



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. 28715

**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

**UNITED COCONUT PLANTERS LIFE
ASSURANCE CORPORATION**
(Amending Article IV by extending the term of its existence thereof.)

copy annexed, adopted on January 23, 2015 by majority vote of the Board of Directors and on June 30, 2015 by the vote of the stockholders owning or representing more than 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 10th day of February, Twenty Sixteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION

OF

**UNITED COCONUT PLANTERS LIFE
ASSURANCE CORPORATION**

(Formerly Philippine Asian Life Assurance Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That We, all of whom are of age and residents of the Philippines, have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines,

AND WE HEREBY CERTIFY:

FIRST: The name of said Corporation shall be

"UNITED COCONUT PLANTERS LIFE
Assurance Corporation"

(Formerly Philippine Asian Life Assurance Corporation).

(As amended at the Special Stockholder's Meeting on March 9, 1978)

SECOND: The purpose for which such Corporation is formed are as follows:

PRIMARY PURPOSE

To conduct, transact, carry on, and undertake life insurance business in all its branches including accident and health insurance; to write insurance contracts providing for all risks, hazards, guarantees, and contingencies to which life, accident or health insurance is applicable; to grant endowment and annuities, payable between any fixed periods or contingencies to their commencement or determination upon any event depending upon human life or the birth or failure of issuer to issue insurance policies providing for participation of profits; and to reinsure all or part of the risks underwritten by the Corporation to undertake all kinds of reinsurance to the extent allowed by law; and to act as agent or general agent of another insurance company.

To make such investments and exercise such powers as may be allowed presently under Title III of the Insurance Code and such other laws, rules and regulations and as may be adopted, affecting Life, Health and Accident insurance corporations.

SECONDARY PURPOSE

Subject to the supervision of and regulation by the Insurance Commissions and in accordance with the Insurance Code and other laws, rules and regulations presently in effect or may be adopted, the Corporation shall have the following Secondary Purposes: (As amended at the Special Stockholders' Meeting on March 9, 1878).

1, To acquire by purchase or lease, lands and interests in lands, and to own, hold, improve, develop, subdivide, operate and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the Corporation, housing projects, buildings or other structures now or hereafter erected on any lands, so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures at any time owned or held by the Corporation;

2. To acquire all or any part of the securities, goodwill, rights, property or assets of all kinds and to undertake or assume the whole or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, person, domestic or foreign, and to pay for the same in cash, stocks, bonds, debentures or other securities of this or any other corporation, or otherwise in any manner permitted by law; and to conduct in any lawful manner the whole or any part of any business so acquired;

3. To guarantee, purchase, hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities or evidence of indebtedness created

by this or any other corporation organized under the laws of the Republic of the Philippines, or any other country, nation, state or government, and while owner of said stock, bonds, securities, or evidences of indebtedness, to exercise all the rights, powers, and privileges of ownership, including the right to vote therein, to the same extent as natural persons might or could do; to sell the undertaking of this corporation or any part thereof for such consideration as the corporation may deem fit, and in particular, for shares, debentures or securities of any other corporation;

4. To lend money on such terms and conditions as may be beneficial to the corporation or may be necessary or incidental to insurance business;

5. To borrow or raise moneys for any of the purposes of the Corporation from time to time, without limit as to amount, to draw, make, accept, endorse, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on, or pledge, conveyance, assignment in trust of, the whole or any part of the assets of the corporation, real, personal, or mixed, including contracts rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation or its corporate purpose;

6. To have one or more branch offices, to conduct its business and promote its objectives within and without the Republic of the Philippines, and in all countries, foreign thereto, without restrictions as to place or amount;

7. To cause the corporation to be registered, recognized and permitted to carry on any and all of its objects and purposes in any foreign state or country;

8. In general, to do any and all of the acts and things herein set forth and exercise all the powers conferred by law upon Life, Health and Accident Insurance Companies.

THIRD: The domicile and principal office of the Corporation shall be established or located in Makati, Metro Manila, Philippines, and agencies or branch officers thereof may be established in any other place within or without the Philippines. (As amended on February 27, 1974 and further amended at the Special Stockholders' Meeting on March 9, 1978).

FOURTH: That the term during which the said Corporation is to exist is FIFTY (50) YEARS from the date of incorporation, and for an additional period of fifty (50) years from 15 February 2016. (As amended by the Board of Directors on 23 January 2015 and ratified by the Stockholders on 30 June 2015)

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

<u>Names</u>	<u>Citizenship</u>	<u>Residence</u>
Nunilon C. Donor	Filipino	321 Protacio St., Pasay City
Norma Dolor-Lopez	Filipino	No.5 Banaba Circle, Forbes Park, Makati, Rizal
Jaime C. Dolor	Filipino	312 Protacio St. Pasay City
Renato C. Dolor	Filipino	2574 Taft Avenue, Manila
Emmanuel C. Dolor	Filipino	2574 Taft venue, Manila

SIXTH: That the number of directors of said Corporation shall be eleven (11) and the names and residences of the original directors of the Corporation who are to serve from the date of incorporation until their successors are elected and qualified as provided by the By-laws, are as follows: (As amended on February 27, 1974).

<u>Name</u>	<u>Residences</u>
Artemio M. Lobrin	2541 Fuentes, Malate Manila

Conrado M. Vasquez	1625 P. Guevarra, Sta. Cruz, Manila
Nunilon C. Dolor	321 Protacio Street, Pasay City
Ernesto P. Uichico	168 Dr. Alejos, Quezon City
Ceferino M. Picache	23 Gen. de Jesus, Quezon City
Pablo M. Silva	1210 Peñafrancia, Paco, Manila
Isidro E. Fernandez	No.5 Cambridge Circle, North Forbes Park, Makati, Rizal
Aristeo L. Lat	71 Simoun, Quezon City
Emmanuel C. Dolor	2574 Taft Avenue, Manila

SEVENTH: The capital stock of said Corporation is ONE BILLION (PH.1,000,000,000.00) PESOS, Philippine Currency, and the said capital stock is divided into ONE BILLION (1,000,000,000) common shares of the par value of One (1.0) PESO each. (As amended on 2 May 1979 and further amended on 10 December 2002)

Unless otherwise determined by the Board of Directors, no stockholders of the Corporation shall be entitled, as a matter of right, to subscribe or purchase for any stock which the Corporation may issue or sell, whether out of unissued shares of the capital stock authorized by the Articles of Incorporation of the Corporation as originally filed or by an amendment thereof or out of shares of stock of the Corporation acquired by it after the issue thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof.

At anytime and from time to time when authorized by resolution of the Board of Directors and without need of any action by its stockholders, the Corporation may issue or sell to any person or entity designated by the Board of directors any unissued shared of its capital stock organized by the Articles of incorporation as originally filed or by any amendment thereof, or any shares of its capital stock acquired by it after the issue thereof The Corporation may resolve in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, labor done, personal property or real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the Board of Directors

of the Corporation as to the value of the labor, property, real estate or lease thereof so received shall be conclusive.

The books and records of the Corporation shall be open to the inspection of any director or stockholder of the Corporation at reasonable hours; provided, however, that this right of inspection may be availed of any for legitimate purposes.

No transfer of shares of the capital stock, whether voluntary, by operation of law, pursuant to a forced or involuntary sale, or by another mode of transfer, shall be made or allowed to be recorded in the books of the Corporation unless the Corporation, acting through the Board of Directors, shall have first been given a period of thirty days from written notice, to purchase, in accordance with the Corporation Law, such shares at a fair and equitable price as determined in the manner set forth in the By-Laws.

Except in respect of shares acquired or held prior to the date of adoption of this amendment, no person or entity shall, for his or its personal benefit, own more than ten percent (10%) of the outstanding capital stock of the Corporation the issuance, transfer, conveyance, or disposition of such number of shares of stock which would result in such person or entity having more than ten percent (10%) of the outstanding capital stock shall not be recognized and recorded in the books of the Corporation.

No transfer which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed.

The restrictions and conditions contained in the three immediately preceding paragraphs shall be printed on the stock certificates to be issued by the Corporation. Any transfer made in violation of such restrictions and conditions shall be null and void and/or shall be binding against the Corporation and shall not be allowed or permitted to be registered in the proper books of the

Corporation. (As amended at the Special Stockholders' Meeting on March 9, 1978).

EIGHT: That the amount of said capital stock which has been subscribed is ONE MILLION (P1,000,000.00) PESOS, Philippine Currency, and the following persons have subscribed for the number of shares and amounts of capital stock set forth after their respective names and have further agreed to pay in total "**CONTRIBUTED SURPLUS**" of TWO HUNDRED FIFTY THOUSAND (P250,000.00) PESOS, in the amounts likewise set forth after their respective names:

<u>Names</u>	<u>Residences</u>	<u>No. of Shares</u>	<u>Amt. of Capital Stock Sub.</u>	<u>Amount of Contributed Surplus</u>
Nunilon C. Dolor	321 Protacio St. Pasay City	59,250	P592,500	P142,500
Norma Dolor-Lopez	No.5 Banaba Cir Cle Forbes Park, Makati	9,875	98,750	23,750
Jaime C. Dolor	321 Protacio St. Pasay City	9,875	98,750	23,750
Renato C. Dolor	2574 Taft Ave. Manila	9,875	98,750	23,750
Emmanuel C. Dolor	2274 Taft Ave. Manila	9,875	98,750	23,750
Artemio N. Lobrin	2541 Fuentes Malate, Manila	500	5,000	5,000
Ernesto P. Uichico	168 Dr. Alejos, Q.C.	100	1,000	1,000
Conrado M. Vasquez	1625 P. Guevarra Sta. Cruz, Manila	100	1,000	1,000
Pablo M. Silva	1210 Peñafraancia Paco, Manila	50	500	500
Jose W. Dioko	Regina Building Escolta, Manila	100	1,000	1,000
Isidro E. Fernandez	5 Cambridge Circle North Forbes Park Makati, Rizal	100	1,000	1,000
Ceferino M. Picache	23 General de Jesus Quezon City	100	1,000	1,000
Aristeo L. Lat	71 Simoun, Q.C.	50	500	500
Ernesto S. Mata	Dalisay St., Q. C.	50	500	500
Herminio A. Astoraga	c/o City Hall, Mla.	50	500	500
Felix C. Evangelista	No 6 Raguin Road, Philam Compound, Quezon City	30	300	300
Jesus Li. Evangelista	No.6 Baqui Road, Philam Compound, Quezon City	10	100	100

Wenceslao S. Fajardo	2514 C. Vision Sta. Cruz,	<u>10</u>	<u>100</u>	<u>100</u>
	Manila			
	TOTAL	10,000	P1,000,000	P250,000

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribe, and for their respective shares of the "CONTRIBUTED SURPLUS FUND" th amounts set out after their respective names:

<u>Name</u>	<u>Amt. Paid Subs.</u>	<u>Amount Paid on Contributed Surplus</u>
Nunilon C. Dolor	P142,500.00	P142,500.00
Norma Dolor-Lopez	23,750.00	23,750.00
Jaime C . Dolor	23,750.00	23,750.00
Renato C. Dolor	23,750.00	23,750.00
Emmanuel C. Dolor	23,750.00	23,750.00
Artemio M. Lobrin	5,000.00	5,000.00
Ernesto P. Uichico	1,000.00	1,000.00
Conrado M. Vasquez	1,000.00	1,000.00
Jose W. Diokno	1,000.00	1,000.00
Ceferino M. Picache	1,000.00	1,000.00
Isidro E. Fernandez	1,000.00	1,000.00
Pablo m. Silva	500.00	500.00
Aristeo L. Lat	500.00	500.00
Ernesto S. Mata	500.00	500.00
Herminio A. Astorga	500.00	500.00
Felix C. Evangelista	500.00	500.00
Jesus Li. Evangelista	100.00	100.00
Wenceslao S. Fajardo	100.00	100.00
	<hr/>	<hr/>
	P 250,000.00	P 250,000.00

The above-named subscribers also bind themselves to pay within twelve (12) months after incorporation, a similar amount as above listed opposite their respective names totaling a further sum of TWO HUNDRED FIFTY THOUSAND (P250,000.00) PESOS, to make their respective subscriptions fully paid.

TENTH: That MRS. NORMA DOLOR-LOPEZ, 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 Corporation and to receive in its name for all subscription and "CONTRIBUTED SURPLUS" paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at Manila, Philippines, this 15th day of January, 1966.

(SGD) NUNILON C. DOLOR (SGD) NORMA DOLOR-LOPEZ

(SGD) JAIME C. DOLOR (SGD) RENATO C. DOLOR

(SGD) EMMANUEL C. DOLOR

SIGNED IN THE PRESENCE OF:

(SGD) CORA C. DOLOR (SGD) CARMEN C. DOLOR

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

BEFORE ME, a Notary Public for and in the City of Manila this 15th day of January, 1966, personally came and appeared:

<u>NAMES</u>	<u>R.C. Nos.</u>	<u>Date</u>	<u>Place</u>
Nunilon C. Dolor	A-5563777	Jan. 12, 1966	Pasay City
Norma Dolor-Lopez	A-165255	Jan. 13, 1966	Manila
Jaime C. Dolor	A-5563775	Jan. 12, 1966	Pasay City
Renato C. Dolor	A-5563778	Jan. 12, 1966	Pasay City
Emmanuel C. Dolor	A-5563779	Jan. 12, 1966	Pasay City

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation who acknowledge before me that the same is of their own free and voluntary act and deed. This instrument which consists of four (4) pages is signed in all the pages by the parties and their corresponding witnesses and sealed with my notarial seal.

(SGD) CIRIACO C. SAYSON
Notary Public
Until December 31, 1966

Doc. No. 345;
Page No. 101;
Book No. V;
Series of 1966.

**CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION
TO EXTEND CORPORATE TERM TO ANOTHER
50 YEARS**

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being more than 2/3 of the members of the Board of Directors of **UNITED COCONUT PLANTERS LIFE ASSURANCE CORPORATION** (the "Corporation") and the Chairman and Secretary of the special meeting of stockholders of the Corporation held at the EDL, 6th Floor COCOLIFE Bldg., 6807 Ayala Avenue, Makati City on 30 June 2015, do hereby certify that:

1. The Special Meeting of the stockholders of the Corporation was duly held on 30 June 2015 where stockholders representing more than two thirds (2/3) of the entire issued and outstanding capital stock of the Corporation were present in person or represented by proxy, the stockholders approved (a) the proposed extension of the corporate term of the Corporation to another fifty (50) years;

2. At the meeting of the Board of Directors of the Corporation held on 23 January 2015, where majority of the members thereof were present, the Board of Directors unanimously approved the extension of the corporate term of the Corporation for another fifty (50) years;

3. During the 30 June 2015 special meeting of the stockholders of the Corporation, the following Resolution was adopted by the unanimous vote of the stockholders owning or representing more than two-thirds (2/3) of the entire issued and outstanding capital stock of the corporation, to wit:

RESOLUTION

"RESOLVED, that the corporate term of United Coconut Planters Life Assurance Corporation be extended, as it is hereby extended, to another fifty (50) years;

RESOLVED FINALLY, that Article FOURTH of the Amended Articles of Incorporation be as it is hereby further Amended to read as follows:

"FOURTH: That the term during which said Corporation is to exist is FIFTY (50) years from the date of incorporation, and for an additional period of fifty (50) years from 15 February 2016."

4. All the requirements of Section 16 and 48 of the Corporation Code have been complied with;

5. The accompanying Amended Articles of Incorporation of the Corporation amending Article FOURTH thereof is true and correct and said amendment was unanimously approved by the stockholders and the Board of Directors at their respective meetings as above mentioned;

IN WITNESS WHEREOF, WE have signed these presents this ___ day of January 2016 at Makati City, Philippines.


ALFREDO C. TUMACDER, JR.
 Chairman
 TIN: 180-907-913


ROGELIO V. PAGLOMUTAN
 Director
 TIN: 111-622-445


KARLO MARCO P. ESTAVILLO
 Director
 TIN: 201-527-115


ROBERTO B. ARMADA
 Director
 TIN: 174-220-166


CAROLINA G. DIANGCO
 Director
 TIN: 079-532-913

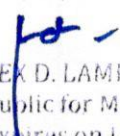

JOSE A. BARCELON
 Secretary of the Meeting
 TIN: 163-416-523


~~**EMERSON B. AQUENDE**~~
 Director
 TIN: 102-294-681

SUBSCRIBED AND SWORN to before me this JAN 22 2016 day of January 2016, affiants exhibiting to me their government-issued IDs, to wit:

Name	Gov't-Issued ID No.	Date/Place of Issue
Alfredo C. Tumacder, Jr.	<u>TIN # 180-907-913</u>	_____
Karlo Marco P. Estavillo	<u>TIN # 201-527-115</u>	_____
Roberto B. Armada	<u>TIN # 174-220-166</u>	_____
Carolina G. Diangco	<u>TIN # 079-532-913</u>	_____
Emerson B. Aquende	<u>TIN # 102-294-681</u>	_____
Rogelio V. Paglomutan	<u>TIN # 111-622-445</u>	_____
Jose A. Barcelon	<u>TIN # 163-416-523</u>	_____

Doc. No. 127
 Page No. 27
 Book No. XV
 Series of 2016.


REX D. LAMPA
 Notary Public for Makati City
 My Commission Expires on December **31, 2016**
 8th Floor Cocolife Bldg., 6807, Ayala Ave., Makati City
 Lifetime IBP # 010868-Quezon City Chapter
 PTR # 5330256 - Makati City
 MCLE Compliance No. V-0012514-12.15.2015
 Roll of Attorney's No. 55980
 Appointment # M-319 2015-2016