



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC-Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 15330

**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

**PARAMOUNT LIFE & GENERAL INSURANCE
CORPORATION**

[Amending Article III thereof.]

copy annexed, adopted on September 23, 2014 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 17th day of February, Twenty Fifteen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

COVER SHEET

AMENDMENT

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812-7956

812-8861

9th Floor, Sage House, 110 V.A. Rufino St., Legaspi Village, Makati City

Compliance Monitoring Division

Amended ARTICLES OF INCORPORATION

OF

PARAMOUNT LIFE & GENERAL INSURANCE CORPORATION

[As Amended on 23 September 2014]

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age 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:

FIRST. - That the name of said corporation shall be "PARAMOUNT LIFE & GENERAL INSURANCE CORPORATION". [As amended on 16 September 2002, 07 December 2001, 18 February 1997, and 26 February 1993]

SECOND. - That the purposes for which such corporation is formed are:

PRIMARY PURPOSE

To carry on and engage in the business of insurance, reinsurance, bonding, fidelity and guaranty in any and all branches including life and non-life insurance, health and medical insurance, accident insurance and other insurance and other businesses permitted to be conducted by a life and/or non-life insurance company, and to act as agent of other insurance including life and to do and perform all such acts and things as may be necessary, expedient or convenient to carry out the purposes intended by the organization of this corporation and not inconsistent with law.

SECONDARY PURPOSES

To lend money subject to the requirements of law.

To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or corporation carrying on any business which the Corporation is authorized to carry on and to possess property.

Subject to legal restrictions and to the rules and regulations promulgated by the Insurance Commissioner, to acquire by purchase, or otherwise, and to invest in, hold, sell, or otherwise dispose of the stock 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 or other obligations or evidences of indebtedness, of any person, firm or corporation, and while the owner of such stocks, bonds or

interests therein, or other obligations or evidences of indebtedness, to, exercise all the rights, powers and privileges of ownership, including the rights to vote thereon or consent in respect thereof for any and all purposes.

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 of any property, real or personal, as may now or hereafter be permitted by law.

To enter into, make, perform, and carry out contracts of every sort and kind with any person, firm, association, corporation, private, public or municipal, or body government or politic.

To do all acts necessary or convenient for carrying on or transacting in any foreign country, state, dominion, dependency, colony, protectorate or possession, any business or act of the Corporation and to procure the registration or other legal recognition of the corporation in any such foreign country, state, dominion, colony, protectorate or possession.

To do all such other things as are incidental or conducive to the attainment of the above objects.

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 corporations of like nature and kind.

THIRD. - The principal office of the Corporation is at the 14th and 15th Floors, Sage House, 110 V.A. Rufino Street, Legaspi Village, Makati City, Philippines. [As amended on 23 September 2014]

FOURTH. - That the term for which the Corporation is to exist is extended from 23 April 2009 until 22 April 2059. [As amended on 06 April 2006]

FIFTH. - That the names, nationalities and addresses of the incorporators of the Corporation are as follows:

Name	Nationality	Post Office Address
Felino Neri	Filipino	American International Underwriters for the Philippines, Inc., AIU Bldg. Juan Luna, Manila
Miguel Campos	Filipino	Philippine American General Insurance Co., Inc., Wilson Building Juan Luna, Manila
Emilio Abello	Filipino	Philippine American General Insurance Co., Inc., Wilson Building Juan Luna, Manila
Jose Yulo	Filipino	1181 Peñafrancia, Manila
Francisco Delgado	Filipino	Delgado Brothers, Inc. Bonifacio Drive, Port Area, Manila

Marcial P. Lichauco	Filipino	2 nd Floor, Soriano Building, Manila
Clifford A. Roche	American	American International Underwriters for the Philippines, Inc., AIU Bldg. Juan Luna, Manila

SIXTH. - That the number of directors of the Corporation shall be nine (9), the composition of which shall be subject to any agreement involving the Corporation and/or its shareholders regarding representation in the Board of Directors. The names, nationalities and addresses 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: [As amended on 07 April 2005]

Name	Nationality	Post Office Address
Felino Neri	Filipino	American International Underwriters for the Philippines, Inc., AIU Bldg. Juan Luna, Manila
Miguel Campos	Filipino	Philippine American General Insurance Co., Inc., Wilson Building Juan Luna, Manila
Emilio Abello	Filipino	Philippine American General Insurance Co., Inc., Wilson Building Juan Luna, Manila
Jose Yulo	Filipino	1181 Peñafrancia, Manila
Francisco Delgado	Filipino	Delgado Brothers, Inc. Bonifacio Drive, Port Area, Manila
Marcial P. Lichauco	Filipino	2 nd Floor, Soriano Building, Manila
Clifford A. Roche	American	American International Underwriters for the Philippines, Inc., AIU Bldg. Juan Luna, Manila

SEVENTH. - That the authorized capital stock of is FIVE HUNDRED MILLION PESOS (₱500,000,000.00), Philippine Currency, and said capital stock is divided into FIVE MILLION (5,000,000) common shares of the par value of ONE HUNDRED PESOS (₱100.00). [As amended on 09 February 2011, 16 September 2002 and 18 February 1997]

EIGHTH. - That the amount of said capital stock which has been actually subscribed is ONE MILLION PESOS (₱1,000,000.00), and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	Post Office Address	No. of Shares Subscribed	Amount of Capital Stock Subscribed
Felino Neri	American International Underwriters for the Philippines, Inc., AIU Bldg. Juan Luna, Manila	2,000 Class "A"	P 200,000.00
Miguel Campos	Philippine American General Insurance Co., Inc. Wilson Building Juan Luna, Manila	900 Class "A"	90,000.00
Emilio Abello	Philippine American General Insurance Co., Inc., Wilson Building Juan Luna, Manila	900 Class "A"	90,000.00
Jose Yulo	1181 Peñafrancia, Manila	900 Class "A"	90,000.00
Francisco Delgado	Delgado Brothers, Inc. Bonifacio Drive, Port Area, Manila	400 Class "A"	40,000.00
Marcial Lichauco	P. 2 nd Floor, Soriano Building, Manila	400 Class "A"	40,000.00
Clifford A. Roche	American International Underwriters for the Philippines, Inc., AIU Bldg. Juan Luna, Manila	4,000 Class "A"	400,000.00
TOTAL		<u>10,000</u>	<u>P 1,000,000.00</u>

NINTH. - That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names:

Name	Post Office Address	Amount Paid on <u>Subscription</u>	Amount Paid to <u>Surplus</u>
Felino Neri	American International Underwriters for the Philippines, Inc., AIU Bldg. Juan Luna, Manila	P 100,000.00	P 20,000.00
Miguel Campos	Philippine American General Insurance Co., Inc. Wilson Building, Juan Luna, Manila	45,000.00	9,000.00
Emilio Abello	Philippine American General Insurance Co., Inc., Wilson Building, Juan Luna, Manila	45,000.00	9,000.00
Jose Yulo	1181 Peñafrancia, Manila	45,000.00	9,000.00
Francisco Delgado	Delgado Brothers, Inc. Bonifacio Drive, Port Area, Manila	45,000.00	9,000.00
Marcial Lichauco	P. 2 nd Floor, Soriano Building, Manila	20,000.00	4,000.00

Clifford A. Roche	American International Underwriters for the Philippines, Inc., AIU Bldg. Juan Luna, Manila	200,000.00	40,000.00
		<u>P 500,000.00</u>	<u>P100,000.00</u>
TOTAL			

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

TENTH: No issuance or transfer of shares of the Corporation which shall reduce the share ownership of Filipino citizens to less than the minimum percentage of the outstanding capital stock required by law to be owned by Filipino citizens shall be allowed or permitted to be recorded in the books of the Corporation.

The sale or issuance of shares shall be subject to the Shareholders' Agreement dated 1 February 2005, the Subscription Agreement dated 1 February 2005, the Share Retention Agreement dated 27 October 2004, and the Put Option Agreement dated 27 October 2004, as may be amended from time to time, all of which documents shall be on file with the Corporate Secretary of the Corporation. [As amended on 07 April 2005]

ELEVENTH. - That Buenaventura B. Loberiza 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 receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 23rd day of April, 1959 in the City of Manila, Philippines.

s/Felino Neri
t/FELINO NERI

s/Jose Yulo
t/JOSE YULO

s/Miguel Campos
t/MIGUEL CAMPOS

s/Francisco Delgado
t/FRANCISCO DELGADO

s/Emilio Abello
t/EMILIO ABELLO

s/Marcial P. Lichauco
t/MARCIAL P. LICHAUCO

s/Clifford A. Roche
t/CLIFFORD A. ROCHE

Signed in the Presence Of:

Sgd. Illegible

Sgd. Illegible

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

Before me, a Notary Public in and for the City of Manila, Philippines, this 23rd day of April 1959, personally appeared the following persons with their respective residence certificates, to wit:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date & Place of Issue</u>
Felino Neri	A-0122512	Jan. 6, 1959 Manila
Miguel Campos	A-0065556	Jan. 3, 1959 "
Emilio Abello	A-0292392	Feb. 19, 1959 Manila
Jose Yulo	A-0353472	Mar. 24, 1959 "
Francisco Delgado	A-0254759	Feb. 5, 1959 "
Marcial A. Lichauco	A-0229310	Jan. 23, 1959 "
Clifford A. Roche	A-0122510	Jan. 6, 1959 "
	ACR 5610	Oct. 28, 1957 "

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation of PHILIPPINE HOME ASSURANCE CORPORATION, and acknowledged to me that the same is their free and voluntary act and deed.

WITNESS my hand and notarial seal at the place and date first above written.

Doc. No. 160
Page No. 33
Book No. III
Series of 1959.

s/ Benjamin V. Abela
BENJAMIN V. ABELA
Notary Public
Until December 31, 1960

SECRETARY'S CERTIFICATE

I, **JIMMY S. SOO**, of legal age, Filipino, married and with office address at the 9th Floor, Sage House, 110 V.A. Rufino Street, Legaspi Village, Makati City, being duly sworn, depose and state that:

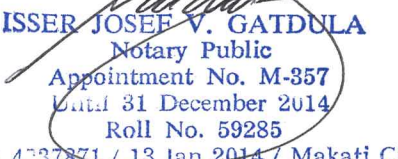
1. I am the duly elected and qualified Corporate Secretary of **PARAMOUNT LIFE & GENERAL INSURANCE CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office address at the 14th & 5th Floors, Sage House, 110 V.A. Rufino Street, Legaspi Village, Makati City, held at its principal office.
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.

Makati City, ~~OCT 15~~ 15 day of October 2014.


JIMMY S. SOO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this OCT 15 2014 day of October 2014, affiant exhibiting to me his Passport No. EB8667237 issued on 15 July 2013 at DFA Manila.

Doc. No. 186;
Page No. 039;
Book No. V;
Series of 2014.


ISSER JOSEF V. GATDULA
Notary Public
Appointment No. M-357
Until 31 December 2014
Roll No. 59285
PTR 4237871 / 13 Jan 2014 / Makati City
LHA No. LRN-012379/20 Jan 2014/Makati
9/F Sage House, 110 V.A. Rufino St., Legaspi Village, Makati City
TIN 213-170-049



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

1st ENDORSEMENT
1 December 2014

Respectfully endorsed to the Securities and Exchange Commission (SEC), SEC Building, EDSA Greenhills, Mandaluyong City, the intention of **PARAMOUNT LIFE & GENERAL INSURANCE CORPORATION** to change its principal address to **14th and 15th Floors, Sage House, #110 V.A. Rufino Street, Legaspi Village, Makati City** (As amended on 23 September 2014) with the advice that the Insurance Commission (IC) has no objection to its registration with the Securities and Exchange Commission.

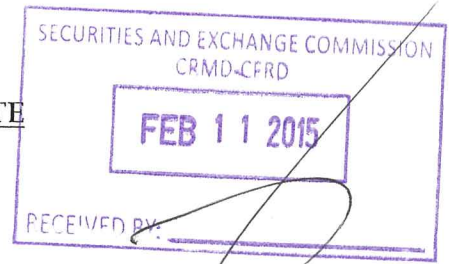
This Endorsement should be submitted to the Securities and Exchange Commission (SEC) by the applicant together with the same documents as presented to the Insurance Commission (IC).

Vida T. Chiong
VIDA T. CHIONG

Deputy Insurance Commissioner
Officer-in-Charge

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DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS :

WE, the undersigned, being at least a majority of the Board of Directors of **PARAMOUNT LIFE & GENERAL INSURANCE CORPORATION**, a corporation duly organized and existing under Philippine laws, with principal office at the 14th & 15th Floors, Sage House, 110 V.A. Rufino Street, Legaspi Village, Makati City (the "Corporation"), and the Chairman and Secretary of the Regular Meeting of the Board of Directors and the Special Meeting of the Stockholders both held on 23 September 2014 at the principal office of the Corporation, do hereby certify:

1. On 23 September 2014, at the regular meeting of the Board of Directors of the Corporation held at its principal office, the Board of Directors of the Corporation, by the vote of at least a majority of its members, unanimously approved and adopted the following resolutions:

"RESOLVED, That the Third Article of the Articles of Incorporation of **PARAMOUNT LIFE & GENERAL INSURANCE CORPORATION** be, as the same is, hereby amended to read as follows:

'THIRD: - The principal office of the Corporation is at the 14th and 15th Floors, Sage House, 110 V.A. Rufino Street, Legaspi Village, Makati City, Philippines. [As amended on 23 September 2014]

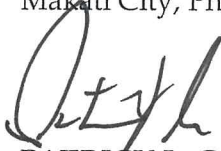
"RESOLVED FINALLY, That the Directors and proper officers of the Corporation be and are hereby authorized to take all necessary and appropriate acts to implement the foregoing resolution."

2. At the Special Meeting of the Stockholders immediately following on the same day and place, stockholders of the Corporation owning and representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation unanimously approved in toto the aforequoted resolution of the Board of Directors.

3. The attached Amended Articles of Incorporation is a true and correct copy of the Articles of Incorporation of **PARAMOUNT LIFE & GENERAL INSURANCE CORPORATION**, as amended.

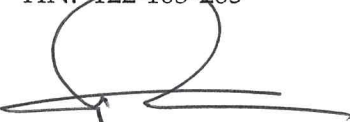
.../IN WITNESS WHEREOF...

IN WITNESS WHEREOF, we have signed this Certificate this NOV 3 2014 at Makati City, Philippines.



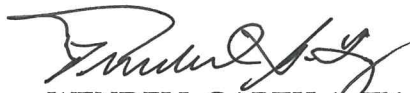
PATRICK L. GO

Chairman of the Stockholders'
and Directors' meetings/Director
TIN: 122-103-265



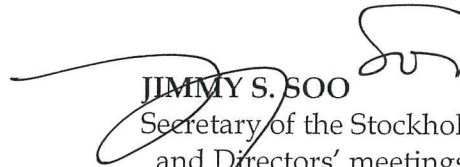
GEORGE T. TIU

Director
TIN: 140-219-758



WENDELL GARTH A. TY

Director
TIN: 132-868-716



JIMMY S. SOO

Secretary of the Stockholders'
and Directors' meetings
TIN: 133-832-627



ROSANNA L. GO

Director
TIN: 122-103-273



JJ SAMUEL A. SORIANO


Director
TIN: 122-829-772

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

SUBSCRIBED AND SWORN to before me this NOV 13 2014 at Makati City,
affiants exhibiting to me the following:

<u>Name</u>	<u>Gov't Issued IDs</u>	<u>Date and Place of Issue</u>
Patrick L. Go	N09-78-040169	Exp. 30 Oct 2015
Rosanna L. Go	N09-82-038952	Exp. 11 Dec 2015
George T. Tiu	G01-06-009289	Exp. 28 Mar 2015
Wendell Garth A. Ty	TIN: 132-868-716	
JJ Samuel A. Soriano	TIN: 122-829-772	
Jimmy S. Soo	EB8667237	15 Jul 2013/DFA Manila

Doc. No. 482;
Page No. 018;
Book No. ✓;
Series of 2014.



ISSER JOSEF V. GATDULA
Notary Public
Appointment No. M-357
Until 31 December 2014
Roll No. 59285

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