



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

COMPANY REG. NO. 16697

**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

**STRONGHOLD INSURANCE COMPANY, INC.**  
(Amending Article VI thereof.)

copy annexed, adopted on November 08, 2012 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 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 4<sup>th</sup> day of February, Twenty Thirteen.

  
**FERDINAND B. SALES**

Acting Director

Company Registration and Monitoring Department





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ATTY. FLORENTINO H. GARCES

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Month                      Day

Fiscal Year

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**CHANGE OF NUMBER  
OF DIRECTORS.**

02      19  
Month      Day  
Annual Meeting

Dept. Requiring this Doc.

Amended Articles Number/Section

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Total No. Of Stackholders

Total Amount of Borrowings

		N	O	N	E		
		Domestic					

	N	O	N	E	
		Foreign			

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File Number

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Remarks = pls. Use black ink for scanning purposes

# **AMENDED ARTICLES OF INCORPORATION**

**OF**

## **STRONGHOLD INSURANCE COMPANY, INC.**

### **KNOW ALL MEN BY THESE PRESENTS:**

That we, all of whom are of legal age and resident of the Philippines, on this date, have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

### **AND WE HEREBY CERTIFY: -**

**FIRST:** - That the name of said corporation shall be "**STRONGHOLD INSURANCE COMPANY, INC.**"

**SECOND:** - That the purposes for which said corporation is formed are:

(a) To insure houses, tenements, 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 branches. To rebuild, repair, replace or reinstate houses, buildings, machinery and every description of the property which may be insured by the company and to carry on any kind of business necessary or expedients for any such purpose.

(b) To insure against every description of marine which may legally be 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 water craft of all descriptions and also the freights, goods, merchandise, cargo and all property whatsoever in or on board of the same, whether the property of members of the company or not, so far as the same may be effected or made according to law. To insure all other matter and things which lawfully may or can be from time to time insured or by the subject of insurance against perils of the sea, and also generally to carry on any other branches and departments of the insurance business.



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***Amended Articles of Incorporation***

(c) To grant either in the Philippines or abroad, policies or other instruments of insurance against or insuring compensation 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 other accident or misadventure, or violence during any journey or voyage by land or water or air, or 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 requirement in case of accident or harm to any person or the family and household of any person dwelling or staying in the house of such person insured.

(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 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 purpose.

(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, or other transactions or operations, either by private individuals, or by hands of departments, courts, judges, officers, boards, 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 or more of such happenings.

(k) To insure glass against breakage.

(l) To guarantee and indemnify the owners and users of steam boilers and pipes, of fly wheels, engines of all kinds or machinery against loss of use or occupancy caused thereby, and against liability unto third person by any of said cause; and to make



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***Amended Articles of Incorporation***

inspection of, and to issue certificates of inspection upon such bodies, pipes, fly wheels, engines and machinery.

(m) And generally to execute, sign and carry out fidelity bonds and surety undertakings of every nature and kind 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 liabilities of any person or company carrying on any business which this company is authorized to carry on or possessed or property suitable for the purposes of this company.

(p) To acquire by purchase and to invest in, held, sell, or otherwise dispose of the stocks or bonds, or any interest in either, or any obligations to evidences of indebtedness, of any corporation or corporations, domestic or foreign, or the bonds or other obligations or evidences of indebtedness, or any person, firm or corporation, and while the owner of such stocks, bonds or interest or other obligations or evidences of indebtedness, to exercise all the rights, powers, and privileges of ownerships, including the right to vote thereon or consent in respect thereof for any and all purposes.

(q) To purchase or otherwise acquire, sell, lease, convey, mortgage, encumber, and otherwise deal with any property of interest, or easement, right, or privilege over or in respect of any property, real or personal, as may be reasonably necessary to enable it to carry out the purposes for which the corporation is created as may not or hereafter be permitted by law.

(r) To procure the company to be registered or recognized or to be permitted to carry on its 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 all acts and things, and exercise any and all powers which a juridical person could do or 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 otherwise and by or through trustees, agents or 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 subjects.



(u) To do and perform any and all of the acts and things; 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, for a consideration, to indemnify any person, firm or corporation against loss, damage or liability arising from an unknown or contingent event, and to guarantee 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, including life insurance.

**THIRD:** - That the place where the principal office of the corporation is to be established or located is in the City of Makati, Metro Manila, Philippines.

**FOURTH:** - That the terms for which said corporation is to exist is **for another fifty (50) years from March 21, 2010. ("AS AMENDED ON OCTOBER 14, 2009")**

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

<b><u>NAME</u></b>	<b><u>NATIONALITY</u></b>	<b><u>RESIDENCE</u></b>
CONRADO S. CARLOS	Filipino	129 Sierra Madre, Quezon City
ANTONIO DE ZUZUARREGUI, JR.	Filipino	51 Quezon Blvd. Extension, Q.C.
DEOGRACIAS C. MATIAS	Filipino	Sta. Maria, Bulacan
AMADO S. CARLOS	Filipino	644 Rizal Avenue, Manila
PAULINA GUISON CARLOS	Filipino	129 Sierra Madre, Quezon City

**SIXTH:** - That the number of the directors of said corporation shall be **eleven (11)** and that the names 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: (As amended on November 8, 2012)



<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
CONRADO S. CARLOS	Filipino	129 Sierra Madre, Quezon City
ANTONIO DE ZUZUARREGUI, JR.	Filipino	51 Quezon Blvd. Extension, Q.C.
DEOGRACIAS C. MATIAS	Filipino	Sta. Maria, Bulacan
AMADO S. CARLOS	Filipino	644 Rizal Avenue, Manila
PAULINA GUISON CARLOS	Filipino	129 Sierra Madre, Quezon City

**SEVENTH:** - That the authorized capital stock of said corporation is **FIVE HUNDRED MILLION PESOS (Ps500,000,000.00)**, Philippine Currency, and said capital stock is divided into **FIVE MILLION (5,000,000) SHARES** with a par value of **ONE HUNDRED PESOS (Ps100.00)**, Philippine Currency, each. (***“AS AMENDED ON OCTOBER 14, 2009”***)

**EIGHT:** - That the amount of said capital stock which has been actually subscribed is **FIVE HUNDRED THOUSAND PESOS (Ps500,000.00)** and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names, and have furthermore agreed to pay an amount equal to ten percent (10%) of their subscribed capital stock to form a “contributed surplus fund”:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT OF SUBSCRIPTION</u>	<u>CONTRIBUTED SURPLUS</u>
CONRADO S. CARLOS	3,500	Ps 350,000.00	Ps 35,000.00
ANTONIO DE ZUZUARREGUI, JR.	1,000	100,000.00	10,000.00
DEOGRACIAS C. MATIAS	250	25,000.00	2,500.00



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**Amended Articles of Incorporation**

AMADO S. CARLOS	50	5,000.00	500.00
PAULINA GUISON CARLOS	200	20,000.00	2,000.00
	-----	-----	-----
<b>TOTAL</b>	<b><u>5,000</u></b>	<b><u>Ps 500,000.00</u></b>	<b><u>Ps 50,000.00</u></b>

The contributed surplus paid in by the subscribers shall, with approval of the Insurance Commissioner, be repaid in cash to the contributing stockholders in the same amount and without interest as soon as the earned surplus reserve of the corporation as may be provided in the by-laws shall, in the judgment of the Board of Directors, justify it.

**NINTH:** - That the following persons have paid for the shares of capital stock for which they have subscribed and as their share in the “contributed surplus fund”, the amount set out opposite their respective names:

<u>NAME</u>			
CONRADO S. CARLOS	Ps	175,000.00	Ps 35,000.00
ANTONIO DE ZUZUARREGUI, JR.		50,000.00	10,000.00
DEOGRACIAS C. MATIAS		12,500.00	2,500.00
AMADO S. CARLOS		2,500.00	500.00
PAULINA GUISON CARLOS		10,000.00	2,000.00
		-----	-----
<b>TOTAL</b>	<b>Ps</b>	<b><u>250,000.00</u></b>	<b><u>Ps 50,000.00</u></b>

**TENTH:** - That **Mr. CONRADO S. CARLOS** has been elected by the subscribers as Treasurer of the corporation, to act as such until his successor is duly elected and



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***Amended Articles of Incorporation***

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 subscription paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 1<sup>st</sup> day of March, 1960 in the City of Manila, Philippines.

**(SGD.) CONRADO S. CARLOS**

**(SGD.) ANTONIO DE ZUZUARREGUI, JR.**

**(SGD.) DEOGRACIAS C. MATIAS**

**(SGD.) AMADO S. CARLOS**

**(SGD.) PAULINA GUISON CARLOS**

SIGNED IN THE PRESENCE OF:

**(SGD.) ARSENIO ANGELES**

**(SGD.) NORMA FERNANDEZ**

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**Amended Articles of Incorporation**

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

Before me, the undersigned Notary Public for and in the City of Manila, Philippines, personally appeared **CONRADO S. CARLOS, ANTONIO DE ZUZUARREGUI, JR., DEOGRACIAS C. MATIAS, AMADO S. CARLOS** and **PAULINA GUISON CARLOS**, who are personally known to me to be the same persons who executed the foregoing instrument and they acknowledge that they executed the same as their free and voluntary act and deed. Said persons exhibited to me their A and B Residence Tax Certificates as follows:

CONRADO S. CARLOS	A-5083699	Quezon City	February 5, 1960
	B-0608182	Quezon City	February 17, 1959
ANTONIO DE ZUZUARREGUI, JR.	A-4892051	Antipolo, Rizal	January 8, 1960
	B-0134821	Manila	February 28, 1959
DEOGRACIAS C. MATIAS	A-129653	Manila	January 4, 1960
	B-0075342	Manila	February 9, 1960
AMADO S. CARLOS	A-20886	Manila	January 6, 1960
	B-0123996	Manila	March 21, 1959
PAULINA GUISON CARLOS	A-5083698	Quezon City	February 5, 1960
	B-Exempt		

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal this 1<sup>st</sup> day of March, 1960.

Doc. No. 382;  
Page No. 96;  
Book No. XIII;  
Series of 1960.

**(SGD.) ANTONIO L. SAN MATEO**  
Notary Public  
My Commission expires December 31, 1961



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

**CONRADO S. CARLOS**, being duly sworn, deposes and says that on the 1<sup>st</sup> day of March, 1960, he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the corporation, to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, he has been authorized by the subscribers to receive for the corporation all subscription paid in by the subscribers for the capital stock; that of the authorized **TEN THOUSAND (10,000)** shares of stock, **FIVE THOUSAND (5,000)** shares have been actually subscribed and that **TWO HUNDRED FIFTY THOUSAND PESOS (Ps250,000.00)** of these shares subscribed and the contributed surplus of Ps50,000.00 have been actually paid in cash to him in-trust and received by him for the benefit and to the credit of the corporation; that at least twenty per centum of the entire number of authorized shares of capital stock has been subscribed and at least twenty five per centum of the subscription has been actually paid to him in cash for the benefit and to the credit of the corporation.

**(SGD.) CONRADO S. CARLOS**

SUBSCRIBED AND SWORN to before me at the City of Manila, Philippines, on this 1<sup>st</sup> day of March, 1960 by Conrado S. Carlos who exhibited to me his Residence Certificate No. A-5083699 issued at Quezon City on February 5, 1960 and Residence Certificate No. B-0605182 issued at Quezon City on February 17, 1959.

Doc. No. 383;  
Page No. 96;  
Book No. XIII;  
Series of 1960.

**(SGD.) ANTONIO L. SAN MATEO**  
Notary Public  
My Commission expires December 31, 1961

**CERTIFICATE OF ADOPTION OF  
AMENDED ARTICLES OF INCORPORATION**

**OF**

**STRONGHOLD INSURANCE COMPANY, INC.**

We, the undersigned members of the Board of Directors and Stockholders of **STRONGHOLD INSURANCE COMPANY, INC.** and the Corporate Secretary, hereby certify under oath:

1. That at a Special Joint Meeting held on November 8, 2012 at its office at 17<sup>th</sup> Floor, Security Bank Centre, 6776 Ayala Avenue, Makati City at 5:00 o'clock p.m., a resolution was passed upon and approved by us amending the Articles of Incorporation of **STRONGHOLD INSURANCE COMPANY, INC.** by increasing its number of directors from **SEVEN (7)** to **ELEVEN (11)** members;
2. That said amendment as passed had been duly approved by the required two-thirds (2/3) votes of the outstanding capital stocks of the corporation;
3. That all of us voted in favor of the aforesaid amendment to the Articles of Incorporation;
4. That no share voted against said amendments.

IN WITNESS WHEREOF, we have hereunto set our hands this 12<sup>th</sup> day of November, 2012 at Makati City, Metro Manila, Philippines.

  
**DAVID C. MERCADO**

*Stockholder / Chairman of the Board*

Phil. Passport with No. XX3071624 / DFA, Manila  
Expiry: February 20, 2014

  
**CORAZON M. FERMIN**

*Stockholder / Director*

NPD L with No. N04-74-006178 / LTO, Q.C.  
Expiry: April 17, 2015

  
**AMIEL M. MERCADO**

*Stockholder / Director*

Phil. Passport with No. XX2999575 / DFA, Manila  
Expiry: February 12, 2014



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Certificate of Adoption of  
Amended Articles of Incorporation

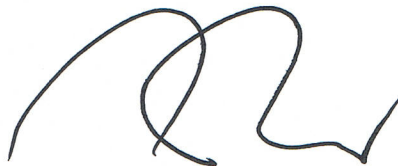


**FLORENTINO H. GARCES**

*Stockholder / Director*

NPDL with No. N03-94-157872 / LTO, Q.C.

Expiry: October 16, 2014



**ROMULO I. DELOS REYES, JR.**

*Stockholder / Director*

Phil. Passport with No. XX5150092 / DFA, Manila

Expiry: December 14, 2014



**PERPETUO M. LOTILLA, JR.**

*Stockholder/Independent Director*

TIN Card with No. 107-478-30



**CORNELIO T. RIVERA**

*Stockholder/Independent Director*

Phil. Passport with No. MM195326 / DFA, Manila

Expiry: November 24, 2013

COUNTERSIGNED BY:



**DAVID C. MERCADO**  
*Chairman*



**FLORENTINO H. GARCES**  
*Secretary*

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

SUBSCRIBED AND SWORN to before me this 12<sup>th</sup> day of November, 2012 at the City of Makati, Philippines, affiants exhibiting to me their respective competent evidence of identities indicated below their names.

Doc. No. 113;  
Page No. 24;  
Book No. II;  
Series of 2012.



**RODOLFO E. MENDOZA**

*Notary Public/City of Makati*

Until December 31, 2012

PTR No. 3173161/Makati/1-2-2012

Roll No. 24288

TIN-127-489-459

## DIRECTORS' CERTIFICATE

### KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Directors and the Corporate Secretary of **STRONGHOLD INSURANCE COMPANY, INC.** do hereby certify that the Articles of Incorporation/<sup>By-Laws</sup> said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on November 8, 2012 at the principal office of the corporation.

The amended provision of the attached Amended Articles of Incorporation/<sup>By Laws</sup> refers to the increase of its number of directors from seven (7) to **eleven (11)** members.

IN WITNESS WHEREOF, we have hereunto signed this certificate this 12<sup>th</sup> day of November, 2012 at Makati City, Metro Manila.

  
**DAVID C. MERCADO**

*Chairman of the Board/Stockholder*

TIN: 127-522-493

  
**AMIEL M. MERCADO**

*Director/Stockholder*

TIN: 189-937-288

  
**ROMULO I. DELOS REYES, JR.**

*Director/Stockholder*

TIN: 127-489-539

  
**FLORENTINO H. GARCES**

*Director/Stockholder/*

*Corporate Secretary*

TIN: 127-489-338

  
**CORAZON M. FERMIN**

*Director/Stockholder*

TIN: 127-489-312

  
**CORNELIO T. RIVERA**

*Independent Director/*

*Stockholder*

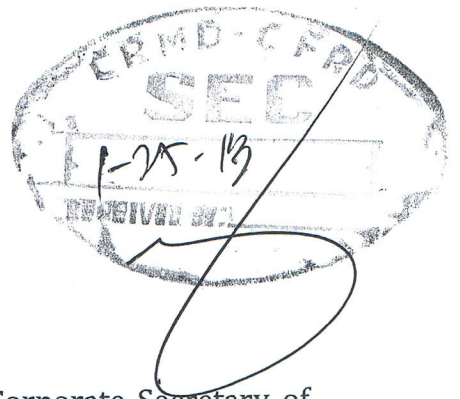
TIN: 102-977-831

  
**PERPETUO M. LOTILLA, JR.**

*Independent Director/*

*Stockholder*

TIN: 107-478-305



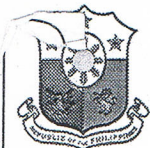


SUBSCRIBED AND SWORN to before me this 12<sup>th</sup> day of November, 2012 in Makati City, Metro Manila by the above-named persons who exhibited to me their respective evidence of identity, as follows:

<u>NAME</u>	<u>EVIDENCE OF IDENTITY</u>	<u>DATE/PLACE ISSUED</u>
DAVID C. MERCADO	PP with No. XX3071624	Expiry-02/20/14-DOF, Manila
AMIEL M. MERCADO	PP with No. XX2999575	Expiry-02/12/14-DOF, Manila
CORAZON M. FERMIN	NPDL with No. N04-74-006178	Expiry-04/17/15-LTO,Q.C.
ROMULO I. DELOS REYES, JR.	PP with No. XX5150092	Expiry-12/14/14-DFA, Manila
FLORENTINO H. GARCES	NPDL with No. N03-94-157872	Expiry-10/16-14-LTO, Q.C.
CORNELIO T. RIVERA	PP with No. MM195326	Expiry-11/24/13-DFA, Manila
PERPETUO M. LOTILLA, JR.	TIN Card with No. 107-478-305	

Doc. No. 114;  
Page No. 24;  
Book No. II;  
Series of 2012.

**RODOLFO E. MENDOZA**  
Notary Public/City of Makati  
Until December 31, 2012  
PTR No. 3173161/Makati/1-2-2012  
Roll No. 24288  
TIN-127-489-459



**OFFICIAL RECEIPT**  
Republic of the Philippines  
DEPARTMENT OF FINANCE  
**SECURITIES & EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, 1554



Accountable Form No. 51 Revised 2006	<b>ORIGINAL</b>
DATE January 25, 2013	No. <b>0844560</b>

PAYOR	STRONGHOLD INSURANCE COMPANY INC. MAKATI CITY
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NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRF (A0823)	101	CRMD	20.00
AMENDED ARTICLES	806	CRMD	500.00
AMENDED BY LAWS	808	CRMD	500.00

**TOTAL** PHP 1,020.00

AMOUNT IN WORDS  
ONE THOUSAND TWENTY PESOS AND 0/100

Received	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above
Treasury Warrant, Check, Money Order Number		Ofelia A. Capispisan COLLECTING OFFICER
Date of Treasury Warrant, Check, Money Order		O.R. No. 0844560

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.