



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

COMPANY REG. NO. A19998715

**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

SUNLIFE OF CANADA PROSPERITY BOND FUND, INC.
(Amending Article III thereof.)

copy annexed, adopted on April 29, 2014 by majority vote of the Board of Directors and on November 21, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 12th day of January, Twenty Fifteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

A 1 9 9 9 0 8 7 1 5

SEC Identification Number

S U N L I F E O F C A N A D A

P R O S P E R I T Y B O N D F U N D , I N C .

(Company's Full Name)

8 / F S U N L I F E C E N T R E

5 T H A V E . C O R . R I Z A L D R I V E

B O N I F A C I O G L O B A L C I T Y

T A G U I G C I T Y

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

MARIA CECILIA V. SORIA

(Contact Person)

5558888 loc. 5014

(Company Telephone Number)

AMENDED ARTICLES OF INCORPORATION

Month

Day

(Fiscal Year)

(Form Type)

Month Day (Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

AMENDED
ARTICLES OF INCORPORATION
OF
SUN LIFE OF CANADA PROSPERITY BOND FUND, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of legal age, and majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be:

SUN LIFE OF CANADA PROSPERITY BOND FUND, INC.

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

PRIMARY PURPOSE

To issue its own securities and offer them for sale to the public, to offer for sale, sell, or deliver after sale, any security or any interest in a security, whether issued by it or by another person, to invest, reinvest, or trade in securities, to purchase, redeem, retire, or otherwise acquire or attempt to acquire any security, and while the owner thereof, to exercise all the voting rights and incidents or ownership, including the right to vote the same and to receive, collect, and dispose of the interests, dividends, and income therefrom, to do any and all things which may be useful in connection with or incidental to the conduct of such business, and generally to carry on the business of an open-end investment company in all the elements and details thereof.

SECONDARY PURPOSES

1. To exercise in respect of all shares of stock and/or other securities from time to time owned and held by and for its account, either directly or through a nominee, any and all rights, powers and privileges of individual ownership or interest therein, including the right to vote thereon for any and all purposes or otherwise act with respect thereto, to receive, collect and dispose of the interests, dividends and income therefrom and to do any and all acts and things for the preservation, improvement, enhancement in value of such securities or designed to accomplish any such purpose,

including without limiting the generality of the foregoing, the power (i) to aid by loan, subsidy, surety, guaranty or otherwise, those issuing, creating or responsible for any such securities; (ii) to acquire or become interested in any such securities by underwriting, syndicate participation or otherwise; (iii) to consent to the reorganization, merger, or consolidation of any company or to consent to the sale or lease of all or substantially all of the property and assets of a company to any other company; (iv) to exchange any of the shares of stock of any company for the shares of stock issued therefor upon any such reorganization, merger, consolidation, sale or lease; (v) to pay any assessments and exercise any subscriptions for shares of stock of a company which it may be required or permitted to pay or exercise as the holder of any shares of any company; (vi) to exercise any option which it may have as the holder of any shares of any company to convert such shares into or exchange such shares for other shares of any company; and (vii) generally to exercise in respect of all shares of all companies all such rights, powers and privileges as are or may be exercised by any person owning such shares in his own right;

2. To issue, sell and dispose of, or redeem, acquire and hold or re-issue or cancel, as the Board of Directors may determine, the shares of its own capital stock in such amounts, on such terms and conditions, for such purpose and for such prices as now or hereafter may be permitted by the laws of the Philippines, by these Articles of Incorporation and the By-Laws of the Corporation;

3. To employ or invest its funds from time to time by deposit in any bank or trust company in good standing or in loans or in such other forms or investment pursuant to its investments policies as well as to the applicable laws and regulations;

4. To acquire or obtain from any government authority, national, municipal or otherwise, or any corporation, company, entity or person, such franchises, licenses, rights, privileges, or concessions which may be conducive to the attainment of any of the objects and purposes of the corporation.

5. To apply for, register, hold, sell, assign or otherwise dispose of trademarks, tradenames, patents, inventions, formulae, and processes used in its products.

6. To borrow or raise money necessary to meet the financial requirements of the corporation by the issuance 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 the capital stock, debentures, bonds, warrants, notes, or other evidences of indebtedness in payment for the properties acquired by the corporation or for money borrowed in the prosecution of its business.

7. To deal in and with the properties of the corporation in such manner as may from time to time be considered necessary for the advancement of the business interest of the Corporation, and to sell, transfer, dispose of or transfer the business, goodwill, properties and undertakings of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept under the circumstances.

8. To carry on any other acts whatsoever which may seem to the corporation capable of being carried on in connection with the foregoing purposes and powers, or calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties, and to have, enjoy, and exercise all the rights, powers, and privileges which are now or which may hereafter be conferred upon similar corporations organized under the laws of the Republic of the Philippines.

9. The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall in no wise be limited by reference to or inference from any other clause or any other part of the same clause shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the corporation nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified herein shall not be regarded in any manner as a limitation of the powers granted or allowed to and exercisable by this corporation under the Corporation Law and other statutes of the Republic of the Philippines.

THIRD: That the place where the principal office of the Corporation is to be established or located is at the Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, 1634 Taguig City, Philippines. *(As amended on 21 November 2014)*

The corporation may establish and maintain branch offices or agencies elsewhere in the Philippines or in other countries whenever warranted by the exigencies of its business.

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

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

NAME	NATIONALITY	RESIDENCE
Caesar P. Altarejos, Jr.	Filipino	89 Dallas cor. Cebu Streets, Phase III BF Homes, Parañaque
Henry Joseph Herrera	Filipino	107 B Taurus Street, Cinco Hermanos, Marikina City
Raoul Littaua	Filipino	Blk 4 Lots 11 & 13, Donnaville, BF Resort, Las Piñas City
Rizalina Mantaring	Filipino	12 Vicente Lim Street, Ayala Heights, Old Balara, Quezon City

Esther C. Tan	Filipino	172 Barcelona Street, San Juan, M.M.
Rolando A. Robles	Filipino	132 Yokohama St., BF International, Las Piñas City

SIXTH: That the number of directors of said corporation shall be five (5), and the names, nationalities, and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws, are as follows:

NAME	NATIONALITY	RESIDENCE
Cornelia Gison	Filipino	101 Angat St., Ayala Alabang Village, Muntinlupa City
Henry Joseph Herrera	Filipino	107 B Taurus Street, Cinco Hermanos, Marikina City
Aleli Angela Quirino	Filipino	122 Gamboa St., Legaspi Village, Makati City
Esther C. Tan	Filipino	172 Barcelona Street, San Juan, M.M.
Wellington Ty	Filipino	8/F Salustiana D. Ty Tower, Paseo de Roxas, Makati City

SEVENTH: (a) That the capital stock of the said corporation is THIRTY-EIGHT MILLIONPESOS (Php 38,000,000.00), Philippine Currency, and said capital stock is divided into 3,800,000 shares at the par value of ONE CENTAVO (P 0.01) per share. (As approved by majority of the Directors on February 17, 2006 and by the stockholders owning and/or representing at least two-thirds (2/3) of the issued and outstanding capital stock of the corporation on June 28, 2013.)

(b) That the holder of any share of stock of the Corporation upon its presentation to the Corporation or to any of its duly authorized representatives, is entitled to receive by way of redemption approximately his proportionate share of the Corporation's current net assets or the cash equivalent thereof, i.e., the current net asset value, subject to existing laws and the By-Laws of the Corporation; Provided, however, that no such redemption may be made unless the remaining unimpaired capital of the Corporation shall be at least P1,000,000.00 or 50% of its outstanding liabilities to the creditors of the Corporation, whichever is higher; Provided, further that redemption may be suspended during any of the periods specified under the By-Laws and under any applicable laws and regulations.

(c) No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation. Any part of such stock or other securities may at any time be issued, auctioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as may to such Board seem proper, without first offering such stock or securities or any part thereof to existing stockholders.

EIGHTH: That the amount of said capital stock which has been actually subscribed is **FIFTY MILLION PESOS (P50,000,000.00)** and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

NAME	NATIONALITY	No. of Shares Subscribed	AMOUNT SUBSCRIBED
Sun Life Assurance Company of Canada	Canadian	49,999,397	P49,999,397.00
Caesar P. Altarejos, Jr.	Filipino	100	100.00
Henry Joseph Herrera	Filipino	100	100.00
Raoul Littaua	Filipino	100	100.00
Rizalina Mantaring	Filipino	100	100.00
Esther C. Tan	Filipino	100	100.00
Rolando Robles	Filipino	100	100.00
Cornelio Gison	Filipino	1	1.00
Aleli Angela Quirino	Filipino	1	1.00
Wellington Ty	Filipino	1	1.00
	Total	50,000,000	P50,000,000.00

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

NAME	Amount Paid
Sun Life Assurance Company of Canada	P49,999,397.00
Caesar P. Altarejos, Jr.	100.00
Henry Joseph Herrera	100.00
Raoul Littaua	100.00
Rizalina Mantaring	100.00
Esther C. Tan	100.00
Rolando Robles	100.00
Cornelio Gison	1.00
Aleli Angela Quirino	1.00
Wellington Ty	1.00
Total	P50,000,000.00

TENTH: That Caesar P. Altajeros has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualifies in accordance with the By-Laws, and 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 8th day of December 1999 at Makati City, Philippines.

(Sgd.) CAESAR P. ALTAREJOS, JR.	(Sgd.) RIZALINA G. MANTARING
(Sgd.) HENRY JOSEPH HERRERA	(Sgd.) ESTHER C. TAN
(Sgd.) RAOUL LITTAUA	(Sgd.) ROLANDO ROBLES
(Sgd.) WITNESS	(Sgd.) WITNESS

ACKNOWLEDGEMENT

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

Personally came and appeared before me, the following persons with their respective Community Tax Certificates, to wit:

NAME	CTC No.	Date Issued	Place Issued
Caesar P. Altarejos, Jr.	15385411	19 Mar 1999	Parañaque City
Henry Joseph Herrera	00086279	31 Mar 1999	Makati City
Raoul Littaua	000445775	26 Feb 1999	Makati City
Rizalina Mantaring	08518379	10 May 1999	Quezon City
Esther C. Tan	09043268	29 Jan 1999	Manila
Rolando Robles	14378651	25 Oct 1999	Makati City

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

WITNESS MY HAND, at the place above-written, on this 8th day of December 1999.

Doc. No. 111;
Page No. 24;
Book No. III;
Series of 1999

ANDRE B. NAVATO, JR.
Notary Public
Commission Until December 31, 1991
PTR No. ineligible Makati City
IBP No. ineligible Makati City]

REPUBLIC OF THE PHILIPPINES }
CITY OF TAGUIG } S.S.

SECRETARY'S CERTIFICATE

I, MARIA CECILIA V. SORIA, of legal age, Filipino, and with office address at the 6th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, after having been duly sworn, depose and state that:

1. I am the Assistant Corporate Secretary of SUN LIFE OF CANADA PROSPERITY BOND FUND, INC., a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at the Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, 1634 Taguig City.

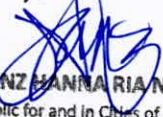
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court that involves an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors, and/or the top corporate officers in their capacity as elected and/or appointed officers.

I hereby attest to the truthfulness of the foregoing by affixing my signature hereunder on the date and at the place indicated below.


MARIA CECILIA V. SORIA
Affiant

SUBSCRIBED AND SWORN to before me this DEC 16 2014, affiant exhibiting to me her competent evidence of identity, with Driver's License No. N04-05-517942 expiring on 9 May 2015.

Doc. No. 464 ;
Page No. 94 ;
Book No. 1 ;
Series of 2014.


JANZHANNARIA N. SERRANO
Notary Public for and in Cities of Pasig, Taguig, San Juan
and in the Municipality of Pateros, Philippines
Appointment No. 256 until December 31, 2015
Roll of Attorneys No. 63412
PTR No. A-2127179; 19 May 2014; Taguig City
IBP No. 967937; 31 March 2014; Quezon City
MCLE Compliance No. N/A (Admitted to the Bar May 2014)
Unit 1504, 15/F Picadilly Star Bldg., 4th Ave. cor. 27th St.,
Bonifacio Global City, Taguig City

REPUBLIC OF THE PHILIPPINES }
TAGUIG CITY } S.S.



DIRECTOR'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Chairman, Corporate Secretary, and majority of the members of the Board of Directors of **SUN LIFE OF CANADA PROSPERITY BOND FUND, INC.** (the "Corporation"), after being sworn to in accordance with law, do hereby certify that the accompanying document, attached as Annex "A," is a true and correct copy of the Amended Articles of Incorporation of the Corporation embodying amendment, in compliance with SEC Memorandum Circular No. 6, Series of 2014, of the Third Article to state the specific principal office address. Said amendment was duly approved and adopted by a majority of the Board of Directors during its special meeting on 29 April 2014 and at least 2/3 of the issued and outstanding capital stock of the Corporation during its meeting 21 November 2014 at the Corporation's principal office.

In accordance with the foregoing resolution, the undersigned certify that the Third Article of the Articles of Incorporation shall be amended as follows:

"THIRD: That the place where the principal office of the Corporation is to be established or located is at the Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, 1634 Taguig City, Philippines. (As amended on 21 November 2014)"

IN WITNESS WHEREOF, we have hereunto set our hands this DEC 16 2014
in Taguig City.


RIZALINA G. MANTARING
Chairman
TIN 108-112-169


MA. KARENINA M. CASAS
Director
TIN 106-169-045


VALERIE N. PAMA
Director
TIN 506-906-963

OSCAR S. REYES
Director
TIN 136-623-569

aguirino
ALELI ANGELA G. QUIRINO
Director
TIN 125-673-223

Jemilyn S. Camania
JEMILYN S. CAMANIA
Corporate Secretary
TIN 918-719-776

SUBSCRIBED AND SWORN to before me this DEC 6 2014 at JAGUIG CITY, affiants having exhibited to me competent evidence of their identity as follows:

Name	Passport/Driver's License No.	Date/Place Issued
Rizalina G. Mantaring	EB 2566111	29 May 2011
Ma. Karenina M. Casas	EC 1498870	30 June 2014
Valerie N. Pama	EB 6184455	23 August 2012
Aieli Angela G. Quirino	EB 5245905	26 April 2014
Jemilyn S. Camania	EC 2498769	22 October 2014

Doc. No. 465;
Page No. 99;
Book No. 1;
Series of 2014.

Janz Hannaria N. Serrano
JANZ HANNARIA N. SERRANO
Notary Public for and in Cities of Pasig, Taguig, San Juan
and in the Municipality of Pateros, Philippines
Appointment No. 256 until December 31, 2015
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Bonifacio Global City, Taguig City