



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

Company Reg. No. 65798

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

LACSON & LACSON INSURANCE BROKERS, INC.

copy annexed, adopted on April 25, 2008 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 48 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 24th day of June, Two Thousand Eight.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department

JS/nelly

Date: 27-10-2017 Time: 8:0:50 AM

www.sec.gov.ph

User Name: 2secexp

CERTIFIED TRUE COPY

1 of 15 pages

Page 1 of 15 Date Issued

OCT 27 2017

COVER SHEET

Mr. Subido 6/13 JS
6/13

6 5 7 9 8
S.E.C. Registration Number

L A C S O N & L A C S O N I N S U R A N C E
B R O K E R S , I N C .
(Company's Full Name)

1 5 t h F l o o r B u r g u n d y C o r p o r a t e
T o w e r 2 5 2 S e n . G i l J . P u y a t
M a k a t i C i t y
(Business Address: No. Street City/Town Province)

Buñag & Uy Law Offices
Contact Person

706-2677 or 78
Telephone Number of the Contact Person

12 31
Month Day
Fiscal Year

Amended By-Laws
FORM TYPE

05 First Friday
Month Day
Annual Meeting

N/A
Secondary license Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU
6-13-17

Date: 27-10-2017 Time: 8:0:52 AM

Document I.D.

Cashier

STAMPS

www.sec.gov.ph

User Name: 2secexpressd

Remarks = Pls. Use black ink for scanning purposes

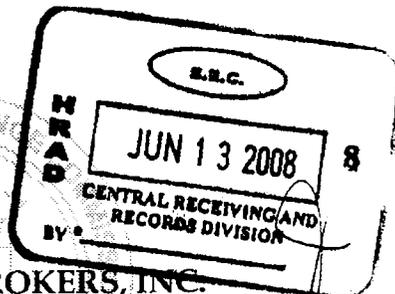
CERTIFIED TRUE COPY
Page 3 of 15
ALWAYS USE ORIGINAL COPY

AMENDED BY-LAWS

OF

LACSON & LACSON INSURANCE BROKERS, INC.

(FORMERLY, LACSON STEFFAN INSURANCE CONSULTANTS INC)



ARTICLE I

Section 1. The name of this Corporation shall be "Lacson & Lacson Insurance Brokers, Inc." (as amended on 25 April 2008).

Section 2. The principal office shall be located at Bacolod City, Philippines.

Section 3. Other branch offices for the transaction of business shall be located at such places as the Board of Directors may, from time to time, determine.

ARTICLE II

Section 1. The officers of the Corporation shall be a President, a Managing Director, Vice-President, a Secretary and a Treasurer.

These officers shall be elected for a term of one (1) year by a majority vote of the Board of Directors and shall hold office until their successors are duly elected and qualified.

No one shall be eligible to the office of the President, Managing Director, who is not a Director of the Corporation; and any such officer who ceases to be a director shall cease to hold office as President or Managing Director.

Date: 27-10-2017 Time: 8:0:52 AM

CERTIFIED TRUE COPY

4 of 15
Date:
BY:
OCT 27 2017

The offices of Secretary, Treasurer, may be held by one person; and as Secretary, he must be a Filipino citizen and a resident of the Philippines. (As amended on 4 January 1987).

Section 2. The President shall preside at all stockholders' and directors' meetings; shall act as the executive officer and have general management and direction of the business of the Corporation; shall sign and execute in the name of the Corporation all deeds, mortgages, bonds, contracts and other instruments; shall appoint officers and employees except those elected by the Board of Directors and shall remove such officers and fill such vacancies; shall make sure all the orders and resolutions of the Board of Directors are carried into effect; shall prescribe the duties for officers and employees that are not otherwise defined; shall countersign checks, drafts, and orders for the payment of money; shall sign certificates of stock with the Secretary of the Corporation; and in general, shall attend to real estate matters, leases, loans, corporate investments and public relations. In the case of absences or disability of the President, his duties shall be performed by the Managing Director who shall be a member of the board. (As amended on January 4, 1987)

Section 3. There shall be a Managing Director who shall act as general manager and exercise direct management and control over the business operations of the corporation subject to the instructions of the President and the resolutions of the Board of Directors and according to his own discretion in conformity with such instructions and resolutions. Subject to the supervision of the President, he shall exercise general superintendence and direction over all employees and subordinate personnel of the corporation and see to it that their respective duties are properly performed. He shall perform such other functions as may be assigned by the President or the Board of Directors. (As amended on January 4, 1987)

Section 4. There shall be as many Vice-Presidents as the Board may decide to create. The Board of Directors may, from time to time, assign duties to the Vice-Presidents. (As amended on January 4, 1987)

Section 5. The Secretary shall issue notices of all Directors' and Stockholders' meetings, and shall attend and keep minutes of the same; shall have charge of all corporate books, records, and papers; shall be custodian of the corporate seal; shall attest with his signature and impress with the corporate seal all stock certificates and written contracts of the corporation; and shall perform all such other duties as are incident to this office.

Section 6. The Treasurer shall have custody of all money and securities of the corporation. He shall keep regular books of accounts and shall submit them, together with all his vouchers, receipts, records, and other papers to the Board of Directors for their examination and approval as often as they may be required; and shall perform all such other duties as are incident to this office.

Section 7. The Board of Directors may also appoint, from time to time, such assistant secretaries and assistant treasurers, and other agents, employees and laborers as may be recommended by the Managing Director, or may authorize the Managing Director to appoint and remove such agents, employees and laborers. Such agents, laborers, and employees shall hold office during the pleasure of the Board of Directors. (As amended on January 4, 1987)

Section 8. The Board of Directors shall, from time to time, prescribe the powers and duties and fix the compensation of the officers, agents and employees of the corporation in the management of its property and affairs where such powers and duties are not prescribed by the By-Laws.

ARTICLE III - STOCKHOLDERS' MEETING

Section 1. The annual meeting of stockholders shall be held at 2:00 p.m. on the first Friday of May, in each year at the principal office of the corporation. Provided, however, whenever such day shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day. At such meeting, the stockholders shall elect directors to serve until their successors shall be elected or qualified. (As amended on January 4, 1987)

3
CERTIFIED TRUE COPY
G. J. C.
www.sec.gov.ph User Name: 2secexpressd
OCT 27 2017

Section 2. A special meeting of the stockholders, to be held at the same place as the annual meeting, may be called at any time by the President, and in his absence, by the Managing Director, or by the Directors. It shall be the duty of the Directors, President, Managing Director, to call such meeting whenever so requested by stockholders holding 51% or more of the outstanding corporate stock. (As amended on January 4, 1987)

Section 3. Notice of the time and place of annual and special meetings shall be given either by posting the same, enclosed in a postage prepaid envelope, addressed to each stockholder on record entitled to vote at the address left by such stockholder with the Secretary of the corporation or at his last known post office address, or by delivering the same to him in person, at least TEN (10) days before the date set for such meeting. Every stockholder shall furnish the Secretary with the address at which notices of meetings and all other corporate notices may be served upon him by mail. The notice of every special meeting shall state briefly the object of the meeting, and no other business shall be transacted at such meeting except by the consent of all stockholders of the corporation attending such special meeting, and entitled to vote. Notice of any meeting need not be published in any newspaper. The stockholders of the corporation entitled to vote may, by unanimous consent in writing, waive notice of the time, place and purposes of the meeting of stockholders and any action taken at such meeting held pursuant to such waiver, shall be valid and binding.

Section 4. The order of business of the annual meeting of the stockholders shall be as follows:

1. Proof of the required notice of the meeting.
2. Proof of the presence of a quorum.
3. Reading of the minutes of the previous meeting and the actions taken thereon.

4. Report of the Board of Directors.
5. Unfinished business.
6. Appointment of Committees.
7. Election of Directors.

www.sec.gov.ph

User Name: 2sacexpress0

CERTIFIED TRUE COPY

Page

of 15

DATE: 27-10-2017 Time: 8:0:35 AM

2017-10-27 2017

8. Other Matters. (As amended on January 4, 1987)

Section 5. At every such meeting, each stockholder shall be entitled to cast one vote for each share of stock held in his name; which vote may be cast by him either in person or by proxy. All proxies shall be in writing, and shall be filed with the Secretary and by him entered of record in the minutes of the meeting

Section 6. A quorum for the transaction of business at any such meeting shall consist of a number of stockholders representing a majority of the capital stock issue and outstanding, except in those cases wherein the Corporation Law requires the affirmative vote of a greater proportion, but the stockholders present at any meeting, may adjourn the meeting for a future time.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The corporate powers of the corporation shall be exercised, its business conducted, and its property controlled by its Board of Directors of SEVEN (7) Directors who shall be elected by the stockholders. (As amended on January 4, 1987)

Section 2. The Board of Directors shall be elected by the stockholders at the annual meeting and shall hold office for one (1) year or until their successors are duly elected and qualified.

Section 3. The regular meetings of the Directors shall be held at such intervals, time and place as the Board of Directors may prescribe. (As amended on January 4, 1987)

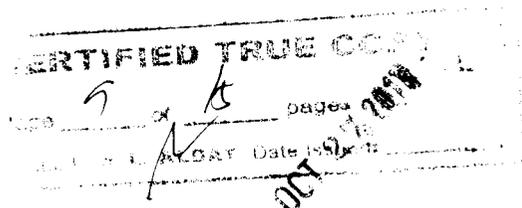
Section 4. Special meetings of the Board of Directors may be called by the President and in his absence, by the Managing Director. By unanimous consent of the Directors, special meetings of the Board may be held without notice at any time and place. (As amended on January 4, 1987)

Section 5. Notice of all regular and special meetings, except those specified in the second sentence of Section 4 of this Article, shall be mailed or delivered in person to each director by the Secretary, at least ten (10) days previous to the time fixed for the meeting. All notices of special meetings shall state the purpose thereof.

Section 6. A quorum for the transaction of business at any regular or special meeting of the Director shall consist of the majority of the Board and the act of a majority of a quorum so present shall be valid as corporate act, unless the Corporation Code requires a greater percentage. (As amended on January 4, 1987)

Section 7. At each annual stockholders meeting, the directors shall submit a statement of the business done during the preceding year, together with a report of the general financial condition of the corporation and of the condition of its tangible properties.

Section 8. If any vacancy shall occur among the Directors by death, resignation or otherwise, such vacancy may be filled by the remaining directors at any meeting at which a quorum shall be present. Any such vacancy may also be filled by the stockholders entitled to vote by ballot at any meeting or adjourned meeting held during such vacancy, provided, in the notice of the meeting, such vacancy or expected vacancy, shall have been mentioned. In case of a vacancy in the Board, the remaining directors, constituting a quorum, shall continue to act, but if at any time their number be reduced to less than a quorum, the remaining Directors shall forthwith call a special meeting of the stockholders entitled to vote for that purpose.



ARTICLE V - CAPITAL STOCK

Section 1. All certificates of stock shall be signed by the President and the Secretary and shall be sealed with the Corporate Seal.

Section 2. Treasury Stock shall be held by the corporation subject to the disposal of the Board of Directors or the stockholders as the case may be, and shall neither vote nor participate in the dividends.

Section 3. Transfer of stock shall be made only on the books of the corporation; and the old certificate, properly endorsed, shall be surrendered and cancelled before a new certificate is issued. The stock book of the corporation shall be closed against transfer for a period of thirty (30) days before the day of payment of dividends and for ten (10) days before each annual meeting of stockholders.

Section 4. In case of loss or destruction of a Certificate of Stock, no new certificate shall be issued in lieu thereof except upon satisfactory proof to the Board of Directors of such loss or destruction; and upon the giving of satisfactory security, by bond or otherwise, against loss to the corporation. Any such new certificate shall be plainly marked "Duplicate" upon its face. In connection herewith, the provision of R.A. 201 shall be observed.

ARTICLE VI - DIVIDENDS

Section 1. Dividends to be paid out of the surplus profits of the Corporation, may be declared from time to time by resolution of the Board of Directors but no dividend shall be paid that will impair the capital of the corporation. Stock dividends shall be declared in accordance with law.

Section 2. Before payment of any dividend or making any distribution of profits, there may be set aside out of the surplus or net profits of the Corporation, such sums of money as the Directors from time to time, in their absolute discretion, think proper, as a working capital or as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the

CERTIFIED TRUE COPY

10 of 15 pages

Date Issued: 27-10-2017

corporation, or for such other purposes as the Directors shall think conducive to the interest of the corporation. The Directors shall not be required to declare a dividend of the whole of the corporation's accumulated profits exceeding the amount so reserved.

Section 3. The funds of the corporation shall be deposited in such bank or trust company as the Directors shall designate, and shall be withdrawn only upon check or order of the Treasurer or any other officer whom the Board of Directors may designate. No checks shall be drawn or funds be used for any purpose other than corporate business of the corporation. All records, vouchers, and other pertinent papers evidencing disbursements of corporate funds must be kept showing thereon the purpose for which a check or draft was drawn.

Section 4. No investment, or any character of the corporate funds shall be made without the approval of the Board of Directors or the stockholders as the case may be.

ARTICLE VII - CORPORATE SEAL

Section 1. The corporate seal of the corporation, unless otherwise ordered by the Board of Directors, shall be circular in form and shall bear the words:

"LACSON & LACSON INSURANCE BROKERS, INC."

(As approved in the Amended Articles of Incorporation on 29 March 1996)

ARTICLE VIII - FISCAL YEAR

Section 1. The fiscal year of the corporation shall commence on the first of January and end on the 31st of December, of each year.

Date: 27-10-2017 Time: 8:0:58 AM

ARTICLE IX - AMENDMENTS

Section 1. Stockholders shall have the power to make, amend and repeal the By-Laws of the corporation by a vote of a majority of the subscribed capital stock, at any regular or special meeting of the stockholders.

Section 2. The stockholders, by the affirmative vote of a majority of the stock issued, outstanding and entitled to vote, may make, alter or amend the By-Laws without notice at any regular or special meeting.

ADOPTION

The foregoing By-Laws were adopted by the affirmative vote of stockholders owning at least a majority of the subscribed capital of the Corporation on this 31st day of March 1976 at the principal office.

(SGD.) SALVADOR LACSON

(SGD.) HUGO C. STREEGAN, JR.

(SGD.) LAVINIA L. LACSON

(SGD.) NICOLAS T. LACSON

(SGD.) GORAGONIA M. STREEGAN

Date: 27-10-2017 Time: 8:0:59 AM

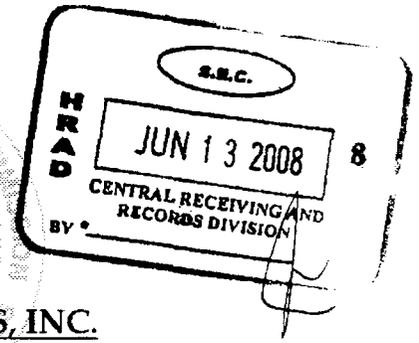
www.sec.gov.ph

User Name: 2secexpress

CERTIFIED TRUE COPY
Page 1 of 15
Date: 10/27/2017

Republic of the Philippines)
PASIG CITY) S.S.

**CERTIFICATE OF AMENDMENT
OF THE BY-LAWS OF
LACSON & LACSON INSURANCE BROKERS, INC.**



KNOW ALL MEN BY THESE PRESENT:

We, the undersigned, constituting at least a majority of the members of the Board of Directors of LACSON & LACSON INSURANCE BROKERS, INC. (the "Corporation"), a corporation duly organized and existing under Philippine laws with office address at 15th Floor, Burgundy Corporate Tower, Sen. Gil J. Puyat Avenue, Makati City, after being sworn to in accordance with law, hereby certify that:

1. During the meeting of the Board of Directors on 25 April 2008, at which a quorum was present and acting throughout, the following resolutions were unanimously approved by at least a majority of the members of the Board of Directors of the Corporation:

"RESOLVED, That the Board of Directors of **Lacson & Lacson Insurance Brokers, Inc.** (the "Corporation") authorize, as it hereby authorizes, the amendment of the By-Laws of the Corporation to reflect the present name of the Corporation, and make it consistent with the change in the corporate name as appearing in the Amended Articles of Incorporation of the Corporation, as approved by the Securities and Exchange Commission ("SEC") last 29 March 1996;

"RESOLVED FINALLY, That the amendment of the corporate name in the By-Laws of the Corporation be, as it is hereby, authorized to be filed and submitted to the SEC, for approval."

2. During the meeting of the stockholders on 25 April 2008, held immediately after the meeting of the Board of Directors, at which meeting a quorum was present and acting throughout, the following resolutions were likewise unanimously approved by the affirmative vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation:

"RESOLVED, That the stockholders of **Lacson & Lacson Insurance Brokers, Inc.** (the "Corporation") authorize, as it hereby authorizes, the amendment of the By-Laws of the Corporation to reflect the present name of the Corporation, and

CERTIFIED TRUE COPY

13 of 15 pages

NOV 27 2008

make it consistent with the change in the corporate name as appearing in the Amended Articles of Incorporation of the Corporation, as approved by the Securities and Exchange Commission ("SEC") last 29 March 1996;

"RESOLVED FINALLY, That the amendment of the corporate name in the By-Laws of the Corporation be, as it is hereby, authorized to be filed and submitted to the SEC, for approval."

3. Attached is a true and correct copy of the Amended By-Laws of the Corporation, with the amended provisions duly underscored.

IN WITNESS WHEREOF, we have signed these presents on
09 MAY 2008 at PASIG CITY.

[REDACTED]
SALVADOR L. LACSON

Director

TIN: [REDACTED]

[REDACTED]
LILIBETH Y. LACSON

Director

TIN: [REDACTED]

[REDACTED]
NICOLAS BENIGNO Y. LACSON

Director

TIN: [REDACTED]

[REDACTED]
SEBASTIAN R. LACSON

Director

TIN: [REDACTED]

[REDACTED]
NOEMISIO MOLINA

Director

TIN: [REDACTED]

[REDACTED]
DR. BIENVENIDO CABRAL

Director

TIN: [REDACTED]

Date: 27-10-2017 Time: 8:1:0 AM

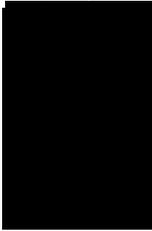
www.sec.gov.ph

User Name: 2secexpressd

NOTIFIED TRUE COPY
10 of 15 pages
Date Issued: OCT 27 2017

09 MAY 2008

SUBSCRIBED AND SWORN to before me this _____ at
PASIG CITY, affiants exhibiting to me their Community Tax Certificate,
as follows:

<u>Name</u>	<u>CTC No.</u>	<u>Date/Place Issued</u>
Salvador L. Lacson		Feb. 8, 2008/Makati City
Lilibeth Y. Lacson		Feb. 8, 2008/Makati City
Nicolas Benigno Y. Lacson		Feb. 8, 2008/Makati City
Sebastian R. Lacson		Feb. 8, 2008/Makati City
Noemisio Molina		Feb. 8, 2008/Makati City
Dr. Bienvenido Cabral		Feb. 8, 2008/Makati City


Notary Public

CATHERINE J. UY

Commission No. 24
Notary Public for Pasig City
Until December 2009
Suites A&B, 10/F Strata 100 Building
R. Ortigas, Jr. Road, Ortigas Center Pasig City
Roll No. 43136
PTR No. 4339212; 01/08/2008; Pasig City
IBP O.R. No. 736686; 01/09/2008; Pasig City

Doc. No. : 61 ;
Page No. : 14 ;
Book No. : I ;
Series of 2008.

Date: 27-10-2017 Time: 8:11 AM

www.sec.gov.ph

User Name: 2secexp


CERTIFIED TRUE COPY
15 of 15
OCT 27 2017