 T.M. Kalaw ST., Ermita, Manila, after being first duly sworn in accordance with law, depose and certify that:

- I am the incumbent Corporate Secretary of THE PREMIER INSURANCE & SURETY CORPORATION with office address at 3<sup>rd</sup> floor, Room 301 Travellers Life Bldg., 490 T.M. Kalaw ST., Ermita, Manila;
- 2. As Corporate Secretary, I have custody and access to the corporate records of the Corporation;
- 3. According to the corporate records, I certify that to the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute by any person or group against the board of directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 13th day of December 2021 in Manila, Philippines.

Atty. FLORENCE B. CARANDANG
Corporate Secretary

DEC 1 4 2021

SUBSCRIBED AND SWORN to before me this \_\_ day of \_\_\_\_ 2021. Affiant exhibited to me her Integrated Bar of the Philippines ID with membership No. 55323.

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ATTY. CLIFF SICHARD E. GENESELA

Notary Public for City of Manila
Notary Public for City of Manila
(Under Sureme Court B.M. No. 3795 extended from Jan. 1 to June 30, 2022)
IBP No. 166316 Issued on Dct. 25, 2021 Until Dec. 31, 2022 Pasig City Roll No. 49006
PTR No. 0097471 Issued on Jan. 3, 2022 Until Dec. 31, 2022 Manila
MCLE No. VI-0022302 Valid From April 4, 2019 Until April 14, 2022
Office Add. Mezzanin San Luis Bldg. 1006 Orosa St., Ermita Manila