



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

COMPANY REG. NO. 162533

**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

PHILPLANS FIRST, INC.
(Amending Article III thereof.)

copy annexed, adopted on May 06, 2014 by majority vote of the Board of Directors and on June 24, 2014 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 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 29th day of August, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department




CERTIFIED TRUE COPY
ARSENIO C. CABRERA JR.
CORPORATE SECRETARY

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of Articles of Incorporation

0000162533

Former Company Name

PHILPLANS FIRST, INC.

AMENDED TO:

New Company Name

N / A

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

12/ F i A C A D E M Y B U I L D I N G
6764 A Y A L A A V E N U E
M A K A T I C I T Y

COMPANY INFORMATION

Company's E-mail Address

customerservice@philplans.com.ph

Company's Telephone Number/s

802-7300

Company's Facsimile Number/s

403-5299

CONTACT PERSON INFORMATION

Name of Contact Person

ARSENIO C. CABRERA, JR.

Email Address

accabrera@htc-law.com.ph

Telephone Number/s

813-7111

Facsimile Number/s

840-5555

Contact Person's Address

5/F SGV II Building, 6758 Ayala Avenue, Makati City

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

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

CERTIFIED TRUE COPY
ARSENIO C. CABRERA JR.
CORPORATE SECRETARY

AMENDED
ARTICLES OF INCORPORATION
OF
PHILPLANS FIRST, INC.
(formerly PHILAM PLANS, INC.)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age and majority of whom are residents of the Philippines, have this date 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 said corporation shall be:

"PHILPLANS FIRST, INC."

(as amended by a majority vote of the Board of Directors and by the stockholders representing at least 2/3 of the outstanding capital stock, at separate meetings on 30 September 2009)

SECOND: That the PURPOSE for which such corporation is formed are:

PRIMARY PURPOSE

To create and provide a lawful institutional medium capable of developing, maintaining, conducting, operating, marketing, selling any and all types of securities (without acting as stock broker), including but not limited to life plans, educational assistance plans, pension, retirement income, or retirement plans, with all the requisite facilities and services, merchandise or articles necessary or relevant to such securities and services to be delivered in the future to the purchases, subscribers, planholders and enrollees.


CERTIFIED TRUE COPY
ARSENIO C. CABRERA JR.
CORPORATE SECRETARY

SECONDARY PURPOSES

a) To purchase or otherwise acquire, or construct and maintain memorial parks or cemeteries with funeral chapels, to build, provide, equip and maintain crematories, and to provide urns and other suitable receptacles for cremated remains; to deal in and sell coffins and caskets and all such property, goods, wares and merchandise as are incidental to and used in the business of undertaker and morticians;

b) To act as managers, general agents, commercial brokers, advisers and representatives of and for any judicial person or for any other firm or enterprise lawfully engaged in business in or outside of the Philippines, with particular emphasis on insurance, health maintenance and home care agencies;

c) To develop, establish, provide, sell, market, hold and maintain various other educational programs not necessarily on a pre-need basis, such as but not limited to conventions, seminars, forums, convocations, conferences, lectures, exhibitions, educational film and shows.

d) To engage in the business of printing, publishing, distribution and sale of books, magazines, subscription and other educational materials.

e) To own otherwise acquire by deed, purchase or otherwise, the necessary property, building, and equipment essential or incidental to said business and to purchase, own, hold, possess, lease or otherwise acquire, and to use, operate, maintain, sell, pledge, mortgage, transfer or assign any real or personal property in the furtherance of the business and purpose of the Corporation.

f) To manufacture, except food, drugs and cosmetics, buy, sell, deal in and to engage in, conduct and carry on the business of manufacturing, buying, selling, and dealing in goods, wares, and merchandise or every class description including agricultural products as may be permitted by the laws of the Philippines, and to act as agent, representatives attorney-in-fact of any individual, association, partnership, corporation or any other entity; to act as a manufacturer's representative, commission merchant, merchandise broker, indenter, factor, consignment agent or in any other representative capacity for natural or juridical persons or entities, either domestic or foreign;

g) To carry on a general mercantile and commercial business of exporting, importing, wholesaling, retailing, selling, jobbing or otherwise disposing of and dealing in any goods, wares, mercantile and commodities of all kinds, and various services and items ancillary thereto; to acquire by purchase or otherwise, and of owing, using, selling, granting, assigning, and licensing others to use franchise of any business or retailing systems;

h) Subject to existing laws, to organize and promote or assist in establishing, organizing and promoting, manufacturing, real estate, and industrial enterprise; to acquire, construct, erect, lease, and operate plants, factory sites, and the machineries and equipment required for the operation of such enterprise and generally, to own, manage and/or administer lands, buildings, business or any kind, properties whether real or personal, and to construct and sell condominium, as owners or as agent, representatives, or attorney-in-fact of owners thereof;

i) To borrow or raise money, negotiate loans from banks and financing institutions, domestic or foreign for such amounts and under such terms and conditions as are just reasonable; and to make and issue notes, bonds or other evidence or indebtedness of all kinds, and to secure the same by mortgage, pledge or otherwise, in such amounts as the business of the Corporation requires;

j) To purchase, own, receive, collect or otherwise acquire, obtain any interest, in hold, pledge, hypothecate, mortgage, assign, deposit, create, trust with respect to, deal in, exchange, sell or otherwise dispose of, all kinds of shares, stocks, voting trust certificates, trust receipts, notes and other securities, obligations, choses in action and evidence of indebtedness, including promissory notes, drafts, bills of exchange, negotiate instruments and currencies of any persons, partnership, association, corporation, or entity, whether domestic or foreign;

k) To acquire shares, stocks debentures, bonds, obligations, or securities of the Corporation, by purchase or otherwise, insofar as may be necessary to carry out its purpose, and to exercise and enforce all rights and powers conferred by or incident thereto;

l) To mortgage, encumber or hypothecate properties of the Corporation, real, or personal, to secure the payment of obligations of third persons, provided that it will not engage itself in surety business;

m) To invest its funds in other corporations; to raise, borrow, or arrange funds from private, institutional or government sources, local and/or abroad, subject to existing Philippine laws and regulations;

n) Without particularly limiting the power of the Corporation, it is hereby expressly declared and provided that the Corporation shall have the power to make and perform contracts of any kind and description with any individual or entity; to conduct its business and exercise its power in any country; and in carrying on its business purposes, and to exercise any and all other acts and things, and to exercise and all powers which a juridical person could do and exercise and which shall now and hereinafter may be authorized by law;

THIRD: That the place where the principal office of the Corporation is to be established is at the 12th Floor, iAcademy Building, 6764 Ayala Avenue, Makati City. Branch offices may be established anywhere in the Philippines or abroad as may be determined by the Board of Directors. (As amended by a majority vote of the Board of Directors and by the stockholders representing at least 2/3 of the outstanding capital stock, at separate meetings on 6 May 2014 and 24 June 2014.)

FOURTH: That the term for which the Corporation is to exist is FIFTY (50) YEARS from and after date of incorporation.

FIFTH: That the names, citizenship and residences of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Romeo E. Lualhati	Filipino	31 Mount Vernon, Filinvest I, Capitol District, Quezon City
Agerico F. Reinoso	Filipino	603 Tay San Street, New Alabang Village Muntinlupa, M.M.
Eulogio A. Mendoza	Filipino	3 Cagayan de Oro St., Alabang Hills Village, Muntinlupa, Metro Manila
Jesus G. Hofileña	Filipino	6-18 Berbenia St., Tahanan Village Paranaque, Metro Manila
Josefino R. Sto. Domingo	Filipino	65 Ma. Felipe Street, Tierra Pura Subd. Tandang Sora, Q.C.

SIXTH: That the number of the directors of said Corporation shall be TWELVE (12) and that the names and residences of the directors of the corporation who are to serve until their successors are elected as provided by the by-laws are as follows: (as amended by a majority vote of the Board of Directors and by the stockholders representing at least 2/3 of the outstanding capital stock, at separate meetings on 28 May 2013).

<u>Name</u>	<u>Residence</u>
Romeo E. Lualhati	31 Mount Vernon, Filinvest I, Capitol District, Quezon City
Agerico F. Reinoso	603 Tay San Street, New Alabang Village Muntinlupa, M.M.

Eulogio A. Mendoza	3 Cagayan de Oro St., Alabang Hills Village, Muntinlupa, Metro Manila
Jesus G. Hofileña	6-18 Berbenia St., Tahanan Village Paranaque, Metro Manila
Josefino R. Sto. Domingo	65 Ma. Felipe Street, Tierra Pura Subd. Tandang Sora, Q.C.

SEVENTH: That the authorized capital stock of said Corporation is ONE BILLION FIVE HUNDRED MILLION PESOS (P1,500,000,000.00), Philippine Currency, divided into FIFTEEN MILLION (15,000,000.00) SHARES OF COMMON STOCK of the par value of ONE HUNDRED PESOS (P100.00) each share.

No transfer of stock which shall reduce the percentage of shares owned by citizens of the Philippines below that required by law shall be permitted to be recorded in the books of the corporation, all such transfer being null and void as far as corporation in concerned, This restriction shall be indicated and printed in all certificates of stock issued by the corporation.

That the foregoing conditions and restrictions shall appear on the stock certificate and shall bind the heirs, successors, assigns executors, administrators or other legal representatives of the stockholders. (as amended by a majority vote of the Board of Directors and by the stockholders representing at least 2/3 of the outstanding capital stock, at separate meetings on 30 September 2009)

EIGHT: That the amount of said capital stock which has been actually subscribed is Three Million Pesos (P3,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock appearing after their respective names::

<u>Name</u>	<u>No. of shares</u>	<u>Amount</u>
Romeo E. Lualhati	29,996	P2,999,600.00
Agerico F. Reinoso	1	100.00
Eulogio A. Mendoza	1	100.00
Jesus G. Hofileña	1	100.00
Josefino R. Sto. Domingo	1	100.00
 Total	 <u>30,000</u>	 <u>P3,000,000.00</u>


CERTIFIED TRUE COPY
ARSENIO C. CABRERA JR.
CORPORATE SECRETARY

NINTH: That the following persons have paid on the shares of capital stock of which they have subscribed the amount appearing after their respective names;

<u>Name</u>	<u>Amount Paid on Subscription</u>
Romeo E. Lualhati	P2,999,600.00
Agerico F. Reinoso	100.00
Eulogio A. Mendoza	100.00
Jesus G. Hofileña	100.00
Josefino R. Sto. Domingo	100.00
Total	<hr/> P3,000,000.00

TENTH: That AGERICO F. REINOSO 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 receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 26th day of December 1988 at Manila, Philippines.

(SGD.) ROMEO E. LUALHATI

(SGD.) AGERICO F. REINOSO

(SGD.) EULOGIO A. MENDOZA

(SGD.) JESUS G. HOFILENA

(SGD.) JOSEFINO R. STO. DOMINGO

SIGNED IN THE PRESENCE OF:

(SGD.) ILLEGIBLE

(SGS.) ILLEGIBLE

ACKNOWLEDGEMENT

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

BEFORE ME, a Notary Public for and in Manila, personally appeared:

Romeo E. Lualhati	632621	February 11, 1988 Manila, Philippines
Agerico F. Reinoso	1065285	February 12, 1988 Manila, Philippines
Eulogio A. Mendoza	803481	January 5, 1988 Manila, Philippines
Jesus G. Hofileña	8399830	February 13, 1988 Manila, Philippines
Josefino R. Sto. Domingo	1190087	March 2, 1988 Quezon City

known to me and to me known to be the same personal who executed the foregoing instrument and they acknowledged to me that they executed the same as their own free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal at Manila, Philippines this 26th day of December, 1988.

(SGD.) ALVIN B. CUNADA
Notary Public
Until December 31, 1988
PTR 258788 1/8/88 Manila
TAN C5341-H0444-A-7

Doc. No. 22;
Page No. 6;
Book No. XXXIII
Series of 1988

FPI Assented AOK 03/13
My documents / ARSH / PHILIPINA / ACK & By-Laws


CERTIFIED TRUE COPY
ARSENIO C. CABRERA JR.
CORPORATE SECRETARY

SECRETARY'S CERTIFICATE

I, **ARSENIO C. CABRERA, JR.**, of legal age, married, a resident of 506 Batangas East Street, Ayala Alabang Village, Muntinlupa City, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **PHILPLANS FIRST, INC.**, (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with principal office address at 12th Floor, iACADEMY Building, 6764 Ayala Avenue, Makati City.
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.


Makati City, 15th day of August 2014.



ARSENIO C. CABRERA, JR.
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 15th day of August 2014 in Makati City, affiant exhibiting to me his Passport No. EB4665343 issued on 9 February 2012 at DFA Manila.

Doc. No. 25 ;
Page No. 6 ;
Book No. I ;
Series of 2014.

SC_Intra Corporate Dispute/ACC Files:mydocs:clients_PhilPlans


CLARISSE ANN MARIE M. DE LA CRUZ
Notary Public
Until 31 December 2015
PTR No. 4421870 / Makati / 30 June 2014
IBP LM No. 012622 / Laguna / Lifetime Memb
Appointment No. M 830
ROLL OF ATTORNEY NO. 63471
S/F SGV II BLDG., 6758 AYALA AVE.,
MAKATI CITY


CERTIFIED TRUE COPY
ARSENIO C. CABRERA JR.
CORPORATE SECRETARY



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

1st ENDORSEMENT
24 July 2014

Respectfully endorsed to the Securities and Exchange Commission (SEC), SEC Building, EDSA Greenhills, Mandaluyong City, the intention of **PHILPLAN FIRST, INC.** to change its principal address from **Metro Manila** to **12th Floor, iAcademy Building, #6764, Ayala Avenue, Makati City** with the advise that the Insurance Commission (IC) has no objection to its registration with the Securities and Exchange Commission.

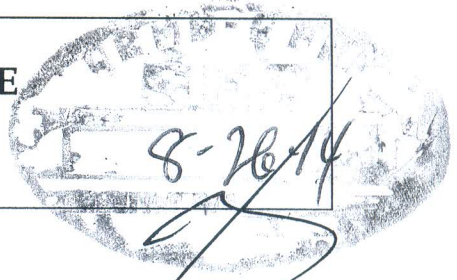
This Endorsement should be submitted to the Securities and Exchange Commission (SEC) by the applicant together with the same documents as presented to the Insurance Commission (IC).

DOROTHY M. CALMAG
Deputy Insurance Commissioner
Management Support Services Group
Officer- in-Charge

lic//rey

CERTIFIED TRUE COPY
ARSENIO C. CABRERA JR.
CORPORATE SECRETARY

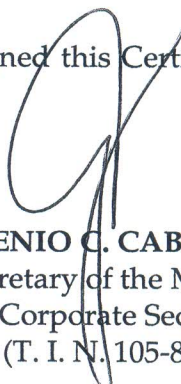
DIRECTORS' CERTIFICATE
[Articles of Incorporation]



WE, the undersigned, being the Chairman of the Board of Directors, the Corporate Secretary, and at least a majority of the members of the Board of PHILPLANS FIRST, INC. (the "Corporation"), a Corporation duly hereby certify that:

1. On 6 May 2014 and 24 June 2014, at separate meetings at the principal office of the Corporation, the Corporation's Board of Directors, by a majority vote of its members, and the stockholders, by affirmative vote of two-thirds (2/3) of the outstanding capital stock of the Corporation, approved the amendment of Article III of the Corporation's Articles of Incorporation to change its principal office address from "Metro Manila" to the "12th Floor, iAcademy Building, 6764 Ayala Avenue, Makati City".
2. The copy of the Corporation's Amended Articles of Incorporation attached hereto as Annex "A" is a true and correct copy of the Corporation's Amended Articles of Incorporation and reflect the foregoing amendment thereto.

IN WITNESS WHEREOF, we have hereunto signed this Certificate this 24th day of June 2014 at Makati City.


ARSENIO C. CABRERA, JR.
Secretary of the Meeting/
Corporate Secretary
(T. I. N. 105-821-570)


CERTIFIED TRUE COPY
ARSENIO C. CABRERA JR.
CORPORATE SECRETARY

ATTEST:



MONICO V. JACOB
Chairman of the Meeting/Director
(T.I.N. 123-030-879)



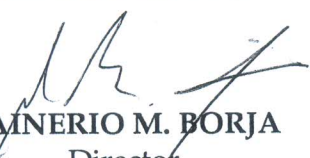
EUSEBIO H. TANCO
Director
(T.I.N. 141-978-255)



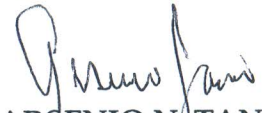
ANNETTE W. TIROL
Director
(T.I.N. 171-223-354)



JOSEPH AUGUSTIN L. TANCO
Director
(T. I. N. 135-123-445)



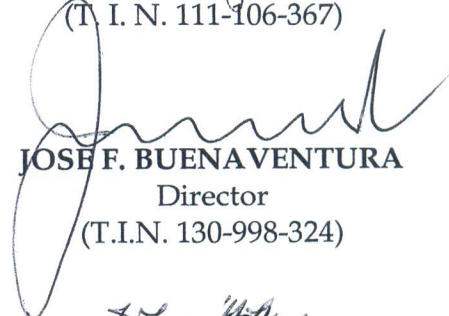
RAINERIO M. BORJA
Director
(T.I.N. 209-207-411)



ARSENIO N. TANCO
Director
(T. I. N. 111-106-367)



ESTER T. GABALDON
Director
(T.I.N. 111-106-359)



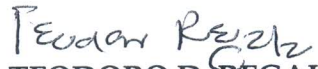
JOSE F. BUENAVENTURA
Director
(T.I.N. 130-998-324)



MA. VANESSA ROSE L. TANCO
Director
(T. I. N. 131-209-492)



JOHNIP G. CUA
Independent Director
(T. I. N. 120-146-639)



TEODORO D. REGALA
Independent Director
(T. I. N. 125-673-089)



CERTIFIED TRUE COPY
ARSENIO C. CABRERA JR.
CORPORATE SECRETARY

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY)SS.

SUBSCRIBED AND SWORN to before me this 24th day of June 2014 in Makati City, affiant exhibited to me the following:

Name	Passport No./ Community Tax Certificate No.	Date & Place Issued
Eusebio H. Tanco	PP# XX5485551	9 February 2010/DFA Manila
Monico V. Jacob	PP# XX5485557	9 February 2012/DFA Manila
Arsenio N. Tanco	T.I.N. 111-106-367	
Joseph Augustin L. Tanco	PP# XX5485237	9 February 2010/DFA Manila
Ester T. Gabaldon	PP# EB1385869	6 November 2010/DFA Manila
Rainerio M. Borja	T.I.N. 209-207-411	
Jose F. Buenaventura	T.I.N. 130-998-324	
Ma. Vanessa Rose L. Tanco	T.I.N. 131-209-492	
Teodoro D. Regala	T.I.N. 125-673-089	
Johnip G. Cua	T.I.N. 120-146-639	
Arsenio C. Cabrera, Jr.	PP# EB4665343	9 February 2012/DFA Manila

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and place first above-written.

Doc. No. 801;
Page No. 62;
Book No. 87;
Series of 2014.

Director's Certificate ACI Inc In directors
My documents/ARSI/Philippines/ACI & Sp-Law

Robert N. Cruz
ATTY. ROBERT N. CRUZ
NOTARY PUBLIC
Until December 31, 2015
Appt. No. M-44, Makati City
IBP #942 830, Nov. 12, 2013-RSM
PTR #4225542, Jan. 02, 2014-Makati
S.C. Roll No. 59597
MCLE Compliance No. IV-0011330
Unit 301 3rd Flr. Campos Rueda Bldg
191 M. Aran Ave., Brgy. Pio del Pilar,
Makati City

Arzenio C. Cabrera, Jr.
CERTIFIED TRUE COPY
ARSENIO C. CABRERA, JR.
CORPORATE SECRETARY