



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

COMPANY REG. NO. 28856

**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

**PIONEER INTERCONTINENTAL INSURANCE
CORPORATION**

(Amending Article IV by extending the term of its existence thereof.)

copy annexed, adopted on December 21, 2015 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 18 day of February, Twenty Sixteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

2 8 8 5 6

SEC Registration Number

P I O N E E R I N T E R C O N T I N E N T A L
I N S U R A N C E C O R P O R A T I O N

(Company's Full Name)

1 0 8 P A S E O D E R O X A S , L E G A S P I
V I L L A G E M A K A T I C I T Y 1 2 2 9

(Business Address: No. Street City/Town/Province)

Ma. Olivia C. Valera

(Contact Person)

812-7777

(Company Telephone Number)

1 2 3 1

Month Day
(Fiscal Year)

(Form Type)

0 5 2 6

Month Day
(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

**AMENDED
ARTICLES OF INCORPORATION
OF THE
PIONEER INTERCONTINENTAL INSURANCE CORPORATION**

KNOW ALL MEN BY THESE PRESENTS :

That we, all of whom are of age and residents of the Philippines have voluntarily associated ourselves together for the purpose of forming a CORPORATION under the laws of the Philippines, and

- WE DO HEREBY CERTIFY -

FIRST: That the name of this Corporation is "PIONEER INTERCONTINENTAL INSURANCE CORPORATION"

SECOND: That the purposes for which this Corporation is formed are as follows:

- (1) To insure houses, tenements, merchandise, and all other property and effects, real and personal, against loss or damage by fire, storm, earthquake shock, fire resulting from earthquake, accident, or otherwise and to carry on the ordinary business of fire insurance in all the aforesaid branches, and to erect and/or install, or rebuild, repair, replace or reinstate houses, buildings, machinery and every other description of property which may be insure by the company and to carry on any kind of business necessary or expedient for any such purpose;
- (2) To insure against every description of marine risk, which may legally be undertaken, relating to the perils of the sea, fire, war, reprisals and all other risks of a like nature incidental to the seas, ships, vessels and water craft of all descriptions and also the freights, goods, merchandise, cargo and all property whatsoever in or on board of the same, whether the property of members of the company or not, so far as the same may be effected or made according to law. To insure all other matters and things which lawfully or can be from time to time insured or be the subject of insurance against perils of the sea, and also generally to carry on any other branches and departments of the insurance business;
- (3) To grant either in the Philippines or abroad, policies or other instruments of assurance against or insurance compensation or payments in case of death or injury to health or limb by railway or airplane accident or shipwreck or other perils of the land, sea, or air, or any other accident of misadventure or violence 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 any person or the family and household of any person whom the company shall insure or to any person dwelling or staying in the house or such person and in general, to carry on the business of employers' liability and workmen's compensation insurance in all its branches;
- (4) To reinsure all or any risks of the company and to undertake all kinds of reinsurance and counter-insurance connected with the business of any other company;
- (5) To guarantee the fidelity of persons holding places of public or private trust and to agree to the faithful performance of any contract or undertaking made with any public authority;

- (6) To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties of all kinds other than insurance policies;
- (7) To guarantee the performance of insurance contracts where safety bonds are accepted for such purpose;
- (8) To execute and guarantee bonds and undertakings of all kinds, required or permitted to be taken in any or all actions, proceedings, negotiations, importations, exportations, or other transactions or operations, either by private individuals or by heads of departments, courts, judges, officers, boards or bodies whether executive, legislative or judicial;
- (9) To guarantee and to indemnify merchants, traders and those engaged in business and giving credit, from loss or damage by reason of giving and extending such credit to their customers or persons dealing with them;
- (10) To indemnify shipowners, carriers by water and land, and other persons entrusted with the carriage of property by water and land against liabilities incurred in the course of their business in respect of loss of or damage to property or of personal injury;
- (11) To carry on the business of aviation insurance in all its branches and to insure persons and property against all insurable risks connected with aerial navigation, transit by air and the use and operation of aircraft of all kinds;
- (12) To carry on the business of Contractors' All Risks Insurance in all its branches and to assure compensation or payment in case of Third Party legal liability arising out of the execution of any building and structure;
- (13) To indemnify against loss by burglary, theft, forgery, embezzlement, or by way of any one or more of such happenings;
- (14) To insure glass against breakage;
- (15) To guarantee and indemnify the owners and users of steam boilers and pipes, of fly wheels, engines of all kinds or machinery, against explosions or other incidental and against loss of use or occupancy cause thereby, and against liability unto third persons by any of said causes; and to make inspection of, and to issue certification of inspection upon such boilers, pipes, fly wheels, engines and machinery;
- (16) And generally to execute, sign and carry out fidelity bonds and surety undertakings of every nature and kind usual in the business of fidelity and surety companies, or permitted by law unto such companies;
- (17) To lend money on such terms as may seem expedient, subject to the requirements of the law;

- (18) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company on any business which this company is authorized to carry on or possess property suitable for the purpose of this company;
- (19) To insure against loss or damage by water or other fluids to any goods or premises arising from the breakage of sprinklers, pumps or other apparatus erected for extinguishing fires, or of other conduits or containers, or by water entering through leaks or openings in buildings, and of water pipes, and against accidental injury to such sprinklers, pumps, apparatus, conduits, containers or water pipes;
- (20) To insure all steamers, motor vehicles, ships, vessels, boats and craft of every description afloat or under construction, repair or otherwise, and engines, tackle, gear, equipment, stores, cargoes, goods, merchandise, freights, earnings, wares, specie, bullions, jewels, profits, commission, bank notes, bills of exchange, and other evidences of debt, bottomry and respondents, interests and all other property and subject matters of insurance of every description during transit by sea or land or on island rivers and waters, and also in or upon any wharves, stores, warehouses and other places before or after transit against the risks ordinarily enumerated or contemplated in policies of marine insurance, and also against floods, tidal waves, earthquakes and other acts of God, delay, theft, civil commotions, strikes, outrages and losses consequent thereon, and generally to carry on the business of marine insurance in all its branches, with full power to effect reinsurance and counter-reinsurance as may soon expedient;
- (21) To insure all wharves, warehouses and waterside stores and all description of property thereon or therein against all or any consequences of floods, tidal waves, earthquakes and other acts of God, strikes, outrages, disputes and civil commotions;
- (22) To lend money on bottomry and respondentia and to provide bail and to give security by bond or otherwise for the purpose of preventing the arrests or effecting the release from arrest of vessels, aircraft, cargoes and freights, wholly or in part insured with the company;
- (23) To carry on the business of motor vehicle insurance in all its branches and to insure persons and property against all insurance risks connected with the use and operation of motor vehicles of all kinds;
- (24) To effect all classes of insurance against risks of war, rebellion, uprising, hostilities and warlike operations, acts of government, strikes, riots and civil commotions;
- (25) To guarantee, provide and supply medical and surgical aid and treatment, or any other assistance in illness, and all such requisites and remedies as may be deemed expedient;
- (26) To furnish and provide either for the Company or for other deposits and guarantee funds required in relation to any tender or application for any contract, concession, decree, enactment, property or privilege or in relation to the carrying out of any contract, concession, decree or enactment;
- (27) To acquire by purchase and to invest in, hold, sell, or otherwise dispose of the stocks of bonds, or any interest in either, or any obligation or evidences of indebtedness of any person, firm or corporation, and while the owner of such stocks, bonds, or interest therein, or other obligations, or

evidences of indebtedness, to exercise all the rights, powers, privileges of ownership, including the right to vote thereon or consent in respect thereof for any and all purposes;

(28) To purchase or otherwise acquire, sell, lease, convey mortgage, encumber, and otherwise deal with any property or interest 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 as may now or hereafter be permitted by law;

(29) To procure the company to be registered or to be permitted to or allowed to carry on its business or any branch or branches thereof in any state, territory or possession of the United States and/or in any other foreign country or places, and in carrying on its business to do any and all acts and things and exercise and all powers which a natural person could do or exercise which now or hereafter may be authorized by law;

(30) To do all or any of the above things in any place which the company may determine as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either along or in conjunction with others;

(31) To do all such other things as are incidental or conducive to the attainment of the above objects;

(32) To do and perform any and 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;

(33) And in general, to engage in business of insurance and guaranty in any branches except in life insurance business, for consideration to indemnify any person, firm or corporation against loss, damage or liability arising from an unknown or contingent event, and to liabilities and obligation or any person, firm or corporation and to act as agent of other insurance and/or surety companies, in any of its branches with the exception of life insurance.

THIRD: That the central or principal office of the corporation shall be located and established at 108 Paseo de Roxas, Legaspi Village, Makati City, Philippines; but the Board of Directors may establish and maintain such branch offices within or without the Philippines as may be deemed convenient or necessary for the business of the corporation.

FOURTH: That the term for which said corporation is to exist is for another FIFTY (50) YEARS from and after March 2, 2016. (As amended on 21 December 2015)

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

	<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
1.	Robert Coyluto		
2.	Lorenzo Chan Toh		

3. Andres Gaerlan
4. Carlos Coyukiat
5. Jose Halili Co
6. Philip K. Rico

SIXTH: That the number of Directors of the Corporation shall be nine (9) and the names, nationalities and residences of the Directors of the Corporation who shall act as such until their successors shall have been duly elected and qualified as follows:

	<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
1.	Robert Coyuito		
2.	Lorenzo Chan Toh		
3.	Andres Gaerlan		
4.	Carlos Coyukiat		
5.	Jose Halili Co		

SEVENTH: That the authorized capital stock of the Corporation is Two Hundred Fifty Million Pesos (P250,000,000.00) and said capital is divided into Two Million Five Hundred (2,500,000) shares at the par value of One Hundred Pesos (P100.00) per share.

Any stockholder who shall be desirous of selling any of his shares in the corporation shall first give the remaining stockholders previous notice in writing of his intention to sell his stock or stocks and the remaining stockholders shall have then (10) days from the receipt of said notice within which to purchase such stock or stocks at such prices and under such terms that the said stockholder may have been offered by any outsider or non-stockholder, but if none of them decide to exercise the right to purchase, then the selling stockholder is at liberty to sell such stock or stocks to third persons. A list of the names and addresses of stockholders of record of the Corporation shall be furnished the intended selling stockholder by the Corporation upon the written request of the said stockholder;

EIGHTH: That the amount of capital stock which has been subscribed is FIVE HUNDRED THOUSAND PESOS (P500,000.00), and the following persons have subscribed for the number of shares and have paid the amount of capital stock set out after their respective names and have further agreed to pay and have actually paid the amount indicated herein below as "Contributed Surplus";

Name & Address	Nationality	No. Of shares subscribed	Amt. Of capital stock subscribed	Amt. paid on subscription	Contributed surplus paid
ROBERT COYUITO 85 Cordillera St. Quezon City		1,800	P180,000	P180,000	P36,000
LORENZO CHAN TOH 85 Cordillera Street. Quezon City		1,700	170,000	170,000	34,000

ANDRES GAERLAN 428 Nueva St. Manila	500	50,000	50,000	10,000
CARLOS COYUKIAT 85 Cordillera St. Quezon City	500	50,000	50,000	10,000
JOSE HALILI CO 85 Cordillera St. Quezon City	300	30,000	30,000	6,000
PHILLIP K. RICO 3567 Bataan St. Sta. Mesa, Manila	200	20,000	20,000	4,000
	<u>5,000</u>	<u>P500,000</u>	<u>P500,000</u>	<u>P100,000</u>

The above listed contributed surplus paid by the subscribers shall, with the approval of the Secretary of Finance upon recommendation of the Insurance Commissioner, be paid to them in cash and without interest as soon as the earned surplus shall in the judgment of the Board of Directors justify it.

NINTH: That Phillip K. Rico has been elected by the subscribers as Treasurer of the corporation to act as such until his successor shall have been elected and qualified in accordance with the By-laws and that as such Treasurer, he has been authorized by them to receive for the Corporation and to receipt on its name for all subscription paid in by the subscribers.

IN WITNESS WHEREOF, these presents are signed at the City of Manila, Philippines, on this 24th day of February, 1966.

(SGD) ROBERTO COYUITO

(SGD) LORENZO CHAN TOH

(SGD) ANDRES GAERLAN

(SGD) CARLOS COYUKIAT

(SGD) JOSE HALILI CO

(SGD) PHILLIP K. RICO

IN THE PRESENCE OF:

(SGD) NUMERIANO F. CARBONEL

(SGD) MANUEL T. DELA CRUZ

Republic of the Philippines)
Makati City) S.S.

CERTIFICATION

I, **MA. OLIVIA C. VALERA**, after having been duly sworn according to law, hereby depose and state that:

1. I am a Filipino citizen, of legal age, with office address at Pioneer House, 108 Paseo de Roxas, Legaspi Village, Makati City, Philippines;
2. I am the duly elected and qualified Assistant Corporate Secretary of **PIONEER INTERCONTINENTAL INSURANCE CORPORATION ("Corporation")**, a corporation duly organized and existing under and by virtue of the laws of the Philippines with office address at Pioneer House, 108 Paseo de Roxas, Legaspi Village, Makati City;
3. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an 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 arising out of any such intra-corporate dispute.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 23rd day of December 2015 at Makati City, Philippines.

MA. OLIVIA C. VALERA
Assistant Corporate Secretary

Subscribed and sworn to before me this 23rd day of December 2015 at Makati City, affiant exhibiting to me her Community Tax Certificate No. 10566327 issued on 6 January 2015 in Manila and Passport No. EB8163016 valid until May 20, 2018.

Doc No. 24 ;
Page No. 50 ;
Book No. IX ;
Series of 2015.

ROLANDO D. PANES, JR.
Notary Public
Commission No. M-176 until December 31, 2015
IBP Lifetime Member No. 011359 / Makati
PTR No. 4753576 / Makati / 01-07-2015
Roll of Attorneys No. 55229
MCLE Compliance No. IV-0006401
Pioneer House, 108 Paseo de Roxas
Legaspi Village, Makati City

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

DIRECTOR'S CERTIFICATE

We, the undersigned Secretary, Chairman and Members of the Board of Directors of Pioneer Intercontinental Insurance Corporation, hereby certify that the attached document is a true and correct copy of the Articles of Incorporation of the said corporation.

The amendment thereto refers to Article IV of the Articles of Incorporation on the extension of the corporate term of Pioneer Intercontinental Insurance Corporation for another period of Fifty (50) years from and after March 2, 2016. *dy*

We certify further that the said amended Articles of Incorporation was approved by a majority vote of the Board of Directors' at its meeting held on 21 December 2015 at its principal place of business and by the affirmative vote of the stockholders holding at least two thirds (2/3) of the outstanding capital stock at their meeting held on the same place and date after the meeting of the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands this 21 December 2015 at the City of Makati.

ERNESTO O. CHAN

DAVID G. COYUKIAT

LORENZO O. CHAN/JR.

SALLY C. ONG PAC

FRANCISCO O. CHAN

MOLLY C. MYECIO

VITALIANO N. NAÑAGAS

EMILY A. ABRERA

MA. BERTOLA D. MEDIALDEA

Attested By:

MA. OLIVIA C. VALERA

SUBSCRIBED AND SWORN, to before me this 12th January 2016. Affiants exhibiting to me their respective Government Issued ID and Community Tax Certificate and their dates and places of issue to wit:

Name	Government Issued ID/ Comm. Tax Cert No.	Date/Place of Issuance
Ernesto O. Chan	CTC No. 04952520	3/12/2015/Makati City
David C. Coyukiat	SSS ID No. 03-2602557-8	
Lorenzo O. Chan, Jr.	SSS ID No. 03-7163218-9	
Sally C. Ong Pac	CTC No. 04952511	3/12/2015/Makati City
Francisco O. Chan	SSS ID No. 03-278-7525-1	
Molly C. Uyecio	CTC No. 04952517	3/12/2015/Makati City
Emily A. Abrera	Passport No. XX5404536	1/29/2010/DFA Manila
Ma. Olivia C. Valera	Passport No. EB8163016	5-21-2013/Manila

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Series of 2016.


JOANNE P. SALAVANTE
Notary Public
Commission No. M-413 Until December 31, 2016
IBP Membership No. 978688 / Aklan / 12-11-14
PTR No. 4750162 / Makati City / 01-09-15
MCLE Compliance No. IV - 0019756
Roll of Attorney No. 59346
Pioneer House, 108 Paseo de Roxas,
Legaspi Village, Makati City