

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila



COMPANY REG. NO.: 0000026586

**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 AND GENERAL
INSURANCE CORPORATION**

**(Change of Corporate Name, Primary and Secondary Purpose and Term of
Existence)**

copy annexed, adopted on August 7, 2024 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing more than 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 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/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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, this 17th day of March, Two Thousand Twenty-Five.




DANIEL P. GABUYO
Assistant Director
Company Registration and Monitoring Department

COVER SHEET

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S.E.C. registration Number

C	O	U	N	T	R	Y		B	A	N	K	E	R	S		L	I	F	E		A	N	D							
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(Company's Full Name)

[illegible]

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

ELAINE P. DE GUZMAN

Contact Person

(63 2) 88890808

Company Telephone Number

1	2
Month	

3	1
Day	

Fiscal Year

**AMENDMENT OF ARTICLES OF
INCORPORATION AND BY-LAWS**

FORM TYPE

April	4th Thursday
Month	Day

Annual Meeting

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

Amended Articles Number/Section

□

Total No. of Stockholders

Total Amount of Borrowings

	Total

Domestic

Amount of Borrowings

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

LCU

[illegible]

Document I.D.

Cashier

STAMPS

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Remarks = pls. Use black ink for scanning purposes

**AMENDED
ARTICLES OF INCORPORATION
OF THE**

**COUNTRY BANKERS LIFE AND GENERAL INSURANCE
CORPORATION**

(Formerly: 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 AND GENERAL INSURANCE  
CORPORATION**

*(As amended on August 7, 2024)*

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

To carry on the business of life, **non-life**, and health insurance, **including, with respect to life and health insurance—grant assurance for the payment of money by way of annuities, including contracts for the payment of endowments, insurance against personal injuries by accident, loss of health, or incapacity from physical causes, re-insure all or any of the risks of the Corporation, undertake any authorized risks by way of reinsurance, and conduct other businesses permitted to be conducted by a**

life insurance company; and with respect to non-life insurance—insure all property and effects, real or personal, against any loss or damage by fire, storm, typhoon, earthquake, accident, and every description of marine risk/perils of the sea, issue insurance covering loss or liability from accident or mishap, issue fidelity bonds and surety undertakings of every nature and kind usual in the business of fidelity and surety companies, undertake any authorized risk by way of reinsurance, guaranty, or indemnity, and offer such other products permitted to be offered by a non-life insurance company, consistent with law.

IN FURTHERANCE OF THE ABOVE PURPOSES, the corporation shall have the **following powers and secondary purposes:**

**a) Those expressly provided under Section 35 of the Revised Corporation Code;**

- b) To extend loan to its policy holders on such terms and conditions under the insurance policy provisions and subject to the requirements of the laws;
- c) To acquire by purchase, lease or otherwise, lands and interest therein, and to own, hold, Improve, develop and manage real estate so acquired, and to erect or construct thereon such housing projects, buildings or other structures as the corporation may deem necessary for the furtherance of its business; to rebuild, enlarge, alter or improve any buildings or other structures which may now or hereafter be erected or constructed on any lands so owned, held or occupied by the corporation, and to mortgage, sell, lease, or otherwise dispose of any lands or interest in lands and in buildings or structures owned by or belonging to the corporation;

- d) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities or any person or company carrying on any business which this corporation is authorized to carry on or possessed of property suitable for the purpose of this corporation;
- e) To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company or of advancing directly or indirectly, the objects or interest thereof, and to take or otherwise acquire the payment of any debentures or other securities issued by any such company;
- f) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this corporation or carrying on any business capable of being conducted so as directly or indirectly to benefit this corporation;
- g) To enter into any arrangement for sharing profits, union of interest, cooperation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engaged in any business or transaction which this corporation is authorized to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit this corporation, and to take, or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guaranty or otherwise deal with same;
- h) To sell the undertaking of the corporation or any part thereof for such consideration as the corporation may think fit, and in particular for shares, debentures or securities of any other company having objects

altogether or in part similar to those of this corporation;

- i) To amalgamate with any or other company having objects altogether or in part similar to those of this corporation;
- j) To distribute any of the property in among members, specie, but that no distribution amounting to reduction or capital be made without the sanction of law;
- k) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable of instruments and to guarantee the performance of contracts by members of or persons having dealings with the corporation;
- l) 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;
- m) 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 kind;

*(As amended on August 7, 2024*

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

FOURTH ~ **That the corporation shall have perpetual existence from the date of issuance of the amended certificate of registration.**

*(As amended on August 7, 2024)*

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

| <b><u>Names</u></b>    | <b><u>Citizenship</u></b> | <b><u>Residences</u></b> |
|------------------------|---------------------------|--------------------------|
| 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 Pulong, 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:

| <b><u>Names</u></b>    |          | <b><u>Residences</u></b> |
|------------------------|----------|--------------------------|
| 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 Pulong, Quezon City   |
| 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>Contribute 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                           |
| SOLEDAD L. DOLOR       | P21,250.00         | P21,250.00                           |
| JOSE O. DESIDERIO, JR. | P21,250.00         | P21,250.00                           |
| ROMULO A. PETINES      | P21,250.00         | P21,250.00                           |
| ERNESTO M. VILLAREAL   | <u>P16, 250.00</u> | <u>P16, 250.00</u>                   |
|                        | P250,000.00        | P250,000.00                          |
|                        | vvvvvvvvvvvvvvvv   | vvvvvvvvvvvvvvvv                     |

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

(SGD) ALFREDO MONTELIBANO  
(SGD) PROCOPIO C, REYES  
(SGD) PEDRO O. VALDEZ  
(SGD) SERGIO F, NAGUIAT  
(SGD) SOLEDAD L. DOLOR  
SGD) ROMULO A, PETINES

(SGD) JOSE O. DESIDERIO  
(SGD) NESTOR JALANDONI  
(SGD) MANUEL C, LOCSIN  
(SGD) DAVID M. CONSUNJI  
(SGD) JOSE O. DESIDERIO, JR.  
(SGD) ERNESTO M. VILLAREAL

Witnesses

(SGD) ALICE BANEZ

(SGD) ROMEO G. VELASQUEZ

REPUBLIC OF THE PHILIPPINES)  
City of Manila ..... S.S.

**DIRECTORS' CERTIFICATE OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION AND BY-LAWS OF  
COUNTRY BANKERS LIFE INSURANCE CORPORATION**



We, the undersigned, constituting a majority of the members of the Board of Directors and the Secretary of the special meeting of the Board of Directors and the special meeting of the stockholders both held on 7 August 2024, do hereby certify that:

1. A special meeting of the Board of Directors and a special meeting of the shareholders of **COUNTRY BANKERS LIFE INSURANCE CORPORATION** (the "Corporation") were held at Country Bankers Centre, 648 T.M. Kalaw Avenue, Ermita, Manila on 7 August 2024;
2. Stockholders owning more than two-thirds (2/3) of the Corporation's issued and outstanding shares were present at the stockholders' meeting, either in person or by proxy;
3. Ms. Ma. Victoria G. Guingona acted as the chairman of the meetings and Atty. Nelson H. Manalili acted as the secretary of both meetings and recorded the minutes thereof;
4. At the respective meetings, there being a quorum, upon motion duly made and seconded, the following resolutions were unanimously adopted by the Board and approved by the stockholders representing more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation:

**BOARD RESOLUTION NO. 016-2024**

"RESOLVED, that the Corporation's Articles of Incorporation be amended to include Non-Life Business to comply with the requirements of the Insurance Commission for the application for composite license.

RESOLVED FURTHER, that Article First, Second, and Fourth of the Articles of Incorporation be as it is hereby amended to read as follows:

FIRST ~ That the name of said corporation shall be:

**COUNTRY BANKERS LIFE AND GENERAL  
INSURANCE CORPORATION**

*(As amended on August 7, 2024)*

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

To carry on the business of life, non-life, and health insurance, including, with respect to life and health insurance—grant assurance for the payment of money by way of annuities, including contracts for the payment of endowments, insurance against personal injuries by accident, loss of health, or incapacity from physical causes, re-insure all or any of the risks of the Corporation, undertake any authorized risks by way of reinsurance, and conduct other businesses permitted to be conducted by a life insurance company; and with respect to non-life insurance—insure all property and effects, real or personal, against any loss or damage by fire, storm, typhoon, earthquake, accident, and every description of marine risk/perils of the sea, issue insurance covering loss or liability from accident or mishap, issue fidelity bonds and surety undertakings of every nature and kind usual

in the business of fidelity and surety companies, undertake any authorized risk by way of reinsurance, guaranty, or indemnity, and offer such other products permitted to be offered by a non-life insurance company, consistent with law.

IN FURTHERANCE OF THE ABOVE PURPOSES, the corporation shall have the following powers and secondary purposes:

- a) Those expressly provided under Section 35 of the Revised Corporation Code;
- b) To extend loan to its policy holders on such terms and conditions under the insurance policy provisions and subject to the requirements of the laws;
- c) To acquire by purchase, lease or otherwise, lands and interest therein, and to own, hold, Improve, develop and manage real estate so acquired, and to erect or construct thereon such housing projects, buildings or other structures as the corporation may deem necessary for the furtherance of its business; to rebuild, enlarge, alter or improve any buildings or other structures which may now or hereafter be erected or constructed on any lands so owned, held or occupied by the corporation, and to mortgage, sell, lease, or otherwise dispose of any lands or interest in lands and in buildings or structures owned by or belonging to the corporation;
- d) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities or any person or company carrying on any business which this corporation is authorized to carry on or possessed of property suitable for the purpose of this corporation;
- e) To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company or of advancing directly or indirectly, the objects or interest thereof, and to take or otherwise acquire the payment of any debentures or other securities issued by any such company;
- f) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this corporation or carrying on any business capable of being conducted so as directly or indirectly to benefit this corporation;
- g) To enter into any arrangement for sharing profits, union of interest, cooperation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engaged in any business or transaction which this corporation is authorized to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit this corporation, and to take, or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guaranty or otherwise deal with same;
- h) To sell the undertaking of the corporation or any part thereof for such consideration as the corporation may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this corporation;
- i) To amalgamate with any or other company having objects altogether or in part similar to those of this corporation;

- j) To distribute any of the property in among members, specie, but that no distribution amounting to reduction of capital be made without the sanction of law;
- k) 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;
- l) 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;
- m) 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 kind;

*(As amended on August 7, 2024)*

x      x      x

FOURTH ~ That the corporation shall have perpetual existence from the date of issuance of the amended certificate of registration.  
*(As amended on August 7, 2024)*

RESOLVED FURTHER, that in line with the above amendment of the Articles of Incorporation; the By-Laws of the Corporation be, as it is hereby amended to read as follows:

**AMENDED BY-LAWS OF THE COUNTRY BANKERS LIFE AND  
 GENERAL INSURANCE CORPORATION**  
**(Formerly: COUNTRY BANKERS LIFE INSURANCE CORPORATION)**

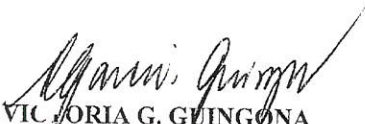
*(As amended on August 7, 2024)*

RESOLVED FINALLY, that the foregoing resolutions be submitted for the approval of the shareholders at a meeting duly called for the purpose."

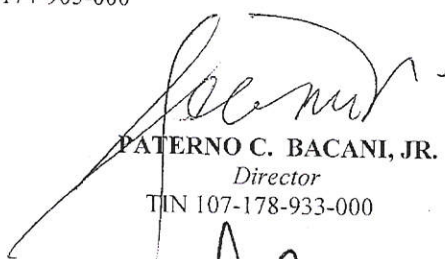
5. As above set forth, all the requirements of Section 15 of Republic Act No. 11232 or the Revised Corporation Code have been complied with.

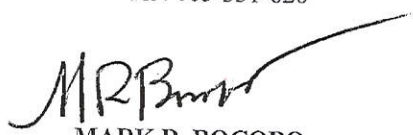
IN WITNESS WHEREOF, the undersigned Directors of **COUNTRY BANKERS LIFE INSURANCE CORPORATION**, have signed this Certificate, and the chairman and secretary of the meetings have countersigned the same this 2nd day of August 2024.

[SIGNATURE PAGE FOLLOWS]

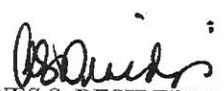
  
MA. VICTORIA G. GUINGONA  
Director/Chairperson  
TIN 132-174-905-000

  
NESTOR D. ALAMPAY, JR.  
Director  
TIN 105-331-826

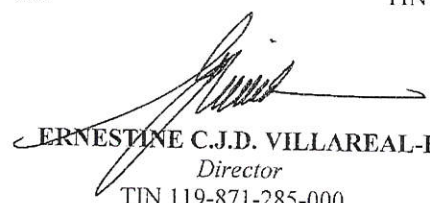
  
PATERNO C. BACANI, JR.  
Director  
TIN 107-178-933-000

  
MARK R. BOCOBO  
Director  
TIN 125-673-248-000

  
ALFREDO ALEX S. CRUZ III  
Director  
TIN 125-673-280-000

  
AGNES S. DESIDERIO  
Director  
TIN 167-552-267-000

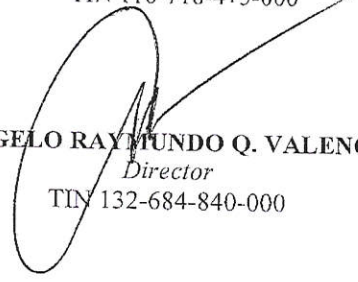
  
GERALDINE D. GARCIA  
Director  
TIN 908-892-216-000

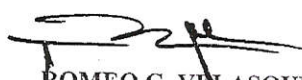
  
ERNESTINE C.J.D. VILLAREAL-FERNANDO  
Director  
TIN 119-871-285-000

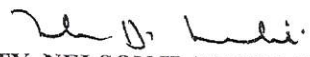
  
DENNIS H. LOCSIN  
Director  
TIN 146-212-901-000

  
ANTOLIN T. NAGUIAT  
Director  
TIN 116-718-415-000

  
MANUEL Y. PETINES  
Director  
TIN 102-251-804-000

  
ANGELO RAYMUNDO Q. VALENCIA  
Director  
TIN 132-684-840-000

  
ROMEO G. VELASQUEZ  
Director  
TIN 107-785-264-000

  
ATTY. NELSON H. MANALILI  
Corporate Secretary  
TIN 208-900-357-000

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in ~~CITY OF MANILA~~ appeared the parties with their respective proofs of identification as follows:

| Name                                | Government Issued Identification Document No. | Date of Issue | Place                    |
|-------------------------------------|-----------------------------------------------|---------------|--------------------------|
| Ma. Victoria G. Guingona            | P66999379A                                    | 04/05/2018    | DFA Manila               |
| Nestor D. Alampay, Jr.              | 36786                                         | 07/28/2017    | Parañaque City           |
| Paterno C. Bacani, Jr.              | JB-01844                                      | 07/28/2010    | Parañaque City           |
| Mark R. Bocobo                      | GGG-23072                                     | 01/2019       | San Juan City            |
| Alfredo Alex S. Cruz III            | P8029306B                                     | 10/29/2021    | DFA Manila               |
| Agnes S. Desiderio                  | P4715198B                                     | 02/07/2020    | DFA NCR East             |
| Ernestine C.J.D. Villareal-Fernando | P8068920A                                     | 07/24/2018    | DFA NCR East             |
| Geraldine D. Garcia                 | P9286860B                                     | 03/22/2022    | DFA NCR East             |
| Dennis H. Locsin                    | P5870565A                                     | 02/02/2018    | DFA Iloilo               |
| Antolin T. Naguiat                  | PSO-05836                                     | 11/14/2013    | Angeles City             |
| Manuel Y. Petines                   | 27245                                         | 08/16/2010    | Quezon City              |
| Angelo Raymundo Q. Valencia         | P6173239A                                     | 02/24/2018    | DFA Manila               |
| Romeo G. Velasquez                  | 16-15405                                      | 12/29/2016    | Taytay, Rizal            |
| Nelson H. Manalili                  | C07-01-214611                                 | 02/18/2022    | LTO Diliman, Quezon City |

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

20 AUG 2024

Witness my hand and seal this \_\_\_ day of \_\_\_\_\_ 2024 in CITY OF MANILA

ATTY. JOHN EDWARD T. ANG

Notary Public for City of Manila

2F Midland Plaza Hotel, Adriatico St. Ermita, Manila

Notarial Commission No. 2023-091 Manila until 12-31-2024

IBP No. 393541 Issued on Jan. 3, 2024 until Dec. 31, 2024 Pasig City

PTR No. 1535522 Jan. 3, 2024 until Dec. 31, 2024 Manila

Roll No. 66731 Issued on May 29, 2017

VII-0011675 Issued on March 1, 2022 until April 14, 2025

Doc. No. 449;  
Page No. 90;  
Book No. XLVII;  
Series of 2024.

REPUBLIC OF THE PHILIPPINES)  
City of Manila.....) S.S.

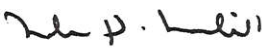
### SECRETARY'S CERTIFICATE

I, **NELSON H. MANALILI**, of legal age, with office address at Country Bankers Centre, 648 T.M. Kalaw Avenue, Ermita, Manila, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the Corporate Secretary of **COUNTRY BANKERS LIFE INSURANCE CORPORATION** (hereafter, the "**Corporation**"), a corporation duly organized and existing under Philippine law and with principal office at Country Bankers Centre, 648 T.M. Kalaw Avenue, Ermita, Manila, Philippines.

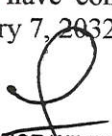
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, this certification has been signed this SEP 06 2024 day of August 2024 in **MANILA**

  
**NELSON H. MANALILI**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this SEP 06 2024 day of September 2024 in **MANILA**, by the affiant, whose identity I have confirmed through his DL No. C07-01-214611 issued on February 18, 2022 and valid up to January 7, 2032 at LTO Diliman Office.

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Book No. 11  
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**LAWRENCE WILFRIDO E. GUERRERO**  
Notary Public for Manila, Philippines  
Comm. No. 2023-012 until Dec. 31 2024  
2/F Bachrach Bldg. II Cor 23rd & Railroad Streets  
Bgy 653 Zone 68 Port Area Manila  
Roll No. 80332/05/05 19.22/Manila  
IBP No. 397329/01 04.24/Manila  
PTR No. 1546559/01 10.24/Manila

**MCLE NEW LAWYER**



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
7907 Makati Avenue, Salcedo Village,  
Bel-Air, Makati City, 1209

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**Date:** October 07, 2024  
**Verification Reference No.:** NV2410444  
**Name:**  
Country Bankers Life and General Insurance Corporation  
**Name of Applicant:** Alma A. Ramiro  
**Verifier:** cmfurugganan  
**Processing Office:** Main Office

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**Result: Verification Approved**

You may now proceed with the amendment application.

The proposed company name and/or trade name/s will be presented in the certificate of amendment exactly the same as how they were entered. Be informed that the proposed company name and/or trade name/s is reserved for **90 calendar days**. Present this document together with other documentary requirements. If the reservation period has elapsed and you still have not completed your company registration, your proposed company name and/or trade name/s reservation will be forfeited. In this case, you should verify and reserve your proposed company name and/or trade name/s again.

Note: The fact that the proposed company name and/or trade name/s is available at the date verified, it is not to be regarded as an approval of the application for change of name. No expense for the printing or posting in the internet using a verified name should be incurred until the amendment takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or person has acquired a prior right of the said firm/trade name, has been deemed not distinguishable from a registered or reserved name and if the name has been declared misleading or contrary to public morals, good custom or public policy

**Verifier Remarks:**

Note to processor: W/ expired reservation. For payment P500.00



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



**MR. ROMEO G. VELASQUEZ**

*President*

**COUNTRY BANKERS LIFE  
INSURANCE CORPORATION**

Country Bankers Centre  
648 T.M. Kalaw Street  
Ermita, Philippines

**ENDORSEMENT**

**26 November 2024**

Respectfully endorsed to the Securities and Exchange Commission, SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209 the Amended Articles of Incorporation and By-Laws of **COUNTRY BANKERS LIFE INSURANCE CORPORATION** with office address at Country Bankers Centre, #648 T.M. Kalaw Street, Ermita, Philippines with the advice that this Commission has no objection to the amendments therein.

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission.

Further, this Endorsement does not authorize the company to undertake business activities requiring a secondary license from this Commission, particularly to act as a composite insurance company.

The company is directed to:

- a) Submit a copy of the Certification of Filing of the Amended Articles of Incorporation and By-Laws issued by the SEC within five (5) days from the approval thereof;
- b) Notify its clients of the change of name through letter to be sent by registered mail to their respective addressed on record; and
- c) Publish a notice of change of name once a week for two (2) consecutive weeks in at least two (2) newspapers of general circulation observing the requirements provided under Circular Letter (CL) No. 2016-34.

*(Signature Page Follows)*

  
REYNALDO A. REGALADO  
Insurance Commissioner



*Attachments: As stated.*

**JOINT AFFIDAVIT OF UNDERTAKING TO CHANGE NAME**  
(For Amendment of Corporate Name)

We, the undersigned directors of COUNTRY BANKERS LIFE INSURANCE CORPORATION, all of legal age, Filipino, with office address at Country Bankers Centre, 648 Kalaw Avenue, Ermita, Manila, after having been sworn to in accordance with law hereby depose and state:

1. That **COUNTRY BANKERS LIFE INSURANCE CORPORATION** is in the process of amending its corporate name with the Securities and Exchange Commission ("**Commission**") to **COUNTRY BANKERS LIFE AND GENERAL INSURANCE CORPORATION**;
2. That on behalf of said corporation, we hereby undertake to change its corporate name as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Commission that another corporation, partnership, or person has acquired a prior right to the use of such, that the name has been declared not distinguishable from a name already registered or reserved to the use of another corporation or that it is contrary to law, public morals, good customs or public policy.

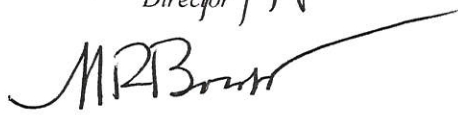
This Affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

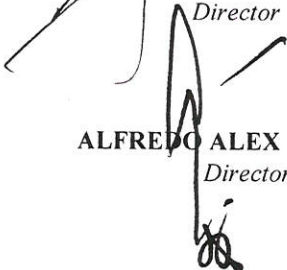
IN WITNESS WHEREOF, we hereby signed this affidavit this 04 FEB 2025 day of 2025 at the City of Manila.

  
MA. VICTORIA G. GUINGONA  
Director/Chairperson

  
NESTOR D. ALAMFAY, JR.  
Director

  
PATERNO C. BACANI, JR.  
Director

  
MARK R. BOCOBO  
Director

  
ALFREDO ALEX S. CRUZ III  
Director

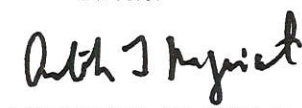
  
AGNES S. DESIDERIO  
Director

  
GERALDINE D. GARCIA  
Director

  
ERNESTINE C.J.D. VILLAREAL-FERNANDO  
Director

  
DENNIS H. LOCSIN  
Director

  
ROBERTO L. MONTELIBANO  
Director

  
ANTOLIN L. NAGUIAT  
Director

  
MANUEL Y. PETINES  
Director

  
RODERICK R. C. SALAZAR III

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of 04 FEB 2025  
2025 in MANILA by the above-named persons who exhibited to me their  
government-issued ID as follows:

| NAME                                | GOVERNMENT-ISSUED<br>ID NO. | DATE       | PLACE ISSUED   |
|-------------------------------------|-----------------------------|------------|----------------|
| Ma. Victoria G. Guingona            | P66999379A                  | 04/05/2018 | DFA Manila     |
| Nestor D. Alampay, Jr.              | 36786                       | 07/28/2017 | Parañaque City |
| Paterno C. Bacani, Jr.              | JB-01844                    | 07/28/2010 | Parañaque City |
| Mark R. Bocobo                      | GGG-23072                   | 01/2019    | San Juan City  |
| Alfredo Alex S. Cruz III            | P8029306B                   | 10/29/2021 | DFA Manila     |
| Agnes S. Desiderio                  | P4715198B                   | 02/07/2020 | DFA NCR East   |
| Geraldine D. Garcia                 | P9286860B                   | 03/22/2022 | DFA NCR East   |
| Ernestine C.J.D. Villareal-Fernando | P8068920A                   | 07/24/2018 | DFA NCR East   |
| Dennis H. Locsin                    | P5870565A                   | 02/02/2018 | DFA Iloilo     |
| Roberto L. Montelibano              | 011136                      | 07/10/2007 | Bacolod City   |
| Antolin L. Naguiat                  | P9847814B                   | 04/30/2022 | DFA Manila     |
| Manuel Y. Petines                   | 27245                       | 08/16/2010 | Quezon City    |
| Roderick R. C. Salazar III          | P0539954B                   | 02/04/2019 | DFA NCR South  |

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Series of 2025.

  
**ATTY. NELSON H. MANALILI**  
Notary Public Until 12-31-2025  
Commission No. 2024-021  
IBP No 487672 / 12-26-2024 (For 2025) / Manila  
PTR No. 2041476 / 01/02-2025 / Manila  
Roll of Attorneys No. 45757  
MCLE Compliance No. VIII-0000943, 12-01-22 / Manila  
648 T. M. Kalaw Avenue, Ermita, Manila