Republic of the Philip SECURITIES AND EXCHANGE COMMISSION EDSA, Greenhills, Mandaluyong Metro-Manila

Reg. No. 16697

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

STRONGHOLD INSURANCE COMPANY, INC.

(Formerly: Mabuhay Insurance & Guaranty Co., Inc)

(Amending Articles I, III and VII of the amended articles

of incorporation thereof)

December 15, 1980 and

May 26, 1981

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 June
nineteen hundred and eighty-one 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.

and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 27 day of June in the year of our Lord nineteen hundred and eighty-one

HUNCHUM DE PROPERTY OF THE PRO

JULIO A. SULIT, JR. Associate Commissioner



Republic of the Philippines Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong Metro-Manila

S.E.C. Reg. No. <u>16697</u>

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

STRONGHOLD INSURANCE COMPANY, INC.

(Amending Article VII of the amended articles of incorporation thereof)

copy annexed, adopted on, 19 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 day of December nineteen hundred
and eighty-four , 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, thisday

ROSARIO N. LOPEZ Associate Commissioner





Republic of the Philippines

Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong Metro-Manila

S.E.C. Reg. No. 16697

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

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

copy annexed, adopted on		October	12,	19 94	by а
majority vote of the Board of	f Directors and	d the vote of	the stockhol	ders ownir	ng or
representing at least two-thirds	of the outstar	nding capital st	ock, and certi	fied under	oath
by the Secretary and a majority					
by this Office on the 29	day of_	Novembe:	r ni	neteen hui	dred
and <u>ninety-four</u> , pur	suant to the p	rovisions of Se	ection 16 of	the Corpor	ation
Code of the Philippines, Batas	Pambansa Blg. (68, approved o	on May 1, 198	0, and atta	iched
to the other papers pertaining to	said corporation	on.	ا مرا		
IN WITNESS WHEREOF,	I have hereun	to set my han	d and caused	the seal o	f this
Commission to be affixed at M	andaluyong, Me	tro-Manila, Ph	ilippines, this	294	_day
of November	, in the year of	our Lord ninet	een hundred a	nd ninet	y-four
	*				
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		* .	in Wha	ur .	₹;
		SON	MA M. BALL Director	10	
	C	orporate a		Departm	ient
	Jacob Committee	And the second			



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

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

STRONGHOLD INSURANCE COMPANY, INC. (Amending Article VII thereof)

copy annexed, adopted on <u>August 08, 2002</u> by a 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 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, preneed plan issuer, general agent in pre-need plans 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 hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 26 ft day of March, Two Thousand Three.

BENITO A. CATARAN
Director





COMPANY REG. NO. 16697

CERTIFICATE OF EILING

AMENDED ARTICLES OF INCORPORATION

KNOWALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

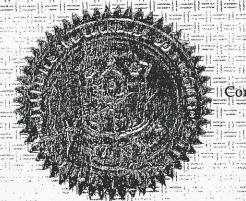
STRONGHOLD INSURANCE COMPANY INC

(Amending Articles IV by extending the term of its existence and VII thereof)

copy annexed, adopted on October 14, 2009 by a majority vote of the Board of Director and by the vote of the stockholders lowning or representing more than 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 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 if 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, | pre-need | plan | issuer, | general | agent | in | pre-need | plans | and | time | shares/club | shares/| inembership | certificates | issuers | or | selling | agents | thereof. | Neither | does | 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 1994, day of January, Twenty Ten.





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 ______ day of February, Twenty Thirteen.

FERDINAND B. SALES

Acting Director





REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

Ground Floor. Secretariat Building, PICC City Of Pasay, 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 April 26, 2017 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 Pasay City, Metro Manila, Philippines, this ______ day of July, Twenty Seventeen.

FERDINAND B. SALES

Director

AMENDED ARTICLES OF INCORPORATION OF

STRONGHOLD INSURANCE OMPANY, 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 the 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, 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 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.

- (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 any 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, exportations, 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.
- (1) To guarantee and indemnity 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 or said caused; and to make 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 purpose 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 hereof 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,

Articles of Incorporation

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 of all the general powers conferred by law upon corporations similarly organized and usually and originally 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 17th Floor, Security Bank Centre, 6776 Ayala Avenue, Brgy. San Lorenzo Makati City, Metro Manila, Philippines.

(AS AMENDED ON APRIL 26, 2017)

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:

NAME	NATIONALITY	RESIDENCE
CONRADO S. CARLOS	Filipino	129 Siera Madre, Q.C.
ANTONIO DE ZUZUARREGUI,	JR. Filipino	51 Q. Blvd. Ext. Q.C.
DEOGRACIAS C. MATIAS	Filipino	Sta. Maria, Bulacan
AMADO S. CARLOS	Filipino	644 Rizal Ave., Manila
PAULINA AGUISON CARLOS	Filipino	129 Siera Madre, Q.C.

SIXTH: - That the number of the directors of said corporation shall be seven (7) 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 April 26,2017)

NAME	NATIONALITY	RESIDENCE
CONRADO S. CARLOS	Filipino	129 Siera Madre, Q.C.
ANTONIO DE ZUZUARREGUI, J	R. Filipino	51 Q. Blvd. Ext. Q.C.
DEOGRACIAS C. MATIAS	Filipino	Sta. Maria, Bulacan
AMADO S. CARLOS	Filipino	644 Rizal Ave., Manila
PAULINA AGUISON CARLOS	Filipino	129 Siera Madre, Q.C.

SEVENTH: - That the authorized capital stock of said corporation is FIVE HUNDRED MILLION PESOS (P500,000,000.00), Philippine Currency, and said capital stock is divided into FIVE MILLION (P5,000,000.00) SHARES with a par value of ONE HUNDRED PESOS (P100.00), 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 (P500,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names 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":

NAME	NUMBER	AMOUNT OF	CONTRIBUTED
	OF SHARES	SUBSCRIPTION	SURPLUS
CONRADO S. CARLOS	3,500	Ps 350,000.00	Ps 35,000.00
ANTONIO DE ZUZUARREGUI, JI	R. 1,000	100,000.00	10,000.00
DECGRACIAS C. MATIAS	250	25,000.00	2,500.00
AMADO S. CARLOS	50	5,000.00	500.00
PAULINA GUISON CARLOS	200	20,000.00	2,000.00
TOTAL	5,000	Ps 500,000.00	Ps 50,000.00

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 judgement 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: -

NAME

CONRADO S. CARLOS	Ps 175,000.00	Ps 3	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		2,500.00
		3	
TOTAL	Ps 250,000.00	Ps	50,000.00

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 qualified in accordance with the by-laws, and that as such Treasurer

Page – 8 – Articles of Incorporation

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 1st 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

Page – 9 – Articles of Incorporation

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

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 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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal this 1st 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

DIRECTORS' CERTIFICATE

JUN 20 2017

ECUP TIES AND EXCHANGE COMMASSION

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 of 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 April 26, 2017 at the principal office of the corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to the reduction of the number of directors of the corporation from eleven (11) members to a maximum of seven (7) members and Article III - Change of principal office address.

We further certify that the attached Amended Articles of Incorporation is true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed this certificate this 27th day of April 2017 at Makati City, Metro Manila.

> DAVID C. MERCADO hairman/Director/Stockholder TIN: 127-5/22-493

ROMULO I. DELOS REYES, JR.

Director/Stockholder TIN: 127-489-539

CORAZO Director/Stockholder TIN: 127-489-312

FLORENTINO H. GARCES

Director/Stockholder TIN: 127-489-338

Director/Stockholder TIN: 102-977-831

SONIA M. ROCO Director/Stockholder

TIN: 107-478-419

10 JUL 2017

PERPETUO/M. LOTILLA, JR.

Director Stockholder

TIN: 107-478/305

ON CITY

OOC-NO: PAGENO: BOOK NO.

SERIES!

Notify Public Superior Public Superior Decamber 31, 2018 foll of Attorneys No. 36170 for No. 1029413/01.03.17/QC PTR No. 3803160 C/01.03.17/QC MCLE No. V-0002877 Adm. Mat. NP-149