



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 133384

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

**PANA HARRISON REINSURANCE BROKERS (PHILS.), INC.**

(Formerly: Pana Reinsurance Brokers, Inc.)

(Amending Article I thereof.)

copy annexed, adopted on August 05, 2011 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 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.

This certificate is a replacement certificate I signed on March 02, 2012 which erroneously indicated the business name as PANA HARRISON REINSURANCE BROKERS (PHILS.), INC. (Formerly: Pana Insurance and Reinsurance Services, Inc.) instead of PANA HARRISON REINSURANCE BROKERS (PHILS.), INC. (Formerly: Pana Reinsurance Brokers, Inc.).

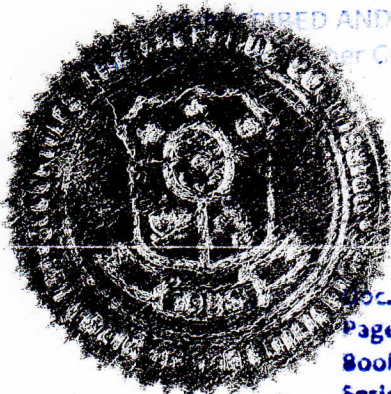
IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 30<sup>th</sup> day of March, Twenty Twelve.

SUBSCRIBED AND SWORN TO BEFORE ME, this JUN 08 2018 day of June, at Makati City, affiant Bernat  
Government issued ID No. \_\_\_\_\_

**BENITO A. CATARAN**

Director

Company Registration and Monitoring Department



Doc. No. 50  
Page No. 11  
Book No. 2244  
Series 2018

DS-12011  
01873483  
04-03-18

**ATY. GERVACIO B. ORTIZ JR.**  
Notary Public City of Makati  
Until December 31, 2018  
IBP No. 656155-Lifetime Member  
MCLE Compliance No. V-0006934  
Appointment No. M-104 (2017-2018)  
PIR No. 6607379 Jan. 3, 2018  
Makati City Roll No. 40091  
101 Urban Ave. Campus Verde Bldg.  
Taguig, Metro Manila, Makati City

AMENDED ARTICLES OF INCORPORATION

OF

PANA HARRISON REINSURANCE BROKERS (PHILS.), INC.  
"FORMERLY: PANA REINSURANCE BROKERS, INC."  
"AS AMENDED ON AUGUST 05, 2011"

**KNOW ALL MEN BY THESE PRESENTS:** That,

We, all of whom are residents and citizens of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines:

**AND WE HEREBY CERTIFY: That**

**FIRST:** The name of this corporation shall be "PANA HARRISON REINSURANCE BROKERS (PHILS.), INC." "As amended by the Resolution of the Stockholders and the Board of Directors at their special meeting on August 05, 2011."

**SECOND:** A. The purposes for which said Corporation is formed are:

PRIMARY PURPOSE

To establish and carry on the business of, and to act as, insurance and/or reinsurance brokers in the Republic of the Philippines or elsewhere throughout the world, and without prejudice to the generality of the foregoing, to give and receive commissions and profits, to render advice and supply information to persons, firms, companies or corporations which are engaged in all phases of the business of insuring or reinsuring all classes of risks, whether upon the mutual principle or otherwise, with respect to any matters relating to such business including matters of administration, management, claims, settlement of claim, relation with brokers, insurance companies, and generally as to all other related or incidental business matters of every nature and description.

SECONDARY PURPOSE

a) To acquire by purchase, concessions, grant, exchange, lease or otherwise, and to hold, own, occupy, develop, improve, mortgage, lease, let, hire, sell, exchange and/or otherwise use, enjoy, and dispose of any and all lands, plantations, fish ponds, buildings, structures and/or any and all real property of any and every nature and description or any right or interest therein, and incidentally to maintain, work, manage, and operate plants, mills, depots, factories, warehouses, wharves, docks, piers, roads, bridges, alleys, artesian wells, reservoirs, irrigation ditches, irrigation works, sewers and watercrafts, in connection with the main purpose.



b) To acquire by purchase or otherwise, sell, let, or hire deposit or lend or otherwise trade in cinematograph (and other) films, productions, machines, apparatus and supplies of every description and all goods, articles and things usually used or dealt in by persons engaged in any of the above-mentioned business.

c) To contract for the purchase, sale, lease or loan of cinematograph, machines, apparatus and appliances, and to assign or take assignments of contracts of that nature, and generally do and exercise such acts and powers and execute such documents relative to the absolute or partial disposal of such machines, apparatus and appliances or other apparatus as may from time to time form part of the assets of the corporation as the corporation may deem desirable.

d) To carry on in the Philippines and elsewhere the business of the Corporation and to adapt, prepare and use any materials, machinery, apparatus, appliances, articles or things required for or in connection with or incidental to those of any patents or copyrights or trademarks from time to time held by the corporation, or in which the corporation may have any interest and to carry on any other trade business or mercantile operation which in the opinion of the Directors of the Corporation may be incidental, auxiliary or conducive to the objects of the corporation or any of them or which may be capable of being conveniently carried on in connection with the said business or be calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights whether on account of the corporation alone or with or for any other company, person or persons.

e) To borrow money upon the security of any part of the property of the corporation present and future, and in particular to raise money by mortgage or by the issue of debentures or debenture stock perpetual, or otherwise charged upon all or any of the corporation's property both present and future, including its uncalled capital and to redeem and pay off any such securities.

f) To hold, purchase or otherwise acquire or be interested in, and to sell or otherwise dispose of shares of the capital stock, bonds, or evidence of indebtedness, issued or created by any other corporation, partnership or company, whether foreign or domestic; and while the holder or any such shares, stocks, bonds or evidence of indebtedness, to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a juridical person might or could do.

g) To acquire, hold, sell, reissue any share of its own capital stock, provided however, that this Corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation, and that the shares of its own capital stock belonging to this Corporation shall not be voted directly or indirectly.

h) As may be necessary to carry out the above purposes, to acquire by purchase or lease, or otherwise, lands and interests in land, and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or part of any buildings or other structures at any time owned or held by the corporation.

**THIRD:** The place where the principal office of the Corporation is to be established or located is Metro Manila, Philippines.

**FOURTH:** The term for which said Corporation is to exist is FIFTY (50) YEARS from and after the date of incorporation.

**FIFTH:** The names and respective residences of the incorporators of said Corporation are as follows:

NAME	ADDRESS
CESAR R. MEDIOLA	169 Naude Street San Juan, Metro Manila
AMADOR P. ALVENDIA	#4 Mars Street Bel-Air Village, Makati, Metro Manila
DOMINGO E. LITONJUA	93 Asuncion Street Morning Breeze Subd. Caloocan City
DOMINGO N. COTOCO	120 Del Monte Avenue Quezon City
JOSE MA. ABOLA	156 N. Paterno St. San Juan, Metro Manila

**SIXTH:** The number of Directors of the said Corporation shall be seven (7) and that the names, citizenship and residences of the Directors of the Corporation who are to serve until their successors are elected and qualifies as provided by the By-laws are as follows, to wit (As amended on January 9, 2007)

NAME	CITIZENSHIP	ADDRESS
CESAR R. MEDIOLA	Filipino	169 Naude Street San Juan, Metro Manila
AMADOR P. ALVENDIA	Filipino	#4 Mars Street Bel-Air Village Makati, Metro Manila
DOMINGO E. LITONJUA	Filipino	93 Asuncion Street Morning Breeze Subd. Caloocan City
DOMINGO N. COTOCO	Filipino	120 Del Monte Avenue Quezon City
JOSE MA. ABOLA	Filipino	156 N. Paterno St. San Juan, Metro Manila

**SEVENTH:** The capital stock of said Corporation is FOUR MILLION PESOS (P4,000,000.00), and said capital stock is divided into Forty Thousand (40,000) shares with a par value of ONE HUNDRED PESOS (P100.00) per share.

**EIGHTH:** The amount of said capital stock which has been actually subscribed is ten thousand (10,000) shares, and the following persons have subscribed for the number of shares and amount of capital stock set forth after their respective names, and the amounts paid for by each person on the shares of capital stock subscribed by him are also set out after their respective names, to wit:

NAME AMOUNT	NUMBER OF SHARES SUBSCRIBED	SUBSCRIBED
CESAR R. MEDIOLA	4,000	₱ 400,000.00
JOSE MA. ABOLA	3,000	300,000.00
DOMINGO N. COTOCO	1,000	100,000.00
DOMINGO E. LITONJUA	1,000	100,000.00
AMADOR P. ALVENDIA	<u>1,000</u>	<u>100,000.00</u>
TOTAL	<u>10,000</u>	<u>₱ 1,000,000.00</u>

**NINTH:** The following incorporators have paid on the shares of stock for which they have subscribed, the amounts set out after their respective names, to wit:

NAME	RESIDENCE	AMOUNT PAID
CESAR R. MEDIOLA	169 Naude Street San Juan, Metro Manila	₱ 400,000.00
JOSE MA. ABOLA	156 N. Paterno St. San Juan, Metro Manila	300,000.00
DOMINGO N. COTOCO	120 Del Monte Avenue Quezon City	100,000.00
DOMINGO E. LITONJUA	93 Asuncion Street Morning Breeze Subd. Caloocan City	100,000.00
AMADOR P. ALVENDIA	#4 Mars Street Bel-Air Village, Makati. Metro Manila	100,000.00
TOTAL		<u>₱1,000,000.00</u>

**TENTH:** AMADOR P. ALVENDIA, had been elected by the subscribers as the 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 and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

**ELEVENTH:** No transfer of interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be printed in the stock certificates of the corporation.

**IN WITNESS WHEREOF,** we have hereunto signed this document at San Juan, Metro Manila, Philippines, this 9th day of June, 1986.

SGD. CESAR R. MENDIOLA  
CESAR R. MENDIOLA  
T.A.N. M5346-E-1231-A-2

SGD. JOSE MA. ABOLA  
JOSE MA. ABOLA  
T.A.N. 1628-921-7

SGD. DOMINGO E. LITONJUA  
DOMINGO E. LITONJUA  
T.A.N. L3520-G0128-A-2

SGD. DOMINGO COTOCO  
DOMINGO COTOCO  
T.A.N. 4465-585-0

SGD. AMADOR P. ALVENDIA  
 AMADOR P. ALVENDIA  
 T.A.N. A4150-J1949-A-6

SIGNED IN THE PRESENCE OF:

SGD. RACELI R. HERNANDEZ  
 RACELI R. HERNANDEZ

\_\_\_\_\_  
 Witness

SGD. RICARDO CALUGCUGAN  
 RICARDO CALUGCUGAN

\_\_\_\_\_  
 Witness

REPUBLIC OF THE PHILIPPINES )  
 ) S.S.  
 SAN JUAN, METO MANILA )

BEFORE ME, a Notary Public in and for the Pasig Branches of the National Capital Judicial Region (which includes the Municipality of San Juan, Metro Manila), on this the 28<sup>th</sup> day of November, 1986, and in the said Municipality of San Juan, Metro Manila, personally appeared:

CESAR MEDIOLA, with Res. Cert. No. 7206888E, issued at San Juan, Metro Manila, on April 8, 1986;

DOMINGO E. LITONJUA, with Res. Cert. No. 927901, issued at Manila, on June 6, 1986;

DOMINGO COTOCO, with Res. Cert. No. 51540, issued at Manila, on February 18, 1986;

AMADOR P. ALVENDIA, with Res. Cert. No. 11948090E, issued at Makati, Metro Manila, on February 26, 1986; and

JOSE MA. ABOLA, with Res. Cert. No. 11951841E, issued at Makati, Metro Manila, on February 28, 1986;

known to me and to me known to be the persons who subscribed and executed the foregoing instrument, and each of them acknowledged the same to be his own free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

SGD. SALVADOR B. AGUAS  
SALVADOR B. AGUAS  
Notary Public  
Until December 31, 1986  
P.T.R. No. 6788314  
Jan. 15, 2986, Pasig, MM  
T.A.N. 2244-E2535-A-9

Doc. No. 133;  
Page No. 28;  
Book No. II;  
Series of 1986.