

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

COMPANY REG.NO. 50553

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

ALSONS INSURANCE AND REINSURANCE BROKERS CORPORATION

(Formerly: ALSONS INSURANCE BROKERS CORPORATION)

copy annexed, adopted on April 15, 2021 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 Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 24th day of November, Twenty Twenty One.


DANIEL P. GABUYO

Assistant Director

SO Order 1788 Series of 2018

JS/qba

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT for Applications at

Nature of Application

BY-LAWS AMENDMENT

SEC Registration Number

50553

Former Company Name

ALSONS INSURANCE BROKERS CORPORATION

AMENDED TO:
New Company Name

ALSONS INSURANCE AND REINSURANCE BROKERS CORPORATION

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

ALSONS BLDG. 2286 CHINO ROCES AVENUE, MAKATI CITY, 1231

Company Email Address

COMPANY INFORMATION

Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

ANGEL M. ESGUERRA, III /
Laura D. Tumala

Email Address

legal@alcantaragroup.com

Telephone Number/s

8982-3000

Mobile Number

09178731671

Contact Person's Address

Alsons Building, 2286 Chino Roces Avenue, Makati City, 1231

To be accomplished by CRMD Personnel

Signature

Date

Assigned Processor

Document I.D.

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



DIRECTORS' CERTIFICATION
RELATIVE TO THE AMENDMENT OF THE
BY-LAWS

OF

**ALSONS INSURANCE AND REINSURANCE BROKERS
CORPORATION**

Formerly: ALSONS INSURANCE BROKERS CORPORATION
(As amended, April 15, 2021)

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Chairman of the Board of Directors, the Corporate Secretary, and a majority of the members of the Board of Directors of ALSONS INSURANCE AND REINSURANCE BROKERS CORPORATION (the "Corporation") hereby certify that at the Annual Meeting of the Stockholders and the Board of Directors of the Corporation held on the 15th day of April 2021, at the principal office of the corporation, by resolution unanimously adopted and confirmed by the stockholders of the Corporation representing at least two-thirds (2/3) of the outstanding capital stock and the majority of the Board of Directors, the By-Laws was duly amended as follows:

STOCKHOLDERS' RESOLUTION

"RESOLVED, AS IT IS HEREBY RESOLVED, that the stockholders approve the recommendation made by the Board of Directors and Management to amend the By-Laws of the Corporation to change the corporate name from ALSONS INSURANCE BROKERS CORPORATION to ALSONS INSURANCE AND REINSURANCE BROKERS CORPORATION."

That the attached is a true and correct copy of the By-Laws as amended.

IN WITNESS WHEREOF, we, the undersigned Directors of the said corporation have hereunto set our hand this JUL 30 2021 at Parañaque City, Metro Manila, Philippines.


TOMAS I. ALCANTARA
TIN: 105-252-550


EDITHA I. ALCANTARA
TIN: 101-583-701


ROSVIDA A. DOMINGUEZ
TIN: 131-352-458


ALEJANDRO I. ALCANTARA
TIN: 105-252-501


RAMON T. DIOKNO
TIN: 117-434-705


ANTONIO MIGUEL B. ALCANTARA
TIN: 266-976-498

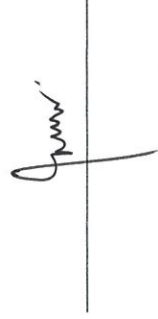

NICASIO I. ALCANTARA
Chairman of the Board
TIN: 105-252-527

Attest


ANGEL M. ESGUERRA III
Corporate Secretary
TIN: 121-413-569

Signed in the presence of:





SUBSCRIBED AND SWORN to before me, this JUL 30 2021 at Parañaque City, affiants exhibited to me their Tax Identification Numbers (TIN) with numbers, place and dates of issue indicated below their signatures

Doc. No. 228;
Page No. 47;
Book No. 10;
Series of 2021.
LDTTainbc/202-BL-4c2021




Notary Public

ATTY. VILMA HILDA VILLANUEVA-FABELLA
NOTARY PUBLIC
Until December 31, 2022
IBP No. 145508/1-07-2021/PPLM
PTR No. 2573468/1-04-2021/Parañaque
Roll No. 41901
Not. Com. No. 119-2021/1-04-2021

**AMENDED
BY-LAWS**

OF

**ALSONS INSURANCE AND REINSURANCE BROKERS
CORPORATION**

(Formerly: ALSONS INSURANCE BROKERS CORPORATION)
(As amended, April 15, 2021)

ARTICLE I

STOCK

SEC. 1 - CERTIFICATE OF STOCK. Certificates of stock shall be issued, in numerical order, to each holder of fully paid stock from the stock certificate book, and shall be signed by the President and by the Secretary and sealed by the latter with the corporate seal. A record of each certificate issued shall be kept on the stub thereof and upon the register of the company. (As amended, July 17, 2006)

SEC. 2 - TRANSFER OF STOCK. Where a certificate has been issued therefor, transfers of stock shall be made by endorsement and delivery thereof. Otherwise, a properly executed deed of sale or assignment shall suffice. (As amended, July 17, 2006)

No transfer of stock shall be effective and binding so far as the Company is concerned unless and until the same is duly registered upon the books of the company. Thereafter, the Secretary shall issue a new certificate provided that the old certificate is entered for cancellation and cancelled upon the face thereof. (As amended, July 17, 2006)

The stock books of the company shall be closed for transfers during the five days next preceding the date upon which dividends are declared payable and during each additional time as the Board of Directors may from time to time determine, which in no case is to exceed five days. (As amended, July 17, 2006)

SEC. 3 - UNISSUED STOCK. The unissued stock of the company shall be offered for sale and sold in such quantities and at such times as the Board of Directors of the company may from time to time determine. (As amended, July 17, 2006)

SEC. 4 - TREASURY STOCK. The treasury stock shall consist of such issued and outstanding stock of the company as may be purchased by the company or otherwise acquired by it, and shall be held subject to disposal by the Board of Directors or by the stockholders as the case may be. Such stock shall neither vote nor participate in dividends while held by the company. (As amended, July 17, 2006)

SEC. 5 - LOST CERTIFICATE. A lost certificate may be replaced whenever any person claiming a certificate of stock to be lost or destroyed shall make an affidavit to that fact and shall advertise the same in such manner as the Board of Directors may require, and after satisfying all the requirements of Republic Act No. 201. The new certificate shall be plainly marked as a duplicate certificate and shall otherwise be of the same tenor as the one alleged to be lost or destroyed. (As amended, July 17, 2006)

ARTICLE II

STOCKHOLDERS' MEETINGS

SEC. 1 - ANNUAL / REGULAR MEETINGS - The annual / regular meetings of stockholders shall be held at the principal office on any day of April of each year as may be fixed by the Board of Directors. (As amended, July 17, 2006)

SEC. 2 - SPECIAL MEETING - The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock; (b) President. (As amended, July 17, 2006)

SEC. 3 - PLACE OF MEETING - Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors. (As amended, July 17, 2006)

SEC. 4 - NOTICE OF MEETING - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery, or by mail, or by facsimile transmission, or by electronic mail (e-mail) at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. (As amended, July 17, 2006)

No publication of the notice of any meeting in the public newspaper shall be required. (As amended, July 17, 2006)

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting. (As amended, July 17, 2006)

SEC. 5 - QUORUM - Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present. (As amended, July 17, 2006)

SEC. 6 - CONDUCT OF MEETING - Meeting of the stockholders shall be presided over by the Chairman of the Board, or in his absence, by the President, or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary, shall act as Secretary of every meetings, but if not present, the chairman of the meeting shall appoint a secretary of the meeting. (As amended, July 17, 2006)

SEC. 7 - MANNER OF VOTING - At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting. (As amended, July 17, 2006)

SEC. 8 - CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting. (As amended, July 17, 2006)

ARTICLE III
THE BOARD OF DIRECTORS

SEC. 1 - BOARD OF DIRECTORS. The corporate powers of the company shall be exercised, its business conducted and its property controlled by its board of directors, who shall be chosen by the stockholders of the company entitled to vote at the annual meeting and shall hold office for one year and until their successors are elected and shall have qualified. (As amended, July 17, 2006)

SEC. 2 - NOMINATION AND ELECTION OF INDEPENDENT DIRECTORS. (As amended, July 17, 2006)

2.1 The Corporation shall have such number of independent directors as may be required by law. (As amended, July 17, 2006)

2.2 Stockholders shall submit their nominations for independent directors to the Corporation's Nominations Committee at least (10) days before the date of the stockholders' meeting. The nomination form shall contain the name of the nominee for independent director and all information that may be required by the Securities and Exchange Commission under its rules and regulations. The nomination form should be signed by the nominating stockholder and have the signed conformity of the nominee. (As amended, July 17, 2006)

2.3 The Nomination Committee shall only review those nominations with complete requirements. After screening the qualifications of all nominees, the Nominations Committee shall prepare the final list of candidates for independent director and the information required under the existing rules of the Commission. (As amended, July 17, 2006)

2.4 Only nominees whose names appear on the final list of candidates shall be eligible for election as independent director. No other nominations shall be entertained after the final list has been prepared. No further nominations shall be entertained or allowed on the floor during the actual meeting. (As amended, July 17, 2006)

2.5 Except as required under the current regulations of the Commission and existing laws, the conduct of election of independent directors shall be in accordance with the standard election procedures of the Corporation or its by-laws. (As amended, July 17, 2006)

2.6 The Chairman of the Meeting, shall inform all stockholders in attendance of the mandatory requirement of electing independent directors. (As amended, July 17, 2006)

2.7 Specific slots for the independent directors shall not be filled up by unqualified nominees. (As amended, July 17, 2006)

SEC. 3 - QUORUM. The directors shall act only as a Board and the individual directors shall have no power as such. A majority of the directors of the Company, at a meeting duly assembled, shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of a quorum so present shall be valid as a corporate act. (As amended, July 17, 2006)

SEC. 4 - PLACE OF MEETING. The board of directors shall have power to hold its meetings, and to have one or more branch offices, within or outside of the Philippines, at such place or places as may from time to time be designated by it. (As amended, July 17, 2006)

SEC. 5 - MEETING OF DIRECTORS. Regular meetings of the Board of Directors shall be held once every quarter on such dates and at places as may be called by the Chairman of the Board, or upon the request of a majority of the Directors. (As amended, July 17, 2006)

SEC. 6 - NOTICE - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, or by personal delivery, or by mail, or by telegram, or by facsimile transmission, or by electronic mail (e-mail), or by written message. A director may waive this requirement, either expressly or impliedly. (As amended, July 17, 2006)

No publication of the notice of any meeting in the public newspaper shall be required. (As amended, July 17, 2006)

SEC. 6 - VACANCIES. If any vacancy shall occur among the directors and/or independent director(s) by reason of death, resignation, or for any other reason, such vacancy may be filled by the remaining directors constituting a quorum at any meeting or adjourned meeting held during such vacancy, if not filled by the stockholders at any of their meetings. In case of vacancy in the board, the remaining directors shall continue to act, but

if at any time their number be reduced to less than the quorum, the remaining directors shall forthwith call a special meeting of the stockholders entitled to vote for the purpose of filling such vacancies. A director or independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office. (As amended, July 17, 2006)

SEC. 7 - POWERS AND DUTIES; OTHER OFFICERS. The Board shall, in each year, elect the officers specified in Section 1 of Article III hereof, and may elect or appoint such other officers, agents and employees as it may deem necessary for the proper conduct of the corporation's business in any part of the Philippines or in any foreign country, and may fill any vacancy which may occur in any office. The Board shall determine the compensation to be paid to all such other officers, agents and employees. (As amended, July 17, 2006)

SEC. 8 - EXECUTIVE COMMITTEE. The Executive Committee shall be composed of at least three directors and such other members as may be appointed by the Board of Directors and shall exercise all the powers of the board except: (As amended, July 17, 2006)

- (1) The approval of any action for which stockholders' approval is required; (As amended, July 17, 2006)
- (2) The filling of vacancies in the board; (As amended, July 17, 2006)
- (3) The amendment or repeal of the By-Laws or the adoption of new by laws; (As amended, July 17, 2006)
- (4) The amendment or repeal of any resolution of the Board of Directors which by its terms is not so amendable or repealable; and (As amended, July 17, 2006)
- (5) Distribution of cash dividends to the shareholders. (As amended, July 17, 2006)

The act of the majority of the members of the Executive Committee shall be the act of the Executive Committee. Minutes of all the proceedings of the Executive Committee shall be kept, and shall be submitted to the Board of Directors for its information. (As amended, July 17, 2006)

SEC. 9 - OTHER COMMITTEES. The Board of Directors, by a vote of the majority of the whole board may appoint from the directors such committees as they may deem judicious, and to such extent as is provided by resolution delegate to such committees all or any of the powers of the Board of Directors which may be lawfully delegated, and such committees shall have and thereupon may exercise all or any of the powers so delegated to them. (As amended, July 17, 2006)

SEC. 10 - COMPENSATION OF DIRECTORS. Each director shall receive, for his services as such director such amount as may be fixed by the stockholders for each regular or special meeting of the Board actually attended by him provided, that nothing herein contained shall be construed to preclude any director from serving the company in any other capacity and receiving such compensation therefor as may be fixed from time to time by the Board of Directors. (As amended, July 17, 2006)

SEC. 11 - PROFIT SHARING. The Board of Directors shall be authorized and empowered to pay or distribute to the members of the Board of Directors and the Executive Committee, and the officers of the Corporation, amounts of up to FIVE PERCENT (5%) of the net income before tax in each year, to be allocated at its discretion. If the income arises from the consolidation, or equity accounting of earnings of subsidiaries or affiliates, the computation of net income subject to profit sharing, shall be based on the cash or property dividends declared and actually received by the Company during the year. (As amended, July 17, 2006)

ARTICLE IV

THE OFFICERS

SEC. 1 - The officers, who shall be elected annually by each new Board of Directors, shall consist of a Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Treasurer, a Secretary, and such other officers as the Board of Directors may deem necessary. Two or more offices may be vested in the same person whenever deemed convenient of expedient and not incompatible to each other by the Board of Directors. The officers shall hold office until their successors are elected and qualified. (As amended, July 17, 2006)

SEC. 2 - THE CHAIRMAN OF THE BOARD OF DIRECTORS. The Chairman shall preside at all meetings of the Board of Directors and Stockholders. He shall also perform such duties and exercise such powers as may be assigned to him by the Board of Directors. (As amended, July 17, 2006)

SEC. 3 - PRESIDENT. The President who is a director, in the absence or inability of the Chairman shall preside at all meetings of the directors or stockholders. He shall sign, as president, all certificates of stock, contracts, and other papers or instruments in which the corporation may be a party. He shall call a special meeting of the Board of Directors whenever he deems it necessary. He shall have the general supervision of the corporation's business. He shall have such other powers and duties as the Board of Directors may prescribe. It is understood that the foregoing enumeration of powers shall be without prejudice to the Board of Directors' authorizing another person or persons to execute, in the President's stead, all the acts hereinbefore enumerated. (As amended, July 17, 2006)

SEC. 4 - THE VICE PRESIDENT(S). The Vice-President shall be elected from among the Board of Directors. He shall perform the duties of the President in the latter's absence. He shall have such powers and functions as may be prescribed by the Board of Directors. In case there are two or more Vice Presidents, the order of succession shall be in the order of their appointments. (As amended, July 17, 2006)

SEC. 5 - TREASURER. The Treasurer shall be elected by the Board of Directors from among themselves. The treasurer shall be the custodian of all funds and property of the corporation. At each annual meeting of the stockholders, it shall be his duty to submit a complete statement of his accounts for the past year. He shall be ex-officio Assistant Secretary. He shall perform such other duties as may be prescribed for him by the Board of Directors.

SEC. 6 - SECRETARY. The Secretary who is a Filipino and resident of the Philippines shall keep and preserve the minutes of the meetings of the directors and of the stockholders, and a record of all the business transactions of the corporation. He shall be ex-officio Assistant Treasurer. He shall keep a proper stock and transfer book, and discharge such other duties as may be prescribed by the Board of Directors.

ARTICLE V

FUNDS

All the funds and moneys of the corporation shall be deposited in the name of the corporation in such bank or banks as the Board of Directors, or such officer as the board may empower, shall from time to time designate, and shall only be withdrawn by means of checks or withdrawal receipts signed by such person or persons as the Board of Directors may designate.

ARTICLE VI

CORPORATE SEAL

The corporate seal shall consist of two concentric circles between which is the name of the corporation and "Davao City, Philippines", and in the center shall be inscribed "Incorporated 1973".

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year. (Amended June 15, 1989)

ARTICLES VIII

AMENDMENT OF BY-LAWS

These By-Laws may be amended, repealed or altered, in whole or in part, by a vote of a majority of the subscribed capital stock at any annual meeting of the corporation, or at any special meetings called for that purpose. The Board of Directors shall have power to amend or repeal by By-Laws of the company at any regular or special meeting of the Board, as may be delegated to the stockholders two thirds of the subscribed capital stock.

WE, the undersigned, being the holders of a majority of the subscribed capital stock of the C. Alcantara Insurance Agencies Group, Inc. in a meeting held in Davao City on April 14, 1973, hereby assent to the following By-Laws:

	Name	No. of Shares
1.	Conrado Alcantara	300
2.	Ladislawa I. Alcantara	150
3.	Nicasio I. Alcantara	120
4.	Felicesimo I. Alcantara	107
5.	Editha I. Alcantara	107

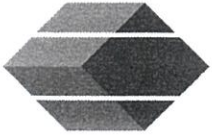
WITNESS OUR HANDS in the City of Davao, Philippines, this 14th day of April 1973.

(SGD.) CONRADO ALCANTARA (SGD.) LADISLAWA I. ALCANTARA

(SGD.) NICASIO I. ALCANTARA (SGD.) FELICESIMO I. ALCANTARA

(SGD.) EDITHA I. ALCANTARA

roy/aibc/202/02-abt-2006



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
PICC Secretariat Bldg., PICC Complex
Pasay City, Metro Manila

Date: October 04, 2021

Verification Reference No.: NV2110658

Name:

ALSONS INSURANCE AND REINSURANCE BROKERS CORPORATION

Name of Applicant:

Laura Tumala

Verifier:

cmfurugganan

Result: Verification Approved

You may now proceed with the amendment application.

The proposed company name and/or trade name/s will be presented in the certificate of amendment exactly the same as how they were entered. Be informed that the proposed company name and/or trade name/s is reserved for **30 calendar days**. Present this document together with other documentary requirements. If the reservation period has elapsed and you still have not completed your company registration, your proposed company name and/or trade name/s reservation will be forfeited. In this case, you should verify and reserve your proposed company name and/or trade name/s again.

Note: The fact that the proposed company name and/or trade name/s is available at the date verified, it is not to be regarded as an approval of the application for change of name. No expense for the printing or posting in the internet using a verified name should be incurred until the amendment 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 person has acquired a prior right of the said firm/trade name, has been deemed not distinguishable from a registered or reserved name and if the name has been declared misleading or contrary to public morals, good custom or public policy

Verifier Remarks:

Note to processor: for payment P100.00



Republic of the Philippines
Department of Finance
INSURANCE COMMISSION
1071 United Nations Avenue
Manila



1st ENDORSEMENT
24 August 2021

Respectfully endorsed to the Securities and Exchange Commission, (SEC), Ground Floor, Secretariat Building, PICC Complex, Roxas Boulevard, City of Pasay, Metro Manila the attached amended Articles of Incorporation & By-Laws of **ALSONS INSURANCE BROKERS CORPORATION** with the advise that the Insurance Commission has no objection to its registration with the Securities and Exchange Commission.

AMENDED ARTICLES OF INCORPORATION & BY-LAWS

First: That the name of the said corporation shall be:

ALSONS INSURANCE AND REINSURANCE BROKERS CORPORATION

(As amended, April 15, 2021)

THIRD: That the place where the principal office of the corporation is to be established is at the **Alsons Building, 2286 Chino Roces Avenue, Makati City, 1231, Metro Manila, Philippines.**

(As amended, April 15, 2021)

SIXTH: That the number of Directors of the corporation shall be **nine (9)** and the names and residences of the Directors of the Corporation who are to serve as such until their successors are elected and qualified as provided by the By-Laws, are as follows:

(As amended, April 15, 2021)

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission.

By Authority of the Insurance Commissioner:


FERDINAND GEORGE A. FLORENDO
Deputy Insurance Commissioner