



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

COMPANY REG. NO. 4786

**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


EMPIRE INSURANCE COMPANY
(Amending Article III thereof.)

copy annexed, adopted on October 27, 2016 by majority vote of the Board of Directors and on December 06, 2016 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 3rd day of January, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

(A M E N D E D)
ARTICLES OF INCORPORATION
OF THE
EMPIRE INSURANCE COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are Filipino citizens and residents of the Philippines, have this day 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 the EMPIRE INSURANCE COMPANY.

SECOND - That the purposes for which such corporation is formed are:

a. To engage in the business and operation of all kinds of insurance, reinsurances, insurance on buildings, automobiles, cars and other motor vehicles, goods and merchandise, goods in transit, goods in storage, fire insurance, earthquake insurance, insurance against accidents, all other forms of undertaking to indemnify any person against loss, damage or liability arising from unknown or contingent events, except life insurance.

b. To issue marine insurance covering steamers, motorships or sail boats, their hulls and/or engines, deviation insurance and all other coverage in use on common carriers, goods and merchandise and other things of value loaded in steamers, sail boats, airplanes, trains, trailers, and all other forms of conveyance by land, by water or by air.

c. To grant loans out of its funds or deposits secured by mortgages on improved real properties which are not otherwise encumbered and which are located in the Philippines.

d. To act as agents and/or accept agency on commission basis for bond, fire and marine insurance companies, or for insurance against any risk of any kind or accidents.

e. To engage in the business of undertaking for a consideration to indemnify others against loss, damage, or liability arising from unknown or contingent events in the following matters and particulars, to wit;

(1) To guarantee the fidelity of persons holding positions of public or private trust, and to execute and guarantee bonds or undertakings, in judicial proceedings and to agree to the faithful performance of any contract or undertakings made with any private entity or public authority.

(2) To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties, of all kinds.

(3) To guarantee the performance of insurance contracts where security bonds are accepted for such purpose.

(4) To execute and guarantee bonds or undertakings of all kinds, required or permitted to be taken in all actions, proceedings, negotiations, importations, exportations or other transactions or operations, either by private individuals or by heads of departments, court, judges, officers, boards or bodies whether executive, legislative, or judicial.

(5) To guarantee and indemnify merchants, traders and those engaged in business and giving credit, from loss or damage by reason of giving and extending such to their customers or persons dealing with them.

(6) And generally, to execute, sign and carry out fidelity bonds and security business of fidelity and surety companies or permitted by law unto such companies.

f. To purchase, or by other means acquire, such real estate buildings, chattels of other property or any estate or interest whatever, any rights privileges, or easements over or in respect of any property, as may be permitted by law and as may be reasonably to acquire and undertake as may be authorized by law the whole or any part of the business, goodwill, rights, franchises, property, and assets of any person, firm or corporation carrying on or proposing to carry on any business similar to any business which his company is authorized to carry on or owning property necessary or suitable for the use of this company and as part of the consideration of such acquisition, to