



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

COMPANY REG. NO. CS200417430

**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 GS FUND, INC.
(Amending Article III thereof.)

copy annexed, adopted on April 29, 2014 by majority vote of the Board of Directors and on November 20, 2015 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Assistant 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 14th day of March, Twenty Sixteen.


FERDINAND B. SALES

Director

Company Registration and Monitoring Department



COVER SHEET

C S 2 0 0 4 1 7 4 3 0

SEC Identification Number

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

[Empty grid]

[Empty grid]

[Empty grid]

[Empty grid]

(Company's Full Name)

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

[Empty grid]

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

MARIA CECILIA V. SORIA

(Contact Person)

555-8888 loc. 5014

(Company Telephone Number)

Amended Articles of Incorporation

1 2

Month

3 1

Day

(Fiscal Year)

(Form Type)

4th MONDAY OF JUNE

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 PROSPERITY GS FUND, INC.

KNOW ALL MEN BY THIS 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: The name of the corporation shall be:

SUN LIFE PROSPERITY GS 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, 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 of ownership, including the right to vote the same and to receive, collect, and dispose of the interest, 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 company to convert such shares into or exchange 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, formulate, 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, including contracting advisory services of an asset management company to execute any and all of the objectives 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 business 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 the 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 specified 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 purpose and powers specified herein shall not be regarded in any manner as a limitation of the powers granted or allowed to and exerciseable 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, Taguig City, Philippines. (As amended on 20 November 2015).

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 of which said corporation is to exist is fifty (50) yeas from and after the date of its incorporation.

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

| NAME | NATIONALITY | RESIDENCE |
|---|-------------|-----------|
| Esther C. Tan | | |
| Caesar P. Altarejos, Jr. Raoul Littaua | | |
| Rizalina G. Mantaring | | |
| Roy Emil S. Yu | | |

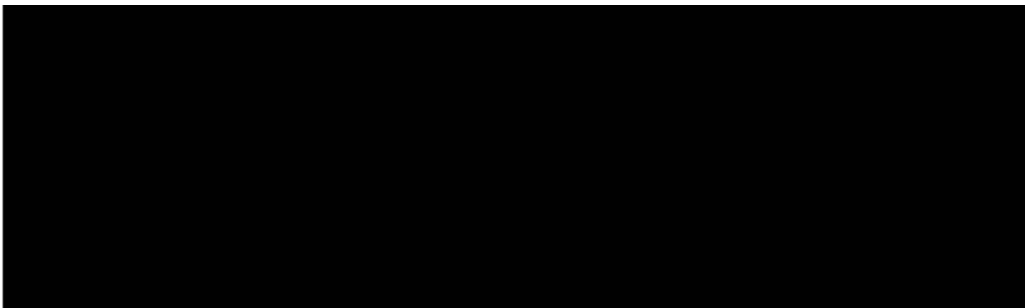
SIXTH: That the number of directors of said corporation shall be five (5), at least one (1) shall be an independent director, provided that if the number of directors shall be increased, the number of independent directors shall likewise be increased to at least two (2) independent directors or to a number equivalent to at least twenty percent (20%) of its board size, whichever is lesser, 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 |
|------|-------------|-----------|
|------|-------------|-----------|

Esther C. Tan

Caesar P. Altarejos, Jr.
 Tony Tan Caktiong
 Erlinda S. Echanis

Jose Faustino



SEVENTH: (a) That the capital stock of said corporation is ~~TEN MILLION PESOS~~ (PhP 10,000,000), Philippine Currency, and said capital stock is divided into ~~ONE BILLION SHARES~~ (1,000,000,000) of the par value of ONE CENTAVO (PhP 0.01) per share.¹

(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) 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 Forty-five (45) 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 fraud.

(d) 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.

EIGHT: That the amount of said capital stock which has been actually subscribed is FIVE HUNDRED THOUSAND PESOS (P500,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

¹ As amended by at least a majority of the Board of Directors during their meetings on 24 May 2010 and 19 December 2011 and by at least 2/3 of the outstanding of capital stock during the Annual Stockholders Meeting on 27 June 2011.

| NAME | NATIONALITY | No. of Shares Subscribed | Amount Subscribed |
|---|-------------|--------------------------|-------------------|
| Sun Life of Canada (Philippines), Inc. | Canadian | 49,999,992 | 499,999.92 |
| Esther C. Tan | | 1 | .01 |
| Caesar P. Altajeros, Jr. | | 1 | .01 |
| Tony Tan Caktiong | | 1 | .01 |
| Erlinda S. Echanis | | 1 | .01 |
| Jose Faustino | | 1 | .01 |
| Raoul Littaua | | 1 | .01 |
| Rizalina Mantaring | | 1 | .01 |
| Roy Emil S. Yu | | 1 | .01 |
| Total | | 50,000,000 | 500,000 |

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 Life of Canada (Philippines), Inc. | | 499,999.92 | 49,500,000.00 |
| Esther C. Tan | | .01 | 0.00 |
| Ceasar P. Altarejos, Jr. | | .01 | 0.00 |
| Tony Tan Caktiong | | .01 | 0.00 |
| Erlinda S. Echanis | | .01 | 0.00 |
| Jose Faustino | | .01 | 0.00 |
| Raoul Littaua | | .01 | 0.00 |
| Rizalina Mantaring | | .01 | 0.00 |
| Roy Emil S. Yu | | .01 | 0.00 |
| Total | | 500,000 | 50,000,000.00 |

TENTH: That Ceasar P. Altarejos, Jr. 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 that as such Treasurer, he has been authorized to receive for the corporation, and to issue in its name receipts for all subscription paid in the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on this 13th day of October 2004 at Makati City.

[REDACTED]
ESTHER C. TAN

[REDACTED]
CAESAR P. ALTAREJOS, JR.

[REDACTED]
RAOUL ANTONIO E. LITTAUA

[REDACTED]
RIZALINA G. MANTARING

ACKNOWLEDGMENT

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

Personally came and appeared before me, the following persons with the documents identifying their identity, at the 30th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City:

| Name | CTC No. and Date and Place of Issue | Government Issued Identification Card Details |
|---------------------------|-------------------------------------|---|
| [Esther C. Tan | | |
| [Caesar P. Altarejos, Jr. | [REDACTED] | DL No [REDACTED] |
| [Raoul Antonio E. Littaua | [REDACTED] | DL No [REDACTED] |
| [Rizalina G. Mantaring | [REDACTED] | DL No [REDACTED] |

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 13th day of October 2004.

Doc. No. 308
Page No. 863
Book No. R
Series of 2004

[REDACTED]
ATTY. MICHELLE ANN U. JUAN
Commission No. M-739
Notary Public for Makati City
Until December 31, 2004
30th Floor, Citibank Tower
8741 Paseo de Roxas, Makati City
Roll No. 48505
PTR No. 7013311 1/06/04 Makati City
ISP No. 593128 1/05/04 Pasig City

IN WITNESS WHEREOF, we have hereunto set our hands on this 14th day of October 2004 at Makati City.

[Redacted]
ROY EMIL S. YU
[Signature]

ACKNOWLEDGMENT

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

Personally came and appeared before me, the following person with the documents identifying his identity, at the 30th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City:

| Name | CTC No. and Date and Place of Issue | Government Issued Identification Card Details |
|----------------|-------------------------------------|---|
| Roy Emil S. Yu | [Redacted] | [Redacted] |

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.

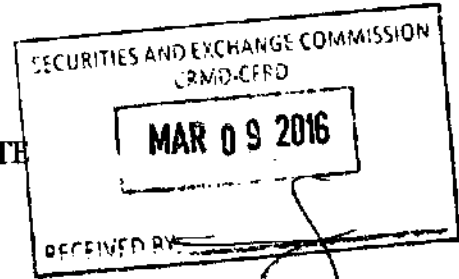
WITNESS MY HAND, at the place above-written, on this 14th day of October 2004.

Doc. No. 312
Page No. 009
Book No. #
Series of 2004

[Redacted]

ATTY. MICHELLE ANN U. JUAN
Commission No. M-739
Notary Public for Makati City
Until December 31, 2004
30th Floor, Citibank Tower
8741 Paseo de Roxas, Makati City
Roll No. 48505
PTR No. 7013311 1/06/04 Makati City
J.P. No. 603111 1/06/04 Pasig City

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



DIRECTOR'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:


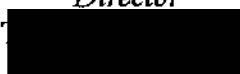
We, the undersigned, being the majority of the members of the Board of Directors and Assistant Corporate Secretary of **SUN LIFE PROSPERITY GS FUND, INC.** (the "Corporation"), after being sworn to in accordance with law, do hereby certify that the accompanying document, attached as Annex "A," is a true 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 a special meeting on 29 April 2014 and by at least 2/3 of the issued and outstanding capital stock of the Corporation during the continuation of the annual stockholders' meeting on 20 November 2015.


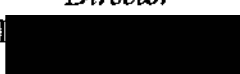
In accordance with the foregoing resolution, the undersigned certify that the Third Article of the Articles of Incorporation shall be amended as follows:

"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, Taguig City, Philippines. (As amended on 20 November 2015)"

IN-WITNESS WHEREOF, we have hereunto set our hands this FEB 01 2016
in QUEZON CITY.


RIZALINA G. MANTARING
Chairman
T 


BENEDICTO C. SISON
Director
T 


VALERIE N. PAMA
Director
T 

MELITO S. SALAZAR, JR.
Director


OSCAR S. REYES
Director

MARIA CECILIA V. SORIA
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this FEB 01 2016 at QUEZON CITY affiants having exhibited to me competent evidence of their identity as follows:

| Name | Passport No. | Date/Place Issued |
|------------------------|--------------|-------------------|
| Rizalina G. Mantaring | | |
| Benedicto C. Sison | | |
| Valerie N. Pama | | |
| Melito Salazar | | |
| Oscar S. Reyes | | |
| Maria Cecilia V. Soria | | |

Doc. No. 414
Page No. 83
Book No. CORPORATE
Series of 2016.


ATTY. RAMON L. CARPIO
NOTARY PUBLIC
Np-89 (2015-2016) Commission Expires Dec. 31, 2016
Roll of Attorneys No. 22172
IBP OR 1017229, 1/4/16, Quezon City
PTR No. 2148146, 1/4/16, Quezon City
TIN 106-918-897
MCLE IV-Compliance No. 000630, 6/19/13
Rm. 326 Dona Consolacion Bldg. Cubao, Quezon City

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

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 PROSPERITY GS 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, Taguig City, Philippines.

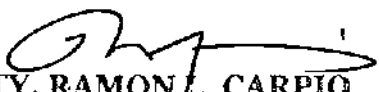
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court that involves an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors, and/or the top corporate officers in their capacity as elected and/or 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 FEB 01 2016, affiant exhibiting to me her competent evidence of identity, with Passport  issued on 14 November 2014.

Doc. No. 913
Page No. 83
Book No. C-2016/11
Series of 2016.


ATTY. RAMON L. CARPIO
NOTARY PUBLIC
Np-89 (2015-2016) Commission Expires Dec. 31, 2016
Roll of Attorneys No. 22172
IBP OR 1017229, 1/4/16, Quezon City
PTR No. 2148146, 1/4/16, Quezon City
TIN 106-918-897
MCLE IV-Compliance No. 000630, 6/19/13
Rm. 326 Dona Consolacion Bldg. Cubao, Quezon City



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

CORPORATE STATUS OF THE APPLICATION FOR AMENDMENT

Date: 24 February 2016
SEC Registration No. : CS200417430
Company Name: SUN LIFE PROSPERITY GS FUND, INC.
Entity Type: Stock Corporation; With secondary license
Printed by: Blessilda E. Arceo

| Department | Status | Remarks | Date |
|------------|---------|---------|-------------|
| CRMD | | | |
| CMD | Cleared | | Feb 23 2016 |
| CPRD | Cleared | | Feb 23 2016 |
| FAAD | Cleared | | Feb 23 2016 |
| LU | Cleared | | Feb 23 2016 |
| EOs | Cleared | | Feb 23 2016 |
| SOs | Cleared | | Feb 23 2016 |
| EIPD | Cleared | | Feb 23 2016 |
| CGFD | Cleared | | Feb 23 2016 |
| MSRD | Cleared | | Feb 23 2016 |
| OGC | Cleared | | Feb 23 2016 |



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Bldg. EDSA, Greenhills, Mandaluyong City 1554

CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

MEMORANDUM

FOR : THE COMPANY REGISTRATION AND MONITORING
DEPARTMENT

FROM : CORPORATE GOVERNANCE AND FINANCE DEPARTMENT
: Licensing Division

SUBJECT : SUN LIFE PROSPERITY GS FUND, INC.

DATE : February 18, 2016

Respectfully forwarded to your Department are the Amended Articles of Incorporation (amending the 3rd Article re: change in office address) of SUN LIFE PROSPERITY GS FUND, INC. with the information that we interpose no objection thereto.


JUSTINA F. CALLANGAN
Director

Juls/021816

COVER SHEET

C S 2 0 0 4 1 7 4 3 0

SEC Identification Number

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

[Empty grid for company name]

(Company's Full Name)

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

[Empty grid for business address]

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

MARIA CECILIA V. SORIA

(Contact Person)

555-8888 loc. 5014

(Company Telephone Number)

Amended Articles of Incorporation

1 2

Month

3 1

Day

(Fiscal Year)

(Form Type)

4th MONTH DAY OF JUNE

Month Day

(Annual Meeting)

[Empty box for Secondary License Type]

(Secondary License Type, If Applicable)

[Empty box for Dept. Requiring this Doc.]

Dept. Requiring this Doc.

[Empty box for Amended Articles Number/Section]

Amended Articles Number/Section

[Empty box for Total No. of Stockholders]

Total No. of Stockholders

[Empty box for Total Amount of Borrowings]

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[Empty grid for File Number]

File Number

[Empty grid for Document ID]

Document ID

LCU

Cashier

STAMPS

Clara
CGFB

AMENDED
ARTICLES OF INCORPORATION

OF

SUN LIFE PROSPERITY GS FUND, INC.

KNOW ALL MEN BY THIS 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: The name of the corporation shall be:

SUN LIFE PROSPERITY GS 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, 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 of ownership, including the right to vote the same and to receive, collect, and dispose of the interest, 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 company to convert such shares into or exchange 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, formulate, 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, including contracting advisory services of an asset management company to execute any and all of the objectives 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 business 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.

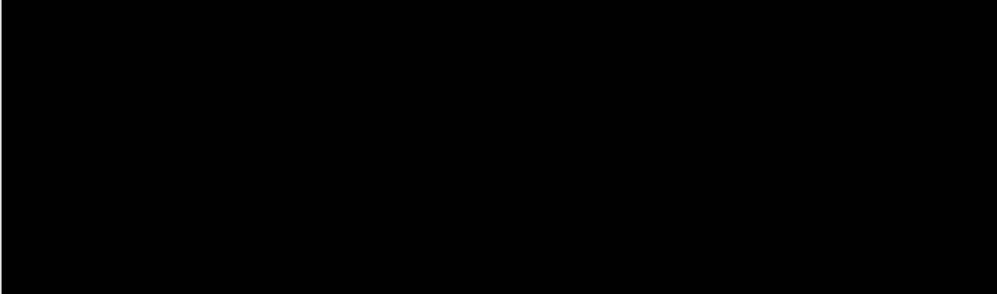
9/ The foregoing clauses shall each be construed as purposes and powers, and the matters expressed in each clause or any part of the any clause shall in no wise be limited by reference to or inference from any other clause or any other part of the same clause shall be regarded as independent purposes and powers, and the enumeration of specified 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 purpose and powers specified herein shall not be regarded in any manner as a limitation of the powers granted or allowed to and exerciseable 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, Taguig City, Philippines. (As amended on 20 November 2015).

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 of 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 |
|--------------------------|-------------|--|
| Esther C. Tan | |  |
| Caesar P. Altarejos, Jr. | | |
| Raoul Littaua | | |
| Rizalina G. Mantaring | | |
| Roy Emil S. Yu | | |

SIXTH: That the number of directors of said corporation shall be five (5), at least one (1) shall be an independent director, provided that if the number of directors shall be increased, the number of independent directors shall likewise be increased to at least two (2) independent directors or to a number equivalent to at least twenty percent (20%) of its board size, whichever is lesser, 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 |
|---|-------------|-----------|
| Esther C. Tan | | |
| Caesar P. Altarejos, Jr. Tony Tan Caktiong Erlinda S. Echanis | | |
| Jose Faustino | | |

SEVENTH: (a) That the capital stock of said corporation is TEN MILLION PESOS (PhP 10,000,000), Philippine Currency, and said capital stock is divided into ONE BILLION SHARES (1,000,000,000) of the par value of ONE CENTAVO (PhP 0.01) per share.¹

(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) 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 Forty-five (45) 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 fraud.

(d) 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.

EIGHT: That the amount of said capital stock which has been actually subscribed is FIVE HUNDRED THOUSAND PESOS (P500,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

¹ As amended by at least a majority of the Board of Directors during their meetings on 24 May 2010 and 19 December 2011 and by at least 2/3 of the outstanding of capital stock during the Annual Stockholders Meeting on 27 June 2011.

| NAME | NATIONALITY | No. of Shares Subscribed | Amount Subscribed |
|---|-------------|--------------------------|-------------------|
| Sun Life of Canada (Philippines), Inc. | | 49,999,992 | 499,999.92 |
| Esther C. Tan | | 1 | .01 |
| Caesar P. Altajeros, Jr. | | 1 | .01 |
| Tony Tan Caktiong | | 1 | .01 |
| Erlinda S. Echanis | | 1 | .01 |
| Jose Faustino | | 1 | .01 |
| Raoul Littaua | | 1 | .01 |
| Rizalina Mantaring | | 1 | .01 |
| Roy Emil S. Yu | | 1 | .01 |
| Total | | 50,000,000 | 500,000 |

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 Life of Canada (Philippines), Inc. | | 499,999.92 | 49,500,000.00 |
| Esther C. Tan | | .01 | 0.00 |
| Caesar P. Altarejos, Jr. | | .01 | 0.00 |
| Tony Tan Caktiong | | .01 | 0.00 |
| Erlinda S. Echanis | | .01 | 0.00 |
| Jose Faustino | | .01 | 0.00 |
| Raoul Littaua | | .01 | 0.00 |
| Rizalina Mantaring | | .01 | 0.00 |
| Roy Emil S. Yu | | .01 | 0.00 |
| Total | | 500,000 | 50,000,000.00 |

TENTH: That Caesar P. Altarejos, Jr. 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 that as such Treasurer, he has been authorized to receive for the corporation, and to issue in its name receipts for all subscription paid in the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on this 13th day of October 2004 at Makati City.

ESTHER C. TAN
(Signed)

CAESAR P. ALTAREJOS, JR.
(Signed)

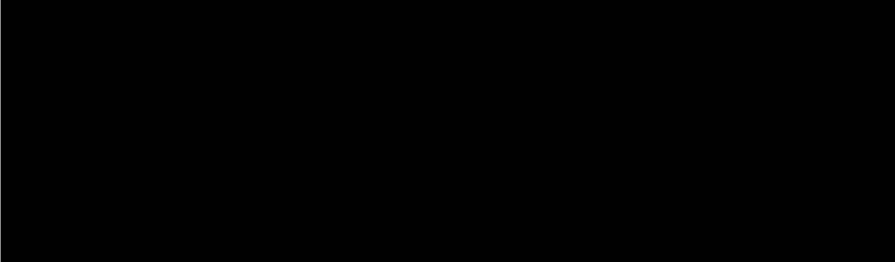
RAOUL ANTONIO E. LITTAUA
(Signed)

RIZALINA G. MANTARING
(Signed)

ACKNOWLEDGEMENT

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

Personally came and appeared before me, the following persons with the documents identifying their indentity, at the 30th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City.

| Name | CTC No. and Date and Place of Issue | Government Issued Identification Card Details |
|--------------------------|-------------------------------------|--|
| Esther C. Tan | 02-05-2006 |  |
| Caesar P. Altarejos, Jr. | 11-02-2005 | |
| Raoul Antonio E. Littaua | 05-30-2006 | |
| Rizalina G. Mantaring | 10-29-2005 | |
| | | |

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 13th day of October 2004.

Doc. No. 305
Page No. 043
Book No. 11
Series of 2004.

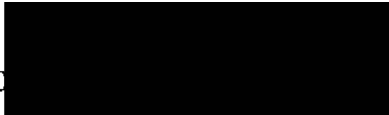

IN WITNESS WHEREOF, we have hereunto set our hands on this 14th day of October 2004 at Makati City.

ROY EMIL S. YU
(Signed)

ACKNOWLEDGMENT

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

Personally came and appeared before me, the following person with the documents identifying his identity, at the 30th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City:

| Name | CTC No. and Date Place of Issue | Government Issued Identification Card Details |
|----------------|--|--|
| Roy Emil S. Yu |  |  |

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 14th day of October 2004,

Doc. No. 317
Page No. 004
Book No. ■
Series of 2004.