



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 25495

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

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

107 EXCHANGE INSURANCE BROKER, INC.
(Formerly: INSURANCE OF THE PHILIPPINE ISLANDS CO., INC.)

copy annexed, adopted on September 22, 2016 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 17th day of January, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
Amendments of Article VI of the BY-LAWS

SEC Registration Number
2 5 4 9 5

Former Company Name
I N S U R A N C E O F T H E P H I L I P P I N E
I S L A N D S C O., I N C.

AMENDED TO:
New Company name
1 0 7 E X C H A N G E
I N S U R A N C E B R O K E R I N C.

Principal Office (No/Street/Barangay/City/Town)Province
7th Flr. E X C H A N G E C O R N E R B L D G.
1 0 7 V. A. R U F I N O C O R. E S T E B A N S T S.
L E G A S P I V I L L A G E M A K A T I 1 2 2 9
ZIP CODE

COMPANY INFORMATION

Company's Email Address: **insurphil1964@gmail.com**
Company's Telephone Numbers: **8185911**
Mobile Number: _____

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Resident Agent of the Corporation

Name of Contact Person: **CORAZON G. CAMAÑAG**
Email Address: **insurphil1964@gmail.com**
Telephone Number/s: **8185911**
Mobile Number: **9189032088**

Contact Persons Address

326 Aquamarine St., Posadas Village, Sucat, Parañaque

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor _____	_____	_____
_____	_____	_____
_____	_____	_____

Document I. D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division	_____
<input type="checkbox"/>	Green Lane Unit	_____
<input type="checkbox"/>	Financial Analysis and Audit Division	_____
<input type="checkbox"/>	Licensing Unit	_____
<input type="checkbox"/>	Compliance Monitoring Division	_____

AMENDED BY-LAWS

OF

107 EXCHANGE INSURANCE BROKER , INC.
(formerly Insurance of the Philippine Islands Co., Inc.)
(Amended September 22, 2016)

ARTICLE I

CERTIFICATE OF STOCK AND THEIR TRANSFER

Section 1. – Each stockholder shall be entitled to one or more certificates of stock showing the number of shares registered in his name. It shall be signed by the President and countersigned by the Secretary of the Company and sealed with its corporate seal. The certificates stock shall be issued in consecutive order and upon the stub of each certificate shall be entered in the number of the certificate, date of issue, number of shares, name of stockholders, address and such other pertinent data that may be necessary. The stub shall be signed by the stockholder upon issuance of the corresponding certificate and shall be considered, for all purposes of the corporation, as a valid receipt therefor from the stockholders. The necessary documentary stamps for each certificates of stock shall be borne by the stockholder, purchaser or transferee.

Section 2. – Every certificate surrendered for exchange or transfer shall be cancelled and affixed to the original stub in the certificate book and no new certificates shall be issued unless the certificate of stock being transferred have been so cancelled and returned to the corporation or satisfactory proof of their loss is presented.

Section 3. – Certificates of stock may be sold, transferred or hypothecated by endorsement or separate deed, but the corporation shall not consider any transfer effective until the endorsed certificate is submitted for cancellation and a new one issued in the name of the transferee.

Section 4. – All certificates submitted for transfer to another name shall be marked

- (a) The date when the shares were transferred;
- (b) To whom transferred;
- (c) Number of shares transferred;
- (d) Number or Numbers of the new certificate or certificates.

Section 5. – Duplicate certificates of stock may be issued, in lieu of any certificate or certificates alleged to have been lost or destroyed only upon compliance with the requirements of Republic Act. No. 201.

Section 6. – No transfer of certificates shall be entered on the Stock Register of the Corporation within ten (10) days prior to any stockholder meeting.

Section 7. – The Stock Book or Register shall be available for inspection by any stockholder during the office hours of the corporation.

Section 8. – No interest shall run on unpaid subscription until delinquent.

ARTICLE II

STOCKHOLDER'S MEETING

Section 1. – The annual meetings of the stockholders of the Company shall be held in the principal office of the Company in Manila, Philippines on the last Tuesday of September.

Section 2. - Special meetings of the stockholders may be called at the principal office of the Company at any time by resolutions of the Board of Directors or by order of the President and must be called upon the written request of stockholders registered as owners of one third of the total outstanding stock.

Section 3. - Notice of meeting written or printed for every regular or special meeting of the stockholders shall be prepared and mailed to the registered post office address of each stockholder not less than ten (10) days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same. No failure or irregularity of notice of any meeting shall invalidate such meeting at which all the shareholders represent and voting without protest.

Section 4. - A quorum at any meeting of the stockholders shall consist of a majority of the voting stock of the Company represented in person or by proxy, and a majority of such quorum shall decide those question that may come before the meeting, same and except in those several matters in which the laws of the Philippines require the affirmative vote of a greater proportion.

Section 5. - Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing and duly presented to the Secretary for inspection and recorded at or prior to the opening of said meeting. No proxy bearing a signature, which is not legally acknowledged, shall be recognized at any meeting unless such signature is known and recognized by the secretary of the meeting.

Section 6. - Election of Directors shall be held at such annual meeting and shall be conducted in the manner provided by the Corporation Law of the Philippines, and with such formalities and manner as the officer presiding at the meeting shall then and there determine and provide.

Section 7. - Order of business at the annual meeting and as far as possible at all other meetings of the stockholders, shall be as follows:

1. -Calling the roll.
2. -Secretary's proof of due notice of the meeting.
3. -Reading and disposal of any unapproved minutes
4. -Reports of officers, annual and otherwise.
5. -Election of Directors.
6. -Unfinished business
7. -New business
8. -Adjournment

ARTICLE III

DIRECTORS

Section 1. - The business and property of the Company shall be managed by a Board of seven (7) Directors who shall be stockholders and who shall be elected annually by the stockholders for the term of one year and shall serve until the election and acceptance of their duly qualified successors. *(as amended on Nov. 4, 1999.)*

Section 2. - 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. In case of vacancy in the Board, the remaining directors continue to act, but if, at any time, their number be reduced to less than a quorum the directors shall call a special meeting of the stockholders for the purpose of filling such vacancies.

Section 3. - A meeting of the Board of Directors shall be held within ten (10) days from the date of the annual meeting of the stockholders of the corporation. Thereafter, the Directors shall meet at least twice every quarter, provided that a special meeting may be called at any time by the President, or by a majority of the directors who may sign a call for such special meeting. Written notices of such special meeting of the Board of Directors shall be sent by the Secretary to

Special meeting of the Board of Directors shall be held in the principal place of business of the corporation in the City of Manila, or in any other place designated in the call by the President or Chairman of the Board. (As amended in June 4, 1965).

Section 5. – Quorum. A quorum at any meeting of the Directors shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting.

Section 6 – Each of the members of the Board of Directors shall be paid per diems for every regular and special meeting attended in an amount to be fixed by the Board not exceeding **P15,000.00 for the Chairman and P10,000.00 for the Directors and Board Secretary, and or any amount as mandated by the Board of Directors.** (As amended on November 4, 1999)

Section 7 – Officers of the Company, as provided in these by-Laws shall be elected by the Board of Directors at their first meeting after the election of the Directors.

Section 8. – The order of business at any regular or special meeting of the Board of Directors shall be:

1. Calling the roll
2. Secretary's proof of due notice of meeting
3. Reading and disposal of unapproved minutes
4. Reports of officers
5. Unfinished business
6. New business
7. Adjournment

ARTICLE IV

OFFICERS

Section 1. – The officers of the Company shall be a Chairman, a President, a Vice-President, a Secretary, a Treasurer, and a General Manager.

These officers shall be elected to hold office for a term of one (1) year until their successors are elected and qualified, provided that the Board of Directors may agree to fix a longer tenure of office for the General Manager not exceeding ten (10) years.

The Board of Directors shall have the power to appoint other officers or create committee that may be necessary for the operations of the Company.

Section 2. – Chairman – The Chairman of the Board, when present, shall preside at all meetings of the Stockholders and Board of Directors, shall have such power and perform such duties as the Board of Directors may prescribe.

Section 3. – The President – The president shall at all meetings in the absence of the Chairman, shall have general supervision of the affairs of the Company; shall sign all stock certificates, and, as authorized by the Board of Directors, all contracts and other instruments of the Company, shall see that the resolutions of the Board of Directors are duly executed and carried out, shall make reports to the Directors and Stockholders; and shall perform all such other duties as are incident; to this office or are properly required of him by the Board of Directors.

Section 4. – The Vice-President – The Vice-President if qualified, shall exercise all of the functions and perform all the duties of the President in the absence or disability, for any cause of the later, and such other functions as the Board of Directors may prescribe.

Section 5. – The Secretary who shall be a citizen and resident of the Philippines shall issue notices of all meetings; shall keep their minutes; shall have charge of the seal and the corporate books shall sign with the president the Certificates of stock and such other instruments as required such signatures and shall make such reports and perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

Section 6. – The Treasurer shall have custody of all money, securities and values of the company which come into his possession, and shall keep regular books of account. He shall deposit such money, securities and values of the company in such banking institution in the Metropolitan Manila as will be designated from time to time by the Board of Directors, subject to withdrawal therefrom only upon the checks or other written demands of the company which shall be signed by such officers as shall be designated by the Board of Directors. (As amended on November 4, 1999)

He shall perform other duties incident to this office and all that are properly required of him by the Board of Directors.

Section 7. – The General Manager shall look after and supervise all the business operations of the corporation; may employ, suspend and/or discharge any and all employees and/or laborers necessary therefore recommending respective compensation and the nature and extent of the work to be performed by each of them. He shall prepare and submit an annual report to the Board of Directors setting forth the result of the business of operations under his charge, together with suggestions designated to improve the business of the corporation or to enhance its finances and he shall perform such other duties as the Board of Directors may require.

The compensation of the officers and employees of the Corporation shall be fixed and determined by the Board of Directors.

ARTICLE V

DIVIDEND AND FINANCE

Section 1. – The fiscal year of the Company shall commence with the opening of business on the first day of January of each calendar year and shall close on the 31st day of December of the same year.

Section 2. – Dividends shall be declared only from the surplus profit and shall be payable at such time and in such amounts as the Board of Directors shall determine. No dividend shall be declared which will impair the capital of the Company. Stock dividends shall be declared according to law.

Section 3. – Auditors shall be designated by the Board of Directors prior to the close of the business in such fiscal year, who shall examine the books of the account of the company, and shall certify to the Board which shall be prepared at the close of the said year under the direction of the treasurer; No director or officers of the Company, and no firm or corporation which such office or director is a member, shall be eligible to discharge the duties of Auditor. The compensation of the Auditor shall be fixed by the Board of Directors.

Section 4. – Inspection of accounts by any member of the Board of Directors in person may be made at any and all times during business hours of the Company, and such inspection may embrace all books, records and vouchers of the company.

Inspection of the books, accounts and records of the company by the stockholders shall be limited to office hours of every business day.

ARTICLE VI

SEAL

Section 1. – The corporate seal of the company, unless otherwise ordered by the Board of Directors shall be circular in form and bearing the words, "**107 EXCHANGE INSURANCE BROKER, INC.**" (As amended on **September 22, 2016**)

ARTICLE VII

AMENDMENTS

Section 1. – These By-Laws may be amended, repealed or altered, in whole or in part, by a majority vote of the entire outstanding stock of the company at any regular meeting of the shareholders, or at any special meeting where such action has been accounted in the call and notice of such meeting.

Section 2. – The Board of Directors may adopt additional rules in harmony with the foregoing By-Laws and their amendments, but shall not alter, modify or repeal the foregoing By-Laws and their amendments.

Section 3. – These By-Laws shall take effect immediately after the approval of the stockholders.

CERTIFICATE OF APPROVAL

We, the undersigned, consisting of all the Directors and at the same time, all of the Stockholders of the PYRAMID INSURANCE COMPANY, INCORPORATED, do hereby certify that we have, by our unanimous vote, approved and adopted the attached By-Laws of the said corporation, in the organizational meeting of stockholders duly called for the purpose on August 3, 1964, at the principal office of the corporation at Room 405 El Hogar Filipino Building, Juan Luna, Manila.

IN WITNESS WHEREOF, we have hereunto affixed our signatures at Manila, Philippines, this 3rd day of August, 1964.

(S) MILAGROS LL. THELMO
(T) MILAGROS LL. THELMO
Director-Stockholder

(S) PEDRO M. THELMO
(T) PEDRO M. THELMO
Director-Stockholder

(S) BENNETT LL. THELMO
(T) BENNETT LL. THELMO
Director-Stockholder

(S) MANUEL T. FLORES
(T) MANUEL T. FLORES
Director-Stockholder

(S) JACINTO RAMOS
(S) JACINTO RAMOS
Director-Stockholder

COUNTERSIGNED:

(S) RAMON O. REYNOSO, JR.
(S) RAMON O. REYNOSO, JR.
Secretary

INSURANCE OF THE PHILIPPINE ISLANDS, CO., INC.
(Formerly Pyramid Insurance Company, Incorporated)

SEC. REG. NO. 25495

7th Flr., Exchange Corner Building, Herrera Corner Esteban
& Bolanos Streets, Legaspi Village, Makati City

DIRECTOR'S CERTIFICATE OF AMENDMENT OF AMENDED BY-LAWS

We, the undersigned Chairman and Members of the Board of Directors and the Secretary of INSURANCE OF THE PHILIPPINE ISLANDS, CO., INC. (formerly Pyramid Insurance Company, Inc.) hereby certify:

That the Amended By-Laws of the Corporation were further amended by the affirmative vote of the majority of the Board of Directors and the affirmative vote of the stockholders representing at least two-thirds (2/3) of the entire outstanding capital stock during the special meetings of the Board of Directors and of the Stockholders held one after the other for such purpose at the principal office on November 4, 1999;

That the amendments consist of the following:

ARTICLE III

Section 1:

The business and property of the Company shall be managed by a Board of **seven (7)** Directors who shall be stockholders and who shall be elected annually by the stockholders for the term of one (1) year and shall serve until the election and acceptance of their duly qualified successors.

Section 6:

Each of the member of the Board of Directors shall be paid per diems for every regular and special meeting attended in an amount to be fixed by the Board not exceeding **P15,000.00 for the Chairman and P10,000.00 for the Directors and Board Secretary, and or any amount as mandated by the Board of Directors.**

ARTICLE IV

Section 6:

The Treasurer shall have the custody of all money, securities and values of the company which come into his possession, and shall keep regular books of account. He shall deposit such money, securities and values of the company in such banking institution in **Metropolitan Manila** as will be designated from time to time by the Board of Directors, subject to withdrawal therefrom only upon the checks or other written demands of the company which shall be signed by such officers and shall be designated by the Board of Directors.

[Handwritten signature]

[Handwritten signature]

[Handwritten signature]

[Handwritten signature]

[Handwritten signature]

[Handwritten signature]

That the attached document consisting of eight (8) pages including this page where the Certification is written, is a true and correct copy of the Amended By-Laws as further amended, and the attached document consisting of eight (8) pages, including the Certificate of Approval of the original By-Laws (August 3, 1964), is a true and correct copy of the Amended By-Laws as further amended.

IN WITNESS WHEREOF, we have hereunto signed this Certificate in Makati City, this 29th day of January, 2000.


JOSE LUIS YULO, JR.

Chairman of the Board, Director and
Presiding Officer of the Board and Stockholders' Meetings



CLEOTILDE B. FRANCISCO
President and Director



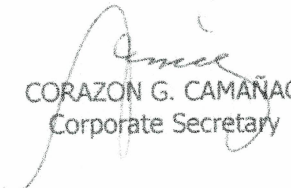
AGAPITO LL. THELMO
Director



ANNA MARIE PERIQUET
Director

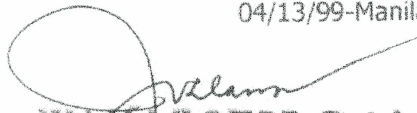


EDGARDO M. DEL FONSO
Director


CORAZON G. CAMAÑAG
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 29th day of January 2000, in Makati City, affiants exhibiting to me their respective Community Tax Certificates, to wit:

Name	CTC No.	Date/Place of Issue
JOSE LUIS YULO, JR.	08253080	02/02/99-Manila
AGAPITO LL. THELMO	00592282	07/01/99-Manila
CLEOTILDE B. FRANCISCO	07878044	04/13/99-Manila
ANNA MARIE PERIQUET	19988568	01/26/99-Makati
EDGARDO M. DEL FONSO	10034Q	04/12/99-Makati
CORAZON G. CAMAÑAG	07878045	04/13/99-Manila


JUAN VICTOR R. LLAMAS
NOTARY PUBLIC
UNTIL DECEMBER 31, 2000

PTR NO. 1883292-011100-Makati City
TBP NO. 440247-011499-Pasay City

Doc. No. 98
Page No. 70
Book No. XVI
Series of 2000

107 EXCHANGE INSURANCE BROKER, INC.

(formerly Insurance of the Philippine Islands Co., Inc.)

7th Flr. Exchange Corner Building, V.A. Rufino
Coner Esteban and Bolanos Sts., Legaspi Village, Makati City

DIRECTORS' CERTIFICATE OF AMENDMENTS OF THE AMENDED BY-LAWS

We, the undersigned Chairman and Members of the Board of Directors and the Corporate Secretary of 107 EXCHANGE NSURANCE BROKER, INC. (formerly Insurance of the Philippine Islands Co., Inc.), do hereby certify:

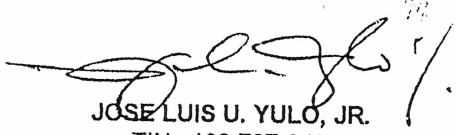
1. That the Amended By-Laws of the Corporation were further amended by the affirmative votes of the majority of the Board of Directors and the affirmative vote of the stockholders representing at least two-thirds (2/3) of the entire outstanding capital stock during the annual stockholders' meeting held at the principal office on September 22, 2016:
2. That the amendment consist of the following:

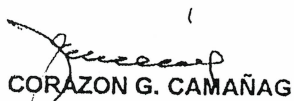
ARTICLE VI

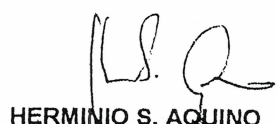
Section 1. – The corporate seal of the company, unless otherwise ordered by the Board of Directors shall be circular in form and bearing the words, **"107 EXCHANGE INSURANCE BROKER, INC."** (As amended on September 22, 2016)

3. That the attached documents consisting of ten (10) pages including this page where the Certification is written, is a true and correct copy of the Amended By-Laws as further amended and the attached document consisting of eight (8) pages, including the Certificate of Approval of the Amended By-Laws (January 11, 2001), is a true and correct copy of the Amended By-Laws as further amended.

IN WITNESS WHEREOF, we have signed this Certificate in Makati City, this 17th day of October 2016.



JOSE LUIS U. YULO, JR.
TIN : 108-737-048
Director/ Chairman of the Board
at the meeting


CORAZON G. CAMAÑAG
TIN: 123-435-259
President/Director



HERMINIO S. AQUINO
TIN : 105-547-801
Director



ROLANDO E. ESTRELLA
TIN : 226-539-258
Director



CEASAR S. THELMO
TIN : 123-435-346
Director




FRANCISCA L. ALINCASTRE
TIN : 123-435-218
Corporate Secretary at the meeting

SUBSCRIBED AND SWORN to before me, in Makati City, Philippines, **OCT 17 2016** of _____, affiants exhibiting to me their respective Taxpayer Identification Numbers as follows:

Name	TIN	Date/Place of Issue
Jose Luis U. Yulo, Jr.	108-737-048	
Herminio S. Aquino	105-547-801	
Rolando E. Estrella	226-539-258	
Corazon G. Camañag	123-435-259	
Ceasar S. Thelmo	123-435-346	
Francisca L. Alincaestre	123-435-218	

Doc. No. 470
Page No. 95
Book No. 168
Series of 2016


ATTY. HERBERT N. LIUZ
NOTARY PUBLIC
UnNOTARY PUBLIC
Appr. No. M-20 Makati City
IBP #1009529 for 2016 Sept. 24, 2015-RSM
PTR #5321594, Jan. 04, 2016-Makati
S.C. Roll No. 59597
MCLE Compliance No. V-0015439 9 March 2016
Unit 301 3rd Flr. Campos Rueda Bldg
101 Urban Avenue, Brgy. Pio del Pilar
Makati City