



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

COMPANY REG. NO. 94482

CERTIFICATE OF FILING OF AMENDED BY-LAWS


KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

UNICON INSURANCE BROKERS CORPORATION

copy annexed, adopted on November 08, 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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 18th day of June, Twenty Nineteen.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

MGT/qba

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application	SEC Registration Number											
Amendment of By-Laws	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%; border: 1px solid black;"> </td> <td style="width: 12.5%; border: 1px solid black;"> </td> <td style="width: 12.5%; border: 1px solid black;"> </td> <td style="width: 12.5%; border: 1px solid black;"> </td> <td style="width: 12.5%; border: 1px solid black;"> </td> <td style="width: 12.5%; border: 1px solid black;"> </td> <td style="width: 12.5%; border: 1px solid black;">9</td> <td style="width: 12.5%; border: 1px solid black;">4</td> <td style="width: 12.5%; border: 1px solid black;">4</td> <td style="width: 12.5%; border: 1px solid black;">8</td> <td style="width: 12.5%; border: 1px solid black;">2</td> </tr> </table>							9	4	4	8	2
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Former Company Name											
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AMENDED TO:

New Company Name

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

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COMPANY INFORMATION		
Company's Email Address	Company's Telephone Number/s	Company's Facsimile Number/s
N/A	633-7631 to 40	

CONTACT PERSON INFORMATION			
Name of Contact Person	Email Address	Telephone Number/s	Facsimile Number/s
Atty. Rosalinda F. Rivera Corporate Secretary		633-7631	395-2608

Contact Person's Address

40th Floor Robinsons Equitable Tower, ADB Avenue corner Poveda St., Ortigas Center, Pasig City
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To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor _____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D.

Received by **Corporate Filing and Records Division (CFRD)** _____

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division	_____
<input type="checkbox"/>	Green Lane Unit	_____
<input type="checkbox"/>	Financial Analysis and Audit Division	_____
<input type="checkbox"/>	Licensing Unit	_____
<input type="checkbox"/>	Compliance Monitoring Division	_____

UNICON INSURANCE BROKERS CORPORATION

DIRECTORS' CERTIFICATE

We, the undersigned, being the Chairman of the Board, the Corporate Secretary and the members of the Board of Directors of **Unicon Insurance Brokers Corporation** ("Corporation"), hereby certify that:

(1) The Articles of Incorporation and the By-Laws of the Corporation were amended by the majority vote of the Board of Directors and by the vote of stockholders representing more than two-thirds (2/3) of the outstanding capital stock of the Corporation at a joint meeting of the Board of Directors and stockholders on November 8, 2018 at the 34th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda St., Ortigas Center, Pasig City whereby the following resolutions were approved:

RESOLVED, that Article II of the Articles of Incorporation of the Corporation be hereby by deleting the word "reinsurance" and for such provision to read as follows:

"SECOND: That the purposes for which the said corporation is formed are:

PRIMARY PURPOSE

To act as insurance broker in such lines as fire, marine, accident, engineering, life, health, aviation, liability, casualty, plate glass, steam boiler, elevator, burglary, rent, credit, indemnity, earthquake, typhoon, automobile, fidelity, and all kinds and classes of insurance and surety bonds. (As amended by the Board of Directors and stockholders representing at least 2/3 of the outstanding capital stock on November 8, 2018)"

RESOLVED FURTHER, that Article III of the Amended By-Laws of the Corporation be hereby amended as follows: (i) to include the Chief Financial Officer among the officers to be elected by the Board of Directors; (ii) to insert a new Section 4 in order to add the position of Chief Financial Officer and set forth his duties and responsibilities; (iii) for the original Section 4 to be renumbered as Section 5; (iv) for the Treasurer to report to the Chief Financial Officer or, in the absence of the Chief Financial Officer, to the Board of Directors; (v) for the original Section 5 to be renumbered as Section 6; (vi) for the original Section 6 to be renumbered to Section 7; (vii) for the original Section 7 to be renumbered as Section 8; (viii) for the original Section 8 to be renumbered as Section 9; (ix) to include the Chief Financial Officer in Section 9, and for such provisions to read as follows:

SECURITIES AND EXCHANGE COMMISSION
MAR 12 2019
RECEIVED

SECURITIES AND EXCHANGE COMMISSION
JUN 12 2019
RECEIVED

“Section 1. General – The officers of the corporation shall consist of a President, a Vice-President, a General Manager, a Chief Financial Officer, a Treasurer, a Secretary, and a Controller whose powers and duties shall be as hereinafter provided and as the Board of Directors may fix in conformity with the provisions of these By-Laws. All officers shall be elected to their offices by a majority vote of the Board of Directors. They shall hold office until their successors are elected and qualified. Two or more offices may be vested in the same persons whenever deemed convenient or expedient provided they are not incompatible with each other. (As amended by the Board of Directors and stockholders representing at least 2/3 of the outstanding capital stock on November 8, 2018)

The Board may, from time to time also create other positions or offices such as Assistant Secretary, Assistant Treasurer, etc., if deemed necessary for the operation of the business of the Company.

-XXX-

4. Chief Financial Officer – The Chief Financial Officer shall have the following functions and responsibilities:

- a. To exercise general supervision over the financial affairs of the Corporation including supervision over the Treasurer and Controller of the Corporation;
- b. To provide support to the President and ensure that all the areas of client, commercial and other financial controls are well-managed and investments are properly placed to maximize profit and shareholder value; and
- c. To perform such duties as may be assigned, from time to time, by the Chairman, the President or the Board of Directors. (As amended by the Board of Directors and stockholders representing at least 2/3 of the outstanding capital stock on November 8, 2018)

5. Treasurer – The Treasurer shall deposit all moneys, and other valuable effects of the Corporation in such trust companies, banks or depositories as the Board of Directors shall from time to time designate. He shall have authority to receive and give receipts for all funds, or sums of money given to the Corporation from any source whatsoever and to endorse checks, drafts and warrants in its name on its behalf, and to give full discharge for the same. Proper accounts of all receipts and disbursements made by him for the Corporation shall be kept in his office, with

the vouchers in support thereof, which shall be submitted to any auditor or auditors appointed by the stockholders for inspection as and when required. The Treasurer shall at all times be subject to the control of the Board of Directors, and shall perform such other duties as may properly be delegated to him. (As amended by the Board of Directors and stockholders representing at least 2/3 of the outstanding capital stock on November 8, 2018)

6. Secretary – The Secretary...

7. The Controller – The Controller...

8. Compensation – All officers shall receive...

9. Vacancies in and Delegation of Officers. – If the Office of the President, Vice-President, General Manager, Chief Financial Officer, Treasurer, or Secretary becomes vacant by death, resignation, or otherwise, the remaining directors, if still constituting a quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

In case of the temporary absence of any officers of the Company, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the power and duties of such officer to any other officer or to any director for the time, provided a majority of the Board concur therein and such delegation is not covered by any express provision of these By-Laws. (As amended by the Board of Directors and stockholders representing at least 2/3 of the outstanding capital stock on November 8, 2018)


RESOLVED FINALLY, that Mr. Lance Y. Gokongwei, Chairman and President, and/or Ms. Nadinee S. Chua, Vice President and General Manager of the Corporation, are hereby authorized to do any and all acts necessary and proper to give the foregoing resolutions full force and effect.

(2) The attached is a full, complete, true and correct copy of the Amended Articles of Incorporation and Amended By-Laws of the Corporation, as further amended.

IN WITNESS WHEREOF, we have signed this Certificate this _____ at
PASIG CITY, Philippines.

JAN 14 2019

(signature page follows)


LANCE Y. GOKONGWEI
 Director
 Chairman, President
 and Representative of
 JG Summit Holdings, Inc.


JOHN L. GOKONGWEI, JR.
 Director
 Chairman Emeritus


JAMES L. GO
 Director


JOHNSON ROBERT G. GO, JR
 Director


ROBINA GOKONGWEI-PE
 Director


PATRICK HENRY C. GO
 Director


FREDERICK D. GO
 Director


EMMANUEL C. ROJAS, JR.
 Director


CARMEN TERESA M. VILORIA
 Director


ROSALINDA F. RIVERA
 Corporate Secretary

SUBSCRIBED AND SWORN TO before me this JAN 14 2019 at PASIG CITY,
 affiants exhibiting to me their following identification cards:

Name	TIN/ID/Passport No.
<u>JOHN L. GOKONGWEI, JR.</u>	<u>TIN 124-294-226</u>
<u>LANCE Y. GOKONGWEI</u>	<u>TIN 116-312-586</u>
<u>JAMES L. GO</u>	<u>TIN 124-294-200</u>
<u>JOHNSON ROBERT G. GO, JR</u>	<u>TIN 112-197-201</u>
<u>ROBINA GOKONGWEI-PE</u>	<u>TIN 139-634-860</u>
<u>PATRICK HENRY C. GO</u>	<u>TIN 139-143-209</u>
<u>FREDERICK D. GO</u>	<u>TIN 112-934-209</u>
<u>EMMANUEL C. ROJAS, JR.</u>	<u>TIN 124-294-275</u>
<u>CARMEN TERESA M. VILORIA</u>	<u>TIN 116-313-072</u>
<u>ROSALINDA F. RIVERA</u>	<u>TIN 185-543-392</u>

Unicon Insurance Brokers Corporation
Directors' Certificate: Amendment of Primary Purpose
November 8, 2018

known to me to be the same persons who executed the foregoing instrument, and who acknowledged to me that the same is their free and voluntary act and deed.

WITNESS my hand and seal at the place and date first above written.

Doc. No. 71 ;
Page No. 8 ;
Book No. VII ;
Series of 2018.


ATTY. PATRICK ARNOLD P. TETANGCO

Notary Public for Pasig City
Commission No. 187 (2018-2019)
40th Fl., Robinsons Equitable Tower,
Ortigas Center, Pasig City
IBP No. 012638; Quezon City Chapter
Roll No. 63825; 05/08/2014
PTR No. 5858740; 01/31/2018; Q.C.
MCLE No. VI-0007708; 04/11/2018.

UNICON INSURANCE BROKERS CORPORATION

CERTIFICATE


I, ROSALINDA F. RIVERA, of legal age, Filipino, with office address at the 40th floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of Unicon Insurance Brokers Corporation ("Corporation") with principal office address at the 34th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda St., Ortigas Center, Pasig City;
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.


ROSALINDA F. RIVERA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this FEB 12 2019 in PASIG CITY, Philippines, affiant exhibiting to me her SSS I.D. with number 33-2484959-1 She is personally known to me to be the same person who executed the foregoing Certificate and acknowledged to me that the same is her free act and deed.

Doc. No. 209 ;
Page No. 43 ;
Book No. 7 ;
Series of 2019.


ATTY. PATRICK ARNOLD P. TETANGCO
Notary Public for Pasig City
Commission No. 187 (2018-2019)
40th Flr., Robinsons Equitable Tower,
Ortigas Center, Pasig City
IBP No. 012638; Quezon City Chapter
Roll No. 63825; 05/08/2014
PTR No. 5858740; 01/31/2018; Q.C.
MCLE No. 07.0007708; 04/11/2018

AMENDED

BY-LAWS

OF

UNICON INSURANCE BROKERS CORPORATION

ARTICLE I

OFFICE

The principal office of the Company shall be located at the 34th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City or at such other place as the Board of Directors may, from time to time, fix. (As amended on March 9, 2016)

ARTICLE II

THE BOARD OF DIRECTORS

1. Qualification and Elections. – The general management of the corporation shall be vested in a board of nine (9) directors who shall be stockholders and who shall be elected annually by the stockholders by plurality of vote and who serves until the election and qualification of the successors. Any vacancy in the Board of Directors shall be filled by a plurality vote of the stockholders at a meeting specially called for that purpose, and the director or directors so chosen shall serve for the unexpired term. (As amended on August 5, 2008)

2. Quorum. – The directors shall act only as a Board, and the individual directors shall be necessary at all meetings to constitute a quorum for the transaction of any business, and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act.

3. Meetings. – The Board of Directors shall hold a meeting, for organization, immediately after their election, of which meeting no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings once every three months without notice on the third Saturday of the first month at 4:00 p.m., starting on the third Saturday of September, 1980, etc. at the principal office of the Company or at such other date, hour and place in Pasig, Metro Manila as the Board may see fit.

Special meetings of the Board of Directors shall be held in the principal office of the Company or at such other place in Pasig, Metro Manila as may be designated in the call, and may be called by the President at anytime, or by any four members of the board, with due

notice to each director, or such special meetings may be held at any time and place without notice by the unanimous written consent of all members of the Board who are then present within the Philippines, or with the presence and participation of all members of the Board who are then present in the Philippines.

4. Powers. – The Board of Directors shall manage the business and property of the Company and shall have such other powers as are herein conferred by these By-Laws or provided by statutes of the Philippines.

Without prejudice to the general powers hereinabove conferred, the Board of Directors shall have the following express powers:

- a. From time to time to make and change rules and regulations not inconsistent with these By-Laws for the management of the company's business, property and affairs;
- b. To purchase or otherwise acquire for the Company, property, rights or privileges which the company is authorized to acquire at such price and on such terms and conditions and for such consideration as it shall from time to time see fit;
- c. To pay for any property or rights acquired by the Company or to discharge obligations of the Company either wholly or partly in money or in stock, bonds, debentures or other securities of the Company;
- d. To borrow money for the Company and for such purpose to create, make and issue mortgages, bonds, deeds of trust and negotiable instruments or securities, secured by mortgage or pledge of property belonging to the Company; provided that, as hereinafter provided, the proper officers of the Company shall have these powers, unless expressly limited by the Board of Directors;
- e. To delegate, from time to time, any of the powers of the Board in the course of the current business or businesses of the Company to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the Company with such powers (including the power to subdelegate), and upon such terms, as may be deemed fit.

5. Compensation. – Directors, as such, shall receive such compensation for their services as may from time to time be fixed by the stockholders in a meeting called for this purpose.

6. Minutes. – Minutes of all meetings of the Board of Directors shall be kept and carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

7. Unless otherwise decided by the Board, the order of business at any regular or special meeting of the Board of Directors shall be:

1. Roll call.
2. Secretary's proof of due notice of the meeting.
3. Unapproved minutes – reading and disposal of the same.
4. Reports of officers.
5. Unfinished business.
6. New business.
7. Adjournment

ARTICLE III

OFFICERS

“Section 1. General. – The officers of the corporation shall consist of a President, a Vice-President, a General Manager, a Chief Financial Officer, a Treasurer, a Secretary, and a Controller whose powers and duties shall be as hereinafter provided and as the Board of Directors may fix in conformity with the provisions of these By-Laws. All officers shall be elected to their offices by a majority vote of the Board of Directors. They shall hold office until their successors are elected and qualified. Two or more offices may be vested in the same persons whenever deemed convenient or expedient provided they are not incompatible with each other. (As amended by the Board of Directors and stockholders representing at least 2/3 of the outstanding capital stock on November 8, 2018)

The Board may, from time to time also create other positions or offices such as Assistant Secretary, Assistant Treasurer, etc., if deemed necessary for the operation of the business of the Company.

1. President. – The President shall be elected by the Board of Directors from their own number. He shall have the following powers and duties:

- a. Preside at all meetings of the stockholders and of the Directors;

- b. Exercise general supervision over all the other officers of the Company;
- c. Borrow money for the Company by any legal means whatsoever, including the arrangement of letters of credit and overdrafts with any and all banking institutions;
- d. Execute on behalf of the Company all contracts and agreements which said company may enter into;
- e. Sign, indorse, and deliver all checks, drafts, bills of exchange, promissory notes and orders of payment of sums of money in the name and on behalf of the corporation;
- f. Submit an annual report of the operations of the Company to the Board of Directors and at such time as the latter may request, and an annual report thereof to the stockholders at the annual meeting;
- g. Exercise such other powers and perform such other duties as the Board of Directors may from time to time fix or delegate.

2. Vice – President – The Vice-President shall likewise be elected by the Board of Directors from their own number. He shall be vested with all the powers and authorities of, and required to perform all the duties of the President during the absence or incapacity of the latter for any cause, and he shall also perform such other duties as the Board of Directors may from time to time assign to him.

3. General Manager. – The General Manager shall be elected by the Board of Directors, and he may or may not be a stockholder of the Company. He shall hold office at the pleasure of the Board and shall have the following powers and duties:

- a. Have direct and active management of the business and operations of the Company, conducting the same according to the orders, resolutions and instructions of the Board of Directors and the President, and according to his own discretion whenever the same is not expressly limited by such orders, resolutions and instructions;
- b. With the approval of the President, to appoint and at his discretion remove or suspend any or all of the agents, employees and other subordinate personnel of the Company, and prescribe their duties and fix or change from time to time respective salaries or wages, and require guarantees or bonds in such amounts as he may determine to

secure the faithful discharge by certain employees or agents of their official trust;

- c. Exercise general superintendence and direction over all the agents, employees and other subordinate personnel of the Company, and see that their respective duties are properly performed;
- d. Submit to the Board of Directors such statements, reports, memoranda and accounts as the latter may require and prepare such statements and reports as may be required from time to time by the law with respect to corporations organized according to the Philippine laws;
- e. Perform such other duties as may be prescribed by the Board of Directors of which may properly pertain to this office and which in his judgment will serve the best interests of the corporation, in conformity with the provisions of statutory law and of these By-Laws.

In the event of the absence or incapacity of the General Manager, the President, or in his default, the Vice-President, shall assume the office and perform the duties of General Manager.

4. The Chief Financial Officer – The Chief Financial Officer shall have the following functions and responsibilities:

- a. To exercise general supervision over the financial affairs of the Corporation including supervision over the Treasurer and Controller of the Corporation;
- b. To provide support to the President and ensure that all the areas of client, commercial and other financial controls are well-managed and investments are properly placed to maximize profit and shareholder value; and
- c. To perform such duties as may be assigned, from time to time, by the Chairman, the President or the Board of Directors. (As amended by the Board of Directors and stockholders representing at least 2/3 of the outstanding capital stock on November 8, 2018)

5. Treasurer – The Treasurer shall deposit all moneys, and other valuable effects of the Corporation in such trust companies, banks or depositories as the Board of Directors shall from time to time designate. He shall have authority to receive and give receipts for all funds, or sums of money given to the Corporation from any source whatsoever and to endorse checks,

drafts and warrants in its name and on its behalf, and to give full discharge for the same. Proper accounts of all receipts and disbursements made by him for the Corporation shall be kept in his office, with the vouchers in support thereof, which shall be submitted to any auditor or auditors appointed by the stockholders for inspection as and when required. The Treasurer shall at all times be subject to the control of the Board of Directors, and shall perform such other duties as may properly be delegated to him. (As amended by the Board of Directors and stockholders representing at least 2/3 of the outstanding capital stock on November 8, 2018)

6. Secretary. – The Secretary, who must be a resident and a citizen of the Philippines, shall be elected by the Board of Directors, and he may or may not be a stockholder of the Company. He shall hold office at the pleasure of the Board, and he shall perform the following duties:

- a. Keep full minutes of all meetings of the Board of Directors and of the stockholders;
- b. Keep the stock and transfer book and the corporate seal, which he shall stamp on all documents requiring such seal of the corporation;
- c. Fill and countersign all the certificates of stock issued, making the corresponding annotation on the margin or stub of such certification upon issuance;
- d. Give, or cause to be given, all notices required by law or by the By-Laws of the corporation as well as notices for all meetings of the Board of Directors and of the stockholders;
- e. Perform such other duties as may be prescribed by the Board of Directors or the President.

7. The Controller. – The Controller of the corporation shall be its chief financial reporting and accounting officer with the following responsibilities:

- a. To be responsible for the preparation and maintenance of the corporation's financial and accounting books and records; and
- b. To be responsible for the preparation and reporting of the corporation's financial statements and of the corporation's financial regulatory compliance.

8. Compensation. – All officers shall receive such salaries or compensation as may be fixed by the Board of Directors.

9. Vacancies in and Delegation of Officers. – If the Office of the President, Vice-President, General Manager, Chief Financial Officer, Treasurer, or Secretary becomes vacant by

death, resignation, or otherwise, the remaining directors, if still constituting a quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

In case of the temporary absence of any officers of the Company, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the power and duties of such officer to any other officer or to any director for the time, provided a majority of the Board concur therein and such delegation is not covered by any express provision of these By-Laws. (As amended by the Board of Directors and stockholders representing at least 2/3 of the outstanding capital stock on November 8, 2018)

ARTICLE IV

STOCK CERTIFICATE

Each stockholder whose share of stock has been paid in full shall be entitled to a stock certificate or certificates for such share of stock.

The certificates of stock shall be in such form and design as may be determined by the Board of Directors. Every certificate shall be signed by the President and countersigned by the Secretary, sealed with the corporate seal, and shall state on its foot its number, the date of issue, the number of shares for which it was issued, and the name of the person in whose favor it was issued.

ARTICLE V

TRANSFER OF SHARES OF STOCK

Shares of stock shall be transferred by delivery of the certificate endorsed by the owner or his attorney-in-fact or other person legally authorized to make the transfer but no transfer shall be valid except as between the parties until the transfer is annotated in the books of the corporation.

No surrendered certificate shall be cancelled by the Secretary until a new certificate in lieu thereof is issued, and the Secretary shall keep the cancelled certificate as proof of substitution. If a stock certificate is lost or destroyed, the Board of Directors may order the issuance of a new certificate in lieu thereof, after satisfactory proof or destruction of the original certificate and upon proper request for the issuance of such new certificate to the Board of Directors which may require such guaranty as it deems sufficient.

The unissued stock of the Company shall be offered for

12381.0097.0003

sale and sold in such quantities and at such time as the Board of Directors of the Company may from time to time determine, and shall be sold upon terms and for such price as may be fixed in the resolution directing such sales.

Treasury stock of the Company shall consist of such issued and outstanding stock of the company as may be donated to the Company or otherwise acquired by it, and shall be held subject to disposal by the Board of Directors except as otherwise provided by law. Such stock shall neither vote nor participate in dividends while held by the Company.

Lost certificate may be replaced after compliance with the requirements of Republic Act No. 201.

ARTICLE VI

FISCAL YEAR, DIVIDENDS & ACCOUNTS

1. Fiscal Year - The fiscal year of the corporation shall begin on the first day of January and shall end on the last day of December of each year. (As amended on August 5, 2008)

2. Dividends. - Dividends may be declared from the surplus profits of the Company and payable at such time and in such percentage or amount as the Board of Directors may deem proper. The dividends shall be payable in cash or in shares of unissued stock of the Company, or both, as the Board of Directors shall determine. No dividend shall be declared that will impair the capital of the Company. Stock dividends shall be declared in accordance with law.

3. Inspection of Accounts. - The books, accounts and records of the Company shall be open to inspection by any member of the Board of Directors at all times. Stockholders may inspect said books, accounts and records of the Company at reasonable times.

4. Auditors shall be designed by the Board of Directors prior to the close of business in such fiscal year, who shall audit and examine the books of account of the Company and shall certify to the Board of Directors and the stockholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No Director or officer of the Company, and no firm or corporation of which such officer or Director is a member, shall be eligible to discharge the duties of Auditor. The compensation of the Auditor shall be fixed by the Board of Directors.

ARTICLE VII

Date: ~~10 5 2015~~ STOCKHOLDERS MEETING Time: 1:39:6 PM

1. Place. * All meetings of the stockholders shall be held at the principal office of the Company, unless written notices of such meetings should fix another place within Metro Manila.

www.sec.gov.ph

User Name: 06rvpascua

12381 0032 0010

2. Proxy. - Stockholders may vote at all meetings either in person or by proxy duly given in writing and presented to the Secretary for inspection and record at or prior to the opening of said meeting.

3. Quorum. - No stockholders' meeting shall be competent to decide any matter or transact any business, unless a majority of the outstanding capital stock is present or represented thereat, except in those cases in which the Corporation law requires the affirmative vote of a greater proportion.

4. Votes. - Voting upon all questions at all meetings of the stockholders shall be by shares of stock and not per capital.

5. Annual Meeting. - The annual meeting of the stockholders after the year 1980 shall be held on the First Tuesday of August of each year, at 2:00 o'clock p.m. and if the same falls on a holiday, then on the next succeeding business day unless the Board of Directors fixes a different date, which in no case shall be later than the last working day in September.

Written notice of the annual meeting of the Company shall be sent to each registered stockholder at least ten (10) days prior to the date of such meeting. Waiver of such notice may only be made in writing.

6. Special Meeting. - Special meetings of the stockholders may be called by the President at his discretion, or on the demand of the stockholders holding the majority of the subscribed capital stock of the corporation.

A written notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be sent to each stockholder at least five (5) days before the date of such special meeting; Provided that this requisite may be waived in writing by the stockholders.

7. Minutes. - Minutes of all meetings of the stockholders shall be kept and carefully preserved as a record of the business transacted at such meeting. The minutes shall contain such entries as may be required by law.

A quorum at any meeting of the stockholders shall consist of a majority of the subscribed capital stock of the company represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters in which the laws of the Philippines require the affirmative vote of a greater proportion.

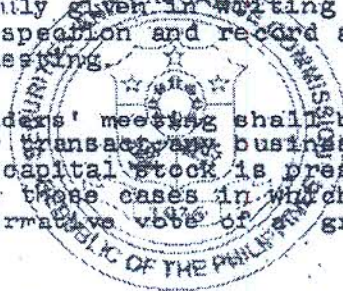
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Proxies. - Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly presented to the Secretary for inspection and record at least 48 hours before the

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meeting, and during such additional time as the Board of Directors may from time to time determine. No proxy bearing a signature which is not legally acknowledged shall be recognized by the Secretary of the meeting.

Election of Directors shall be held at the organization meeting of stockholders and at each annual meeting thereafter, and shall be conducted in the manner provided by the Corporation Law of the Philippines, and with such formalities and manner as the officer presiding at the meeting shall then and there determine and provide.

Order of business at the annual meeting, and as far as possible at all other meetings of the stockholders, shall be as follows:

1. Roll call.
2. Secretary's proof of due notice of the meeting
3. Unapproved minutes - reading and disposal of the same.
4. Reports of officers, annual or otherwise.
5. Election of Directors.
6. Unfinished business.
7. New business.
8. Adjournment.

ARTICLE VIII

S E A L

The corporate seal of this Company shall consist of two concentric rings, between which shall be inscribed the words "UNICON INSURANCE BROKERS CORPORATION" followed by the words "Pasig, Metro Manila" and in the center shall be the figures "1980".

ARTICLE IX

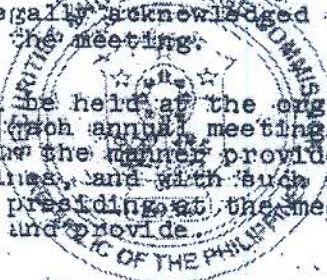
AMENDMENTS

Date: 18-5-2015 Time: 1:39:8 PM

The stockholders, by the affirmative vote of a majority of the stock issued, outstanding and entitled to vote, make, alter or amend the by-laws at any regular meeting, or any special meeting called for that purpose.

IN WITNESS WHEREOF, we, the undersigned stockholders representing or owning more than two-thirds of the subscribed capital stock present at said meeting held on September 17, 1980 and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names and with the President of the meeting and the Secretary of the same, do likewise

[Handwritten signatures and scribbles]



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with our signatures attest.

[Signature]
JOHN GOKONGWEI, JR.
Stockholder-Director

[Signature]
JOHNSON ROBERT GO
Stockholder-Director

[Signature]
IGNACIO GOTAPO
Stockholder-Director

[Signature]
HENRY L. GO
Stockholder-Director

[Signature]
JAMES L. GO
Stockholder-Director

[Signature]
EUGENIE MARQUEZ-LIM
VILLENNA
Stockholder-Director

[Signature]
QUITRINO A. MARQUINEZ
Stockholder-Director

DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being directors and the Secretary of the corporation denominated UNICON INSURANCE BROKERS CORPORATION, do hereby certify that the foregoing by-laws was unanimously adopted as the by-laws of said corporation at a meeting of the directors stockholders thereof held at its principal office located at Pasig, Metro Manila on *September 12* 1980 at which the stockholders owning more than two-thirds (2/3) of the subscribed capital stock were present in person, and the same do now constitute the by-laws of said corporation.

[Signature]
JOHN GOKONGWEI, JR.
Director

[Signature]
HENRY L. GO
Director

[Signature]
JOHNSON ROBERT GO
Director

[Signature]
JAMES L. GO
Director

Date: 18-5-2015 Time: 1:39:9 PM

[Signature]
IGNACIO GOTAPO
Director

[Signature]
EUGENIE MARQUEZ-LIM
VILLENNA
Director

Attested by:
www.sec.gov.ph

User Name: 06rvpascua

[Signature]
EDDRO S. JUANITAS
Secretary

[Signature]
QUITRINO A. MARQUINEZ
Director