



REPUBLIC OF THE PHILIPPINES

SECURITIES AND EXCHANGE COMMISSION

CEBU EXTENSION OFFICE
Cebu City

COMPANY REG. NO. 302

**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

VISAYAN SURETY & INSURANCE CORPORATION

(Formerly: UNION SURETY & INSURANCE CORP.)

(Amending Article VII of the amended articles of incorporation thereof)

copy annexed, adopted on November 5, 2007 by a 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 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 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, 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 company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. 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 hereunto set my hand and caused the seal of this Commission to be affixed at Cebu City, Philippines, this 22ND day of June, Two Thousand Twelve.

LINDEZA ROGERO-GAVINO

Director
SEC CEBU OFFICE



6/22/2012 4:20:12 PM

COVER SHEET

3 0 2

S.E.C. Registration Number

(Company's Full Name)

V I S A Y A N S U R E T Y &
I N S U R A N C E C O R P O R A T I O N
f o r m e r l y : U N I O N S U R E T Y &
I N S U R A N C E C O R P O R A T I O N

(Business Address: No. Street City/Town/Province)

U N I T 1 4 0 3 , 1 4 / F K E P P E L
C E N T E R , S A M A R L O O P C O R N E R
C A R D I N A L R O S A L E S A V E . , C E B U
B U S I N E S S P A R K , C E B U C I T Y

Atty. Karen H. Gaviola-Climaco

Contact Person

231-1449

Company Telephone Number
Last Monday of

1 2

Month Fiscal Year

3 1

Day

A A O I

FORM TYPE

0 5

Month Annual Meeting Day

N.A.

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Section VII

Amended Articles Number/Section

60

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls use black ink for scanning purposes



AMENDED ARTICLES OF INCORPORATION
OF
VISAYAN SURETY & INSURANCE CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippine Islands, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippine Islands.

And we hereby certify:

First.- That the name of said corporation shall be "VISAYAN SURETY & INSURANCE CORPORATION". (as amended).

Second.- That the purposes for which such corporation is formed are to save any person or persons or other entity harmless from any loss, damage or liability arising from any unknown or future or contingent event; to indemnify or compensate any person or persons or other entity for any such loss, damage or liability, and to guarantee the fidelity of persons holding public trusts and to execute and guarantee bonds and undertakings in judicial proceedings and to agree to the faithful performance of any contract or undertaking made with any public authority. (as amended).

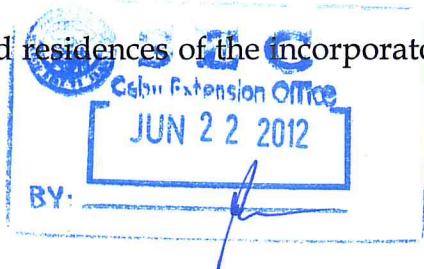
To act as agent for insurance companies of every class and to conduct a general insurance agency and insurance brokerage business.

This corporation shall possess and enjoy all the powers, privileges and franchises granted to, and shall be subject to all regulations, restriction and obligations imposed upon insurance corporation under the provisions of Act No. 1459 of the Philippine Commission and any amendments thereto and Act No. 2427 of the Philippine Legislature and any amendments thereto.

Third.- That the place where the principal office of the corporation is to be established or located is Cebu, Cebu, Philippine Island.

Fourth.- That the term for which said corporation exist is FIFTY (50) YEARS from and after the date of incorporation which is hereby extended for another FIFTY (50) YEARS from and after JULY 14, 1981, the expiry date of the original term. (amended as of July 3, 1981)

Fifth.- That the names and residences of the incorporators of said corporation are as follows:



	NAME	WHOSE RESIDENCE IS AT
1.	Manuel Gotianuy	92 Morga St., Cebu, Cebu, P.I.
2.	Jose S. Leyson	100 F. Ramos St., Cebu, Cebu, P.I.
3.	Go Janco	92 Morga St., Cebu, Cebu, P.I.
4.	Lim Bonfing	197 Magallanes St., Cebu, Cebu, P.I.
5.	Go Chan	105 Magallanes St., Cebu, Cebu, P.I.
6.	Go Siong Mit	111 Magallanes St., Cebu, Cebu, P.I.
7.	Uy Chulay	168 Comercio St., Cebu, Cebu, P.I.
8.	Tomas Liao Lamco	45 Norte America St., Cebu, Cebu, P.I.
9.	Uy Peng Yong	168 Comercio St., Cebu, Cebu, P.I.
10.	Lim Ni Kuan	124 Magallanes St., Cebu, Cebu, P.I.

Sixth.- That the number of directors of said corporation shall be seven (7), and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided for the by-laws are as follows, to writ:

	NAME	WHOSE RESIDENCE IS AT
1.	MANUEL GOTIANUY (President and Treasurer)	92 Morga St., Cebu, Cebu, P.I.
2.	JOSE S. LEYSON (Vice President & Secretary)	100 F. Ramos St., Cebu, Cebu, P.I.
3.	GO JANCO	92 Morga St., Cebu, Cebu, P.I.
4.	LIM BONFING	197 Magallanes St., Cebu, Cebu, P.I.
5.	GO CHAN	105 Magallanes St., Cebu, Cebu, P.I.
6.	UY PENG YONG	168 Comercio St., Cebu, Cebu, P.I.
7.	GO SIONG MIT	111 Magallanes St., Cebu, Cebu, P.I.

Seventh.- “That the authorized capital stock of said corporation is THREE HUNDRED MILLION PESOS (P300,000,000.00), Philippine Currency, and said capital stock is divided into THREE MILLION SHARES with par value of ONE HUNDRED PESOS (P100.00) each.” (Amended as of October 28, 1978 and further amended on Feb. 5, 1998 and further amended on November 5, 2007).

Eight.- That the amount of capital stock which has been actually subscribed is TWO HUNDRED FIFTY THOUSAND PESOS (P250,000.00), and the following persons have subscribed for the number of shares and amounts of capital set out after their respective names:

	NAMES	RESIDENCE	NUMBER OF SHARES	AMOUNT OF CAPITAL STOCK SUBSCRIBED
1.	MANUEL GOTIANUY	Cebu, Cebu	1,070	P107,000.00
2.	JOSE S. LEYSON	Cebu, Cebu	250	25,000.00
3.	GO JANCO	Cebu, Cebu	150	15,000.00
4.	LIM BONFING	Cebu, Cebu	400	40,000.00

5. GO CHAN	Cebu, Cebu	100	10,000.00
6. UY CHULAY	Cebu, Cebu	200	20,000.00
7. UY PENG YONG	Cebu, Cebu	200	20,000.00
8. GO SIONG MIT	Cebu, Cebu	100	10,000.00
9. TOMAS LIAO LAMCO	Cebu, Cebu	20	2,000.00
10. LIM NI KUAN	Cebu, Cebu	<u>10</u>	<u>1,000.00</u>
Total		<u>2,500</u>	<u>P250,000.00</u>

Ninth.- That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names:

	NAMES	RESIDENCE	AMOUNT PAID ON SUBSCRIPTION
1.	MANUEL GOTIANUY	Cebu, Cebu	P55,000.00
2.	JOSE S. LEYSON	Cebu, Cebu	20,000.00
3.	GO JANCO	Cebu, Cebu	20,000.00
4.	LIM BONFING	Cebu, Cebu	20,000.00
5.	GO CHAN	Cebu, Cebu	10,000.00
6.	UY CHULAY	Cebu, Cebu	10,000.00
7.	UY PENG YONG	Cebu, Cebu	10,000.00
8.	GO SIONG MIT	Cebu, Cebu	10,000.00
9.	TOMAS LIAO LAMCO	Cebu, Cebu	2,000.00
10.	LIM NI KUAN	Cebu, Cebu	<u>1,000.00</u>
	Total		<u>P148,000.00</u>

Tenth. - That MANUEL GOTIANUY 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 laws, and that as such Treasurer he has been authorized to receive for the corporation and to receipt in its name for all subscription paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seals in Cebu, Cebu, this 14th day of July in the year of our Lord, 1931.

(SGD.) MANUEL GOTIANUY
(SGD.) GO JANCO
(SGD.) JOSE S. LEYSON
(SGD.) LIM BONFING
(SGD.) LIM NI KUAN

(SGD.) GO CHAN
(SGD.) UY CHULAY
(SGD.) GO SIONG MIT
(SGD.) TOMAS LIAO LAMCO
(SGD.) UY PENG YONG

Amended Articles of Incorporation-VSIC

UNITED STATES OF AMERICA
PHILIPPINE ISLAND

MUNICIPALITY OF CEBU,
PROVINCE OF CEBU S.S.

MANUEL GOTIANUY, JOSE S. LEYSON, GO JANCO, GO CHAN, GO SIONG MIT, UY PENG YONG, UY CHULAY, LIM BONFING, TOMAS LIAO LAMCO, and LIM NI KUAN, being severally duly sworn to, each for himself deposes and says, that he is an incorporator of the "VISAYAN SURETY & INSURANCE CORPORATION", that the capital stock of said corporation is not less than FIVE HUNDRED THOUSAND PHILIPPINE PESOS (P500,000.00), that FIFTY PERCENT (50%) of the whole stock has been actually subscribed, and that FIFTY PERCENT (50%) of the subscription has been actually paid into the Treasury of the Corporation.

(SGD.) MANUEL GOTIANUY
(SGD.) GO JANCO
(SGD.) JOSE S. LEYSON
(SGD.) LIM BONFING
(SGD.) LIM NI KUAN

(SGD.) GO CHAN
(SGD.) UY CHULAY
(SGD.) GO SIONG MIT
(SGD.) TOMAS LIAO LAMCO
(SGD.) UY PENG YONG

Subscribed and sworn to before me this 14th day of July, 1931, Jose S. Leyson exhibiting his Cedula No. F-1219626, Cebu, Cebu, Jan. 2, 1931; M. Gotianuy, with Cedula No. C-1069, Cebu, Cebu, Jan. 6, 1931; Go Chan, with Cedula No. F-1222904, Cebu, Cebu, Jan. 20, 1931; Go Janco with Cedula No. F12225356, Cebu, Cebu, Feb. 12, 1931; Go Siong Mit, with Cedula No. F-1225885, Cebu, Cebu, Feb. 18, 1931; Uy Chulay with Cedula No. F-1224700, Cebu, Cebu, Feb. 5, 1931; Uy Peng Yong with Cedula No. F-1219677, Cebu, Cebu, Jan. 2, 1931; Lim Bonfing with Cedula No. F-1219740, Cebu, Cebu, Jan. 2, 1931; Tomas Liao Lamco with Cedula No. F-1220014, Cebu, Cebu, Jan. 5, 1931; and Lim Ni Kuan with Cedula No. F-1219628, Cebu, Cebu, Jan. 2, 1931, all known to me to be the persons whose names are subscribed to and who executed the within instrument, and each of them acknowledged to me that he freely and voluntarily executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(SGD.) FRUCT B. CABAUG
NOTARY PUBLIC UNTIL DEC. 31, 1932

DOC. NO. 231

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BOOK VII

Series of 1931

DIRECTORS' CERTIFICATE

We, the undersigned majority members of the Board of Directors and the Secretary, do hereby certify that the Articles of Incorporation of **VISAYAN SURETY & INSURANCE CORP.** FORMERLY UNION SURETY & INSURANCE CORPORATION was amended by an affirmative vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held for that purpose at the principal office of the corporation on **NOV. 05 2007**

The amendment pertains to Article Seventh of the Articles of Incorporation.

The amendment was likewise approved by majority of the directors at a meeting held at the principal office of the corporation on **NOV. 05 2007**

[Signature]
AUGUSTO W. GO
CTC No. 11452179
Issued at Cebu City on 1.20.10
TIN-118-890-499

[Signature]
KENNETH L. GO
CTC No. 11403844
Issued at Cebu City on 1.13.10
TIN-161-436-343

[Signature]
CANDICE GOTIANUY
CTC No. 11452180
Issued at Cebu City
On 1.20.10
TIN-118-893-400

[Signature]
JOHN TJIOE
CTC No. 11394045
Issued at Cebu City
On 1.6.10
TIN-145-390-206

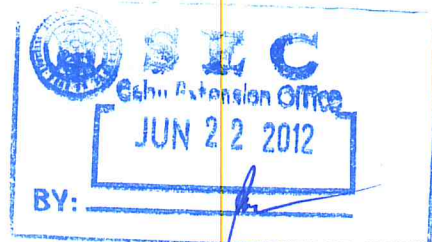
[Signature]
GABRIEL V. LEYSON
CTC No. 11385230
Issued at Cebu City on 1.4.10
TIN-125-161-842

[Signature]
PIO Y. GO
CTC No. 11472720
Issued at Cebu City on 01.27.10
TIN-105-051-213

[Signature]
BALDOMERO ESTENZO
CTC No. 11452181
Issued at Cebu City on 1.20.10
TIN-119-134-523


COUNTERSIGNED BY:

[Signature]
MA. IOLANDA B. ABELLA
Corporate Secretary
CTC No. 11496497
Issued at Cebu City on Feb. 4, 2010
TIN-141-255-038



SUBSCRIBED AND SWORN TO BEFORE ME this 1st day of December 2010
affiants exhibited to me their respective CTC/Passport numbers, place and date
issued indicated below their signatures.

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Page No. 41
Book No. XV
Series of 2010


WENDY GORPENS DEE
Notarial Commission No. 147-08
Notary Public - City of Cebu
Until 31 December 2011
Angara Abello Concepcion Ragnia & Cruz Law Offices
6th Floor, Cebu Holdings Center
Cebu Business Park, Ayala, Cebu City
PTR NO. 8673521 A01.06.10/Cebu City
IBP NO. 500761 (Lifetime)/Cebu City
ROLL NO. 42724

