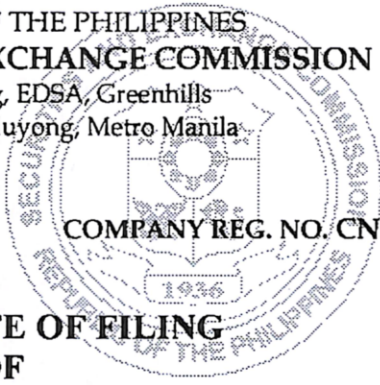


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REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City Of Mandaluyong, Metro Manila



COMPANY REG. NO. CN201218679

**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

FIDELITY LIFE MUTUAL BENEFIT ASSOCIATION INC.
(Formerly: FIDELITY MUTUAL LIFE, INC.)
(Amending Article I & III thereof.)

copy annexed, adopted on February 02, 2016 by majority vote of the Board of Trustees and by the vote of two-thirds of the members of the corporation, and certified under oath by the Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions 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.

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 15th day of August, Twenty Sixteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department

ml

Date: 6-11-2016 Time: 9:7:25 AM

vb/cpr

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User Name: TRUE COPY

CERTIFIED TRUE COPY

Page 1 of 9 pages

Verified by: D. ABAD Date Issued: NOV 06 2016

(Handwritten mark)



Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, 1554



PAYMENT ASSESSMENT FORM

No. 08022016-100286

DATE 08/02/2016	RESPONSIBILITY CENTER (DEPARTMENT) CRMD
--------------------	--------------------------------------------

PAYOR: FIDELITY MUTUAL LIFE, INC.
MAKATI CITY

NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT
LRF (A0823)	131	20.00
AMENDED ARTICLES	606	500.00
AMENDED BY LAWS	606	500.00

TOTAL AMOUNT TO BE PAID Php 1,020.00

Assessed by: *(Signature)*
V. BIROL

Machine Validation:
AXI 20160804-340
H3L 20160804-341

OR# 1450239 Aug 2, 2016 05:38PM SEC No: null
08m1pagdanganan PHP 1,020.00*****

Date: 6-11-2017 Time: 9:7:27 AM

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User Name: 6secexpressd

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Page 2 of 9 pages
Verified by: D. ABAD Date Issued: 8/2/2016 3:58 PM

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COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

CN 20 21 86 79

Former Company Name

FIDELITY MUTUAL LIFE INC.

AMENDED TO:
New Company Name

FIDELITY LIFE MUTUAL BENEFIT ASSOCIATION INC.

Principal Office (No./Street/Barangay/City/Town)Province)

9TH FLOOR, KING'S COURT BLDG. 1

2129 CHINO ROCES AVENUE

MAKATI CITY 1230

Company Email Address

COMPANY INFORMATION

Company's Telephone Numbers

Mobile Number

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

ATTY. RIZAL D. MERA

Email Address

Telephone Numbers

812-2551

Mobile Number

09175773885

Contact Person's Address

9TH FLOOR, KING'S COURT BLDG. 1, 2129 CHINO ROCES AVE., MAKATI CITY

To be accomplished by CRMD Personnel

Assigned Processor

Ms. Cabatic

Date

6/10/16

Signature

[Signature]

Date: 6-11-2016 Time: 9:29 AM

Document I.D.

7/5/16
8/2/16

1-40
3 37

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

COR # 61433701 8/5/16

AM - in correction
Dit. Cor

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Page 3 of 9 pages
Verified by D. ABAD Date Issued: NOV 06 2016

not yet completed

- Insurance Commission forwarding Indorsement

Ok - subject to monitoring 584-9225

NOT RESPONDING A.K

32753.9997.9993

AMENDED
ARTICLES OF INCORPORATION

OF

FIDELITY LIFE MUTUAL BENEFIT ASSOCIATION INC.
FORMERLY: FIDELITY MUTUAL LIFE, INC.
(AS AMENDED ON 02 FEBRUARY 2016)



KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporators, all of whom are of legal age and residents of the Philippines, have this day voluntarily agreed to form a Mutual Benefit Association (an "Association") under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: The name of the said Association shall be:

FIDELITY LIFE MUTUAL BENEFIT ASSOCIATION INC.
FORMERLY: FIDELITY MUTUAL LIFE, INC.
(AS AMENDED ON 02 FEBRUARY 2016)

SECOND: That the purpose for which such Association is formed is to advance the interests and promote the welfare of the poor, in particular, and the interest and welfare of the Philippines, in general. Specifically the Association shall seek:

1. To provide financial assistance to its members, and the members' spouse, children and parents in the form of death benefits, sickness benefits, provident savings and loan redemption assistance;
2. To provide access and mechanisms for the lower income households to cope with uncertainty and risks;
3. To empower Filipinos in the lower economic segment to build up and manage their own resources to secure their future; and
4. To become the leading Microinsurance provider that will contribute to poverty alleviation in the Philippines.

THIRD: That the place where the principal office of the Association will be at:

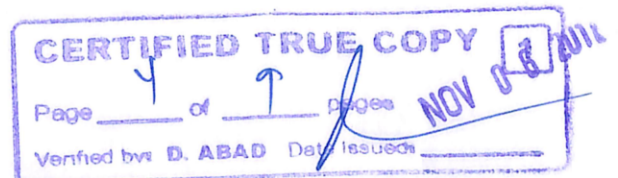
No./Street **9th Floor, King's Court I Building, 2129 Don Chino Roces Avenue**
City/Town **Makati City, Philippines 1230**
(AS AMENDED ON 02 FEBRUARY 2016)

FOURTH: That the term for which the Association is to exist is **fifty (50) years** from and after the date of issuance of the certificate of incorporation.

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User Name: 6secexpressd

FIFTH: That the names, nationalities and residences of the incorporators of the Association are as follows:



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Name	Nationality	Residence	Taxpayer Identification Number
Eduardo T. Malinis	Filipino	331 Wed. St. St. Joseph Village, Panapaan Bacoor, Cavite	120-883-445
Jose Enrique R. de las Peñas	Filipino	16-A Salinas Drive Lahug, Cebu City	119-440-800
Louis Bartolome J. Borja	Filipino	No. 80 Kouros St Camella Homes, Brgy. Merville Paranaque City	139-440-493
Noel A. Arandilla	Filipino	Holy Family Village II Banilad, Cebu City	112-073-074
Tranquil S. Salvador III	Filipino	21F, Philamlife Tower 8767 Paseo de Roxas Makati City	132-021-271
Mario Y. Cavada	Filipino	14 th Ave. Agro-Macro Subd. Cabangcalan, Mandaue City Cebu	114-622-773
Rizal Antonio D. Meru	Filipino	2222 Road 16 Fabie Estate Sta. Ana, Manila	107-785-022

SIXTH: That the number of the trustees of the Association shall be seven (7) and that the names, nationalities and residences of the first trustees of the Association are as follows:

Name	Nationality	Residence	Taxpayer Identification Number
Eduardo T. Malinis	Filipino	331 Wed. St. St. Joseph Village, Panapaan Bacoor, Cavite	120-883-445
Jose Enrique R. de las Peñas	Filipino	16-A Salinas Drive Lahug, Cebu City	119-440-800
Louis Bartolome J. Borja	Filipino	No. 80 Kouros St Camella Homes, Brgy. Merville Paranaque City	139-440-493
Noel A. Arandilla	Filipino	Holy Family Village II Banilad, Cebu City	112-073-074
Tranquil S. Salvador III	Filipino	21F, Philamlife Tower 8767 Paseo de Roxas Makati City	132-021-271

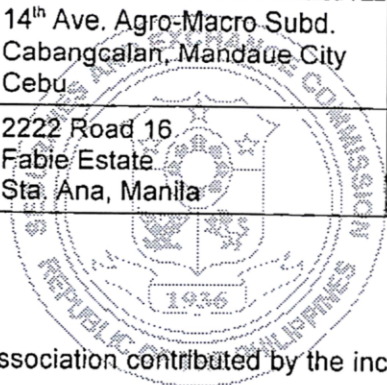
Date: 6-11-2017 Time: 7:32 AM

www.ceb.gov.ph Name: cecexpressd

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 Page 5 of 9 pages
 Verified by D. ASAD Date Issued NOV 06 2017

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Mario Y. Cavada	Filipino	14 th Ave. Agro-Macro Subd. Cabangalan, Mandaue City Cebu	114-622-773
Rizal Antonio D. Meru	Filipino	2222 Road 16 Fabie Estate Sta. Ana, Manila	107-785-022



SEVENTH: That the capital of the Association contributed by the incorporators are as follows:

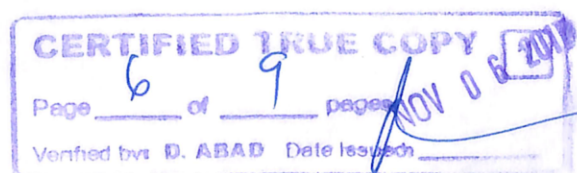
Name	Amount of Contribution
Eduardo T. Malinis	PHP 200,000.00
Jose Enrique R. de las Peñas	PHP 1,500,000.00
Louis Bartolome J. Borja	PHP 1,500,000.00
Noel A. Arandilla	PHP 1,500,000.00
Tranquil S. Salvador III	PHP 200,000.00
Mario Y. Cavada	PHP 50,000.00
Rizal Antonio D. Meru	PHP 50,000.00
TOTAL	PHP 5,000,000.00

EIGHT: That no part of the income which the Association may obtain as an incident to its operation shall be distributed as dividends to its members, trustees or officers subject to the provisions of the Corporation Code on dissolution. Any profit obtained by the Association as a result of its operation, whenever necessary or proper shall be used for the furtherance of the purpose enumerated in the Article II, subject to the provisions of the Title XI of the Corporation Code of the Philippines.

Date: 6-11-2017 Time: 9:7:33 AM

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32763.0067.0000

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of October 2012, in the City of Makati.



(SGD.)
Eduardo T. Malinis
TIN No. 120-883-445

(SGD.)
Jose Enrique R. de las Peñas
TIN No. 119-440-800

(SGD.)
Louis Bartolome J. Borja
TIN No. 139-440-493

(SGD.)
Noel A. Arandilla
TIN No. 112-073-074

(SGD.)
Tranquil S. Salvador III
TIN No. 132-021-271

(SGD.)
Mario Y. Cavada
TIN No. 114-622-773

(SGD.)
Rizal Antonio D. Meru
TIN No. 107-785-022

Date: 6-11-2017 Time: 9:7:35 AM

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User Name: 6secexpressd



1000 1990 2012

ACKNOWLEDGEMENT

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



SUBSCRIBED AND SWORN to before me this October 01, 2012, affiants exhibiting their respective driver's license/SSS Numbers:

Name	Government ID
Eduardo T. Malinis	Driver's License No. 002-60-11734; Expiry: 9/20/13
Jose Enrique R. de las Peñas	Driver's License No. G01-85-032184; Expiry: 7/01/15
Louis Bartolome J. Borja	Driver's License No. C02-85-008458; Expiry: 8/24/12
Noel A. Arandilla	Driver's License No. M02-91-016265; Expiry: 7/12/13
Atty. Tranquil S. Salvador III	SSS No. 33-3012407-7
Atty. Mario Y. Cavada	Driver's License No. G01-86-060589; Expiry: 12/21/14
Atty. Rizal Antonio D. Meru	Driver's License No. N04-86-032048; Expiry: 6/26/15

who all made themselves known to me to be the same person who executed the foregoing Articles of Incorporation including this page whereon the acknowledgement is written, and acknowledged to be that the same is their true and voluntary act and deed.

WITNESS MY HAND AND SEAL on the date and place first above written.

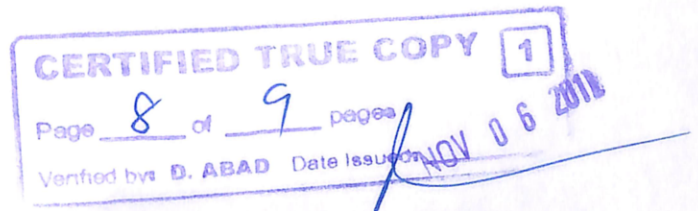
Doc. No. 47;
Page No. 11;
Book No. LIX;
Series of 2012.

(SGD.)
FELIPE I. ILEDAN JR.
NOTARY PUBLIC/UNTIL DEC. 31, 2012
TIN 136897000/ROLL NO. 27625
PTR MLA. 0334837- 1/2/12
4TH FLR. VGP CETER 6722 AYALA, MKTI.
APPT. M-14(2011-2012).

Date: 6-11-2017 Time: 9:7:36 AM

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User Name: 6secexpressd



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SECURITIES AND EXCHANGE COMMISSION
SMD-CFRD

TRUSTEES' CERTIFICATE

AUG 12 2016

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Trustees and the Secretary of **FIDELITY MUTUAL LIFE, INC.**, do hereby certify that the Articles of Incorporation and By-Laws of said association was amended by a majority vote of the trustees and the vote of two-thirds (2/3) of its membership at a meeting held on February 02, 2016 at the principal office of the association.

The amended provision of the attached Amended Articles of Incorporation and By-Laws refer to the change of name from FIDELITY MUTUAL LIFE INC. to **FIDELITY LIFE MUTUAL BENEFIT ASSOCIATION INC.**, and change of principal office address to **9th Floor, King's Court I Building, 2129 Chino Roces Avenue, Makati City, Philippines 1230.**

We further certify that the attached Amended Articles of Incorporation and By-Laws are true and correct copies thereof.

IN WITNESS WHEREOF, we have hereunto signed this certificate this **09 JUN 2016** 2016 at **QUEZON CITY**, Philippines.

QUEZON CITY

[Signature]
JOSE ENRIQUE R. DE LAS PEÑAS
TIN: 119-440-800

[Signature]
LOUIS BARTOLOME J. BORJA
TIN: 139-440-493

[Signature]
TRANQUIL S. SALVADOR III
TIN: 132-021-272

[Signature]
MARIO Y. CAVADA
TIN: 114-622-773

[Signature]
RIZAL ANTONIO D. MERU
TIN: 107-785-022

[Signature]
NOEL A. ARANDILLA
Secretary
TIN: 112-073-074

09 JUN 2016

SUBSCRIBED AND SWORN to before me this day of 2016 in **QUEZON CITY** by the above-named persons who exhibited to me their valid government identification cards as indicated below:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Date/Place Issued</u>
Jose Enrique R. De Las Peñas	Phil Passport #EC6613039	26 Jan 2016/DFA Cebu
Louis Bartolome J. Borja	Driver's Lic. #CO2-85-008458	Aug 25, 2015, Expires 2018-0824
Noel A. Arandilla	Phil Passport #EB9837438	18 Dec 2013/DFA Cebu
Tranquil S. Salvador III	SSS ID 33-3012407-7	
Mario Y. Cavada	TIN 114-622-773	
Rizal Antonio D. Meru	SSS ID 03-6932249-0	

Date: 6-11-2017 Time: 9:17:42 AM

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Page No. 3
Book No. XX
Series of 2016.

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MARK RIVERDINA AZANES JR.
NOTARY PUBLIC
VALID UNTIL DECEMBER 31, 2016
PTR NO. 0713652 C. 01-23-2016
Roll of Attorney's No. 46427
IBP NO. 0998567 Q.C. Chapter
Admin Matter No. NP-291
MCLE No. 0022246
TIN No. 140-324-836

WABS (OR MAY OPEN) in front of
(Notary Station)

CERTIFIED TRUE COPY
Verified by **D. ABAD** Date Issued

Republic of the Philippines
SECURITIES and EXCHANGE COMMISSION

1

I hereby certify that (a) this is a true copy of the document stored in the SEC I-View facility to which proper security measures were employed to ensure date integrity, consisting of NINE [9] page(s); and (b) at all material times, the SEC I-View Facility was operating in a manner that did not affect the integrity of the electronic document.

FIDELITY LIFE MUTUAL INVESTMENT ASSN. INC.

Verified by: **DIGBY ABAD**

Fees Php 70

Paid under

O.R.No.: 15996

Date: NOV 06 2017

NOTE: (Formerly: FIDELITY MUTUAL LIFE, INC.)



Romeo B. Camano

SEC. FSLIC Specialist II

Electronic Records Management Division
Information and Communications Technology Department