



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

COMPANY REG. No. A199908711

**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 OF CANADA PROSPERITY  
PHILIPPINE EQUITY FUND, INC.**  
(Amending Article VII thereof)

copy annexed, adopted on March 22, 2013 by a majority vote of the Board of Directors and on May 19, 2006 by the vote of the stockholders owning or representing at least two-thirds of the of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

**IN WITNESS WHEREOF**, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 17<sup>th</sup> day of January, Twenty Fourteen.

  
**FERDINAND B. SALES**

Acting Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION

OF

SUN LIFE OF CANADA PROSPERITY PHILIPPINE EQUITY 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 OF CANADA PROSPERITY PHILIPPINE EQUITY 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 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 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 acts 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 in Metro Manila, 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   |
|----------------------|-------------|---|
| Caesar Altarejos     | Filipino    | 89 Dallas cor. Cebu Streets, Phase III, BF Homes, Parañaque   |
| Henry Joseph Herrera | Filipino    | 107 B Taurus Street, Cinco Hermanos, Marikina City            |
| Raoul Littaua        | Filipino    | Blk 4 Lots 11 & 13, Donnaville, BF Resort, Las Piñas City     |
| Rizalina Mantaring   | Filipino    | 12 Vicente Lim Street, Ayala Heights, Old Balara, Quezon City |
| Esther C. Tan        | Filipino    | 172 Barcelona Street, San Juan, M. M.                         |
| Rolando Robles       | Filipino    | 132 Yokohama St., BF International, Las Piñas 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   |
|--------------------|-------------|---|
| Jose Faustino      | Filipino    | Unit 112 Makati Cinema Square Tower, Pasong Tamo, Makati City                         |
| Rolando Robles     | Filipino    | 132 Yokohama St., BF International, Las Piñas City                                    |
| Jose Perez         | Filipino    | Unit 1501 Antel 2000 Corporate Center<br>121 Valero St., Salcedo Village, Makati City |
| Esther C. Tan      | Filipino    | 172 Barcelona Street, San Juan, M. M.   |
| Gloria Tan Glimaco | Filipino    | 2/F Pacific Star Bldg., Senator Gil Puyat Avenue, Makati City                         |

**SEVENTH: (a) That the capital stock of the said corporation is FORTY FIVE MILLION PESOS (P45,000,000.00), Philippine currency, and said capital stock is divided into 4,500,000,000 shares of the par value of One Centavo (P0.01) per share.<sup>1</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) No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation. Any part of such stock or other securities may at any time be issued, auctioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as may to such Board seem proper, without first offering such stock or securities or any part thereof to existing stockholders.

**EIGHTH: That the amount of said capital stock which has been actually subscribed is FIFTY MILLION PESOS (P50,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:**

<sup>1</sup> As amended by at least a majority of the Board of Directors on 22 March 2013 and by at least 2/3 of the outstanding capital stock during the annual shareholders' meeting on 19 May 2006.

| NAME                                    | NATIONALITY | NO. OF SHARES<br>SUBSCRIBED | AMOUNT<br>SUBSCRIBED |
|---|-------------|-----------------------------|----------------------|
| Sun Life Assurance<br>Company of Canada | Canadian    | 49,999,397                  | P49,999,397.00       |
| Caesar Altarejos                        | Filipino    | 100                         | 100.00               |
| Henry Joseph<br>Herrera                 | Filipino    | 100                         | 100.00               |
| Raoul Littaua                           | Filipino    | 100                         | 100.00               |
| Rizalina Mantaring                      | Filipino    | 100                         | 100.00               |
| Esther C. Tan                           | Filipino    | 100                         | 100.00               |
| Rolando Robles                          | Filipino    | 100                         | 100.00               |
| Jose Faustino                           | Filipino    | 1                           | 1.00                 |
| Jose Perez                              | Filipino    | 1                           | 1.00                 |
| Gloria Tan Climaco                      | Filipino    | 1                           | 1.00                 |
| TOTAL                                   |             | 50,000,000                  |                      |
| P50,000,000.00                          |             |                             |                      |

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                                 | AMOUNT PAID    |
|--------------------------------------|----------------|
| Sun Life Assurance Company of Canada | P49,999,397.00 |
| Caesar Altarejos                     | 100.00         |
| Henry Joseph Herrera                 | 100.00         |
| Raoul Littaua                        | 100.00         |
| Rizalina Mantaring                   | 100.00         |
| Esther C. Tan                        | 100.00         |
| Rolando Robles                       | 1.00           |
| Jose Faustino                        | 1.00           |
| Jose Perez                           | 1.00           |
| Gloria Tan Climaco                   | 1.00           |
| TOTAL: P50,000,000.00                |                |

TENTH: That Caesar Altarejos 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 on this 08th day of December 1999 at the City of Makati.

CAESAR ALTAREJOS (sgd.)

RIZALINA MANTARING (sgd.)

HENRY JOSEPH HERRERA (sgd.)

ESTHER C. TAN (sgd.)

RAOUL LITTAUA (sgd.)

ROLANDO ROBLES (sgd.)

WITNESS (sgd. illegible)

WITNESS (sgd. illegible)

ACKNOWLEDGMENT

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

Personally came and appeared before me, the following persons with their respective Community Tax Certificates, to wit:

| NAME                 | CTC NO.   | DATE ISSUED | PLACE ISSUED    |
|----------------------|-----------|-------------|-----------------|
| Caesar Altarejos     | 15385411  | 3/19/99     | Parafiaque City |
| Henry Joseph Herrera | 00086279  | 3/31/99     | Makati City     |
| Raoul Littaua        | 000445775 | 2/26/99     | Makati City     |
| Rizalina Mantaring   | 08518379  | 5/10/99     | Quezon City     |
| Esther C. Tan        | 09043268  | 1/29/99     | Manila          |
| Rolando Robles       | 14378651  | 10/25/99    | Makati City     |

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

WITNESS MY HAND, at the place above-written, on this 08<sup>th</sup> day of December, 1999.

Doc No. 112;  
Page No. 24;  
Book No. II  
Series of 1999.

ANDRE B. NAVATO (sgd.)  
Notary Public  
Until December 31, 1999  
PTR No. 489690, 1/26/99-Makati City  
IBP No. 474107, 1/14/99-Makati City

**DIRECTORS'  
CERTIFICATE**

**DIRECTORS' CERTIFICATE**

We, constituting at least a majority of the Board of Directors of SUN LIFE OF CANADA PHILIPPINE EQUITY FUND, INC., (the "Corporation") and the Chairman and Secretary thereof, hereby certify that the attached Articles of Incorporation of the Corporation was amended by the affirmative vote of at least a majority of the Board of Directors of the Corporation on March 22, 2013 and by stockholders representing at least two-thirds (2/3) of the outstanding capital stock on May 14, 2006 at the principal office of the Corporation.

The amendment to Article Seventh of the Articles of Incorporation consists of increasing the Corporation's authorized capital stock from THIRTY MILLION PESOS (P30,000,000.00) to FORTY FIVE MILLION PESOS (P45,000,000.00)

IN WITNESS WHEREOF, we have hereunto set our hands this 14 day of JUN 14 2013 2013 at Makati City, Philippines.

**RIZALINA G. MANTARING**

*Chairman*  
*Chairman of the Meeting*  
TIN: 108-112-169

**MA. KARENINA M. CASAS**

*Director*  
TIN: 106-169-045

**NILO B. PENA**

*Director*  
TIN: 104-126-160

**JEMILYN S. CAMANIA**

*Corporate Secretary / Secretary of the Meeting*  
TIN: 918-719-776

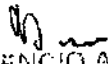


REPUBLIC OF THE PHILIPPINES )  
MAKATI CITY ) S.S.

SUBSCRIBED AND SWORN to before me this 4 day of 2013 2013, affiants exhibited to me their passports as follows:

| <u>Name</u>           | <u>Passport/DL No.</u> | <u>Date/Place Issued</u>   |
|-----------------------|------------------------|----------------------------|
| Rizalina Mantaring    | EB2566111              | 29 May 2011/Manila         |
| Nilo B. Peña          | IBP No. 915951         | 4 January 2013/Quezon City |
| Ma. Karenina M. Casas | XX5673744              | 04 Mar. 2010/Manila        |
| Jemilyn S. Camania    | EB0123178              | 10 Apr. 2010/Manila        |

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FULGENCIO A. ESTILLORE  
NOTARY PUBLIC FOR ALYON ALYON CITY  
APPOINTMENT NO. 1011 (2005-2010)  
UNTIL DECEMBER 31, 2010  
FECOM Tower, 6780 Ayala Avenue  
Corner V. A. Rufino St., Alayon City  
PTR No. 3512291-170-11 Alayon City  
IBP No. 3512291-170-11-10-00843  
ROLL OF NOTARIES NO. 46486