



Republic of the Philippines  
**Securities and Exchange Commission**

EDSA, Greenhills, Mandaluyong  
Metro-Manila

S.E.C. Reg. No. 50553

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

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended articles of incorporation of the.  
**ALSONS INSURANCE BROKERS CORPORATION**  
(Formerly: C. Alcantara Insurance Agencies Group, Inc.)  
(Amending Articles I, II and VII of the original articles  
of incorporation thereof)

copy annexed, adopted on November 3, 1980 by a  
majority vote of the Board of Directors and 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 filed with  
this Office on the 20 day of May nineteen hundred  
and eighty-two, pursuant to the provisions of Section 16 of the Corporation  
Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached  
to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this  
Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 20 day  
of May, in the year of our Lord nineteen hundred and eighty-two.

  
**JULIO A. SULIT, JR.**  
Associate Commissioner



AMENDED  
ARTICLES OF INCORPORATION  
OF THE

2/5/81

ALSONS INSURANCE BROKERS CORPORATION  
(Formerly C. Alcantara Insurance Agencies Group, Inc.)

KNOW ALL MEN BY THESE PRESENTS :

That We, All of whom are of legal age and residents of the Philippines, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Republic of the Philippines, and We hereby certify :

Re-752.-  
2/5/81  
7682383  
OK  
BY: [Signature]

FIRST

That the name of the said Corporation shall be ALSONS INSURANCE BROKERS CORPORATION, (as amended on November 3, 1980).

SECOND

That the purpose for which such corporation is formed are :

- a) To act as insurance brokers of non-life insurance companies and as such, engage in the solicitation, negotiation, or procurement of any insurance contract, place risk or take out insurance; and, generally, engage in the business of insurance and guaranty in any and all branches to the extent permitted by law, for a consideration or any compensation, commission or other thing of value, except in the field of life insurance business;(as amended on November 3, 1980);
- b) To purchase, receive, take or grant, hold, convey, sell, lease, pledge, mortgage and otherwise deal with such real and personal property or any interest thereon, including securities and bonds of other corporations, as the transactions of the lawful business of the corporation may reasonably and necessarily require, all in accordance with law;(as amended on November 3, 1980);
- c) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection there-

with, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the corporation.

d) To exercise such other powers, which may now or here-  
after be permitted by law, as may be essential or necessary to carry  
out the purpose for which the corporation is created, (as amended on  
November 3, 1980);

THIRD

That the place where the principal office of the corporation is to be established is at the Aldevinco Shopping Center, C.M. Recto Street, Davao City, Philippines.

FOURTH

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

FIFTH

That the names, nationalities and residences of the Incorporators of the corporation are as follows :

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
1. Conrado Alcantara	Filipino	Bonifacio St., Davao City
2. Ladislawa I. Alcantara	Filipino	Bonifacio St., Davao City
3. Nicasio I. Alcantara	Filipino	Bonifacio St., Davao City
4. Felicisimo I. Alcantara	Filipino	Bonifacio St., Davao City
5. Tomas I. Alcantara	Filipino	Bonifacio St., Davao City
6. Editha I. Alcantara	Filipino	Bonifacio St., Davao City
7. Rosvida I Alcantara	Filipino	Bonifacio St., Davao City
8. Ricardo Escueta	Filipino	C-I Bungalow, Lazona Subdi- vision, Matina Davao City

SIXTH

That the number of Directors of the corporation shall be five (5) and that the names and residences of the Directors of the Corporation who are to serve assuch until their successors are elected and qualified are provided by the BY-LAWS are as follows :

<u>N A M E</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
1. Conrado Alcantara	Filipino	Bonifacio St., Davao City

2. Nicasio I. Alcantara	Filipino	Bonifacio St., Davao City
3. Felicisimo I. Alcantara	Filipino	Bonifacio St., Davao City
4. Editha I. Alcantara	Filipino	Bonifacio St., Davao City
5. Ricardo Escueta	Filipino	C-1 Bungalow, Lanzona Sub-division, Matina, Davao City

SEVENTH

That the authorized capital stock of the corporation is THREE MILLION (P3,000,000.00) Pesos in lawful money of the Philippines, divided into 30,000 shares with the par value of ONE HUNDRED (P100.00) Pesos persshare, (as amended on November 3, 1980).

~~That no transfer of shares or interest which will reduce the required ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the proper books and this restriction shall be indicated in all its stock certificates.~~

EIGHT

That the amount of said capital stock which has been actually subscribed is ONE HUNDRED THOUSAND (P100,000.00) Pesos, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>N A M E</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
1. Conrado Alcantara	300	P 30,000.00
2. Ladislawa I. Alcantara	150	15,000.00
3. Nicasio I. Alcantara	120	12,000.00
4. Felicisimo I. Alcantara	107	10,700.00
5. Tomas I. Alcantara	107	10,700.00
6. Editha I. Alcantara	107	10,700.00
7. Rosvida A. Dominguez	107	10,700.00
8. Ricardo Escueta	2	200.00
Totals	1,000	P <u>100,000.00</u>

NINTH

That the following persons have paid on the shares of capital stock for which they have subscribed the amounts all set out after

their respective names:

<u>N A M E S</u>	<u>RESIDENCE</u>	<u>AMOUNT</u>
1. Conrado Alcantara	Bonifacio Street Davao City	P 11,900.00
2. Ladislawa Alcantara	Bonifacio Street Davao City	5,000.00
3. Nicasio I. Alcantara	Bonifacio Street Davao City	2,000.00
4. Felicisimo I. Alcantara	Bonifacio Street Davao City	1,500.00
5. Tomas I. Alcantara	Bonifacio Street Davao City	1,500.00
6. Editha I. Alcantara	Bonifacio Street Davao City	1,500.00
7. Rosvida I. Alcantara	Bonifacio Street Davao City	1,500.00
8. Ricardo Escueta	C-1 Bungalow, Lanzona Subdivision, Matina Davao City	100.00
	Total . . .	P 25,000.00 xxxxxxxxxx

T E N T H

That EDITHA I. ALCANTARA has been elected by the subscribers as Treasurer of the Corporation to act as such until her successors is duly elected and qualified in accordance with the BY-LAWS, and that as such Treasurer she has been authorized to receive for the Corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, We have hereunto set our hands this 14th day of November, 1972, at Davao City, Philippines.

(Sgd) CONRADO ALCANTARA  
TAN-1644-592-6

(SGD) LADISLAWA I. ALCANTARA  
TAN-1644-592-6

(SGD) NICASIO I. ALCANTARA  
TAN-1019-518-8

(SGD) TOMAS I. ALCANTARA  
TAN-1019-677-2

(SGD) FELICISIMO I. ALCANTARA  
TAN-1019-300-1

(SGD) EDITHA I. ALCANTARA  
TAN-1019-242-5

(SGD) ROSVIDA I. ALCANTARA  
TAN-2265-00-37

(SGD) RICARDO ESCUETA  
TAN-1203-677-6

Eleventh: That no transfer of stock or interest will reduce the ownership of Fidelity as it stands to less than the required percentage of capital ~~shall~~ be allowed or permitted & be recorded in the books of the corporation. This restriction shall be printed upon all stock certificates to be issued by the corporation

corrected by:  
Green 10/2/99  
4/21/00

SIGNED IN THE PRESENCE OF :

1. (SGD) \_\_\_\_\_ 2. (SGD) \_\_\_\_\_

A C K N O W L E D G M E N T

REPUBLIC OF THE PHILIPPINES)  
IN THE CITY OF DAVAO )S.S.  
X - - - - -X

BEFORE ME, a Notary Public for and in the City of Davao, Philippines, personally appeared the following persons; exhibiting to me their respective Residence Certificates No.as follows :

Conrado Alcantara No. A-2725150, issued on January 7, 1972, at Davao City, Philippines.  
Ladislawa I. Alcantara No. A-2725152, issued on Jan. 7, 1972, at Davao City, Philippines.  
Nicasio I. Alcantara No. A-2725153, issued on Jan. 7, 1972, at Davao City, Philippines.  
Felicisimo Alcantara No.A-2725154, issued on Jan. 7 1972, at Davao City, Philippines.  
Tomas I. Alcantara No. A-2725155, issued on Jan. 7. 1972, at Davao City, Philippines.  
Editha I. Alcantara No. A-2725156, issued on Jan. 7, 1972, at Davao City, Philippines,  
Rosvida I. Alcantara No. A-2725157, issued on Jan. 7 1972, at Davao City, Philippines.  
Ricardo Escueta No. A-2449215, issued on Jan, 19, 1972, at Davao City, Philippines.

all known to me and to me known to be the same persons whose names appear to be the incorporators and who executed the foregoing articles of incorporations, which consists of Five (5) pages, including that on which this acknowledgment is written, and all of them acknowledged to me that the same to be of their free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of December, 1972, at the City of Davao , Philippines.

(SGD) CAESAR R. DULAY  
Notary Public Until December 31, 1973  
PTR #5141576, January 6, 1972  
Davao City

Doc. No. 252 ;  
Page No. 51 ;  
Book No. 1 ;  
Series of 1972.

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DIRECTORS' CERTIFICATION  
RELATIVE TO THE AMENDMENT OF  
THE ARTICLES OF INCORPORATION

OF  
ALSON INSURANCE BROKERS CORPORATION  
(FORMERLY ALCANTARA INSURANCE AGENCIES GROUP, INC.)

KNOW MEN BY THESE PRESENTS:

THAT WE, The President, the Corporate Secretary, and members of the Board of Directors of C. Alcantara Insurance Agencies Group, Inc., do hereby certify:

That at the joint meeting of the stockholders and directors of the C. Alcantara Insurance Agencies Group Incorporated on November 3, 1980, wherein all the stockholders or more than two-thirds (2/3) of the holders of issued and outstanding capital stock of the corporation and all the directors were present in person, the following resolutions were unanimously adopted and approved by the Board and the stockholders present in said meeting, particularly as follows:

- (a) Amendment of the name of the corporation and the corresponding amendments of its purposes;
- (b) Increase of the authorized capital stock of the corporation and other resultant amendments.

RESOLUTION

"RESOLVED, as it is hereby Resolved, that the corporate name be amended from "C. ALCANTARA INSURANCE AGENCIES GROUP, INC." to "ALSONS INSURANCE BROKERS CORPORATION".

RESOLUTION

"RESOLVED, as it is hereby Resolved, that the purposes of the corporation be correspondingly amended to read as follows:

a. To act as insurance brokers of non-life insurance companies and as such engage in the solicitation, negotiation, or procurement of any insurance contract; place risk or take out insurance; and, generally, engage in the business of insurance and guaranty in any and all branches to the extent permitted by law, for a consideration, or any compensation or commission or other thing of value, except in the field of life insurance business.

b. To purchase, receive, take or grant, convey, sell, lease, pledge, mortgage and otherwise deal with each real and personal property any interest therein, including securities and bonds of other corporation, as the transaction of the lawful business of the corporation may reasonably and necessarily require, in accordance with law.

CS

c. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the corporation.

d. To exercise such other powers, which may now or hereafter be permitted by law, as may be essential or necessary to carry out the purposes for which the corporation is created."

#### RESOLUTION

"RESOLVED, as it is hereby Resolved, that the authorized capital stock of the corporation be increased from FIVE HUNDRED THOUSAND (P100,000.00) PESOS, which is divided into 5,000 shares with the par value of ONE HUNDRED (P100.00) PESOS per share to THREE MILLION (P3,000,000.00) PESOS, Philippine Currency, divided into 30,000 shares with the same par value of ONE HUNDRED (P100.00) PESOS each.

That, as a result, the SEVENTH Article of the corporation's Articles of Incorporation be, as the same is hereby amended to read, as follows:

"SEVENTH: The capital stock of said corporation is THREE MILLION (P3,000,000.00) PESOS, in lawful money of the Philippines, divided into 30,000 shares with the par value of ONE HUNDRED (P100.00) PESOS per share."

With respect to the amount of the increase of the authorized capital stock in the amount of TWO MILLION FIVE HUNDRED THOUSAND (P2,500,000.00) PESOS, consisting of 25,000 shares with the par value of the ONE HUNDRED (P100.00) PESOS per share. He further made known the names of the persons who subscribed, the number of shares and the amount of capital stock subscribed and the amount to be paid by each on his/her subscription, as follows:

<u>Name of Subscribers</u>	<u>Nationality</u>	<u>No. of Shares</u>	<u>Amount Total</u>	<u>Subscribed</u>	<u>Subscribed</u>	<u>Paid-in</u>
1. Conrado Alcantara	Filipino	1	P100.00			



2. Ladislawa I. Alcantara Filipino	938	P93,800.00	
3. Nicasio I. Alcantara -do-	750	75,000.00	
4. Felicisimo I. Alcantara -do-	668	66,800.00	
5. Tomas I. Alcantara -do-	668	66,800.00	
6. Editha I. Alcantara -do-	668	66,800.00	
7. Rosvida A. Dominguez -do-	668	66,800.00	
8. Alsons Dev. & Investment Corp.	<u>1,889</u>	<u>188,900.00</u>	<u>188,900.00</u>
Totals .....	<u>6,250</u>	<u>P625,000.00</u>	<u>P188,900.00</u>

*[Signature]*  
SYLVESIRE H. BELLO III  
Corporate Secretary

*[Signature]*  
G. ALCANTARA      NICASIO I. ALCANTARA      FELICISIMO I. ALCANTARA  
Director                      Director                      Director

*[Signature]*  
EDITHA I. ALCANTARA  
Director

*[Signature]*  
RICARDO ESCUETA  
Director

SUBSCRIBED AND SWORN TO before me this 30th day of March, 1981 at Davao City, Philippines, personally appeared the following persons having exhibited to me their residence certificates as follows:

NAME	RES. CERT. NO.	DATE/PLACE ISSUED
CONRADO ALCANTARA	5295657	Jan. 19, 1981, Davao City
NICASIO I. ALCANTARA	5295653	Jan. 14, 1981, Davao City
FELICISIMO I. ALCANTARA	5294651	Jan. 14, 1981, Davao City
EDITHA I. ALCANTARA	620474	Feb. 23, 1980, Davao City
RICARDO ESCUETA	10961434	Feb. 23, 1981, Davao City

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Page No. 74  
Book No. 5  
Series of 1981.

*[Signature]*  
EMELINA QUINTILLAN RODRIGUEZ  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 1981  
PTR # 6208797-B-12-80  
JAN. 83620-D324-A-2