



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

COMPANY REG. NO. A200014495

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

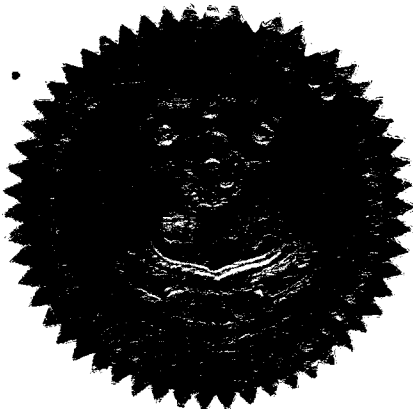
This is to certify that the amended articles of incorporation of the

**SUN LIFE FINANCIAL PLANS, INC.**  
(Amending Article III thereof.)

copy annexed, adopted on December 13, 2011 by 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 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 12<sup>th</sup> day of September, Twenty Twelve.



  
**BENITO A. CATARAN**  
Director  
Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION

OF

SUN LIFE FINANCIAL PLANS, INC.  
(Formerly Sun Life Plans, Inc.)

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

SUN LIFE FINANCIAL PLANS, INC.  
(As Amended January 10, 2001)

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

**PRIMARY PURPOSE**

To engage in the development of lawful institutional medium/s for the maintenance, conduct, operation, marketing and sales of any and all types of securities (without acting as stock broker), including but not limited to education plans, pension, retirement income or retirement plans, life plans, with all the requisite services and facilities, merchandise, equipments or articles essential or relevant to such securities and services to be delivered in the future to planholders, enrollees, purchasers, and subscribers.

**SECONDARY PURPOSE**

- 1. To act as managers, general agents, commercial brokers, advisers and representatives of and for any juridical person or for any other firm or enterprise lawfully engaged in business in or outside of the Philippines, with particular emphasis on insurance, health maintenance, managed care, home care agencies, custodial care, respite services, group home and assisted living services.

2. To develop, establish, provide, sell, market, hold and maintain various other educational programs not necessarily on a pre-need basis, such as but not limited to conventions, seminars, forums, convocations, conferences, lectures, exhibitions, educational films and shows.
3. To buy, or otherwise acquire, own, hold, sell, assign, transfer or otherwise dispose of, and in any and all ways to deal in, with and respecting personal property of any and all kinds, including stocks, bonds, securities, debentures and all other forms of assets, rights and interests and evidence of property or indebtedness, tangible or intangible, as may be permitted by and in accordance with the requirements or laws; without necessarily engaging in the stock brokerage business.
4. To acquire by lease and maintain memorial parks or cemeteries with funeral chapels; to build, provide, equip and maintain crematories, and to provide urns and other suitable vessels for cremated remains; to deal in and sell coffins and caskets and all such property, goods, wares and merchandise as are incidental to and used in the business of undertaker and morticians.
5. To enter into and transact all types of business related to the compilation of financial and investment data and statistics in the Philippines and throughout the world.
6. To enter into any lawful arrangement of sharing profits, union of interest, unitization or farm out agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.
7. To undertake researches, investigations and examinations of business and enterprises of every kind and description in the Philippines and throughout the world for the purpose of obtaining information and particulars on the investment and utilization of capital.
8. To manufacture, (except food, drugs and cosmetics), buy, sell, deal in and to engage in, conduct and carry on the business of manufacturing, buying, selling at wholesale only, and dealing in goods, wares, and merchandise of every class and description, including agricultural products, as may be permitted by the laws of the Philippines, and to act as agent, representative or attorney-in-fact of any individual, association, partnership, corporation or any other entity; to act as manufacturer's representative, commission merchant, merchandise broker, indentor, factor, consignment agent or in any other representative capacity for natural or juridical persons or entities, whether domestic or foreign.

9. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within and without the Philippines.
10. To carry on a general mercantile and commercial business of exporting, importing, wholesaling, jobbling or otherwise disposing of and dealing in any goods, wares, mercantile and commodities of all kinds and various services and items ancillary thereto; to acquire by purchase or otherwise, and of owning, using, selling, granting, assigning and licensing others to use franchise of any business or retailing system.
11. To own or otherwise acquire by deed, purchase or otherwise, the necessary property, building, and equipment essential or incidental to said business and to purchase, own, hold, possess, lease or otherwise acquire, and to use, operate, maintain, sell, pledge, mortgage, transfer or assign any real or personal property in the furtherance of the business and purpose of the Corporation.
12. Subject to existing laws, to organize and promote or assist in establishing, organizing and promoting manufacturing, real estate and industrial enterprise; to acquire, construct, erect, lease and operate plants, factory sites, and the machinery and equipment required for the operation of such enterprises, and generally to own, manage, and/or administer lands, buildings, business of any kind, properties whether real or personal, and to construct and sell condominiums, as owner or as agent, representative or attorney-in-fact of owners thereof.
13. To borrow or raise money necessary to meet the financial requirements of its business 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 its capital stock, bonds, debentures, notes and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.
14. To purchase, own, receive, collect or otherwise acquire, obtain any interest in, hold, pledge, hypothecate, mortgage, assign, deposit, create, trust with respect to, deal in, exchange, sell or otherwise dispose of, all kinds of shares, stocks, voting trust certificates, trust receipts, notes and other securities, obligations, and evidence of indebtedness, including promissory notes, drafts, bills of exchange, negotiable instruments and currencies of any person, partnership, association, corporation or entity, whether domestic or foreign.

15. To acquire shares, stocks, debentures, bonds, obligations, or securities of the Corporation, by purchase or otherwise, in so far as may be necessary to carry out its purpose, and to exercise and enforce all rights and powers conferred by or incident thereto.
16. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept.
17. To guarantee bonds, contracts, debts or other obligations or undertakings of any other person, firm, or corporation, and to convey, transfer or assign, by way of pledge or mortgage, all or any of the corporation's property or rights, both present and future, of such persons, firms or corporations, and on such terms and conditions as the corporation may determine, provided, however, that nothing herein contained shall be deemed to authorize the corporation to engage in the banking, surety or bonding business.
18. In carrying on its business and in order to attain and further its powers or purposes, to do any and all other acts or things, and to exercise any and all other powers which a natural person might or could do and exercise and which now or hereafter may be authorized by law, as principal, agent, contractor, trustee or otherwise, either alone or in company with others, and, in addition, to have and exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations under the provisions of the laws authorizing the formation of such corporations.
19. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried out and done in connection therewith, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the Corporation.

THIRD: That the place where the principal office of the corporation is to be established or located is at Sun Life Centre, 5<sup>th</sup> Avenue corner Rizal Drive, Bonifacio Global City, Taguig. *(As amended and approved at the Regular Meeting of the Board of Directors and the Special Stockholders Meeting both held on 13 December 2011)*

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

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

NAME	NATIONALITY	RESIDENCE
ESTHER C. TAN	Filipino	172 Barcelona Street, San Juan, Metro Manila
FERDINAND BERBA	Filipino	2 North R. Tirona St., Classic BF Homes, Parañaque
HENRY JOSEPH HERRERA	Filipino	107 Taurus Street, Cinco Hermanos, Marikina City
CAESAR P. ALTAREJOS, JR.	Filipino	89 Dallas cor. Cebu Streets, Phase III, BF Homes, Parañaque
RAOUL LITTAUA	Filipino	Blk 4 Lots 11 & 13, Donnaville BF Resort, Las Piñas

SIXTH: That the number of directors of said corporation shall be FIVE (5) and that the names, nationalities and residences of the directors 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	Filipino	172 Barcelona Street, San Juan, Metro Manila
FERDINAND BERBA	Filipino	2 North R. Tirona St., Classic BF Homes, Parañaque
HENRY JOSEPH HERRERA	Filipino	107 Taurus Street, Cinco Hermanos, Marikina City
CAESAR P. ALTAREJOS, JR.	Filipino	89 Dallas cor. Cebu Streets, Phase III, BF Homes, Parañaque
RAOUL LITTAUA	Filipino	Blk 4 Lots 11 & 13, Donnaville BF Resort, Las Piñas

SEVENTH: That the authorized capital stock of said corporation is ONE HUNDRED TWENTY FIVE MILLION PESOS (Php125,000,000.00) in Philippine Currency, and said capital stock is divided into THREE MILLION (3,000,000) common shares with a par value of TWENTY FIVE PESOS (Php25.00) each and TWO MILLION (2,000,000) preferred shares with a par value of TWENTY FIVE PESOS (Php25.00) each. *(As amended and approved in the Special Joint meeting of the Board of Directors and Stockholders held on 29 July 2010.)*

The Preferred Shares shall have the following features:

- (a) The holders of Preferred Shares outstanding from time to time (the "Preferred Shareholders") shall have voting rights.
- (b) Unless otherwise approved by the corporation's Board of Directors, the Preferred Shareholders shall be entitled to participate in any regular dividend declared for the Common Shares of the corporation to be paid out of the corporation's unrestricted retained earnings at the same rate and upon the same terms as declared and paid to the holders of the Common Shares (the

"Common Shareholders"). The Preferred Shareholders shall also be entitled to such other dividends as may be determined and approved by the Board of Directors of the corporation.

Unless dividends on all outstanding shares of Preferred Shares shall have been paid or declared and set apart for payment, (i) no dividends shall be paid or declared and set apart for payment, in respect to the Common Shares; (ii) no distribution shall be made in respect to the Common Shares as to distribution upon liquidation, dissolution or winding-up; (iii) nor shall any Common Shares, upon liquidation, dissolution or winding up of the corporation, be redeemed, purchased or otherwise acquired for any consideration (or any payment made to or made available for a sinking fund for the redemption of any shares of stock) by the corporation.

- (c) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation (but not on redemption of Preferred Shares or any repurchase by the corporation of Preferred Shares), the Preferred Shareholders (together with the holders of all other shares ranking pari passu therewith to the extent of the distributable amount to which they are entitled) shall be entitled to receive out of the assets of the corporation available for distribution to the shareholders of the corporation, before any distribution of assets is made to Common Shareholders.
- (d) The Preferred Shares may be redeemed at the option of the corporation, subject to the approval of the Board of Directors of the corporation. Any Preferred Shares shall enjoy a coupon of five and a half percent (5.5%). (As Amended on April 2, 2008)

EIGHTH: That the amount of said capital stock which has been actually subscribed is THREE HUNDRED MILLION PESOS (Php300,000,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

NAME	NATIONALITY	NO. OF SHARES SUBSCRIBED	AMOUNT SUBSCRIBED	AMOUNT PAID ON SUBSCRIPTION
ESTHER C. TAN	Filipino	1	100.00	100.00
FERDINAND BERBA	Filipino	1	100.00	100.00
HENRY JOSEPH HERRERA	Filipino	1	100.00	100.00
CAESAR P. ALTAREJOS, JR.	Filipino	1	100.00	100.00
RAOUL LITTAUA	Filipino	1	100.00	100.00
SUN LIFE OF CANADA (PHILS.), INC.	Canadian	2,999,995	299,999,500.00	149,999,500.00
	TOTAL	3,000,000	300,000,000	150,000,000

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

NAME	AMOUNT PAID
ESTHER C. TAN	Php 100.00
FERDINAND BERBA	100.00
HENRY JOSEPH HERRERA	100.00
CAESAR P. ALTAREJOS, JR.	100.00
RAOUL LITTAUA	100.00
SUN LIFE OF CANADA (PHILS.), INC.	149,999,500.00
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<b>TOTAL</b>	<b>Php 150,000,000.00</b>

TENTH: That Caesar P. Altajeros, Jr. has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the By-Laws; and that as such Treasurer, he/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 12<sup>th</sup> day of September 2000 at Makati City.

(signed)  
ESTHER C. TAN

(signed)  
FERDINAND BERBA

(signed)  
HENRY JOSEPH HERRERA

(signed)  
CAESAR P. ALTAREJOS, JR.

(signed)  
RAOUL LITTAUA

Signed in the presence of:

Marivic Garciano

Venecia Victoriano



ACKNOWLEDGEMENT

Republic of the Philippines )  
Makati City, Metro Manila ) S.S.

BEFORE ME, a Notary Public and for Quezon City, Philippines, this 14<sup>th</sup> Day of September 2000, personally appeared:

NAME	CTC	DATE & PLACE ISSUED
ESTHER C. TAN	15312063	01-07-2000/Manila
FERDINAND BERBA	09968307	03-16-2000/Makati City
HENRY JOSEPH HERRERA	14491303	02-29-2000/Makati City
CAESAR P. ALTAREJOS, JR.	09630024	03-01-2000/Parañaque
RAOUL LITTAUA	09665319	04-07-2000/Parañaque

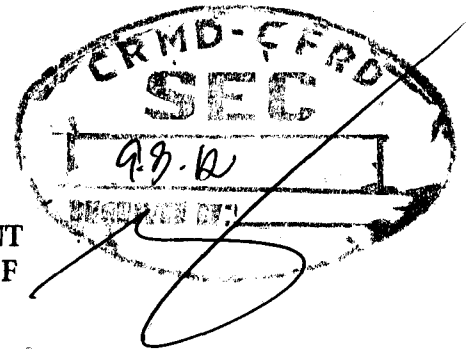
all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above-written.

Doc. No. 446;  
Page No. 88;  
Book No. 119;  
Series of 2000

NOTARY PUBLIC  
[Notarization as per Articles of Incorporation  
Name of Notary Public: Joel C. Cordola  
Commission Until December 31, 2001  
PTR No. 1052085, 1/3/2000, Quezon City]

**DIRECTORS' CERTIFICATE OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION OF  
SUN LIFE FINANCIAL PLANS, INC.**



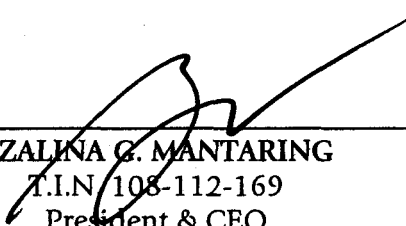
**KNOW ALL MEN BY THESE PRESENTS:**


We, the undersigned, constituting a majority of the Board of Directors and the Corporate Secretary of **SUN LIFE FINANCIAL PLANS, INC.** (the "Corporation"), a corporation duly organized and existing under Philippine laws with SEC Registration No. A200014495 and with former office address at Tower 2, The Enterprise Center, 6766 Ayala Avenue, Makati City, do hereby certify under oath that the Articles of Incorporation of said corporation was amended by majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at at the regular meeting of the Board of Directors held on 13 December 2011 at 2:00 P.M. in Taguig City and the special meeting of the stockholders held on 13 December 2011 at 3:00 P.M. in Taguig City.

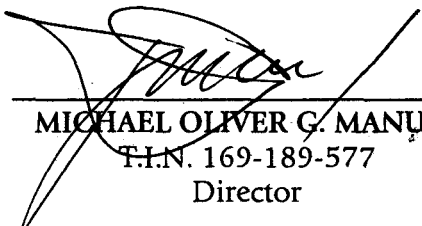
The amended provisions of the attached Amended Articles of Incorporation refer to the Third Article thereof, to reflect the change in the Corporation's principal office from Tower 2, The Enterprise Center, 6766 Ayala Avenue, Makati City to the Sun Life Centre, 5<sup>th</sup> Avenue corner Rizal Drive, Bonifacio Global City, Taguig. Said Third Article has been amended to read as follows:


**"THIRD:** That the place where the principal office of the corporation is to be established or located is at Sun Life Centre, 5<sup>th</sup> Avenue corner Rizal Drive, Bonifacio Global City, Taguig."


IN WITNESS WHEREOF, we have hereunto signed this Director's Certificate of Amendment of the Articles of Incorporation this FEB 22 2012 in Taguig City, Philippines.

  
RIZALINA G. MANTARING  
T.I.N. 108-112-169  
President & CEO

  
RAFAEL M. ALUNAN III  
T.I.N. 133-432-531  
Director

  
MICHAEL OLIVER G. MANUEL  
T.I.N. 169-189-577  
Director


  
OSCAR S. REYES  
T.I.N. 136-623-569  
Director

  
JEMILYN S. CAMANIA  
T.I.N. 175-381-217  
Corporate Secretary

SUBSCRIBED AND SWORN to before me, a Notary Public for and in \_\_\_\_\_ this, this FEB 24 2012 day of QUEZON CITY 2012 at \_\_\_\_\_ by affiants, who personally exhibiting as proof of their identity the following competent evidence of identification:

<u>Name</u>	<u>Document No.</u>	<u>Date &amp; Place Issued</u>
Rizalina G. Mantaring	Passport No. EB2566111	05-29-11/Manila
Rafael M. Alunan III	Passport No. EB2173485	04-01-11/Manila
Michael Oliver G. Manuel	Passport No. EB0089888	04-12-10/Manila
Oscar S. Reyes	Passport No. XX2143931	09-29-08/Manila
Jemilyn S. Camania	Passport No. EB0123178	04-20-10/Manila

Doc. No. IX;  
Book No. X;  
Page No. 11;  
Series of 2012.

  
ATTY. JOEL G. CORDOLA  
NOTARY PUBLIC  
NOTARIAL COMMISSION NO. 066  
COMMISSION EXPIRES DEC. 31, 2012  
PTR NO. 6010756, 1/03/2012, Q.C.  
IBP NO. 823224 DEC. 2, 2011, Q.C.  
ROLL OF ATTORNEY NO. 25103