



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

COMPANY REG. NO. 26586

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

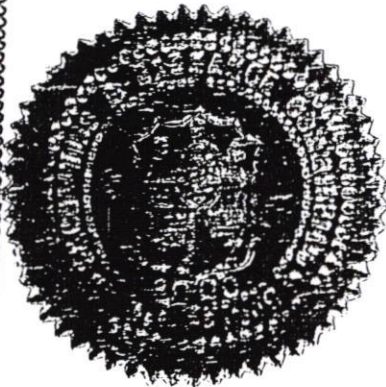
This is to certify that the amended articles of incorporation of the

**COUNTRY BANKERS LIFE INSURANCE CORPORATION**  
[Amending Article IV by extending  
the term of its existence.]

copy annexed, adopted on April 25, 2013 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 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 21<sup>st</sup> day of March, Twenty Fourteen.



  
GERARDO F. DE ROSARIO

Officer-In-Charge  
Company Registration and Monitoring Department



60090013 900  
Ms. Villegas  
8/22  
8:40

# COVER SHEET

2 6 5 8 6  
S.E.C. Registration Number

C O U N T R Y B A N K E R S L I F E I N S U R A N C E  
C O R P O R A T I O N  
\_\_\_\_\_  
\_\_\_\_\_

(Company's Full Name)

C O U N T R Y B A N K E R S C E N T R E # 6 4 2 T. M.  
K A L A W A V E E R M I T A M A N I L A  
\_\_\_\_\_

(Business Address: No. Street City / Town / Province)

AMY HENRY C. PANTOS  
Contact Person

523-8611  
Company Telephone Number

1 2 3 1  
Month Day  
Fiscal Year

\_\_\_\_\_  
FORM TYPE

\_\_\_\_\_  
Month Day  
Annual Meeting

\_\_\_\_\_  
Secondary License Type, If Applicable

\_\_\_\_\_  
Dept. Requiring this Doc.

\_\_\_\_\_  
Amended Articles Number/Section

\_\_\_\_\_  
Total No. of Stockholders

\_\_\_\_\_  
Total Amount of Borrowings  
Domestic Foreign

To be accomplished by SEC Personnel concerned

\_\_\_\_\_  
File Number

\_\_\_\_\_  
Document I.D.

LCU 4-11-14  
IC  
Cashier

ed notifying  
No Receipt

STAMPS

Remarks = pls. use black ink for scanning purposes

**AMENDED  
ARTICLES OF INCORPORATION  
OF THE**

**"COUNTRY BANKERS LIFE INSURANCE CORPORATION"**  
(Formerly: COUNTRY LIFE INSURANCE CORPORATION)

~~~~~

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, and residents of the Philippines, on this day 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:

**"COUNTRY BANKERS LIFE INSURANCE CORPORATION"**

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

To carry on the business of life and health insurance, and in particular, to grant or effect assurance of all kinds, for the payment of money, by way of immediate or deferred annuities upon the death of a person, or on his surviving a specified period, or otherwise contingently on the continuance or cessation of life, including contracts or pledges for the payments of endowments or annuities, insurance against personal injuries by accident either in connection with life policies, or otherwise and the business of insurance against loss of health or incapacity from physical causes of any description either alone or in combination







- h) To amalgamate with any or other company having objects altogether or in part similar to those of this corporation;
- i) To distribute any of the property of the corporation among members specie, but that no distribution amounting to reduction or capital be made without the sanction of law;
- j) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments and to guarantee the performance of contracts by members of or persons having dealings with the corporation;
- k) To do all or any of the above things in any place in which the corporation may determine, as principals, agents, contractors, trustees, or otherwise, alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the above subject;
- l) To do and perform any and all acts and things 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;

THIRD ~ That the place where the principal office of the corporation is to be established or located is in Country Bankers Centre, #648 T.M. Kalaw St., Ermita, Manila, Philippines. The Corporation may establish and maintain branch offices and general agencies elsewhere in the Philippines or in foreign

FOURTH ~ The term for which said corporation is to exist **is up to February 11, 2015 and to be extended for another fifty (50) years therefrom.** (As amended on April 25, 2013).

FIFTH ~ That the names, citizenship and residences of the incorporators of said corporation are as follows:

| <u>Names</u>           | <u>Citizenship</u> | <u>Residences</u>        |
|------------------------|--------------------|--------------------------|
| ALFREDO MONTELIBANO    | Filipino           | West Ave., Quezon City   |
| JOSE E. DESIDERIO      | Filipino           | 38 Kitanlad, Quezon City |
| PROCOPIO C. REYES      | Filipino           | Pasay City               |
| NESTOR JALANDONI       | Filipino           | Iloilo City              |
| PEDRO O. VALDEZ        | Filipino           | 13 Pulog, Quezon City    |
| MANUEL C. LOCSIN       | Filipino           | Janiuay, Iloilo City     |
| SERGIO F. NAGUIAT      | Filipino           | Angeles, Pampanga        |
| DAVID M. CONSUNJI      | Filipino           | Orani, Bataan            |
| SOLEDAD L. DOLOR       | Filipino           | 1751 Donada, Pasay City  |
| JOSE O. DESIDERIO, JR. | Filipino           | 38 Kitanlad, Quezon City |
| ROMULO A. PETINES      | Filipino           | 2 Times, Quezon City     |
| ERNESTO M. VILLAREAL   | Filipino           | 38 Kitanlad, Quezon City |

SIXTH ~ That the number of Directors of said Corporation shall be fifteen (15) and the names and residences of the first directors of the corporation who are to serve until their successors were elected and qualified as provided by the By-laws are, as follows:

| <u>Names</u>           |          | <u>Residences</u>        |
|------------------------|----------|--------------------------|
| 1) ALFREDO MONTELIBANO | Filipino | West Ave., Quezon City   |
| 2) JOSE E. DESIDERIO   | Filipino | 38 Kitanlad, Quezon City |
| 3) PROCOPIO C. REYES   | Filipino | Pasay City               |
| 4) NESTOR JALANDONI    | Filipino | Iloilo City              |
| 5) PEDRO O. VALDEZ     | Filipino | 13 Pulog, Quezon City    |

| <u>Names</u>               |          | <u>Residences</u>        |
|----------------------------|----------|--------------------------|
| 6) MANUEL C. LOCSIN        | Filipino | Janiuay, Iloilo City     |
| 7) SERGIO F. NAGUIAT       | Filipino | Angeles, Pampanga        |
| 8) DAVID M. CONSUNJI       | Filipino | Orani, Bataan            |
| 9) SOLEDAD L. DOLOR        | Filipino | 1751 Donada, Pasay City  |
| 10) JOSE O. DESIDERIO, JR. | Filipino | 38 Kitanlad, Quezon City |
| 11) ROMULO A. PETINES      | Filipino | 2 Times, Quezon City     |

SEVENTH ~ That the authorized capital stock of said corporation is FIVE HUNDRED MILLION PESOS (P500,000,000.00), Philippine Currency, divided into FIFTY MILLION (50,000,000) shares of the par value of TEN PESOS (P10.00) each.

EIGHTH ~ That the amount of said capital stock, FIVE HUNDRED MILLION PESOS (P500,000.00) have been actually subscribed for the number of shares and amount of capital stock set out after their respective names and have furthermore agreed to pay the total amount of TWO HUDNRED FIFTY THOUSAND PESOS (P250,000.00) to form a "contributed surplus fund".

| Names               | Amount Paid in | Amount Paid to<br>Contributed Surplus |
|---------------------|----------------|---------------------------------------|
| Alfredo Montelibano | P21,250.00     | P21,250.00                            |
| Jose E. Desiderio   | P21,250.00     | P21,250.00                            |
| Procopio C. Reyes   | P21,250.00     | P21,250.00                            |
| Nestor Jalandoni    | P21,250.00     | P21,250.00                            |
| Pedro O. Valdez     | P21,250.00     | P21,250.00                            |
| Manuel C. Locsin    | P21,250.00     | P21,250.00                            |
| Sergio F. Naguiat   | P21,250.00     | P21,250.00                            |
| David M. Consunji   | P21,250.00     | P21,250.00                            |
|                     | P21,250.00     | P21,250.00                            |



|                       |                         |                         |
|-----------------------|-------------------------|-------------------------|
| Soledad L. Dolor      |                         |                         |
| Jose O. Desiderio JR. | P21,250.00              | P21,250.00              |
| Romulo A. Petines     | P21,250.00              | P21,250.00              |
| Ernesto M. Villareal  | P16, 250.00             | P16, 250.00             |
|                       | <hr/>                   | <hr/>                   |
|                       | <b>P250,000.00</b>      | <b>P250,000.00</b>      |
|                       | <b>vvvvvvvvvvvvvvvv</b> | <b>vvvvvvvvvvvvvvvv</b> |

NINTH ~ That DR. PROCOPIO C. REYES 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, he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 21 day of February, 1965 in the City of Manila, Philippines.

|                                  |                                     |
|----------------------------------|-------------------------------------|
| <b>(SGD) ALFREDO MONTELIBANO</b> | <b>(SGD) JOSE O. DESIDERIO</b>      |
| <b>(SGD) PROCOPIO C. REYES</b>   | <b>(SGD) NESTOR JALANDONI</b>       |
| <b>(SGD) PEDRO O. VALDEZ</b>     | <b>(SGD) MANUEL C. LOCSIN</b>       |
| <b>(SGD) SERGIO F. NAGUIAT</b>   | <b>(SGD) DAVID M. CONSUNJI</b>      |
| <b>(SGD) SOLEDAD L. DOLOR</b>    | <b>(SGD) JOSE O. DESIDERIO, JR.</b> |
| <b>(SGD) ROMULO A. PETINES</b>   | <b>(SGD) ERNESTO M. VILLAREAL</b>   |

**W i t n e s s e s**

|                          |                                 |
|--------------------------|---------------------------------|
| <b>(SGD) ALICE BANEZ</b> | <b>(SGD) ROMEO G. VELASQUEZ</b> |
|--------------------------|---------------------------------|

Republic of the Philippines )  
City of Manila ) S. S.

### ACKNOWLEDGMENT

BEFORE ME, a Notary Public for and in the City of Manila, personally appeared:

| <u>Names</u>           | <u>Res. Cert. No.</u> | <u>Place/Date Issued</u> |
|------------------------|-----------------------|--------------------------|
| ALFREDO MONTELIBANO    | A-0068646             | Manila-1/15/64           |
| JOSE E. DESIDERIO      | A-4562363             | Caloocan-1/14/64         |
| PROCOPIO C. REYES      | A-0000646             | Manila-1/12/64           |
| NESTOR JALANDONI       | A-169650              | Iloilo City-1/2/64       |
| PEDRO O. VALDEZ        | A-0068432             | Manila-1/11/64           |
| MANUEL C. LOCSIN       | A-1702202             | Janiuay, Iloilo-2/04/64  |
| SERGIO F. NAGUIAT      | A-3600800             | Angeles City-1/28/64     |
| DAVID M. CONSUNJI      | A-0661768             | Manila-1/20/64           |
| SOLEDAD L. DOLOR       | A-155703              | Manila-1/20/64           |
| JOSE O. DESIDERIO, JR. | A-4557739             | Caloocan-1/08/64         |
| ROMULO A. PETINES      | A-5887449             | Q.C.-1/10/64             |
| ERNESTO M. VILLAREAL   | A-0189691             | Manila-1/28/64           |

known to me to be the same persons who executed the foregoing Articles of Incorporation of the Country Bankers Life Insurance Corporation and acknowledged to me that they executed the same as their act and deed.

This instrument consists of seven (7) pages including this where the acknowledgment is written, signed by the parties and their witnesses at the foot thereof on the sixth page (6) and SEALED with my NOTARIAL SEAL.

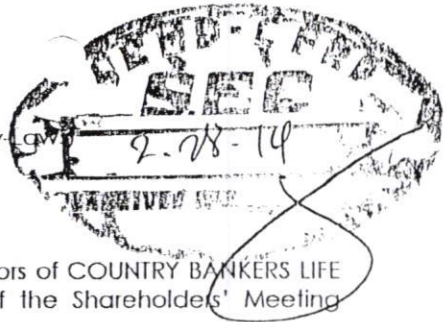
WITNESS MY HAND AND SEAL this 10<sup>th</sup> day of August 1964 at Manila, Philippines.

(SGD.) FRANCISCO C. RODRIGUEZ, JR.  
Notary Public  
Until December 31, 1963

Doc. No. 448;  
Page No. 91;  
Book No. III;  
Series of 1964.

**DIRECTORS CERTIFICATE**

(Amendment of Articles of Incorporation and By-Laws)



KNOW ALL MEN BY THESE PRESENTS

We, the undersigned, being at least a majority of the Directors of COUNTRY BANKERS LIFE INSURANCE CORPORATION, the Chairperson and the Secretary of the Shareholders' Meeting hereby certify that:

1. On the 25<sup>th</sup> day of April 2013, during the Annual Shareholders' meeting held in Country Bankers Centre, #648 T.M. Kalaw St. Manila by affirmative vote of atleast two-third (2/3) of the outstanding capital stock and by majority vote of the Board of Directors respectively approved the amendments of Articles of Incorporation and By-Laws;

2. The copy of the Corporation's Amended Articles of Incorporation and By-Laws, attached hereto as Annex "A" and "B" respectively, are the true and correct copy of the same.

IN WITNESS WHEREOF, this Certificate has been signed this 15 day of Aug 2013 in the City of Manila.

MA. VICTORIA G. QUINGONA  
Chairperson of the Meeting  
TIN No. 132-174-905

AGNES S. DESIDERIO  
Director of the Meeting  
TIN No. 167-552-267

ERNEST JULIUS D. VILLAREAL  
Director of the Meeting  
TIN No. 113-293-155

ALFREDO ALEX S. CRUZ III  
Director of the Meeting  
TIN No. 125-673-280

GERALDINE D. GARCIA  
Director of the Meeting  
TIN No. 908-892-216

DENNIS H. LOCSIN  
Director of the Meeting  
TIN No. 146-212-901

ROBERTO L. MONTELIBANO  
Director of the Meeting  
TIN No. 108-578-798

MANUEL Y. PETINES  
Director of the Meeting  
TIN No. 205-102-521

ANTOLIN T. NAGUIAT  
Director of the Meeting  
TIN No. 116-718-415

DAVID M. CONSUNJI  
Director of the Meeting  
TIN No. 113-322-093

ROMEO G. VELASQUEZ  
Director of the Meeting  
TIN No. 107-785-264

ERNESTINE C.J.D. VILLAREAL-FERNANDO  
Director of the Meeting  
TIN NO. 119-871-285

ERNESTITO JOSE D. VILLAREAL IV  
Director of the Meeting  
TIN No. 236-581-772

JUAN MIGUEL P.S. REYES  
Director of the meeting  
TIN No. 901-340-299

HENRIC C. SANTOS  
Corporate Secretary of the Meeting  
TIN No. 221-819-037

ACKNOWLEDGMENT

Republic of the Philippines)  
City of Manila ) S.s.

Before me, this \_\_\_\_\_ day of **AUG 22 2013**, 2013, in the City of Manila, Philippines, personally appeared:

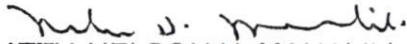
| Name                                | TIN No.     |
|-------------------------------------|-------------|
| Roberto L. Montelibano              | 108-578-798 |
| Dennis H. Locsin                    | 146-212-901 |
| Agnes S. Desiderio                  | 167-552-267 |
| Antolin T. Naguiat                  | 116-718-415 |
| Geraldine D. Garcia                 | 908-892-216 |
| Manuel Y. Petines                   | 250-102-521 |
| Alfredo Alex S. Cruz III            | 125-673-280 |
| Ernestine C.J.D. Villareal-Fernando | 119-871-285 |
| Ernest Julius D. Villareal          | 113-293-155 |
| Romeo G. Velasquez                  | 107-785-264 |
| Ma. Victoria G. Guingona            | 132-174-905 |
| David M. Consunji                   | 113-322-093 |
| Ernestito Jose D. Villareal IV      | 236-581-772 |
| Juan Miguel P.S. Reyes              | 901-340-299 |
| Henry C. Santos                     | 221-819-037 |

All known to be the same persons who executed the foregoing Director Certificate (Amendment of Article of Incorporation and By-Laws) of Country Bankers Life Insurance Corporation and acknowledged before me that the same is of their own free act and deed.

This Instrument consists of two (2) pages including this where the acknowledgment is written, signed by the parties at the foot thereof on the second page (2<sup>nd</sup>) and SEALED with my NOTARIAL SEAL.

WITNESS MY HAND AND SEAL this \_\_\_\_\_ day of **AUG 22 2013**, 2013, at City of Manila, Philippines.

Doc. No. 214 ;  
Page No. 81 ;  
Book No. 57 ;  
Series of 2013

  
ATTY. NELSON H. MANALILI  
NOTARY PUBLIC UNTIL 12 - 31 - 14  
COMMISSION NO. 2013 - 022  
PTR NO. 1363214 / 11-28-12 / MLA  
IBP NO. 836559 / 11-25-12 / MLA.  
ROLL NO. 45757  
648 T.M. KALAW AVE., ERMITA, MLA.