



REPUBLIC OF THE PHILIPPINES

SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. PW00000171

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

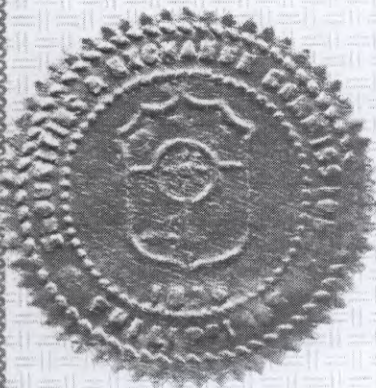
This is to certify that the amended articles of incorporation of the

THE INSULAR LIFE ASSURANCE COMPANY, LTD.

[Amending Article III thereof.]

copy annexed, adopted on May 28, 2014 by majority vote of the Board of Trustees and by the vote of one hundred (100%) percent of the members of the corporation, and certified under oath by the Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions 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.

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 20th day of November, Twenty Fourteen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department

COVER SHEET

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S.E.C. Registration Number

[illegible]

(Company's Full Name)

Insular Life Corporate
Centre, Insular Life Drive
Filinvest Corporate City
Alabang, Muntinlupa City, MM

(Business Address: No. Street City/ Town/Province)

Atty. Renato S. de Jesus
Contact Person

582-1818
Company Telephone Number

1	2	3	1
Month		Day	
Fiscal Year			

Change of
Principal Office
FORM TYPE

05 28
Month Day
Annual Meeting

N/A

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

Article Three

1	2			
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Total No. of Stockholders

Total Amount of Borrowings

					0
Domestic					

					0
Foreign					

To be accomplished by SEC Personnel concerned

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File Number

File Number

LCU

LCU

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Document I.D.

Cashier

Cashier

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Remarks – pls. use black ink for scanning purposes

AMENDED
ARTICLES OF INCORPORATION
OF
THE INSULAR LIFE ASSURANCE COMPANY, LTD.

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippine Islands, have this day voluntarily associated ourselves together for the purpose of forming a corporation, under the laws of the Philippine Islands,

AND WE HEREBY CERTIFY:

ARTICLE 1 - NAME

That the name of said corporation shall be THE INSULAR LIFE ASSURANCE COMPANY, LIMITED.

ARTICLE 2 - PURPOSES

That the purposes for which such corporation is formed are:

- 2.1 To carry on the business of Life Assurance in all its branches and in particular to grant or effect assurances of all kinds for payment of money by way of single payment or by several payments, or by way of immediate or deferred annuities upon the death of or upon the attaining a given age by any person or persons, or upon the birth or failure of issue or subject to or upon the happening of any contingency or event dependent upon human life or upon a fixed or certain date irrespective of any such event or contingency.
- 2.2 To grant annuities, immediate or deferred, payable between any fixed dates or contingent as to their commencement or determination upon any event dependent upon human life or the birth or failure of issue or otherwise.
- 2.3 To carry on the business of insurance against personal injuries by accident either in connection with life policies or otherwise.
- 2.4 To carry on the business of insurance against loss of health or incapacity from physical causes of any description either alone or in combination with life assurance.
- 2.5 To acquire or extinguish by purchase on surrender any policy or grant issued by the Company.
- 2.6 To create or set aside out of the capital or revenue of the Company a special fund or special funds, and to give to any class of its policyholders, annuitants or creditors any preferential right over any fund or funds so created, and for

such or any other purpose of the Company to place any portion of the Company's property in the name or names or within the control of ONE or more trustee or trustees, or to give to any class of insurers a right to participate in the profits of the Company or of any branch of its business.

- 2.7 To re-insure all or any of the risks of the Company and to undertake any authorized risk either by way of reinsurance.
- 2.8 To lend money on such terms as may seem expedient, subject to the requirements of law.
- 2.9 To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorized to carry on or possessed of property suitable for the purposes of this Company.
- 2.10 To promote any other Company for the purpose of acquiring all or any of the property and liabilities of this Company or of advancing directly or indirectly, the objects of interests thereof, and to take or otherwise acquire and hold shares in any such company and to guarantee the payment of any debentures or securities issued by any such company.
- 2.11 To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- 2.12 To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry out on or engage in any business or transaction which this Company is authorized to carry on, or any or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
- 2.13 To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- 2.14 To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- 2.15 To procure the Company to be registered or recognized in Hongkong, or in any other foreign country or state.
- 2.16 To remunerate any person or company for services rendered in placing or assisting to place any of the shares in the Company's capital or any debentures or other securities of the Company.
- 2.17 To distribute any of the property of the Company among the members in specie, but so that no distribution amounting to a reduction of capital be made without the sanction of law.
- 2.18 To make, accept, indorse and execute promissory notes, bills of exchange and other negotiable instruments.

- 2.19 To guarantee the performance of contracts by members of or persons having dealings with the Company.
- 2.20 To do all or any of the above things in any place in which the Company may determine and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 2.21 To do all such other things as are incidental or conducive to the attainment of the above objects.
- 2.22 To do and perform and all of the acts and things and to exercise all of the general powers conferred by law upon corporations similarly organized and usually and ordinarily incidental to companies of like and kind.

ARTICLE 3 – PRINCIPAL OFFICE

That the place where the principal office of the Corporation is to be established or located is the City of Manila, Philippines, until 31 December 1962, and thereafter, is METRO MANILA. Starting 28 May 2014, the principal office of the Corporation is Level 30, Insular Life Corporate Centre, Insular Life Drive, Filinvest Corporate City, Alabang, Muntinlupa City, Metro Manila, Philippines. (As amended at the special stockholders' meeting held on 15 September 1986.)

(As amended at the Board of Trustees' and Members' meetings
held on 28 May 2014,

ARTICLE 4 – TERM

That the term for which said corporation is to exist is for another fifty (50) years from November 26, 2010.

(As amended at the Board of Trustees' and Members' meetings
held on 22 July and 06 October 2010, respectively.)

ARTICLE 5 – INCORPORATORS

That the names and residences of the incorporators of said corporation are as follows:

<u>Names</u>	<u>Residences</u>
A.M. Barretto	Manila, P.I.
Daniel Earnshaw	Manila, P.I.
Ramon Soriano	Manila, P.I.
J.M. Poizat	Manila, P.I.
Ariston Bautista	Manila, P.I.

ARTICLE 6 - TRUSTEES

That the number of TRUSTEES of said corporation shall be nine (9) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Names	Residences
Vicente Singson Encarnacion (accidental)	Manila, P.I.
Vicente Arias	Manila, P.I.
Ignacio R. Ortigas	Manila, P.I.
Jose Araneta	Manila, P.I.
Salvador Zaragoza	Manila, P.I.
Alfonso Zobel	Manila, P.I.
J R. McMicking	Manila, P.I.
Leopoldo Mellan	Manila, P.I.
Eduardo Ortigas	Manila, P.I.

ARTICLE 7** - CAPITAL

THAT THE CAPITAL OF THE SAID CORPORATION IS TWENTY FIVE MILLION PESOS (P25,000,000.00) AFTER THE CORPORATION HAD REACQUIRED, RETIRED AND CANCELLED ALL OUTSTANDING SHARES OF STOCK PURSUANT TO A PLAN OF MUTUALIZATION APPROVED BY THE BOARD ON 28 AUGUST 1976, BY THE STOCKHOLDERS ON 1 SEPTEMBER 1976, BY THE INSURANCE COMMISSIONER ON 1 DECEMBER 1976, AND BY THE POLICYHOLDERS ON 14 JANUARY 1977. THE CORPORATION IS NOW CONVERTED TO A NON STOCK MUTUAL LIFE INSURANCE CORPORATION FOR THE BENEFIT OF ITS POLICYHOLDERS PURSUANT TO SECTION 266, TITLE 17 OF THE INSURANCE CODE OF 1978.

ARTICLE 8 - SUBSCRIBED CAPITAL STOCK

That the amount of the said capital stock, in common shares, which has been actually subscribed is ONE MILLION ONE HUNDRED FORTY-EIGHT THOUSAND TWO HUNDRED SIXTY PESOS (P1, 148,260.00 Philippine Currency, and the following persons have subscribed for the

** As amended at the Special Meeting of Stockholders on 26 October 1961 cancelling the preferred shares; on 24 November 1961, increasing the capitalization to P15,000,000.00; and on 27 March 1974 increasing the capitalization to P50,000,000.00; and on 15 September 1986 converting the structure of the corporation from stock to non-stock corporation by the purchase of all its outstanding shares of stock pursuant to a plan for its mutualization duly approved on 18 January 1977 in accordance with Section 263, Title 17, Chapter III of Presidential Decree No. 1460, otherwise known as the Insurance Code.

number of common shares and amount of capital set out after their respective names, and have paid the respective amounts so set out on account of said subscriptions, as follows:

Names	Residence	Number of Common Shares Subscribed	Amount Subscribed and Paid
Abella, Margarita G. de	Manila	100	1,000.00
Agoncillo, Gregorio	Manila	80	800.00
Alejandro, A. Chuidian de	Manila	20	200
Araneta, Jose	Manila	120	1,200.00
Araneta, Salvador	Manila	100	1,000.00
Arias, Vicente	Manila	1,358	13,580.00
Camus, Manuel	Manila	436	4,360.00
Crisologo, Juana	Manila	40	1,000.00
Crisologo, Leonor	Manila	100	1,000.00
Crisologo, Marciano	Manila	100	1,000.00
Crisologo, Roberta	Manila	80	800.00
Cuyugan y Lichauco, Margarita	Manila	606	6,060.00
Echegoyen, Luis	Manila	112	1,120.00
Echegoyen, Sofia Barretto de	Manila	6	60.00
Gonzalez, Antonio F.	Manila	40	400.00
Gregorio, Araneta, Inc.	Manila	11,800	118,000.00
Gregorio, Araneta, Inc., Trustee Fundacion Araneta-Zaragoza	Manila	200	2,000.00
Kahn, Anacoreta V. Vda. de	Manila	6	60.00
Legarda y de la Paz, Benito	Manila	280	2,800.00
Llamas, Gabriel	Manila	100	1,000.00
Madrigal, Vicente	Manila	80	800.00
McMicking, Jose	Manila	200	2,000.00
McMicking, J.R.	Manila	126	1,260.00
McMicking, Mercedes Zobel de	Manila	150	1,500.00
Mirasol, Luis	Manila	40	400.00
Monserat, Rosario Caballero de	Manila	6	60
Nakpil, Encarnacion	Manila	133	1,330.00
Nakpil, Julio	Manila	134	1,340.00
Nakpil, Ramon	Manila	133	1,330.00
Ortigas y Vargas, Amalia	Manila	220	2,200.00
Ortigas, Arturo	Manila	50	500.00
Ortigas y Vargas, Asuncion	Manila	210	2,100.00
Ortigas y Vargas, Carmen	Manila	210	2,100.00
Ortigas, Eduardo	Manila	466	4,660.00
Ortigas y Vargas, Francisco	Manila	214	2,140.00
Ortigas, Ignacio R.	Manila	142	1,420.00
Ortigas, Isabel	Manila	20	200.00
Ortigas, Joaquin	Manila	20	200.00
Ortigas, Jose Maria	Manila	50	500.00
Ortigas, Julia Vargas Vda. de	Manila	914	9,140.00
Ortigas y Vargas, Julia	Manila	220	2,200.00
Ortigas, Maria Luisa	Manila	20	200.00
Ortigas, Rafael	Manila	260	2,600.00
Prieto, C. Legarda de	Manila	260	2,600.00
Quema, Corazon	Manila	60	600.00
Quema, Felipa	Manila	60	600.00
Quema, Jesus	Manila	60	600.00
Quema, Jose	Manila	60	600.00
Quema, Teresa Crisologo Vda. de	Manila	540	5,400.00
Rodas, Constantino	Manila	200	2,000.00
Roxas, Baldomero	Manila	1,620	16,200.00
Sales Quema, Belen	Manila	60	600.00
Singson, Encarnacion V.	Manila	1,206	32,060.00

Torres y Vergara, Alejandra	Manila	20	200.00
Torres y Vergara, Luis	Manila	20	200.00
Torres y Vergara, Manuel	Manila	66	660.00
Torres y Vergara, Rosa	Manila	20	220.00
Torres y Vergara, Hnos.			
Alejandra, Rosa y Luis, y Sabina V. Vda. de	Manila	6	60.00
Torres, Sabina Vergara Vda. de	Manila	166	1,660.00
Tuason, Juan M.	Manila	400	4,000.00
Tuason, Manuel N.	Manila	400	4,000.00
Tuason, Natividad Zaragosa Vda. de	Manila	200	2,000.00
Valdez, Ana Tuason de	Manila	400	4,000.00
Vargas y Camus, Amalia	Manila	12	120.00
Valdes, Rita Legarda de	Manila	260	2,600.00
Zaragosa, Carolina Tuason de	Manila	5, 124	51,240.00
Zaragosa, Salvador	Manila	3, 036	30,360.00
Zobel, Alfonso	Manila	730	7,380.00
Zobel y Olgado, Enrique	Manila	20	200.00
Zobel, Jacobo	Manila	286	2,860.00
Zobel de Ayala, Margarita	Manila	730	7,300.00
Barretto, Trinidad	Manila	6	60.00
Elizade, Javier	Manila	6	60.00
Elizade, Jose A.	Manila	6	60.00
Elizade, Maria	Manila	6	60.00
Gomez, Salvador	Manila	12	120.00
Lanuza, Gerardo	Manila	6	60.00
Lanuza, Rosario Ortigas de	Manila	204	2,040.00
Melian, Alfredo	Manila	6	60.00
Melian, Leopoldo	Manila	120	1,200.00
Montejo, Esperanza Jimenez de	Manila	6	60.00
Osones, Maria de los Angeles Sta. Maria	Manila	6	60.00
Roxas Argellies, Enrique	Manila	790	7,900.00
Tremoya, Trinidad Zobel de	Manila	6	60.00
Trevilla, Maria Gonzales de	Manila	6	60.00
Tuason, Henriette Marcet Vda. de	Manila	800	8,000.00
Zobel y Montejo, Consuelo	Manila	20	200.00
Zobel, Enrique	Manila	5, 314	53,140.00
Zobel, Fernando	Manila	1, 188	11,880.00
Zobel y Montejo, Gloria	Manila	20	200.00
Zobel, y Montejo, Matilde	Manila	20	200.00
Dewitt, Clyde A.	Manila	100	1,000.00
Melian Sylvia	Manila	86	860.00
Filipinas Compania de Seguros	Manila	<u>63, 428</u>	<u>634,280.00</u>
		114, 826	P1, 148, 260.00

That Luisa L. Dumas has been elected by the subscriber 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 the corporation and to receive in its name for all subscription paid by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 23rd day of November, A.D. 1910.

(Sgd.) A.M. BARRETTO
(Sgd.) JEAN M. POIZAT
(Sgd.) R. SORIANO

(Sgd.) ARISTON BAUTISTA
(Sgd.) D. EARNSHAW, JR.
(Sgd.) LUCIO LIMPANGCO

Signed and sealed in the presence of:

(Sgd.) L.E. DUMAS

(Sgd.) CHARLES C. COHN

UNITED STATES OF AMERICA)
PHILIPPINE ISLAND) S.S.
CITY OF MANILA)

On this 23rd day of November 1910, before me, Charles C. Cohn, a Notary Public in and for said City of Manila, personally came A. M. BARRETTO, Daniel Earnshaw, Ramon Soriano, J. M. Poizat and Ariston Bautista, known to me be the same persons who signed the foregoing articles of incorporation of The Insular Life Assurance Company, Limited, and acknowledged the execution thereof to be their free act and deed.

Said persons exhibited to me their cedula certificates as follows:

A. M. BARRETTO, No. F26095, issued at Manila on March 7, 1910; Daniel Earnshaw, No. F2516, issued at Manila on January 5, 1910; Ramon Soriano, No. G96714; issued at Manila, January 10, 1910; J. M. Poizat, No. G95720, issued at Manila, May 12, 1910; and Ariston Bautista, No. 2741, issued at Manila, January 8, 1910.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal this 23rd day of November, A.D., 1910.

(Sgd.) CHARLES C. COHN
Notary Public
My Commission expires
December 31st, 1910

(Doc. Stamp P0.20)

UNITED STATES OF AMERICA)
PHILIPPINE ISLAND) S.S.
CITY OF MANILA)

Luisa E. Dumas, being duly sworn, deposes and says:

That on the 23rd of November, A.D. 1910, he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation so act as such until his successor has been duly elected and qualified in accordance with the By-Laws of the Corporation, and that as such as Treasurer he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock, that Two Hundred Fifty Thousand Pesos (P250,000.00) have been actually subscribed and One Hundred Twenty-Five Thousand Pesos (P125,000.00) have been actually paid to him for the benefit and to the credit of the Corporation; that thus fifty per centum of the entire capital stock has been subscribed and at least fifty per centum of the subscription has been actually paid to him for the benefit and to the credit of the corporation.

(Sgd.) L. E. Dumas

Subscribed and sworn to me before me this 23rd day of November 1910, said deponent having exhibited his cedula certificate No. F26094, issued at Manila, March 7th, 1910.

(Sgd.) CHARLES C. COHN
Notary Public
My Commission expires
December 31st, 1910

(Doc. Stamp P0.20)

UNITED STATES OF AMERICA)
PHILIPPINE ISLAND) S.S.
CITY OF MANILA)

The undersigned Incorporators of the Insular Life assurance Company, Ltd. being first duly sworn, each for himself deposes and says:

That he is one of the incorporators of the aforesaid The Insular Life Assurance Company Ltd.; that the capital stock of such corporation is the sum of P500,000.00; that fifty percent (50%) of the whole stock of the said Corporation, amounting to P250,000.00, has been actually subscribed, and that fifty percent (50%) of the subscription, namely the sum of P125,000.00 has been actually paid in cash into the treasury of the said Corporation.

(Sgd.) A. M. BARRETTO

(Sgd.) D. EARNSHAW, JR.

(Sgd.) JEAN M. POIZAT

(Sgd.) R. SORIANO

(Sgd.) ARISTON BAUTISTA

Subscribed and sworn to before me this 25th day of November 1910, said deponents having exhibited cedula certificates as follows: A. M. Barretto, No. F26095; D. Earnshaw, No. F2516, R. Soriano, No. G96714; J. M. Poizat,

No. G95720, and A. Bautista, No. 2741, all issued at Manila, P.I., respectively on March 7th, Jany. 5th, Jany. 10th, May 12th, and Jany. 8th, 1910. Jany. 10th, May 12th and Jany. 8th, 1910.

(Sgd.) CHARLES C. COHN
Notary Public
My commission expires
December 31st, 1910



**Insular
Life**

The Insular Life Assurance Co., Ltd.
Insular Life Corporate Centre, Insular Life Drive
Filinvest Corporate City, Alabang, 1781 Muntinlupa City
Telephone No. (632) 582-1818 • Fax No. (632) 771-1717
Web: www.insularlife.com.ph • Email: headofc@insular.com.ph

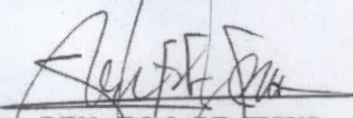
Republic of the Philippines)
City of Muntinlupa) SS.

SECRETARY'S CERTIFICATE

I, RENATO S. DE JESUS, of legal age, married, with office address at Level 8, Insular Life Corporate Centre, Insular Life Drive, Filinvest Corporate City, Alabang, Muntinlupa City, Metro Manila, Philippines, being duly sworn, depose and state that:

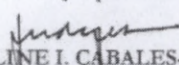
1. I am the duly elected and qualified Corporate Secretary of THE INSULAR LIFE ASSURANCE COMPANY, LTD. (the Corporation), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at Level 8, Insular Life Corporate Centre, Insular Life Drive, Filinvest Corporate City, Alabang, Muntinlupa City, Metro Manila, Philippines.
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 WHEREOF, I have hereunto set my hand and affixed the seal of this Corporation at Muntinlupa City, Philippines, on this _____ day of AUG 22 2014 2014.


RENATO S. DE JESUS
Corporate Secretary

SUBSCRIBED AND SWORN to before me at Muntinlupa City, Philippines this _____ day of AUG 22 2014 2014; affiant exhibiting to me his Passport No. EB4829667 issued at Manila on 29 February 2012.

Doc. No. 292 ;
Page No. 59 ;
Book No. 45 ;
Series of 2014.


JACQUELINE I. CABALES-DE JESUS
Notary Public (until 31 December 2015)
Appointment No. 14-038
Roll of Attorney No. 51274
IBP No. 943342 / 26 Nov 2013 / Makati
PTR No. 1467841 / 02 Jan 2014 / Muntinlupa
8F Insular Life Corporate Centre, Insular Drive
Filinvest City, Alabang, Muntinlupa

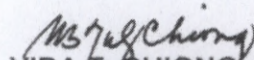


Republic of the Philippines
Department of Finance
INSURANCE COMMISSION
1071 United Nations Avenue
Manila

1st ENDORSEMENT
28 July 2014

Respectfully endorsed to the Securities and Exchange Commission (SEC), SEC Building, EDSA Greenhills, Mandaluyong City, the attached amended Articles of Incorporation of **THE INSULAR LIFE ASSURANCE CO., LTD.** with the advice that the Insurance Commission (IC) has no objection to its registration and has taken note of the amendment which is the change of its principal address from **Metro Manila** to **Level 30, Insular Life Corporate Centre, Insular Life Drive, Filinvest Corporate City, Alabang, Muntinlupa City.**

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).


VIDA T. CHIONG

Deputy Insurance Commissioner
Officer-In-Charge

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REPUBLIC OF THE PHILIPPINES)
MUNTINLUPA CITY) SS.

TRUSTEES' CERTIFICATE

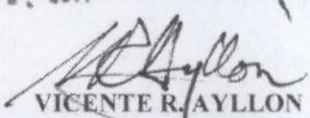
KNOW ALL MEN BY THESE PRESENTS:

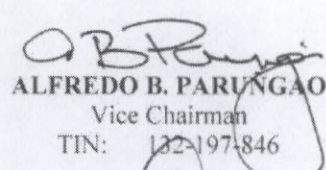
WE, the Trustees and the Corporate Secretary of **THE INSULAR LIFE ASSURANCE COMPANY, LTD.**, do hereby certify that the Amended Articles of Incorporation of said corporation was amended by a unanimous vote of the trustees and the vote of one hundred percent (100%) of all members present in person or by proxy at a meeting held on 28 May 2014 at Muntinlupa City, duly called for the purpose and where the required quorum of all members qualified to vote was present and acted throughout.

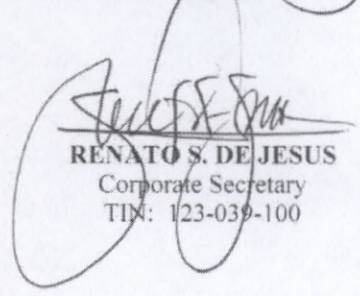
The amended provision of the attached Amended Articles of Incorporation refers to the principal office found on ARTICLE 3, to wit:

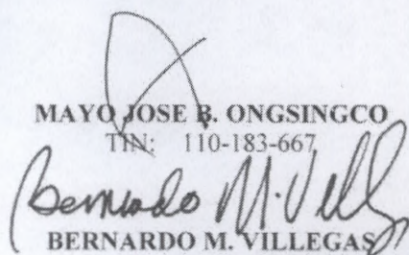
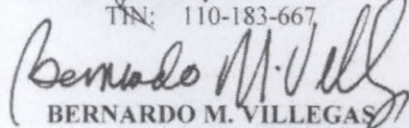
"THIRD: That the place where the principal office of the Corporation is to be established or located is the City of Manila, Philippines, until 31 December 1962, and thereafter, is METRO MANILA. Starting 28 May 2014, the principal office of the Corporation is Level 30, Insular Life Corporate Centre, Insular Life Drive, Filinvest Corporate City, Alabang, Muntinlupa City, Metro Manila, Philippines."

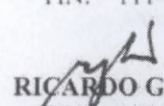
IN WITNESS WHEREOF, we have executed this certificate this ____ day of ~~SEP 24 2014~~ 2014, in Muntinlupa City.


VICENTE R. AYLLON
Chairman of the Board
TIN: 123-034-938

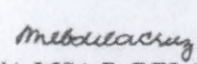

ALFREDO B. PARUNGAO
Vice Chairman
TIN: 132-197-846


RENATO S. DE JESUS
Corporate Secretary
TIN: 123-039-100

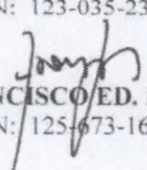

MAYO JOSE B. ONGSINGCO
TIN: 110-183-667

BERNARDO M. VILLEGAS
TIN: 111-622-998


RICARDO G. LIBREA
TIN: 108-774-613

DELFIN L. LAZARO
TIN: 106-181-679


MONA LISA B. DELA CRUZ
TIN: 123-035-114

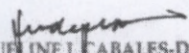

MARIETTA C. GORREZ
TIN: 123-035-236


FRANCISCO D. LIM
TIN: 125-673-168

SUBSCRIBED AND SWORN to before me this SEP 25 2014 day of 2014 at Muntinlupa City, Philippines, affiant exhibiting to me the following:

Name	TIN
Vicente R. Ayllon	123-034-938
Alfredo B. Paruñgao	132-197-846
Mayo Jose B. Ongsingco	110-183-667
Bernardo M. Villegas	111-622-998
Ricardo G. Librea	108-774-613
Delfin L. Lazaro	106-181-679
Mona Lisa B. Dela Cruz	123-035-114
Marietta C. Gorrez	123-035-236
Francisco Ed. Lim	125-673-168
Renato S. de Jesus	123-039-100

Doc. No. 386 ;
Page No. 78 ;
Book No. 0 ;
Series of 2014.

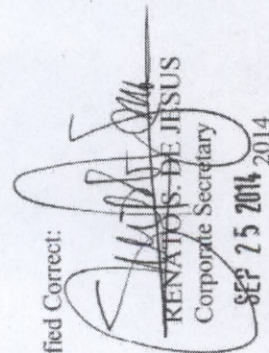

JACQUELINE I. CABALES-DE JESUS
Notary Public (until 31 December 2015)
Commission No. 14-038
Roll of Attorney No. 51274
IBP No. 943342 / 26 Nov 2013 / Makati
PTR No. 1467841 / 02 Jan 2014 / Muntinlupa
8F IL Corporate Centre, Insular Drive, Filinvest, Alabang

AMENDMENT DATA SHEET

Registration Number: C-171 Company/Corporate Name: THE INSULAR LIFE ASSURANCE COMPANY, LTD.

Article	Description	From/Deletion	To/Addition	Code
Amended Third Article Articles of Incorporation	Principal Office	THIRD: That the place where the principal office of the Corporation is to be established or located is the City of Manila, Philippines, until 31 December 1962, and thereafter, is METRO MANILA, Philippines. (As amended at the special stockholders' meeting held on 15 September 1986.)	THIRD: That the place where the principal office of the Corporation is to be established or located is the City of Manila, Philippines, until 31 December 1962, and thereafter, is METRO MANILA. Starting 28 May 2014, the principal office of the Corporation is Level 30, Insular Life Corporate Centre, Insular Life Drive, Filinvest Corporate City, Alabang, Muntinlupa City, Metro Manila, Philippines. (As amended at the special stockholders' meeting held on 15 September 1986.) (As amended at the Board of Trustees' and Members' meetings held on 15 April 2014 and 28 May 2014, respectively.)	

Certified Correct:


RENATO S. DE JESUS
 Corporate Secretary
SEP 25 2014 2014

(IF APPLICABLE)
 For Increase/Decrease in Capital Stock
 Reason: _____ Code: _____
 Date of Board/Trustee's Approval:
 15 April 2014

For Dissolution
 Reason: _____ Code: _____
 Date of Stockholders/Member's Approval:
 28 May 2014