



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, 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 LHULLIER INSURANCE BROKERS, INC.
DOING BUSINESS UNDER THE NAME AND STYLE OF CEBUANA LHULLIER
FINANCIAL**

(Amending Article II Primary & Secondary Purpose thereof)

copy annexed, adopted on April 28, 2023 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 26th day of September, Twenty Twenty Three.

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

JS/bds

**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**

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

PRIMARY PURPOSE

To act as broker soliciting, procuring, negotiating, managing and forwarding **Traditional and Microinsurance** application for Non-life, **Life (Traditional and Variable Unit Linked/ Variable Universal Life/VUL)**, Pre-Need, Mutual Funds, HMO (Health Management Organization), **Unit Investment Trust Funds (UITF)** and all other kinds of insurance contracts, **services that aid the fulfillment of insurance claim/service**, 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 general insurance brokerage business. *(As amended by the Stockholders and Board of Directors at the Annual Joint Meeting of the Stockholders and Board of Directors held on April 28, 2023)*

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.

10. To act as distributor, broker or sale of HR Benefits and Solutions, software or any digital platform within the Philippines and doing such other business as may be delegated by the distribution partnership of domestic or foreign corporation; and

11. To act as real estate broker and engage in selling real properties of any person, partnership, corporation or association.

(As amended by the Stockholders and Board of Directors at the Annual Joint Meeting of the Stockholders and Board of Directors held on April 28, 2023)

THIRD: That the place where the principal office of the corporation is to 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:

Name	Nationality	Residence
JEAN HENRI D. LHUILLIER	Filipino	
CHRISTINE L. LIMJOCO	Filipino	
JACQUELINE L. HESS	Filipino	
ANGELIQUE L. MIRANDA	Filipino	
LEO K. ESCANO	Filipino	

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	
CHRISTINE L. LIMJOCO	Filipino	
JACQUELINE L. HESS	Filipino	
ANGELIQUE L. MIRANDA	Filipino	
LEO K. ESCANO	Filipino	

SEVENTH: That the capital stock of said corporation is **PESOS: ONE HUNDRED MILLION (₱100,000,000.00)**, Philippine Currency and said capital stock is divided into **ONE MILLION (1,000,000) SHARES**, with par value of **PESOS: ONE HUNDRED (₱100.00)** 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. LHULLIER 126-715-389	Filipino	484,999	₱ 48,499,900.00	₱ 48,499,900.00
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
Total		500,000	₱ 50,000,000.00	₱ 50,000,000.00

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 16th day of January, 2019 at Makati City.

(SGD) JEAN HENRI D. LHUILLIER

(SGD) CHRISTINE L. LIMJOCO

(SGD) JACQUELINE L. HESS

(SGD) ANGELIQUE L. MIRANDA

(SGD) LEO K. ESCANO

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 16th day of January 2019, personally appeared:

JEAN HENRI D. LHUILLIER
CHRISTINE L. LIMJOCO
JACQUELINE L. HESS
ANGELIQUE L. MIRANDA
LEO K. ESCANO

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.**

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Page No. 24;
Book No. I;
Series of 2019.



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COMPANY REG. NO.: CS201906000

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

**CEBUANA LHULLIER INSURANCE BROKERS, INC.
DOING BUSINESS UNDER THE NAME AND STYLE OF CEBUANA LHULLIER
FINANCIAL**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Commission has approved the amendment of the Principal Office Address of the above-named Corporation pursuant to the provisions of Section 15 of the Republic Act No. 11232, Revised Corporation Code of the Philippines, which took effect on February 23, 2019.

This amendment was adopted on April 12, 2024 by majority vote of the Board of Directors and by the vote of at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 12th day of November, Two Thousand Twenty-Four.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

This is a computer generated certificate, signature is not required.



SAGONG PILIPINAS



ANNEX "D" - ANNOTATION

ARTICLES OF INCORPORATION

ORGANIZATIONAL DETAIL

TRN-S102024-CRMD00041N

Corporate Name	CEBUANA LHUILLIER INSURANCE BROKERS, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF CEBUANA LHUILLIER FINANCIAL
Date of Approval by the Commission	12 November 2024
Approved by majority of the Directors	12 April 2024
Approved by at least two-thirds (2/3) of the outstanding capital stock	12 April 2024
Subject of Amendment	Change of Principal Office Address

TO 6TH FLOOR PNB FINANCIAL CENTER PRESIDENT DIOSDADO MACAPAGAL BLVD. BARANGAY 76
1300 PASAY CITY
FOURTH DISTRICT NATIONAL CAPITAL REGION (NCR)

FROM 1133 CHINO ROCES COR. METROPOLITAN AVENUES SAN ANTONIO
1203 CITY OF MAKATI
FOURTH DISTRICT NATIONAL CAPITAL REGION (NCR)