



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

COMPANY REG. NO. CS201739630

COMPANY TIN 009-942-763

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), approved on May 1, 1980 and the Foreign Investments Act of 1991 (Republic Act No. 7042, as amended), approved on June 13, 1991, and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but 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.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Pasay City, Metro Manila, Philippines, this 10th day of January, Twenty Eighteen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

SEC Reportorial and Monitoring Requirements for Domestic Corporations

DOCUMENT	Filing Period
<p>General Information Sheet (GIS)</p> <p>The GIS should be certified and sworn to by the corporate secretary.</p> <p>The GIS of domestic corporations, except banks and insurance companies, with annual gross sales or gross revenues of at least Php5,000,000.00 shall also be submitted in <i>electronic format</i> (i.e. on diskettes or compact disc)</p>	<p>Within 30 calendar days from the date of the actual annual stockholders' or members' meeting:</p> <ul style="list-style-type: none"> - if unable to hold stockholders' or members' meeting for the calendar year not later than January 30 of the next calendar year - all changes arising between annual meetings and those affecting the information stated in the GIS shall be reflected in an amended GIS labeled as such and the changes clearly highlighted; the amended GIS shall be submitted within 30 calendar days after the occurrence or effectivity of such change.
<p>Financial Statements (FS) stamped "received" by the Bureau of Internal Revenue</p> <p>The FS of the following domestic corporations shall be audited by an independent certified public accountant (CPA) accredited with the Board of Accountancy (BOA)</p> <ul style="list-style-type: none"> a.) stock corporations with paid-up capital Php50,000.00 <i>or more</i>; and b.) non-stock corporations with annual gross receipts of Php100,000.00 <i>or more</i>, or total assets of Php500,000.00 or more <p>The FS of the following domestic corporations shall, at the minimum, be certified under oath by the treasurer of the corporation:</p> <ul style="list-style-type: none"> a.) stock corporations with paid-up capital of less than Php50,000.00; and b.) non-stock corporations with annual gross receipts of less than Php100,000.00 or total assets of less than Php500,000.00 	<p>Within 120 calendar days after the end of the fiscal year as specified in the by-laws</p>
<p>The FS of the domestic corporations, except banks and insurance companies, with annual gross sales or gross revenues of at least Php5,000,000.00 shall also be submitted in electronic format (i.e. on diskettes or compact disc)</p>	<p>Within 30 days from the last day of submission of the FS</p>
<p>Affidavit of Non-Operation (in addition to the GIS and the Financial Statements stamped "received" by the Bureau of Internal Revenue), in case of non-operation</p>	<p>Within 120 days after the end of the fiscal year as specified in the by-laws</p>
<p>Stock and Transfer Book (for stock corporation) or Membership Book (for non-stock corporation)</p>	<p>Within 30 days from the date of the issuance of the certificate of incorporation</p>



UNIFIED REGISTRATION RECORD (URR)

COMPANY NAME

SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.

SEC REGISTRATION NUMBER

CS201739630

BUSINESS/TRADE NAMES

TAX IDENTIFICATION NUMBER (TIN)

009-942-763-000

PRINCIPAL ADDRESS

SUN LIFE CENTER 5TH AVE. COR. RIZAL DRIVE, BGC TAGUIG, METRO MANILA

PAG-IBIG EMPLOYER NUMBER (Eyer ID)

PHILHEALTH EMPLOYER NUMBER (PEN)

SSS EMPLOYER NUMBER (ER No.)

8000015246

PHONE NO. 7512222

FAX NO.

MOBILE NO.

E-MAIL ADDRESS

AUTHORIZED REPRESENTATIVE (to be filled up by company - for presentation to social agencies)

01-10-2018 04:01:56 PM



**Securities and
Exchange
Commission**
PHILIPPINES

COMPANY REGISTRATION AND MONITORING DEPARTMENT

DIRECTORS/INCORPORATORS

Gentlemen:

Please be advised that the Commission was not able to receive the **PHILHEALTH and PAG-IBIG (SOCIAL AGENCIES)** Employer Registration Number (ERN) due to system error encountered in the Integrated Business Registry System (IBRS).

Please be advised to apply before the said Social Agencies for your ERN. Attached is a copy of your Certificate of Incorporation.

Yours most respectfully,

Sgd.
FERDINAND B. SALES
Director

COVERSHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application INCORPORATION	SEC Registration Number <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20px; height: 15px;"></td> <td style="width: 20px; height: 15px;"></td> <td style="width: 20px; height: 15px;"></td> <td style="width: 20px; height: 15px;"></td> <td style="width: 20px; height: 15px;"></td> <td style="width: 20px; height: 15px;"></td> <td style="width: 20px; height: 15px;"></td> <td style="width: 20px; height: 15px;"></td> <td style="width: 20px; height: 15px;"></td> <td style="width: 20px; height: 15px;"></td> </tr> </table>										

Company Name

S	U	N		L	I	F	E		P	R	O	S	P	E	R	I	T	Y		A	C	H	I	E	V	E	R		
F	U	N	D		2	0	3	8	,		I	N	C	.															

Principal Office (No./Street/Barangay/City/Town)Province)

S	u	n		L	i	f	e		C	e	n	t	r	e	,		5	t	h		A	v	e	n	u	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	,		1	6	3	4		T	a	g	u	i	g		C	i	t	y										

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Company's Facsimile Number/s
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CONTACT PERSON INFORMATION

Name of Contact Person	Email Address	Telephone Number/s	Facsimile Number/s
Atty. Rosanno P. Nisce	sonny.nisce@nmgra-law.com	7512222	7512405

Contact Person's Address

Unit 804, 8/F 139 Corporate Center, Valero St., Salcedo Village, Makati City
--

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor: _____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D.

Received by Corporate Filing and Records Division (CFRD) _____

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division		
<input type="checkbox"/>	Green Lane Unit		
<input type="checkbox"/>	Financial Analysis and Audit Division		
<input type="checkbox"/>	Licensing Unit		

Print Finish



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.** has been reserved from **November 6, 2017 to December 6, 2017.**

Reference Reservation Number (RRN): **RRN20171106095520869**

Type of Industry: Investment Company Operation

Breakdown of Fees:

Reservation Fee: Php 40.00

TOTAL: Php 40.00

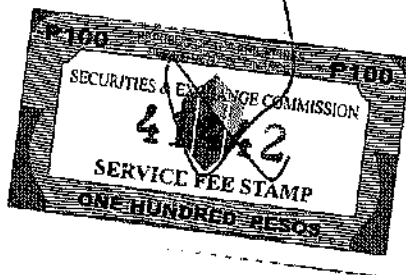
Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

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www.sec.gov.ph





ARTICLES OF INCORPORATION

OF

SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be:

SUN LIFE PROSPERITY ACHIEVER FUND 2038, 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 of ownership, including the right to vote the same and to receive, collect, and dispose of the interests, dividends, and income therefrom, to do any and all things which may be useful in connection with or incidental to the conduct of such business, and generally to carry on the business of an open-end investment company in all the elements and details thereof.

SECONDARY PURPOSES

1. To exercise in respect of all shares of stock and/or other securities from time to time owned and held by and for its account, either directly or through a nominee, any and all rights, powers and privileges of individual ownership or interest therein, including the right to vote thereon for any and all purposes or otherwise act with respect thereto, to receive, collect and dispose of the interests, dividends and income therefrom and to do any and all acts and things for the preservation, improvement, enhancement in value of such securities or designed to accomplish any such purpose, including without limiting the generality of the foregoing, the power (i) to aid by loan, subsidy, surety, guaranty or otherwise, those issuing, creating or responsible for any such securities; (ii) to acquire or become interested in any such securities by underwriting, syndicate participation or otherwise; (iii) to consent to the reorganization, merger, or consolidation of any company or to consent to the sale or lease of all or substantially

all of the property and assets of a company to any other company; (iv) to exchange any of the shares of stock of any company for the shares of stock issued therefor upon any such reorganization, merger, consolidation, sale or lease; (v) to pay any assessments and exercise any subscriptions for shares of stock of a company which it may be required or permitted to pay or exercise as the holder of any shares of any company; (vi) to exercise any option which it may have as the holder of any shares of any company to convert such shares into or exchange such shares for other shares of any company; and (vii) generally to exercise in respect of all shares of all companies all such rights, powers and privileges as are or may be exercised by any person owning such shares in his own right;

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

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

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

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

6. To borrow or raise money necessary to meet the financial requirements of the corporation by the issuance of bonds, promissory notes, and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation, or to issue, pursuant to law, shares of the capital stock, debentures, bonds, warrants, notes, or other evidences of indebtedness in payment for the properties acquired by the corporation or for money borrowed in the prosecution of its business.

7. To deal in and with the properties of the corporation in such manner as may from time to time be considered necessary for the advancement of the business interest of the Corporation, and to sell, transfer, or dispose of 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 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	Filipino	12 Vicente Lim Street, Ayala Heights, Tandang Sora, Quezon City
Benedicto C. Sison	Filipino	Unit 2606 Arya Residences Tower 2, McKinley Parkway, Fort Bonifacio, Taguig City
Valerie N. Pama	Filipino	157 Fernando Street, Paseo de Magallanes, Makati City
Oscar S. Reyes	Filipino	58 McKinley Road, Forbes Park, Makati City
Melito S. Salazar, Jr.	Filipino	7 Tulips Street, Saint Dominic IV, Culiati, Quezon City

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

NAME	NATIONALITY	RESIDENCE
Rizalina G. Mantaring	Filipino	12 Vicente Lim Street, Ayala Heights, Tandang Sora, Quezon City
Benedicto C. Sison	Filipino	Unit 2606 Arya Residences Tower 2, McKinley Parkway, Fort Bonifacio, Taguig City
Valerie N. Pama	Filipino	157 Fernando Street, Paseo de Magallanes, Makati City
Oscar S. Reyes	Filipino	58 McKinley Road, Forbes Park, Makati City
Melito S. Salazar, Jr.	Filipino	7 Tulips Street, Saint Dominic IV, Culiab, Quezon City

SEVENTH: (a) That the capital stock of said corporation is TWO MILLION PESOS (Php 2,000,000.00), Philippine Currency, and said capital stock is divided into 200,000,000 shares of the par value of One Philippine Centavo (PhP 0.01) per share.

(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 pre-emptive 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 the Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

EIGHTH: That the amount of said capital stock which has been actually subscribed is **Five Hundred Thousand Pesos (Php 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.	Dutch	49,999,995	Php 499,999.95
Rizalina G. Mantaring	Filipino	1	0.01
Benedicto C. Sison	Filipino	1	0.01
Valerie N. Pama	Filipino	1	0.01
Oscar S. Reyes	Filipino	1	0.01
Melito S. Salazar, Jr.	Filipino	1	0.01
Total		50,000,000	Php 500,000.00

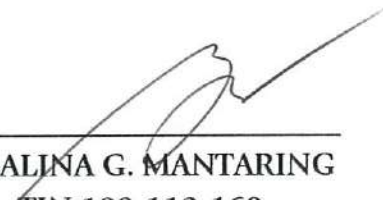
NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names:

NAME	NATIONALITY	AMOUNT PAID	ADDITIONAL PAID IN
Sun Life Asset Management Company, Inc.	Dutch	Php 499,999.95	Php 49,500,000.00
Rizalina G. Mantaring	Filipino	0.01	
Benedicto C. Sison	Filipino	0.01	
Valerie N. Pama	Filipino	0.01	
Oscar S. Reyes	Filipino	0.01	
Melito S. Salazar, Jr.	Filipino	0.01	
Total		Php 500,000.00	Php 49,500,000.00

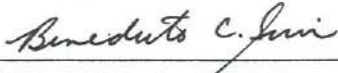
TENTH: That Candy P. Esteban has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, he has been authorized to receive for the corporation, and to issue in its name receipts for all subscriptions paid in by the subscribers.

NOV 07 2017

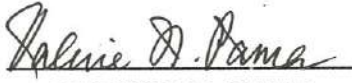
IN WITNESS WHEREOF, we have hereunto set our hands this ___th day of
2017 at **MAKATI CITY**



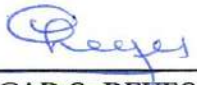
RIZALINA G. MANTARING
TIN 108-112-169



BENEDICTO C. SISON
TIN 304-968-236



VALERIE N. PAMA
TIN 106-906-963



OSCAR S. REYES
TIN 136-623-569



MELITO S. SALAZAR, JR.
TIN 109-818-555

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

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


BEFORE ME, a notary public for and in the City of MAKATI CITY, personally appeared the following persons with the documents identifying their identity: **NOV 07 2017**

Name	Passport No.	Date/Place Issued
Rizalina G. Mantaring	EC5964028	13 Nov 2015 / DFA-Manila
Benedicto O. Sison	P2684321A	11 April 2017 / DFA-Manila
Valerie N. Pama	P1484048A	06 Jan. 2017 / DFA-Manila
Oscar S. Reyes	EB8380979	12 June 2013 / DFA-Manila
Melito S. Salazar, Jr.	EB7979636	26 April 2013 / DFA-Manila

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. 246 ;
Page No. 51 ;
Book No. II ;
Series of 2017.


DENNICE ERICA L. DAVID
Notary Public from Makati City
Appointment No. M-508 (2016-2017)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City 1227
Roll of Attorneys No. 66465
Admitted to the BAR 2016
IBP No. 1041795; 01/06/2017; Makati City
PTR No. 5913248; 01/05/2017; Makati City

BY - LAWS
OF
SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.

ARTICLE I

STOCKHOLDERS' MEETINGS

SECTION 1. Annual Meetings. - The annual meeting of the stockholders shall be held at the principal office of the Corporation every fourth Wednesday of June of each year or on such other date as the board of directors may determine, unless such day is a legal holiday, in which case it shall be held on the next business day following.

SECTION 2. Special Meetings. - Special meetings of the stockholders may be called by the President of the Corporation, or by order of a majority of the board of directors, whenever such is deemed necessary; and it shall be the duty of the President and/or of the board to order and call such special meetings whenever the holders of record of not less than ten (10%) per centum of the outstanding capital stock of the Corporation with voting privileges shall in writing so request.

SECTION 3. Notices. - (a) Notice of the time and place of the annual or special meetings of the stockholders shall be given either personally, by mail—whether by physical or electronic transmission, or by such other means of communication as may be allowed by law or regulations, and addressed to each stockholder of record entitled to vote at the meeting at the address reflected in the records of Corporation at least thirty days before the date set for such meeting. The notice of every special meeting shall state briefly the purpose of the meeting and no other business shall be acted upon at such meeting except by at least a majority of all the stockholders of the Corporation entitled to vote present or represented at such meeting.

(b) Notices by electronic transmission or other means of communication shall be valid if sent to the address at which the stockholder has consented to receive notice. The stockholder shall inform the Corporation in writing if he wishes to revoke the consent to receive notices by electronic transmission or change the address to which the notices are sent.

(c) Notices of meetings need not be published in the newspapers except when necessary to comply with the special requirements of applicable law or regulations.

SECTION 4. Quorum. - A quorum for any meeting of the stockholders shall consist of ten percent (10%) of the voting stock of the Corporation, and a majority of such quorum shall decide any question at the meeting, save and except in those matters where the law requires the affirmative vote of a greater proportion.

SECTION 5. Order of business. - Unless otherwise provided elsewhere, the order of business at the annual meeting of the stockholders shall be as follows:

- (1) Presentation of Proof of the required notice of the meeting;
- (2) Proof of the presence of a quorum;
- (3) Reading and disposition of any unapproved minutes;
- (4) Review of Operations/Fund Performance;
- (5) Unfinished businesses;
- (6) New business;
- (7) Election of directors for the ensuing year;
- (8) Appointment of external auditor; and
- (9) Other matters

SECTION 6. Voting. - At every stockholders' meeting, every stockholder entitled to vote shall be entitled to one vote for each share of stock registered in his name in the books of the Corporation; provided, however, that in the case of the election of directors, every stockholder entitled to vote shall be entitled to cast his vote, at his option, in accordance with the provisions of the law or regulations. Every stockholder entitled to vote may vote personally or by proxy. The instrument authorizing a proxy to act shall be exhibited to the secretary of the Corporation, and shall be lodged with the said secretary if so required. The proxy instrument shall have the same legal effect or validity, regardless of whether it is accomplished, transmitted, recorded, processed, or stored as a physical or electronic document.

In the election of members of the board, the five nominees receiving the highest number of votes shall be declared elected.

ARTICLE II

DIRECTORS

SECTION 1. Board of Directors. - Unless otherwise provided in the law, the corporate powers of the Corporation are exercised, its business conducted and its properties controlled and held, by a board of directors consisting of five members elected from among the stockholders of the Corporation, said members so elected to hold their office for one year and until their successors are elected annually by the stockholders during their annual meeting or adjournment thereof, or at any special meeting called for the purpose.

After their election, the members of the board of directors shall elect from among themselves a Chairman of the board and a President. They shall also elect a Secretary who need not be a member of the board.

A member of the board may be removed from office in accordance with the provisions of applicable laws.

SECTION 2. Meetings. - The board shall hold meetings when necessary, upon call of the Chairman of the board or upon request of at least three of its members. Notice of the meeting shall be mailed to each director at his last known address, or delivered to him personally, or left at his office, or transmitted by fax, telephone or electronically not less than twenty-four hours previous to the hour of the meeting and in the case of members of the board residing abroad, notice of the meeting shall be given by fax or e-mail. The notice shall specify the date, hour, and place of the meeting.

SECTION 3. Quorum. - A majority of the members of the board shall constitute a quorum at any meeting for the transaction of corporate business, and every decision of a majority of the quorum duly assembled as a board shall be valid as a corporate act, unless otherwise provided in these by-laws.

SECTION 4. Compensation. - For each attendance at any meeting of the board, a member of the board is entitled to a fee in such amount as may be determined by the board, which shall take the industry practice into consideration.

SECTION 5. Vacancy. - In case any vacancy or vacancies occur on the board during the period between two annual meetings of stockholders, due to the death, resignation or other causes the remaining members of the board, if still constituting a quorum, may fill said vacancy or vacancies by electing from among the stockholders, and the stockholder or stockholders so elected shall act as member or members of said board until the election of a new board of directors.

ARTICLE III

EXECUTIVE OFFICERS

SECTION 1. Executive Officers. - The executive officers of the Corporation shall be a President, who shall be a member of the board of directors, a Treasurer, and a Secretary, all of whom shall be elected by the board.

SECTION 2. Election; vacancy. - Officers shall be elected by each new board of directors at the first meeting after its election. Every officer, including the President, shall be subject to removal at any time by the board of directors. All officers shall hold office for one year and until their successors are duly elected and

qualified; provided, that any officer elected to fill any vacancy shall hold office only for the unexpired term of such officer.

SECTION 3. President. - The President is the Chief Executive Officer of the Corporation. In addition to such duties as may be delegated to him by the board of directors, he shall have general supervision of the business affairs and property of the Corporation, and over its several officers and employees. The President shall submit to the board as soon as possible at each annual meeting, a complete report of the operations of the Corporation for the preceding year, and the state of its affairs, and he shall, from time to time, report to the board, all matters within his knowledge which the interests of the Corporation may require to be brought to its notice. He shall do and perform such other duties as from time to time may be assigned to him by the board of directors.

SECTION 4. Secretary. - The Secretary has the duty to prepare and keep the minutes of all meetings of the stockholders and the board. He shall also perform such other duties as the board of directors may from time to time direct. He shall keep in safe custody the seal of the Corporation, and when authorized by the board of directors, he shall affix such seal to any instrument requiring the same. The corporate seal of the Corporation so affixed shall always be attested by him. He shall have charge of the stock certificate book and such other books and papers of the Corporation. He shall attend to the giving and serving of all notices required by the law or by the by-laws.

SECTION 5. Treasurer. - The Treasurer shall have charge of the funds, securities, receipts, and disbursements of the Corporation. He shall deposit or cause to be deposited all moneys and other valuable effects of the Corporation in such banks or trust companies as the board of directors may designate. He shall render to the President or to the board of directors whenever required an account of the financial condition of the Corporation, and of all transactions made by him as Treasurer. He shall keep correct books of account of all the business transaction of the Corporation. All checks paid out or indorsed by the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

ARTICLE IV

COMMITTEES AND ADVISORY BOARD

SECTION 1. Committees. - The board of directors may, by resolution or resolutions, designate one or more committees which, to the extent provided in said resolution or resolutions or in these by-laws, shall have and may exercise any of the powers of the board of directors in the management of the business and affairs of the Corporation. Such committee or committees shall have such names or names as may be determined from time to time by resolution adopted by the board of directors. Each committee shall keep regular minutes of its proceedings and report

the same to the board when required. The board of directors shall have the power to change the members of any such committee at any time, to fill vacancies and to discharge any such committee members either with or without cause.

SECTION 2. Advisory Board. - There may be an Advisory Board of any number of individuals appointed by the board of directors who may meet at stated times or on notice to all by any one of their own number or by the President of the Corporation. The Advisory Board will have no power to require the Corporation to make any specific action. Its purpose is solely to consider matters of general policy and to make recommendations along such lines to the board of directors. Each member of the Advisory Board shall receive such remuneration as the board of directors shall, from time to time, fix by resolution.

ARTICLE V

LIABILITIES OF MEMBERS OF THE BOARD AND OFFICERS

SECTION 1. Liability. - No provision of these by-laws shall be construed to relieve any member of the board or officer from the responsibilities arising from their fiduciary duties to the Corporation, in accordance with law and these by-laws.

SECTION 2. Indemnity of Directors and Officers and Agents. - Subject to applicable provisions of the Investment Company Act, as such may be amended from time to time, and the regulations promulgated thereunder, and any other applicable law, each present and future director, officer and agent (and his heirs, executors and administrators) shall be indemnified by the Corporation against reasonable costs and expenses incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director, officer or agent of the Corporation, except in relation to any actions, suits or proceedings in which he has been adjudged liable because of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. In the absence of an adjudication which expressly imposes on the director, officer or agent liability to the Corporation or its stockholders for willful misfeasance, bad faith, gross negligence and reckless disregard of the duties involved in the conduct of his office, or in the event of a settlement, each director, officer and agent (and his heirs, executors and administrators) shall be indemnified by the Corporation against payments made, including reasonable costs and expenses, provided that such indemnity shall be conditioned upon the prior determination by a resolution of a majority of those members of the board of directors of the Corporation who are not involved in the action, suit or proceeding that the director or officer has no liability by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office, and provided further that if a majority of the members of the board of directors of the Corporation is involved in the action, suit or proceeding, such determination shall have been made by a written opinion of

independent counsel. Amounts paid in settlement shall not exceed costs, fees, and expenses which would have been reasonably incurred in the action, suit or proceeding had the action, suit or proceeding been litigated to conclusion. Such a determination by the board of directors, or by independent counsel, and the payment of amounts by the Corporation on the basis thereof shall not prevent a stockholder from challenging such indemnification by appropriate legal proceedings on the grounds that the person indemnified was liable to the Corporation or its security holders by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing rights of indemnification shall inure to the benefit of the heirs, executors and administrators of any such officer, director or agent, provided, however, that nothing herein nor any provision of the Articles of Incorporation or by-laws of the Corporation shall be deemed to protect or indemnify any officer, director or agent of the Corporation against any liability to the Corporation or to security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

ARTICLE VI

CONTRACTS

SECTION 1. Management Contract. - (a) The board of directors, may, at any time and from time to time, contract for management services with such Corporation or firm as the board of directors may deem desirable, in a manner not to contravene the applicable laws and regulations. The management of the Corporation's investment portfolios shall be contracted out to an asset management Corporation subject to the investment policies as determined by the board of directors.

(b) Any management contract whereby, subject to the control of the board of directors of the Corporation, the investment portfolio of the Corporation shall be managed or supervised by the other party to such contract, shall provide, among other things, that such management contract shall be automatically terminated in the event it is assigned to such other party. Nothing herein contained, however, shall be construed to prevent the other party to a management contract, with the knowledge and consent of the board of directors of this Corporation from contracting in turn for investment counseling with respect to any or all of the portfolio.

SECTION 2. Distribution Contract. - (a) The board of directors may, at any time and from time to time, contract with any or more than one corporation or firm, appointing it or them as the distributor(s) or underwriter(s) for the securities issued by the Corporation in a manner not to contravene the applicable laws and regulations. If deemed beneficial to the Corporation by the board of directors and

subject to applicable laws and regulations, such distribution contract and the management contract referred to in Section 1 of this Article VI may be entered into with any one Corporation or firm.

(b) Except where allowed by the applicable laws or regulations, the Corporation shall not issue or sell any of the shares of stock of the Corporation, before paying any taxes in connection with such issue or sale, less than the net asset value thereof determined and in effect at the time when the sale or contract of sale is made, except when any contract or arrangement is in effect between the Corporation and distributor which contemplates the sale of shares by the distributor to the public at prices based on the net asset value in effect at the time of sale by the distributor to the public; the Corporation may, pursuant to such contract or arrangement, sell to the distributor the number of shares needed by the distributor to fill orders received by the distributor during the period when a given net asset value is in effect, at a price less than said net asset value, provided that the sale by the Corporation to the distributors is effected within a reasonable time after the close of the period as the board of Directors may approve.

No shares of its stock shall be sold by the Corporation during any period [other than the usual periods of not in excess of three (3) days in connection with the usual holidays] when the Philippine Stock Exchange is closed, except to a distributor under a contract or arrangement as aforesaid to cover sales made by the distributor prior to the closing, or except when the net asset value of the shares is determined pursuant to Article IX.

ARTICLE VII

CERTIFICATES OF STOCK

SECTION 1. Issuance. - Certificates of Stock will be issued only for fully paid shares of stock. The certificates shall be issued in numerical order, each signed by the President or designated officer and countersigned by the Secretary. In case of inability or default of the Secretary, the Acting Secretary, if one has been appointed by the board and duly authorized, may countersign the certificates. Each certificate of stock issued shall be sealed with the corporate seal of the Corporation and the issuance thereof and the address of the stockholders recorded on each respective stub and in the corporate stock register.

SECTION 2. Transfer. - Transfer of shares of stock shall be made on the books of the Corporation only upon such surrender of issued certificates duly endorsed by the stockholder before two subscribing witnesses.

In the transfer of shares, the books of the Corporation shall show the names of the parties to the transaction, the date of the transfer, the number of the certificate and the number of shares transferred. No shares of stock against which the

Corporation holds an unpaid claim shall be transferable on the books of the Corporation.

SECTION 3. Lost or Destroyed Certificates. - Lost or destroyed certificates may be replaced in accordance with the provisions of existing laws, particularly Section 73 of the Corporation Code, as such may be amended from time to time. In case of loss or destruction of any certificate or certificates of stock, new certificate/s may be issued upon application thereof in writing filed with the Corporation by the registered owner of the share or shares covered thereby, or his duly authorized representative, supported by a sworn statement detailing the circumstances surrounding such loss or destruction. The Corporation, through the board of directors, shall, from time to time, prescribe and fix the fees payable to the Corporation for the issuance of such new certificate/s. The delivery of a bond indemnifying the Corporation from any claim that may be made against it by reason of the issuance of such new certificate may also be required.

SECTION 4. Stock and Transfer Book. - The stock and transfer book of the Corporation shall be kept in its head office and shall be open during business hours to the inspection of any stockholder.

SECTION 5. Bookkeeping Arrangements. - The Corporation may establish procedures whereby it will not issue certificates of stock except upon specific request of a stockholder and whereby the Custodian referred to in Article XI or the transfer agent of the Corporation shall, periodically or upon the occasion of any change in the holdings of any stockholder, issue to each stockholder or to the stockholders affected by such change a written statement of his holdings at the time such statement is issued. The board of directors may authorize the execution of any agreement, contract or other document necessary or desirable in order to carry out the intent of this provision of the by-laws.

SECTION 6. Closing of Transfer Books. - The board of directors may, by resolution, direct that the stock and transfer books of the Corporation be closed for a period not exceeding sixty (60) days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock, shall go into effect, as a record date for the determination of the stockholders entitled to notice, and to vote at, any such meeting, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any change, conversion or exchange of the capital stock, and in each such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after such record date as aforesaid.

SECTION 7. Registered Stockholder. – The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, to vote at stockholders' meetings and otherwise to exercise other rights or privileges of stockholders, and the Corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

SECTION 8. Scrips for Fractional Shares. – Whenever necessary or inevitable, the board of directors may arrange for the issuance of scrips representing fractional interests in shares of stock of the Corporation, which scrips may carry such rights to dividends and other rights (except voting rights) as the board of directors shall determine and as the applicable laws and regulations shall permit.

ARTICLE VIII

INVESTMENT POLICY

SECTION 1. Investment Objectives. – The Corporation will be classified under applicable laws and regulations as an open-end investment company. The investment objectives of the Corporation are set forth in the prospectus to be filed with the Securities and Exchange Commission. The Corporation reserves freedom of action with respect to such matters as are specifically reserved in such prospectus. Amendments thereto may be made pursuant to applicable laws and regulations.

SECTION 2. Restrictions. – The Corporation shall not:

(a) Purchase any security on margin, except such short-term credits as are necessary for the clearance of transaction;

(b) Participate on a joint and several basis in any trading account in securities, except in connection with an underwriting in which the Corporation is a participant;

(c) Effect a short sale of any security, except in connection with an underwriting in which the Corporation is a participant;

(d) Generate funds for promoting the private business or industry of an employee, officer, director, organizer, incorporator or stockholder of the Corporation;

(e) Allow any employee, officer, director, organizer, incorporator or stockholder to buy real estate, personal property or any other property and sell the same to the Corporation at a price higher than the procurement cost, or sell any

property of the Corporation, or any portion thereof, at a price below the market value thereof to any of the aforementioned persons.

The Corporation shall comply with such other restrictions prescribed under the Investment Company Act or any applicable laws or regulations.

ARTICLE IX

DETERMINATION OF THE NET ASSET VALUE

SECTION 1. Net Asset Value. - The net asset value of each share of the capital stock of the Corporation, as of the close of business on any day, shall be as defined in the prospectus to be filed with the Securities and Exchange Commission. The Corporation reserves freedom of action with respect to such matters as are specifically reserved in such prospectus. Amendments thereto may be made pursuant to applicable laws and regulations.

ARTICLE X

REDEMPTION OF SHARES

SECTION 1. Procedure for Redemption. - the Corporation agrees to purchase, and each holder of capital stock of the Corporation shall be entitled to require the Corporation to purchase (but not in the event and to the extent that the Corporation has no assets legally available for such purpose whether arising out of capital, paid-in surplus, or other surplus, net profits or otherwise), all or any part of the shares of capital stock standing in the name of such holder on the books of the Corporation, but only at the net asset value of such shares as of the effective date of redemption. Any such demand for purchase shall be accompanied by any certificate which has been issued representing such shares.

SECTION 2. Payment on Redemption. - Payment for the shares purchased, as aforesaid, shall be made by the Corporation within seven days after the date on which demand is so made. The board of directors, may, however, in its discretion, if it deems it advisable for the best interests of the Corporation and the stockholders as a whole, subject to applicable rules and regulations of the Securities and Exchange Commission, suspend the right to require the repurchase of shares as aforesaid or defer payment for the shares for all or part of any period when (1) trading on the Philippine Stock Exchange is restricted, as determined by the Securities and Exchange Commission, or such Exchange is closed for other than customary week-end and holiday closing, (2) the Securities and Exchange Commission has by order permitted such suspension, (3) an emergency exists making disposal of portfolio securities or valuation of net assets of the Fund not reasonably practicable, or (4) an event defined in the prospectus occurs. In the event that the right to require the

repurchase of shares so presented is suspended pursuant to the preceding sentence, then with respect to shares demand for purchase of which is so made on the day on which the suspension is declared and prior to the day on which the period of suspension is terminated (i) the stockholder may withdraw his demand and require the return of any certificate presented by him or (ii) the determination of the net asset value with respect to any shares remaining on deposit shall be made as of the close of business on the first business day on which (a) the Philippine Stock Exchange is open, or (b) a determination of the net asset value of the shares is made pursuant to Article IX which occurs on or after the date of termination of the period of such suspension, and (c) payment for said shares shall be made to the holder of record within seven days after such termination date.

ARTICLE XI

CUSTODIAN AND AUDITORS

SECTION 1. Custodian. - All securities owned by the Corporation shall be held by a Custodian which shall be a commercial bank in good repute or any other entity with the qualifications prescribed under applicable laws and regulations. The Custodian shall be appointed from time to time by the board of directors, which shall fix its remuneration and the terms under which it shall act and hold in custody such securities. Upon the resignation or inability to serve of any such Custodian, the Corporation shall (a) use its best efforts to obtain a successor custodian, (b) require the securities of the Corporation held by the Custodian to be delivered to the successor custodian, and (c) in the event that no successor custodian can be found, submit to the stockholders of the Corporation, before permitting delivery of such securities to anyone other than a successor custodian, the question whether the Corporation shall function without a custodian; provided, however, that nothing herein contained shall prevent the termination at any time on not more than ninety days' notice of any agreement between the Corporation and any such Custodian by the board of directors of the Corporation or by the affirmative vote of the outstanding stock with voting powers of the Corporation. Upon its resignation or inability to serve, the Custodian may deliver any assets of the Corporation held by it to a qualified bank selected by it, such assets to be held subject to the terms of custody which governed such retiring custodian, pending action by the Corporation as set forth in this Section.

SECTION 2. Auxiliary Custodian. - In the event that the board of directors shall deem it necessary or desirable that any of the securities of the Corporation to be held outside of the Philippines to the extent permitted by applicable laws and regulations, or in cases where custody over the securities by the principal Custodian, may not be practicable, the board of directors may designate one or more auxiliary Custodians for such securities, subject to supervision by the principal Custodian.

SECTION 3. Auditors. - The auditors of the Corporation shall be designated in accordance with applicable laws and regulations.

ARTICLE XII

CORPORATE SEAL

SECTION 1. Seal. - The corporate seal of the Corporation, unless otherwise ordered by the board of directors, shall be circular in form and shall bear the words: "Sun Life Prosperity Achiever Fund 2038, Inc."

ARTICLE XIII

FISCAL YEAR

SECTION 1. Fiscal Year. - The fiscal year of the Corporation shall begin from January 1st and end on December 31st of every year.

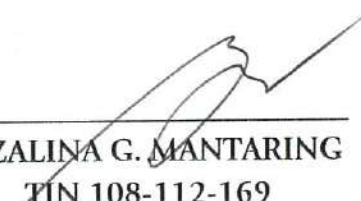
ARTICLE XIV

AMENDMENT OF THE BY-LAWS


SECTION 1. Amendments. - These by-laws may be amended, altered or repealed, in whole or in part, by the stockholders representing a majority of the subscribed capital stock of the Corporation at their annual meeting or at a special meeting duly called for the purpose, and by majority vote of the members of the Board of Directors.

These by-laws may also be amended, altered, repealed, in whole or in part, by a vote of a majority of all the members of the board, in accordance with law, at a regular meeting duly called for the purpose, provided that notice of intention to amend the by-laws shall have been given at the next preceding meeting of the board, or without such notice, by a vote of at least 2/3 of all members of the board. Any amendment, alteration or repeal decided by the board shall become effective without need of confirmation by the stockholders, unless the board provides otherwise, by the same shall be reported to the stockholders for their information at their next annual meeting or special meeting.

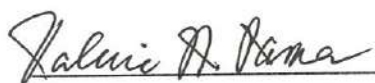
IN WITNESS WHEREOF, we, the undersigned stockholders have adopted the foregoing by-laws and hereunto affixed our signatures this NOV 07 2017 day of MAKATI CITY.



RIZALINA G. MANTARING
TIN 108-112-169



BENEDICTO O. SISON
TIN 304-968-236



VALERIE N. PAMA
TIN 106-906-963



OSCAR S. REYES
TIN 136-623-569



MELITO S. SALAZAR, JR.
TIN109-818-555

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

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


BEFORE ME, a notary public for and in the City of MAKATI CITY,
personally appeared the following persons with the documents identifying their
identity: NOV 07 2017

Name	Passport No.	Date/Place Issued
Rizalina G. Mantaring	EC5964028	13 Nov 2015 / DFA-Manila
Benedicto O. Sison	P2684321A	11 April 2017 / DFA-Manila
Valerie N. Pama	P1484048A	06 Jan. 2017 / DFA-Manila
Oscar S. Reyes	EB8380979	12 June 2013 / DFA-Manila
Melito S. Salazar, Jr.	EB7979636	26 April 2013 / DFA-Manila

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. 245 ;
Page No. 50 ;
Book No. II ;
Series of 2017.


DENNICE ERICA L. DAVID
Notary Public from Makati City
Appointment No. M-508 (2016-2017)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City 1227
Roll of Attorneys No. 66465
Admitted to the BAR 2016
IBP No. 1041795; 01/06/2017; Makati City
PTR No. 5913248; 01/05/2017; Makati City

JOINT AFFIDAVIT OF UNDERTAKING

WE, **BENEDICTO C. SISON**, and **VALERIE N. PAMA**, both of legal age, Filipinos and with address at 8th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig, 1634, respectively, after being duly sworn in accordance with law, depose and state that:

1. We are among the incorporators of **Sun Life Prosperity Achiever Fund 2038, Inc.** which is in the process of registering its corporate name with the Securities and Exchange Commission.

2. We, on behalf of said corporation, hereby undertake to change its corporate name, as herein provided or as amended thereafter, immediately upon receipt of notice or directive from the 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 as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good custom or public policy.

3. This Affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, we have hereunto affixed our signatures on the date and in the place written below.

Benedicto C. Sison
BENEDICTO C. SISON
Affiant

Valerie N. Pama
VALERIE N. PAMA
Affiant

SUBSCRIBED AND SWORN to before me this ____th day of NOV 07 2017 2017 at **MAKATI CITY**, personally appeared the following affiants with the documents identifying their identity:

Name	Passport No.	Date / Place Issued
Benedicto C. Sison	P2684321A	11 April 2017 / DFA-Manila
Valerie N. Pama	P1484048A	06 Jan. 2017 // DFA-Manila

Doc. No. 244;
Page No. 50;
Book No. II;
Series of 2017.

Dennice Erica E. David
DENNICE ERICA E. DAVID
Notary Public from Makati City
Appointment No. M-508 (2016-2017)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City 1227
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PTR No. 5913248; 01/05/2017; Makati City

REPUBLIC OF THE PHILIPPINES)
PASAY CITY) SS

TREASURER'S AFFIDAVIT

I, **CANDY S. ESTEBAN**, being duly sworn to, depose and say:

That I am the elected Treasurer of **SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.;**

That as Treasurer, I am authorized to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation;

That I certify that at least twenty five percent (25%) of the authorized capital stock of the abovementioned corporation has been subscribed and at least twenty five (25%) of the subscription, in the amount of FIFTY MILLION PESOS (Php 50,000,000) has been paid, and received by me in cash for the benefit and credit of the corporation.

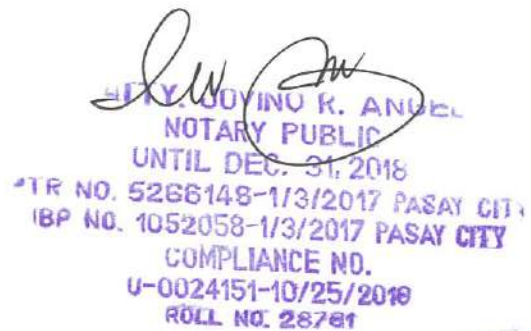
IN WITNESS WHEREOF, I hereby sign this Affidavit this NOV 20 2017 **PASAY CITY** th day of November, 2017 in PASAY CITY.



CANDY S. ESTEBAN
Treasurer

SUBSCRIBED AND SWORN to before me this NOV 20 2017 at PASAY CITY City, affiant who is personally known to me (or identified through competent evidence of identity by means of License No. N02-95-277891 issued at Quezon City).

Doc. No. 224
Page No. 47
Book No. XVII
Series of 2017.



JOYINO R. ANDEL
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

APPLICATION TO DO BUSINESS UNDER THE
FOREIGN INVESTMENTS ACT OF 1991 (RA 7042)

SUN LIFE PROSPERITY ACHIEVER 2038 FUND, INC.
(Name of Corporation)



hereby applies for authority to do business under the Foreign Investments Act of 1991, as amended by R.A. No. 8179 and submits the following statements and accompanying documents:

1. That the applicant is a new corporation with 99.99% foreign equity and intends to operate a

- (X) domestic market enterprise*
 () export market enterprise†

2. That the primary purpose of said corporation is: 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.

3. That the principal office of the corporation is in Sun Life Centre 5th Avenue corner Rizal Drive, Bonifacio Global City, 1634 Taguig City, Philippines

*domestic market enterprise - an enterprise which produces goods for sale, or renders services or otherwise engages in any business in the Philippines. This requires minimum paid-up capital equivalent of US\$200,000.00

† export market enterprise - an enterprise wherein a manufacturer, processor or service (including tourism) enterprise exports sixty percent (60%) or more of its output, or wherein a trader purchases products domestically or exports sixty percent (60%) or more of such purchases. Minimum paid-up capital required is P5,000.00

4. That the authorized capital stock, outstanding and paid-up capital of the applicant are as follows:

AUTHORIZED PHP2,000,000.00	OUTSTANDING PHP500,000.00	PAID-UP PHP50,000,000.00
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5. That the alien subscriber(s) of the applicant who are stockholders/partners of an existing corporation/partnership in the applicant are as follows:

NAME	NAME OF CORPORATION / PARTNERSHIP	PERCENTAGE OF SHAREHOLDINGS	NO. OF DIRECTORS / PARTNERS
	Sun Life Asset Management Company, Inc.	99.99%	5

6. That as an export enterprise, the applicant undertakes to export at least 60% of its total output as indicated hereunder and commits to submit report of such export to the Board of Investments as required by the Implementing Rules of RA 7042 as amended. - NOT APPLICABLE

YEAR	PRODUCTS	TOTAL PROJECTED SALES VOLUME/VALUE***	DOMESTIC SALES	EXPORT SALES	EXPORT %

*** Please use value in case of products of different kinds and characteristics as well as to those of the same kind but with various categories using different unit of measurement, volume in case of products of the same kind or category using a common unit of measurement.


7. That we 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 the name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, I, the authorized representative of the applicant,
hereby signed this application this ____ day of NOV 21 2017 2017 in
MAKATI CITY.


VALERIE N. PAMA
Director

SUBSCRIBED AND SWORN to before me, this ____ day of NOV 21 2017
2017, affiant exhibiting to me her Passport No. P1484048A issued at Manila on
06 January 2017.

Doc. No. 280;
Page No. 57;
Book No. II;
Series of 2017.


DENRICE ERICAL DAVID
Notary Public from Makati City
Appointment No. M-508 (2016-2017)
8th Floor, 139 Corporate Center, Valero Street
Saicedo Village, Makati City 1227
Roll of Attorneys No. 66465
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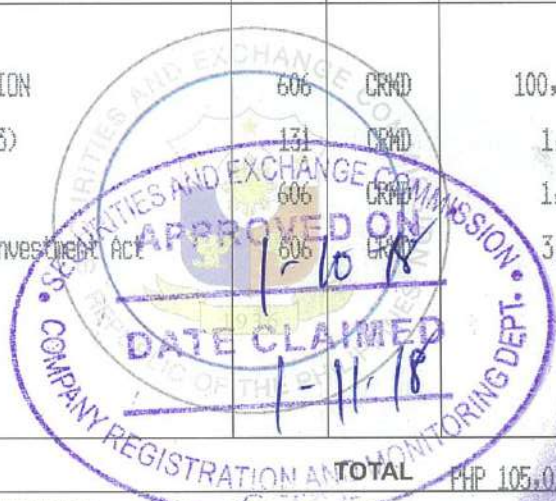
OFFICIAL RECEIPT
 Republic of the Philippines
 DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



Accountable Form No. 51 Revised 2006	ORIGINAL
DATE December 6, 2017	No. 1604842

PAYOR SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.
TAGUIG CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
REGISTRATION	606	CRMD	100,000.00
LRP (A0B23)	131	CRMD	1,010.00
BY-LAWS	606	CRMD	1,000.00
Foreign Investment Act	606	CRMD	3,000.00
TOTAL			PHP 105,010.00



AMOUNT IN WORDS
 ONE HUNDRED FIVE THOUSAND TEN PESOS
 AND 00/100

Received <input type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input checked="" type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above Kimberly C. Sales COLLECTING OFFICER
Treasury Warrant, Check, Money Order Number Check-BPI-0000009990/	O.R. No. 1604842
Date of Treasury Warrant, Check, Money Order 12/5/17/	

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