



OFFICIAL RECEIPT

Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307



Accountable Form No. 51
Revised 2006

ORIGINAL

DATE
December 28, 2020

No. **1949895**

PAYOR STRONGHOLD INSURANCE COMPANY, INC.
MAKATI CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
Amended Articles of Incorporation	4020102000	SECURITIES AND EXCHANGE COMMISSION	1,000.00
Increase of Authorized Capital Stock	4020100000	SECURITIES AND EXCHANGE COMMISSION	1,000,000.00
Documentary Stamp	4020100000	SECURITIES AND EXCHANGE COMMISSION	60.00
Legal Research Fee (A0B23)	7020105000	SECURITIES AND EXCHANGE COMMISSION	10,010.00



TOTAL PHP 1,011,070.00

AMOUNT IN WORDS

ONE MILLION ELEVEN THOUSAND SEVENTY PESOS AND 00/100

Received	<input type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input checked="" type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above
Treasury Warrant, Check, Money Order Number	mc-468654	OFELIA A. CAPISPISAN COLLECTING OFFICER
Date of Treasury Warrant, Check, Money Order	mc-2020-12-23	O.R. No. 1949895

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



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

COMPANY REG. NO. 16697

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

STRONGHOLD INSURANCE COMPANY, INC.

from P500,000,000.00 divided into 5,000,000 shares of the par value of P100.00 each, to P1,000,000,000.00 divided into 10,000,000 shares of the par value of P100.00 each, approved by majority of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on March 8, 2019 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 37 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 28th day of December, Twenty Twenty.


GERARDO F. DEL ROSARIO
Director
Company Registration and Monitoring Department



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 VII thereof)

copy annexed, adopted on March 8, 2019 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 15 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.

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, pre-need 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.

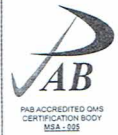
IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 28th day of December, Twenty Twenty.


GERARDO F. DEL ROSARIO
Director

Company Registration and Monitoring Department



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



1st ENDORSEMENT
26 December 2019

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 of **STRONGHOLD INSURANCE COMPANY, INC.** with office address at 17th Floor, Security Bank Centre, 6776 Ayala Avenue, Makati City with the advise that the Insurance Commission has no objection to its registration with the Securities and Exchange Commission.

AMENDED ARTICLES OF INCORPORATION

SEVENTH: That the authorized capital stock of said corporation is ONE BILLION PESOS (Php1,000,000,000.00), Philippine Currency, and said capital stock is divided into TEN MILLION (10,000,000) SHARES with a par value of ONE HUNDRED PESOS (Php100.00), Philippine Currency, each. ("**AS AMENDED ON OCTOBER 8, 2019**")

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

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application AMENDMENT	SEC Registration Number 1 6 6 9 7
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Former Company Name
S T R O N G H O L D I N S U R A N C E C O M P A N Y ,
I N C .

**AMENDED TO:
New Company Name**

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

1 7 T H F L O O R , S E C U R I T Y B A N K
C E N T R E , 6 7 7 6 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 Email Address mail@strongholdinsurance.com.ph	Company's Telephone Number/s 891-13-29	Company's Fascimile Number/s
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CONTACT PERSON INFORMATION

Name of Contact Person MANUEL R. BERNARDO	Email Address	Telephone Number/s 891-13-29	Fascimile Number/s
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Contact Person's Address

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To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor: _____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D.

Received by **Corporate Filing and Records Division (CFRD)**

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Forwarded to:

	Corporate and Partnership Registration Division		
	Green Lane Unit		
	Financial Analysis and Audit Division		
	Licensing Unit		

**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 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.

(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, 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.

(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 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 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,

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:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
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)*

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
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.

SEVENTH: - That the authorized capital stock of said corporation is ONE BILLION PESOS (Php 1,000,000,000), Philippine Currency, and said capital stock is divided into TEN MILLION (10,000,000) SHARES with a par value of ONE HUNDRED PESOS (Php 100.00), Philippine Currency, each.

(“AS AMENDED ON MARCH 8, 2019”)

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, 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
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 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	2,500.00
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

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	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	Quezon City	Feb. 5, 1960
	B-Exempt		

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

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI, METRO MANILA) S.S.

SECRETARY'S CERTIFICATE

I, **FLORENTINO H. GARCES**, of legal age, Filipino, married and with office address located at 17th Floor, Security Bank Centre, 6776 Ayala Avenue, Makati City, Metro Manila, being duly sworn, depose and say:

1. I am the duly elected Corporate Secretary of **STRONGHOLD INSURANCE COMPANY, INC.**, a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office located at 17th Floor, Security Bank Centre, 6776 Ayala Avenue, Makati City, Metro Manila;
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.


IN WITNESS WHEREOF, I have here unto set my hand on this day 21st day of October, 2019 at Makati City, Metro Manila.



FLORENTINO H. GARCES
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 21st day of October, 2019 in Makati City, Metro Manila, affiant exhibited to me competent evidence of identity in the form of his Passport with number P8139661A issued by the Department of Foreign Affairs – NCR West on July 30, 2018 and valid until July 29, 2028, bearing his photograph and signature.

Doc. No. 56;
Page No. 12;
Book No. XXXIII;
Series of 2019.



ATTY. DAVE JOHN T. HERNANDEZ
NOTARY PUBLIC FOR MAKATI CITY
COMMISSION No. M – 278
UNTIL DECEMBER 31, 2020
6TH / F-ZETA II ANNEX BUILDING
191 SALCEDO STREET, LEGASPI VILLAGE
MAKATI CITY, METRO MANILA
ROLL OF ATTORNEYS No. 59749
IBP OR No. 058211 / 01-03-2019 / MANILA III
PTR No. 8009947 / 01-03-2019 / MANILA
MCLE COMPLIANCE No. V-0014633 / 02-29-2016

(STOCK CORPORATION)

DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS

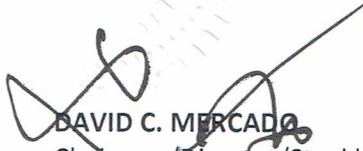
We the undersigned majority of the directors and the Corporate Secretary of **STRONGHOLD INSURANCE COMPANY, INC.**, do hereby certify that the Articles of Incorporation of the said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at meeting held on **March 8, 2019** at the principal office of the corporation.

The amended provisions of the attached Amended Articles of Incorporation refers to


Article VII


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 21st day of October, 2019 at Makati City, Philippines.


DAVID C. MERCADO
Chairman/Director/Stockholder
TIN: 127-522-493

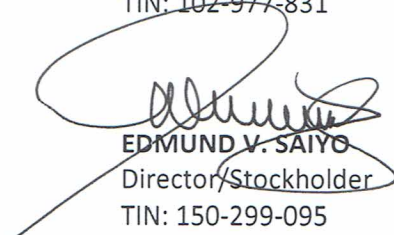

ROMULO I. DELOS REYES, JR
Director/Stockholder
TIN: 127-489-539


FLORENTINO H. GARCES
Director/Stockholder/Corporate Secretary
TIN: 127-489-338


NOEL G. MERCADO
Director/Stockholder
TIN: 127-490-171


CORNELIO T. RIVERA
Director/Stockholder
TIN: 102-977-831



SONIA M. ROCO
Director/Stockholder
TIN: 202-873-114


EDMUND V. SAIYO
Director/Stockholder
TIN: 150-299-095

SUBSCRIBED AND SWORN to before me this 21st day of October, 2019 in Makati City, Metro Manila by the above-named persons who exhibited to me their respective competent evidence of identity, as follows:

Name	Evidence of Identity	Place of issue
David C. Mercado	TIN: 127-522-493	Bureau of Internal Revenue
Romulo I. Delos Reyes, Jr.	TIN: 127-489-539	Bureau of Internal Revenue
Florentino H. Garces	TIN: 127-489-338	Bureau of Internal Revenue
Noel G. Mercado	TIN: 127-490-171	Bureau of Internal Revenue
Cornelio T. Rivera	TIN: 102-977-831	Bureau of Internal Revenue
Sonia M. Roco	TIN: 202-873-114	Bureau of Internal Revenue
Edmund V. Saiyo	TIN: 150-299-095	Bureau of Internal Revenue

Doc. No. 57 ;
Page No. 12 ;
Book No. XXXII ;
Series of 2019.


ATTY. DAVE S. HERNANDEZ
NOTARY PUBLIC FOR MAKATI CITY
COMMISSION NO. M-278
UNTIL DECEMBER 31, 2020
6TH / F-ZETA II ANNEX BUILDING
191 SALCEDO STREET, LEGASPI VILLAGE
MAKATI CITY, METRO MANILA
ROLL OF ATTORNEYS NO. 59749
IBP OR NO. 058211 / 01-03-2019 / MANILA III
PTR NO. 8009947 / 01-03-2019 / MANILA
MCLE COMPLIANCE NO. V-0014633 / 02-29-2016