



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS201106043  
COMPANY TIN 008-023-154

## CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

### UNIGUARANTEE INSURANCE BROKERAGE, INC.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but 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, pre-need plan issuer, general agent in pre-need plans 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.

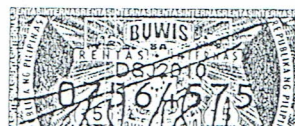
As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 5th day of April, Twenty Eleven.



  
BENITO A. CATARAN  
Director

Company Registration and Monitoring Department



# COVER SHEET

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S.E.C. Registration Number

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(Business Address : No. Street City / Town / Province)

ATTY. JORD B. VALENTON
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Contact Person

501-5672/ 403-9647
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Company Telephone Number

1	2	3	1
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Month Day  
Fiscal Year

AOI
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FORM TYPE

0	4	1st Fri
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Month Day  
Annual Meeting

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Secondary License Type, if Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

5
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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned.

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File Number

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LCU

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Document I.D.

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Cashier

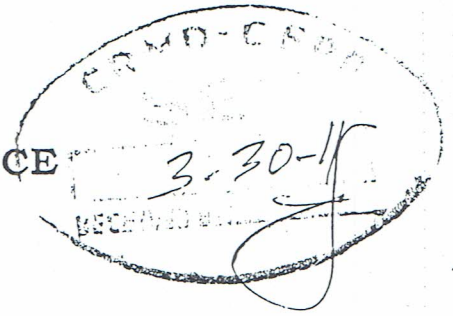
STAMPS
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# ARTICLES OF INCORPORATION

OF

## UNIGUARANTEE INSURANCE BROKERAGE, INC.



KNOW ALL MEN BY THESE PRESENTS:

The undersigned Incorporators, all of legal age, and at least a majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of this corporation shall be:

UNIGUARANTEE INSURANCE  
BROKERAGE, INC.

SECOND:

A. That the primary purpose of this corporation is to act as insurance broker or representative for and in behalf of an insured other than itself and/or to act in any manner in negotiating, soliciting, procuring, receiving or forwarding contracts of insurance or reinsurance for any insurance company, and generally to do and perform all acts or things which are necessary, proper and/or incidental to the purpose herein provided;

B. That the secondary purposes of the corporation are:

1. To purchase, acquire, own, lease, sell, exchange, assign, transfer and convey any property real or personal, machinery, equipment and other properties as may be necessary to 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;

*Handwritten signatures and notes on the left margin.*  
A large handwritten signature, possibly 'Antonio S. ...', is written vertically. Below it, another signature is visible. To the right of these signatures, the words 'Article of Incorporation' are written vertically.

2. To borrow or raise money necessary to meet the financial requirement of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the re-payment thereof by mortgage, pledge, deed of trust or lieu 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 interest 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, any shares of stock of which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise;

5. To enter into any lawful arrangement for sharing profits, union of interest, 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 this 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 and/or agencies and to carry on any and all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or

*Handwritten notes and signatures on the left margin:*  
A large handwritten 'I' with an arrow pointing to the right.  
A signature that appears to be 'M. S. ...'.  
A signature that appears to be 'A. ...'.



otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

8. Without in any particular limiting the powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have the power to make, perform and carry out contracts or every sort and kind, and particularly, but not by way of limitation, to make and perform contracts creating rights, easements and other privileges respecting any of the property, real or personal, of any kind owned by the Corporation, and to conduct its business and exercise its powers not only in the Philippines but also in any other country, state or territory, if permitted therein; and in carrying on its business, to do any and all acts and things and to exercise all powers which may be necessary or convenient to the accomplishment or furtherance of its business or the exercise of any one of more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefits of this corporation;

9. To establish pension, retirement, bonus, profit-sharing, or other types of incentives or compensation plan for the Corporation's employees, officers and directors;

10. To promote advertise and market the business of the Corporation;

- C. That the corporation shall have all the express powers of the corporation as provided for under Section 36 of the Corporation Code of the Philippines;

**THIRD:** That the place where the principal office of the corporation is to be established at Majalco Building, Benavidez cor. Trasierra Sts., Legaspi Village, Makati City, Philippines;

**FOURTH:** That the term for which the corporation is to exist is FIFTY (50) years from and after the date of issuance of the certificate of incorporation;

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

*Julius*  
*Belmonte*  
*Julius Belmonte*

	Name	Address	Nationality
1	Eduardo S. Lucas	# 32 Malugay Rd., Pilar Village, Las Pinas City	Filipino
2	Ricardo G. Berza	1621 Berkeley cor. Bishops St. Brookside Hills Subd., Cainta, Rizal	Filipino
3	J. Ferdinand de Luzuriaga	# 22 Lubang St., Ayala Alabang Village, Muntinlupa City	Filipino
4	Anna Liza Martinez-Siapno	# 34 Sampaguita St., Valle Verde 2, Pasig City	Filipino
5	Josette Anne Talan-Pacho	#37 Narra Street, Monte Vista Subdivision, Marikina City	Filipino

**SIXTH:** That the number of directors of the Corporation shall be five (5), and the persons who are to first serve as directors until their successors are elected and qualified, as provided by the By-Laws, shall be the above-mentioned incorporators;

**SEVENTH:** That the authorized capital stock of the corporation is Eighty Million Pesos Only (₱80,000,000.00), in lawful money of the Philippines, divided into Eight Hundred Thousand (800,000) shares with the par value of (₱100.00) per share;

**EIGHT:** That the subscribers to the capital stock and the amount paid-in to their subscriptions are as follows:

	Nationality or Place of Incorporation	Subscribed Capital	Paid-up Capital	Number of Subscribed Shares
Malayan Bank Savings and Mortgage Bank, Inc. TIN- 047-004-656-553	Filipino	8,000,000	8,000,000	80,000
Eduardo S. Lucas TIN- 101-540-718-000	Filipino	400,000	400,000	4,000
Ricardo G. Berza TIN -135-571-855-000	Filipino	200,000	200,000	2,000
J.Ferdinand De Luzuriaga TIN-146-868-956-000	Filipino	200,000	200,000	2,000



Anna Liza Martirez-Siapno TIN-211-269-411-000	Filipino	200,000	200,000	2,000
Josette Anne Talan-Pacho TIN-200-803-944-000	Filipino	1,000,000	1,000,000	10,000
Majalco, Inc. TIN-000-473-811	Filipino	2,000,000	2,000,000	20,000
Majent Management and Development Corporation TIN-000-165-026	Filipino	2,000,000	2,000,000	20,000
FLG Management and Development Corporation TIN-000-457-047	Filipino	2,000,000	2,000,000	20,000
Carlos Uy Corporation TIN-000-249-143	Filipino	2,000,000	2,000,000	20,000
LINQ Information Entertainment TIN-006-793-653	Filipino	2,000,000	2,000,000	20,000
Grand Total		20,000,000	20,000,000	200,000

**NINTH:** Any stockholder desiring to sell or dispose of his shares in the corporation shall first offer such shares, in writing, to the corporation and to the existing stockholders twenty (20) days prior to the proposed sale. If the corporation or any stockholder fails to purchase the said shares within the period stipulated, the stockholder may dispose of his shares to third parties on the same terms and conditions as those which he offered such shares to the corporation and/or the existing stockholders. Any transfer of shares in violation of these conditions shall be null and void and shall not be recorded in the books of the corporation

**TENTH:** - All stockholders of the corporation shall enjoy pre-emptive right to subscribe to all issues or disposition of shares of any class in proportion to their respective shareholdings. *Provided*, that such pre-emptive right shall not extend to shares to be issued in good faith with the approval of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock, in exchange for property needed for corporate purposes or in payment of a previously contracted debt.

**ELEVENTH:** No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws

Juan O. ...  
 Auditor

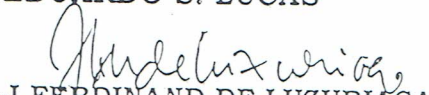
shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation

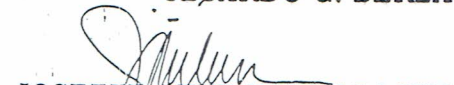
**TWELFTH:** That, **ANNA LIZA MARTIREZ-SIAPNO** has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, We have set our hands this 25<sup>th</sup> day of February 2011 at Makati City.

  
EDUARDO S. LUCAS

  
RICARDO G. BERZA

  
J. FERDINAND DE LUZURIAGA

  
JOSETTE ANNE TALAN-PACHO

  
ANNA LIZA MARTIREZ-SIAPNO

WITNESSES:

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public, for and in the City of Makati this \_\_\_\_\_ day of FEB 25 2011, personally appeared the following:

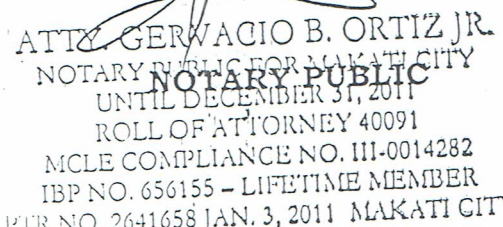
Name	Tax Identification Number	CTC No. Date /Place of Issuance
Eduardo S. Lucas	101-540-718-000	11245789 Jan. 7, 2011 Makati City
Ricardo G. Berza	135-571-855-000	01408497 Jan. 11, 2011 Makati City



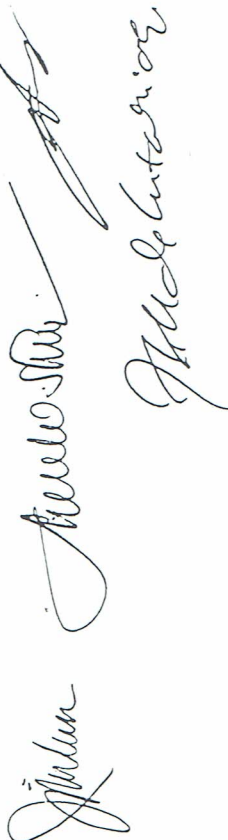
J. Ferdinand de Luzuriaga	146-868-956-000	17944517 Jan. 17, 2011 Muntinlupa City
Anna Liza Martirez-Siapno	211-269-411-000	11245778 Feb. 7, 2011 Makati City
Josette Anne Talan-Pacho	200-803-944-000	28708310 June 3, 2010 City of Makati

all known to me and to me known to be 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.


 ATTY. GERWACIO B. ORTIZ JR.  
 NOTARY PUBLIC FOR MAKATI CITY  
 UNTIL DECEMBER 31, 2011  
 ROLL OF ATTORNEY 40091  
 MCLE COMPLIANCE NO. III-0014282  
 IBP NO. 656155 - LIFETIME MEMBER  
 PTR NO. 2641658 JAN. 3, 2011 MAKATI CITY

Doc. No.: 203;  
 Page No.: 12;  
 Book No.: VII;  
 Series of 2011.


  
 Gerwacio B. Ortiz Jr.  
 Notary Public

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

TREASURER'S AFFIDAVIT

I, **ANNA LIZA MARTIREZ-SIAPNO**, having been being duly sworn in accordance with law do hereby depose and say that:

I have been elected treasurer by the stockholders of **UNIGUARANTEE INSURANCE BROKERAGE INC.**, to act as such until my successor has been duly-elected and qualified in accordance with the By-Laws of the Corporation. As such Treasurer, I hereby certify under oath that at least twenty-five percent (25%) of the authorized capital stock of the Corporation has been subscribed and at least twenty-five percent (25%) of the total subscription has been paid and received by me, in cash for the benefit and to the credit of the Corporation.

This is also to authorize the Securities and Exchange Commission and Bangko Sentral ng Pilipinas to examine and verify the deposit in Malayan Bank Savings and Mortgage Bank, Inc. in my name as treasurer-in-trust for Uniguarantee Insurance Brokerage Inc., in the amount of **TWENTY MILLION PESOS (Php. 20,000,000.00)** representing the paid-up capital of the said corporation which is in the process of incorporation.

This authority is valid and inspection of said deposit may be made even after the issuance of the Certificate of Incorporation to the corporation. Should the deposit be transferred to another bank prior or after incorporation, this will also serve as authority to verify and examine the same. The representative of the Securities and Exchange Commission is also authorized to examine the pertinent books and records of accounts of the corporation as well as supporting papers to determine the utilization and disbursement of the said paid-up capital.

In case the said paid-up capital is not deposited or it is withdrawn prior to the approval of the articles of incorporation, I, in behalf of the above named corporation, waive our right to a notice and hearing in the revocation of our Certificate of Incorporation.

  
**ANNA LIZA MARTIREZ-SIAPNO**  
Treasurer-in-Trust

**SUBSCRIBED AND SWORN** to before me this Feb 25 day of February 2011, affiant exhibiting to me her Community Tax Certificate No. 11245778 issued on February 7, 2011 at Makati City.

Doc. No. 257 ;  
Page No. 12 ;

**ATTY. GERVASCIO B. ORTIZ JR.**  
NOTARY PUBLIC FOR MAKATI CITY  
UNTIL DECEMBER 31, 2011  
ROLL OF ATTORNEY 40091  
MCLE COMPLIANCE NO. 11245778



# BY - LAWS

OF

## UNIGUARANTEE INSURANCE BROKERAGE, INC.

### ARTICLE I

#### SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

**Section 1. Subscriptions** - Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors. Unpaid subscription shall not earn interest unless determined by the Board of Directors.

**Section 2. Certificate** - Each stockholder shall be entitled to one or more certificates for the fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificates shall be signed by the Chairman of the Board, countersigned by the Corporate Secretary, and sealed with the corporate seal.

**Section 3. Issue and Transfer of Shares** - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation and in this By-Laws, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly endorsed by the stockholder, his attorney-in-fact, or other person legally authorized in writing. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation and the surrender of the certificates therefor. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

No transfer shall be made which is inconsistent with law.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

No issuance of 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 to by law to be owned by Filipino citizens shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

**Section 4.** *Pre-emptive rights of Stockholders* - All stockholders of the corporation shall enjoy pre-emptive right to subscribe to all issues or disposition of shares of any class in proportion to their respective shareholdings. *Provided*, that such pre-emptive right shall not extend to shares to be issued in good faith with the approval of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock, in exchange for property needed for corporate purposes or in payment of a previously contracted debt.

**Section 5.** *Lost Certificates* - In case any certificate is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

## ARTICLE II

### MEETINGS OF STOCKHOLDERS

**Section 1.** *Annual/ Regular Meetings* - The annual/ regular meetings of stockholders, shall be held at the principal office of the corporation on the First Friday of April, as agreed upon by the Board of Directors subject to the notice requirements prescribed by the Corporation Code when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting for the election of directors is not held on the date designated therefor, the directors shall cause the meeting to be held as soon as thereafter convenient.

**Section 2.** *Special Meeting* - The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) the Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock, (b) the President. Business transacted at



all special meetings shall be confined to the objects stated in the call and matters germane thereto, unless all stockholders entitled to vote are present and consent.

**Section 3. Place of Meeting** - Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation or at any place within Metro Manila that may be designated by the Board of Directors from time to time.

**Section 4. Notice of Meeting** - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery, or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than quorum.

**Section 5. Quorum** - Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

**Section 6. Conduct of Meeting** - Meeting of the stockholders shall be presided over by the Chairman of the Board, or in his absence, by the President. The Corporate Secretary shall act as secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without notice other than announced at the meeting.

**Section 7. Manner of Voting** - At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. Each stockholder entitled to vote



at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally.

All proxies must be in the hands of the Secretary before the time set for the meeting. The stockholder may revoke proxies filed with the Secretary either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting, or by their personal presence at the meeting.

**Section 8.** *Closing of Transfer Books or Fixing of Record Date:* -- In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action.

### ARTICLE III

## BOARD OF DIRECTORS

**Section 1.** *Qualifications.* - All directors shall be holders of at least one (1) share of stock in the corporation in his own name, and at least a majority of the directors shall be residents of the Philippines.

**Section 2.** *Powers of the Board* - Unless otherwise provided by law, the corporate powers of the Corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:



a.) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;

b.) To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;

c.) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;

d.) To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including, without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law and/or pledge, mortgage, or otherwise encumber all or part of the properties of the Corporation;

e.) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation;

f.) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the Corporation, or its officers, are either plaintiffs or defendants in connection with the business of the corporation;

g.) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation, to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;

h.) To guarantee, for and in behalf of the corporation obligations of other corporations or entities in which it has lawful interest;

i.) To make provisions for the discharge of the obligation of the corporation as they mature, including payment for any property, or in stocks, bonds,

debentures, or other securities of the corporation lawfully issued for the purpose;

j.) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the corporation whenever in the Board's judgment, the corporation's interest would thereby be promoted;

k.) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code.

**Section 3. Election and Term** - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for ONE (1) year and until their successors are elected and shall have qualified or until his earlier resignation or removal.

**Section 4. Vacancies** - Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting, authorizing the increase of directors if so stated in the notice of meeting.

If at any time, by reason of death or resignation or other cause, the corporation should have no directors in office, then any officer or any stockholder or an executor, administrator, trustee or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or estate of stockholder, may call a special meeting of stockholders in accordance with the provisions of these By-Laws.

**Section 5. Resignations Effective at Future Date** - When one or more directors shall resign from the Board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote



thereon to take effect when such resignation or resignations shall become effective.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election on the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.

**Section 6. Meetings** - Regular meetings of the Board of Directors shall be held once a month on such dates and at places as the Chairman of the Board, or upon the request of a majority of the Directors. Special Meetings of the Board may be called by the Chairman on 2 days notice to each director, either personally or by mail, fax or by telegram; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of the directors in office.

**Section 7. Notice** - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, or by any written message. A director may waive this requirement, either expressly or impliedly.

**Section 8. Quorum** - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

**Section 9. Conduct of the Meetings** - Meetings of the Board of Directors shall be presided over by the Chairman of the Board or in his absence, by any other director chosen by the Board. The Corporate Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

**Section 10. Compensation** - The compensation of the directors shall be determined through a Board Resolution in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders and in accordance with Section 30 of the Corporation Code *PROVIDED*, that nothing

herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

#### ARTICLE IV

### OFFICERS OF THE CORPORATION

**Section 1. Election / Appointment** - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman of the Board, the President, the Corporate Treasurer, and the Corporate Secretary at said meeting. The Board of Directors may also choose one or more Vice-Presidents and such other officers, as it may deem necessary.

The Chairman of the Board, as well as the President, Vice-President must be Directors. Other Officers need not be Directors nor Stockholders of the Corporation.

Any two (2) or more compatible positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

**Section 2. The Chairman of the Board** - The Chairman shall be elected by the Board of Directors from their own members, and shall preside over all meetings of the Board of Directors and Stockholders. The Chairman shall perform such functions and exercise such duties as may be delegated to him by the Board of Directors. He shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the Chairman, to any other officer or officers of the corporation. He shall be EX-OFFICIO a member of all committees.

**Section 3. The President** - The President shall attend all sessions of the Board. The President shall be the chief executive officer of the corporation; he shall have general and active management of the business of the corporation, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall have the general power and duties of supervision and management usually vested in the office of President of a corporation and shall exercise the following functions:



a.) To preside at the meetings of the stockholders, in the absence of the Chairman;

b.) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;

c.) To supervise and manage the business affairs of the Corporation upon the direction of the Board of Directors;

d.) To implement the administrative and operational policies of the Corporation under his supervision and control;

e.) To appoint, remove, suspend or discipline employees of the Corporation, prescribe their duties, and determine their salaries;

f.) To oversee the preparation of the budgets and the statements of accounts of the Corporation;

g.) To represent the Corporation at all functions and proceedings;

h.) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors.

i.) To make reports to the Board of Directors and stockholders;

j.) To sign certificates of stock;

k.) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

**Section 4.** *The Vice-President* - He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

**Section 5.** *The Secretary* - The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

a.) To record the minutes and transactions of all the meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;

b.) To keep record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;

c.) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;

d.) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;

e.) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required by law or by government rules and regulations;

f.) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election.

g.) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

**Section 6.** *The Treasurer* - The Treasurer of the corporation shall have the following duties:

a.) To keep full and accurate accounts of receipts and disbursements in the books of the corporation.

b.) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;



c.) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds and similar valuable effects belonging to the corporation which may come under his control;

d.) To render annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, or the President may, from time to time require;

e.) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;

f.) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

**Section 7. Term of Office** - The term of office of all officers shall be one (1) year and until their successors shall have been duly elected and qualified. The Board of Directors may remove any officer or agent elected or appointed by the Board whenever in its judgement the best interest of the corporation will be served thereby.

**Section 8. Vacancies** - If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the un-expired term.

**Section 9. Compensation** - The officers shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise and receiving compensation therefor.

## ARTICLE V

### OFFICES

**Section 1. Principal Place of Office** - The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. The corporation may have such other

branch offices, either within or outside the Philippines as the Board of Directors may designate.

## ARTICLE VI

### AUDIT BOOKS, FISCAL YEAR AND DIVIDENDS

**Section 1.** *External Auditor* - At the regular stockholders' meeting, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation.

**Section 2.** *Fiscal Year* - The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

**Section 3.** *Dividends* - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

**Section 4.** *Checks* - All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

**Section 5.** *Annual Statement* - The President and Board of Directors shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year. Such statement shall be prepared and presented in whatever manner the Board of Directors shall deem advisable.

## ARTICLE VII

### AMENDMENTS

**Section 1.** These by-laws may be amended or repealed or new by-laws adopted by the affirmative vote at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than TWO-THIRDS (2/3) of the outstanding capital stock; *provided*, however, that any such



delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

ARTICLE VIII

SEAL

Section 1. *Form and Inscriptions* - The corporate seal shall be determined by the Board of Directors.

ARTICLE IX

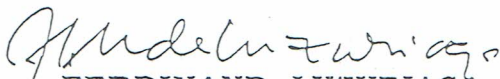
ADOPTION CLAUSE

The foregoing by-laws were adopted by all the stockholders of the corporation on ~~25<sup>th</sup>~~ day of February 2011 at the principal office of the corporation.


IN WITNESS WHEREOF, we the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 25<sup>th</sup> day of February 2011.

  
EDUARDO S. LUCAS  
101-540-718-000

  
RICARDO G. BERZA  
135-571-855-000

  
FERDINAND LUZURIAGA  
146-868-956-000

  
ANNA LIZA MARTINEZ-SIAPNO  
214-269-411-000

  
JOSETTE ANNE TALAN-PACHO  
200-803-944-000

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

**JOINT AFFIDAVIT OF**  
**UNDERTAKING TO CHANGE NAME**

We, **EDUARDO S. LUCAS** and **ANNA LIZA MARTIREZ-SIAPNO**, both of legal age and with postal address at the Majalco Bldg., Benavidez St., Legaspi Village, Makati City, having been being duly sworn in accordance with law do hereby, depose and say that:

We are Incorporators and Directors of **UNIGUARANTEE INSURANCE BROKERAGE INC.** which is in the process of incorporation with the Securities and Exchange Commission.

We, in behalf of the corporation, hereby undertake to change its corporate name immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the used of the name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, we hereby signed this affidavit this 25<sup>th</sup> day of February 2011 at Makati City, Philippines.


  
EDUARDO S. LUCAS

  
ANNA LIZA MARTIREZ-SIAPNO

SUBSCRIBED AND SWORN to before me this Feb 25 2011 day of February 2011, affiants exhibiting to me their:

Name	Tin Number	CTC No. Date / Place of Issuance
Eduardo S. Lucas	101-540-718-000	11245789 Jan. 7, 2011 Makati City
Anna Liza Martirez-Siapno	211-269-411-000	11245778 Feb. 7, 2011 Makati City

Doc. No. AT ;  
Page No. 12 ;  
Book No. 111 ;  
Series of 2011

  
ATTY. SERVACIO B. ORTIZ JR.  
NOTARY PUBLIC FOR MAKATI CITY  
UNTIL DECEMBER 31, 2011  
ROLL OF ATTORNEY 40091  
MCLE COMPLIANCE NO. III-0014282  
IBP NO. 656155 - LIFETIME MEMBER  
PTR NO. 2641658 JAN. 3, 2011 MAKATI CITY



Print

Finish

Republic of the Philippines  
SECURITIES AND EXCHANGE COMMISSION

## Reservation Payment Confirmation

This certifies that the name UNIGUARANTEE INSURANCE BROKERAGE, INC. has been reserved from December 20, 2010 to March 20, 2011.

Reference Reservation Number (RRN): RRN20101220145003468

Type of Industry: Miscellaneous Svc. Activities

Breakdown of Fees:

Reservation Fee: Php 40.00

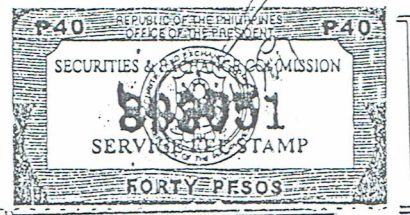
TOTAL: Php 40.00

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration 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 firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension WITHIN THE SAME DAY via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.



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REFID#MB-BC-2011-029

The Securities and Exchange Commission  
EDSA, Greenhills, Mandaluyong City  
Metro Manila

February 24, 2011

Greetings:

This is to certify that there is on deposit with this bank the sum of TWENTY MILLION PESOS ONLY (Php 20,000,000.00) under TIME DEPOSIT Account Number 001-65-001265-4 in the name of ANNA LIZA M. SIAPNO Treasurer-in-Trust-for UNIGUARANTEE INSURANCE BROKERAGE INC which is in the process of Incorporation.

The said deposit is clear and free from lien, restriction, condition or holdout and may be withdrawn in behalf of said company upon presentation of proof of due incorporation thereof.

BANK 20,000,000.00 P.P.O. 4

MIGUEL O. CABRAL  
Manager  
Main Branch

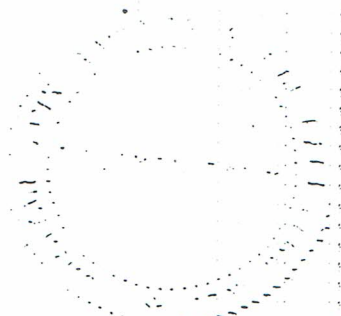
REPUBLIC OF THE PHILIPPINES )  
Makati City ) S.S.

SUBSCRIBED AND SWORN to before me this 10<sup>th</sup> day of February 2010, affiant exhibited to me her TIN Number 211-269-411!

JOSE P. AGUILAR, JR.  
NOTARY PUBLIC

Commission until December 31, 2011  
PTR No. 0178504 / San Leb., N.E. / 5 Jan 2011  
IBP No. 837573 / Q.C. / 14 Jan 2011  
Attorney s Roll No. 48758  
MCLE Compliance No. III-0017090

Doc. No. 137 ;  
Page No. 28 ;  
Book No. H ;  
Series No. 211 ;








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

Head Office:  
P.O. Box 3589 Manila  
FAX No. 522-14-34  
Tel. Nos. 523-84-61 to 70  
Website : [www.insurance.gov.ph](http://www.insurance.gov.ph)

**1<sup>st</sup> Endorsement**  
March 15, 2011

Respectfully endorsed to the Securities and Exchange Commission, SEC Building, EDSA, Greenhills, Mandaluyong City, the attached Articles of Incorporation and By-Laws of UNIGUARANTEE INSURANCE BROKERAGE, INC. with the advice that the Insurance Commission has no objection to its registration with the Securities and Exchange Commission.

This 1<sup>st</sup> Endorsement should be submitted to the Securities and Exchange Commission by the applicant together with the same documents as presented to the Insurance Commission. The applicant is advised that it cannot act as an insurance broker unless it is duly licensed as such by the Insurance Commissioner.

  
EMMANUEL F. DOOC  
Insurance Commissioner

*lic/joey*



REPUBLIKA NG PILIPINAS  
KAGAWARAN NG KALAKALAN  
Komisyon sa mga Negosyo at Bolton  
SECURITIES AND EXCHANGE COMMISSION  
MAYNAG

Reg. No. 65635

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

WHEREAS, Articles of Incorporation duly signed and acknowledged for the organization of the MAJINT MANAGEMENT AND DEVELOPMENT CORPORATION

under and in accordance with the provisions of Act of the Philippine Commission Numbered Fourteen hundred and fifty-nine, enacted March first, Nineteen hundred and six, as amended by Acts of the Philippine Legislature, Numbered Fifteen hundred and six, Fifteen hundred and sixty-five, Sixteen hundred and thirty, Seventeen hundred and forty-four, Eighteen hundred and thirty-four, Eighteen hundred and ninety-five, Twenty hundred and three, Twenty hundred and twelve, Twenty hundred and thirty-seven, Twenty hundred and ninety-two, Twenty-one hundred, Twenty-one hundred and thirty-five; Twenty-four hundred and fifty-two, Twenty-seven hundred and twenty-eight, Twenty-seven hundred and ninety-two, Twenty-nine hundred, Twenty-nine hundred and ninety-four, Thirty-five hundred and eighteen, Thirty-six hundred and ten, Thirty-seven hundred and forty-one, Thirty-eight hundred and forty-nine and Thirty-eight hundred and fifty, and Commonwealth Acts Numbered Two hundred and eighty-seven, and Four hundred and thirty-seven, were presented for filing in this Commission on November 27, 1915, and a copy of which said Articles is hereto attached:

Now, THEREFORE, by virtue of the powers and duties vested in me by law, I do hereby certify that the said Articles of Incorporation were, after due examination to determine whether they are in accordance with law, duly registered in this Commission on the 27<sup>th</sup> day of January, Anno Domini, Nineteen hundred and seventeen.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Manila, Philippines, this 27<sup>th</sup> day of January, in the year of our Lord nineteen hundred and seventeen.

RECEIVED ORIGINAL  
[Signature]

SEAL OF THE COMMISSION  
Secretary of the Commission  
[Signature]

[Signature]





Republic of the Philippines

# Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong  
Metro-Manila

S.E.C Reg. No. 67453

## CERTIFICATE OF FILING

OF

### AMENDED ARTICLES OF INCORPORATION

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

**YLG MANAGEMENT AND DEVELOPMENT CORPORATION**  
(Amending Article VI thereof)

copy annexed, adopted on April 27, 1991 by a majority vote of the Board of Directors and the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by this Office on the 16<sup>th</sup> day of December nineteen hundred and ninety-one, pursuant to the provisions of Section 18 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1960, and attached to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 16<sup>th</sup> day of December, in the year of our Lord nineteen hundred and ninety-one

*(Handwritten notes)*  
14. Armando G. Guevara  
DUE 12/15/91

CDV/cmm

*(Signature)*  
**ARMAANDO Z. GONZALES**  
Associate Commissioner