



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. 22264

**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

BHI HOLDINGS, INC.

[Amending Article IV by extending the term of its existence.]

copy annexed, adopted on December 18, 2012 by a 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 Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 4th day of June, Twenty Thirteen.




FERDINAND B. SALES
Acting Director

Company Registration and Monitoring Department

COVER SHEET

2 2 2 6 4

S.E.C. Registration Number

BHI HOLDINGS INC
(formerly Consolidated
Insurance Company Inc)

(Company's Full Name)

22nd Floor The Pearlbank Ctr
146 Valero St Salcedo Villi Mkt

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

Rosalie A. Estiebar

Contact Person

817-2080

Company Telephone Number

1 2 3 1

Month Day
Calendar Year

AAI

FORM TYPE

Month

Secondary License Type, If Applicable

M R D

Dept. Requiring this Doc.

Article IV

Amended Articles Number/Section

3 3 7

Total No. of Stockholders

Total Amount of Borrowings

N/A

Domestic

N/A

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

AMENDED
ARTICLES OF INCORPORATION
OF
BHI HOLDINGS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are residents of the Philippines, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be BHI HOLDINGS, INC. (Amended as per Board of Directors Meeting on November 25, 1998 and Stockholders' Meeting on January 8, 1999.)

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

PRIMARY PURPOSE

To carry on the business of an investment holding company and for that purpose, to receive, purchase or otherwise acquire an interest in, hold, own, pledge, mortgage, assign, dispose, exchange and generally deal in all kinds of securities including but not limited to shares of stock of corporations, voting trust certificates, bonds, debentures, notes, evidence of indebtedness and other securities or obligations of other corporations or associations, domestic or foreign, including those of the Republic of the Philippines or any of its instrumentalities, without necessarily engaging as stock broker or dealer in securities; acquire, hold, invest in, use, sell, assign, transfer, mortgage, exchange or otherwise dispose of real and personal property of every kind, nature and description;

enter into any lawful arrangement for sharing profits with any corporation, association, partnership, person or entity, domestic or foreign, in carrying on or of any business which the corporation is authorized to carry on; or grant concessions, rights or licenses to others to operate, manage or deal with the same; and do any and all things necessary, suitable, convenient, proper or incidental to the accomplishment of the aforesaid purposes ."

SECONDARY PURPOSES

1. To enter into or engage in transaction of joint account and joint ventures; to purchase or otherwise acquire the whole or any part of the properties, assets, business, goodwill and rights and to undertake or assume the whole or any part of the franchises, leases, contracts, liabilities and obligations of any person or persons, firm, association or corporation engaged in any similar business and to hold or in any manner dispose of the whole or any part of the property and assets so acquired, and to conduct in any lawful manner the whole or any part of the business so acquired and to assume all the powers necessary or convenient in and about the conduct, management and carrying on of such business, but only to the extent permitted by law.
2. To purchase, acquire, and take over all or any part of the rights, assets, business and property of any person, partnership, corporation or association and to undertake and assume the liabilities and obligations of such person, partnership, corporation or association whose rights, assets, business or property may be purchased, acquired or taken over.
3. To enter into any arrangement for sharing profits, union of interests, joint ventures, reciprocal concessions or otherwise with any person, partnership, corporation or association engaged in any business or transaction which the Corporation is authorized to carry on, or in any business or transaction that may directly or indirectly benefit the Corporation.

4. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidence of indebtedness, and to secure the re-payment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue pursuant to law shares of its capital stock, debentures and other evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.

5. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest and to sell, dispose of or transfer the business, properties and goodwill of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept.

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the Corporation.

7. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines.

8. To import, purchase, acquire, assemble, manufacture, fabricate, make produce, export, sell, transfer, exchange, lease, or otherwise deal in and with equipment, machinery, goods, wares, merchandise and other lawful articles of commerce, as the purposes for which the Corporation is formed may require or permit, or as may be necessary or convenient for the transaction of its lawful business.

In general but in connection with the foregoing, the Corporation may carry on any other business not prohibited to holding companies or corporations by laws of the Philippines and have and exercise all powers otherwise conferred by the laws of the Philippines upon like or similar corporations formed under the Corporation Code of the Philippines, it being provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

(Amended as per Board of Directors Meeting on November 25, 1998 and Stockholders' Meeting on January 8, 1999.)

THIRD : That the place where the principal office of the corporation is located is Makati, Rizal, Philippines; but it may organize and establish such other branch offices or agencies in all other parts of the Philippines outside the Municipality of Makati;

FOURTH: That the term for which said corporation is to exist is fifty (50) years from and after January 24, 2063 (As Amended on December 18, 2012).

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

	<u>Name</u>	<u>Citizenship</u>	<u>Residence</u>
1	Aristeo L. Lat	Filipino	71 Simoun St., Q.C.
2	Laura Alina Lat	Filipino	71 Simoun St., Q.C.
3	Jose B. Roxas	Filipino	645 Evangelista St., Manila
4	Renato C. Dolor	Filipino	2574 Taft Avenue, Manila

5 Fernando M. Mangubat Filipino 826 Archimedes St., Makati

SIXTH : That the number of Directors of said corporation shall be ELEVEN (11) 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 : to wit: (as per certificate of increase in the number of directors dated May 22, 1981) a.a. May 25, 1984. a.a. May 23, 1986.; Amended as per Board of Directors' meeting on August 21, 1995 and stockholders' meeting on December 1, 1995.

	<u>Name</u>	<u>Citizenship</u>	<u>Residence</u>
1	Aristeo L. Lat	Filipino	71 Simoun St., Q.C.
2	Laura Alina Lat	Filipino	71 Simoun St., Q.C.
3	Jose B. Roxas	Filipino	645 Evangelista St., Manila
4	Renato C. Dolor	Filipino	2574 Taft Avenue, Manila
5	Fernando M. Mangubat	Filipino	826 Archimedes St., Makati

SEVENTH : That the amount of authorized capital stock of the said corporation is PESOS: ONE HUNDRED MILLION (P100,000,000.00) ONLY, Philippine Currency, and said capital stock is divided into SEVEN HUNDRED THOUSAND (700,000) Class "A" shares and THREE HUNDRED THOUSAND (300,000) Class "B" shares with a par value of PESOS: ONE HUNDRED (P100.00) each.

That no transfer of stock or interest which shall reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as may be required by law, shall be allowed or permitted to be recorded in proper books of the corporation and this restriction shall be indicated in all stock

certificates of the corporation. (Amended, November 24, 1976) (a.a. MAY 25, 1984) (a.a. on June 18, 1993) (a.a. on May 10, 1994)

EIGHT : That the amount of capital stock which has been actually subscribed is PESOS: FIVE HUNDRED THOUSAND ONLY (P500,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

	<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
1	Aristeo L. Lat	Filipino	2,979	₱ 297,900.00
2	Laura Alina Lat	Filipino	2,000	200,000.00
3	Jose B. Roxas	Filipino	10	1,000.00
4	Renato C. Dolor	Filipino	10	1,000.00
5	Fernando M. Mangubat	Filipino	1	100.00
		TOTAL	5,000	₱ 500,000.00

NINTH : That the following persons have paid in the shares of capital stock for which they have subscribed the amount set out after their respective names:

	<u>Name</u>	<u>Citizenship</u>	<u>Amount of Capital Stock Subscribed</u>	<u>Contributed Surplus</u>
1	Aristeo L. Lat	Filipino	₱ 297,900.00	₱ 59,580.00

2	Laura Alina Lat	Filipino	200,000.00	40,000.00
3	Jose B. Roxas	Filipino	1,000.00	200.00
4	Renato C. Dolor	Filipino	1,000.00	200.00
5	Fernando M. Mangubat	Filipino	100.00	20.00
TOTAL			P 500,000.00	P 100,000.00

The contributed surplus paid in by the subscribers shall be repaid in cash to the contributing stockholders in the same amount and without interest as soon as the earned surplus reserve of the corporation, as may be provided in the By-laws shall, in the judgment of the Board of Directors, justify it;

TENTH : That LAURA ALINA LAT has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the By-laws, and that as such Treasurer, she has been authorized to received for the corporation and to receipt in its name for all subscriptions paid in by said subscribers;

ELEVENTH : Directors and all other officers of said corporation shall receive such compensation as the Board of Directors may provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 7th day of December, 1962, in the City of Manila, Philippines.

(SGD.) ARISTEO L. LAT
ARISTEO L. LAT

(SGD.) LAURA ALINA LAT
LAURA ALINA LAT

(SGD.) JOSE B. ROXAS
JOSE B. ROXAS

(SGD.) RENATO C. DOLOR
RENATO C. DOLOR

(SGD.) FERNANDO M. MANGUBAT
FERNANDO M. MANGUBAT

SIGNED IN THE PRESENCE OF:

HONORATA DE JOYA

R.C. QUINIO

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.

On this 7th day of December 1962, before me, a Notary Public in and for the City of Manila, personally appeared (1) Aristeo L. Lat with Residence Certificate No. A-4206011, issued at Pasay City on January 8, 1962; B-77348 issued at Pasay City on February 16, 1962; (2) Laura Alina Lat, with Residence Certificate No. A-5437029 issued at Quezon City on March 6, 1962; B-777346 issued at Pasay City on February 16, 1962; (3) Jose B. Roxas, with Residence Certificate No. A-0237201 issued at Manila on January 5, 1962; (4) Renato C. Dolor, with Residence Certificate No. A-6200202 issued at Pasay City on January 6, 1962; B-0712611 issued at Makati, Rizal on February 20, 1962; and (5)

Fernando M. Mangubat with Residence Certificate No. A-4310131 issued at Makati, Rizal on January 18, 1962; B-0647091 issued at Makati, Rizal on April 12, 1962; known to me and to me known to be the same persons whose names are subscribed and who executed the foregoing Articles of Incorporation, and each of them acknowledged to me that he freely and voluntarily executed the same.

WITNESS MY HAND AND SEAL at the date and place first above written.

(SGD.) MODESTO ROSALES
MODESTO ROSALES
Notary Public
Until December 31, 1962

Doc. No. 252
Page No. 60
Book No. IV
Series of 1962.
cici6/cici-art2

**CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION**

OF

BHI HOLDINGS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That We, the undersigned Chairman and Secretary of the Annual General Stockholders' Meeting and the majority of the members of the Board of Directors of **BHI HOLDINGS, INC.**, a corporation duly organized and existing under and by virtue of the laws of the Republic of Philippines, with principal office address at 22nd Floor, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City, do hereby certify:

1. That at the annual general meeting of the stockholders of the Corporation held at 22nd Floor, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City, in accordance with Section 16 of the Corporate Code, B.P. Blg. 68, at the principal office on December 18, 2012, at which meeting stockholders representing at least two-thirds (2/3) of the outstanding capital stock were present in person or by proxy, the stockholders present by unanimous vote, approved the amendment of **Article IV (terms for which the corporation is to exist)** of the Articles of Incorporation;

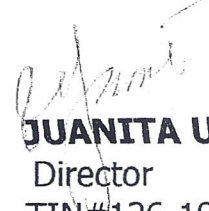
2. That the term for which said corporation is to exist is "**Fifty (50) years from and after January 24, 2063**";

3. That the amendment of the said Article IV of the Articles of Incorporation; was likewise approved by at least a majority of the directors at the meeting held at 22nd Floor, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City on December 18, 2012.

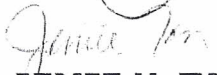
IN WITNESS WHEREOF, we have hereunto set our hands this
____ day of 21 DEC 2012, 2012 at MAKATI CITY.



MANUEL N. TANKIANSEE
Chairman/Director
TIN#126-197-981



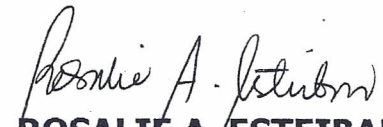
JUANITA U. TAN
Director
TIN#126-197-593



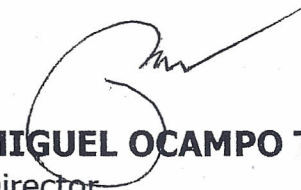
JEMIE U. TAN
Director
TIN#200-074-698



JALANE CHRISTIE U. TAN
Director
TIN#209-168-571



ROSALIE A. ESTEIBAR
Director
TIN#242-948-994



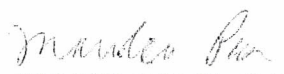
MIGUEL OCAMPO TAN
Director
TIN#141-989-186



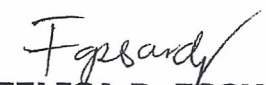
EMMA KENG-OCAMPO TAN
Director
TIN#141-898-195



RUDIN GONZALES
Director
TIN#107-462-580



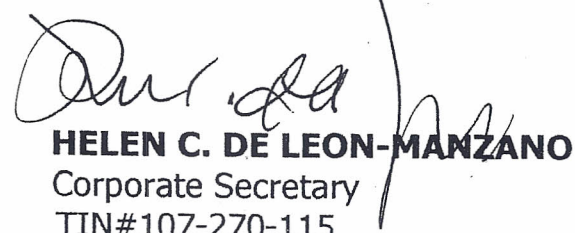
MARILOU U. PUA
Director
TIN#142-823-153



FELISA P. ESCUDERO
Director
TIN#167-017-993



JULIE C. DELA CRUZ
Director
TIN#126-197-656




HELEN C. DE LEON-MANZANO
Corporate Secretary
TIN#107-270-115

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY)S.S.

SUBSCRIBED AND SWORN to before me this ___ day of
21 DEC 2012, at MAKATI CITY, affiants exhibiting to me their
SSS and Passport numbers, to wit:

<u>Name</u>	<u>SSS/ Passport No.</u>	<u>Date/Place Issued</u>
MANUEL N. TANKIANSEE	EB3648965	Sept. 15, 2011/Manila
JUANITA U. TAN	XX4830814	Oct. 26, 2009/Manila
JEMIE U. TAN	ZZ237015	April 2, 2008/Phil. Embassy Singapore
JALANE CHRISTIE U. TAN	XX28689247	Jan. 24, 2009/Manila
ROSALIE A. ESTEIBAR	33-9800752-1	
MIGUEL OCAMPO-TAN	XX3906655	June 8, 2009/Manila
EMMA KENG OCAMPO TAN	03-5490421-8	
RUDIN GONZALES	XX4692045	Oct. 5, 2009/Manila
MARILOU U. PUA	XX14601277	June 24, 2008/Manila
FELISA P. ESCUDERO	33-3787409-0	
JULIE C. DELA CRUZ	03-8680701-1	
HELEN C. DE LEON-MANZANO	EB1537685	Dec. 10, 2010/Manila

Doc. No. 381;
Page No. 78;
Book No. 165;
Series of 2012.


RUBEN T.M. RAMIREZ
NOTARY PUBLIC
UNTIL DEC 31, 2013
2734 M. AURORA ST., MAKATI CITY
IBP NO. 868792 / CY 2012
ROH NO. 28947 / MCLE 3 NO. 0020079
PTR NO. MKT 3173245 / 1 2 12 MAKATI CITY

BHI HOLDINGS, INC.


DIRECTORS' CERTIFICATE

WE, the undersigned majority members of the Board of Directors and the Corporate Secretary, do hereby certify under oath that Article IV of the Articles of Incorporation of BHI HOLDINGS, INC. was amended by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held for that purpose at its office at 22nd Floor, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City on December 18, 2012.

The amendment was likewise approved by majority of the directors at a meeting held at its office at 22nd Floor, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City on December 18, 2012.

WITNESS OUR HANDS this 21 day of DEC 2012 at
MAKATI CITY


MANUEL N. TANKIANSEE
Chairman/Director
TIN#126-197-981


JUANITA U. TAN
Director
TIN#126-197-593


JEMIE U. TAN
Director
TIN#200-074-698



JALANE CHRISTIE U. TAN
Director
TIN#209-168-571


ROSALIE A. ESTEIBAR
Director
TIN#242-948-994

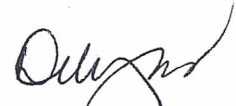

MIGUEL OCAMPO TAN
Director
TIN#141-989-186

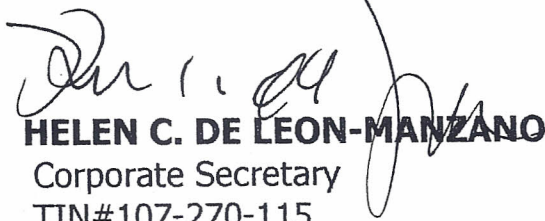

EMMA KENG-OCAMPO TAN
Director
TIN#141-898-195


RUDIN GONZALES
Director
TIN#107-462-580


MARILOU U. PUA
Director
TIN#142-823-153


FELISA P. ESCUDERO
Director
TIN#167-017-993


JULIE C. DELA CRUZ
Director
TIN#126-197-656


HELEN C. DE LEON-MANZANO
Corporate Secretary
TIN#107-270-115

REPUBLIC OF THE PHILIPPINES)
) S.S.

SUBSCRIBED AND SWORN to before me this ___ day of
21 DEC 2012, 2012, at MAKATI CITY, affiants exhibiting to me their SSS and
Passport numbers, to wit:

<u>Name</u>	<u>SSS/ Passport No.</u>	<u>Date/Place Issued</u>
MANUEL N. TANKIANSEE	EB3648965	Sept. 15, 2011/Manila
JUANITA U. TAN	XX4830814	Oct. 26, 2009/Manila
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EMMA KENG OCAMPO TAN	03-5490421-8	

RUDIN GONZALES
MARILOU U. PUA
FELISA P. ESCUDERO
JULIE C. DELA CRUZ
HELEN C. DE LEON-MANZANO

~~XX~~4692045
~~XX~~14601277
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03-8680701-1

Oct. 5, 2009/Manila
June 24, 2008/Manila

EB1537685

Dec. 10, 2010/Manila

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Series of 2012.

121812 CERT of AMENDMENT OF AOI
/BHI

~~RUBEN T.M. RAMIREZ~~
NOTARY PUBLIC
UNTIL DEC 31, 2013
2734 M. AURORA ST., MAKATI CITY
IBP NO 868792 / CY 2012
ROLL NO 28947 / MCLE 3 NO 0020050
PTR NO MKT 3173245 / 1 2 12 MAKATI CITY