



Articles of Incorporation
of
CODEXL INSURANCE BROKERAGE, INC.



KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and 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;

AND WE HEREBY CERTIFY:

First: That the name of said corporation shall be

CODEXL INSURANCE BROKERAGE, INC.

Second: That the purpose or purposes for which such corporation is incorporated are:

Primary:

To act as an insurance broker or representative for and in behalf of an insured other than himself and/or to act in any manner in negotiating contracts of insurance or placing risk or effecting reinsurance for any insurance company , and generally to do and perform all acts or things which are necessary , proper and or incidental to the purpose herein stated. ;

Secondary:

To provide the corporate vehicle through which general and/or special management and/or advisory services may offer to any and all kinds of corporations, partnerships, enterprises, programs, whether they be financial, commercial, agricultural, industrial or otherwise, excluding, however, the management of securities or investment funds or portfolio or similar assets of said managed firms. Within this frame of reference, the scope of the corporate business shall include, but not necessarily limited to, the following services: A. GENERAL MANAGEMENT SERVICES To perform general management functions for client companies such as identifying profit service opportunities, selling the direction and purpose of the managed companies, developing available resources, operating the business of a going concern, and other allied or related management services. B. SPECIAL MANAGEMENT SERVICES To render financial management services for client-companies



encompassing the analytic, conceptual, and practical considerations thereon, including the use of quantitative tools in financial planning and analysis, and in designing and installing management information and control systems; To provide consultancy and advisory services with respect to the financial planning of client-companies and financial packaging of specific projects, investments advisory services and/or the formulation of design of estate and pension plans; To provide specific services to short- and long-range corporate planning as well as organizational planning and development programs for IT client-companies; Provided that the corporation shall not engage in any solicitation activities which includes the act of providing information about a security or investment product being offered for sale, nor accept or take investments/ placements from the public neither shall it issue investment contracts. Provided further that the corporation shall not manage funds, portfolio, securities of corporations, partnerships, and other similar entities nor engage in the business of being a broker/ dealer in securities, transfer agent, commodity/ financial futures exchange/ broker/ merchant, investment house, and an investment company adviser/ mutual fund distributor of an investment company/ mutual fund company/ fund manager trading in futures contract (a.k.a. commodity pool operator)/ commodity trading advisor/ futures broker/ and any other commodities futures role. ;

Provided that the corporation shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts.

Third: That the principal office of the corporation is located in 6754 7/F PNB MAKATI CENTER AYALA AVE COR LAGAZPI ST. SAN LORENZO , CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1223;

Fourth: That the corporation shall have perpetual existence;

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

Name	Nationality	Residence
KENN MELECIO VALENTINO CUENCO RAMIREZ	Philippine, Filipino	U2423 The Oriental Place DON CHINO ROCES AVE COR. JAVIER ST. Pio Del Pilar CITY OF MAKATI, CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1230



ROXANNE REOTOTAR RAMISCAL	Philippine, Filipino	U2423 The Oriental Place DON CHINO ROCES AVE COR. JAVIER ST. Pio Del Pilar CITY OF MAKATI, CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1230
ALEXIS DIZON PINEDA	Philippine, Filipino	7 Kalaw St. Miranila Homes Tandang Sora , QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1116
LILY GERONIMA VALERIO PINEDA	Philippine, Filipino	7 Kalaw St. Miranila Homes Tandang Sora , QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1116

Sixth: That the number of directors of the corporation shall be four (4); and the names, nationalities and residences of the first directors of the corporation are as follows:

Name	Nationality	Residence
KENN MELECIO VALENTINO CUENCO RAMIREZ	Philippine, Filipino	U2423 The Oriental Place DON CHINO ROCES AVE COR. JAVIER ST. Pio Del Pilar CITY OF MAKATI, CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1230
ROXANNE REOTOTAR RAMISCAL	Philippine, Filipino	U2423 The Oriental Place DON CHINO ROCES AVE COR. JAVIER ST. Pio Del Pilar CITY OF MAKATI, CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1230
ALEXIS DIZON PINEDA	Philippine, Filipino	7 Kalaw St. Miranila Homes Tandang Sora , QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1116
LILY GERONIMA VALERIO PINEDA	Philippine, Filipino	7 Kalaw St. Miranila Homes Tandang Sora , QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1116

Seventh: That the authorized capital stock of the corporation is Twenty Million Pesos (P20,000,000.00), divided into:

a. Two Hundred Thousand (200,000) common voting shares with par value of One Hundred Pesos (P100.00) per share.



Eighth: That the authorized capital stock above has been subscribed and paid as follows:

Name	Nationality	Share Type	No. of Shares Subscribed	Amount Subscribed
KENN MELECIO VALENTINO CUENCO RAMIREZ	Philippine, Filipino	Common - Voting - with Par	100,000	P10,000,000.00
ROXANNE REOTOTAR RAMISCAL	Philippine, Filipino	Common - Voting - with Par	99,998	P9,999,800.00
ALEXIS DIZON PINEDA	Philippine, Filipino	Common - Voting - with Par	1	P100.00
LILY GERONIMA VALERIO PINEDA	Philippine, Filipino	Common - Voting - with Par	1	P100.00
TOTAL			200,000	P20,000,000.00

Name	Share Type	Mode of Payment	Amount Paid	Add'l Paid-in Capital
KENN MELECIO VALENTINO CUENCO RAMIREZ	Common - Voting - with Par	Cash	P10,000,000.00	P0.00
ROXANNE REOTOTAR RAMISCAL	Common - Voting - with Par	Cash	P9,999,800.00	P0.00
ALEXIS DIZON PINEDA	Common - Voting - with Par	Cash	P100.00	P0.00
LILY GERONIMA VALERIO PINEDA	Common - Voting - with Par	Cash	P100.00	P0.00
TOTAL			P20,000,000.00	P0.00

Ninth: That ROXANNE REOTOTAR RAMISCAL has been elected by the subscribers as Treasurer of the Corporation to act as such until after the successor is duly elected and qualified in accordance with the bylaws, that as Treasurer, authority has been given to receive in the name and for the benefit of the corporation, all subscriptions, contributions or donations paid or given by the subscribers or members, who certifies the information set forth in the seventh and eighth clauses above, and that the paid-up portion of the subscription in cash and/or property for the benefit and credit of the corporation has been duly received.

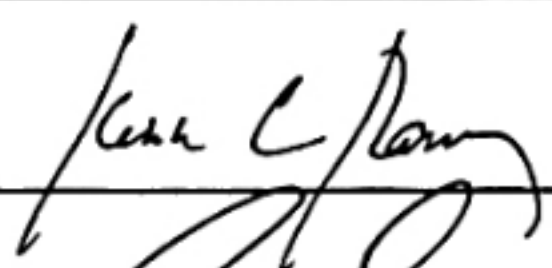
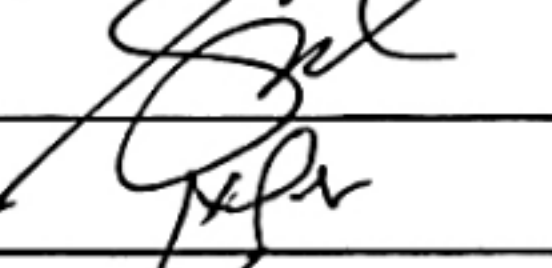

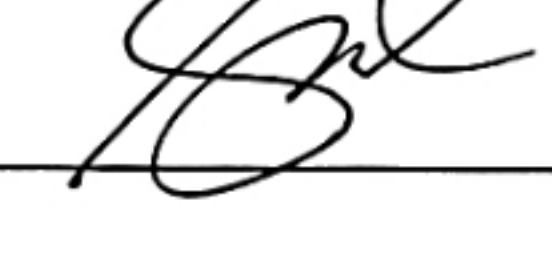

Tenth: That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated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



issued by the corporation.

Eleventh: That the incorporators undertake to change the name of the corporation immediately upon receipt of notice from the Commission that another corporation, partnership or person has acquired a prior right to the use of such name, that the name has been declared not distinguishable from a name already registered or reserved for the use of another corporation, or that it is contrary to law, public morals, good customs or public policy.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this _____ day of 12 APR 2020 in the City/Municipality of MAKATI CITY, Province of _____, Republic of the Philippines.

Name	TIN	Signature
KENN MELECIO VALENTINO CUENCO RAMIREZ	115-775-375-000	
ROXANNE REOTOTAR RAMISCAL	204-951-732-000	
ALEXIS DIZON PINEDA	123-493-505-000	
LILY GERONIMA VALERIO PINEDA	240-092-814-000	
ROXANNE REOTOTAR RAMISCAL <i>Treasurer</i>	204-951-732-000	



ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)

MAKATI CITY

S.S)

BEFORE ME, a Notary Public, for and in **MAKATI CITY**, Philippines, this
____ day of 12 APR 2022, 20____, personally appeared the following persons:

Name	TIN/Passport No.	Date and Place Issued
KENN MELECIO VALENTINO CUENCO RAMIREZ	115-775-375-000	
ROXANNE REOTOTAR RAMISCAL	204-951-732-000	
ALEXIS DIZON PINEDA	123-493-505-000	
LILY GERONIMA VALERIO PINEDA	240-092-814-000	
ROXANNE REOTOTAR RAMISCAL <i>Treasurer</i>	204-951-732-000	

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation constituting of ____ pages, including this page where the acknowledgement is written, and they acknowledged to me that the same is their free act and voluntary deed.

WITNESS MY HAND AND SEAL on the day first above-written.

NOTARY PUBLIC

Doc. No. 406 ;
Page. No. 82 ;
Book. No. 29 ;
Series Of 7072

ATTY. JOSHUA P. LAPUZ
Notary Public for Makati City
Appointment #M-519 until 12/31/2023
PTR No. 8852510 - Jan. 3, 2022 Makati City
Roll No. 45790, IBP Lifetime #04897/7-3-03
MCLE No. VI-0016565/ Jan. 14 2019
G/F Fedman Suites, 199 Salcedo Street
Legaspi Village, Makati City



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