

ARTICLES OF INCORPORATION

OF

EnsureMePh Insurance Broker, Inc

(Formerly: MICROENSURE INSURANCE BROKERS PHILIPPINES, INC.)

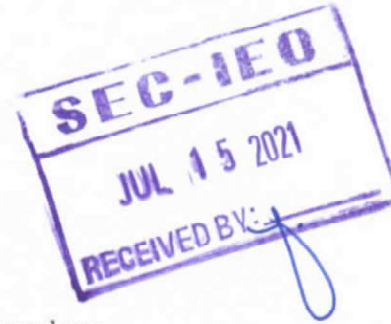
**KNOW ALL MEN BY THESE PRESENTS:**

That we, all of legal age, majority of whom are citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

EnsureMePh Insurance Broker, Inc  
(As amended on 31 March 2021)



SECOND: That the purpose of which the said corporation is formed are:

**PRIMARY PURPOSE**

To engage in the general business of an insurance brokers, provide the services in obtaining, soliciting, negotiating, procuring, designing, developing, making and reviewing of any insurance contract or in placing risk or the taking out of insurance or assisting in the process of satisfaction of claims under the insurance contract including life, non-life, pre-need products, micro insurance, meso and macro insurance packages, health, education, pension, index, agricultural insurance, weather index insurance, calamity risks, surety, aquaculture, marine, bonds, livestock, catastrophic and other innovative products

**SECONDARY PURPOSE**

1. To provide business process outsourcing services including back office outsourcing, front office outsourcing, third party administration with the use of technology, telecommunication and satellite facilities, data processing and banking, information technology including but not limited to voice over internet protocol and other communication technology, video and teleconferencing, receiving from and making calls to foreign and domestic companies operating within or outside the country, to provide customer support, inquiries, handle marketing, technical support, handle business concerns and to provide front and back end services, particularly to the insurance industry.
2. To engage in the general business of insurance general agents and/or general managers particularly the following: to act as general manager, and/or general agents for life and non-life companies insuring life to, health accidents, fire, and allied lines, motor vehicles, casualty, surety bonds, fidelity bonds, marine cargo, marine hull, workmen's compensation, comprehensive general liability, contractors all risks, and aviation insurance
3. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of

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

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 interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereto for such consideration and under such terms as it shall see fit to accept;

6. To enter into lawful arrangement for sharing profits, union of interest, utilization or farm out agreement, reciprocal concession, or corporation, with any corporation, association, partnership, syndicate, entity, person or on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

7. 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;

8. To establish and operate one or more branch offices or agencies and to carry on any or all its operation and business or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere in the Philippines;

9. To conduct and transact any and all lawful activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one of more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

**THIRD:** That the place where the principal office of the corporation is to be established or located is in Corner-Jayne-Commission Civil Sts., Brgy. Benedicto, Jaro, Iloilo.

**FOURTH:** That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.

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

	<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
1.	Aaron Thomas Oxley	New Zealand	69 Carroll House, Craven Terrace London W2 3PR, United Kingdom
2.	Richard John Lefly	British	103 Dale Drive, Falmouth MA 02540 United States of America
3.	Angel L. De Leon, Jr.	Filipino	98 R. Mapa St., Mandurriao Iloilo City, Philippines

4.	Angelo B. Solarte	Filipino	Bakhaw, Mandurriao, Iloilo City, Philippines
5.	William Martinez	Filipino	Candelaria Subdivision, Dugon Mandurriao, Iloilo City, Philippines

**SIXTH:** That the number of directors of said corporation shall be Five (5) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws as follows:

	<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
1.	Aaron Thomas Oxley	New Zealand	69 Carroll House, Craven Terrace London W2 3PR, United Kingdom
2.	Richard John Leftly	British	103 Dale Drive, Falmouth MA 02540 United States of America
3.	Angel L. De Leon, Jr.	Filipino	98 R. Mapa St., Mandurriao Iloilo City, Philippines
4.	Angelo B. Solarte	Filipino	Bakhaw, Mandurriao, Iloilo City, Philippines
5.	William Martinez	Filipino	Candelaria Subdivision, Dugon Mandurriao, Iloilo City, Philippines

**SEVENTH:** That the authorized capital stock of said corporation is *ONE HUNDRED AND TWENTY-FIVE MILLION PESOS (Php125,000,000.00)*, Philippine currency, and said capital stock is divided into *SIXTY-TWO THOUSAND AND FIVE HUNDRED (62,500)* shares with a par value of *TWO THOUSAND PESOS (P2,000.00)* each.

**EIGHT:** That the amount of said capital stock which has been actually subscribed is *ONE MILLION PESOS (Php1,000,000.00)* and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

	<u>Name</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
1.	Aaron Thomas Oxley	100	Php200,000.00
2.	Richard John Leftly	100	Php200,000.00
3.	Angel L. De Leon, Jr.	100	Php200,000.00
4.	Angelo B. Solarte	100	Php200,000.00
5.	William Martinez	<u>100</u>	<u>Php200,000.00</u>
	Total	500	Php1,000,000.00

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

<u>Name</u>	<u>Amount Subscribed</u>
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2.	Richard John Leddy	Php,50,000.00
3.	Angel L. De Leon, Jr.	Php,50,000.00
4.	Angelo B. Solarte	Php,50,000.00
5.	William Martinez	<u>Php,50,000.00</u>
	Total:	Php250,000.00

**TENTH:** That no issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock requires by the law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed or indicated in all the certificates of stocks to be issued by the corporation.

Any transfer of shares of the Corporation, whether for valuable consideration or by gratuitous title shall be subject to the following procedure:

- a) Any stockholder intending to transfer any share(s) (the "transferor") shall give written notice (the "transfer notice") to the other stock holders of his intent to transfer the share(s) (the "offered share[s]");
- b) The other stockholders shall have the right, within an offering period of sixty (60)-days from their receipt of the transfer notice, to accept the offer. The transfer notice and acceptance shall be sent by personal service.

Within fifteen (15) days from receipt by the transferor of such acceptance, the accepting stockholders shall pay the transferor the entire purchase price.

Failure by any stockholder to notify the transferor of its acceptance within sixty (60) consecutive days from receipt of the offer shall constitute rejection of the said offer. Failure to make payment within fifteen (15) days after receipt by the transferor of such acceptance shall give the transferor the right to cancel the sale.

In any of these cases, the transferor shall thereafter be free at any time within one year from the lapse of the 60-day or 15-day period, as the case may be, to dispose of the offered share[s] at the same price offered to the other stockholders, or price at a higher price. Any transfer of the offered shares the lapse of the one-year period stipulated hereunder, whether for valuable consideration or by gratuitous title shall be in accordance with the procedure prescribed in this Article.

If the transferor within the said period of one year wishes to dispose of the offered shares [s] at a price lower than the price offered to the other stockholders, then it is understood and agreed that the transferor will make a new offer of such lower price to the other stockholders. The same procedure and time limits stipulated above for the original offer shall apply to the new offer at a lower price.

The stockholder receiving an offer shall have the right, before accepting the said offer, to examine through its own or outside accountants the book and records of the Corporation for the purpose of deciding whether or not it will accept the said offer.

A sale under a pledge, mortgage, tax lien or any other encumbrance, or any other

The provision of this Article shall be binding upon every person who is now or may become a stockholder, pledge, mortgage or other person for whom the shares are encumbered. Any transfer of shares, voluntary or involuntary, whether for valuable consideration or by gratuitous title, in violation of the foregoing conditions, limitations and restrictions, shall be null and void and shall not be recorded in the books of the Corporation.

**ELEVENTH:** That TEODORO MA. M. MARTIJA II has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he/she has been authorized to receive for the corporation, and issue in its name receipts for, all subscriptions paid by the subscribers.

**TWELFTH:** That the Corporation hereby undertakes to change its corporate name in the event that another person, firm, or entity has acquired a prior right to the use of the said firm name by virtue of registration with other government agencies or our name is identical or deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law or is patently deceptive, confusing or contrary to existing laws.

IN WITNESS WHEREOF, we have hereunto set our hands, this 9<sup>th</sup> day of November, 2006 at Iloilo City, Philippines.

(Sgd.) AARON THOMAS OXLEY  
Passport No. N098503  
Issued on 28 October 1997  
Wellington, New Zealand

(Sgd.) RICHARD JOHN LEFTLEY  
Passport No. 093093811  
Issued on 20 June 2003  
UK PA

(Sgd.) ANGEL DE LEON, JR.  
TIN - 119-989-791

(Sgd.) ANGELO SOLARTE  
TIN - 138-141-711

(Sgd.) WILLIAM MARTINEZ  
TIN - 117-342-050

Signed in the presence of:

(Sgd.) \_\_\_\_\_

(Sgd.) \_\_\_\_\_

Republic of the Philippines )  
City of Iloilo ) S.S.  
x ----- x

**BEFORE ME**, a Notary Public for and in ILOILO CITY, Philippines, this 9<sup>th</sup> day of November 2006 personally appeared:

<u>Name</u>	<u>Passport/CTC No.</u>	<u>Date/Place of Issue</u>
Aaron Thomas Oxley	N0985903	28 Oct. 1997, Wellington, New Zealand
Richard John Leffley	093093811	20 June 2003, UK PA
Angel L. De Leon, Jr.	05113395	10 Jan. 2006, Zarraga, Iloilo
Angelo B. Solarte	20767465	15 Feb. 2006, Iloilo City
William Martinez	20808979	26 April 2006, Iloilo City

known to me to be the same persons who executed the foregoing Articles of Incorporation and acknowledge to me that the same is their free and voluntary act and deed.

**WITNESS MY HAND AND SEAL** on the date and place first herein above stated.

(Sgd.) PABLO R. NAVA III  
Notary Public  
Until December 31, 2006  
IBP No. 657578-Iloilo City-Jan. 3, 2006  
PTR No. 402394-Dgas., Iloilo-Jan. 3, 2006  
Roll of Attorneys No. 23482

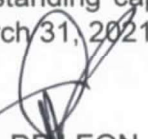
Doc. No. 376;  
Page No. 77;  
Book No. 611;  
Series of 2006.


DIRECTORS' CERTIFICATE

JUL 13 2021  
RECEIVED

We, the undersigned majority members of the Board of Directors and the Corporate Secretary of EnsureMePh Insurance Broker, Inc. (the "Corporation"), a corporation duly organized and existing under Philippine laws with principal office address at Corner Jayme-Commission Civil Sts., Brgy., Bededicto, Jaro, Iloilo City do hereby certify:

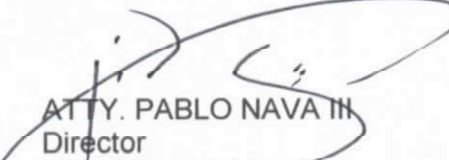
- (1) At the meeting of the Board Directors held last March 31, 2021, at the Conference Room of TSKI Corporate Office, National Highway, Barangay Mali-ao, Pavia, Iloilo, the Board of Directors, by unanimous vote, approved the amendment of the First Article of the Corporation's Amended Articles of Incorporation to indicate the name of the corporation as EnsureMePh Insurance Broker, Inc.
- (2) That the attached Amended Articles of Incorporation as amended by an affirmative vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock and by majority of the Board for that purpose held on March 31, 2021.

  
 ANGEL DE LEON JR.  
 Director  
 TIN: 119- 989-794

  
 DEMETRIO SONZA  
 Director  
 TIN: 910-125-609

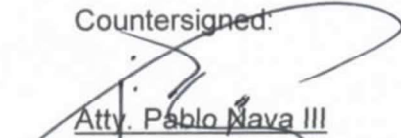
  
 PETER MONTALBAN  
 Director  
 TIN: 173- 381-603

  
 ZINNIA TERUEL  
 Director  
 TIN: 120-417-419

  
 ATTY. PABLO NAVA III  
 Director  
 TIN: 117-345-414



Countersigned:

  
 Atty. Pablo Nava III  
 Corporate Secretary  
 TIN: 117-345-414

SUBSCRIBED AND SWORN TO before me this APR 20 2021, at \_\_\_\_\_ City, Philippines, Affiants exhibited to me their Government issued ID No. \_\_\_\_\_

Doc. No. no ;  
 Page No. 27 ;  
 Book No. 9 ;  
 Series of 2021.

  
**ROBERT M. G. MARAÑON**  
 NOTARY PUBLIC  
 CITY/PROVINCE OF ILOILO  
 UNTIL DECEMBER 31, 2021  
 COMM. REG. NO. 5111-14-2020  
 394 E. LOPEZ ST., JARO, ILOILO CITY  
 IBP NO. 01094/1-5-2021/ILOILO CITY  
 PTR NO. 7260737/1-5-2021/ILOILO CITY  
 ROLL NO. 70893

**SECRETARY'S CERTIFICATE**

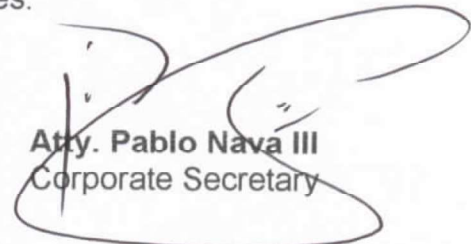
RECEIVED BY:  
JUL 15 2021

**KNOW ALL MEN BY THESE PRESENTS:**

I, **Atty. Pablo Nava III**, Filipino, of legal age, being the Corporate Secretary of **EnsureMePh Insurance Broker, Inc.**(the "Corporation"), a stock corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at Corner Jayme- Commission Civil Sts., Brgy. Benedicto, Jaro, Iloilo City do hereby certify:


**THAT** 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 of officers or vice versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this APR 20 2021, at ILOILO City, Philippines.

  
**Atty. Pablo Nava III**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this APR 20 2021, at \_\_\_\_\_ City, Philippines, Affiant exhibited to me his Government issued ID No. F03 - 80 - 037310.

Doc. No. 111 ;  
Page No. 24 ;  
Book No. 4 ;  
Series of 2021.

  
**ROBERT M. MARANON**  
NOTARY PUBLIC  
CITY/PROVINCE OF ILOILO  
UNTIL DECEMBER 31, 2021  
COMM. REG. NO. 54 (1-14-2020)  
394 E. LOPEZ ST., JARO, ILOILO CITY  
IBP NO. 01094/1-5-2021/ILOILO CITY  
PTR NO. 7260737/1-5-2021/ILOILO CITY  
ROLL NO. 70893



REPUBLIC OF THE PHILIPPINES )

City of Iloilo ) S.S.

x-----x



**JOINT AFFIDAVIT OF UNDERTAKING TO CHANGE NAME**

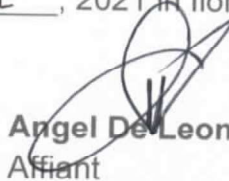
WE, **Angel De Leon Jr. and Atty. Pablo Nava III**, both of legal age, Filipinos and residents of Mandurriao, Iloilo City and Brgy. Ermita, Dumangas, respectively, after having been sworn to in accordance with law hereby depose and state:

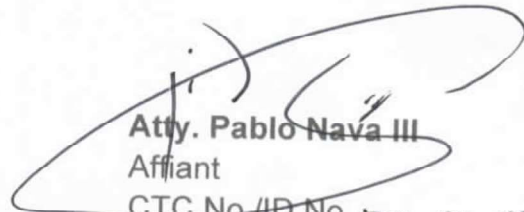
We are the Board of Directors, respectively, of EnsureMePh Insurance Broker, Inc. which is in the process of amending its Articles of Incorporation with Securities and Exchange Commission.

That we, in behalf of the said corporation/partnership, hereby undertake to change its corporate/partnership name in the event another person, firm or entity has acquired right to the use of the said firm name by virtue of registration with other government agencies of or name is identical or deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law or is patently deceptive, confusing or contrary to existing laws.

That this affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.


IN WITNESS WHEREOF, We have hereunto set our hand this 20th of APRIL, 2021 in Iloilo City, Philippines.

  
**Angel De Leon Jr.**  
Affiant  
CTC No./ID No. F03-78-016842  
Date of Issue  
Place of Issue

  
**Atty. Pablo Nava III**  
Affiant  
CTC No./ID No. F03-80-037310  
Date of Issue  
Place of Issue

**SUBSCRIBED AND SWORN TO** before me this APR 20 2021, at \_\_\_\_\_ City, Philippines, Affiants exhibited to me their Government issued ID No. \_\_\_\_\_.

Doc. No. 169 ;  
Page No. 27 ;  
Book No. 4 ;  
Series of 2021.

  
**NOTARY PUBLIC**  
**ROBERT IAN G. MARAÑON**  
NOTARY PUBLIC  
CITY/PROVINCE OF ILOILO  
UNTIL DECEMBER 31, 2021  
COMM. RES. NO. 5171-19-2020  
394 E. LOPEZ ST., ILOILO CITY  
IBP NO. 01094-1-5-2021/ILOILO CITY  
PTR NO. 72607377-1-5-2021/ILOILO CITY  
ROLL NO. 70893