



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 56154

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

PHINMA Insurance Brokers, Inc.
(Formerly: T-O INSURANCE BROKERS, INC.)
(Amending Articles I & II Primary Purpose thereof)

copy annexed, adopted on April 08, 2022 and November 15, 2022 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds (2/3) 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, Philippines, this 31st day of January, Twenty Twenty Three.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

ONCOLL PAYMENT SLIP

This is your receipt when machine validated

 LAND BANK OF THE PHILIPPINES ONCOLL PAYMENT SLIP		Date 1-17-2023
Please check the appropriate mode of payment. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Check <input type="checkbox"/> Debit from Account		
MERCHANT/AGENCY DEPOSIT ACCOUNT NUMBER 3752222044		MERCHANT/AGENCY NAME SEC RCC CURRENT ACCE
Reference Number 1 20230113-6572611		Printed Name and Signature of Payor/Depositor/Representative <i>[Signature]</i>
Reference Number 2 PHINMA INSURANCE BROKERS INC		Teller's Validation LBP MAKATI CITY HAL TG (RONNIE B DIFU) 01-17-2023 10:51 Trxn. Seq. #: 51000 SEC-REV CORP CASH Payment Cirng. Acct. No. 3752-2220-44 PAYI ASSESS FO 202301136572611 NAME OF PAYOR PHINMA INSUR Amount 2,400.00
Reference Number 3 (Numeric) 8700100		
Amount ₱ 2,400.00		

ONCOLL PAYMENT SLIP

This is your receipt when machine validated

 LAND BANK OF THE PHILIPPINES ONCOLL PAYMENT SLIP		Date 1-17-2023
Please check the appropriate mode of payment. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Check <input type="checkbox"/> Debit from Account		
MERCHANT/AGENCY DEPOSIT ACCOUNT NUMBER 3752222060		MERCHANT/AGENCY NAME SEC BIR-VST
Reference Number 1 20230113-6572611		Printed Name and Signature of Payor/Depositor/Representative <i>[Signature]</i>
Reference Number 2 PHINMA INSURANCE BROKERS INC		Teller's Validation LBP MAKATI CITY HAL TG (RONNIE B DIFU) 01-17-2023 10:52 Trxn. Seq. #: 31200 SEC-BIR CASH Payment Cirng. Acct. No. 3752-2220-60 PAYI ASSESS FO 202301136572611 NAME OF PAYOR PHINMA INSUR Amount 60.00
Reference Number 3 (Numeric) 8700100		
Amount ₱ 60.00		

ONCOLL PAYMENT SLIP

This is your receipt when machine validated

 LAND BANK OF THE PHILIPPINES ONCOLL PAYMENT SLIP		Date 1-17 2023
Please check the appropriate mode of payment. <input type="checkbox"/> Cash <input type="checkbox"/> Check <input type="checkbox"/> Debit from Account		
MERCHANT/AGENCY DEPOSIT ACCOUNT NUMBER 3402231920		MERCHANT/AGENCY NAME SEC BTR ACC-LRI
Reference Number 1 20230113-6572611		Printed Name and Signature of Payor/Depositor/Representative RANLO DAGAM
Reference Number 2 PHINMA INSURANCE BROKERS INC		Teller's Validation LBP MAKATI CITY HAL TG (RONNIE B DIFU) 01-18-2023 11:11 Trxn. Seq. #: 24200 BTR SEC HO CASH Payment Cirng. Acct. No. 3402-2319-20 ORG CODE A0823 NCO CODE 131 Amount 20.00
Reference Number 3 (Numeric) 8700100		
Amount ₱ 20.00		



Machine Validation:

VALID UNTIL: FEBRUARY 27, 2023

Republic of the Philippines

DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209

**PAYMENT ASSESSMENT FORM**

No. 20230113-6572611

DATE 01/13/2023	RESPONSIBILITY CENTER CRMD
PAYOR: PHINMA INSURANCE BROKERS INC MAKATI	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended By Laws		4020102000 (606)	1,000.00
Amended Articles of Incorporation		4020102000 (606)	1,000.00
Name Verification		4020199099 (678)	400.00
Legal Research Fee (A0823)		2020105000 (131)	20.00
Documentary Stamp Tax	2	4010401000 (4010401)	60.00
TOTAL AMOUNT TO BE PAID			Php 2,480.00
Assessed by: jasubido		Amount in words: TWO THOUSAND FOUR HUNDRED EIGHTY PESOS AND 00/100	
Remarks:			

PAYMENT OPTIONS

- Online payment thru eSPAYSEC at
 - <https://espaysec.sec.gov.ph>
- Over the Counter Payments
 - SEC Cashier Office until Jan 31, 2023
 - All Landbank Branches nationwide

BREAKDOWN SUMMARY

FUND ACCOUNT	AMOUNT	ACCOUNT #
SEC RCC Current Account	2,400.00	3752-2220-44
SEC BIR - DST	60.00	3752-2220-60
SEC BTR Account - LRF	20.00	3402-2319-20
TOTAL	Php 2,480.00	

NOTES:

- The Payment Assessment Form (PAF) is valid until FEBRUARY 27, 2023.
- Accepted modes of payment at SEC Main Office, Makati City:
 - Cash
 - Manager's/Cashier's Check
 - Postal Money Order
- Accepted modes of payment at Landbank branches:
 - Cash
 - Manager's/Cashier's Check payable to the Securities and Exchange Commission
- For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.
- For over the counter payment at LandBank:
 - Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy
 - Accomplish the onColl Payment slip per fund account as indicated on the breakdown summary.
Use the correct Fund Account and Account No. and provide the below information:
 - Reference Number 1 - PAF No.
 - Reference Number 2 - Name of Payor appearing on the PAF
 - Present OnColl Payment Slip, together with the PAF, to the LandBank Teller
- Starting January 03, 2023, you may generate the electronic official receipt (eOR) by visiting <https://espaysec.sec.gov.ph/eor>
 - Payment thru ESPAYSEC – eOR available upon payment
 - LandBank OTC - eOR available within two (2) business days after the payment

G. ANY ALTERATIONS WILL INVALIDATE THIS FORM

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application AMENDMENT	SEC Registration Number 5 6 1 5 4
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Former Company Name	
T - O I N S U R A N C E B R O K E R S , I N C .	

AMENDED TO: New Company Name	
P H I N M A I N S U R A N C E B R O K E R S , I N C .	

Principal Office (No./Street/Barangay/City/Town)Province)	
P H I N M A P L A Z A , 3 9 P L A Z A D R I V E ,	
R O C K W E L L C E N T E R , M A K A T I C I T Y	
	1 2 1 0

COMPANY INFORMATION		
Company Email Address sec_correspondence@phinma.com.ph	Company's Telephone Number/s 02 8870 0100	Mobile Number +63 917 508 1799

CONTACT PERSON INFORMATION			
The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation			
Name of Contact Person Atty. Ralyana Knushara M. Gaddi (Assistant Corporate Secretary)	Email Address rmg@migallosunlaw.com	Telephone Number/s 02 8896 9357	Mobile Number +63 917 806 0797
Contact Person's Address			

7th Floor, The PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City 1210
--

To be accomplished by CRMD Personnel		
	Date	Signature
Assigned Processor		
Document I.D.		
Received by Corporate Filing and Records Division (CFRD)		
Forwarded to:		
	Corporate and Partnership Registration Division	
	Green Lane Unit	
	Financial Analysis and Audit Division	
	Licensing Unit	
	Compliance Monitoring Division	

AMENDED ARTICLES OF INCORPORATION

OF

PHINMA INSURANCE BROKERS, INC.
(Formerly T-O Insurance Brokers, Inc.)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Philippines, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines:

AND WE DO HEREBY CERTIFY:

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

PHINMA INSURANCE BROKERS, INC.
(Formerly T-O Insurance Broker, Inc.)
(As amended on April 08, 2022)

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

PRIMARY PURPOSE

To act as insurance and re-insurance broker both domestic and foreign, in soliciting, negotiating or procuring the making of any insurance contract or in placing risk or taking out life, non-life, and HMO insurance. (As amended on September 23, 1998) (As further amended on November 15, 2022)

SECONDARY PURPOSES

(1) To purchase or otherwise acquire and to own, use, hold, sell, convey, exchange, lease, mortgage or pledge, take options to, and otherwise deal in stocks, bonds, debentures, accounts receivables, notes, evidences of indebtedness, trade acceptances, commercial papers, certificates of interest and any other securities, rights or chosen of action, without engaging in the business of stock broker or dealer in securities.

(2) To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purposes herein enumerated or which shall at any time appear conducive to the protection or benefit of the corporation including the exercise of the powers, attributes and authorities conferred upon corporations organized under the laws of the Philippines in general and upon domestic corporations of like nature in particular.

(3) The foregoing clauses shall be construed both as objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

THIRD. - That the place where the principal office of the corporation is to be established or located is at the Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City, Metro Manila, Philippines. (As amended on April 10, 2014) The corporation may establish and maintain branch offices or agencies elsewhere in the Philippines or in foreign countries whenever warranted by the exigencies of the business.

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

FIFTH. - That the names, citizenships, and residences or postal addresses of the incorporators of said corporation are as follows:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE OR POSTAL ADDRESS</u>
Rafael R. Estrada	Filipino	23 Cliff Drive, Blue Ridge, Subdivision, Quezon City
Fernando T. Rodriguez	Filipino	27 Magdalena St., Magallanes Village, Makati, Rizal
Juan J. Diaz	Filipino	41 Jefferson St., Greenhills Subdivision, San Juan, Rizal
Drina R. Ampil	Filipino	37 Madasalin St., Sikatuna Village, Diliman, Q.C.
Rosario Q. Guerzon	Filipino	148 G. Reyes St., San Juan, Rizal

SIXTH. - That the number of directors of said corporation shall be eight (8) (As amended on December 18, 2019.) and that the names and residences of the directors of the corporation who are to serve until their successors are duly elected and qualified as provided in the By-Laws are as follows:

<u>NAME</u>	<u>RESIDENCE OR POSTAL ADDRESS</u>
Rafael R. Estrada	23 Cliff Drive, Blue Ridge, Subdivision, Quezon City

Fernando T. Rodriguez	27 Magdalena St., Magallanes Village, Makati, Rizal
Juan J. Diaz	41 Jefferson St., Greenhills Subdivision, San Juan, Rizal
Drina R. Ampil	37 Madasalin St., Sikatuna Village, Diliman, Q.C.
Rosario Q. Guerzon	148 G. Reyes St., San Juan, Rizal

SEVENTH. - That the authorized capital stock of the said corporation is FORTY MILLION PESOS (P40,000,000.00) with FOUR MILLION (4,000,000) number of shares of the par value of TEN PESOS (P10.00) per share. (As amended on July 25, 2007 by the Board and shareholders)

EIGHTH. - That the amount of said capital stock which has been actually subscribed is TWENTY MILLION PESOS (P20,000,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>NAME</u>	<u>RESIDENCE</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>CAPITAL STOCK SUBSCRIBED</u>
Rafael R. Estrada	23 Cliff Drive, Blue Ridge Subdivision, Quezon City	6,000	P60,000.00
Fernando T. Rodriguez	27 Magdalena St., Magallanes Village, Makati, Rizal	3,500	35,000.00
Juan J. Diaz	41 Jefferson St., Greenhills Subdivision, San Juan, Rizal	3,500	35,000.00
Drina R. Ampil	37 Madasalin St., Sikatuna Village, Diliman, Q.C.	3,500	35,000.00
Rosario Q. Guerzon	148 G. Reyes St., San Juan, Rizal	3,500	35,000.00
	TOTAL	20,000	P200,000.00

NINTH. - That the following persons have paid the shares of capital stock which they have subscribed the amounts set out after their respective names:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
Rafael R. Estrada	Filipino	P 15,000.00
Fernando T. Rodriguez	Filipino	8,750.00
Juan J. Diaz	Filipino	8,750.00
Drina R. Ampil	Filipino	8,750.00
Rosario Q. Guerzon	Filipino	8,750.00
	TOTAL	P 50,000.00

TENTH. - That DRINA R. AMPL has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws, and that, as such Treasurer she has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by the subscribers.

ELEVENTH. - That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the percentage of the capital stock required by law shall be allowed or permitted to be recorded in the proper books and this restriction shall also be indicated in all stock certificates.

IN WITNESS WHEREOF, we have signed these presents this 25th day of April 1974 at Makati, Rizal, Philippines.

(Sgd.)
RAFAEL R. ESTRADA
TAN 1639-130-2

(Sgd.)
FERNANDO T. RODRIGUEZ
TAN 1710-340-9

(Sgd.)
JUAN J. DIAZ
TAN 1182-941-3

(Sgd.)
DRINA R. AMPIL
TAN 1031-285-8

(Sgd.)
ROSARIO Q. GUERZON
TAN 3007-048-6

With my Marital Consent:

With my Marital Consent:

(Sgd.)
PASCUAL GUERZON

(Sgd.)
RENATO A. AMPIL

SIGNED IN THE RPRESENCE OF:

(Sgd.)
Illegible

(Sgd.)
Lobby Frias

REPUBLIC OF THE PHILIPPINES)
 PROVINCE OF RIZAL) S. S.
 MUNICIPALITY OF MAKATI)

BEFORE ME, a Notary Public in and for the Province of Rizal, Philippines, came and personally appeared:

RAFAEL R. ESTRADA Residence Tax Certificates Nos. A-3847020 issued at Quezon City on January 8, 1974 and B-1974875 issued at Manila on March 12, 1974;

FERNANDO T. RODRIGUEZ, with Residence Tax Certificates Nos. A-522108 issued at Makati, Rizal on January 7, 1974 and B-2437863 issued at Makati, Rizal on March 12, 1974;

JUAN J. DIAZ, with Residence Tax Certificates Nos. A-348050 issued at Manila on January 31, 1974 and B-3034524 issued at Makati, Rizal on March 15, 1974;

DRINA R. AMPIL, with Residence Tax Certificates Nos. A-348110 issued at Manila on January 4, 1974 and B-2427704 issued at Makati, Rizal on March 11, 1974;

ROSARIO Q. GUERZON, with Residence Tax Certificates Nos. A-348069 issued at Manila on January 8, 1974 and B-3030060 issued at Makati, Rizal on March 14, 1974;

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 free and voluntary act and deed.

WITNESS MY HAND AND NOTARIAL SEAL at Makati, Rizal, Philippines, this 27th day of April 1974.

Doc. No. 452
 Page No. 91
 Book No. I
 Series of 1974.

(Sgd.)
VIRGILIO Q. BRUNO
 NOTARY PUBLIC
 Until December 31, 1974
 PTR No. 4031597
 Issued at Pasay City
 On January 31, 1974



Company Registration and Monitoring Department
Compliance Monitoring Division

MONITORING SHEET - NO PENALTY

Corporate Name	T-O INSURANCE BROKERS, INC.		
Registration No.	56154	Date of Registration	MAY 27, 1974
Term of Existence	50 YEARS	Annual Meeting	THIRD WEDNESDAY OF JULY
Principal Office	PHINMA PLAZA, 39 PLAZA DRIVE, ROCKWELL CENTER, MAKATI CITY	Actual Meeting	APRIL 8, 2022
No. of Directors/Trustees	8	Fiscal Year	DECEMBER 31

<input checked="" type="checkbox"/> STOCK CORPORATION	<input type="checkbox"/> NON-STOCK CORPORATION		
Authorized Capital Stock	P 40,000,000.00	Equity/Fund Balance	P
Paid-Up Capital Stock	P 23,000,000.00	Negative Fund Balance	P
Retained Earnings	P 31,253,230.00	Fiscal Year ended	
Deficit	P	Fine: P 10,000.00 per year, per report	Fine: P per year, per report
Capital Deficiency	P		
Fiscal Year ended	DECEMBER 31, 2021		

COMPUTATION OF FINES				
YEAR	General Information Sheet		Financial Statements	FINE
2019	MONITORED	03/04/2020	OT	
2020	OT		OT	
2021	OT		OT	
2022	OT			

Stock and Transfer Book / Membership Book (MONITORED)
Memorandum Circular No. 28, series of 2020 (Submission of official Emails and Cellphone Numbers) - OT

OT	- On Time
NF	- Not Filed
FL/RL	- Filed/Registered Late

Monitored by:	FDI/CMD	DATE: 07/07/2022 08/01/2022
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- Compliant with all reportorial requirements as of July 29, 2022.
- Cleared CIS-URDB as of July 29, 2021.

The findings/assessment is based on the documents/reports available in the SEC database and the documents presented by the party to the monitor as of: _____

Representative
Signature Over Printed Name

For the Director: GERARDO F. DEL ROSARIO

FIONA W. NELA JALIMAO
Administrative Assistant II
Pasay City.

Note:

This assessment does not constitute as waiver of any fine or penalty for deficiencies in reportorial requirements due from, or may hereafter be assessed against, the corporation nor does it preclude the institution of any action against the corporation for violation of any of the provisions of the Corporation Code of the Philippines, the Securities Regulation Code, and its implementing rules and regulations, and other pertinent laws, rules and regulations implemented by the Commission.

In case the corporation is subject of a complaint or investigation by the Commission or any party, the computation of penalty may be years, earlier than the five (5) years and imposition of fine shall be made if warranted.

PLEASE NOTE THAT THIS MONITORING IS A WORK FROM HOME; HENCE WE ARE USING DATA/INFORMATION IN EXTENT OF ALL THE RESOURCES THAT IS AVAILABLE
THIS SET-UP

"This Monitoring Sheet is good for updating until the first working day of January of the following year. Further SEC is not estopped from assessing the corporation additional penalties, fees and charges should it turn out that the previous assessment is erroneous."

WITH SECRETARY'S CERTIFICATE OF NO INTRA-CORPORATE DISPUTE



Scan the QR to verify the document



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
PICC Secretariat Bldg., PICC Complex
Pasay City, Metro Manila

Date: December 05, 2022
Verification Reference No.: NV2212723
Name:
PHINMA Insurance Brokers, Inc.
Name of Applicant: Ralyana Knushara Gaddi
Verifier: cmfurugganan

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 P400.00

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

SECRETARY'S CERTIFICATE

I, **TROY A. LUNA**, of legal age, Filipino, and with office address at 7th Floor, The PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City, Philippines, depose and state that:

1. I am the duly elected and incumbent Corporate Secretary of **T-O INSURANCE BROKERS, INC.**, a corporation duly organized and existing under Philippine law, with principal office at Roof Deck PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City.
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 or claim by any person or group against the Board of Directors, individual directors, or major corporate officers of the Corporation as its duly elected or appointed directors or officers or vice versa.


TROY A. LUNA
Corporate Secretary
TIN 107-478-313

SUBSCRIBED AND SWORN to before me this 28th day of July 2022, affiant exhibiting to me his Passport No. P8660514B, issued on 07 January 2022 at DFA Manila, expiring on 06 January 2032, bearing his photograph and signature, in accordance with Rule II, Section 12 and Rule IV, Section 2 (b) of the 2004 Rules on Notarial Practice.

Doc. No. 22 ;
Page No. 06 ;
Book No. IV ;
Series of 2022.

C2478 TD Sec Cert No Pending Action 6a/1114/20


RALYANA KNUSHARA M. GADDI
NOTARY PUBLIC FOR AND IN THE CITY OF MAKATI
APPOINTMENT NO. M-219 (2021-2022)
COMMISSION EXPIRES ON DECEMBER 31, 2022
7th Floor, The PHINMA Plaza, 39 Plaza Drive
Rockwell Center, Makati City 1210
PTR No. 8853540; Makati City; 1/3/2022
IBP O.R. No. 178651; Makati City; 1/3/2022
TIN 473-816-131
Attorney's Roll No. 75398
Admitted to the Philippine Bar: 24 July 2020



MS. MARIA KAREN H. PACIS

President

T-O INSURANCE BROKERS, INC.

Phinma Plaza, 39 Plaza Drive

Rockwell Center, Makati City

1st ENDORSEMENT
20 December 2022

Respectfully endorsed to the Securities and Exchange Commission, SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209 the attached amended Articles of Incorporation & By-Laws of **T-O INSURANCE BROKERS, INC.** with office address at Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City with the advise that the Insurance Commission has no objection to its registration with the Securities and Exchange Commission

AMENDED ARTICLES OF INCORPORATION & BY-LAWS

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

PHINMA INSURANCE BROKERS, INC.

(As amended on April 08, 2022)

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

PRIMARY PURPOSE

To act as insurance and re-insurance broker both domestic and foreign, in soliciting, negotiating or procuring the making of any insurance contract or in placing risk or taking out life, non-life, **and HMO** insurance. *(As amended on September 23, 1998) (As further amended on November 15, 2022).*

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission. The applicant is advised that it cannot act as an insurance broker unless it is duly licensed as such by this Commission.

Further, the company is directed to:

a) Submit a copy of the Certification of Filing of the Amended Articles of Incorporation issued by the SEC within five (5) days from the approval thereof,

b) Notify all your clients of the change of corporate name through a letter to be sent by registered mail to their respective addresses on record.

By Authority of the Insurance Commissioner:


FERDINAND GEORGE A. FLORENDO
Deputy Insurance Commissioner

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) SS.

AFFIDAVIT OF UNDERTAKING

I, **MARIA KAREN H. PACIS**, of legal age, Filipino, being the duly elected and incumbent President of **PHINMA INSURANCE BROKERS, INC.** (formerly T-O Insurance Brokers, Inc.) (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at 39 Plaza Drive, Rockwell Center, Makati City, Philippines, do hereby undertake to change the name of the corporation immediately upon receipt of notice from the Securities and Exchange Commission (a) that another corporation, partnership or person has acquired a prior right to the use of "PHINMA Insurance Brokers, Inc." (the "Corporate Name"), (b) that the said Corporate Name has been declared not distinguishable from a name already registered or reserved for the use of another corporation, or (c) that it is contrary to law, public morals, good customs or public policy.


IN WITNESS WHEREOF, I have hereunto set my hand and affix my name and signature on this 13 DEC 2022 at Makati City.


MARIA KAREN H. PACIS
President
TIN 153-295-746

SUBSCRIBED AND SWORN to before me this 13 DEC 2022, affiant exhibiting to me her competent evidence of identity consisting of her Passport No. P3661121B issued on 28 October 2019 at DFA NCR East, expiring on 27 October 2029, bearing her photograph and signature, in accordance with Rule II, Section 12 and Rule IV, Section 2 (b) of the 2004 Rules on Notarial Practice

Doc. No. 353;
Page No. 72;
Book No. 10;
Series of 2022.

C2478 TO Affidavit of Undertaking to Change Name fcl/mg35


RALYANA KNUSTARA M. GADDI
NOTARY PUBLIC FOR AND IN THE CITY OF MAKATI
APPOINTMENT NO. M-219 (2021-2022)
COMMISSION EXPIRES ON DECEMBER 31, 2022
7th Floor, The PHINMA Plaza, 39 Plaza Drive
Rockwell Center, Makati City 1210
PTR No. 8583540; Makati City; 1/3/2022
IBP O.R. No. 178651; Makati City; 1/3/2022
TIN 473-816-131
Attorney's Roll No. 75398
Admitted to the Philippine Bar: 24 July 2020

**DIRECTORS' CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION AND BY-LAWS
OF
PHINMA INSURANCE BROKERS, INC.
(Formerly T-O Insurance Brokers, Inc.)**



We, the undersigned, being the Chairman, a majority of the members of the Board of Directors, and the Corporate Secretary of **PHINMA INSURANCE BROKERS, INC.**, (the "Corporation"), a corporation duly organized and existing under and by virtue of the Philippine laws with principal office address at 39 Plaza Drive, Rockwell Center, Makati City, Philippines, do hereby certify that:

1. At the Regular Meeting of the Board of Directors of the Corporation held on **08 April 2022**, at which meeting a quorum was present and voting throughout, the majority of the members of the Board of Directors approved and adopted the following resolutions:

"RESOLVED, that the name of the Corporation be changed from 'T-O Insurance Brokers, Inc.' to '**PHINMA INSURANCE BROKERS, INC.**';

RESOLVED, FURTHER, that the title and Article FIRST of the Amended Articles of Incorporation of the Corporation be further amended to read as follows:

**'AMENDED ARTICLES OF INCORPORATION
OF
PHINMA INSURANCE BROKERS, INC.
(Formerly T-O Insurance Brokers, Inc.)**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Philippines, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines:

AND WE DO HEREBY CERTIFY:

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

PHINMA INSURANCE BROKERS, INC.

x x x'

RESOLVED, FURTHER, that the title of the Corporation's Amended By-Laws be further amended to read as follows:

**'AMENDED BY-LAWS
OF
PHINMA INSURANCE BROKERS, INC.
(Formerly T-O Insurance Brokers, Inc.)'**

RESOLVED, FURTHER, that paragraph 1 of Article VII (Sundry Provisions) of the Amended By-Laws of the Corporation be further amended to read as follows:

*'1. Corporate Seal. - The corporate seal shall consist of two concentric circles between which shall appear the name of the corporation to wit: **PHINMA INSURANCE BROKERS, INC.** in the center of which shall be inscribed the words.'*

RESOLVED, FINALLY, that the foregoing amendments to the Amended Articles of Incorporation and Amended By-Laws of the Corporation be submitted for approval by the stockholders at a meeting duly called."

2. All the aforesaid resolutions with the corresponding amendments to the Corporation's Amended Articles of Incorporation and Amended By-Laws were approved, ratified, and confirmed by stockholders holding and representing at least two-thirds (2/3) of the Corporation's outstanding capital stock at the meeting of stockholders held on 08 April 2022 by remote communication and presided by the Chairman of the Board from Metro Manila, Philippines, in accordance with SEC Memorandum Circular No. 6-2020.

3. At the Special Meeting of the Board of Directors of the Corporation held on **15 November 2022**, at which meeting a quorum was present and voting throughout, the majority of the members of the Board of Directors approved and adopted the following resolutions:

"RESOLVED, that, in compliance with the requirements of Circular Letter 2022-09 of the Insurance Commission, Article SECOND of the Amended Articles of Incorporation of the Corporation be further amended to read as follows:

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

PRIMARY PURPOSE

To act as an insurance and reinsurance broker both domestic and foreign, in soliciting, negotiating or procuring the making of any insurance contract or in placing risk or taking out life, non-life and HMO insurance.

x x x'

RESOLVED, FURTHER, that the foregoing amendment to the Amended Articles of Incorporation of the Corporation be submitted for approval by the stockholders at a meeting duly called."

4. The foregoing resolutions in connection with the amendment of the Corporation's primary purpose in its Amended Articles of Incorporation were approved, ratified, and confirmed by stockholders holding and representing at least two-thirds (2/3) of the Corporation's outstanding capital stock at the special meeting of stockholders held on 15 November 2022 by remote communication and presided by the Chairman of the Board from Metro Manila, Philippines, in accordance with SEC Memorandum Circular No. 6-2020.

5. We hereby certify that the attached (a) Amended Articles of Incorporation; and (2) Amended By-Laws are the true and correct copies of the Corporation's Articles of Incorporation and By-Laws, as amended.

IN WITNESS WHEREOF, we have signed these presents on this _____
at Makati City.



ROBERTO M. LAVIÑA
Chairman
TIN 123-535-822



MARIA KAREN H. PACIS
Director
TIN 153-295-746



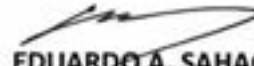
JOSE MARI R. DEL ROSARIO
Director
TIN 101-353-086



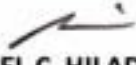
DAISY C. MONTINOLA
Director
TIN 152-883-753



ERNEST K. CUYEGKENG
Director
TIN 101-267-572



EDUARDO A. SAHAGUN
Director
TIN 101-603-443



MICHAEL C. HILADO
Director
TIN 106-176-712



GAUDENCIO HERNANDEZ, JR.
Director
TIN 111-805-066




TROY A. LUNA
Corporate Secretary
TIN 107-478-313

SUBSCRIBED AND SWORN to before me, this 13 DEC 2022 at Makati City, affiants exhibiting to me the following competent evidence of identity:

Name	Competent Evidence of Identity	Date and Place Issued
Roberto M. Laviña	Passport No. P7713765A	28 June 2018 DFA NCR EAST Exp on 27 June 2028
Maria Karen H. Pacis	Driver's License No N04-97-386140	Exp on 24 December 2022
Jose Mari R. del Rosario	Passport No. P1832954B	03 June 2019 DFA NCR NORTHEAST Exp on 02 June 2029
Daisy C. Montinola	Passport No. P9353903A	30 October 2018 DFA NCR EAST Exp on 29 October 2028
Ernest K. Cuyegkeng	Passport No. P7236847A	19 May 2018 DFA NCR SOUTH Exp on 18 May 2028
Eduardo A. Sahagun	Passport No. P2056689B	29 April 2019 DFA MANILA Exp on 28 April 2029
Michael C. Hilado	Driver's License No. N17-83-015690	Exp on 15 September 2024
Gaudencio Hernandez, Jr.	Driver's License No. N18-69-021268	Exp on 02 December 2032
Troy A. Luna	Passport No. P8660514B	07 January 2022 DFA Manila Exp on 06 January 2032

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Series of 2022.

C2478 TO Director Certificate of Amend AOI Bylaws Rq/rrg35/ta/D17mbair (TALE30)/rrg35


RALYANA KRUSHARA M. GADDI
NOTARY PUBLIC FOR AND IN THE CITY OF MAKATI
APPOINTMENT NO. M-219 (2021-2022)
COMMISSION EXPIRES ON DECEMBER 31, 2022
7th Floor, The PHINMA Plaza, 39 Plaza Drive
Roosevelt Center, Makati City 1210
PTR No. 8853540; Makati City; 1/3/2022
IBP C.R. No. 178651; Makati City; 1/3/2022
TIN 473-816-131
Attorney's Roll No. 75398
Admitted to the Philippine Bar: 24 July 2020