



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. A199902747

**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

**EAB INSURANCE BROKERS, INC.**  
(Amending Article II Primary Purpose thereof)

copy annexed, adopted on June 19, 2023 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 24<sup>th</sup> day of January, Twenty Twenty Four.

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

STA/bds



**MINUTES OF THE JOINT SPECIAL MEETING  
OF THE STOCKHOLDERS AND BOARD OF DIRECTORS OF  
EAB INSURANCE BROKERS, INC.  
Held on 19 June 2023 at Makati City**

**STOCKHOLDERS AND DIRECTORS PRESENT:**

EDUARDO A. BUENDIA  
DELICIA P. BUENDIA  
ANGELO ANTONIO P. BUENDIA  
JUAN PAOLO P. BUENDIA  
MA. CARISSA B. DABAO  
VANESSA MARIE G. BUENDIA

**STOCKHOLDER ABSENT:** NONE

**DIRECTORS ABSENT:** NONE

**I. CALL TO ORDER**

Upon the unanimous request of the Stockholders, the Chairman, Mr. Eduardo A. Buendia, presided over the meeting while the Corporate Secretary, Angelo Antonio P. Buendia, recorded the minutes.

**II. WAIVER OF NOTICE AND DETERMINATION OF QUORUM**

The directors and stockholders agreed to waive any requirement of formal call and notice of meeting with respect to the matters recorded in these minutes.

The Corporate Secretary certified that a quorum was present for the transaction of business by the Board of Directors and the Stockholders.

**III. AMENDMENT OF ARTICLES OF INCORPORATION**

The Chairman of the meeting informed the stockholders and Board of Directors that the next order of business is the amendment of the Articles of Incorporation to include in its primary purpose the business of "HMO (Health Maintenance Organization) Broker."

Upon motion duly made and seconded, the following resolutions were duly approved:

"**WHEREAS**, during the Joint Special Meeting of the stockholders and Board of Directors of the corporation, the stockholders and Board of Directors approved the amendment of the Articles of Incorporation to include in its primary purpose the business of "HMO (Health Maintenance Organization) Broker."

"**RESOLVED** finally, that the foregoing resolutions shall continue and remain valid, subsisting, and enforceable, unless subsequently modified, revoked, rescinded or superseded by subsequent resolutions of the Board of Directors of the corporation."


**IV. ADJOURNMENT**

There being no further business before the meeting, the same was, on motion duly made and seconded, adjourned.

  
**ANGELO ANTONIO P. BUENDIA**  
Corporate Secretary

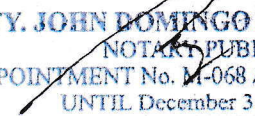
**CERTIFICATION**

I, **ANGELO ANTONIO P. BUENDIA**, Corporate Secretary of EAB INSURANCE BROKERS, INC., hereby certify that the foregoing is a correct and true copy of the minutes of the joint special meeting of the Stockholders and Board of Directors of the said Corporation held at its office in Makati City on 19 June 2023.

  
**ANGELO ANTONIO P. BUENDIA**  
Affiant

SUBSCRIBED AND SWORN to before me this JUN. 27 2023 at Makati City, affiant exhibiting to me his Non Professional Drivers License No. NO291162417, valid until May 8, 2025.

Doc. No. 34  
Page No. 09  
Book No. 225  
Series of 2023

  
**ATTY. JOHN DOMINGO A. PONCE, JR.**  
NOTARY PUBLIC  
APPOINTMENT No. M-068 / MAKATI CITY  
UNTIL December 31, 2023  
PTR No. 9565652 / 01-03-2023 / MAKATI CITY  
IBP No. 260608 / 01-05-2023 / RIZAL  
MCLE COMPLIANCE No. VI-0027026 / 05-28-2019  
ROLL NO. 36452 / TIN No. 106-099-102-000  
Unit G-14 Makati Executive Tower 3  
Sen. Gil Puyat Avenue, Pio del Pilar,  
Makati City, Metro Manila




**DIRECTORS' CERTIFICATE**

We, the undersigned majority of the members of the Board of Directors and the Corporate Secretary of **EAB INSURANCE BROKERS, INC.** (the "Corporation") do hereby certify that the attached Amended Articles of Incorporation was approved by a majority vote of the members of the Board of Directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock, at the Joint Special Meeting of the Stockholders and the Board of Directors of EAB INSURANCE BROKERS, INC. held on June 19, 2023 at the principal office of the Corporation.


The amended provision refers to the Second Article of the Amended Articles of Incorporation as quoted below:


"SECOND: That the primary purpose of this corporation is to engage in business as insurance broker, HMO (Health Maintenance Organization) broker, and reinsurance brokerage (as amended on April 26, 1999)."

IN WITNESS WHEREOF, we have hereunto set our hands this on JUN 27 2023 at MAKATI CITY.

  
EDUARDO A. BUENDIA  
TIN : 108-132-202

  
DELICIA P. BUENDIA  
TIN : 229-887-062


  
ANGELO ANTONIO P. BUENDIA  
TIN : 191-541-664 *Sunday*

  
JUAN PAOLO P. BUENDIA  
TIN : 212-817-331

  
VANESSA MARIE G. BUENDIA  
TIN : 406-855-749

SUBSCRIBED AND SWORN to before me this JUN 27 2023 day of JUN 27 2023, 2023 at MAKATI CITY by the above-named persons who exhibited to me their government identification cards.

Doc. No. 27  
Page No. 09  
Book No. 245  
Series of 2023

  
ATTY. JOHN DOMINGO A. PONCE, JR.  
NOTARY PUBLIC  
APPOINTMENT MAKATI CITY  
UNTIL December 31, 2023  
PTR No. 9565652 / 01-03-2023 / MAKATI CITY  
IBP No. 260608 / 01-05-2023 / RIZAL  
MCLE COMPLIANCE No. VI-0027026 / 05-28-2019  
ROLL NO. 36452 / TIN No. 106-099-102-000  
Unit G-14 Makati Executive Tower 3  
Sec. Gil Puyat Avenue, Pio del Pilar,  
Makati City, Metro Manila

Republic of the Philippines )  
 ) S.S.

**MAKATI CITY**

**SECRETARY'S CERTIFICATE  
(No Pending Intra-Corporate Dispute)**

I, **ANGELO ANTONIO P. BUENDIA**, Filipino, of legal age and a resident of Unit 1601 Le Metropole Condominium, H.V. Dela Costa Street, Salcedo Village, Makati City, after being sworn in accordance with law, hereby certify that:


1. I am the duly elected Corporate Secretary of **EAB INSURANCE BROKERS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with office address at CJV Building, 108 Aguirre Street, Legaspi Village, Makati City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers of the Corporation, or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this JUN 27 2023 day of \_\_\_\_\_, 2023, at MAKATI CITY.

  
\_\_\_\_\_  
**ANGELO ANTONIO P. BUENDIA**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUN 27 2023 at Makati City, affiant exhibiting to me his Non Professional Drivers License No. NO291162417, valid until May 8, 2025.

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Page No. 09  
Book No. 265  
Series of 223

  
**ATTY. JOHN DOMINGO A. PONCE, JR.**  
NOTARY PUBLIC  
APPOINTMENT No. M/068 / MAKATI CITY  
UNTIL December 31, 2023  
PTR No. 9565652 / 01-03-2023 / MAKATI CITY  
IBP No. 260608 / 01-05-2023 / RIZAL  
MCLE COMPLIANCE No. VI-0027026 / 05-28-2019  
ROLL NO. 36452 / TIN No. 106-099-102-000  
Unit G-14 Makati Executive Tower 3  
Sen. Gil Puyat Avenue, Pio del Pilar,  
Makati City, Metro Manila



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



**1<sup>st</sup> ENDORSEMENT**  
**08 November 2023**

Respectfully endorsed to the Securities and Exchange Commission, SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209 the attached amended Articles of Incorporation of **EAB INSURANCE BROKERS, INC.** with office address at 4<sup>th</sup> Floor, CJV Building, 108 Aguirre Street, Legaspi Village, Makati City with the advise that the Insurance Commission has no objection to its registration with the Securities and Exchange Commission.

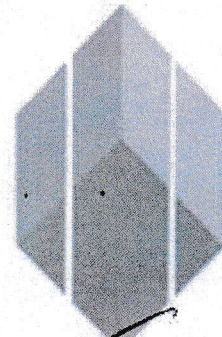
**AMENDED ARTICLES OF INCORPORATION**

**SECOND:** A. That the primary purpose of this corporation is engage in business as insurance broker, **HMO (Health Maintenance Organization) Broker** and reinsurance brokerage. *(As amended on June 19, 2023)*

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission. The applicant is advised that it cannot act as an insurance broker and HMO broker unless it applies and obtains both an insurance broker license and an HMO broker license with this Commission.

By Authority of the Insurance Commissioner:

  
**FERDINAND GEORGE A. FLORENDO**  
Deputy Insurance Commissioner



Securi  
Excha  
Comm  
PHILIP

AMENDED  
ARTICLES OF INCORPORATION  
OF

EAB INSURANCE BROKERS, INC.  
(Name of Corporation)

Know All Men By These Presents:

The undersigned incorporators, all of legal age and a majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of this corporation shall be:

EAB INSURANCE BROKERS, INC.

SECOND: A. That the primary purpose of this corporation is to engage in business as insurance broker HMO (Health Maintenance Organization) Broker  
(As amended on June 19, 2023)

And reinsurance brokerage ( as amended on April 26, 1999 ).

B. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

THIRD: That the place where the principal office of the corporation is to be established is at:

No./Street 101 Aguirre cor. Trasierra Streets Legaspi Village (If applicable)

City/Town Makati Province \_\_\_\_\_

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

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CERTIFIED TRUE COPY   
Page 3 Of 7 pages  
Verified by: R. DE CASTRO Date issued: **SEP 02 2022**

1/21/97

FIFTH: That the names, nationalities and residences of the incorporators are as follows:

Name	Nationality	Residence (Complete Address)
<u>RAFAEL C. GALLAGA</u>	<u>Filipino</u>	<u>423 Asacia Avenue, Ayala Alabang, Muntinlupa</u>
<u>Herma H. Perez</u>	<u>Filipino</u>	<u>188 A. Mabini Street, Mandaluyong City</u>
<u>Joel L. Sungsung</u>	<u>Filipino</u>	<u>1407 Westgate Plaza, N.V. dela Costa, Makati</u>
<u>Martin R. Millado</u>	<u>Filipino</u>	<u>92 Barra Street, Project 3, Quezon City</u>
<u>Aurelio R. Bautista, Jr.</u>	<u>Filipino</u>	<u>36 Valencia Street, Quezon City</u>



SIXTH: That the number of directors of the corporation is Five (5) who are also the incorporators.

SEVENTH: That the authorized capital stock of the corporation is Ten Million Pesos (P=10,000,000.00) pesos in lawful money of the Philippines, divided into One Hundred Thousand (100,000) shares with the par value of One Hundred Pesos (P=100.00) pesos per share.

EIGHTH: That the subscribers to the capital stock and the amount paid - in to their subscriptions are as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
<u>Rafael C. Gallaga</u>	<u>Filipino</u>	<u>18,000</u>	<u>1,800,000</u>	<u>1,800,000</u>
<u>Herma H. Perez</u>	<u>Filipino</u>	<u>9,997</u>	<u>999,700</u>	<u>999,700</u>
<u>Joel L. Sungsung</u>	<u>Filipino</u>	<u>1</u>	<u>100</u>	<u>100</u>
<u>Martin R. Millado</u>	<u>Filipino</u>	<u>1</u>	<u>100</u>	<u>100</u>
<u>Aurelio R. Bautista, Jr.</u>	<u>Filipino</u>	<u>1</u>	<u>100</u>	<u>100</u>
<b>Total</b>		<u>25,000</u>	<u>2,500,000</u>	<u>2,500,000</u>

(Reminder: At least 25 % of the Authorized Capital Stock should be subscribed and at least 25 % of the Subscribed should be paid)

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*Handwritten signature and notes on the left margin.*

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Verified by: R. DE CASTRO Date issued: **SEP 02 2022**

1/21/97



NINTH: That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stocks certificates issued by the corporation.

TENTH : That Herma N. Perez has been elected by the subscribers as treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he / she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

In Witness whereof, we have set our hands this 4<sup>th</sup> day of Jan 1999 at Manila City.

[Signature]  
HERMAN H. PEREZ

[Signature]  
JOEL L. SOROSONG

[Signature]  
RAFAEL C. GALLAGA

[Signature]  
MARTIN R. WILLADO

[Signature]  
ANGELIN R. BARTISTA, JR.

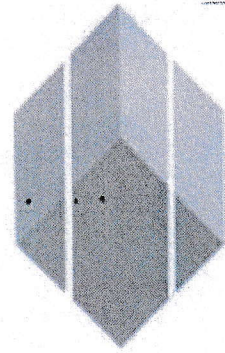
WITNESSES:

[Signature] [Signature]

(All incorporators appearing on the fifth article and the two witnesses should affix their signatures on the blanks provided in this page above their respective names.)

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Page 5 Of 7 pages  
Verified by: R. DE CASTRO Date Issued: **SEP 02 2022**

1/21/97



Securities Exchange Commission  
PHILIPPINES

ACKNOWLEDGEMENT

Republic of the Philippines)  
MAKATI CITY, M.M. S.S.

being duly sworn  
the subscribers  
of the above

BEFORE ME, a Notary Public in and for MAKATI CITY, Philippines, this  
11th day of January, 1999 personally appeared:

Name	Community Tax Certificate No.	Date & Place Issued
Rafael G. Gallaga	25296578	23 Feb. 1998/Muntinlupa
Herman H. Perez	09242497	11 Feb. 1998/Mandaluyong
Joel L. Songsong	01437983	20 Jan. 1998/Makati City
Martin R. Millado	06451321	08 Feb. 1998/Quezon City
Aurelio R. Bautista, Jr.	06348463	02 Jan. 1998/Quezon City

all 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.

*Rafael D. Abiera, Jr.*  
RAFAEL D. ABIERA, JR.  
NOTARY PUBLIC  
NOTARY PUBLIC 1999  
Unit Inspector 29/19

PTR # 1277057 MKT. 2-6-98

Doc. No. 460;  
Page No. 73;  
Book No. LVI;  
Series of 1999.

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