



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. CS201120475

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

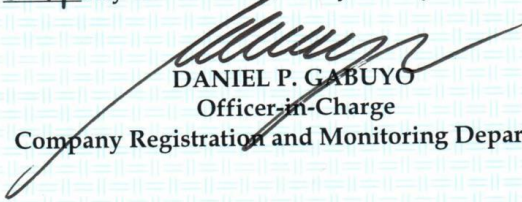
**BETHEL GENERAL INSURANCE AND SURETY
CORPORATION**

(Amending Article VII thereof)

copy annexed, adopted on December 5, 2022 by a 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 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 company, pre-need plan issuer, general agent in pre-need plans 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 hereunto 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 29th day of December, Twenty Twenty Two.


DANIEL P. GABUYO

Officer-in-Charge
Company Registration and Monitoring Department

AMENDED

ARTICLES OF INCORPORATION

of

BETHEL GENERAL INSURANCE AND SURETY CORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigned incorporators, all of legal age, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

Article I: That the name of this corporation shall be

BETHEL GENERAL INSURANCE AND SURETY CORPORATION

(As amended on January 18, 2018)

Article II: That the purposes for this corporation is formed are:

PRIMARY PURPOSE

To engage in the business of insurance

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey to the extent allowed by law, property of every kind and description as may be necessary or incidental to the conduct of its corporate business,
2. To raise capital or borrow money to meet the financial requirements of its business by the issuance of securities, bonds, promissory notes and other evidence of indebtedness;
3. To invest in other companies and enter into joint venture agreements with any company, partnership, persons or government entities, domestic or foreign, for the advancement of its interest and in carry out its primary purpose;

4. To establish and operate branch offices or agencies to carry out any or all of its operations and business without any restriction as to place or amount;
5. To do and perform all acts and things necessary or incidental to the accomplishment of the foregoing purposes or the exercise of any or all the powers of a corporation for the benefit of this corporation and its stockholders.

Article III: That the corporation shall have its principal office at:

No./Street **UNIT 200, 2ND FLOOR, VALERO PLAZA, 124 VALERO ST.**
City/Town **SALCEDO VILLAGE, MAKATI CITY 1227**
Province

(As amended on January 18, 2018)

Article IV: That the term for which said corporation is to exist is FIFTY (50) years and after the date of issuance of the certificate of incorporation.

Article V: That the names, nationalities, and residences of the incorporators, majority of whom are residents of the Philippines, are as follows:

| Name | Nationality | Residence (complete address) |
|-------------------------|-------------|---|
| TEODORO O. ARCENAS | FILIPINO | 4 Jordan St. Parañaque City 821 Tangier St. BF International Las Piñas City |
| MAXY S. ABAD | FILIPINO | 4 San Gabriel St. Barrio Kapitolyo Pasig City |
| BENJAMIN B. BERNARDINO | FILIPINO | 4 Kalipayan Homes, Alabang Hills Muntinlupa City |
| RENE CARLOS P. BARRETTO | FILIPINO | 27 Laoag St., Alabang, Muntinlupa City |
| RAMON F. MONTAÑO | FILIPINO | 3 Creekside Drive Townhomes, Alabang, Muntinlupa City |
| VIRGINIA V. SERRANO | FILIPINO | 79 Luna St., BF Homes, Parañaque City |
| MARY LOU A. VASQUEZ | FILIPINO | 311 Royce St., Camella Homes, Sucat Parañaque City |
| DOMINGA G. GARCIA | FILIPINO | Road-9E, San Dionisio, Sucat Parañaque City |
| ROSEMARIE H. LARAÑO | FILIPINO | 27 8th St. New Manila Quezon City |
| HENRI S. KAHN | FILIPINO | 1835 Oroquieta St., Sta. Cruz Manila |
| ROSAURO C. BERNARDO | FILIPINO | |

Article VI: That the number of directors of the shall be NINE (9); and the names, nationalities and residences of the first directors of the corporation, majority of whom are residents of the Philippines, are as follows:

(As amended on June 8, 2020)

| Name | Nationality | Residence (complete address) |
|-------------------------|-------------|--|
| TEODORO O. ARCENAS | FILIPINO | 4 Jordan St. Parañaque City 821 Tangier St. BF International |
| MAXY S. ABAD | FILIPINO | Las Piñas City 4 San Gabriel St. Barrio |
| BENJAMIN B. BERNARDINO | FILIPINO | Kapitolyo Pasig City 4 Kalipayan Homes, Alabang Hills |
| RENE CARLOS P. BARRETTO | FILIPINO | Muntinlupa City |
| RAMON F. MONTAÑO | FILIPINO | 27 Laoag St., Alabang, Muntinlupa City 3 Creekside Drive Townhomes, Alabang, Muntinlupa City |
| VIRGINIA V. SERRANO | FILIPINO | 79 Luna St., BF Homes, Parañaque City |
| MARY LOU A. VASQUEZ | FILIPINO | 311 Royce St., Camella Homes, Sucat Parañaque City |
| DOMINGA G. GARCIA | FILIPINO | Road-9E, San Dionisio, Sucat Parañaque City |
| ROSEMARIE H. LARAÑO | FILIPINO | 27 8th St. New Manila Quezon City |
| HENRI S. KAHN | FILIPINO | 1835 Oroquieta St., Sta. Cruz |
| ROSAURO C. BERNARDO | FILIPINO | Manila |

Article VII: That the authorized capital stock of the corporation is ONE BILLION PESOS (P 1,000,000,000.00), pesos in lawful money of the Philippines, divided into ONE HUNDRED MILLION (100,000,000) shares with the par value of TEN (P10.00) pesos per share.

(As amended on December 5, 2022)

Article VIII: That the following persons have subscribed to the authorized capital stock; and at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

| Name | Nationality | No. of Shares Subscribed | Amount Subscribed | Amount Paid |
|----------------------------------|-------------|-----------------------------|----------------------|----------------|
| BF Homes Inc. TIN#000-745-059 | FILIPINO | 29,964,000 | 299,640,000 | 174,649,800 |

| | | | | |
|--|----------|------------|--------------|--------------|
| BF CITILAND CORP. TIN#520-000-516 TOP MANAGEMENT PROGRAMS CORP TIN#340-000-899 | FILIPINO | 35,970 | 359,700 | 350,000 |
| TEODORO O. ARCENAS | FILIPINO | 1 | 10 | 10 |
| MAXY S. ABAD | FILIPINO | 1 | 10 | 10 |
| BENJAMIN B. BERNARDINO | FILIPINO | 1 | 10 | 10 |
| RENE CARLOS BARRETTO | FILIPINO | 1 | 10 | 10 |
| RAMON F. MONTANO | FILIPINO | 1 | 10 | 10 |
| VIRGINIA V. SERRANO | FILIPINO | 1 | 10 | 10 |
| MARY LOU A. VASQUEZ | FILIPINO | 1 | 10 | 10 |
| ROSAURO C. BERNARDO | FILIPINO | 1 | 10 | 10 |
| DOMINGA G. GARCIA | FILIPINO | 1 | 10 | 10 |
| ROSEMARIE H. LARAÑO | FILIPINO | 1 | 10 | 10 |
| HENRI S. KAHN | FILIPINO | 1 | 10 | 10 |
| Total | | 30,000,000 | P300,000,000 | P175,000,000 |

Article IX: That no transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing law shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in the stock certificates issued by the corporation.

Article X: That ROSALINA E. TACOLOD has been elected by the subscribers as 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 and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

Article XI: That the incorporators and directors undertake to change the name of the corporation 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 name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, we have set our hands this 16h day of Nov., 2011 at PARANAQUE CITY, Philippines.

(SGD) TEODORO O. ARCENAS
TIN- 113-380-083

(SGD) VIRGINIA V. SERRANO
TIN- 121-442-556

(SGD) ROSAURO C. BERNARDO
TIN- 901-445-812-000

(SGD) MAXY S. ABAD
TIN- 104-783-458

(SGD) MARY LOU A. VASQUEZ
TIN- 110-232-785

(SGD) BENJAMIN B. BERNARDINO
TIN- 261-098-280

(SGD) DOMINGA G. GARCIA
TIN- 101-262-675

(SGD) RENE CARLOS BARRETTO
TIN- 132-457-712

(SGD) ROSEMARIE H. LARAÑO
TIN-101-262-675

(SGD) RAMON F. MONTANO
TIN- 136-503-054

(SGD) HENRI S. KAHN
TIN- 128-835-232

Signed in the Presence of:

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
PARANAQUE CITY) SS

BEFORE ME, a Notary Public in and for _____, Philippines,
this Nov 16 2011 personally appeared:

| Name | TIN/ID/Passport No. | Date & Place Issued |
|-------------------------|---------------------|------------------------------|
| TEODORO O. ARCENAS | 11535687 | Jan. 20,2011/Parañaque City |
| MAXY S. ABAD | 09414405 | Jan. 05,2011/Las Piñas City |
| BENJAMIN B. BERNARDINO | 12126942 | Jan. 04,2011/Pasig City |
| RENE CARLOS P. BARRETTO | 14546137 | Jan. 06,2011/Muntinlupa City |
| RAMON F. MONTAÑO | 05939462 | Jan. 11,2011/Makati City |

| | | |
|---------------------|----------|------------------------------|
| VIRGINIA V. SERRANO | 17959387 | Jan. 11,2011/Muntinlupa City |
| MARY LOU A. VASQUEZ | 15251615 | Jan. 31,2011/Las Piñas City |
| DOMINGA G. GARCIA | 11423861 | Jan. 07,2011/Parañaque city |
| ROSEMARIE H. LARAÑO | 14546138 | Jan. 06,2011/Manila |
| HENRI S. KAHN | 15946169 | Feb. 11,2011/Quezon City |
| ROSAURO C. BERNARDO | 14578381 | Jan. 17,2011/Manila |

All known to me and 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. DERVIN V. CASTRO
Notary Public
Until December 31, 2011

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