



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. CS201906000

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

**CEBUANA LHUILLIER INSURANCE BROKERS, INC.**  
DOING BUSINESS UNDER THE NAME AND STYLE OF CEBUANA  
LHUILLIER FINANCIAL  
(Formerly: CEBUANA LHUILLIER INSURANCE BROKERS INC.)  
(Amending Articles I & II Secondary Purpose thereof)

copy annexed, adopted on November 06, 2020 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 Pasay City, Metro Manila, Philippines, this 20<sup>th</sup> day of May, Twenty Twenty One.

  
DANIEL P. GABAYO  
Assistant Director  
SO Order 1188 Series of 2018

# COVER SHEET

for Applications at  
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

C	S	2	0	1	9	0	6	0	0	0
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Former Company Name

C	E	B	U	A	N	A	L	H	U	I	L	L	I	E	R	I	N	S	U	R	A	N	C	E
B	R	O	K	E	R	S	I	N	C															

**AMENDED TO:**  
New Company Name

C	E	B	U	A	N	A	L	H	U	I	L	L	I	E	R	I	N	S	U	R	A	N	C	E																			
B	R	O	K	E	R	S	I	N	C	.	(	D	O	I	N	G	B	U	S	I	N	E	S	U	N	E	R	T	H	E	N	A	M	E	A	N	D	S	T	Y	E	O	F
C	E	B	U	A	N	A	L	H	U	I	L	L	I	E	R	F	I	N	A	N	C	I	A	L																			

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

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O	L	I	T	A	N	A	V	E	.	,	S	A	N	A	N	T	O	N	I	O	,				
M	A	K	A	T	I	C	I	T	Y																

COMPANY INFORMATION

Company Email Address

Company's Telephone Number(s)

Mobile Number

CONTACT PERSON INFORMATION

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

Name of Contact Person

Memen Villanueva

Email Address

mepconsultingservices@gmail.com

Telephone Number(s)

8997-1128

Mobile Number

Contact Person's Address

RM. 315 RELIANCE HOUSE, 205 EDSA corner ROCHESTER ST., GREENHILLS, MANDALUYONG CITY

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To be accomplished by CRMD Personnel

Assigned Processor

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature

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Document I.D.

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

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**AMENDED ARTICLES OF INCORPORATION  
OF  
CEBUANA LHUILLIER INSURANCE BROKERS, INC.  
DOING BUSINESS UNDER THE NAME AND STYLE OF  
CEBUANA LHUILLIER FINANCIAL**

**(Formerly: CEBUANA LHUILLIER INSURANCE BROKERS, INC.)**

**KNOW ALL MEN BY THESE PRESENTS:**

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

**THAT WE HEREBY CERTIFY:**

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

**CEBUANA LHUILLIER INSURANCE BROKERS, INC.**  
**DOING BUSINESS UNDER THE NAME AND STYLE OF**  
**CEBUANA LHUILLIER FINANCIAL**  
*(As Amended on November 6, 2020)*

**SECOND:** That the purposes for which the said Corporation is formed are:

**PRIMARY PURPOSE**

To act as broker soliciting, procuring, negotiating, managing and forwarding application for Non-Life, Pre-Need, Mutual Funds and HMO (Health Management Organization) and all other kinds of insurance contracts, or in any other manner aiding in taking out insurance, collecting payments of premiums due on such policies, and doing such other business as may be delegated to brokers of such companies in the conduct of a general insurance brokerage business.

**SECONDARY PURPOSES**

1. To activate channels and expand our presence in strategic locations to better serve our market by establishing an insurance hub that aims to provide relevant financial and insurance education and convenient access to insurance products in various malls nationwide and such other places that insurance can be appropriately offered and sold. *(As Amended on November 6, 2020)*

2. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouse 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, debentures and other evidences of indebtedness, or other securities as may be deemed expedient for any business or property acquired by the corporation;

3. To borrow or raise money from not more than nineteen (19) lenders including its stockholders 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 lien 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;

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

5. 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 of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise;

6. To enter into any lawful arrangement for sharing profits, union of interest, utilization or famous 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 on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

7. 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;

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

9. 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 purpose 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 be established or located is at **1133 Chino Roces corner Metropolitan Avenues, Barangay San Antonio, Makati City 1203**, unless and until the corporation changes it in accordance with law, in which case, said principal office shall be established within the Philippines, with branch offices in such other place in the Philippines as the corporation may hereinafter determine.

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

<b>Name</b>	<b>Nationality</b>	<b>Residence</b>
JEAN HENRI D. LHUILLIER	Filipino	118 Mango Drive, Ayala Alabang Village, Muntinlupa City, 1771
CHRISTINE L. LIMJOCO	Filipino	Unit 2A, Bel-Air PRT, 5022 Burgos St., Poblacion, Makati City, 1209
JACQUELINE L. HESS	Filipino	1271 Acacia St., Dasmarias Village, Makati City 1222
ANGELIQUE L. MIRANDA	Filipino	601 San Isidro Street, Ayala Alabang Village, Barangay Ayala Alabang Village, Muntinlupa City 1780
LEO K. ESCANO	Filipino	No. 11 Moscow Easville, Filinvest Homes East, Brgy. Mambugan, Antipolo City, 1870

**SIXTH:** That the number of directors of said corporation shall be five (5) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided for by-laws are as follows:

Name	Nationality	Residence
JEAN HENRI D. LHUILLIER	Filipino	118 Mango Drive, Ayala Alabang Village, Muntinlupa City, 1771
CHRISTINE L. LIMJOCO	Filipino	Unit 2A, Bel-Air PRT, 5022 Burgos St., Poblacion, Makati City, 1209
JACQUELINE L. HESS	Filipino	1271 Acacia St., Dasmaringas Village, Makati City 1222
ANGELIQUE L. MIRANDA	Filipino	601 San Isidro Street, Ayala Alabang Village, Barangay Ayala Alabang Village, Muntinlupa City 1780
LEO K. ESCANO	Filipino	No. 11 Moscow Easville, Filinvest Homes East, Brgy. Mambagan, Antipolo City, 1870

**SEVENTH:** That the capital stock of said corporation is **PESOS: ONE HUNDRED MILLION (P100,000,000.00)**, Philippine Currency and said capital stock is divided into **ONE MILLION (1,000,000) SHARES**, with par value of **PESOS: ONE HUNDRED (P100.00)** each.

**EIGHTH:** That the subscribers to the capital stock and the amount paid-in to their subscription are as follows:

NAME	NATIONALITY	No. OF SHARES SUBSCRIBED	AMOUNT SUBSCRIBED	AMOUNT PAID
JEAN HENRI D. LHUILLIER 126-715-389	Filipino	484,999	P48,499,900.00	P48,499,900.00
CHRISTINE L. LIMJOCO 141-813-295	Filipino	5,000	500,000.00	500,000.00
JACQUELINE L. HESS 209-771-344	Filipino	5,000	500,000.00	500,000.00
ANGELIQUE L. MIRANDA 201-206-865	Filipino	5,000	500,000.00	500,000.00
LEO K. ESCANO 107-561-320	Filipino	1	100.00	100.00
<b>Total</b>		<b>500,000</b>	<b>P50,000,000.00</b>	<b>P50,000,000.00</b>

**NINTH:** That no transfer of stock or 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 indicated in all the stocks certificated issued by the corporation.

**TENTH:** That **JACQUELINE L. HESS** has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscriber.

**ELEVENTH:** That the corporation hereby undertakes to change its corporate/partnership name, as herein provided and any amendments thereafter, immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly, similar to a registered name, or contrary to public morals, good custom or public policy

**IN WITNESS WHEREOF,** we have set our hands this 16<sup>th</sup> day of January, 2019 at Makati City.

(SGD) **JEAN HENRI D. LHUILLIER**  
126-715-389

(SGD) **CHRISTINE L. LIMJOCO**  
141-813-925

(SGD) **JACQUELINE L. HESS**  
209-771-344

(SGD) **ANGELIQUE L. MIRANDA**  
201-206-865

(SGD) **LEO K. ESCANO**  
107-561-320

**WITNESSES:**

(SGD) **PIA L. FAUSTINO**

(SGD) **MICHAELA RODRIGUEZ**

#### **A C K N O W L E D G E M E N T**

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

**BEFORE ME,** a Notary Public in and for Makati City, Philippines, this 16<sup>TH</sup> day of January 2019, personally appeared:

JEAN HENRI D. LHUILLIER	126-715-389
CHRISTINE L. LIMJOCO	141-813-925
JACQUELINE L. HESS	209-771-344
ANGELIQUE L. MIRANDA	201-206-865
LEO K. ESCANO	107-561-320

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

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

**(Sgd.) ATTY. RICARDO T. MARTINEZ, JR.**

NOTARY PUBLIC for Makati City

Appointment No. M-462

Valid Until December 31, 2019

6<sup>th</sup> floor P/L Corporation Centre, 1782 N. Garcia

Corner Candelaria Streets, Makati City

Roll of Attorneys No. 52393

PTR NO. 7343819 / January 8, 2019/Makati City

IBP Lifetime Membership No. 014263

MCLE Compliance No. VI-0011973/September 3, 2018

Doc. No. 114;  
Page No. 24;  
Book No. i;  
Series of 2019.



DIRECTORS' CERTIFICATE



We, the undersigned majority members of the Board of ~~Directors and the Corporate Secretary~~ of **CEBUANA LHUILLIER INSURANCE BROKERS INC.** do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held for that purpose at the principal office of the corporation on **NOVEMBER 6, 2020**.

The amended provisions of the attached Amended Articles of Incorporation refer to:

↓ **ARTICLE 1**, That the name of this Corporation shall be:  
**CEBUANA LHUILLIER INSURANCE BROKERS, INC.**  
DOING BUSINESS UNDER THE NAMES AND STYLE OF:  
**CEBUANA LHUILLIER FINANCIAL**

↓ **ARTICLE 2**, Addition to Secondary purpose, to read:  
To activate channels and expand our presence in strategic locations to better serve our market by establishing an insurance hub that aims to provide relevant financial and insurance education and convenient access to insurance products in various malls nationwide and such other places that insurance can be appropriately offered and sold.

We, hereby certify that the attached Amended Articles of Incorporation is true and correct copy thereof.


IN WITNESS WHEREOF, we have hereunto set our hands this 10<sup>th</sup> day of DECEMBER, 2020 at MAKATI CITY, Philippines.

  
**JEAN HENRI D. LHUILLIER**  
TIN: 126-715-389

  
**ANGÉLIQUE L. MIRANDA**  
TIN: 201-206-865

  
**LEO K. ESCAÑO**  
TIN: 107-561-320

**COUNTERSIGNED:**

  
**MARIA ROSARIO E. EREÑO**  
SECRETARY OF STOCKHOLDERS' MEETING  
IBF ID WITH Roll of Attorneys no. 39223

**SUSCRIBED AND SWORN** to before me this 10 DEC 2020 at MAKATI CITY, Affiants exhibiting to me their government-issued ID as indicated below their respective signatures.

Doc. No. 42:  
Page No. 100:  
Book No. 47:  
Series of 2020.

**NOTARY PUBLIC**

  
**MELVIN C. MALABANAN**  
Notary Public for Makati City  
Until December 31, 2020  
Appointment No. MC63  
298 Emilio Bautista, Pasayon, Makati City  
PTE No. 04411073, Iss. on 04/20/19  
IBF No. 050000001, Expires on 12/31/2020  
E-Office Registration No. 000000001  
E-Office Registration No. 000000001  
E-Office Registration No. 000000001

Republic of the Philippines )  
\_\_\_\_\_ ) S. S.

### JOINT AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

We, **JEAN HENRI D. LHUILLIER** and **MARIA ROSARIO EREÑO**, both of legal age, Filipino and postal address at P/L Corporate Centre, 1782 N. Garcia corner Candelaria Sts., Bel-Air, Makati City after having been sworn to in accordance with law hereby depose and state:

1. That we are the President and Corporate Secretary of **CEBUANA LHUILLIER INSURANCE BROKERS, INC.** which is in the process of amending its corporate name to:

**CEBUANA LHUILLIER INSURANCE BROKERS, INC.**

DOING BUSINESS UNDER THE NAME AND STYLE OF

**CEBUANA LHUILLIER FINANCIAL**


with the Securities and Exchange Commission;

2. That we, in behalf of said corporation, we hereby undertake to change its corporate name as herein provided or as amended immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

That 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, we hereby sign this affidavit this 27<sup>th</sup> day of DEC. 2020 at MAKATI CITY, Philippines.

**JEAN HENRI D. LHUILLIER**  
PRESIDENT  
TIN: 126-715-389


  
**MARIA ROSARIO EREÑO**  
CORPORATE SECRETARY  
IBP ID WITH Roll of Attorneys no. 39223

SUSCRIBED AND SWORN to before me this DEC 07 2020 of \_\_\_\_\_ at  
Makati City, Affiant exhibiting to me their government-issued ID as  
indicated below their names.

Doc. No. 453 :  
Page No. 92 :  
Book No. 2 :  
Series of 2020.



**NOTARY PUBLIC**

  
**ATTY. RICARDO T. MARTINEZ, JR.**  
Notary Public for Makati city  
Appointment No. M-176  
Valid until 31 December 2021  
6th floor PFL Corporate Centre, 1782 N. Garcia  
Cor. Candalaria St., Makati City  
Roll of Attorneys No. 52393  
PTR No. 8116331/January 3, 2020 \* Makati City  
IBP Lifetime No. 014263  
MCLE Compliance No. VI-0011973 \* September 3, 2018

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


### SECRETARY'S CERTIFICATE

I, **MARIA ROSARIO E. EREÑO**, Filipino, of legal age, and with office address at 1782 N. Garcia St. cor. Candelaria St., Bel-Air, Makati City, after being duly sworn in accordance with law, do hereby depose and state that:

1. I am the duly appointed and qualified Corporate Secretary of **CEBUANA LHUILLIER INSURANCE BROKERS, INC.**, a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 1133 Chino Roces corner Metropolitan Avenue, Barangay San Antonio, Makati City;
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute 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.

DEC 07 2020

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_\_, at Makati City, Philippines.

  
**MARIA ROSARIO EREÑO**  
Corporate Secretary

**SUBSCRIBED AND SWORN** TO before me, a Notary Public commissioned in and for the City of Makati this \_\_\_\_\_ by **MARIA ROSARIO E. EREÑO**, who has satisfactorily proven to me her identity through her Integrated Bar of the Philippines (IBP) Identification card bearing her Roll of Attorneys no. 39223 and that she is the same person who appeared and signed the foregoing instrument in my presence within my jurisdiction, and who avowed to the truth of its content under penalty of law.

NOTARY PUBLIC

Doc No. 455 ;  
Page No. 92 ;  
Book No. 2 ;  
Series of 2020.



  
**ATTY. RICARDO T. MARTINEZ, JR.**  
Notary Public for Makati city  
Appointment No. M-276  
Valid until 31 December 2021  
6th floor P/L Corporate Centre, 1782 N. Garcia  
Cor. Candelaria St., Makati City  
Roll of Attorneys No. 52393  
PTR No. 8116331/January 2020 / Makati City  
IBP Lifetime No. 014263  
MCFE Compliance No. V14901473 / September 3, 2018