



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

COMPANY REG. NO. CS201701307

CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

**SUN LIFE PROSPERITY DOLLAR STARTER FUND, INC.**  
(Amending Articles VI and VII thereof)

copy annexed, adopted on March 13, 2018, February 23, 2017, and July 24, 2018 by a majority vote of the Board of Directors and on July 18, 2018 and February 23, 2017 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 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 29<sup>th</sup> day of July, Twenty Nineteen.

GERARDO F. DEL ROSARIO  
Director

Company Registration and Monitoring Department



**AMENDED ARTICLES OF INCORPORATION**

**OF**

**SUN LIFE PROSPERITY DOLLAR STARTER FUND, 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 DOLLAR STARTER FUND, INC.**

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

**PRIMARY PURPOSE**

To issue its own securities and offer them for sale to the public, to offer for sale, sell, or deliver after sale, any security or any interest in a security, whether issued by it or by another person, to invest, reinvest, or trade in securities, to purchase, redeem, retire, or otherwise acquire or attempt to acquire any security, and while the owner thereof, to exercise all the voting rights and incidents or ownership, including the right to vote the same and to receive, collect, and dispose of the interests, dividends, and income therefrom, to do any and all things which may be useful in connection with or incidental to the conduct of such business, and generally to carry on the business of an open-end investment company in all the elements and details thereof.

**SECONDARY PURPOSES**

1. To exercise in respect of all shares of stock and/or other securities from time to time owned and held by and for its account, either directly or through a nominee, any and all rights, powers and privileges of individual ownership or interest therein, including the right to vote thereon for any and all purposes or otherwise act with respect thereto, to receive, collect and dispose of the interests, dividends and income therefrom and to do any and all acts and things for the preservation, improvement, enhancement in value of such securities or designed to accomplish any such purpose, including without limiting the generality of the foregoing, the power (i) to aid by loan, subsidy, surety, guaranty or otherwise, those issuing, creating or 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 or investment pursuant to its investments policies as well as to the applicable laws and regulations;

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

5. To apply for/register, hold, sell, assign or otherwise dispose of trademarks, tradenames, patents, inventions, 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, dispose of or transfer the business, goodwill, properties and undertakings of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept under the circumstances.

8. To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the foregoing purposes and powers, or calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties, and to have, enjoy, and exercise all the rights, powers, and privileges which are now or which may hereafter be conferred upon similar corporations organized under the laws of the Republic of the Philippines.

9. The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of 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, 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 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 O. Sison ✓	Filipino	23 East Maya, Phil-Am, Quezon City
Valerie N. Pama ✓	Filipino	157 Fernando Street, Paseo de Magallanes, Makati City
Oscar M. Orbos ✓	Filipino	Unit 34 Monteverde Mansions, 85 Xavier Street, Greenhills, San Juan, M.M.
Aleli Angela G. Quirino ✓	Filipino	404 Guevarra Avenue, San Juan City

**SIXTH:** That the number of directors of said corporation shall be six (6)<sup>1</sup> 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 O. Sison ✓	Filipino	23 East Maya, Phil-Am, Quezon City
Valerie N. Pama ✓	Filipino	157 Fernando Street, Paseo de Magallanes, Makati City
Oscar M. Orbos ✓	Filipino	Unit 34 Monteverde Mansions, 85 Xavier Street, Greenhills, San Juan, M.M.
Aleli Angela G. Quirino ✓	Filipino	404 Guevarra Avenue, San Juan City

<sup>1</sup> Approved by at least 2/3 of the outstanding capital stock and at least a majority of the Board of Directors in a meeting held on 18 July 2018 & March 13, 2015, respectively.



**SEVENTH:** (a) That the capital stock of said corporation is Twelve Million Pesos (PhP 12,000,000.00), Philippine Currency, and said capital stock is divided into Twelve Million shares (12,000,000 shares) at the par value of One Peso (PhP 1.00) per share.<sup>2</sup>

(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 may so such Board seem 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 **One Million Five Hundred Thousand Pesos (PhP 1,500,000)** 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	1,499,995	PhP 1,499,995
Rizalina G. Mantaring	Filipino	1	1
Benedicto O. Sison	Filipino	1	1
Valerie N. Pama	Filipino	1	1
Oscar M. Orbos	Filipino	1	1
Aleli Angela G. Quirino	Filipino	1	1
Total		1,500,000	PhP 1,500,000

<sup>2</sup> Approved by at least 2/3 of the outstanding capital stock and at least a majority of the Board of Directors in a meeting jointly held on 23 February 2017.

Approved by the majority of the Board of Directors on 24 July 2015.

**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:

<b>NAME</b>	<b>NATIONALITY</b>	<b>AMOUNT PAID</b>	<b>ADDITIONAL PAID IN</b>
Sun Life Asset Management Company, Inc. ✓	Dutch	Php 1,499,995	Php 68,205,000.00
Rizalina G. Mantaring ✓	Filipino	1	
Benedicto O. Sison ✓	Filipino	1	
Valerie N. Pama ✓	Filipino	1	
Oscar M. Orbos ✓	Filipino	1	
Aleli Angela G. Quirino ✓	Filipino	1	
<b>Total</b>		----- Php 1,500,000 ✓	----- Php 68,205,000.00 ✓

**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.

**IN WITNESS WHEREOF**, we have hereunto set our hands this November 18, 2016 at Makati City.

\_\_\_\_\_  
**RIZALINA G. MANTARING**  
**TIN 108-112-169**

\_\_\_\_\_  
**BENEDICTO O. SISON**  
**TIN 304-968-236**

\_\_\_\_\_  
**VALERIE N. PAMA**  
**TIN 106-906-963**

\_\_\_\_\_  
**OSCAR M. ORBOS**  
**TIN 100-568-593**

\_\_\_\_\_  
**ALELI ANGELA G. QUIRINO**  
**TIN 125-673-223**

SIGNED IN THE PRESENCE OF:

\_\_\_\_\_



**ACKNOWLEDGMENT**

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

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

<b>Name</b>	<b>Competent Evidence of Identity</b>	<b>Date/Place Issued</b>
Rizalina G. Mantaring	Passport No. EC5964028	13 Nov. 2015/ DFA-Manila
Benedicto O. Sison	Passport No. EB5670334	16 June 2012/PCG-San Francisco
Valerie N. Pama	Passport No. EB6184455	23 Aug. 2012/DFA-Manila
Oscar M. Orbos	Senior Citizen ID # GGG-004555	19 June 2012 / San Juan
Aleli Angela G. Quirino	Passport No. EB5245905	26 April 2012/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. 120;  
Page No. 25;  
Book No. III;  
Series of 2016.

(sgd)  
JANELLEE A. DUMANAT  
Notary Public from Makati City  
Appointment No. M-443  
Until 31 December 2016  
8<sup>th</sup> Floor, 139 Corporate Center, Valero Street  
Salcedo Village, Makati City 1227  
Roll of Attorneys No. 64545  
Admitted to the BAR 2015  
PTR No. 53245899;01/05/2016; Makati City  
IBP No. 1017588;01/06;2016;Quezon City

REPUBLIC OF THE PHILIPPINES )  
 ) S.S.

**PASAY CITY**

**SECRETARY'S CERTIFICATE**

I, ANNA KATRINA C. KABIGTING -IBERO, of legal age, with office address at 6th 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 DOLLAR STARTER 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 Sun Life Centre, 5<sup>th</sup> Avenue corner Rizal Drive, Bonifacio Global City, Taguig City; and

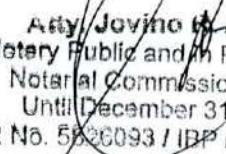
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or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



ANNA KATRINA C. KABIGTING-IBERO  
Assistant Corporate Secretary

~~SUBSCRIBED~~ AND SWORN TO before me this AUG 16 2018, in PASAY CITY, affiant exhibiting to me her competent evidence of identity, a Driver's License with no. N02-96-324358 valid until 01 September 2022.

Doc. No. 73;  
Page No. 15;  
Book No. VII;  
Series of 2018.



Atty. Jovino B. Angel  
Notary Public and in Pasay City  
Notarial Commission 17-08  
Until December 31, 2018  
PTR No. 5826093 / IBP No. 1062667  
Both issued in Pasay City on Jan. 03, 2018  
MCLE Compliance No. V-0024151/10-25-18  
Roll of Attorney's No. 28764







IN WITNESS WHEREOF, we have hereunto set our hands this MAR 18 2019

in MAKATI CITY

*Benedicto C. Sison*  
BENEDICTO C. SISON  
Chairman  
TIN 304-968-236

*Maria Josefina A. Castillo*  
MARIA JOSEFINA A. CASTILLO  
Director and President  
TIN 177-087-619

*Aleli Angela G. Quirino*  
ALELI ANGELA G. QUIRINO  
Independent Director  
TIN 125-673-223

*Jemilyn S. Camania*  
JEMILYN S. CAMANIA  
Corporate Secretary  
TIN 018-719-776

MAR 18 2019

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ at \_\_\_\_\_, affiants having exhibited to me competent evidence of their identity as follows:

<u>Name</u>	<u>Passport No.</u>	<u>Date/Place Issued</u>
Benedicto C. Sison	P2684321A	11 April 2017/ DFA Manila
Maria Josefina A. Castillo	P2050182A	28 February 2017 / DFA Manila
Aleli Angela G. Quirino	EC8516762	19 August 2016 / DFA NCR East
Jemilyn S. Camania	EC2498769	22 October 2014 / DFA NCR South

Doc. No. 479  
Page No. 7  
Book No. 10  
Series of 2019.

*Virgilio R. Batailla*  
ATTY. VIRGILIO R. BATAILLA  
NOTARY PUBLIC FOR MAKATI CITY  
APPT NO. M-87-UNTIL DEC. 31, 2020  
ROLL OF ATTY. NO. 48348  
MCLE COMPLIANCE NO. V-0021075/4-11-2018  
IBP O.R No. 706762-LIFETIME M.C. JAN. 29, 2007  
PTR No. 7333020-JAN 03, 2018  
EXECUTIVE BLDG. CENTER MAKATI AVE., COR. JUPITER ST  
MAKATI CITY



**DIRECTORS' CERTIFICATE**  
**SUN LIFE PROSPERITY DOLLAR STARTER FUND, INC.**

SECURITIES AND EXCHANGE COMMISSION  
CRMD  
**MAY 07 2019**  
RECEIVED  
By: \_\_\_\_\_  
Title: \_\_\_\_\_

**KNOW ALL MEN BY THESE PRESENT:**

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

1. At the joint meeting of the Corporation's Stockholders and the Board of Directors on 23 February 2017 at the Board Room, 6<sup>th</sup> Floor, Sun Life Centre, 5<sup>th</sup> Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, the Stockholders representing at least two-thirds (2/3) of the outstanding capital stock and at which all members of the Board was present, the following resolutions were unanimously approved:

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

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

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

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

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

2. On 24 July 2018, the Chairman of the Board of Directors of the Sun Life Prosperity Dollar Starter Fund, Inc. and the President of Sun Life Asset Management Company, Inc., the Fund



Manager and Distributor of Corporation's mutual fund shares authorized the first tranche of increase in authorized capital stock of the Corporation by Six Million Pesos (Php6,000,000.00) divided into Six Million (6,000,000 shares) shares such that the total authorized capital stock of the Corporation is now Twelve Million Pesos (Php12,000,000.00) divided into Twelve Million shares (12,000,000 shares) at the par value of Php 1.00 per share.

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

*Benedicto C. Sison*  
**BENEDICTO C. SISON**  
 Chairman and Director  
 TIN: 304-968-236

*Maria Josefina A. Castillo*  
**MARIA JOSEFINA A. CASTILLO**  
 President and Director  
 TIN: 177-087-619

*Oscar M. Orbos*  
**OSCAR M. ORBOS**  
 Director  
 TIN: 100-568-593

*Aleli Angela G. Quirino*  
**ALELI ANGELA G. QUIRINO**  
 Director  
 TIN: 125-673-223

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

**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES )  
 ) S.S.  
**PASAY CITY**

SUBSCRIBED AND SWORN to before me this 29 day of AUG 29 2018 2018, affiants exhibited to me their passports as follows:

<u>Name</u>	<u>Government Issued ID</u>	<u>Date/Place Issued</u>
Benedicto C. Sison	P2684321A	11 April 2017 / DFA Manila
Maria Josefina A. Castillo	P2050182A	28 February 2017 / DFA Manila
Aleli Angela G. Quirino	EC8516762	19 August 2016 / DFA NCR East
Oscar M. Orbos	EC3618407	09 March 2015 / DFA NCR East
Jemilyn S. Camania	EC2498769	22 October 2014 / DFA NCR South

Doc. No. 101  
 Page No. 17  
 Book No. 111  
 Series of 2018.

**Atty. Jovino R. Angel**  
 Notary Public and ~~in~~ Pasay City  
 Notarial Commission 17-08  
 Until December 31, 2018  
 PTR No. 5826093 / IBP No. 1062667  
 Both issued in Pasay City on Jan. 03, 2012  
 MCLE Compliance No. V-0024154/10-25-16  
 Roll of Attorneys No. 21747





## SORIANO LAW OFFICES

3220 Goldland Millenia Tower, Escriba Drive  
Ortigas Business District, Pasig City  
02.706.1348 | rpsoriano.jr@gmail.com

25 October 2018

**Atty. Rachel Esther J. Gumtang-Remalante**  
*Officer-in-Charge*  
Corporate Governance and Finance Department  
Securities and Exchange Commission  
Pasay City

*RG*  
11/6/18  
3:20 PM

**Subject: Request for department clearance for  
Sun Life Prosperity Dollar Starter Fund, Inc.**

Dear Atty. Gumtang-Remalante:

We respectfully request for your department's clearance for the subject mutual fund company, as part of the requirements of the Company Registration and Monitoring Department (CRMD) in relation to the company's application for SEC's approval of an increase in its authorized capital stock (ACS).

Please see attached CMRD's findings on its application for ACS increase for your reference.

Thank you.

Sincerely yours,

**SORIANO LAW OFFICE**

By:

**ATTY. RODOLFO P. SORIANO, JR.**



**Securities and  
Exchange  
Commission**  
PHILIPPINES

**CORPORATE GOVERNANCE AND FINANCE DEPARTMENT**

November 9, 2018

**Atty. Rodolfo P. Soriano, Jr.**  
c/o SORIANO LAW OFFICE  
3220 Goldland Millenia Tower  
Escriva Drive, Ortigas Business District  
1800 Pasig City

**Re: Sun Life Prosperity Dollar Starter Fund, Inc.  
Increase in the authorized capital stock**

**Dear Atty. Soriano:**

This refers to your letter dated October 25, 2018 filed on behalf of SUN LIFE PROSPERITY DOLLAR STARTER FUND, INC. (the "Company") requesting clearance from this Department as part of the requirements of the Company Registration and Monitoring Department in connection with its application to increase its authorized capital stock from 6,000,000 to 12,000,000 common shares at a par value of P1.00 or an increase of 6,000,000 shares.

We interpose no objection to the processing of the increase in its authorized capital stock. However, the company is advised to register the additional Six Million (6,000,000) shares by filing a registration statement (SEC Form 12-1) as required by Securities Regulation Code ("SRC"), Investment Company Act ("ICA") and their Implementing Rules and Regulations ("IRR").

Very truly yours,

  
**RACHEL ESTHER GUMTANG - REMALANTE**  
Officer -in-Charge

juls/110918



*Handwritten initials and date*  
11/9/18