

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
EDSA, Greenhills, Mandaluyong
Metro-Manila

Reg. No. 18433

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended articles of
incorporation of the

BF GENERAL INSURANCE COMPANY, INC.
(Formerly: Trust Assurance Corporation)
(Amending Article I and III of the amended articles of incorp-
oration thereof)

copy annexed, adopted on July 28, 19 80

by a majority vote of the Board of Directors and the vote
of the stockholders owning or representing at least
two-thirds of the outstanding capital stock, and cer-
tified under oath by the Secretary and a majority of
the Board of Directors of the corporation was filed
with this Office on the 20th day of November
nineteen hundred and eighty, pursuant to
the provisions of Section 16 of the Corporation Code
of the Philippines, Batas Pambansa Blg. 68, approved
on May 1, 1980, and attached to the other papers per-
taining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand
and caused the seal of this Commission to be affixed
at Mandaluyong, Metro-Manila, Philippines, this 20th
day of November in the year of our Lord
nineteen hundred and eighty.

RECEIVED ORIGINAL

BY NOX M. Evangelista
ADDRESS BF General Ins Co Inc
MTF 11/25/80

SMB
SMB/vap

JULIO A. SULTAN, JR.
Associate Commissioner

CERTIFIED TRUE COPY 1
Page 1 of 9 pages
Verified by: R. DE CASTRO Date Issued: NOV 19 2020

453
11-24

RECEIVED
2/

AMENDED

ARTICLES OF INCORPORATION
OF THE

BF GENERAL INSURANCE COMPANY, INC.
(Formerly: TRUST ASSURANCE CORPORATION)

Address _____
Tel. No. _____

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, citizens and residents of the Philippines, on this date, have 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 said corporation shall be:

"BF GENERAL INSURANCE COMPANY, INC."
(As Amended on July 28, 1980)

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

- (a) To insure houses, tenements, motor vehicles, merchandise, and all other property and effects, real and personal, against loss or damage by fire, storm, earthquake, accident or otherwise, and to carry on the ordinary business of fire insurance in all the aforesaid branches. To rebuild, repair, replace or reinstate houses, buildings, machinery and every other description or property which may be insured by the company to carry on any kind of business necessary or expedient for any such purpose.
- (b) To insure against every description of marine risk, which may legally be undertaken, relating to the perils incidental to the seas, ships, vessels, and water craft of all description, and also freights, goods, merchandise, cargo, and all property whatsoever in or on board of the same whether the same may be effected or made according to law. To insure all other matters and things which lawfully may 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 other branches and departments of the insurance business.
- (c) To grant either in the Philippines or abroad, policies or other instruments of insurance against or insuring compensation or payment 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 or misadventure, or violence, during

DIVISION

ms. Balle
9/25

438648
92480
438648
92480

CERTIFIED TRUE COPY 1
Page 2 of 9 pages
Verified by: R. DE CASTRO Date Issued: NOV 19 2020

any journey or voyage by land or water, or air, or 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 dwelling or staying in the house of such person insured.

- (d) To reinsure any or all rights of the company and to undertake all kind of reinsurance and counterinsurance connected with the business of any other company. To conclude reciprocal reinsurance and treaties on all kinds of insurance.
- (e) 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 with any public authority.
- (f) To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties, of all kinds other than insurance policies.
- (g) To guarantee title to property.
- (h) To guarantee the performance of insurance contracts where surety bonds are accepted for such purpose.
- (i) 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 administrative, executive, legislative or judicial.
- (j) To guarantee and to indemnify merchants, traders and those engaged in business of giving credits, from loss or damage by reason of giving and extending such credit to their customers or persons dealing with them.
- (k) To guarantee and indemnify professional practitioners from loss, damage, or liability unto third persons in relation to the exercise of their profession.
- (l) To indemnify against loss by burglary, theft, forgery, embezzlement, or by any one or more of such happenings.
- (m) To insure glass against breakage.
- (n) To guarantee and to indemnify the owners and users of steam boilers and pipes, or fly wheels, engine of all kinds of machinery, against explosion or other accident and against loss or damage to life or property resulting therefrom, and against loss of use or occupancy



caused thereby, and against liability unto third persons by any of said causes; and to make inspection of, and to issue certifications of inspection upon such boilers, pipes, fly wheels, engines and machinery.

- (o) 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 into such companies.
- (p) To lend money on such terms as may seem expedient subject to the requirements of law.
- (q) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this company is authorized to carry on or possess or property suitable for the purposes of this company.
- (r) To acquire, by purchase and to invest in, hold, sell, or otherwise dispose of the stocks or bonds, or any interest in either or any obligations or evidences of indebtedness of any corporation or corporations, domestic or foreign, or the bonds or other obligations 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 evidence of indebtedness, to exercise all the rights, powers, and privileges of ownership including the right to vote thereon or consent in respect thereof for any and all purposes.
- (s) To purchase or otherwise acquire, sell, lease, convey, mortgage, encumber, and otherwise deal with any property or interest therein, or easement, right or privilege over or in respect 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.
- (t) To procure the company to be registered or recognized or to be permitted to or allowed to carry on its business or any branch or branches thereof in any foreign country or place; and in carrying on its business to do and all acts and things and exercise any and all powers which a natural person could do or exercise or which now is or may thereafter be authorized by law.
- (u) To do all or any of the above things in any place in which the company may determine as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.



To do all such other things as are incidental or conducive to the attainment of the above subjects.

(w) To do and perform any and all 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.

(x) And, in general, to engage in the business of insurance and guaranty in any branch, except in life insurance business, for a consideration to indemnify any person, firm, corporation, or government entity, and to act as agent of other insurance or surety companies, in any for its branches, including life insurance.

THIRD - That the place where the principal office of the corporation is to be established or located is at the City of Manila.

(As amended on ~~September 13, 1979~~
July 28, 1980)

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

<u>Name</u>	<u>Residence</u>	<u>Citizenship</u>
DOMINGO R. SIOSON	15 M. Pagsilang, North Balut, Tondo, Manila	Filipino
ALFONSO C. ROLDAN	Hagonoy, Taguig, Rizal	Filipino
CASTO R. MADAMBA	1138-D Nebraska Street, Ermita, Manila	Filipino
JUAN S. RAIMUNDO	1538 A. Vitan Street, Nagtahan, Manila	Filipino
ANTOLIN A. CARILLO	San Pedro, Laguna	Filipino
FLORENCIO A. SOYANGCO	448 M. Naval Street San Roque, Navotas, Rizal	Filipino
JOHN LEE	747 Padilla Street, San Miguel, Manila	Filipino
MAXIMO S. KATIGBAK	33 Santol Street, San Antonio Vil., Makati	Filipino
REYNALDO P. ESPINO	22 Kubili Street, Project IV, Quezon City	Filipino

SIXTH - That the number of directors of said corporation shall be nine (9) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

CERTIFIED TRUE COPY 1
Page 5 Of 9 pages
Verified by: R. DE CASTRO Date Issued: **NOV 19 2020**

<u>Name</u>	<u>Residence</u>
DOMINGO R. SIOSON	15 M. Pagsilong, North Balut Tondo, Manila
ALFONSO C. ROLDAN	Hagonoy, Taguig, Rizal
CASTO R. MADAMBA	1138-D Nebraska Street Ermita, Manila
JOHN LEE	747 Padilla Street San Miguel, Manila
MAXIMO S. KATIGBAK	33 Santol St., San Antonio Village, Makati, Metro Manila
FLORENCIO A. SOYANGCO	448 M. Naval Street, San Roque Navotas, Manila
JUAN S. RAIMUNDO	1538 A. Vitan Street Nagtahan, Manila
ANTOLIN A. CARILLO	San Pedro, Laguna
SOTERO PAGSISIHAN	Bagumbayan, Taguig, Rizal

SEVENTH - That the amount of the capital stock of said corporation is FIVE MILLION PESOS (P5,000,000.00) Philippine Currency, and said capital stock is divided into Five Hundred Thousand (500,000) shares with the part value of TEN PESOS (P10.00) per share. (As amended on August 20, 1973)

EIGHTH - That the amount of said capital stock which has been actually subscribed is FIVE HUNDRED THOUSAND PESOS (P500,000.00), and the following persons have subscribed for the number of shares and amount of the capital stock set out after their respective names, and have furthermore agreed to pay an amount equivalent to TWENTY PERCENTUM (20%) of the amount of their subscriptions to the capital stock to form a "Contributed Surplus Fund," as follows:

<u>Name</u>	<u>No. of Shares</u>	<u>Amt. of Capital Stock Sub'd.</u>	<u>Amount of Cont. Surplus</u>
Domingo R. Sioson	5,000	P50,000	P 10,000
Alfonso C. Roldan	5,000	50,000	10,000
Casto R. Madamba	5,000	50,000	10,000
Juan S. Raimundo	5,000	50,000	10,000
Antolin A. Carillo	5,000	50,000	10,000
Florencio Soyangco	5,000	50,000	10,000
John Lee	10,000	100,000	20,000
Maximo S. Katigbak	6,000	60,000	12,000
Sotero Pagsisihan	3,000	30,000	6,000
Reynaldo P. Espino	1,000	10,000	2,000
T O T A L	50,000	P500,000	P100,000

The contributed surplus paid by the subscribers shall, with the approval of the Insurance Commissioner, be repaid in cash to



the contributing stockholders in the same amount and without interest, as soon as the earned surplus reserve of the corporation as may be provided in the By-Laws shall, in the judgment of the Board of Directors justify it.

NINTH - That the following persons have paid for the shares of capital stock for which they have subscribed and as their share in the "Contributed Surplus Fund," the amounts set out opposite their respective names:

<u>Name</u>	<u>Amount Paid on Subscription</u>	<u>Amount of Cont. Surplus</u>
Domingo R. Sioson	₱25,000	₱10,000
Alfonso C. Roldan	25,000	10,000
Casto R. Madamba	25,000	10,000
Juan S. Raimundo	25,000	10,000
Antolin A. Carillo	25,000	10,000
Florencio A. Soyangco	25,000	10,000
John Lee	50,000	20,000
Maximo S. Katigbak	30,000	12,000
Sotero Pagsisihan	15,000	6,000
Reynaldo P. Espino	5,000	2,000
Total	<u>₱250,000</u>	<u>₱100,000</u>

TENTH - That Mr. Alfonso C. Roldan has been elected by the subscribers as the Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, he has been authorized to receive for the Corporation and to receipt in its name for all subscriptions paid in by the said subscribers.

IN WITNESS WHEREOF, we have signed this instrument at Manila, Philippines, this 15th day of February, 1961.

s/ Alfonso C. Roldan
t/ ALFONSO C. ROLDAN

s/Domingo R. Sioson
t/DOMINGO R. SIOSON

s/ Juan S. Raimundo
t/ JUAN S. RAIMUNDO

s/ Casto R. Madamba
t/ CASTO R. MADAMBA

s/ Florencio A. Soyangco
t/ FLORENCIO A. SOYANGCO

s/ Antolin A. Carillo
t/ ANTOLIN A. CARILLO



s/ Maximo S. Katigbak
t/ MAXIMO S. KATIGBAK

s/ John Lee
t/ JOHN LEE

s/ Reynaldo P. Espino
t/ REYNALDO P. ESPINO

SIGNED IN THE PRESENCE OF:

s/ Carmelita E. Cabrera
t/ CARMELITA E. CABRERA

s/ Rosario Q. Rodil
t/ ROSARIO Q. RODIL

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

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) s.s.

BEFORE ME, the undersigned Notary Public in and for the City of Manila, on this day personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date & Place of Issue</u>
Domingo R. Sioson	A-135339 B-99659	Jan. 5, 1960, Manila Feb. 29, 1960, Manila
Alfonso C. Roldan	A-5045113 B-755007	Jan. 4, 1961, Taguig, Rizal Feb. 29, 1960, Taguig, Rizal
Casto R. Madamba	A-151928 B-682918	Jan. 9, 1961, Manila Mar. 1, 1960, San Pedro, Laguna
Juan S. Raimundo	A-156570 B-682916	Jan. 3, 1961, Manila Mar. 1, 1960, San Pedro, Laguna
Antolin A. Carillo	A-469239 B-682917	Jan. 17, 1960, San Pedro, Laguna Mar. 1, 1960, San Pedro, Laguna
Florencio A. Soyangco	A-5112314 B-767036	Feb. 6, 1961, Navotas, Rizal Feb. 6, 1961, Navotas, Rizal
John Lee	A-151927 B-754853	Jan. 9, 1961, Manila Feb. 15, 1960, Taguig, Rizal
Maximo S. Katigbak	A-312570 B-120575	Feb. 17, 1960, Manila Mar. 30, 1960, Manila
Reynaldo P. Espino	A-212570 B-120575	Feb. 17, 1960, Manila March 30, 1960, Manila

all of whom are known to me and to me known to be the same persons whose names are subscribed to me and who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same as an act of their free will and deed.

AND IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal at Manila, Philippines, this 15th day of February, 1961.

Doc. No. 18
Page No. 4
Book No. I
Series of 1961

s/ Leonardo D. Bautista, Jr.
t/ LEONARDO D. BAUTISTA, JR.,
Notary Public

Until December 31, 1962

CERTIFIED TRUE COPY 1

Page 8 Of 9 pages

Verified by: R. DE CASTRO Date Issued: **NOV 19 2020**

DIRECTORS' CERTIFICATE

The undersigned, constituting at least a majority of the members of the Board of Directors and the President and Secretary thereof, hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of TRUST ASSURANCE CORPORATION, as further amended.

The amendment, which ^{transfers the place of principal office from Makati, MM, to Manila, and,} changes the name of the corporation from "Trust Assurance Corporation" to "BF GENERAL INSURANCE COMPANY, INC.," was approved by the Board of Directors during their regular meeting held last 28 July 1980 with the written assent of the stockholders holding not less than two-thirds (2/3) of the subscribed capital stock of the Corporation.

[Signature]
MANUEL L. MORALES
 Rec. Cert. A-41-79936
 Feb. 22, 1980
 Manila

[Signature]
NANCY L. TY
 Rec. Cert. A-5-899724-P
 Feb. 29, 1980
 Manila

[Signature]
ABEL L. NOSCE
 Rec. Cert. A-1-30880-P
 Feb. 27, 1980
 Manila

[Signature]
ENRIQUE M. ZALAMEA, JR.
 Rec. Cert. A-41-94300
 Feb. 20, 1980
 Manila

[Signature]
NORBERTO K. KATIGBAK
 Rec. Cert. A-7-1148 P
 April 8, 1980
 Manila

[Signature]
ANTHONY C. AGUIRRE
 (In his capacity as Director & in behalf of Top Management Corporation)
 Rec. Cert. A-7-595652
 March 25, 1980
 Manila

[Signature]
TERESITA TAN-SUAREZ
 (In her capacity as Director & in behalf of BF Homes, Inc.)
 Rec. Cert. A-9-949-P
 Jan. 16, 1980
 Manila

ATTESTED:

[Signature]
ENRIQUE M. ZALAMEA, JR.
 President
 Rec. Cert. A-44-94300
 Feb. 20, 1980
 Manila

[Signature]
ESTERO L. BALOTRO
 Corporate Secretary
 Rec. Cert. A-44-94267
 Feb. 29, 1980
 Manila

SUBSCRIBED before ME, This _____ day of _____, 19____ at **MANDALUYONG, RIZAL**, APPLICANT **Estero Balotro** exhibiting to me his RES. CERT. No. **44-94267** Issued at **Manila** on **2-29-80** and other applicants **Manuel L. Morales, Nancy L. Ty, Abel L. Nosce, Enrique M. Zalamea, Jr., Norberto K. Katigbak, Anthony C. Aguirre, Teresita Tan-Suarez** before their signatures.

CERTIFIED TRUE COPY
 MANUEL C. MOYCO
 NOTARY PUBLIC

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 data 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.

RE GENERAL INSURANCE COMPANY, INC.

Verified by: REGGIEVAL DE CASTRO Fees Php 200 paid under
O.R.No.: 1739475 Dated NOV. 19 2020

BASIS: ELECTRONIC RECORDS FROM MICROFILM

(Formerly: TRUST ASSURANCE CORPORATION)
(; TRUST INSURANCE CORPORATION)




ROMEO B. CAMANO
SEC Administrative Officer IV
Electronic Records Management Division
Information and Communication Technology Department