



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

COMPANY REG. NO. 85234

**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

AFP GENERAL INSURANCE CORPORATION
[Amending Articles II Primary Purpose & VI thereof.]

copy annexed, adopted on August 28, 2013 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.

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 14th day of August, Twenty Fourteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department





**ARMED FORCES AND POLICE
GENERAL INSURANCE CORPORATION**

AFPGen. Bldg. EDSA cor. Col. Bonny Serrano Road, Quezon City, Metro Manila
Trunkline No.: 911-9888 • Fax Nos.: 911-3149 • 421-2286
Website: www.afpgen.com

**AMENDED ARTICLES OF INCORPORATION
of the
AFP GENERAL INSURANCE CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are citizens and residents of the Philippines on this date have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE CERTIFY:

FIRST: - That the name of said corporation shall be AFP GENERAL INSURANCE CORPORATION.

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

- a. To engage in the businesses of non-life insurance and suretyship including reinsurance and other related insurance activities conformably with law and regulations of the Insurance Commission, including, among others, the following services (as amended August 28, 2013), to wit:
 - a.1 To insure all buildings, machineries, equipment, facilities, installations and other properties of the Armed Forces of the Philippines (AFP), Philippine National Police (PNP) and the AFP Mutual Benefit Association, Inc. (AFPMBAI), against losses or damages by fire, lightning fire, storm, earthquake, accident and such other circumstances within the lawful coverage of fire insurance;
 - a.2 To insure the properties of the AFP, PNP and the AFPMBAI against every description of marine and/or aviation risks relating to the perils of the seas and/or air, or those incidental to ships, vessels, watercrafts and aircrafts, and including freight, goods, merchandise, cargo, and all property whatsoever in or onboard the aforementioned vessels;
 - a.3 To guarantee the fidelity of members of the AFP, PNP, AFPMBAI and their related units/branches, holding positions of public or private trust, as well as the faithful performance of any contractual obligation or undertaking made with any public or private authority/entity/agency;

- b. To render insurance coverages upon buildings, machineries, equipment, facilities, installations, houses, merchandise and other properties and effects, real or personal, to the general public, explicitly described as fire, marine, aviation, cargo, and all other types of non-life insurance as now or may in the future be lawfully prescribed/defined;
- c. To grant, either in the Philippines or abroad, policies, or other instruments of insurance, compensation or payment schemes in case of death or injury to health or limb arising from railway or airplane accident or shipwreck or other perils of the land, sea, or air, or any other accident or misadventure or violence during any journey or voyage by land, sea, air or during any other limited or specified period, and to prepare, provide and supply medicine and surgical aid and treatment or/any other assistance and all remedies and requirements in case of accident or harm to such person insured;
- d. To avail of reinsurance coverages for any and all rights, obligations, commitments, and such other contractual arrangements of the company, as it may be favorable, feasible and practicable, and to undertake all kinds of reinsurance treaty, agreements, and arrangements with other companies;
- e. To issue indemnity coverages guaranteeing the performance of contracts, agreements, undertakings, obligations, promises or duties of all kinds other than insurance policies;
- f. To issue such bonds and enter into such undertaking of all kinds, required or permitted to be taken in any or all actions, proceedings, negotiations, importations, exportations, or other transactions or operations, either private or public, and whether imposed by the administrative, executive, legislative, or judicial branches of the government;
- g. To guarantee and indemnify merchants, traders, and those engaged in business of giving credits, from losses or damages by reason of giving and/or extending such credit to their customers or persons in the exercise of their profession/skills and/or services;

SECONDARY PURPOSE:

- a. To acquire by purchase and to invest in, hold, sell, or otherwise dispose of the stocks or bonds, or any interest in either or any obligations or evidences of indebtedness of any corporation or corporations, domestic or foreign, or the bonds or other obligations or evidence of indebtedness, or any person, firm or corporation, and while the owner of such stocks, bonds, or interests therein, or other obligations or evidence or indebtedness, to exercise all the rights, powers and privileges of ownership including the right to vote thereon or consent in respect thereof for any and all purposes;

- b. To purchase, acquire, sell, lease, convey, mortgage, and/or otherwise deal with any property or interest therein, easement, right or privilege over or in respect of any property, real or personal, as may be permitted by law, and as may be reasonably necessary to enable it to carry out the purposes for which the corporation is created;
- c. To cause or procure the company to be registered or recognized to be permitted or allowed to carry on lawfully its business or any branch or branches thereof in any State, territory, or possession of the United States and/or in any foreign country or places; and to carry on its business, to do any and all acts and things, and exercise any and all powers and prerogatives which a natural person could do or exercise or which now or may, hereafter, be authorized by law;
- d. To do all acts and things in any place and with such persons, firms and entities in which the company may determine as principals, their agents, contractors, and trustees, and by itself or through trustees, agents or otherwise, and, finally, either alone or in conjunction with others;
- e. To act as agents to or of other insurance or surety companies and do all such other things as are incidental or conducive to the attainment of the above purposes as maybe consistent to law;
- f. To do and perform any and all of the acts and things and 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 established, or located, is Quezon City, Philippines (as amended 29 April 1988).

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

FIFTH: - That the names and residences of the incorporators of said corporation are as follows:

<u>NAMES</u>	<u>RESIDENCE</u>	<u>CITIZENSHIP</u>
Brig Gen Jesus T Dizon (Ret)	11 Mac Arthur Ave., Ft. Bonifacio, M.M.	Filipino
Col Bernabe D Salvador	276 Luna St., Sto. Nino Marikina, M.M.	Filipino
Col Jesus A Daclan	5 V S Encarnacion B F Homes, Q.C.	Filipino
Capt Rogelio A Dayan	99 General Ave. GSIS, Q.C.	Filipino
Capt Tagumpay R Jardiniano	13-B Ilang-Ilang St. Navy Village, Ft. Bonifacio, M.M.	Filipino
Col Victorio R Hans	845 San Jose St. Las Pinas, M.M.	Filipino
Cdr Isidro O Codera	15-A Ilang-Ilang St. Navy Village Ft Bonifacio, M.M.	Filipino
CPO Benjamin P Pestano	EMs Vill., Naval Base Fort San Felipe, Cavite	Filipino
Capt Pio H Garrido	Sebucy St., Ideal Subd. Diliman, Quezon City	Filipino

SIXTH: - That the number of directors of said corporation shall be TWELVE (12) (as amended 31 January 2013) and the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws, are as follows:

<u>NAMES</u>	<u>RESIDENCE</u>	<u>CITIZENSHIP</u>
Brig Gen Jesus T Dizon (Ret)	11 Mac Arthur Ave., Ft. Bonifacio, M.M.	Filipino
Col Bernabe D Salvador	276 Luna St., Sto. Nino Marikina, M.M.	Filipino
Col Jesus A Daclan	5 V S Encarnacion B F Homes, Q.C.	Filipino
Capt Rogelio A Dayan	99 General Ave. GSIS, Q.C.	Filipino

Capt Tagumpay R Jardiniانو	13-B Ilang-Ilang St. Navy Village, Ft. Bonifacio, M.M.	Filipino
Col Victorio R Hans	845 San Jose St. Las Pinas, M.M.	Filipino
Cdr Isidro O Codera	15-A Ilang-Ilang St. Navy Village Ft Bonifacio, M.M.	Filipino
CPO Benjamin P Pestano	EMs Vill., Naval Base Fort San Felipe, Cavite	Filipino
Capt Pio H Garrido	Sebucy St., Ideal Subd. Diliman, Quezon City	Filipino

SEVENTH: - That the capital stock of the said corporation is TWO HUNDRED FIFTY MILLION (P250,000.00) PESOS and said capital stock is divided into TWO HUNDRED FIFTY THOUSAND (250,000)_SHARES with par value of ONE THOUSAND (P1,000.00) PESOS each .

EIGHTH: - That the amount of said capital stock which has been actually subscribed is FOUR MILLION (P4,000,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>NAMES</u>	<u>NO. OF SHARES</u>	<u>AMOUNT OF SUBSCRIPTIONS</u>
Brig Gen Jesus T Dizon	3,992	P3,992,000.00
Col Bernabe D Salvador	1	1,000.00
Col Jesus A Daclan	1	1,000.00
Capt Rogelio A Dayan	1	1,000.00
Capt Tagumpay R Jardiniانو	1	1,000.00
Col Victorio R Hans	1	1,000.00
Cdr Isidro O Codera	1	1,000.00
Cpo Benjamin P Pestano	1	1,000.00
Capt Pio H Garrido	1	1,000.00
TOTAL	<u>4,000</u>	<u>P4,000,000.00</u>

NINTH: - That the following persons have paid for the shares of capital stock from which they have subscribed and as their shares in the "contributed surplus fund", the amount set out opposite their respective names:

<u>NAMES</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>	<u>CONTRIBUTEDSURPLUS</u>
Brig Gen Jesus T Dizon	P992,000.00	P1,000,000.00
Col Bernabe D Salvador	1,000.00	
Col Jesus A Daclan	1,000.00	
Capt Rogelio A Dayan	1,000.00	
Capt Tagumpay R Jardiniano	1,000.00	
Col Victorio R Hans	1,000.00	
Cdr Isidro O Codera	1,000.00	
Cpo Benjamin P Pestano	1,000.00	
Capt Pio H Garrido	1,000.00	
TOTAL	<u><u>P1,000,000.00</u></u>	<u><u>P1,000,000.00</u></u>

The contributed surplus paid by the subscriber shall, with the approval of the Insurance Commissioner be repaid in cash to the contributing stockholder in the same amount and without interest, as soon as the earned surplus of the corporation shall, in the judgment of the Board of Directors, justify it.

TENTH: - That CDR ISIDRO O CODERA, has 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 treasurer, he has been authorized to receive for the corporation and to receive for its name for all subscription paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at Manila, Philippines, this 5th day of February, 1979.

BGEN JESUS T DIZON, (RET)
SGD

COL BERNABE D SALVADOR
SGD

COL JESUS A DACLAN
SGD

CAPT ROGELIO A DAYAN
SGD

CAPT TAGUMPAY R JARDINIANO

SGD

COL VICTORIO R HANS

SGD

CDR ISIDRO O CODERA

SGD

CPO BENJAMIN P PESTANO

SGD

CAPT PIO H GARRIDO

SGD