



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. [REDACTED]

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

**SUN LIFE PROSPERITY DOLLAR
WELLSPRING FUND, INC.**
(Amending Article VII thereof)

copy annexed, adopted on September 7, 2015 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the 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, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 25th day of July, Twenty Eighteen.


FERDINAND B. SALES

Director

Company Registration and Monitoring Department

AMENDED
ARTICLES OF INCORPORATION
OF
SUN LIFE PROSPERITY DOLLAR WELLSPRING

KNOW ALLMEN 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 PROSPERITY DOLLAR WELLSPRING 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 (irresponsible 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 trade names, patents, inventions, formulae, and processes used in its products.

6. To borrow or raise money from not more than 19 lenders including its stockholders necessary to meet the financial requirements of the corporation by the issuance of bonds, promissory notes, and 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 lawful activities 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. 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

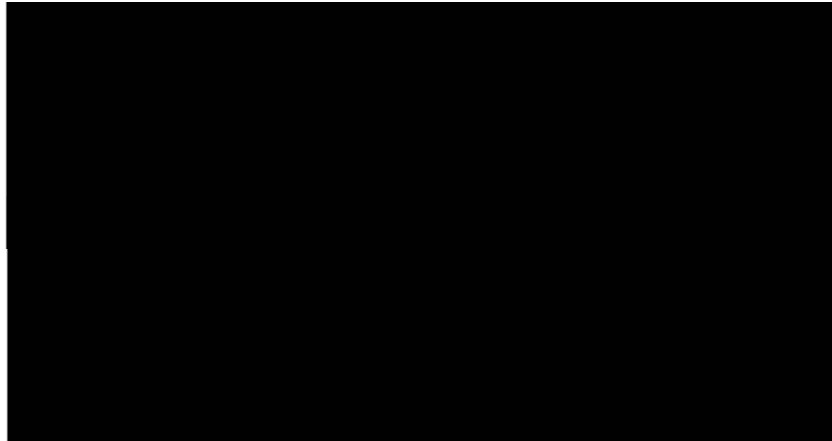
Rizalina G. Mantaring ✓

Ma. Karenina M. Casas ✓

Valerie N. Pama ✓

Oscar M. Grbos ✓

Melito S. Salazar, Jr. ✓



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

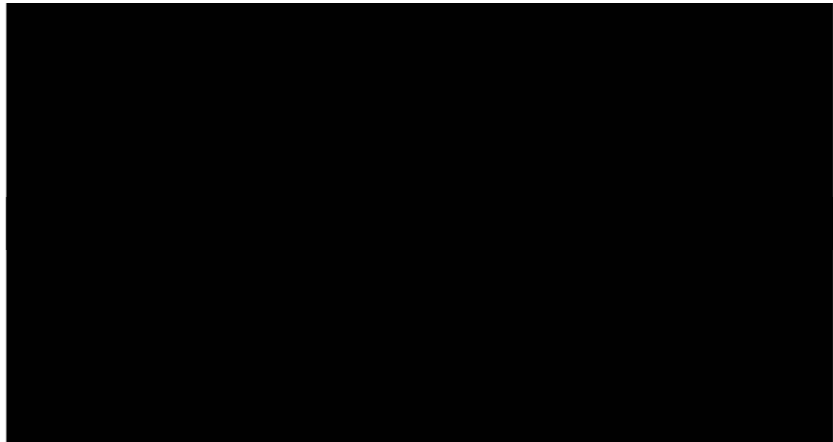
Rizalina G. Mantaring ✓

Ma. Karenina M. Casas ✓

Valerie N. Pama ✓

Oscar M. Grbos ✓

Melito S. Salazar, Jr. ✓



SEVENTH: (a) That the capital stock of said corporation is **TEN MILLION PESOS (Php 10,000,000.00)** Philippine Currency, and said capital stock is divided into **10,000,000 shares** of the par value of One Peso (Php 1.00) per share. (As amended on 7 September 2015).


(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) To contract the advisory services of an asset management company to execute any and all of the objectives of the corporation. To ensure that whenever the Corporation initiates a change in the asset management company providing the advisory services, shareholders will have the right to redeem within 7 days their shares free of any fees and/or charges during a period of 45 (Forty-Five) days, after the change in asset management company is effected at least at the net asset value prevailing on the day in which the new asset management company takes over the management of the fund.

(d) No stockholder shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or 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 so such Board seem proper, without first offering such stock or securities or any pan thereof to existing stockholders,

EIGHTH: That the amount of said capital stock which has been actually subscribed is ONE MILLION FIVE HUNDRED THOUSAND PESOS (PhP 1,500,000.00) 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 Asset Management Company, Inc.	Filipino	1,499,995	PhP 1,499,995.00
Rizalina G. Mantaring		1	1
Ma. Karenina M, Casas		1	1
Valerie N, Pama		1	1
Oscar M. Orbos		1	1
Melito S, Salazar, Jr.		1	1
Total		1,500,000	PhP 1,500,000.00

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	NATIONALITY	AMOUNT PAID	ADDITIONAL PAID IN
Sun LifeAsset Management Company, Inc.	Filipino	PhP 1,499,995	PhP 65,341,500
Rizalina G. Mantaring		1	-
Ma. Karenina M, Casas		1	-
Valerie N, Pama		1	-
Oscar M. Orbos		1	-
Melito S, Salazar, Jr.		1	-
Total		PhP 1,500,000	PhP 65,341,500

TENTH: That Candy S. Esteban 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 issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this _____ at Makati City.

RIZALINA G. MANTARING

[Redacted Signature]

MA. KARENINA M. CASAS

T [Redacted Signature]

VALERIE N. PAMA

T [Redacted Signature]

OSCAR M. ORBOS

T [Redacted Signature]

MELITO N. SALAZAR

T [Redacted Signature]

SIGNED IN THE PRESENCE OF:

SECURITIES AND EXCHANGE COMMISSION
Equity Line Unit CRM/D

DIRECTORS' CERTIFICATE
SUN LIFE PROSPERITY DOLLAR WELLSRING FUND, INC.

JUL 24 2018

RECEIVED
Time:

KNOW ALL MEN BY THESE PRESENT:

We, the undersigned, constituting majority of the members of the Board of Directors and Corporate Secretary Sun Life Prosperity Dollar Wellspring Fund, Inc. (the "Corporation"), do hereby certify that:

1. At the joint organizational meeting of the Stockholders and Board of Directors of the Corporation on 07 September 2015 where a quorum was existing throughout, stockholders representing at least 2/3 of the outstanding capital stock of the Corporation and all members of the Board of Directors approved the following resolutions:

a. Stockholders and Board: Increase in Authorized Capital Stock

"RESOLVED, that holders of at least 2/3 of the outstanding capital stock and the Board of Directors of the Sun Life Prosperity Wellspring Fund, Inc. (the "Corporation") approve the increase in the Corporation's authorized capital stock to UP TO ONE HUNDRED BILLION PESOS (Php 100,000,000,000.00) divided into One Hundred Billion (100,000,000,000) shares with the par value of One Peso (Php1.00) per share.

"RESOLVED, FURTHER, that the increase in authorized capital stock of the Corporation, as above approved, may, at the discretion of the Board of Directors, be implemented by the Chairman of the Board of Directors of the Sun Life Prosperity Wellspring Fund and the President of Sun Life Asset Management Company, Inc., acting jointly, in tranches of One Million Pesos (Php1,000,000.00) divided into One Million (1,000,000) shares, or multiple thereof, depending on the levels of deposits for future subscription and in the exercise of their sound discretion; provided that the total increase shall not exceed the amount above authorized.


"RESOLVED, FURTHER, that all the holders of the outstanding capital stock and the Board of Directors approve the amendment of the Seventh Article of the Corporation's Articles of Incorporation from time to time to reflect the foregoing amendment.

"RESOLVED, FURTHER, that the Chairman, Corporate Secretary, Treasurer, and other proper officers of the Corporation be authorized and empowered to submit or cause the submission of a copy of the amended Articles of Incorporation, duly certified by a majority of the directors and the Corporate Secretary, to the SEC, to sign, execute and deliver any and all document, and to do any and all acts necessary and proper to give the foregoing resolutions force and effect.


"RESOLVED, FINALLY, that the Board of Directors approves the amendment of the Registration Statement and/or Prospectus and all the documents required to be attached thereto, from time to time, to reflect the implemented increases in the authorized capital stock; and hereby approve the disclosures contained in the said Amended Registration Statements and/or Prospectuses and assume responsibility for all information contained therein."

2. On 21 September 2017, the Chairman of the Board of Directors of the Sun Life Prosperity Dollar Wellspring Fund, Inc. and the President of Sun Life Asset Management Company, Inc., jointly approved the increase in authorized capital stock of the Corporation by Four Million Pesos (Php4,000,000.00) divided into Four Million Shares (4,000,000) such that the total authorized capital stock of the Corporation is now Ten Million Pesos (Php10,000,000.00) divided into 10 Million shares (10,000,000) at the par value of Php 1.00 per share.

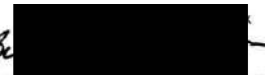
WITNESS OUR HANDS this **DEC 15 2017** at **PASIG** City.


RIZALINA G. MANTARING
Chairman





VALERIE N. PAMA
Director




BENEDICTO C. SISON
President



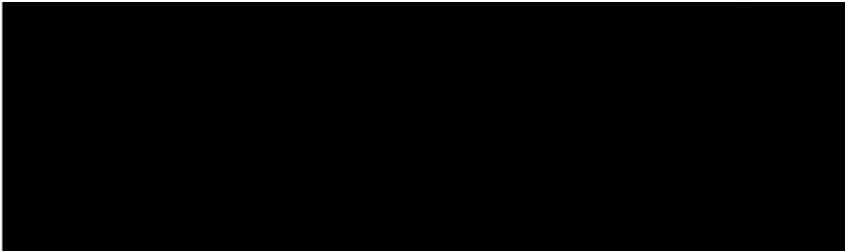

JEMILYN S. CAMANIA
Corporate Secretary



SIGNED IN THE PRESENCE OF:

REPUBLIC OF THE PHILIPPINES)
PASIG)S.S.


BEFORE ME, a notary public for and in the City of PASIG, personally appeared the following persons with the documents identifying their identity:

Name	Passport No.	Date/Place Issued
Rizalina G. Mantaring		
Benedicto C. Sison		
Valerie N. Pama		
Jemilyn S. Camania		

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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date and place above-written.

Doc. No. 29;
Page No. 6;
Book No. 29;
Series of 2017.


GAUDENCIO A. BARBOZA, JR.
NOTARY PUBLIC
Cities of Pasig, San Juan and
in the Municipality of Pateros, Metro Manila
Until December 31, 2018
PTR No. A-3217144 / 01-03-17 Taguig City
IBP No. 1050940 / 11-08-16 RSM
ROLL No. 41969
MCLE Comp. V. 0021481 / May 02, 2018
No. 11, Unit 1, Freemont Arcade Bldg.
Law Blvd. Brgy. San Antonio, Pasig City
Appointment No. 26

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

PASAY CITY

SECRETARY'S CERTIFICATE

I, Ma. Donnabel T. Tan, Filipino, of legal age, with office address at 6th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, under oath, state that:

1. I am the duly elected Assistant Corporate Secretary of SUN LIFE PROSPERITY DOLLAR WELLSRING FUND, INC. (the "Corporation"), a corporation duly organized and existing under and by virtue of Philippine laws, with office address at Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City.

2. As Assistant Corporate Secretary, I have custody of the corporate records of the Corporation.

3. The following are the outstanding number of shares subscribed, the outstanding number of Filipino and foreign-held shares and percentage of Filipino and foreign equity as of September 22, 2017:

Number of Shares Subscribed	5,959,271
Number of Shares of Filipino	5,940,804
Percentage of Filipino	99.69%
Number of Shares of Foreign Equity	18,467
Percentage of Foreign Equity	0.31%

IN WITNESS WHEREOF, I have hereunto affixed my signature on the date and in the place indicated below.

Ma. Donnabel T. Tan
MA. DONNABEL T. TAN
Assistant Corporate Secretary

NOV 20 2017

SUBSCRIBED AND SWORN TO before me this _____ in _____
affiant exhibiting to me her Driver's License [REDACTED] issued on 13 June 2016. **PASAY CITY**

Doc. No. 236
Page No. 48
Book No. XVII
Series of 2017.

Atty. Joovino R. Angel
ATTY. JOOVINO R. ANGEL
NOTARY PUBLIC
UNTIL DEC. 31, 2018
PTR NO. 5266148-1/3/2017 PASAY CITY
IBP NO. 1052058-1/3/2017 PASAY CITY
COMPLIANCE NO.
U-0024151-10/25/2016
ROLL NO. 28761

Republic of the Philippines)
) S.S.
PASAY CITY

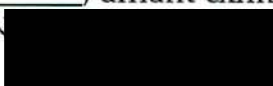
SECRETARY'S CERTIFICATE

I, MA. DONNABEL T. TAN, of legal age, with office address at 6th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, being duly sworn, depose and state that:

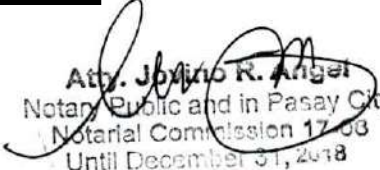
1. I am the duly elected and qualified Assistant Corporate Secretary of **SUN LIFE PROSPERITY DOLLAR WELLSRING FUND, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 8th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City;

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.


MA. DONNABEL T. TAN
Asst. Corporate Secretary

SUBSCRIBED AND SWORN TO before me this **MAR 14 2018** day of _____, in **PASAY CITY**, affiant exhibiting to me her competent evidence of identity, Driver's License N  issued on 13 June 2016.

Doc. No. 43;
Page No. 82;
Book No. XI;
Series of 2018.


Atty. Jovino R. Angel
Notary Public and in Pasay City
Notarial Commission 17-03
Until December 31, 2018
PTR No. 5825093 / IBP No. 1062667
Both issued in Pasay City on Jan. 03, 2018
MCLE Compliance No. V-0024151/10-25 18
Roll of Attorney's No. 28761

Republic of the Philippines)
) S.S.


PASIG CITY


MANAGEMENT REPRESENTATION

In connection with the application of SUN LIFE PROSPERITY DOLLAR WELLSRING FUND, INC. for increase of authorized capital stock, the undersigned hereby declare under oath the following:

- (1) That all information and representations contained in the submitted application and its supporting documents are true and correct;
- (2) That the verification procedures required by the Commission were conducted by an independent auditor who issued a report thereon in accordance with the auditing standards in force;
- (3) That the items/accounts subject of the application are authorized, valid and legal; and
- (4) That the shares of stock to be issued are not watered.

The management hereby authorizes the Commission to examine any time, even after the approval of the application, the company's books of accounts and records to determine the validity and accuracy of the transaction.


VALERIE N. PAMA


CANDY S. ESTEBAN


AJEE T. CO

SUBSCRIBED AND SWORN to before me this FEB 02 2018 at
PASIG CITY, affiants exhibited to me:

Name	Passport /Drivers LicenseNo.	Date and Place of Issue
Valerie N. Pama		7 / DFA-Manila
Candy S. Esteban		08 / Manila
Ajee T. Co		16 / LTO Pasig City

Doc. No. 30 ;
Page No. 6 ;
Book No. 2 ;
Series of 2018.

Notary Public

GAUDENCIO A. BARBOZA, JR.
NOTARY PUBLIC
Cities of Pasig, San Juan and
In the Municipality of Pateras, Metro Manila
Until December 31, 2018
PTR No. A-3742910 / 01/03/2018 Taguig City
IBF No. 019325 / 12/22/2017 RSM
ROLL No. 41989
MCLE Comp. V-0021481 / May 02, 2016
No. 10 Unit J. Freemont Arcade Bldg.
Shaw Blvd. Brgy. San Antonio, Pasig City
Appointment No. 26



OFFICIAL RECEIPT
 Republic of the Philippines
 DEPARTMENT OF FINANCE
 SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



Accountable Form No. 51
 Revised 2006 **ORIGINAL**

DATE May 29, 2018 No. **1661443**

PAYOR
 SUN LIFE PROSPERITY DOLLAR WELLSRING FUND, INC.
 TAGUIG CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRF (A0823)	131	CRMD	1,772.24
INCREASE/DECREASE CAPITAL STOCK	606	CRMD	176,224.14
AMENDED ARTICLES	606	CRMD	1,000.00
TOTAL			PHP 178,996.38

AMOUNT IN WORDS
 ONE HUNDRED SEVENTY EIGHT THOUSAND
 NINE HUNDRED NINETY SIX PESOS AND 38/100

Received Cash
 Treasury Warrant
 Check
 Money Order

Received the
 Amount Stated Above

Ofelia A. Capispisa
COLLECTING OFFICER

O.R. No. **1661443**

Treasury Warrant, Check,
 Money Order Number

Check - BPI-000010886/
 Date of Treasury Warrant, Check, Money Order 05/24/2018/

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.