



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

COMPANY REG. NO. ASO96003242

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

KNOW ALL PERSONS BY THESE PRESENTS:

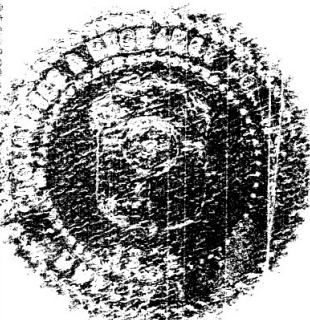
This is to certify that the amended articles of incorporation of the

**RELIABLE INSURANCE BROKERS, INC.**  
(Formerly: **RFM INSURANCE BROKERS, INC.**)  
(Amending Article I thereof.)

copy annexed, adopted on August 29, 2014 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 27<sup>th</sup> day of October, Twenty Fourteen.



  
**FERDINAND B. SALES**  
Director

Company Registration and Monitoring Department



**COVER SHEET**  
 COMPANY REGISTRATION AND MONITORING DEPARTMENT

Sec Registration Number

1 2 9 9 8

**Former Company Name**

R F M I N S U R A N C E B R O K E R S , I N C.

**AMENDED TO:**

**New Company Name**

R E L I A B L E 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)**

R F M C o r p o r a t e C e n t r e , c o r n e r

P i o n e e r & S h e r i d a n S t . M a n d . C i t y

**ATTY. ROWEL S. BARBA**

(Contact Person)

**SEC - 23B**

(Company Telephone Number)

1 2    3 1  
 Mont    Day  
 h  
 (Calendar Year)

**SEC - 23B**  
 (Form Type)

0 6    2 6  
 Mont    Day  
 h  
 (Annual Meeting)

**Not Applicable**

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

**NA**  
 Amended Articles  
 Number/Section

Total no. of Stockholders

Total Amount of Borrowings  
 Domestic      Foreign

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 To be accomplished by CRMD Personnel

Assigned Processor \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Document I.D

Received by Corporate Filing and Records Division(CFRD)

**AMENDED ARTICLES OF INCORPORATION  
OF**

**RELIABLE INSURANCE BROKERS, INC.**  
(formerly RFM Insurance Brokers, Inc.)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic 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:

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

**RELIABLE INSURANCE BROKERS, INC.**  
(as amended on 29 August 2014)

**SECOND:** That the purpose for which the said corporation is formed are:

**PRIMARY PURPOSE**

To carry on the business of insurance and insurance brokers; to act as managers except the management of funds, securities, portfolio or similar assets of the managed entities, for any insurance company, in connection with its or his insurance or underwriting business wherever the same may be carried on or any branch of the same, and to enter into any agreement for such purpose with any such insurance company; to engage in the solicitation, negotiation, procurement and/or placement of risks, such as buildings and its contents, machineries and equipment, motor vehicles, marine hull and cargoes, money securities and payroll, general and personal accident, liability, livestock, bonds, fidelity guarantee and any other risks that may relate to the making of any insurance contract and/or taking out of insurance in behalf of an insured, in exchange for any compensation, commission or other thing of value, act or aids in any manner.

**Secondary Purpose**

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debenture



and other evidences of indebtedness, or other securities, as may be deemed, for any business or property acquired by the corporation;

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lieu upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill or the corporation or any part thereof for such consideration and under such terms as it shall fit to accept;

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences or indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise;

5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying out of on of any business or transaction deemed necessary, convenient or incidental to carrying out of any of the purposes of this corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one or more branch offices or agencies and to carry on any or all its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines; and

8. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

**THIRD:** That the place where the principal office of the corporation is to be established or located at Mandaluyong City, Metro Manila, Philippines.

**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, nationalities and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
JOSE A. CONCEPCION III	Filipino	12 Talisay Road, North Forbes Makati City
ERNEST FRITZ SERVER	Filipino	319 Chico Drive, Ayala Alabang Village, Muntinlupa, MM
FRANCISCO A. SEGOVIA	Filipino	613 Guyabano St. Ayala Alabang, Muntinlupa MM
FELICISIMO M. NACINO, JR.	Filipino	No. 8 Mahmhin Street, UP Village Quezon City
ALFONZO R. ZAMORA	Filipino	42 Arguilla St., San Lorenzo Village, Makati City, MM
CORAZON R. MARTINEZ	Filipino	No. 12 Tyrone St., T. Purra Subdv. T. Sora, Q. C.
DANILO H. SANTIAGO	Filipino	No. 30 Mercury St., Bel-Air, Makati City

**SIXTH:** That the number of directors of said corporation shall be SEVEN (7) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
JOSE A. CONCEPCION III	Filipino	12 Talisay Road, North Forbes Makati City
ERNEST FRITZ SERVER	Filipino	319 Chico Drive, Ayala Alabang Village, Muntinlupa, MM
FRANCISCO A. SEGOVIA	Filipino	613 Guyabano St. Ayala Alabang, Muntinlupa MM
FELICISIMO M. NACINO, JR.	Filipino	No. 8 Mahmhin Street, UP Village Quezon City

ALFONZO R. ZAMORA	Filipino	42 Arguilla St., San Lorenzo Village, Makati City, MM
CORAZON R. MARTINEZ	Filipino	No. 12 Tyronne St., T. Purra Subdv. T. Sora, Q. C.
DANILO H. SANTIAGO	Filipino	No. 30 Mercury St., Bel-Air, Makati City

**SEVENTH:** The authorized capital stock of said corporation is FORTY MILLION PESOS (Php40,000,000.00), Philippine Currency, and said capital stock is divided into FORTY MILLION shares (40,000,000) with a par value of ONE Peso (P1.00) each. (As amended by the Board of Directors and Stockholders on 25 July 2006.)

**EIGHT:** That the amount of said capital stock which has been actually subscribed is TWO MILLION FIVE HUNDRED THOUSAND Pesos (P2,500,000.00), and the following have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>
RFM Equities, Inc.	Filipino	2,499,993	P2,499,993.00
Jose A. Concepcion III	Filipino	1	1.00
Ernest Fritz Server	Filipino	1	1.00
Francisco A. Segovia	Filipino	1	1.00
Felicisimo M. Nacino, Jr.	Filipino	1	1.00
Alfonzo R. Zamora	Filipino	1	1.00
Coranzon R. Martinez	Filipino	1	1.00
Daniilo H. Santiago	Filipino	1	1.00
	Total	2,500,000	2,500,000.00

**NINTH:** That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

<u>Name</u>	<u>Amount Paid</u>
RFM Equities, Inc.	P2,499,993.00
Jose A. Concepcion III	1.00
Ernest Fritz Server	1.00
Francisco A. Segovia	1.00
Felicisimo M. Nacino, Jr.	1.00
Alfonzo R. Zamora	1.00
Coranzon R. Martinez	1.00
Daniilo H. Santiago	1.00
	P2,500,000.00

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

**ELEVENTH:** That CORAZON R. MARTINEZ has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that, as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the Corporation, all subscriptions paid by the subscribers.

IN WITNESS WHEREOF we have hereunto set our hands, this 26<sup>th</sup> day of January 1996 at Mandaluyong, City, Philippines.

(Signed)  
JOSE MA. A. CONCEPCION III

(Signed)  
FRANCISCO A. SEGOVIA

(Signed)  
ERNEST FRITZ SERVER

(Signed)  
FELICISIMO M. NACINO, JR.

(Signed)  
CORAZON R. MARTINEZ

(Signed)  
ALFONZO R. ZAMORA

(Signed)  
DANILO H. SANTIAGO

SIGNED IN THE PRESENCE OF:

\_\_\_\_\_

ACKNOWLEDGEMENT

Republic of the Philippines)  
Makati ) S.S.

BEFORE ME, a Notary Public in and for Mandaluyong, Philippines this 26<sup>TH</sup> day of January 1996, personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date &amp; Placed Issued</u>
Jose Ma. A. Concepcion III	1432695	3-5-96 / Makati
Ernest Fritz Server	9721364	2-8-96 / Mandaluyong City
Francisco A. Segovia	9731189	2-8-96 / Mandaluyong City
Felicitimo M. Nacino, Jr.	4307618	1-5-96 / Mandaluyong City
Alfonso R. Zamora	9718625	1-14-96 / Makati
Corazon R. Martinez	7167163	3-13-96 / Q.C.
Danilo H. Santiago	341293	3-13-96 / Makati

All known to me to be the same persons who executed the foregoing Articles of Incorporated and they acknowledged to me that the same is their own free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above-written.

(Signed)  
STELLA B.G. VALENTONA  
NOTARY PUBLIC  
UNTIL DEC. 31, 1996  
PTR # 029853  
Issued On: 2/21/95  
Issued at Mand.

Doc. No. 434;  
Page No. 85 ;  
Book No. II ;  
Series of 1996.



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

**SECRETARY'S CERTIFICATE**

I, ATTY. ROWEL S. BARBA, of legal age, Filipino, single, with office address at RFM Corporation Center, corner Pioneer and Sheridan Sts., Mandaluyong City, being duly sworn, depose and state that:

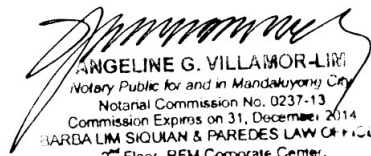
1. I am the duly elected and qualified Corporate Secretary of RFM INSURANCE BROKERS INC. (the Corporation), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at RFM Corporation Center, corner Pioneer and Sheridan Sts., Mandaluyong City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving any 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, I have hereunto set my hand this 11 SEP 2014 at Mandaluyong City.

**ATTY. ROWEL S. BARBA**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this 11 SEP 2014 by affiant identified by me through his Driver's License No. N02-83-061282 expiring on May 13, 2017 who avowed to me under penalty of law to the whole truth of the contents of the foregoing instrument.

Doc. No. 329;  
Page No. 67;  
Book No. I;  
Series of 2014.

  
**ANGELINA G. VILLAMOR-LIMA**  
Notary Public for and in Mandaluyong City  
Notarial Commission No. 0237-13  
Commission Expires on 31, December 2014  
**BARBA LIM SIOQUIAN & PAREDES LAW OFFICES**  
2<sup>nd</sup> Floor, RFM Corporate Center,  
Pioneer corner Sheridan Sts. Mandaluyong City  
PTR No. 2167435, 1/9/2014, Mandaluyong City  
IBP No. 854377, 1/17/2014, Mandaluyong City  
Roll of Attorneys No. 36941

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

**AFFIDAVIT OF  
UNDERTAKING TO CHANGE NAME**

KNOW ALL MEN BY THESE PRESENTS:

I, ROWEL S. BARBA, legal age, Filipino, and with business address at 2/F RFM Corporate Center, Pioneer cor. Sheridan St., Mandaluyong, after having been duly sworn to in accordance with law hereby depose and state that:

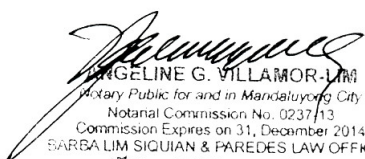
1. I am the Corporate Secretary of **RELIABLE INSURANCE BROKERS, INC.**, which is in the process of registration (amendment of its corporate name) with the Securities and Exchange Commission.
2. I, in behalf of said corporation, hereby undertake to change its corporate name in the event another person, firm or entity has acquired a prior right to the use of the said firm name by virtue of registration with other government agencies or our name is identical or deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law or is patently deceptive, confusing or contrary to existing laws.
3. 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, I have hereunto set my hand this 26<sup>TH</sup> day of September 2014 at Mandaluyong City.

**ATTY. ROWEL S. BARBA**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this 26<sup>TH</sup> day of September 2014 by affiant identified by me through his Driver's License ID No. N02-83-061282 expiring on 13 May 2017 who avowed to me under penalty of law to the whole truth of the contents of the foregoing instrument.

Doc. No. 361;  
Page No. 74 ;  
Book No. II ;  
Series of 2014.

  
**ANGELINA G. VILLAMOR-LIM**  
Notary Public for and in Mandaluyong City  
Notarial Commission No. 023713  
Commission Expires on 31, December 2014  
**SARBA LIM SQUIAN & PAREDES LAW OFFICES**  
2<sup>nd</sup> Floor, RFM Corporate Center,  
Pioneer corner Sheridan Sts. Mandaluyong City  
PTR No. 2167485, 1/9/2014, Mandaluyong City  
IBP No. 954322, 1/9/2014 Leyte  
Roll of Attorneys No. 36941



Republic of the Philippines)  
Mandaluyong City )S.S

10-24-14

**DIRECTORS' CERTIFICATE**

We, the undersigned majority members of the Board of Directors of RFM INSURANCE BROKERS, INC. ("Corporation") and the Corporate Secretary, do hereby certify that the Articles of Incorporation and By-Laws of the Corporation were amended by an affirmative vote of the majority of the Board of Directors of the Corporation in a meeting held at the Corporation's Boardroom, 4<sup>th</sup> Floor, RFM Corporate Center, Pioneer corner Sheridan Sts., Mandaluyong City on 29 August 2014, during which a quorum was present.

The amendments were likewise approved by stockholders owning or representing at least two-thirds of the outstanding capital stock of the Corporation in a special stockholders' meeting also held on even date and place.


The amendment to the Articles of Incorporation refers to the following:


"FIRST: The name of the corporation shall be RELIABLE INSURANCE BROKERS, INC."


The amendment to the By-Laws refers to the following:

"BY-LAWS OF RELIABLE INSURANCE BROKERS, INC."


**DIRECTORS**


  
FELICISIMO M. NACINO, JR.  
(TIN 145-446-195)

  
MYRNA Q. PEROLINO  
(TIN 105-516-238-000)

  
ARIEL A. DE GUZMAN  
(TIN 118-626-599-000)

  
DANIELLE MARIE S. LIZARES  
(TIN 181-840-017-000)

  
SUSAN N. KONIG  
(TIN 430-068-189)

  
PHILIP V. PRIETO  
(TIN 134-320-530)

  
ROWEL S. BARBA  
Director/Corporate Secretary  
(TIN 132-173-330)

2/3



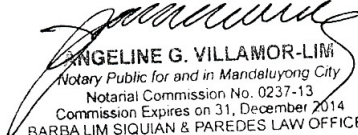
**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ by affiants identified by me through their respective identification below, who avowed to me under penalty of law to the whole truth of the contents of the foregoing instrument:

NAME	Evidence of Identity	Place/ Expiration Date
Felicisimo M. Nacino, Jr.	EB5977768	DFA Mla. /7-18-17
Myrna Q. Perolino	EB1037382	DFA Mla./9-26-15
Ariel A. De Guzman	D 16-98-195525	5-3-16
Danielle Marie S. Lizares	TIN 181-840-017-000	
Susan N. Konig	SSS # 34-4389671-3	
Philip V. Prieto	SSS # 03-834806-9	
Rowel S. Barba	Driver's License No. N02-83-061282	5-13-17

WITNESS MY HAND AND NOTARIAL SEAL.

Doc. No. 362 ;  
Page No. 74 ;  
Book No. I ;  
Series of 2014.

Director's Certificate- RIBI 8-29-14

  
**ANGELINA G. VILLAMOR-LIM**  
Notary Public for and in Mandaluyong City  
Notarial Commission No. 0237-13  
Commission Expires on 31, December 2014  
BARBA LIM SIQUIAN & PAREDES LAW OFFICES  
2<sup>nd</sup> Floor, RFM Corporate Center,  
Pioneer corner Sheridan Sts. Mandaluyong City  
PTR No. 2187485, 1/9/2014, Mandaluyong City  
IBP No. 954322, 1/9/2014 Leyte  
Roll of Attorneys No. 36941