



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. A199801848

**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
BONIFACIO INSURANCE BROKER CORPORATION
(Amending Article II Primary Purpose)

copy annexed, adopted on August 11, 2023 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 11th day of August, Twenty Twenty Four.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

BA/bds

AMENDED ARTICLES OF INCORPORATION
(August 11, 2023)

BONIFACIO **INSURANCE**
BROKER CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines and Australia, have this day voluntarily associated ourselves together for the purpose of forming a corporation (the "Corporation") under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST : That the name of the corporation shall be BONIFACIO INSURANCE BROKER CORPORATION.

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

PRIMARY PURPOSE

To engage in the general insurance brokerage business by providing insurance broking services and risk management services (including the use of insurtech and other telemarketing means and services) covering all lines of property and casualty insurance, surety bonds, life and medical insurance, health maintenance organization (HMO) products, and all other related lines and activities. *(as amended during the joint special meeting of Shareholders and Directors on August 11, 2023)*

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation;
2. To borrow, raise money necessary to meet the financial requirements of its business b e of bonds, promissory notes and other evidences of indebtedness and

- to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the prosecution of its lawful business;
3. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;
 4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, through guarantee or through the purchase or sale of shares of stock or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for the Corporation, directly or indirectly or through other corporation or otherwise;
 5. To enter into any lawful arrangement for sharing profit, union of interest, unitization or farm-out agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation;
 6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the Corporation;
 7. To establish and operate one or more branch offices or agencies, and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;
 8. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

THIRD : That the place where the principal office of the corporation is in No. 132 Pioneer Street, Mandaluyong City, Metro-Manila, Philippines. *(As amended at the Joint Special Meeting of the Stockholders and Board of Directors held on February 7, 2014)*

FOURTH : That the term for which the corporation is to exist is fifty (50) years from and after the date of incorporation.

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Ricardo S. Pascua		
Bernard D. Durack		
Albert Del Rosario		
Lawrence J. Gotuaco		
Leonard H. Hanning		

SIXTH : That the number of directors of said corporation shall be seven (7) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Ricardo S. Pascua		
Bernard D. Durack		
Albert Del Rosario		
Lawrence J. Gotuaco		
Leonard H. Hanning		
Manuel C. Salientes, Jr.		
Apolinario De Los Santos III		

SEVENTH : That the authorized capital stock of said corporation is TWENTY FOUR MILLION PESOS (PHP 24,000,000.00) Philippine Currency, and said capital stock is divided into Two Hundred Forty Thousand shares (240,000) with a par value of One Hundred Pesos (PHP 100.00) each.

EIGHTH : That the amount of said capital stock which has been actually subscribed is SIX MILLION PESOS (PHP 6,000,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Fort Bonifacio Development Corporation	Filipino	23,997	2,399,700
Gotuaco Del Rosario & Associates	Filipino	23,997	2,399,700
C.E. Heath PLC	English	11,999	1,199,900
Ricardo S. Pascua	Filipino	1	100
Bernard D. Durack	Australian	1	100
Albert Del Rosario	Filipino	1	100
Lawrence J. Gotuaco	Filipino	1	100
Apolinario De Los Santos III	Filipino	1	100
Leonard H. Hanning	Australian	1	100
Manuel C. Salientes, Jr.	Filipino	1	100
Total		60,000	PHP 6,000,000

Any of the shareholders may pledge, mortgage or otherwise encumber any of its shares of the Corporation held by them subject to the following provisions:

[a] In case a pledge or other encumbrance is constituted by any shareholder on its shares in the Corporation (the "Pledged Shares") in order to secure a certain obligation (the "Secured Obligation"), and the shareholder causing such pledge or encumbrance anticipates a default in the Secured Obligation, such shareholder shall be obligated, not later than thirty (30) days prior to the date of the foreclosure sale of the Pledged Shares: [i] to notify the other shareholders of the anticipatory default, and [ii] if the other shareholders so require, to authorize, allow and do whatever is necessary to assist the other shareholders to enter into and complete arrangements that will enable the other shareholders to take over, or designate a party to take over, as creditor over the Secured Obligation and as pledgee over the Pledged Shares. The shareholder constituting the encumbrance shall cause such stipulations as may be necessary and proper to give effect to this provision to be incorporated in the contract covering the Secured Obligation and in the instrument of encumbrance.

[b] In the event that any of the shareholders (the "Transferring Shareholder") desires to sell, transfer, assign or otherwise dispose of the whole or a portion of its shares (the "Offered Shares") to a third party, the non-transferring shareholders (the "Non-Tran holder") shall have and enjoy a prior preferential right (the "Right of

First Refusal") to acquire, in accordance with the following provisions.

The Transferring Shareholder shall file a written offer with the Corporate Secretary of the Corporation, who shall forthwith transmit such offer by registered mail or personal service to the Non-Transferring Shareholders. The Transferring Shareholder may also opt to transmit the said offer directly to the Non-Transferring Shareholders.

The Non-Transferring Shareholders shall have thirty (30) calendar days from their respective receipt of the written offer (the "Offering Period") within which to irrevocably accept such offer by giving notice to the Corporate Secretary of the Corporation. In the event not all of the Non-Transferring Shareholders accept the offer, the party who shall have accepted the offer (the "Accepting Party") shall have a period of fifteen (15) calendar days from the expiration of their respective Offering Period (the "Re-Offering Period") within which to irrevocably elect to purchase the unaccepted allotments.

If the shares accepted by the Non-Transferring Shareholders are more than the Offered Shares, the Offered Shares shall be distributed pro-rate among the Non-Transferring Shareholders.

Each Accepting Party shall transmit to the Corporation or the Transferring Shareholder, with his acceptance, the cash or certified check drawn on a Philippine bank, in an amount sufficient to meet the terms of the offer corresponding to such number of Offered Shares specified in his acceptance.

[c] In the event the Non-Transferring Shareholder shall not exercise their Right of First Refusal provided above, the Non-Transferring Shareholder shall have the right to sell all the shares then owned by it at the same price per share or consideration and under the same terms and conditions as the Offered Shares to the same third party purchaser (the "Tag-Along Option"). The exercise by the Non-Transferring Shareholder of their Tag-Along Option shall be by written notice to the Transferring Shareholder within the period prescribed for the exercise by the Non-Transferring Shareholder of their Right of First Refusal. In the event the third party purchaser cannot purchase all of the Offered Shares together with all the additional shares of the Non-Transferring Shareholder offered pursuant to the Tag-Along Option (the "Tag-Along Shares"), the third party purchaser shall, subject to the written consent of the Non-Transferring Shareholder be permitted to purchase such **pro rata** portion of the Offered Shares and the Tag-Along Shares as the third party purchaser can purchase. The transfer of the Offered Shares to the third party purchaser shall not be recorded in the books of the Corporation until the Transferring Shareholder complies with such Tag-Along Option.

[d] The foregoing conditions on transfers shall not apply to any sale, assignment or other transfer;

[i] By a shareholder to any person nominated by it for election as a director of the Corporation so as to qualify such person as such director, and by or on behalf of such director to the nominating party: and

[ii] By a party hereto to an Affiliate engaged in the same line of business as the Transferring Shareholder.

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

<u>Name</u>	<u>Amount Paid</u>
Fort Bonifacio Development Corporation	2,399,700
Gotuaco Del Rosario & Associates	2,399,700
C.E. Heath PLC	1,199,900
Ricardo S. Pascua	100
Bernard D. Durack	100
Albert Del Rosario	100
Lawrence J. Gotuaco	100
Apolinario De Los Santos III	100
Leonard H. Hanning	100
Manuel C. Salientes, Jr.	100
	PHP 6,000,000

TENTH : That no issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the 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. Any transfer or sale of shares in violation of this provision shall be null and void and this restriction shall be printed or indicated in the stock certificates.

ELEVENTH : That JOSE MA. K. LIM has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he has been authorized to receive for the corporation and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 21st and 26th day of November 1997 at Makati City, Philippines and Sydney, Australia.

(SGD) RICARDO S. PASCUA
TIN 141-776-230

(SGD) BERNARD D. DURACK
Passport No. JO289893
Issued at: Brisbane, Australia
Date of Expiration: July 1998

(SGD) ALBERT DEL ROSARIO
TIN 119-816-369

(SGD) LAWRENCE J. GOTUACO
TIN 152-708-234

(SGD) LEONARD H. HANNING
Passport No. L5406410
Issued at: Sydney, Australia
Date of Expiration: August 15, 2006

SIGNED IN THE PRESENCE OF:

(SGD) ILLEGIBLE

(SGD) ILLEGIBLE

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) SS.

BEFORE ME, a Notary Public in and for Makati, Metro Manila, Philippines, this day of November 21, 1997, personally appeared:

<u>Name</u>	<u>Com. Tax Cert. No.</u>	<u>Date & Place Issued</u>
Ricardo S. Pascua	1935955	February 21, 1997, Makati City
Bernard D. Durack	JO289893	January 7, 1998, Brisbane, Aust.
Albert Del Rosario	1939902	February 25, 1997, Makati City
Lawrence J. Gotuaco	1939904	February 25, 1997, Makati City

all known to me and by me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above-written.

(SGD) MA. OLIVIA B. COYUKIAT
Notary Public

Until December 31, 1998
PTR No. 0886070
Makati City / 6-20-97

Doc. No. 54;
Page No. 11;
Book No. II;
Series of 1997.

PHILIPPINE CONSULATE GENERAL)
REPUBLIC OF THE PHILIPPINES)
CITY OF SYDNEY, NSW AUSTRALIA) SS.

ACKNOWLEDGEMENT

Before me personally appeared: xxxx MR. LEONARD HENRY HANNING, citizen of Australia xxxx to me known and known to me to be the same person/s who executed the annexed instrument, and being informed of the contents of said instrument, acknowledged before me that he/she/they executed the same of his/her/their own free will and deed.

The said party, together with the two instrumental witnesses, signed at the foot of the instrument and on the left hand margin of the other pages hereof; this instrument together with this Acknowledgment being composed of 11 pages.

The Annexed Document is ARTICLES OF BONIFACIO INSURANCE SERVICES CORP. XXXX executed in favor of C.E. HEATH PLC, a corporation registered in the United Kingdom xxxx

For the contents of the annexed document, this Consulate General assumes no responsibility.

IN WITNESS WHEREOF, I have hereunto signed these presents and affixed the seal of the Philippine Consulate General, Sydney this 26 NOVEMBER 1997.

(SGD) ARIEL Y. ABADILLA
Consul General

Series No. SY-670
Fee Paid \$30
O.R. No. 1324764
Book No. I;
Series of 1997.

CERTIFICATE OF NON-CONTROVERSY

I, **MARIEVIC G. RAMOS-AÑONUEVO**, of legal age, Filipino citizen and with office address at 3001 Senta Condominium, Legazpi corner Rodriguez Street, Legazpi Village, Makati City, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected Corporate Secretary of **BONIFACIO INSURANCE BROKER CORPORATION**, a corporation organized and existing under and by virtue of the laws of the Philippines with principal office at No. 132 Pioneer Street, Mandaluyong City, Metro-Manila, Philippines;
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 officer of the Corporation as its duly elected and/or appointed directors or officers or vice-versa.
3. I am executing this certificate to attest to the truth of the foregoing and in compliance with the requirements of the Securities and Exchange Commission (SEC) in connection with the pending application of **BONIFACIO INSURANCE BROKER CORPORATION** for the amendment of its Articles of Incorporation, expanding its primary purpose to include health maintenance organization (HMO) products as an additional line of business and the use of insurtech and other telemarketing activities as a means of marketing.

IN WITNESS WHEREOF, I have hereunto set my hand, this 11th day of August, 2023, at Mandaluyong City, Metro Manila.

(SGD)


MARIEVIC G. RAMOS-AÑONUEVO

Corporate Secretary
TIN 115-283-640

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

SUBSCRIBED AND SWORN to before me Notary Public for and in Mandaluyong City, 2008, by affiant who exhibited her Philippine Passport No. P7409434A issued on June 1, 2018 at DFA Manila.

IN TESTIMONY WHEREOF, I have affixed my notarial seal and signature on this instrument this _____

Doc. No. 103 ;
Page No. 22 ;
Book No. 11 ;
Series of 2023. 

B. KEYES
Notary Public for Mandaluyong City
Appointment No. 0550-2 til December 31, 2024
Roll of Attorneys No. 59685
PTR No. 5101566; 01/03/23; Mandaluyong City
IBP No. 259968; 12/22/22; Makati Chapter
MCLE Compliance No. VII - 0006291; 11/29/2021
66 United Street, Mandaluyong City, 1550
Philippines



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



ENDORSEMENT
20 June 2024

Respectfully endorsed to the Securities and Exchange Commission, SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209 the amended Articles of Incorporation of **BONIFACIO INSURANCE BROKER CORPORATION**, with the advise that this Commission has no objection to the amendment therein.

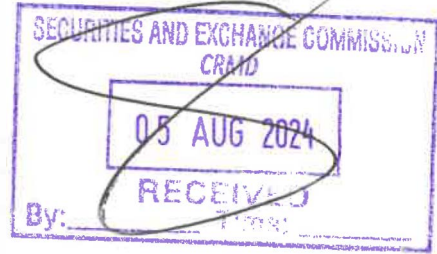
This Endorsement does not authorize the corporation to undertake business activities requiring a secondary license from this Commission, particularly to act as HMO broker.

(SGD)

JAYSON P. LOPEZ
Officer-in-Charge



Attachment: As stated.



CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION

BONIFACIO **INSURANCE**
BROKER CORPORATION

We, the undersigned, being the Chairman, the members of the Board of Directors and the Corporate Secretary of BONIFACIO INSURANCE BROKER CORPORATION, a corporation organized and existing under and by virtue of the laws of the Philippines, with principal office at No. 132 Pioneer Street, Mandaluyong City, do hereby certify that:

1. A joint special meeting of the Stockholders and the Board of Directors of the Corporation was held on August 11, 2023 at Mandaluyong City in accordance with the Revised Corporation Code of the Philippines (R.A. No. 11232) at which meeting, the Stockholders owning more than two-thirds (2/3) of the outstanding capital stock and the Board of Directors were present in person and by proxy.
2. During the said joint special meeting, the Stockholders owning more than two-thirds (2/3) of the outstanding capital stock and the Board of Directors, by majority vote, approved the amendment of the articles of incorporation, expanding the primary purpose of the Corporation to include health maintenance organization (HMO) products as an additional line of business and the use of insurtech and other telemarketing activities as a means of marketing, and adopted the following resolutions:

“RESOLVED, That the Stockholders of BONIFACIO INSURANCE BROKER CORPORATION representing more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation and the Board of Directors, by majority vote, approve the amendment of the articles of incorporation expanding its primary purpose to include health maintenance organization (HMO) products as an additional line of business and the use of insurtech and other telemarketing activities as a means of marketing, in preparation for future digitalization of the company’s operations.

RESOLVED FURTHER, That for purposes of the foregoing, Article II of the Articles of Incorporation of the Corporation shall be amended to read as follows:

‘SECOND : That the purposes for which the said corporation is formed are:

PRIMARY PURPOSE

To engage in the general insurance brokerage business by
provi e broking services and risk management services

(including the use of insurtech and other telemarketing means and services) covering all lines of property and casualty insurance, surety bonds, life and medical insurance, health maintenance organization (HMO) products, and all other related lines and activities. *(as amended during the joint special meeting of Shareholders and Directors on August 11, 2023)*

RESOLVED FINALLY, that the Corporation, through its Officers, be authorized to perform all acts necessary or as may be required by the Securities and Exchange Commission to fully carry out the foregoing resolutions."

3. All the requirements of Section 15 of the Revised Corporation Code of the Philippines (R.A. No. 11232) have been complied with.
4. Attached is the true copy of the Articles of Incorporation, as amended.

IN WITNESS WHEREOF, we have hereunto set our hands, this 11th day of August, 2023 Mandaluyong City, Metro Manila.

(SGD)
JOCELYN CAMPOS HESS
Chairman of the Board

(SGD)
MARIEVIC G. R. AÑONUEVO
Corporate Secretary

(SGD)
CLINTON ANDREW HESS
Director

(SGD)
MARIANO JOHN L. TAN JR.
Director

(SGD)
RICHARD C. DEE
Director

(SGD)
GERARDO A. REMO
Director

(SGD)
REYNALDO I. DAVADILLA
Director

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MANDALUYONG CITY) SS.

BEFORE ME, Notary Public for and in Mandaluyong City, personally appeared the following persons:

<u>Name</u>	<u>Philippine Passport</u>	<u>Date & Place Issued / Expiry</u>
Jocelyn Campos Hess		
Clinton Andrew C. Hess		
Mariano John L. Tan, Jr.		
Richard C. Dee		
Gerardo A. Remo		
Reynaldo L. Davadilla		
Marievic G.R. Añonuevo		

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

IN TESTIMONY WHEREOF, I have affixed my notarial seal and signature on this instrument this 26 JAN 2024.

Doc. No. 110 ;
Page No. 23
Book No. 11 ;
Series of 2023
2024


FELIX CONRAD B. REYES
Notary Public for Mandaluyong City
Appointment No. 0550-23 until December 31, 2024
Roll of Attorney No. 59685
PTR No. 5422809; 01/02/24; Mandaluyong City
IBP No. 327801; 12/13/23; Makati Chapter
MCLE Compliance No. VII - 0006291; 11/29/2021
66 United Street, Mandaluyong City, 1550
Philippines