



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS201700608

COMPANY TIN 009-518-571

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

ARIANS INSURANCE BROKER, INC.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but 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.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 9th day of January, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



SOCIAL SECURITY SYSTEM

UNIFIED REGISTRATION RECORD (URR)

COMPANY NAME

ARIANS INSURANCE BROKER, INC.

SEC REGISTRATION NUMBER

CS201700608

TAX IDENTIFICATION NUMBER (TIN)

009-518-571-000

BUSINESS/TRADE NAMES

PAG-IBIG EMPLOYER NUMBER (Eyer ID)

206932590002

PHILHEALTH EMPLOYER NUMBER (PEN)

PRINCIPAL ADDRESS

001000053299

**1202 12/F MDJ BLDG. 10TH AVE 39TH ST. BGC
TAGUIG, METRO MANILA**

SSS EMPLOYER NUMBER (ER No.)

0395542626

PHONE NO.

8187626

FAX NO.

MOBILE NO.

E-MAIL ADDRESS

AUTHORIZED REPRESENTATIVE (to be filled up by company - for presentation to social agencies)

01-10-2017 11:38:42 AM



2

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

REGISTRATION

SEC Registration Number

Company Name

A R I A N S I N S U R A N C E B R O K E R , I N C .

Principal Office (No./Street/Barangay/City/Town)Province)

1 2 0 2 1 2 t h / F , M D I B L D G .

1 0 t h A V E . , 3 9 t h S t . , B O N I F A C I T O

G L O B A L C I T Y , T E G U I G C I T Y , 1 6 3 4

COMPANY INFORMATION

Company's Email Address

rcdiolata@cic.com.ph

Company's Telephone Number/s

8187626 / 7500538

Mobile Number

09186813750

CONTACT PERSON INFORMATION

The designated contact person MUST be an Incorporator/Director/Resident Agent of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

ROMEO C. DIOLATA

rcdiolata@cic.com.ph

7500538

09186813750

Contact Person's Address

12th/F, BDO Plaza, 8737 Paseo De Roxas, Makati City

To be accomplished by CRMD Personnel

Assigned Processor :

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

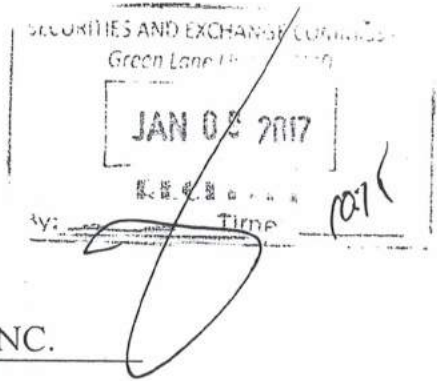
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- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit

ARTICLES OF INCORPORATION

of

ARIANS INSURANCE BROKER, INC.
(Name of 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

ARIANS INSURANCE BROKER, INC.

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

PRIMARY PURPOSE

To engage in the general business of insurance brokerage, consultancy and management, and in connection therewith, to provide technical advice, assistance and services to and any person or enterprise, whether domestic or foreign, including but not limited to the following: to act as insurance brokers along such lines as health, accident, fire, and allied lines, motor car, casualty, surety and fidelity, marine cargo, marine hull, aviation insurance and/or such other insurance coverages allied with incident to the above enumerated lines and as general managers, underwriters, for any life or non-life insurance company doing business or authorized to do business in the Philippines; to receive, own, purchase, collect, or otherwise acquire, underwrite, obtain interest, hold manage or deal with business of any corporation or entity engaged in insurance and/or insurance brokerage; and, to avail, extend to such corporation or entities, consultancy and management facilities including services and of insurance and insurance brokerage experts, whether locally or foreign trained subject to such limitations imposed by existing laws.

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 from not more than nineteen (19) lenders, including its stockholders, to meet the financial requirements of its business.
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 1202 12th /F, MDJ Building, 10th Avenue, 39th St.,
 City/Town Bonifacio Global City, Taguig City
 Province Metro Manila, 1034

Article IV: That the term for which said corporation is to exist is FIFTY (50) years from 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)
<u>CHONA M. JACINTO</u>	<u>FILIPINO</u>	<u>19A San Francisco St. /Brgy. Kapitolyo</u>
<u>ANJELICA L. TOLEDO</u>	<u>FILIPINO</u>	<u>U-201-B, Landmark Villa 2, Brgy. San</u>
<u>ELEANOR J. TUASON</u>	<u>FILIPINO</u>	<u>Valle Verde 2, Pasig City Antonio,</u>
<u>ADORACION C. MANEBO</u>	<u>FILIPINO</u>	<u>U-343, Chateau Verde Condo., Brgy. Ugong,</u>
<u>JESUS D. GOMEZ</u>	<u>FILIPINO</u>	<u>Valle Verde 1, Pasig City</u>
		<u>U-8A, Tower I; Venice Residences, Brgy. Bonifacio</u>
		<u>Mckinley Hills, Taguig City</u>
		<u>15 San Mateo St., Pasig City</u>
		<u>Brgy. Kapitolyo</u>

<u>HERMENEGILDO L. BERENA</u>	<u>FILIPINO</u>	<u>6 Sancianco St., ^{/Brgy. Sto. Nino,} Santol, Q.C.</u>
<u>DENNIS DYLAN F. JIMENEZ</u>	<u>FILIPINO</u>	<u>26 R. Khan St., ^{/Brgy. BF Homes,} BF Pque. City</u>
<u>NORIZA E. LANTAN</u>	<u>FILIPINO</u>	<u>96C C Santos St., ^{/Brgy. BF Homes,} BF Pque. City</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Article VI: That the number of directors of the corporation shall be TEN (10); 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)
<u>CEONA M. JACINTO</u>	<u>FILIPINO</u>	<u>19A San Francisco St., ^{/Brgy. Kapitolyo,} Pasig City</u>
<u>ANGELICA L. TOLEDO</u>	<u>FILIPINO</u>	<u>U-201B, Landmark Villa 2, ^{Brgy. San} Valle Verde 2, Pasig City Antonio</u>
<u>ELEANOR J. TUASON</u>	<u>FILIPINO</u>	<u>U-43, Chateau Verde Condo. ^{Brgy. Ugong} Valle Verde 1, Pasig City</u>
<u>ADORACION C. MAÑEBO</u>	<u>FILIPINO</u>	<u>U-8A, Tower 1, Venice Residences, ^{Brgy.} Mckinley Hills, Taguig City Fort Bonifacio</u>
<u>JESUS D. GOMEZ</u>	<u>FILIPINO</u>	<u>15 San Meteo St., Pasig City</u>
<u>HERMENEGILDO L. BERENA</u>	<u>FILIPINO</u>	<u>^{Brgy. Kapitolyo} 6 Sancianco St., Santol, Q.C.</u>
<u>DENNIS DYLAN F. JIMENEZ</u>	<u>FILIPINO</u>	<u>^{Brgy. Sto. Nino} 26 R. Khan St., BF Pque. City</u>
<u>NORIZA E. LANTAN</u>	<u>FILIPINO</u>	<u>^{Brgy. BF Homes} 96C C Santos St., BF Pque. City</u>
<u>ROMEO C. DIOLATA</u> <u>TIN#183-132-322</u>	<u>FILIPINO</u>	<u>^{Brgy. BF Homes} L-29 Orchids St., Cainta, Rizal</u>
<u>FLORENCIO V. ARINGO</u> <u>TIN#911-887-711</u>	<u>FILIPINO</u>	<u>^{Brgy. San Isidro} 8UP Side, Bayana, Muntinlupa City</u> <u>Brgy. Alabang</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____


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 laws 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.

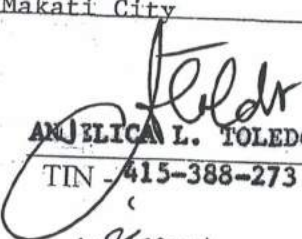
Article X: That ROMEO C. DIOLATA has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.


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

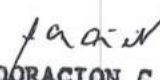
ARIANS - NO MEANING

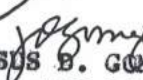
IN WITNESS WHEREOF, we have set our hands this 20th day of December, 2016 at Makati City, Philippines.

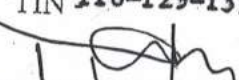

CHONA M. JACINTO
TIN 115-795-676

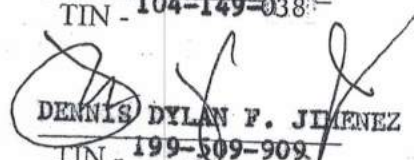

ARJELICA L. TOLEDO
TIN 415-388-273

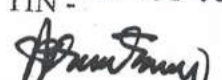

ELEANOR J. TUASON
TIN 110-129-131

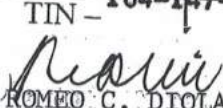

ADORACION C. MANOBO
TIN 104-149-038



JESUS B. GOMEZ
TIN 100-891-713


HERMENEGILDO L. BERENA
TIN 104-147-573


DENNIS DYLAN P. JIMENEZ
TIN 199-509-909


NORIZA E. LANTIAN
TIN 204-257-209


ROMEO C. DIOLATA
TIN 183-132-322
Subscriber


FLORENCIO V. ARINGO
Subscriber
TIN 911-887-495

TIN - _____

TIN - _____

TIN - _____

TIN - _____

TIN - _____

Signed in the presence of

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S S

BEFORE ME, a Notary Public in and for Makati City
Philippines, this 20 th day of December 2016 personally appeared:

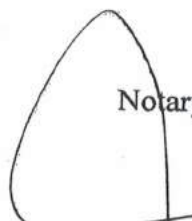
Name	TIN / ID / Passport No.	Date & Place Issued
CHONA M. JACINTO	TIN#115-793-676	
ANJELICA L. TOLEDO	TIN#415-388-273	
ELEANOR J. TUASON	TIN#110-129-131	
ADORACION C. MANEBO	TIN#104-149-038	
JESUS D. GOMEZ	TIN#100-891-713	
HERMENEGILDO L. BERENA	TIN#104-147-573	
DENNIS DYLAN F. JIMENEZ	TIN#199-509-909	
NORIZA E. LANTAN	TIN#204-257-209	

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.

Doc. No. 327
Page No. 66
Book No. 538
Series of 20 16

Notary Public



ATTY. MARY MELANIE H. QUINO
NOTARY PUBLIC
Until December 31, 2016
PTK No. 2607811
Issued at Makati City
On January 4, 2016
I&P Lifetime No. 07635
Roll No. 53916
MILE Compliance W-0007984

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S S

TREASURER'S AFFIDAVIT

I, ROMEO C. DIOLATA, being duly sworn to, depose and say:

That I am the elected Treasurer of ARIANS INSURANCE BROKER, INC.;

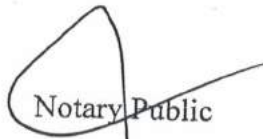
That as Treasurer, I am authorized to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation;

That I certify that at least twenty five percent (25%) of the authorized capital stock of the abovementioned corporation has been subscribed and at least twenty five (25%) of the subscription in the amount of TWENTY MILLION PESOS (P 20,000,000.00) has been paid, and received by me in cash / property for the benefit and credit of the corporation.

IN WITNESS WHEREOF, I hereby sign this Affidavit this 20 th day of December, 2016 in Makati City.


ROMEO C. DIOLATA
Treasurer

SUBSCRIBED AND SWORN TO before me this 20th day of December, 2016 at Makati City affiant exhibited to me his/her TIN/ID/Passport with No. TIN# 183-752522 issued on _____ at _____.


Notary Public

Doc. No. 325
Page No. 65
Book No. 538
Series of 2016

ATTY. MARY MELANIE H. QUIÑO
NOTARY PUBLIC
Until December 31, 2016
PTA No. 2607811
Issued at Makati City
On January 4, 2016
IBP Lifetime No. 07635
Roll No. 53926
MCLE Compliance 1V-0007984

BY-LAWS

OF

ARTANS INSURANCE BROKER, INC.

(Name of corporation)

ARTICLE I

BOARD OF DIRECTORS

Section 1. The Board - The Board of Directors shall conduct all the business, control all property of the corporation and exercise the following corporate powers of the corporation:

- a) To sue and be sued in the name of the corporation;
- b) To adopt and use a corporate seal;
- c) To amend the articles of incorporation in accordance with the Corporation Code of the Philippines;
- d) To adopt by-laws, not contrary to law, morals, or public policy, and to amend or repeal the same;
- e) To issue or sell stocks to subscribers and to sell treasury stocks in accordance with the provisions of the Corporation Code of the Philippines;
- f) To purchase, receive, take or grant, hold, convey, sell, lease, pledge, mortgage and otherwise deal with such real and personal property, including securities and bonds of other corporations, as the transaction of the lawful business of the corporation may reasonably and necessarily require, subject to the limitations prescribed by law and the Constitution;
- g) To enter into merger or consolidation with other corporations;
- h) To make reasonable donations, including those for the public welfare or for hospital, charitable, cultural, scientific, civic, or similar purposes;
- i) To establish pension, retirement, and other plans for the benefit of its directors, officers and employees; and

- j) To exercise such other powers as may be essential or necessary to carry out the purposes of the corporation.

Section 2. Directors – The members of the Board of Directors must have at least one (1) share of the capital stock of the corporation. They shall serve for a period of one (1) year and until their successors are elected and qualified.

Section 3. Election – The directors shall be elected from among the stockholders during the annual meeting of the stockholders at the principal office of the corporation.

Section 4. Disqualification – No stockholder convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines, committed within five (5) years prior to the date of election shall qualify as a director.

Section 5. Compensation - The directors shall receive, as such directors, reasonable per diems for their attendance at each meeting of the Board. Any compensation other than per diems, may be allowed subject to the approval of stockholders representing at least a majority of the outstanding capital stock and in accordance with Section 30 of the Corporation Code.

Section 6. Vacancies - Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

ARTICLE II

MEETINGS OF DIRECTORS

Section 1. Meetings - Regular meetings of the Board of Directors shall be held anywhere in or outside of the Philippines on a date adopted by the Board. Special meetings may be called at any time, for any purpose or purposes, by the President or upon the request of a majority of the directors.

Section 2. Notice - The notice of the meeting shall be communicated by the Secretary to each director personally, or by telephone or by written or electronic message at least one (1) day prior to the scheduled meeting. It shall indicate the date, time and place of the meeting. A director may waive this requirement, either expressly or impliedly.

Section 3. Quorum - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is

a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

Section 4. Conduct of the Meeting - The President shall preside at the meetings of the Board, or in his absence, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, if not present, the President shall appoint a secretary for the meeting. The directors cannot attend or vote by proxy at board meetings.

ARTICLE III

OFFICERS

Section 1. Election / Appointment - Immediately after their election, the Board of Directors shall formally organize by the election of the President and the Vice-President, both of whom must be directors, a Treasurer, who may or may not be a director, and a Secretary, who shall be a citizen and resident of the Philippines.

The Board may appoint other officers in addition to the above-mentioned officers. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Term of Office - All officers of the corporation shall serve for a term of one (1) year and until their successors are duly elected and qualified.

Section 3. Vacancies - All vacancies in the position of the officers shall be filled by a majority vote of the Board of Directors. The elected successor shall hold office for the unexpired term.

Section 4. Compensation - The Board of Directors shall determine the compensation of all officers, as well as, directors who may serve in any other capacity as officer or agent of the corporation.

ARTICLE IV

DUTIES AND FUNCTIONS OF OFFICERS

Section 1. President - The President shall supervise and manage the business affairs of the corporation; initiate and develop corporate policies, projects, plans and programs; implement the administrative and operational policies of the corporation; execute on behalf of the corporation all contracts, agreements and other instruments affecting the interest of the corporation; represent the corporation at all functions and proceedings; preside at the meetings of the Board of Directors and the stockholders; appoint, remove, suspend or discipline employees of the corporation; oversee the preparation of the

budgets and the statements of accounts of the corporation; and perform such other duties as are incident to his office or are entrusted to him by the Board of Directors;

Section 2. Vice-President - He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

Section 3. Secretary - The Secretary shall record the minutes of all meetings of the directors and the stockholders; keep record books including ledgers and stock and transfer books; keep the corporate seal and affix it to all papers and documents requiring a seal; certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required by law or by government rules and regulations; send all notices of the corporation and determine the attendance in the meetings of the Board of Directors and stockholders, the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting and the existence of a quorum, and the votes in any resolution during such meetings; and perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 4. Treasurer - The Treasurer of the corporation shall have custody of, and be responsible for all the funds, securities and bonds of the corporation and deposit them in the name and to the credit of the corporation; keep full and accurate accounts of receipts and disbursements in the books of the corporation; prepare and render an annual statements showing the financial condition of the corporation and such other financial reports, certifications or documents as the Board of Directors, or the President or government agencies may require; and perform such duties and functions as may be assigned to him by the Board of Directors or the President.

ARTICLE V

STOCKS AND STOCKHOLDERS

Section 1. Stockholders - Stockholders of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. They shall pay interest on all unpaid subscriptions from the date of subscription at the rate of interest fixed in the subscription agreement.

Section 2. Stock Certificate - Certificates of stock shall be issued to stockholders with fully paid stock subscription. The certificates shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares of stock may be transferred by delivery of the certificates duly indorsed by the owner, his attorney-in-fact, or other legally authorized person. No transfer shall be valid, except as between the parties, until the transfer is recorded in the books of the corporation so as to show the names of the parties

to the transaction, the date of the transfer, the number of certificate or certificates and the number of shares transferred.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

Section 4. Rights of Stockholders – All stockholders of the corporation shall have the following rights:

- a) To participate and vote during the meetings of the stockholders;
- b) To vote and be voted as director or officer of the corporation;
- c) To inspect the records of all business transactions of the corporation and the minutes of any meeting at reasonable hours on business days and may demand, in writing, for a copy of excerpts from said records or minutes, at his expense;
- d) To exercise pre-emptive rights to subscribe to all issues or disposition of shares of stock, in proportion to their respective shareholdings, unless such right is denied by the articles of incorporation or an amendment thereto;
- e) To exercise appraisal right on instances stated in Section 81 of the Corporation Code;
- f) To receive dividends declared by the board of directors; and
- g) To share in the distribution of the remaining assets of the corporation after its dissolution and liquidation of its assets.

ARTICLE VI

MEETINGS OF STOCKHOLDERS

Section 1. Meetings - The stockholders shall hold annual or regular meetings of the corporation on the second Tuesday of May of each year, if a legal holiday, then on the day following.

Special meetings may be called by any of the following: (a) Board of Directors, at its own instance, or at request of stockholders representing a majority of the outstanding capital stock, or (b) the President.

Section 2. Place of Meeting – Stockholders meetings shall be held in the principal office of the corporation stated in Article III of the articles of incorporation or at any place designated by the Board of Directors in the city or municipality indicated therein.

Section 3. Notice - Notices for the meetings shall be sent by the Secretary by personal delivery, by mail or electronic message at least two (2) weeks for regular meetings and one (1) week for special meetings prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose for which the meeting is called.

When the meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 4. Quorum - Unless otherwise provided by law, in all meetings of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite number of stock shall be present.

Section 5. Conduct of Meeting - Meetings shall be presided over by the President, or in his absence, by a chairman to be chosen by the Board of Directors. The Secretary shall act as secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.

Section 6. Proxy - Stockholders may vote in person or by proxy in all meetings of stockholders. Proxies shall be in writing, signed by the stockholder and filed before the scheduled meeting with corporate secretary. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended.

ARTICLE VII

DIVIDENDS

Section 1. Dividends - The Board of Directors may declare dividends out of the unrestricted retained earnings of the corporation which shall be payable in cash, property, or stock to all stockholders of record. Stock dividends can not be issued without the approval of the stockholders representing not less than two-thirds (2/3) of the outstanding capital stock.

ARTICLE VIII

FISCAL YEAR

Section 1. Fiscal Year - The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE IX
AMENDMENTS

Section 1. Amendments - The Board of Directors, by majority vote thereof, and the owners of at least a majority of the outstanding capital stock of the corporation, at a regular or special meeting duly called for the purpose, may amend or repeal these by-laws or adopt new by-laws.

IN WITNESS WHEREOF, we, the undersigned incorporators/stockholders have adopted the foregoing by-laws and hereunto affixed our signatures this 20th day of December, 20 16 in Makati City, Philippines.


CHONA M. JACINTO


ELEANOR J. TUASON


JESUS D. GOMEZ


DENNIS DYLAN F. JIMENEZ


ROMEO C. DIOLATA

Subscriber


WILFREDO G. VIRAY

Subscriber


ANJELICA L. TOLEDO


ADORACION C. MANEBO


HERMENEGILDO L. BERENA


NORIZA E. LANTIAN


FLORENCIO V. ARINGO

Subscriber

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S S

AFFIDAVIT

I, CHONA M. JACINTO, of legal age, Filipino and resident of 19A San Francisco St., Brgy. Kapitolyo, Pasig City, after having duly sworn to in accordance with law, hereby depose and state that:

I am an incorporator of ARIANS INSURANCE BROKER, INC. which is in the process of incorporation with the Securities and Exchange Commission;

I confirm that all corrections made in the Articles of Incorporation and by-laws of the said corporation were made prior to notarization and with full knowledge and consent of all the other incorporators;

I assume full responsibility for the corrections indicated in the said Articles of Incorporation and by-laws;

Further, affiant sayeth naught.

IN WITNESS WHEREOF, I hereby signed this affidavit this 20th day of December, 2016 at Makati City

CHONA M. JACINTO

Affiant

SUBSCRIBED AND SWORN TO before me this 20th day of December, 2016 at Makati City affiant exhibited to me his TIN# 119-795-676 issued on _____ at _____

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ATTY. MARY MELANIE H. QUIÑO
Notary Public

Until December 31, 2016

PTA No. 260781

Issued at Makati City

On January 4, 2016

IBP Lifetime No. 07635

Roll No. 53916

MCLE Compliance LV-007984

(To be submitted if there are erasures or corrections in the articles of incorporation/by-laws)



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



1ST ENDORSEMENT
3 January 2017

Respectfully endorsed to the Securities and Exchange Commission, (SEC), SEC Building, EDSA, Greenhills, Mandaluyong City, the attached Articles of Incorporation & By-Laws of **ARIANS INSURANCE BROKER, INC.** with office address at #1202 12th Floor, MDJ Building, 10th Avenue, 39th Street, Bonifacio Global City, Taguig, Metro Manila, 1634 with the advise that the Insurance Commission (IC) has no objection to its registration with the Securities and Exchange Commission.

This Endorsement should be submitted to the Securities and Exchange Commission (SEC) by the applicant together with the same documents as presented to the Insurance Commission (IC). The applicant is advised that it cannot act as an insurance broker unless it is duly licensed as such by the Insurance Commission.

DENNIS B. FUNA
Insurance Commissioner