

### REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

Ground Floor. Secretariat Building, PICC City Of Pasay, 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

(Formerly: BF GENERAL INSURANCE COMPANY, INC.)
(Amending Articles I & III thereof.)

copy annexed, adopted on January 18, 2018 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 Pasay City, Metro Manila, Philippines, this \_\_\_\_\_\_\_ day of February, Twenty Eighteen.

FERDINAND B. SALES

Director

Company Registration and Monitoring Department

#### **COVER SHEET**

## for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

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#### REPUBLIC OF THE PHILIPPINES

## SECURITIES AND EXCHANGE COMMISSION COMPANY REGISTRATION SYSTEM

PICC Secretariat Bldg., PICC Complex Pasay City, Metro Manila

Date:

January 16, 2018

Transaction Number:

201801160956385073

Name:

BETHEL GENERAL INSURANCE AND SURETY CORPORATION

Be informed that the corporate name is reserved for 30 calendar days. Present this document together with other documentary requirements.

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of on this document nullifies verification.



## Republic of the Philippines Department of Finance INSURANCE COMMISSION 1071 United Nations Avenue Manila



#### 1st ENDORSEMENT 2 FEBRUARY 2018

Respectfully endorsed to the Securities and Exchange Commission, (SEC), Secretariat Building, PICC Complex, Roxas Boulevard, Manila, the attached amended Articles of Incorporation of **BF GENERAL INSURANCE COMPANY, INC.** with the advise that the Insurance Commission has no objection to its registration and has taken note of the following amendments:

#### AMENDED ARTICLES OF INCORPORATION:

1. Article 1: That the name of this corporation shall be:

#### BETHEL GENERAL INSURANCE AND SURETY CORPORATION

(As amended on January 18, 2018)

2. Article III: That the corporation shall have its principal office at <u>UNIT 200, 2<sup>ND</sup> FLOOR, VALERO PLAZA, 124 VALERO STREET, SALCEDO VILLAGE MAKATI CITY 1227</u> (As amended on January 18, 2018)

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission.

By Authority of the Insurance Commissioner:

PERDINAND GEORGE A. FLORENDO
Deputy Insurance Commissioner

#### **AMENDED**

#### ARTICLES OF INCORPORATION

of

## BETHEL GENERAL INSURANCE AND SURETY CORPORATION (FORMERLY:BF GENERAL INSURANCE COMPANY, INC.)

#### 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 1: 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

- 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,
- 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;
- 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;
- 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 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
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,
VIRGINIA V. SERRANO	FILIPINO	Alabang, Muntinlupa City
MARY LOU A. VASQUEZ	FILIPINO	79 Luna St., BF Homes, Parañaque City 311 Royce St., Camella Homes,
DOMINGA G. GARCIA	FILIPINO	Sucat Parañaque City Road-9E, San Dionisio, Sucat
ROSEMARIE H. LARAÑO	FILIPINO	Parañaque City
HENRI S. KAHN	FILIPINO	27 8th St. New Manila Quezon City 1835 Oroquieta St., Sta. Cruz
ROSAURO C. BERNARDO	FILIPINO	Manila

Article VI: That the number of directors of the shall be seven (7); and the names, nationalities and residences of the first directors of the corporation, 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
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,
VIRGINIA V. SERRANO	FILIPINO	Alabang, Muntinlupa City
MARY LOU A. VASQUEZ	FILIPINO	79 Luna St., BF Homes, Parañaque City 311 Royce St., Camella Homes,
DOMINGA G. GARCIA	FILIPINO	Sucat Parañaque City Road-9E, San Dionisio, Sucat
ROSEMARIE H. LARAÑO	FILIPINO	Parañaque City
HENRI S. KAHN	FILIPINO	27 8th St. New Manila Quezon City 1835 Oroquieta St., Sta. Cruz
ROSAURO C. BERNARDO	FILIPINO	Manila

(As amended on February 3, 2017)

Article VII: That the authorized capital stock of the corporation is THREE HUNDRED MILLION PESOS (P300,000,000.00), pesos in lawful money of the Philippines, divided into THIRTY MILLION (30,000,000) shares with the par value of TEN (P10.00) pesos per share.

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	FILIPINO	35,970	359,700	350,000

TOP MANAGEMENT				
PROGRAMS CORP TIN#340-				
000-899	FILIPINO	19	190	90
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) 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

#### **ACKNOWLEDGEMENT**

REPUBLIC OF THE PHILIPPINES)
PARANAQUE CITY ) SS

BEFORE ME, a Notary Public in and fo	or, Philippines.
this Nov 16 2011 personally appeared:	

Name	TIN/ID/Passport No.	Date & Place Issued
TEODODO O ABORNAS	4 4 75 0 75 0 75	
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

Doc. No. 24 Page No. 17 Book No. IX Series of 2011

#### TREASURER'S AFFIDAVIT

REPUBLIC OF THE PHILIPPINES )
PARAÑAQUE CITY ) SS

I, ROSALINE E. TACULOD, being duly sworn to, depose and say:

That I have been elected by the subscribers of the herein corporation as Treasurer thereof, to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, I hereby certify that at least 25% of the authorized capital stock of the corporation has been subscribed and at least 25% of the subscription has been paid, and received by me in cash for the benefit and credit of the corporation.

This is also to authorize the Securities and Exchange Commission and Bangko Sentral ng Pilipinas to examine and verify the deposit in the BANCO DE ORO, TAYUMAN branch, in my name as Treasurer in trust for BF GENERAL INSURANCE COMPANY, INC. in the amount of One Hundred Seventy Five Million (P175,000,000.00) Pesos representing the paid-up capital of the said corporation which is in the process of incorporation. This authority is valid and inspection of said deposit may be made even after the issuance of the Certificate of Incorporation to the corporation. Should the deposit be transferred to another bank prior to or after the incorporation, this will serve as authority to verify and examine the same. The representative of the Securities and Exchange Commission is also authorized to examine the pertinent books and records of accounts of the corporation as well as all supporting papers to determine the utilization and disbursement of the said paid-up capital.

In case the said paid-up capital is not deposited or withdrawn prior to the approval of the articles of incorporation, I, in behalf of the above named corporation, waive our right to a notice and hearing in the revocation of our Certificate of Incorporation.

(SGD.) ROSALINE E. TAGULOD

SUBSCRIBED AND SWORN TO before me this Nov. 16, 2011 at \_\_\_\_\_ affiant exhibited to his CTC # 1102983 issued on November 16, 2011 at \_\_\_\_\_.

(SGD.) ATTY. DERVIN V. CASTRO Notary Public Until December 31, 2011

Doc. No. 25 Page No. 17 Book No. IX Series of 2011



# OFFICIAL REC IPT Republic of the Proppines DEPARTMENT OF FINANCE SECURITIES & EXCHANGE COMMISSION SEC Building, EDSA, Greenhills City of Mandaluyong, 1554



accountable Form No. 51 Revised 2006			ORIGINAL
February 13, 2018	No.	162	23937
PAYOR BE GENERAL INSURANCE MAKATI CITY	COMPANY	/ INC.	
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Date of Treasury Warrant, Check, Money Order		O.R. No.	1623937

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.



#### **DIRECTORS' CERTIFICATE**

#### KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Directors and the Corporate Secretary of BF GENERAL INSURANCE COMPANY, INC., do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stocks at a meeting held on January 18, 2018 at 4<sup>th</sup> Floor, Vicente Madrigal Building, Ayala Avenue, Makati City.

The amended provisions of the attached Amended Articles of Incorporation refer ARTICLES I and III of the Articles of Incorporation as follows:

Article I:

That the name of this corporation shall be

BETHEL GENERAL INSURANCE AND SURETY CORPORATION

Article III: That the corporation shall have its principal office at Unit 200, 2<sup>nd</sup> Floor, Valero Plaza, 124 Valero St., Salcedo Village, Makati City 1227.

IN WITNESS HEREOF, we have hereunto signed this certificate this January 19, 2018 at Makati City, Metro Manila.

SIEGFRED B. MISON

Chairman/ Director/ Stockholder

TIN: 137-378-694

AMIEL M. MERCADO

Vice-Chairman/Director/Stockholder

TIN: 189-037-288

LANIE D. SANTOS

Director / Stockholder

TIN: 225-523-921

DOMINGA G. GARCIA

Director/Stockholder

TIN: 101-261-887

RICHIE Q. CARANTO

Director Stockholder

TIN: 206-126-745

EDMUNDO 7. ARUGAY

Director/Stockholder

VIDA TOCHIONG Director/Stockholder TIN: 101-107-761

SUBSCRIBED AND SWORN to before me this 19<sup>th</sup> day of January 2018 in Makati City, Metro Manila, by the above-named persons who exhibited to me their respective competent evidence of identity:

NAME	COMPETENT EVIDENCE OF IDENTITY	DATE/PLACE ISSUED
SIEGFRED B. MISON	TIN 137-378-694	BIR
AMIEL M. MERCADO	TIN 189-037-288	BIR
LANIE D. SANTOS	TIN 225-523-921	BIR
DOMINGA G. GARCIA	TIN 101-261-887	BIR
RICHIE Q. CARANTO	TIN 206-126-745	BIR
EDMUNDO T. ARUGAY	TIN 125-367-482	BIR
VIDA T. CHIONG	TIN 101-107-761	BIR

WITNESS MY HAND AND NOTARIAL SEAL on the date, and at the place first abovementioned.

Doc. No. 36
Page No. 8
Book No. 4
Series of 2018.

ATTY. DAVE JOHN T. HERNANDEZ

NOTARY PUBLIC FOR MAKATI CITY
COMMISSION NO. M – 166
UNTIL DECEMBER 31, 2018
6TH /F-ZETA II ANNEX BUILDING
191 SALCEDO STREET, LEGASPI VILLAGE
MAKATI CITY, METRO MANILA
ROLL OF ATTORNEYS NO. 59749
IBP OR NO. 019944 / 01-03-2018 / MANILA III
PTR NO. 7002730 / 01-03-2018 / MANILA
MCLE COMPLIANCE NO. V-0014633 / 02-29-2016

Republic of the Philippines)
City of Makati ) SS

#### SECRETARY'S CERTIFICATE

- I, ATTY. RICHIE Q. CARANTO, of legal age, married, Filipino and a resident of 7 Čalavite Št., Šan Isidro Labrador, Šta. Mesa Heights, Quezon City, after being sworn to in accordance with law, hereby depose and state:
- 1. I am the duly elected Corporate Secretary of **BF GENERAL INSURANCE COMPANY, INC.**, a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 4<sup>th</sup> Floor, Vicente Madrigal Building, Ayala Avenue, Makati City with SEC Registration No. CS2011-20475 registered on November 22, 2011.
- 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 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.

IN WITNESS HEREOF, I have hereunto signed this certificate this 19<sup>th</sup> day of January, 2018 at Makati City, Metro Manila.

ATTY. RICHIE Q. CARANTO TIN: 206-126-745-000

SUBSCRIBED AND SWORN to before me this 19<sup>th</sup> day of January 2018 in Makati City, Metro Manila, affiant exhibited to me his Driver's License No. N04-12-021080 issued by the Land Transportation Office, bearing his picture and signature to prove his identity.

Doc. No. 42
Page No. 9
Book No. 5
Series of 2018.

ATTY. DAVE JOHN T. HERNANDEZ

NOTARY PUBLIC FOR MAKATI CITY
COMMISSION NO. M – 166
UNTIL DECEMBER 31, 2018
6TH /F-ZETA II ANNEX BUILDING
191 SALCEDO STREET, LEGASPI VILLAGE
MAKATI CITY, METRO MANILA
ROLL OF ATTORNEYS NO. 59749
IBP OR NO. 019944 / 01-03-2018 / MANILA
PTR NO. 7002730 / 01-03-2018 / MANILA
MCLE COMPLIANCE NO. V-0014633 / 02-29-2016

#### AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

I, DOMINGA G. GARCIA, of legal age, Filipino, and a resident of 311 Royce St., Camella Homes, Sucat, Paranaque City, after having been duly sworn to in accordance with law, hereby depose and state:

That I am one of the Directors of BF General Insurance Company, Inc. (now known as **BETHEL GENERAL INSURANCE AND SURETY CORPORATION**) which is in the process of registering its corporate name as with the Securities and Exchange Commission.

That I, in behalf of said corporation, hereby undertake to change its corporate name as herein provided, or as amended 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 name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good custom or public policy.

This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS HEREOF, I hereby signed this affidavit this 19<sup>th</sup> day of January 2018 in Makati City, Philippines.

DOMINGA G. GARCIA Affiant

SUBSCRIBED AND SWORN TO before me this 19<sup>th</sup> day of January 2018 in Makati City, Philippines. Affiant exhibited to me her SSS ID No. 03-270-813-17 bearing her photograph and signature to prove her identity.

Doc. No. 35; Page No. 7; Book No. 5; Series of 2018 ATTY. DAVI JOHN T. HERNANDEZ

NOTARY PUBLIC FOR MAKATI CITY

COMMISSION NO. M - 165

UNTIL DECEMBER 31, 2018

6TH /F-ZETA II ANNEX BUILDING

191 SALCEDO STREET, LEGA SEI VILLAGE

MAKATI CITY, METRO MANILA

ROLL OF AFTORNEYS NO. 59749

IBP OR NO. 019944 / 01-03-2018 / MANILA

PTR NO. 7002730 / 01-03-2018 / MANILA

MCLE COMPLIANCE NO. V-0014633 / 02-29-2016