



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 8770 Vol. II

**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

PIONEER INSURANCE & SURETY CORPORATION
(Amending Article III thereof.)

copy annexed, adopted on June 24, 2014 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Asst. Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 14th day of October, Twenty Fourteen.

Date: 8-6-2016 Time: 2:5:31 PM


FERDINAND B. SALES

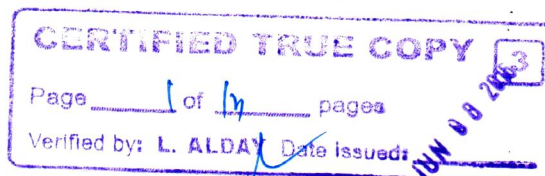
Director

Company Registration and Monitoring Department

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No. 10102014-397130

8770

NO: 1211

Php 510.00

MS. VBIROL

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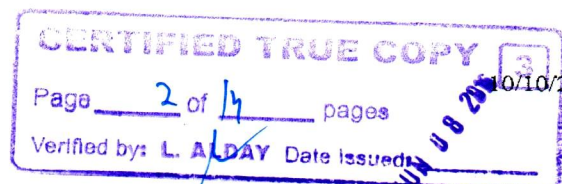
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Date: 8-6-2016 Time: 2:5:36 PM

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COVER SHEET
For Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of the Articles of Incorporation

SEC Registration Number

8 7 7 0

Former Company Name

PIONEER INSURANCE &
SURETY CORPORATION

AMENDED TO:
New Company Name

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

PIONEER HOUSE MAKATI,
108 PASEO DE ROXAS,
LEGASPI VILLAGE, MAKATI CITY

COMPANY INFORMATION

Company's Email Address

info@pioneer.com.ph

Company's Telephone Number/s

812-7777

Company's Facsimile Number/s

588-5027

CONTACT PERSON INFORMATION

Name of Contact Person

MA. OLIVIA C. VALERA

Email Address

ivi.valera@pioneer.com.ph

Telephone Number/s

812-7777 loc 620

Facsimile Number/s

817-1461

Contact Person's Address

Pioneer House Makati, 108 Paseo de Roxas, Legaspi Village, Makati City

To be accomplished by CRMD Personnel

Assigned Processor

B1026L

Date
09/26/15
10-10 2:57

Signature

Document LD.

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Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- ☒ Corporate and Partnership Registration Division
- ☐ Green lane Unit
- ☐ Financial Analysis and Audit Division
- ☐ Licensing Unit
- ☐ Compliance Monitoring Division

Date: 8-6-2016 Time: 2:53:37 PM

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CERTIFIED TRUE COPY

Page 1 of 1 pages

Verified by: L. ALDAY Date Issued: 10/10/15

**AMENDED
ARTICLES OF INCORPORATION
OF THE
PIONEER INSURANCE & SURETY CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of age and residents of the Philippines have voluntarily associated ourselves together for the purpose of forming a CORPORATION under the laws of the Philippines, and

- WE DO HEREBY CERTIFY -

FIRST : - That the name of this Corporation is

" PIONEER INSURANCE & SURETY CORPORATION "

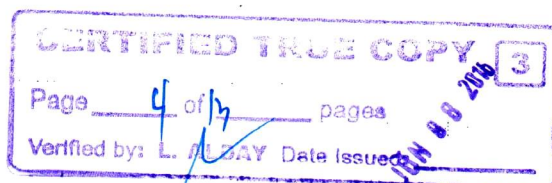
SECOND : - That the purposes for which this Corporation

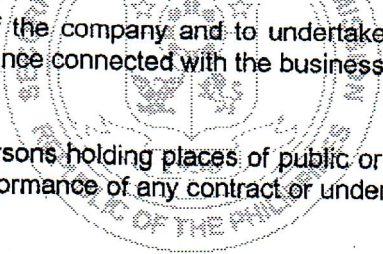
is formed are as follows: (As amended on Nov. 24, 1964)

- (a) To insure houses, tenements, merchandise, and all other property and effects, real and personal, against loss or damage by fire, storm, earthquake shock, fire resulting from earthquake, accident or otherwise, and to carry on the ordinary business of fire insurance in all the aforesaid branches. To rebuild, repair, replace or reinstate houses, buildings, machinery and every other description of property which may be insured by the company and to carry on any kind of business necessary or expedient for any such purpose.
- (b) To insure against every description of marine risk, which may legally undertaken, relating to the perils of the sea, fire, war, reprisals and all other risks of a like nature incidental to the seas, ships, vessels, and the craft of all descriptions, and also the freights, goods merchandise, cargo, and all property whatsoever in or on board, of the same may be effected or made according to law. To insure all other matters and things which lawfully may or can be from time to time insured or be the subject of insurance against perils of the sea, and also generally to carry on any other branches and departments of the insurance business.
- (c) To grant either in the Philippines or abroad, policies or other instruments of assurance against or insuring compensations or payments in case of death or injury to health or limb by railway or airplane accident or shipwreck or other perils of the land, sea, or air, or any accident or misadventure, or violence during any other limited or specified period, and to prepare, provide, and supply medicine and surgical aid and treatment or any other assistance and all remedies and requirements in case of accident or harm to any person or the family and household of any person whom the company shall insure or to any person dwelling or staying in the house of such person insured.

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- (d) To reinsure all or any risks of the company and to undertake all kinds of reinsurance and counter-insurance connected with the business of any other company.
- (e) To guarantee the fidelity of persons holding places of public or private trust and to agree to the faithful performance of any contract or undertaking made with any public authority.
- (f) To guarantee the performance of insurance contracts, agreements, undertakings, obligations, promises, or duties, of all kinds other than insurance policies.
- (g) To guarantee the performance of insurance contracts where surety bonds are accepted for such purposes.
- (h) To execute and guarantee bonds and undertakings of all kinds, required or permitted to be taken in any or all actions, proceedings, negotiations, importations, exportations, or other transactions or operations, either by private individuals, or bodies, whether executive, legislative or judicial.
- (i) To guarantee and to indemnify merchants, traders and those engaged in business and giving credit, from loss or damage by reason of giving and extending such credit to their customers or persons dealing with them.
- (j) To indemnify against loss, by burglary, theft, forgery, embezzlement, or by any one or more such happenings.
- (k) To insure glass against breakage.
- (l) To guarantee and to indemnify the owners and users of steam boilers and pipes, of fly wheels, engines of all kinds or machinery, against explosions of other accident and against loss of use or occupancy caused thereby, and against liability unto third persons by any of inspection upon, such boilers, pipes, fly wheels, engines and machinery.
- (m) And generally to execute, sign and carry out fidelity bonds and surety undertakings of every nature and kinds usual in the business of fidelity and surety companies, or permitted by law unto such companies.
- (n) To lend money on such terms as may seem expedient, subject to the requirements of law.
- (o) To purchase or otherwise acquire and undertake all or any part of the business, property and liability of any person or company on any business which this company is authorized to carry on or possess or property suitable for the purpose of the company.
- (p) To acquire by purchase and to invest, hold, sell, or otherwise dispose of the stocks or bonds, or any interest in either, or any obligation or evidences of indebtedness, of any person, firm or corporation, and while the owner of such stocks, bonds or interests therein, or other obligations or evidences of indebtedness, to exercise including the right to vote thereon or consent in request thereof for any and all purposes.

- (q) To purchase or otherwise acquire, sell, lease, convey, mortgage, encumber, and otherwise deal with any property or interest of any property, real or personal, as may be permitted by law and as may be reasonably necessary to enable it to carry out the purposes for which the corporation is created as may now or hereafter be permitted by law.
- (r) To procure the company to be registered or recognized or to be permitted to or allowed to carry on its purposes or business or any branch or branches thereof in any state, territory, or possession of the United States and/or in any foreign country or places, and in carrying on its business to do any and all acts and things and exercise which now or hereafter may be authorized by law.
- (s) To do all or any of the above things in any place in which the company may determine as principals, agents, contractors, or trustees or otherwise, any by or through trustees, agents, otherwise and either alone or in conjunction with others.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects.
- (u) To do and perform any and of the acts and things and to exercise all of the general powers conferred by law upon corporations similarly organized and usually and ordinarily incidental to companies of like nature and kind.
- (v) And in general, to engage in the business of insurance and guaranty in any branches except in life insurance business, for consideration to indemnify any person, firm or corporation against loss, damage or liability arising from an unknown or contingent event, and to liabilities and obligations of any person, firm or corporation and to act as agent of other insurance or surety companies, in any of its branches with the exception of life insurance.

THIRD : - That the central or principal office of the corporation shall be located and established at Pioneer House Makati, 108 Paseo de Roxas, Legaspi Village, Makati City; but the Board of Directors may establish and maintain such branch offices within or without the Philippines as may be deemed convenient or necessary for the business of the corporation. (As amended on 24 June 2014)

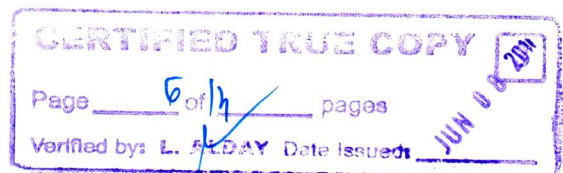
FOURTH : - That the term for which said corporation is to exist is for another FIFTY (50) YEARS from and after May 13, 2004. (As amended on 31 January 2003)

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

Name	Nationality	Residence
1. Lorenzo Lim	Filipino	2205 Leveriza St., Pasay City
2. Sergio Dy-Liacco T. Chua-Unsu	Chinese	639 Int. F.D. Harrison PC
3. Chung Sin	Chinese	630 Dimasalang PC
4. Co Wan Ching	Chinese	36 Tolentino St., PC

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|-------------------|----------|------------------------|
| 5. Yang Pao Wang | Chinese | 3 Escolastica PC |
| 6. Chan Toh | Filipino | 52 Blumentritt, Manila |
| 7. Gaw It | Chinese | 409 Nueva St., Manila |
| 8. Ong Tian | Chinese | 409 Nueva St., Manila |
| 9. Robert Coyiuto | Chinese | 411 Nueva St., Manila |

SIXTH : - That the number of Directors of the corporation shall be NINE (9) and the names and nationalities and residences of the Directors of the Corporation who shall act such until their successors shall have been duly elected and qualified are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
1. Lorenzo Lim	Filipino	2205 Leveriza St., Pasay City
2. Sergio Dy-Liaco		
T. Chua-Unsu	Chinese	639 Int. F.B. Harrison, PC
3. Chung Sin	Chinese	630 Dimasalang PC
4. Co Wan Ching	Chinese	36 Tolentino St., PC
5. Yang Pao Wang	Chinese	3 Escolastica PC
6. Chan Toh	Filipino	52 blumentritt, Manila
7. Gaw It	Chinese	409 Nueva St., Manila
8. Ong Tian	Chinese	409 Nueva St., Manila
9. Robert Coyiuto	Chinese	411 Nueva St., Manila

SEVENTH : - That the capital stock of the Corporation is Ps300,000,000 and said capital stock is divided into 3,000,000 shares at the par value of Ps100.00 per share. (As amended on 18 April 1994).

Any stockholders who shall be desirous of selling any of his shares in the corporation shall first give the remaining stockholders previous notice in writing of his intention to sell his stock or stocks and the remaining stockholders shall have ten (10) days from the receipt of such notice within which to purchase such stock or stocks at such prices and under such terms that the said stockholder may have been offered by any outsider or non-stockholder, but if none of them decides to exercise the right to purchase, then the selling stockholder is at liberty to sell such stock or stocks to third persons. A list of the names and addresses of stockholders of record of the corporation shall be furnished the intended selling stockholder by the corporation upon the written request of the said stockholder.

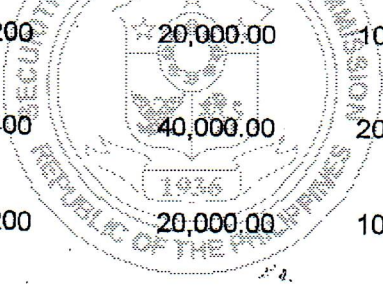
- That no transfer of stock which shall reduce the ownership of Filipino citizens to less than the required percentage shall be allowed or permitted to be recorded in the proper books and this restriction shall be indicated in the stock certificates.

EIGHT : - That the amount of capital stock which has been subscribed is FIVE HUNDRED AND THIRTY THOUSAND PESOS (Ps 530,000), and the following persons have subscribed for the number of shares and have paid the amount of capital stock set out after their respective name and have further agreed to pay and have actually paid the amount indicated herein below as "Contributed Surplus".

<u>Names & Addresses</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amt. Of Capital Stock Subscribed</u>	<u>Amount Paid on Subscription</u>	<u>Contributed Surplus Paid</u>
Lorenzo Lim	Filipino	400	Ps 40,000.00	Ps 20,000.00	Ps 4,000.00

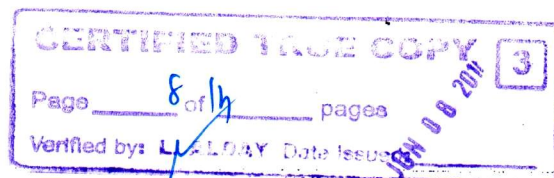


205 Leveriza, Pasay City



Remedios Vengco Lim 2205 Leveriza P C	Filipino	200	20,000.00	10,000.00	2,000.00
Co Wan Ching 36 Tolentino St., PC	Chinese	400	40,000.00	20,000.00	4,000.00
Apolonia Angeles 36 Tolentino St. PC	Chinese	200	20,000.00	10,000.00	2,000.00
Chung Sin 630 Dimasalang St.	Chinese	300	30,000.00	15,000.00	3,000.00
Sergio Dy-Liacco T. Chua-Unsu 639 Int. F.B. Harrison	Chinese	800	80,000.00	40,000.00	8,000.00
Fidel Corcuera Tanza, Cavite	Filipino	200	20,000.00	10,000.00	2,000.00
Yang Pao Wang 3 Escolastica PC	Chinese	300	30,000.00	15,000.00	3,000.00
Chan Toh 52 Blumentritt	Filipino	600	60,000.00	30,000.00	6,000.00
Ong Tian 409 Nueva St.	Chinese	200	20,000.00	10,000.00	2,000.00
Robert Ccyiuto 411 Nueva., Manila	Chinese	200	20,000.00	10,000.00	2,000.00
Gaw It 409 Nueva St.	Chinese	300	30,000.00	15,000.00	3,000.00
Tan Ley Suy 620 Soler St., Manila	Chinese	400	40,000.00	20,000.00	4,000.00
Siy To 440 T. Alonzo, Manila	Chinese	200	20,000.00	10,000.00	2,000.00
Eduardo de Leon Jr. 321 San Rafael, Manila	Filipino	200	20,000.00	10,000.00	2,000.00
Andres Gaerlan 328 Nueva St., Manila	Filipino	400	40,000.00	20,000.00	4,000.00
Total		5,300	Ps530,000.00	Ps265,000.00	Ps53,000.00

The above listed contributed surplus paid in by the subscribers shall, with the approval of the Insurance Commissioner, be repaid to them in cash and without interest as soon as the earned surplus shall, in the judgment of the Board of Directors, justify it.



NINTH : - That Sergio Dy-Liacco T. Chua-Unsu has been elected by the subscribers as Treasurer of the corporation to act as such Treasurer, he has been authorized by them to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, these presents are signed at the City of Manila, Philippines, on this 26th day of April, 1954.

(SGD) LORENZO LIM

(SGD) CHAN TOH

(SGD) SERGIO DY-LIACCO T. CHUA-UNSU (SGD) GAW IT

(SGD) CHUNG SIN

(SGD) ROBERT COYIUTO

(SGD) GO WAN CHING

(SGD) YANG PAO WANG

(SGD) HENRY YANG
Witness

(SGD) ROBERT C. YANG
Witness

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

On this 26th day of April, 1954, before me a Notary Public in and for the City of Manila, personally came and appeared the following persons, each with the Res. Certs. And A.C.R. Nos. listed under his name.

Lorenzo Lim

Res. Cert. Class A-0000266, January 2, 1954, Manila
Res. Cert. Class B-0451839, February 8, 1954, Pasay City
Filipino No. A.C.R.

Sergio Dy-Liacco T. Chua-Unsu

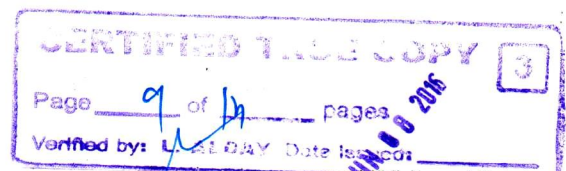
Rest. Cert. Class A-0000178, January 2, 1954, Manila
Rest. Cert. Class B-0515191, March 30, 1954, Manila
A.C.R. No. A-12280, July 16, 1950, Pasay City

Chung Sin

Res. Cert. Class A-0000178, January 2, 1954, Manila
Res. Cert. Class B-0459145, February 18, 1954, Paranaque
A.C.R. No. A-12280, July 16, 1950, Pasay City

Go Wang Ching

Res. Cert. Class A-4537882, January 12, 1954, Manila



Res. Cert. Class B-0458732, January 28, 1954
A.C.R. No. A-12280, July 16, 1950, Pasay City

Yang Pao Wang

Res. Cert. Class A-0144788, January 23, 1954, Manila
Res. Cert. Class B-0495538, February 27, 1954, Manila
A.C.R. No. A-26831, July 17, 1950, Manila

Chan Toh

Res. Cert. Class A-0207490, March 2, 1954, Manila
Res. Cert. Class B-0066190, March 17, 1954, Manila

Gaw It

Res. Cert. Class A-0051282, January 6, 1954, Manila
Res. Cert. Class B-0086487, March 17, 1954, Manila
A.C.R. No. A-16665, July 14, 1950, Manila

Ong Tian

Res. Cert. Class A-0041450, January 5, 1954, Manila
Res. Cert. Class B-0066488, March 17, 1954, Manila
A.C.R. No. A-16751, July 14, 1950, Manila

Robert Coyiuto

Res. Cert. Class A-0106050, January 27, 1954, Manila
Res. Cert. Class B-0066489, March 17, 1954, Manila

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation, and each of them acknowledged to me that the same is his free and voluntary act and deed.

WITNESS my hand and official seal at the place and on the date first above written.

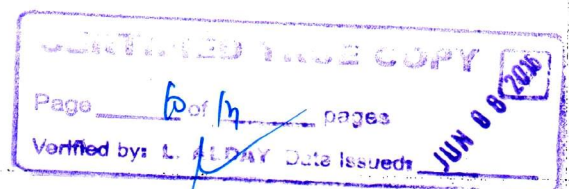
(SGD) PEDRO S. REYNALDO
NOTARY PUBLIC
Until December 31, 1954

Doc. No. 190;
Page No. 21;
Book No. XII;
Series of 1954

Date: 8-6-2016 Time: 2:6:0 PM

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DIRECTORS'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned Directors constituting all of the members of the Board of Directors of **PIONEER INSURANCE & SURETY CORPORATION** (hereinafter referred to as the "Corporation"), a corporation organized and existing under and by virtue of the laws of the Philippines, with principal office at Pioneer House Makati, 108 Paseo de Roxas, Legaspi Village, Makati City, do hereby certify that:

1. The attached amended Articles of Incorporation is a true and correct copy of the Articles of Incorporation of the Corporation, as amended by all the members of the Board of Directors at the special meeting held at its principal office on June 24, 2014 and by the affirmative vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a special meeting held at the principal office of the Corporation on June 24, 2014; and
2. The amendment particularly refers to:

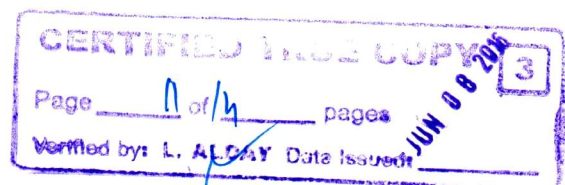
"ARTICLE THIRD: That the central or principal office of the corporation shall be located and established at Pioneer House Makati, 108 Paseo de Roxas, Legaspi Village, Makati City; but the Board of Directors may establish and maintain such branch offices within or without the Philippines as may be deemed convenient or necessary for the business of the corporation. (As amended on 24 June 2014)"

IN WITNESS WHEREOF, we have hereunto set our hands this ____ day of August 28, 2014 at Makati City

Date: 8-6-2016 Time: 2:6:6 PM

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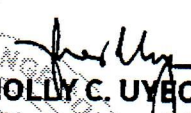
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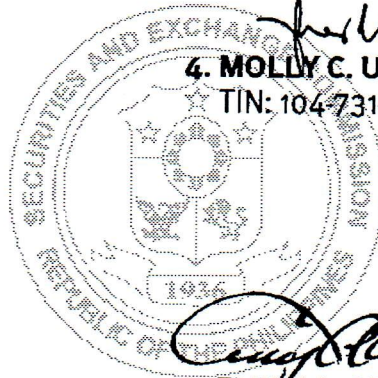

1. **ERNESTO O. CHAN**
TIN: 100-581-717


2. **SALLY C. ONG PAC**
TIN: 122-360-061


3. **FRANCISCO O. CHAN**
TIN: 122-359-174


4. **MOLLY C. UYECIO**
TIN: 104-731-586


5. **EMILY A. ABRERA**
TIN: 108-143-254



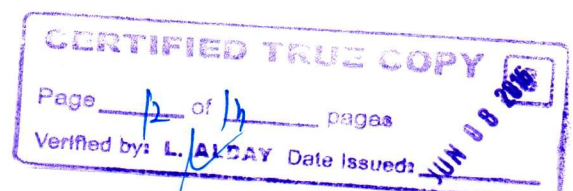
Attest:


MA. OLIVIA C. VALERA
Asst. Corporate Secretary
TIN: 199-500-992

Date: 8-6-2016 Time: 2:6:8 PM

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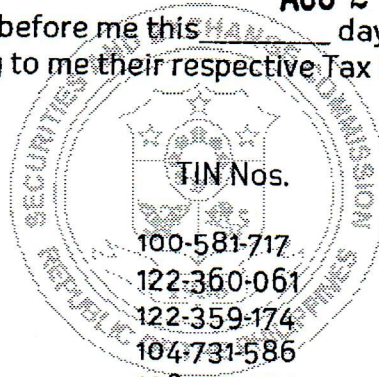
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AUG 28 2014

SUBSCRIBED AND SWORN TO before me this 28 day of AUGUST 2014 at Makati City, affiants exhibiting to me their respective Tax Identification details as follows:

Name	TIN Nos.
Ernesto O. Chan	100-581-717
Sally C. Ong Pac	122-360-061
Francisco O. Chan	122-359-174
Molly C. Uyecio	104-731-586
Emily A. Abrera	108-143-254
Ma. Olivia C. Valera	199-500-992



who are personally known to me to be the same persons who presented the foregoing instrument and signed the same in my presence, and who took an oath before me as to such instrument.

WITNESS my hand and seal at the place and date first above written.

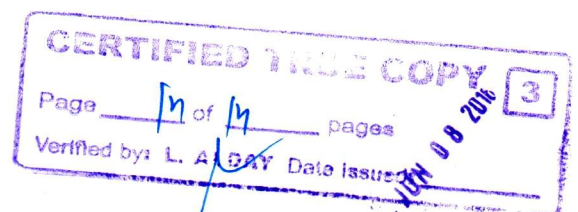
Doc No. 46
Page No. 11
Book No. 11
Series of 2014.

THEODORE JOSEPH A. CAMPAÑANO
Notary Public
Commission No. M-139 until December 31, 2015
IBP Lifetime Member No. 08808 / Manila III
PTR No. 4225780 / Makati / 01-02-2014
MCLE Compliance No. IV-0006372
Roll of Attorneys No. 49828
Pioneer House, 108 Paseo de Roxas
Legaspi Village, Makati City

Date: 8-6-2016 Time: 2:6:10 PM

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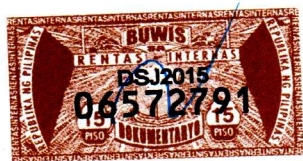


Republic of the Philippines
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I hereby certify that: (a) this is a true copy of the document stored in the SEC e-View Facility to which proper security measures were employed to ensure data integrity, consisting of thirteen 13 page(s); and (b) at all material times, the SEC e-View Facility was operating in a manner that did not affect the integrity of the electronic document.

Pioneer Insurance & Surety Corp

LEONORA ALDAY 1427284 Fee: Php 150 paid under JUN 08 2016




Romeo B. Camano
 SECISRU Specialist II
 Electronic Records Management Division
 Information and Communications Technology Department