



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

COMPANY REG. NO. ASO94-00010665

**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

AYALA PLANS, INC.
[Amending Article III thereof.]

copy annexed, adopted on November 25, 2014 by majority vote of the Board of Directors and on December 05, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 16th day of June, Twenty Fifteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application <div style="border: 1px solid black; padding: 2px; text-align: center;">AMENDMENT</div>	SEC Registration Number <table border="1" style="width: 100%; text-align: center; border-collapse: collapse;"> <tr> <td>A</td><td>S</td><td>-</td><td>0</td><td>9</td><td>4</td><td>-</td><td>0</td><td>0</td><td>0</td><td>1</td><td>0</td><td>6</td><td>6</td><td>5</td> </tr> </table>	A	S	-	0	9	4	-	0	0	0	1	0	6	6	5
A	S	-	0	9	4	-	0	0	0	1	0	6	6	5		

Company Name														
A	Y	A	L	A	P	L	A	N	S	,	I	N	C	.

AMENDED TO:
New Company Name

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

1	1	/	F	A	Y	A	L	A	L	I	F	E	-	F	G	U	C	E	N	T	E	R	,	6	8	1	1
A	Y	A	L	A	A	V	E	N	U	E	,	B	A	R	A	N	G	A	Y	B	E	L	-	A	I	R	,
M	A	K	A	T	I	C	I	T	Y																		

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number

CONTACT PERSON INFORMATION

*The designated contact person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation*

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Atty. Angela Pilar B. Maramag	apbmaramag@bpi.com.ph	816-9705	

Contact Person's Address

19/F BPI Bldg. Ayala Avenue corner Paseo de Roxas Makati City

To be accomplished by CRMD Personnel

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

Document I.D.

Received by Corporate Filing and Records Division (CFRD) _____

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership	_____	_____
<input type="checkbox"/>	Green Lane Unit	_____	_____
<input type="checkbox"/>	Financial Analysis and Audit Division	_____	_____
<input type="checkbox"/>	Licensing Unit	_____	_____
<input type="checkbox"/>	Compliance Monitoring Division	_____	_____

AMENDED ARTICLES OF INCORPORATION
OF
AYALA PLANS, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of whom are of legal age, citizens and residents of the Republic of the Philippines, have on this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY, That:

FIRST. - That the name of the said corporation shall be:

"AYALA PLANS, INC."

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

PRIMARY PURPOSE

To organize, establish, develop, conduct, provide, maintain, operate, offer, issue, market and sell pension plans under which the savings of professionals, officers, directors and other personnel of corporation, firms, or entities and the self-employed can be pooled together, accumulated and invested in profitable placements, and productive enterprises so as to build a retirement estate for each individual participant or plan holder; to organize, establish, develop, conduct, provide, maintain, operate, offer, issue, market and sell health care plans and other types of pre-need and pre-paid plans including but not limited to educational, retirement,/life etc. and services, merchandise or articles of all kinds and description pertinent or necessary to such plans and services, to be delivered in the future to the participants, subscribers, purchasers or planholders; to manage, buy and sell all types of merchandise, equipment and/or services pertaining to the pre-need and pre-paid businesses; to invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or

expedient for the advancement of its interest and the interest of its planholders.

SECONDARY PURPOSES

1. To acquire, hold, own, lease or obtain an interest in real and/ or personal property that may be used exclusively for its offices within or without the Philippines or otherwise maybe necessary or appropriate to carry on its subject or purposes or to protect the corporation from loss on account of a credit on guarantee accommodated that may be contracted by itself in good faith.

2. To obtain leverage finds to support or carry out its object and purposes and/or to arrange financing or any kind of assistance for its own account or for the account of its client in such manner as the Board of Directors may deem reasonable from private or governmental sources and to secure any or all of the same by any lawful guarantee or counter-guarantee, by pledge, mortgage, deed of trust, or assignment of the property of the corporation, or by creating or suffering to exist charge, lien or encumbrance, general or special upon its assets, for the purpose of securing the performance by the corporation of any obligation or liability it may undertake for itself or for other companies or enterprises in which it may be interested;

3. To acquire or obtain from any governmental authority or by body politic, national, provisional, municipal or otherwise, domestic or foreign, or from any individual, partnership, corporation, syndicate, or other organization, such as franchises, licenses, charters, rights, privileges or concessions on evidences or interests therein or in respect thereto, and to work, develop, operate or otherwise turn the same to account for its own behalf or other persons/entities;

4. To enter, within the limits allowed by law, into any arrangements for sharing profits, union of interest, joint ventures, reciprocal concessions, or otherwise with any person or juridical entity engaging in or

about to engage in any business or transaction which may directly benefit this corporation;

5. To subscribe to or purchase for business purposes the capital stock, securities, or evidences of indebtedness of other corporation, associations or entities in the continuing viability of which the corporation may be interested;

6. Subject to provisions of applicable laws, if any, to purchase, hold, accept, or otherwise acquire by merger, consolidation, the whole or any part or combination thereof in cash, stocks, bonds, debentures, notes or other securities of this corporation, or otherwise, or by undertaking or assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such businesses;

7. Without in any particular limiting the powers of the corporation, it is hereby expressly provided and declared that the corporation shall have the power to make, perform and carry out contracts of every sort and kind and particularly but not by the way of limitations, to make and perform contracts creating rights, easements and other privileges respecting any of the property, real or personal, of any kind owned by the corporation, to establish and/or maintain one or more offices or branches, in other parts of the Philippines or abroad, and to conduct its business and exercise its powers in any part of the Philippines or any other country, state or territory; and in carrying on its business, to do any and all acts and things to exercise all powers which may be necessary or convenient to the accomplishment or furtherance of its business or which a juridical person could do and exercise and which may now or hereafter may be authorized by law.

THIRD.- That the place where the principal office of the Corporation is to be established or located is at 11th Floor Ayala Life-FGU Center, 6811 Ayala Avenue, Barangay Bel-Air, Makati City, Philippines. (as amended on 05 December 2014).

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

FIFTH.- That the names, nationalities and residences of the incorporators of the said corporation are as follows:

NAME	NATIONALITY	RESIDENCE
Jaime A. Zobel de Ayala II	Filipino	74 Cambridge Circle, North Forbes Makati, M.M.
Fernando Zobel De Ayala	Filipino	1103 Penthouse B, One Salcedo Place Alfaro st., Makati, M.M.
Manuel Q. Bengson	Filipino	122 Molave Dr., Ayala Alabang Village Muntinlupa, M.M.
Mercedita S. Nolleto	Filipino	26 Amsterdam, Merville Subd. Parañaque, M.M.
Rufino R. Rodriguez	Filipino	34 C. Lorenzo Street, Executive Village BF Homes Parañaque, M.M.

SIXTH.- That the number of directors of the said corporation, shall be FIVE (5) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided for in the By-Laws as follows:

NAME	NATIONALITY	RESIDENCE
Jaime A. Zobel de Ayala II	Filipino	74 Cambridge Circle, North Forbes, Makati M.M.
Fernando Zobel De Ayala	Filipino	1103 Penthouse B, One Salcedo Place Alfaro st., Makati, M.M.
Manuel Q. Bengson	Filipino	122 Molave Dr., Ayala Alabang Village Muntinlupa, M.M.
Mercedita S. Nolleto	Filipino	26 Amsterdam, Merville Subd., Parañaque, M.M.
Rufino R. Rodriguez	Filipino	34 C. Lorenzo Street, Executive Village BF Homes Parañaque, M.M.

SEVENTH.- That the authorized capital stock of the said corporation is ONE HUNDRED MILLION (P100,000,000.00) PESOS, Philippine Currency, and said capital stock is divided into ONE HUNDRED MILLION (100,000,000) shares with a par value of ONE (P1.00) PESO each.

EIGHT.- That the amount of said capital; stock which has been actually subscribed is TWENTY FIVE MILLION (P25,000,000.00) PESOS, Philippine Currency, and that the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

NAME	NATIONALITY	NO. OF SHARES	AMOUNT SUBSCRIBED
Jaime A. Zobel de Ayala II	Filipino	24,960,000	P24,960,000.00
Fernando Zobel De Ayala	Filipino	10,000	10,000.00
Manuel Q. Bengson	Filipino	10,000	10,000.00
Mercedita S. Nolleto	Filipino	10,000	10,000.00
Rufino R. Rodriguez	Filipino	10,000	10,000.00

	Total	25,000,000	P25,000,000.00
			=====

NINTH.- That the following persons have paid on the shares of capital; stock for which they have subscribed, the amount set-out after their respective names:

NAME	AMOUNT PAID
Jaime A. Zobel de Ayala II	P24,960,000.00
Fernando Zobel De Ayala	10,000.00
Manuel Q. Bengson	10,000.00
Mercedita S. Nolleto	10,000.00
Rufino R. Rodriguez	10,000.00

Total	P25,000,000.00
	=====

TENTH. - That no issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino Citizens to less than the percentage of the

outstanding capital stock required by the law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH.-That Ramon G. Opulencia has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and shall have qualified in accordance with the by-laws, and that as such Treasurer, he has been authorized to receive for the corporation all subscriptions paid in by the subscribers and to issue in its names the corresponding receipts therefor.

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of November 1994, at Makati, Metro Manila, Philippines.

(SGD.) JAIME AUGUSTO ZOBEL DE AYALA II
TIN: 104-145-637

(SGD.) FERNANDO ZOBEL DE AYALA
TIN: 104-104-067

(SGD.) MANUEL Q. BENGSON
TIN: 137-756-749

(SGD.) MERCEDITA S. NOLLEDO
TIN:108-728-846

RUFINO R. RODRIGUEZ
TIN: 103-375-175

SIGNED IN THE PRESENCE OF:

Ineligible oOo Ineligible

REPUBLIC OF THE PHILIPPINES)
 Makati, Metro Manila) S.S.

BEFORE ME, a Notary Public in and for Makati, Metro Manila, on this 11th day of November 1994, personally appeared the following with their respective Community Tax Certificates, as follows:

NAME	COMM. TAX CERT. NO.	DATE/PLACE OF ISSUE
Jaime A. Zobel de Ayala II	22506103	02.09.94/Makati, MM
Fernando Zobel De Ayala	22506105	02.09.94/Makati, MM
Manuel Q. Bengson	22506118	02.09.94/Makati, MM
Mercedita S. Nolleto	23677799	02.22.94/Muntinlupa, MM
Rufino R. Rodriguez	8286550	04/12/94/Cebu, City

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their own free act and voluntarily deed.

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

Doc. No. 276
 Page No. 57
 Book No. XXI
 Series of 1994.

(SGD.) Ernesto S. Fernandez
 ERNESTO S. FERNANDEZ
 Notary Public
 Until December 31, 1995
 PTR # 5136871
 Issued at Makati, MM
 On January 12, 1994

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

CERTIFICATION

WE, ELIZABETH J. TAN and ANGELA PILAR B. MARAMAG both of legal age, Filipino citizens, and with office addresses at 11th Ayala Life-FGU Center, 6811 Ayala Avenue, Makati City, Metro Manila and at 19th Floor, BPI Building, Ayala Avenue corner Paseo de Roxas, Makati City, being duly sworn, depose and state that:

1. We are the duly elected and incumbent Officer-in-Charge and Deputy Corporate Secretary of Ayala Plans, Inc. ("Ayala Plans or the Corporation"), a corporation duly organized and existing under and in accordance with the laws of the Republic of the Philippines, with principal office and place of business at 11th Ayala Life-FGU Center, 6811 Ayala Avenue, Makati City, Metro Manila;
2. To the best of our knowledge, no action or proceeding had 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.

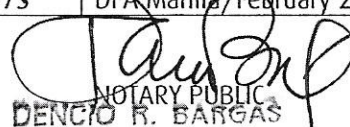
IN WITNESS WHEREOF, WE have hereunto set our hands this 12th day of May 2015 at Makati City, Metro Manila, Philippines.


ELIZABETH J. TAN
Officer-In-Charge


ANGELA PILAR B. MARAMAG
Deputy Corporate Secretary

SUBSCRIBED AND SWORN to before me at Makati City, Metro Manila, this 13th day of May 2015; affiants exhibited to me their Passports with the following details:

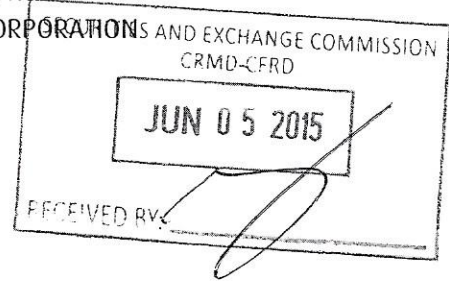
NAME	Passport No.	PLACE OF ISSUE/VALID UNTIL
ELIZABETH J. TAN	EC1923589	DFA NCR-East/August 17, 2019
ANGELA PILAR B. MARAMAG	EC0393973	DFA Manila/February 24, 2019


NOTARY PUBLIC
DENACIO R. BARGAS

Doc. No. 49 ;
Page No. 11 ;
Book No. V ;
Series of 2015.

NOTARY PUBLIC FOR MAKATI CITY
Until December 31, 2016, Appointment No. M-212
Rm. 500 Madrigal Bldg., Ayala Ave., Makati City
PRT No. 107304531-7/1/11 - La Plaza City
IBP No. 0983701-1/6/15 - Makati City
Attorney's Roll No. 26223


CERTIFICATE OF AMENDMENTS
OF THE AMENDED ARTICLES OF INCORPORATION
OF AYALA PLANS, INC.



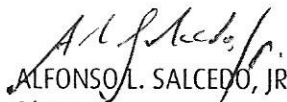
KNOW ALL MEN BY THESE PRESENTS:


That We, the undersigned, being the Corporate Secretary and a majority of the Board of Directors of Ayala Plans, Inc. ("Ayala Plans"), a corporation duly organized and existing under and in accordance with the laws of the Republic of the Philippines, with principal office and place of business at 8th Floor, BPI Building, Ayala Avenue corner Paseo de Roxas Street Makati City, Metro Manila, do hereby certify under oath that the documents attached hereto as Annex "A", consisting of seven (7) pages is a true and correct copy of the amended Articles of Incorporation of Ayala Plans, as authorized and approved by a majority vote of the Board of Directors of Ayala Plans at its special meeting duly called and held on 25 November 2014 and by the Stockholders of Ayala Plans owning or representing at least two-thirds (2/3) of the 100,000,000 shares composing the entire outstanding capital stock of Ayala Plans at their annual meeting duly called and held on 05 December 2014.


IN WITNESS WHEREOF, we have hereunto set our hands at Makati, Metro Manila this _____ day of December 2014.



JOSE TEODORO K. LIMCAOCO
Chairman
TIN NO. 135-554-880


EDUARDO D. JOSE, JR.
Director
TIN NO. 115-321-459


ALFONSO L. SALCEDO, JR.
Director
TIN NO. 107-169-173


CESAR A. TEJADA
Director
TIN NO. 110-112-559


SPENCER T. YAP
Director
TIN NO. 102-100-668


CARLOS B. AQUINO
Corporate Secretary
TIN NO. 135-540-349

REPUBLIC OF THE PHILIPPINES)
 MAKATI CITY, METRO MANILA)⁵⁵.

SUBSCRIBED AND SWORN to before me this DEC 31 2014 at Makati City, Metro Manila, affiants listed below, who are personally known to me and to me known to be the same persons who executed the foregoing instrument, exhibited to me their Passports with the following details, to wit:

Name	Passport No.	Date & Place Of Issue	Valid Until
Jose Teodoro K. Limcaoco	EC0985685	05/02/2014/DFA NCR South	02/01/2019
Eduardo D. Jose, Jr.	EA0026618	03/04/2010/ DFA, Manila	03/03/2015
Alfonso L. Salcedo, Jr.	EB2670619	06/13/2011/ DFA, Manila	06/12/2016
Cesar A. Tejada	EC0651247	03/24/ 2014/DFA NCR-East	03/232019
Spencer T. Yap	EB5915594	07/12/2012/DFA, Manila	07/11/2017
Carlos B. Aquino	EB1983461	02/25/2011/DFA, Manila	02/24 /2016



DENCIO B. BARGAS
 Notary Public for Makati City
 Until December 31, 2014 Appointment No. 160
 Unit 500, Madrigal Bldg., Ayala Ave., Makati Cit
 PTR No. 3671871 - 1-3-13, Makati City
 IBP No. 834309 - 12-6-12, Pasig City
 Attorney's Roll No. 26223

Doc. No. 269 ;
 Page No. 73 ;
 Book No. XXII ;
 Series of 2014.