



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

**COMPANY REG. NO. CS201424696**

**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 PHILIPPINE STOCK  
INDEX FUND, INC.  
(Amending Article VII thereof)**

copy annexed, adopted on **February 13, 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 5<sup>th</sup> day of February, Twenty Eighteen.



  
**FERDINAND B. SALES**  
Director

**Company Registration and Monitoring Department**

**ARTICLES OF INCORPORATION**  
**of**  
**Sun Life Prosperity Philippine Stock Index 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:** That the name of the Corporation shall be:

***SUN LIFE PROSPERITY PHILIPPINE STOCK INDEX FUND, INC.***

**SECOND:** That the purposes for which 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 incident of ownership, including the right to vote 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 elements and details thereof.

**SECONDARY PURPOSES**

1. To exercise on 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 of individual ownership of 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 interest s, dividends and income therefrom and to do ant 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 forgoing, 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 the property and asset of a company to any other company; (iv) to exchange any of the shares of stock of any company for the shares of the stock issued therefore upon any such reorganization, merger consolidation, sale or lease; (v) to pay any assessments and exercise as the holder and any shares of a company which it may be required or permitted to pay exercise as the holders of any shares of the company ; (vi) to exercise any option which it may have as the holders of any shares of any company to convert such shares into or exchange such shares for others shares of any company ; and (vii) generally to exercise in respect of all shares of all companies such right, 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 maybe permitted by the laws of the Philippines, by these Articles of Incorporation and 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 privileges, or concessions which may be conductive to attainment of any of the subjects and purposes of the Corporation;
5. To apply for, register hold sell. Assign or otherwise dispose of trademarks, tradenames, patents, inventions, formulae, and process used in its products;

6. To borrow or raise money necessary to meet the financial requirements of the Corporation of the insurance 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 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 many 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 objective of 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 as it shall see fit 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 constructed 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 any the same clause shall be regarded as independent purposes and powers, and the enumeration of specified purposes and powers shall not be constructed 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 to allowed to and exercisable by this Corporation under the Corporation Code and other statues of the Republic of the Philippines.

**THIRD:** That the place where the principal office of the Corporation is to be located is in Sun Life Centre, 5<sup>th</sup> 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 of which said Corporations 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. Orbos		
Melito S. Salazar, Jr.		

**SIXTH:** That the number of directors of said Corporation shall be five (5); provided that the Corporation shall elect such number of independent directors as may be required by laws, rules or regulation; 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. Orbos		
Melito S. Salazar, Jr.		

**SEVENTH:** (a) That the capital stock of said Corporation is **Forty Million Pesos (PhP) 40,000,000.00**, divided into **Four Billion (4,000,000,000)** with a par value of ONE CENTAVO (PhP 0.01) per share. (*Amended as of 7 November 2016*)

(b) That the holder of any share of stock of the Corporation or unit therein, if any, upon its presentation to the Corporation or to any of its duly authorize 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, regulations, the prospectus, and 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 PhP 1,000,000.00 or 50 % of its outstanding liabilities to the creditors of the Corporation, whichever is higher; provided further that the redemption may be suspended during any of the periods specified under the By-Laws, 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 seven (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 on which the new asset management of the fund.

(d) No stockholder shall, because of his ownership of stock, have a free pre-emptive or other right to purchase, subscribe for, or take any part of any stock or of any other securities convertible into a carrying options or warrants to purchase of 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 the resolution of its Board of the 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 ONE HUNDRED MILLION PESOS (PhP 100,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set after their respective names:

NAME	NATIONALITY	NO. OF SHARES SUBSCRIBED	AMOUNT SUBSCRIBED
Sun Life of Canada (Philippines), Inc.		99,999,995	PhP 999,999.95
Rizalina G. Mantaring		1	.01
Ma. Karenina M. Casas		1	.01
Valerie N. Pama		1	.01
Oscar M. Orbos		1	.01
Melito S. Salazar, Jr.		1	.01
<b>Total</b>		100,000,000	PhP 1,000,000.00

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

NAME	NATIONALITY	AMOUNT PAID	ADDITIONAL PAID IN
Sun Life of Canada (Philippines), Inc.		999,999,995	PhP 99,000,000.00
Rizalina G. Mantaring		.01	0.00
Ma. Karenina M. Casas		.01	0.00
Valerie N. Pama		.01	0.00
Oscar M. Orbos		.01	0.00
Melito S. Salazar, Jr.		.01	0.00
<b>Total</b>		1,000,000.00	PhP 99,000,000.00

**TENTH:** That HONG THIAM ONG has been elected by the subscribers as the Treasurer of the Corporation to act as such until his successor is duly elected and qualified 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 subscriptions paid in the subscribers.

**ELEVENTH:** That the incorporators undertake to change the name of the Corporation immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person, has acquired a prior right to the use of that name, or that the name has been declared misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

**IN WITNESS WHEREOF,** we have hereunto set put hands on this \_\_\_\_\_th day \_\_\_\_\_, at \_\_\_\_\_.

Republic of the Philippines )  
Taguig City ) S.S.

### SECRETARY'S CERTIFICATE

I, **MARIA CECILIA V. SORIA**, of legal age, with office address at 6<sup>th</sup> Floor, Sun Life Centre, 5<sup>th</sup> 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 PHILIPPINE STOCK INDEX 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 8<sup>th</sup> Floor, Sun Life Centre, 5<sup>th</sup> 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 in their capacity as duly elected and/or appointed directors and officers or vice versa.

  
**MARIA CECILIA V. SORIA**  
Asst. Corporate Secretary

**JAN 17 2017**

SUBSCRIBED AND SWORN TO before me this \_\_\_ day of \_\_\_\_\_ 2016,  
in **MAKATI CITY**, affiant exhibiting to me her SSS No. **33-5994056-2**.

  
**ATTY. GERVACIO B. ORTIZ JR.**  
**NOTARY PUBLIC CITY OF MAKATI**  
UNTIL DECEMBER 31, 2017  
PTR. No. 5909514 - Makati City 1-3-2017  
IBP No. 656155 Lifetime Member  
ROLL No. 40091-Makati City  
MCLE COMPLIANCE No. III-0014282  
APPOINTMENT No. M-38s (2016-2017)  
Address: Urban Ave., Brgy. Pio Del Pilar Makati City

Doc. No. 145;  
Page No. 29;  
Book No. 50;  
Series of 2016.

Green  
FEB 01 2015  
By: \_\_\_\_\_  
Time: \_\_\_\_\_

**DIRECTORS' CERTIFICATE**  
**SUN LIFE PROSPERITY PHILIPPINE STOCK INDEX FUND, INC.**

**KNOW ALL MEN BY THESE PRESENT:**

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

1. At the joint meeting of the Stockholders and Board of Directors of the Corporation held on 13 February 2015, at its principal office, the stockholders representing at least two-thirds (2/3) of the outstanding capital stock and in which all members of the Board was present, the following resolutions were unanimously approve:

**"RESOLVED**, that holders of at least 2/3 of the outstanding capital stock and the Board of Directors of the Sun Life Prosperity Philippine Stock Index Fund, Inc. (the "Corporation") approve the increase in the Corporation's authorized capital stock from Four Million Pesos (Php4,000,000.00) divided into Four Hundred Million (400,000,000) shares with par value of One Centavo (Php0.01) per share, to UP TO ONE BILLION PESOS (Php1,000,000,000) divided into One Hundred Billion (100,000,000,000) shares with the par value of One Centavo (Php0.01) 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 Funds and the President of Sun Life Asset Management Company, Inc., acting jointly, in tranches of Five Million Pesos (Php5,000,000.00) divided into Five Hundred Million (500,000,000) shares, or multiples thereof, depending on the levels of deposits for future subscription, and in the exercise of their sound discretion and provided that the total increase shall not exceed the amount above authorized.


**"RESOLVED, FURTHER**, that holders of at least 2/3 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, FINALLY**, 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."


2. On 07 November 2016, the Chairman of the Board of Sun Life Prosperity Funds and the President of Sun Life Asset Management Company, authorized the second tranche of increase from Nineteen Million Pesos (Php19,000,000.00), divided into One Billion Nine Hundred Million (1,900,000,000) shares to Forty Million Pesos (Php40,000,000.00) divided into Four Billion (4,000,000,000.00) shares with a par value of One Centavo (Php0.01) per share.

WITNESS OUR HANDS this OCT 25 2017 at PASIG City.

  
**RIZALINA G. MANTARING**  
Chairman  
TIN 108-112-169

  
**BENEDICTO C. SISON**  
President  
TIN 304-968-236

  
**VALERIE N. PAMA**  
Director  
TIN 106-906-963

  
**JEMILYN S. CAMANIA**  
Corporate Secretary  
TIN 918-719-776


SIGNED IN THE PRESENCE OF:

\_\_\_\_\_

\_\_\_\_\_

REPUBLIC OF THE PHILIPPINES)  
\_\_\_\_\_ PASIG )S.S.

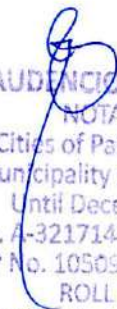
BEFORE ME, a notary public for and in the City of \_\_\_\_\_ PASIG \_\_\_\_\_, personally appeared the following persons with the documents identifying their identity:

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. 197  
Page No. 40;  
Book No. 28;  
Series of 2017.

  
AUDENCIO A. BARBOZA, JR.  
NOTARY PUBLIC  
Cities of Pasig, San Juan and  
in the Municipality of Pateros, Metro Mani  
Until December 31, 2018  
PTR No. A-3217144 / 01-03-17 Taguig Cit  
IBP No. 1050940 / 11-08-16 RSM  
ROLL No. 41969  
MCLE Comp. V. 0021481 / May 02, 2016  
No. 11, Unit J Freemont Arcade Bldg.  
Shaw Blvd. Brgy. San Antonio, Pasig Cit  
Appointment No. 26