



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

COMPANY REG. NO. 8370

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

LIBERTY INSURANCE CORPORATION
(Amending Article VII thereof)

copy annexed, adopted on April 24, 2019 by a majority vote of the Board of Directors and on May 22, 2019 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 16th day of December, Twenty Twenty.


GERARDO F. DEL ROSARIO
Director
Company Registration and Monitoring Department

**AMENDED ARTICLES OF INCORPORATION
OF
LIBERTY INSURANCE CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are residents 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

“LIBERTY INSURANCE CORPORATION”

Second. – That the purposes for which said corporation is formed are:

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

(b) To insure against every description of marine risk, which may legally be undertaken, relating to the perils of the sea, land, or air, by fire, war, reprisals, and all other vessels, watercraft of all description, and also the freights, goods, merchandise, cargo, and all other property whatsoever in or on board of the same, or any other carrier, 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 matters and things which lawfully may or can be from time to time insured or be the subject of insurance against perils of the sea, land or air, and also generally to carry on any other branches of the insurance business.

(c) To grant either in the Philippines or abroad, policies or other instruments of assurance against or insuring compensation or payment 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, compensable under the Workmen's Compensation Act, 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 requirements 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 risk of the company and to undertake all kinds of reinsurance 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 surety of all kinds, required or permitted to be taken, in any or all sections, proceedings, negotiations, importations, exportations, or other transactions or operations, either by private individuals, or heads 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 one or more of such happenings.

(k) To insure glass breakage.

(l) To guarantee and to indemnify the owners and users of steam boilers and pipes; of flywheels, engines of all kinds or machinery, against explosion or other accidents and against loss or damage to life or property resulting therefrom, and against liability unto third persons by any of said causes; and to make inspection of and to issue certificates of inspection upon such boilers, pipes, flywheels 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, 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 liability of any person or company carrying on any business which this company is authorized to carry on or possessed of property suitable for the purpose of this company.

(p) To acquire by purchase and to invest in, hold, sell, or otherwise dispose of the stocks or bonds, or any interest in either, of any obligations or

evidences of indebtedness, of any corporation or corporations, domestic or foreign, or bonds or other obligations or evidences of indebtedness, of any person, firm or corporation, and while the owners of such stocks, bonds or interest therein, or other obligations or evidences of indebtedness, to exercise all the rights, power, and privileges of ownership, 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 or interest therein, or easement, right or privilege over or in respect of any property, real or personal, as may be permitted by law and as may be reasonably necessary to enable it to carry out the purposes for which the corporation is created as may now or hereafter be permitted by law.

(r) To procure the company to be registered or recognized or to be permitted to or allowed 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 and all powers which a natural 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, trustees 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 objects.

(u) To do and perform any and all of the acts and things and 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 all its branches, except life insurance business, for a consideration, to indemnify any person, firm or corporation against loss, damage or liabilities arising from an unknown or contingent event, and to guaranty liabilities and obligations of any person, firm or corporation.

Third. – That the place where the principal office of the corporation is to be established or located, is in 119 JCSO Building Dela Rosa corner C. Palanca, Jr. Sts., Legaspi Village, Makati City, Philippines. (As amended on December 2, 2008)

Fourth. – That the term for which said corporation is to exist is FIFTY (50) YEARS from and after the expiration of the original term on December 11, 2003. (As amended on November 10, 2003)

Fifth. – That the names and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Residence</u>	<u>Citizenship</u>
1. Jose Cojuangco	1959 Roberts, Pasay City	Filipino
2. Soledad A. Verzosa	14 Kanlaon, Quezon City	Filipino
3. Andres Pascual	Navotas, Rizal	Filipino
4. Antonio I. Roque	76 Balete Drive, Quezon City	Filipino
5. Romeo Villonco	Broadway, Quezon City	Filipino
6. Francisco D. Gamboa	1237 M.H. del Pilar, Manila	Filipino
7. Jose J. de Guzman	142 Valenzuela, San Juan, Metro Manila	American
8. Antonio Reyes	845 Ilaya, Manila	Filipino
9. Demetria S. Cojuangco	1959 Roberts, Pasay City	Filipino
10. Mariano Guison	227 Dapitan, Manila	Filipino
11. Eduardo del Rosario Tankiang	1410 Dewey Blvd., Manila	Filipino
12. Pedro Ma. Micalat	Cabuyao, Laguna	Filipino
13. Cirilo Mapa	436 Camarines, Manila	Filipino
14. Julio Gregorio	200 N. Domingo, San Juan, Metro Manila	Filipino
15. Augusto F. Espiritu	9 Sierra Madre, Quezon City	Filipino

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:

<u>Name</u>	<u>Residence</u>
1. Jose Cojuangco	1959 Roberts, Pasay City
2. Soledad A. Verzosa	14 Kanlaon, Quezon City
3. Andres Pascual	Navotas, Rizal
4. Antonio I. Roque	76 Balete Drive, Quezon City
5. Romeo Villonco	Broadway, Quezon City
6. Francisco D. Gamboa	1237 M.H. del Pilar, Manila
7. Jose J. de Guzman	142 Valenzuela, San Juan, Metro Manila
8. Antonio Reyes	845 Ilaya, Manila
9. Demetria S. Cojuangco	1959 Roberts, Pasay City
10. Mariano Guison	227 Dapitan, Manila
11. Eduardo del Rosario Tankiang	1410 Dewey Blvd., Manila

Seventh. – That the capital stock of the said corporation is SIX HUNDRED MILLION (P600,000,000.00) PESOS, Philippine Currency, and said capital stock is divided into SIX MILLION (6,000,000) Shares of the par value of ONE HUNDRED (P100.00) PESOS, Philippine Currency, per share. (As amended by the Board of Directors on April 24, 2019 and by the Stockholders on May 22, 2019).

Eighth. – That the amount of said capital stock which has been actually subscribed is FIVE HUNDRED THOUSAND (P500, 000.00) PESOS, 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 at least ten (10%) per cent of their subscribed capital stock to form a “contributed surplus fund”.

<u>Name</u>	<u>No. of Shares</u>	<u>Amount of Subscription</u>	<u>Contributed Surplus</u>
1. Jose Cojuangco	1,550	P155,000.00	P 15,500.00
2. Soledad A. Verzosa	600	60,000.00	6,000.00
3. Andres Pascual	600	60,000.00	6,000.00
4. Antonio I. Roque	400	40,000.00	4,000.00
5. Romeo Villonco	200	20,000.00	2,000.00
6. Francisco D. Gamboa	300	30,000.00	3,000.00
7. Jose J. de Guzman	350	35,000.00	3,500.00
8. Antonio Reyes	300	30,000.00	3,000.00
9. Demetria S.Cojuangco	200	20,000.00	2,000.00
10. Mariano Guison	200	20,000.00	2,000.00
11. Eduardo del Rosario Tankiang	50	5,000.00	500.00
12. Pedro Ma. Miclat	100	10,000.00	1,000.00
13. Cirilo Mapa	50	5,000.00	500.00
14. Julio Gregorio	50	5,000.00	500.00
15. Augusto F. Espiritu	<u>50</u>	<u>5,000.00</u>	<u>500.00</u>
Total	5,000	P500,000.00	P50,000.00
	=====	=====	=====

The contributed surplus paid in by the subscribers shall 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 on 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>	<u>Amount Paid On Subscription</u>	<u>Contributed Surplus</u>
1. Jose Cojuangco	P48,000.00	P13,000.00
2. Soledad A. Verzosa	24,000.00	6,000.00
3. Andres Pascual	54,000.00	6,000.00
4. Antonio I. Roque	36,000.00	4,000.00
5. Romeo Villonco	8,000.00	2,000.00
6. Francisco D. Gamboa	12,000.00	3,000.00
7. Jose J. de Guzman	11,500.00	3,500.00
8. Antonio Reyes	12,000.00	3,000.00
9. Demetria S. Cojuangco	8,000.00	2,000.00
10. Mariano Guison	8,000.00	2,000.00
11. Eduardo del Rosario Tankiang	2,000.00	500.00
12. Pedro Ma. Miclat	9,000.00	1,000.00
13. Cirilo Mapa	4,500.00	500.00
14. Julio Gregorio	1,500.00	500.00
15. Augusto F. Espiritu	<u>1,500.00</u>	<u>500.00</u>
Total	P250,000.00	P50,000.00
	=====	=====

Tenth. – That Soledad A. Verzosa has been elected by the subscribers as Treasurer of the corporation, to act as such until her successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer, she has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by the said subscribers.

IN WITNESS WHEREOF, we have hereunto signed these presents this 21st day of November 1953, in the City of Manila, Philippines.

(SGD) JOSE COJUANGCO

(SGD) SOLEDAD A. Verzosa

With my Marital Consent:

(SGD) ANDRES PASCUAL

(SGD) GLICERIO VERZOSA

(SGD) ANTONIO I. ROQUE

(SGD) ROMEO VILLONCO

(SGD) FRANCISCO D. GAMBOA

(SGD) JOSE J. DE GUZMAN

(SGD) ANTONIO REYES

(SGD) DEMETRIA S. COJUANGCO

(SGD) MARIANO GUISON

(SGD) EDUARDO DEL ROSARIO

TANKIANG

(SGD) PEDRO MA. MICLAT

(SGD) CIRILO MAPA

(SGD) JULIO GREGORIO

(SGD) AUGUSTU F. ESPIRITU

SIGNED IN THE PRESENCE OF:

(SGD) C.B. BERNARDO, JR.

(SGD) C.M. PEREZ

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) SS.

Before me, the undersigned Notary Public for and in the City of Manila, Philippines, personally appeared the following named persons who executed the foregoing instrument and they acknowledged that they executed the same as their own free and voluntary act and deed. Said persons exhibited to me their residence tax certificates, as follows:

<u>Name</u>	<u>Number</u>	<u>Place</u>	<u>Date</u>
1. Jose Cojuangco	A-463268	Pasay City	February 17, 1953
2. Soledad A. Verzosa	A-4594097	Quezon City	February 12, 1953
3. Andres Pascual	A-4544135	Navotas, Rizal	January 9, 1953
4. Antonio I. Roque	A-0097650	Manila	January 14, 1953
5. Romeo Villonco	A-0154971	Manila	January 13, 1953
6. Francisco D. Gamboa	A-3889981	San Fdo.Pamp.	January 13, 1953
7. Jose J. De Guzman	A-0000556	Manila	January 2, 1953
8. Antonio Reyes	A-4231781	M.Kahoy, Batangas	January 1, 1953
9. Demetria S. Cojuangco	A-4634996	Pasay City	January 16, 1953
10. Mariano Guison	A-0087889	Manila	January 13, 1953
11. Eduardo Del Rosario Tankiang	A-0001396	Manila	January 9, 1953
12. Pedro Ma. Micalat	A-468170	Cabuyao, Laguna	January 9, 1953
13. Cirilo Mapa	A-0005995	Manila	January 2, 1953
14. Julio Gregorio	A-4405800	San Juan, Rizal	January 13, 1953
15. Augusto F. Espiritu	A-2863334	Candon, I. Sur	February 13, 1953

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 21st day of November, 1953 in the City of Manila, Philippines.

(SGD) P. C. DAVID

Notary Public

Until December 31, 1954

Doc. No. 80;
Page No. 15;
Book No. V;
Series of 1953.



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

COMPANY REG. NO. 8370

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

LIBERTY INSURANCE CORPORATION

from P300,000,000.00 divided into 3,000,000 shares of the par value of P100.00 each, to P600,000,000.00 divided into 6,000,000 shares of the par value of P100.00 each, approved by majority of the Board of Directors on April 24, 2019 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on May 22, 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 16th day of December, Twenty Twenty.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department