

#### REPUBLIC OF THE PHILIPPINES

#### SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC City Of Pasay, Metro Manila

COMPANY REG. NO. 140425

## 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

#### TRINITY INSURANCE AND REINSURANCE BROKERS, INC.

(Amending Article II Primary Purpose thereof)

copy annexed, adopted on April 27, 2022 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 a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 Pasay City, Metro Manila, Philippines, this 22 day of September, Twenty Twenty Two.

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

STA/qba

## **COVER SHEET**

## for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

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## TRINITY INSURANCE AND REINSURANCE BROKERS, INC.

May 25, 2022

Securities and Exchange Commission Philippine International Convention Center Pasay City

#### Gentlemen:

In connection with the application of TRINITY INSURANCE AND REINSURANCE BROKERS, INC. (the "Corporation") for the amendment of its Article SECOND on the inclusion amongst its purposes the power to act as a broker for Health Maintenance Organizations (HMO), the undersigned hereby declare under outh the following:

- That all information and representations contained in the submitted application and its supporting documents are true and correct:
- That the verification procedures required by the Commission were conducted by an independent auditor who issued a report thereon in accordance with the standards in force;
- That the items/accounts subject of the application are authorized, valid and legal and; 2.
- 3. That the shares of stock to be issued are not watered.

The management hereby authorizes the Commission to examine any time, even after the approval of the application, the company's books of accounts and records to determine the validity and accuracy of the transaction.

Done thisday of	0 8 2022 2022 Philip	pines		
Very truly yours,				
ISIDRO GEGARCIA				
Provident TIN - 106-919-110				
REGINALD ALBERT	O B. NOLIDO			
Corporate Secretary TIN - 178 216 447				
REPUBLIC OF THE PI	IILIPPINES)			
OUEZON CATT	) S.S.		28.2	
SUBSCRIBED	AND SWORN to before me, affiant, exhibiting to me t	this day	os, as indicated iss	, in the City of sued by the
Bureau of Internal Rever Doc. No. 411 :	nue			
Page No 87; Book No. 6		In t	to	
Series of 2022		Notary Public for Q	N C CORTE	2023
		PTR No. 2564877	0. 72112	

IBP No. 178355, Feb. 15, 2022 MCLE COMP, No. VI-0030668 Adm. Matter No. NP-071 (2021-2022) Unit 102-GF, One Exec. Bidg. Cond. West Ave. Q.C.

TIN No. 448-218-131-000

# TRINITY INSURANCE AND REINSURANCE BROKERS, INC.

May 25, 2022

Hon. Commissioner Dennis B. Funa Commissioner Insurance Commission 1071 United Nations Ave., Ermita, Manila

Dear Hon. Commissioner Funa,

I, Isidro G. Garcia, would like to request from your good office a favorable endorsement for the amendment of the articles of incorporation of Trinity Insurance and Reinsurance Brokers, Inc. to reflect the amendment of its Primary Purpose to include the power to act as broker for Health Maintenance Organizations (HMO) as mandated by the Insurance Commission's Rules and Regulations.

We hope that this application merits a favorable endorsement.

Your immediate action will be highly appreciated.

Sincerely yours,

Reginald Alberto B. Nolido

Chairman

Corporate Secretary



#### CERTIFICATION

This is to certify that Trinity Insurance and Reinsurance Brokers, Inc. owned below Property with the following description:

"A parcel of land (Lat 42 Block 27 of the subdivision plan PSD 29169, being a portion of Block 27 described on Plan PSD 26099, G.L.R.O. record no 2029) situated in the municipality of Makati, Province of Rizal Bounded on the NE by lots 40 and 41, Block 27 of the subdivision plan: on the SE, by Calle Bagtican Street Lot 13 PSD 26099); on the SW, by Lot 43 Block 27 of the subdivision plan; and on the NW, by Lot 3 Block 27 of the subdivision plan. Beginning at a point marked "1" on Plan, being \$ 77 deg 23'W, 2355.63 M more or less, from B.L.L.M. 1, MP of Makati, Rizal. Thence \$.63 Deg 48'E, 15.07 M to point 2. Thence \$.19 Deg 18'E,32.29 M. to Point 3; Thence \$.69 Deg 26' W, 5.32 M to Point 4; Thence \$.72 Deg 01'W 13.7 M to Point 5; Thence N. 13 Deg 05'W 24.53. to Point 6; Thence N 10 Deg 38'E, 9.81 M to the Point of Beginning; containing an area of four hundred ninety six square meters (496) more or less. All points referred to are indicated on the Plan and are marked on the ground by P.L.S. CYL Conc. Mons; Bearings true; declination 0 Deg 37'E"

Whereas the Property has a zonal value of Seventy-Nine Million Three Hundred Sixty Thousand Pesos (Php 79,360,000.00).

This certification is issued upon request of Securities and Exchange Commission.

IÑIGO M. GARCIA

#### **AMENDED**

#### ARTICLES OF INCORPORATION

Of

#### TRINITY INSURANCE AND REINSURANCE BROKERS, INC.1

(Formerly: TRINITY INSURANCE BROKERS, INC.)

#### KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, 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 Republic of the Philippines.

#### AND WE HEREBY CERTIFY:

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

#### TRINITY INSURANCE AND REINSURANCE BROKERS, INC.2

SECOND: That the purposes for which the said Corporation is formed are:

#### PRIMARY PURPOSE

To carry on the business of insurance and reinsurance brokers in all their branches. To act as broker for pre-need; to act as broker for Health Maintenance Organizations (HMO)<sup>3</sup> and in general, to carry on and undertake such activities which the Corporation may deem to be capable of being conveniently carried on in connection with above or calculated, directly or indirectly, to enhance the value of or render profitable, any properties or rights of the Corporation.

#### SECONDARY PURPOSES

- 1. To act as broker for healthcare products and other related products and services.
- 2. To act as third party administrator of individuals or corporations, for the medical, healthcare benefits, retirement and other related benefits affecting their claim for themselves or for their employees; to carry on the business as broker for any healthcare management organization and emergency assistance services or its local representative and other similar healthcare services organization in connection with its administrative and management servicing activities to clients such as coordination of health benefits, education and training of member employees, staff and officers of corporate entities.
- 3. To establish, operate, manage and / or administer diagnostic centers, clinics, and hospitals and to sell whether on retail or on wholesale, in relation to the healthcare products mentioned in the primary purpose.
- 4. To acquire, purchase, lease, hold, sell or otherwise deal in land and real estate or in any interest or right therein as well as real or personal property of every kind and description for itself or for others and or to act as lessor and managers of said properties.
- 5. To purchase, acquire, own, lease, sell and convey real or personal properties, such as lands, buildings, factories and warehouses and machinery, equipment and other real or personal

<sup>&</sup>lt;sup>1</sup> As amended at the meeting of the Board and stockholders held on July 26, 2019

<sup>&</sup>lt;sup>2</sup> As amended at the meeting of the Board and stockholders held on July 26, 2019

<sup>&</sup>lt;sup>3</sup> As amended at the meeting of the Board and stockholders held on April 27, 2022

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 indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation.

- 6. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes, debentures, and other evidences of indebtedness, and to secure the repayment 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 evidences of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the prosecution of its lawful business.
- 7. 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 thereof for such consideration and under such terms as it shall see fit to accept.
- 8. To aid in any manner any corporation, association or trust estate, domestic or foreign, or any firm or individual, any shares of stock or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this Corporation, directly or indirectly or through other corporations or otherwise.
- 9. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concessions, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.
- 10. 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.
- 11. 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.
- 12. To distribute the surplus profits of the Corporation to the stockholders thereof in kind, namely, properties of the Corporation, particularly any shares of stock, debentures or securities of other companies belonging to this Corporation; and
- 13. To conduct and transact any and all lawful business 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 or 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 at No. 7504 Bagtikan Street, San Antonio Village, Makati City Philippines 1203.<sup>4</sup>

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

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<sup>&</sup>lt;sup>4</sup> As amended at the meeting of the Board and Stockholders held on May 4, 2017

FIFTH: That the names, nationalities and residence of the incorporators of said Corporation are as follows:

<u>Name</u>	<b>Nationality</b>	Residence
Teresita M. Garcia	Filipino	5658 Don Pedro St., Makati
Isidro G. Garcia	Filipino	5658 Don Pedro St., Makati
Paulino G. Garcia, Jr.	Filipino	Unit I Cosmpolitan St., Xavierville Subd., Q.C.
Renato O. Romero	Filipino	#68 Esteban Abada St., Q.C.
Raul V. Austria	Filipino	#143 Pasig Blvd., Pasig
Domingo C. Guevarra, Jr.	Filipino	No. 1 Kapiligan St., Araneta Subd., Q.C
Rommel T. Naguiat	Filipino	#63 Maranaw St., La Vista Q.C.

SIXTH: That the number of directors of said corporation shall be Nine (9) and two (2) of whom shall be independent 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 are as follows:

N	ame_	<u>Nationality</u>	Residence
Teresita M. Garcia		Filipino	5658 Don Pedro St., Makati
Isidro G. Garcia		Filipino	5658 Don Pedro St., Makati
Paulino G. Garcia, Jı	;	Filipino	Unit I Cosmpolitan St., Xavierville Subd., Q.C.
Renato O. Romero		Filipino	#68 Esteban Abada St., Q.C.
Raul V. Austria		Filipino	#143 Pasig Blvd., Pasig
Domingo C. Guevarr	ra, Jr.	Filipino	No. 1 Kapiligan St., Araneta Subd. Q.C
Rommel T. Naguiat		Filipino	#63 Maranaw St., La Vista Q.C.

SEVENTH: That the authorized capital stock of the Corporation is THREE HUNDRED MILLION PESOS (PHP300,000,000.00) Philippine Currency, and said capital stock is divided into THREE HUNDRED MILLION (300,000,000) shares of common stock with a par value of ONE PESO (P1.00) per share.<sup>5</sup>

EIGHT: That the amount of said capital stock which has been actually subscribed is TWO HUNDRED FIFTY THOUSAND (P250,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

			No. of	<u>Amount</u>
<u>Name</u>	Citizenship	Address	<u>Shares</u>	Subscribed
Teresita M. Garcia	Filipino	5658 Don Pedro St.	100,000	100,000.00
		Makati		

<sup>5</sup> As amended at the meeting of the Board and Stockholders held on June 18, 2020

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Isidro G. Garcia	Filipino	5658 Don Pedro St., Makati	25,000	25,000.00
Paulino G. Garcia, Jr.	Filipino	Unit I Cosmpolitan St., Xavierville Subd., Q.C.	25,000	25,000.00
Renato O. Romero	Filipino	#68 Esteban Abada St., Q.C.	25,000	25,000.00
Raul V. Austria	Filipino	#143 Pasig Blvd., Pasig	25,000	25,000.00
Domingo C. Guevarra, Jr.	Filipino	No. 1 Kapiligan St., Araneta Subd., Q.C	25,000	25,000.00
Rommel T. Naguiat	Filipino	#63 Maranaw St., La Vista	25,000	25,000.00
TOTAL		Q.C.	250,000	P250,000.00

*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:

Name Teresita M. Garcia	<u>Paid – up</u> P40,000.00
Isidro G. Garcia	10,000.00
Paulino G. Garcia, Jr.	10,000.00
Renato O. Romero	10,000.00
Raul V. Austria	10,000.00
Domingo C. Guevarra, Jr.	10,000.00
Rommel T. Naguiat	10,000.00
TOTAL	P100,000.00

TENTH: That no issuance or transfer of shares of stock of the Corporation which would reduce the ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by 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 stock to be issued by the Corporation.

*ELEVENTH*: That RAUL V. AUSTRIA has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the bylaws and that as such Treasurer, she has been authorized to receive for the Corporation and to issue in its name, receipts for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set out hands this 15th day of April 1987, at Makati, Philippines.

(SGD) TERESITA M. GARCIA G6227-E1551-A-9 (SGD) ISIDRO G. GRACIA G6227-E1551-A-9 (SGD) PAULINO G. GARCIA, JR. (SGD) RAUL V. AUSTRIA

305-434-05 A-2365-H0551-A-0

(SGD) RENATO O. ROMERO (SGD) ROMMEL NAGUIAT 4625-459-5 N-2368-02150-A-0

(SGD) DOMINGO C. GUEVARRA, JR. G1633-MO251-A-8

SIGNED IN THE PRESENCE OF:

ILLIGIBLE

#### ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public for Makati City, Philippines, this 15th day of April 1987, personally appeared:

<u>Name</u>	Com. Tax Cert. No.	Date & Place Issued
Teresita M. Garcia	1957054	3-31-87, Makati
Isidro G. Garcia	1957053	3-31-87, Makati
Paulino G. Garcia, Jr.	6380969	3-13-87, Makati
Renato O. Romero	6293763	3-03-87, Makati
Raul V. Austria	1276	1-28-87, Makati
Domingo C. Guevarra, Jr.	8488227	2-19-87, Makati
Rommel T. Naguiat	7769793	3-02-87, Makati

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Efren L. Cordero Notary Public Until December 31,1987 P.T.R. #1723217 Lipa City, January 19, 1987

Doc. No.147; Page No. 031; Book No. V; Series of 1987.



#### DIRECTORS' CERTIFICATE

OF

#### Trinity Insurance and Reinsurance Brokers, Inc.

We, the undersigned majority members of the Board of Directors, the Chairman and the Secretary, do hereby certify that the Articles of Incorporation of Trinity Insurance and Reinsurance Brokers, Inc. (the "Corporation") was amended by an affirmative vote of the directors and stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at a meeting held for that purpose on April 27, 2022, at the Marriott Hotel, Resorts World Manila, Pasay City and through a duly authorized video conference call, as follows:

A. Amending Article SECOND, of the Article of Incorporation thereof, as shown in the attached Amended Articles of Incorporation, such that Articles SECOND of the Articles of Incorporation of the Corporation, as it is hereby amended, shall read as follows:

"SECOND:

That the purposes for which the said Corporation is formed are:

#### PRIMARY PURPOSE

To carry on the business of insurance and reinsurance brokers in all their branches, To act as broker for pre-need; to act as broker for Health Maintenance Organizations (HMO) and in general, to carry on and undertake such activities which the Corporation may deem to be capable of being conveniently carried on in connection with above or calculated, directly or indirectly, to enhance the value of or render profitable, any properties or rights of the Corporation.

"X X X ..."

The above amendment was likewise approved by the majority of the Board of Directors of the Corporation at a meeting held on APRIL 27, 2022.

We hereby certify that the attached Amended Articles of Incorporation is a true and correct copy thereof.

AUG 1 0 2022

IN WITNESS WHEREOF, we have hereunto set our hands this \_\_\_\_\_\_ d
\_\_\_2022, at OVIEZON CREEPhilippines.

Reginald Alberto B. Nolido

Corporate Secretary Secretary of the Meeting

TIN - 178216447

#### ATTESTED BY:

/ President

MICHAEL ANDREW ESCALER

Director

TERESITA M. GARCIA

Director

KEVIN MOSS Dipector

MMANUELIM SARCIA Director.

REPUBLIC OF THE PHILIPPINES

15.5.

"FZON CHE

affiants:

RAUL V. AUST

Director

Director

INIGO M. A

Director

Vice Chairman

EMMANUECG. HERBOSA

WHEREDO A. PLACINO

SUBSCRIBED AND SWORN TO BEFORE ME this th day of

exhibiting to their Competent Evidence of Identity as follows:

Name TIN

ISIDAD G. GARCIA 106-9191-110 RAUL V. AUSTRIA 101-834-950 MICHAEL ANDREW ESCALER. 211-511-819 EMMANUEL G. HERBOSA 135-552-553 TERESITA M. GARCIA 123-323-293 WILFREDO A. PLACINO 106-520-634 KEVIN MOSS. 445-167-879 IÑIGO M. GARCIA 208-756-148 IMMANUEL M. GARCIA 209-451-491

Doc No. Page No. 81 Book No. Series of 2022

REGINALD ALBERTO B. NOLIDO

CORTEZ ATTY. R Until Dec. 31, 2023 Nowacaly Planfor O.C. Plant

Roll No. 2412
PTR No. 2564877, Jun. 27, 2022/Q.C.
IBP No. 178355, Feb. 15, 2022
MCLE COM5 No. VI-0030668
Adm. Matter No. NP-071 (2021-2022)
Unit 102-GF, One Exec. Bldg. Cond. West Ave. Q.C.,
TEN No. 448-218-131-000

178-216-447

#### REPUBLIC OF THE PHILIPPINES)

) S.S.

#### OUEZON CITY

#### CORPORATE SECRETARY'S CERTIFICATE

- I, REGINALD ALBERTO B. NOLIDO of legal age, Filipino and with office address at Unit A-1, 6/F Cyber One Building, Eastwood Avenue, Eastwood City Cyberpark, Quezon City, after having been duly sworn to in accordance with law, do hereby depose and states that:
  - I am the duly elected Corporate Secretary of Trinity Insurance and Reinsurance Brokers, Inc., (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines; and as such, I have custody and possession of corporate books and other records of corporation, including the minutes of meetings of Stockholders and Board of Directors of the corporation.
  - The following are outstanding shares as of April 27, 2022:

SHAREHOLDERS	SHARES	% SHARE
Isidro G. Garcia	79,628,928	35,39%
Teresita M. Garcia	11,494,569	5.11%
31 Holdings	80,968,720	35.99%
Inigo M. Garcia	15,648	0.01%
Immanuel M. Gorcia	15,648	0.01%
Wilfredo Placino	1	0.00%
Kavin Moss	1	0.00%
Emmanuel Herbosa	1,500	0.00%
Raul V. Austria.	22,499,959	10.00%
All Asian Countertrade, Inc.	20,250,043	9.00%
Michael Andrew L. Escaler		0,00%
Entre Avenidas Holdings, Inc.	10,124,982	4,50%
TOTAL	225,000,000	100,00%

3. The foregoing is in accord with the corporation's records.

City. 2022, at

REGINALD ALBERTO B. NOLIDO CORPORATE SECRETARY

REPUBLIC OF THE PHILIPPINES)

) S.S.

SUBSCRIBED AND SWORN to before me this

JUL of 8 2022

, in the City of

TT affiant, exhibiting to me his TIN no. 178216447 issued by the Bureau of Internal

Revenue

Page No. U.Series of 2022

ATTY. RYAN C. CORTEZ Notary Public for Q.C./Until Dec. 31, 2023 Roll No. 72112

PTR No. 2564877, Jan. 27, 2022/Q.C. IBP No. 178355, Feb. 15, 2022 MCLE COMP. No. 25 July 1998

MCLE COMP. No. V2-1030668 Adm. Matter No. NP-071 (2021-2022) Init 102-GF, One Exec. Brog. Cond. West Ave. Q.C.

TIN No. 448-218-131-000

#### CORPORATE SECRETARY'S CERTIFICATE

- I, REGINALD ALBERTO B. NOLIDO of legal age, Filipino and with office address at Unit A-1, 6/F Cyber One Building, Eastwood Avenue, Eastwood City Cyberpark, Quezon City, after having been duly sworn to in accordance with law, do hereby depose and states that:
  - I am the duly elected Corporate Secretary of Trinity Insurance and Reinsurance Brokers, Inc., (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines; and as such, I have custody and possession of corporate books and other records of corporation, including the minutes of meetings of Stockholders and Board of Directors of the corporation.
  - I hereby certify that on April 15, 2022, the board of directors passed the following resolutions:

"RESOLVED, AS IT IS RESOLVED, that the Board of Directors hereby approve the holding of the Meeting of the Board of Directors and the Meeting of the Stockholders both scheduled on April 27, 2022 shall be held through on site and video conference in accordance with the guidelines provided under SEC Memorandum Circular No. 6 Series of 2020.

"RESOLVED, that the Corporate Secretary can certify to the foregoing."

<ol> <li>The foregoing is in accord with the corp</li> </ol>	oration's records.	
	JUL 0 8 2	022
IN WITNESS WHEREOF, I have hereunto set in	ny hands thisth day of	2022, at
		<u>_</u>
	CORPORATE SECRETARY	0
REPUBLIC OF THE PHILIPPINES)		
WGEZON CATT ) S.S.	JUL 0 8 2022	
SUBSCRIBED AND SWORN to before me this	Mono. 178216447 issued by the Bu	
Revenue		
Doc. No. 419;		
Page No P1; Book No. Ul;	natistin)	
Series of 2022	Nothery Public for Q.C./Until Do Roll No. 72112	
	PTR No. 2564877, Jan. 27, 2 IBP No. 178355, Feb. 15 MCLE COMP. No. VI-00	30668

Adm. Matter No. NP-071 (2021-2022) Unit 102-GF, One Base, Bidg. Cond. West Ave. Q.C., TIN No. 448-218-131-000

#### SECRETARY'S CERTIFICATE

I, REGINALD ALBERTO B. NOLIDO of legal age, Filipino and with office address at Unit A-1 6/F Cyber One Building, Eastwood Avenue, Eastwood City Cyberpark, Quezon City, after having been duly sworn to in accordance with law, do hereby depose and states that:

- I am the duly elected Corporate Secretary of Trinity Insurance and Reinsurance Brokers, Inc., (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines;
- 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.
- I am executing this affidavit in compliance with the requirement of the Securities and Exchange Commission in the amendment of the Articles of the Corporation.

IN WITNESS WHEREOF, 2022 in the City of	I have hereunto	set my	hand this	JUL 0 8 ZUZZ	,
2022 in the City of					

REGINALD ALBERTO B. NOLIDO Corporate Secretary

REPUBLIC OF THE PHILIPPINES)

OUEZON (II) ) S.S.

SUBSCRIBED AND SWORN to before me this 18 2022 day of \_\_\_\_\_\_, in the City of \_\_\_\_\_\_, affiant, exhibiting to me his TIN no. 178 216 447 issued by the Bureau of Internal Revenue

Page No 84; Book No. 4; Series of 2022

> ATTY TO KE C CORTEZ Notary Public for O.C./Unil Dec. 31, 2023 Roll No. 72112 PTR No. 2564877, Jan. 27, 2022/Q.C.

IBP No. 178355, Ecb. 15, 2022 MCLE COMP. No. VI-0030668 Adm. Matter No. NP-071 (2021-2022) Unit 102-GF, One Exec. Bldg. Cond. West Ave. Q.C. TIN No. 448-218-131-000



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



#### 1st ENDORSEMENT 23 August 2022

Respectfully endorsed to the Securities and Exchange Commission. (SEC), Ground Floor, Secretariat Building, PICC Complex. Roxas Boulevard. City of Pasay, Metro Manila, the attached amended Articles of Incorporation of TRINITY INSURANCE AND REINSURANCE BROKERS, INC. (Formerly: TRINITY INSURANCE BROKERS, INC.) with office address at 7504 Bagtikan Street, San Antonio Village, Makati City. Philippines, 1203 with the advise that the Insurance Commission has no objection to its registration with the Securities and Exchange Commission.

#### AMENDED ARTICLES OF INCORPORATION

SECOND: That the purposes for which the said Corporation is formed are

#### PRIMARY PURPOSE

To act as broker for Health Maintenance Organization (HMO)

(As amended at the meeting of the Board and stockholders held on April 27, 2022)

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission.

By Authority of the Insurance Commissioner

FERDINAND GEORGE A. FLORENDO Deputy Insurance Commissioner