



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

COMPANY REG. NO. A200004404

**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

MANULIFE FINANCIAL PLANS, INC.

(Amending Article III thereof)

copy annexed, adopted on November 23, 2018 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 28th day of March, Twenty Nineteen.


DANIEL P. GABUYO

Assistant Director

SO Order 1188 Series of 2018

WT/qba

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

A200004404

Former Company Name

MANULIFE FINANCIAL PLANS, INC.

AMENDED TO:
New Company Name

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

16F LKG TOWER, AYALA AVENUE,
MAKATI CITY

ZIP CODE

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

Mobile Number

884 5433

CONTACT PERSON INFORMATION

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

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

Frances Lanna Conto

Frances_ls-conto@manulife.com 884 5433

09178325394

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

AMENDED*
ARTICLES OF INCORPORATION
OF
MANULIFE FINANCIAL PLANS, INC.

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE DO HEREBY CERTIFY: That

FIRST. The name of said corporation shall be MANULIFE FINANCIAL PLANS, INC., hereinafter called the "Corporation".

SECOND. The purpose for which the Corporation is organized and formed is:

PRIMARY PURPOSE

To create and provide a lawful institutional medium capable of developing, maintaining, conducting, operating, marketing, and selling any and all types of securities (without acting as stock broker), including but not limited to life plans, education plans, pension, retirement income or retirement plans, with all the requisite facilities and services, merchandise or articles necessary or relevant to such securities and services to be delivered in the future to purchasers, subscribers, planholders and enrollees.

The Corporation shall have the following secondary purposes, powers and objects:

SECONDARY PURPOSES

- lp
- (a) To lease and maintain memorial parks or cemeteries with funeral chapels; to build, provide, equip and maintain crematories,

* The amendment was approved by the vote of at least a majority of the Board of Directors during the meeting held on December 13, 2001 and the vote of at least two-thirds (2/3) of the outstanding capital stock of the Manulife Financial Plans, Inc. at a meeting held on December 13, 2001.

and to provide urns and other suitable vessels for cremated remains; to deal in and sell coffins and caskets and all such property, goods, wares and merchandise as are incidental to and used in the business of undertakers and morticians;

(b) To act as managers, general agents, commercial brokers, advisers and representatives of and for any juridical person or for any other firm or enterprise lawfully engaged in business in or outside of the Philippines, with particular emphasis on insurance, health maintenance, managed care, home care agencies, custodial care, respite services, group home and assisted living services;

(c) To develop, establish, provide, sell, market, hold and maintain various other educational programs not necessarily on a pre-need basis, such as but not limited to conventions, seminars, forums, convocations, conferences, lectures, exhibitions, educational films and shows;

(d) To undertake researches, investigations and examinations of business and enterprises of every kind and description in the Philippines and throughout the world for the purpose of obtaining information and particulars on the investment and utilization of capital;

(e) To enter into and transact all types of business related to the compilation of financial and investment data and statistics in the Philippines and throughout the world;

(f) To own or otherwise acquire by deed, purchase or otherwise, the necessary property, building, and equipment essential or incidental to said business and to purchase, own, hold, possess, lease or otherwise acquire, and to use, operate, maintain, sell, pledge, mortgage, transfer or assign any real or personal property in the furtherance of the business and purpose of the Corporation;

(g) To manufacture, (except food, drugs and cosmetics), buy, sell, deal in and to engage in, conduct and carry on the business of manufacturing, buying, selling at wholesale only and dealing in goods, wares, and merchandise of every class and description, including agricultural products, as may be permitted by the laws of the Philippines, and to act as agent, representative or attorney-in-fact of any individual, association, partnership, corporation or any other entity; to act as manufacturer's representative, commission merchant, merchandise broker, indenter, factor, consignment agent

or in any other representative capacity for natural or juridical persons or entities, whether domestic or foreign;

(h) To carry on a general mercantile and commercial business of exporting, importing, wholeselling, jobbing or otherwise disposing of and dealing in any goods, wares, mercantile and commodities of all kinds, and various services and items ancillary thereto; to acquire by purchase or otherwise, and of owning, using, selling, granting, assigning and licensing others to use franchise of any business or retailing system;

(i) Subject to existing laws, to organize and promote or assist in establishing, organizing, and promoting manufacturing, real estate and industrial enterprise; to acquire, construct, erect, lease, and operate plants, factory sites, and the machinery and equipment required for the operation of such enterprises, and generally to own, manage and/or administer lands, buildings, business of any kind, properties whether real or personal, and to construct and sell condominiums, as owner or as agent, representative or attorney-in-fact of owners thereof;

(j) To borrow or raise money, negotiate loans from banks and financing institutions, domestic or foreign, for such amounts and under such terms and conditions as are just and reasonable; to make and issue notes, bonds or other evidence of indebtedness of all kinds, and to secure the same by mortgage, pledge or otherwise, in such amounts as the business of the Corporation may require;

(k) To purchase, own, receive, collect or otherwise acquire, obtain any interest in, hold, pledge, hypothecate, mortgage, assign, deposit, create, trust with respect to, deal in, exchange, sell or otherwise dispose of, all kinds of shares, stocks, voting trust certificates, trust receipts, notes and other securities, obligations, choses in action and evidence of indebtedness, including promissory notes, drafts, bills of exchange, negotiable instruments and currencies of any person, partnership, association, corporation or entity, whether domestic or foreign;

(l) To acquire shares, stocks, debentures, bonds, obligations, or securities of the Corporation, by purchase or otherwise, in so far as may be necessary to carry out its purpose, and to exercise and enforce all rights and powers conferred by or incident thereto;

(m) To mortgage, encumber or hypothecate properties of the Corporation, real or personal, and to secure the payment of obligations of third persons, provided it will not engage itself in the surety business;

(n) To invest its funds in other corporations; to raise, borrow, or arrange funds from private, institutional or government sources, local and/or abroad, subject to existing laws and regulations of the Philippines;

(o) In carrying on its business and in order to obtain and further its powers or purposes, to do any and all other acts or things, and to exercise any and all other powers which a natural person might or could do and exercise and which now or hereafter may be authorized by law, as principal, agent, contractor, trustee or otherwise, either alone or in company with others, and, in addition, to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations under the provisions of the laws authorizing the formation of such corporation.

(p) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried out and done in connection therewith or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the Corporation.

THIRD. The place where the principal office of the Corporation is to be established is in 10F NEX Tower, Ayala Avenue, Makati City (As amended on 23 November 2018).

FOURTH. The term for which the said Corporation is to exist is FIFTY (5) YEARS from and after the date of Incorporation.

FIFTH. The names, nationalities and addresses of the Incorporators are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
CYNTHIA O. PEREZ-ESPAÑA	Filipino	Jensen cor. Gandhi St. Filinvest II, Quezon City, Philippines
JOSE MARIA F. IGNACIO	Filipino	33 C. Salvador Street Loyola Heights, Quezon City

CECILLE O. JACINTO	Filipino	109 Banaba Street Ayala Alabang Village Alabang, Muntinlupa Philippines
ROMEO E. LUALHATI	Filipino	31 Mt. Vernon Street Filinvest I, Capitol District Quezon City Philippines
RENATO A. VERGEL DE DIOS	Filipino	11 Petunia Street Tahanan Village, Parañaque Philippines

SIXTH. The number of directors of the Corporation shall be nine (9); and the names, nationalities and residences of the first directors of the Corporation, who are to serve until their successors are duly elected and qualified as provided by the By-Laws, are as follows: (as amended on 06 April 2006).

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCES</u>
CYNTHIA O. PEREZ-ESPAÑA	Filipino	51 Miller Street Filinvest II, Quezon City Philippines
JOSE MARIA F. IGNACIO	Filipino	33 C. Salvador Street Loyola Heights, Quezon City Philippines
CECILLE O. JACINTO	Filipino	109 Banaba Street Ayala Alabang Village Alabang, Muntinlupa Philippines
ROMEO E. LUALHATI	Filipino	21 Mt. Vernon Street Filinvest I, Capitol District Quezon City, Philippines
RENATO A. VERGEL DE DIOS	Filipino	11 Petunia Street Tahanan Village, Parañaque Philippines

SEVENTH. The authorized capital stock of the Corporation is FIVE HUNDRED MILLION PESOS (P500,000,000.00) Philippine Currency, divided into FIVE MILLION (5,000,000) COMMON SHARES* with a par value of ONE HUNDRED PESOS (P100.00) per share. *(as amended on Dec 13, 2001)*

EIGHTH. At least twenty-five percent (25%) of the authorized capital stock stated above has been subscribed as follows:

<u>Name of Subscriber</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Capital Stock Subscribed</u>
Cynthia O. Perez-España	Filipino	1 P	100.00
Jose Maria F. Ignacio	Filipino	1	100.00
Cecille O. Jacinto	Filipino	1	100.00
Romeo E. Lualhati	Filipino	1	100.00
Renato A. Vergel de Dios	Filipino	1	100.00
The Manufacturers Life Insurance Co. (Phils.) Inc.	Canadian	599,995	59,999,500.00
TOTAL		600,000	P 60,000,000.00

NINTH. The above-named subscribers have paid at least twenty-five percent (25%) of the total subscription as follows:

<u>Name of Subscriber</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Capital Stock Subscribed</u>	<u>Amount Paid on Subscription</u>
Cynthia O. Perez-España	1 P	100.00	P 100.00
Jose Maria F. Ignacio	1	100.00	100.00
Cecille O. Jacinto	1	100.00	100.00
Romeo E. Lualhati	1	100.00	100.00
Renato A. Vergel de Dios	1	100.00	100.00
The Manufacturers Life Insurance Co. (Phils.) Inc.	599,995	59,999,500.00	59,999,500.00
TOTAL	600,000	P 60,000,000.00	P 60,000,000.00

TENTH. MACARIA TRINIDAD F. GASPAR has been elected by the subscribers as Treasurer-in-Trust of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-laws, and that, as

* The amendment was approved by the vote of at least a majority of the Board of Directors during the meeting held on December 13, 2001 and the vote of at least two-thirds (2/3) of the outstanding capital stock of the Manulife Financial Plans, Inc. at a meeting held on December 13, 2001.

such Treasurer-in-Trust, she has been authorized to receive for and in the name and for the benefit of the Corporation all subscriptions paid by the subscribers.

IN WITNESS WHEREOF, we have set our hands this 26th day of February 2000 at Makati City, Philippines.

(Sgd.)

CYNTHIA O. PEREZ-ESPAÑA
T.I.N. 110-862-434

(Sgd.)

JOSE MARIA F. IGNACIO
T.I.N. 137-753-837

(Sgd.)

CECILLE O. JACINTO
T.I.N. 108-670-182

(Sgd.)

ROMEO B. LUALHATI
T.I.N. 129-544-592

(Sgd.)

RENATO A. VERGEL DE DIOS
T.I.N. 129-544-868

SIGNED IN THE PRESENCE OF:

(Sgd.) RPanotes

(Sgd.) Ma. Solinda Bautista

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public in and for Makati City, Philippines,
personally appeared with their respective Community Tax Certificates:

<u>NAME</u>	<u>Community Tax Certificate Number</u>	<u>Date and Place Issued</u>
CYNTHIA O. PEREZ-ESPAÑA	08343034	3/18/1999 - Quezon City
JOSE MARIA F. IGNACIO	08343029	3/18/1999 - Quezon City
CECILLE O. JACINTO	14403180	1/05/2000 - Makati City
ROMEO E. LUALHATI	14473550	2/15/2000 - Makati City
RENATO A. VERGEL DE DIOS	14473521	2/15/2000 - Makati City

known to me and by me known to be the same persons who executed the foregoing document and who acknowledged to me that the same is their own free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal this FEB 29 2000 at Makati City, Philippines.

(Sgd.)

PERFECTO L. DIMAYUGA

Notary Public

Until Dec. 31, 2000

PTR - 0154155

Jan. 18, 1999 Makati City

TIN - 156-408-015

Doc. No. 352 ;

Page No. 72 ;

Book No. XLI ;

Series of 2000.

**DIRECTORS' CERTIFICATE
OF THE AMENDED ARTICLES OF INCORPORATION OF
MANULIFE FINANCIAL PLANS, INC.**

SECURITIES AND EXCHANGE COMMISSION
CRMD

MAR 15 2019

RECEIVED
By: _____ Time: _____

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority Directors and the Corporate Secretary of **MANULIFE FINANCIAL PLANS, INC.** (the "Corporation"), 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 23 November 2018 at the principal office of the corporation.

The amended provision of the attached Amended Articles of Incorporation refers to the amendment of Article Three to reflect the change in the principal office.

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

IN WITNESS WHEREOF, this Certificate has been signed this NOV 23 2018 of _____ at Makati City.


RYAN CHARLAND
Director
TIN 446-903-605


KENNETH DAI
Director
TIN 327-223-747


RHODA REGINA RARA
Director
TIN 132-173-428


JANETTE PEÑA
Director
TIN 132-173-276


CONRADO FAVORITO
Director
TIN 102-752-703


BASILIO O. VISAYA, JR.
Corporate Secretary
187-918-025

SUBSCRIBED AND SWORN to before me this NOV 23 2018 at Makati City by the above-named persons who exhibited to me their valid government identification cards as indicated below:

Name	Competent Evidence of Identity	Date of Expiry
Ryan Charland	Passport No. HP950023	14 March 2027
Kenneth Dai	Passport No. KJ0153969	29 JAN 2021
Janette Pena	Passport No. P5811162A	28 JAN 2028
Rhoda Regina Rara	Passport No. EC3608301	05 MAR 2020
Conrado Favorito	Driver's License No. N02-79-023744	01 April 2023
Basilio O. Visaya, Jr.	Passport No. P0397243A	27 September 2021

Doc. No. 215 ;
Page No. 44 ;
Book No. II ;
Series of 2018.

FRANCES LINA S. CANTO
Notary Public for Makati City
Commission until December 31, 2018
24th Floor LKG Tower, 6801 Ayala Avenue, Makati City
Appointment No. M-515 (2017-2018)
Roll of Attorneys No. 63449
PTR No. 11222601J; 07-17-2017; Las Piñas City
IBP No. 000947; 04-24-2017; Las Piñas City
MCLE Compliance No. V - 0019313; 13 April 2016

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

AFFIDAVIT

I, **BASILIO O. VISAYA, JR.**, Filipino, of legal age and with office address at 24F LKG Tower, Ayala Avenue, Makati City, after having been duly sworn in accordance with law, do hereby depose and state, That:

1. I am the duly elected Corporate Secretary of **Manulife Financial Plans, Inc. ("Corporation")**, a corporation duly organized and existing under the laws of the Philippines with principal office address at the 16th Floor LKG Tower, Ayala Avenue, Makati City.

2. Since my first election as Corporate Secretary in 2016, I have known Mr. Kenneth Dai as a director of the Corporation.

3. Mr. Kenneth Dai is a Chinese national whose passport shows his full name as "Ka Ming Dai". However, he is more commonly known by employees and officers of the Corporation as "Kenneth".

4. Thus since 2016, I have known for a fact that Mr. Ka Ming Dai is one and the same person as Mr. Kenneth Dai. Mr Dai also responds to both names.

5. I am executing this affidavit for whatever legal intents and purposes this Affidavit may serve.

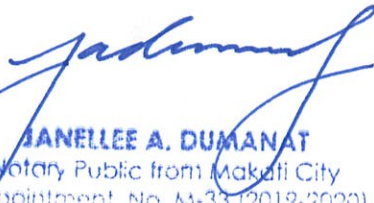
IN TESTIMONY WHEREOF, I have hereunto set my hands this FEB 22 2019 day of at Makati City, Philippines.



Basilio O. Visaya, Jr.

SUBSCRIBED AND SWORN TO before me at Makati City on FEB 22 2019, with the affiant exhibiting to me his Passport No. P0397243A valid until 27 September 2021 issued in Manila.

Doc. No.: 19;
Page No.: 5;
Book No.: VI;
Series of: 2019.


JANELLE A. DUMANAT
Notary Public from Makati City
Appointment No. M-33 (2019-2020)
8th Floor, 139 Cornerstone Center, Valero Street
San Lorenzo Village, Makati City
Bar No. of Attorneys No. 64545
MCLE Compl. No. VI-0008796; 05/25/2018
IBP No. 063119; 01/03/2019; Quezon City
PTR No. 7335375; 01/03/2019; Makati City

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

CORPORATE SECRETARY'S CERTIFICATE

I, **BASILIO O. VISAYA, JR.**, of legal age, Filipino, with office address at 24th Floor, LKG Tower, Ayala Avenue, Makati City, Philippines, after being duly sworn in accordance with law, depose and say that:

1. I am the duly elected Corporate Secretary of **MANULIFE FINANCIAL PLANS, INC., ("Corporation")**, a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at 16F LKG Tower, Ayala Avenue, Makati City, Philippines.
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 affixed my signature this ____th day of
DEC 20 2018 2018 at Makati City, Philippines.

BASILIO O. VISAYA, JR.
Corporate Secretary

SUBSCRIBED AND SWORN to before me by BASILIO O. VISAYA, JR. who is personally known to me to be the same person who presented this instrument and signed the instrument in my presence, this ____ day of DEC 20 2018, at Makati City, Philippines, with the affiant exhibiting to me his Passport No. P0397243A valid until 27 September 2021 issued in Manila.

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Page No. 52
Book No. II
Series of 2018.

FRANCES ANNA S. CANTO
Notary Public for Makati City
Commission until December 31, 2018
24th Floor LKG Tower, 6801 Ayala Avenue, Makati City
Appointment No. M-515 (2017-2018)
Roll of Attorneys No. 83449
PTR No. 112228-1 - Makati City - Makati City
J. Garcia - Makati City - Makati City
Makati City - Makati City - April 2016