



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 14025

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

FPG INSURANCE CO., INC.

[Formerly: FEDERAL PHOENIX ASSURANCE COMPANY, INC.]

[Amending Article I thereof.]

copy annexed, adopted on November 19, 2014 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing 99% 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 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 3rd day of February, Twenty Fifteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

For applications at
COMPANY REGISTRATION AND MONITORING DEPARMENT

Nature of Application

SEC Registration Number

AMENDED ARTICLES OF INCORPORATION (Article I)
and BY-LAWS

14025

Company Name

FEDERAL PHOENIX ASSURANCE CO.
INC.

AMENDED TO:
New Company Name

FPG INSURANCE CO., INC.

Principal Office (No./Street/Barangay/City/Town/Province)

6/ F ZUELLIG BLDG. MAKATI AVE.
CORNER PASEO DE ROXAS, MAKATI
CITY

Company's Telephone Number/s

(02) 859-1206

Contact Person

ATTY. ANA LIZA A. PERALTA

Contact Person's Telephone number

(02) 556-39547893-402

Contact Person's Address

KM. 14, WEST SERVICE RD. SSHW CORNER EDISON ST., BARANGAY SUN VALLEY, PARANAQUE CITY

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor : _____

Document I.D.

Received by Corporate Filingand Records Division (CFRD)

Forwarded to:

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Corporate and Partnership Registration Division
Green Lane Unit
Financial Analysis and Audit Division
Licensing Unit
Compliance Monitoring Division

AMENDED ARTICLES OF INCORPORATION
OF

FPG INSURANCE CO., INC.

(Formerly: Federal Phoenix Assurance Company, Inc.)
As amended on November 19, 2014

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are citizens and/or residents of the Philippines, on this date have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

First: That the name of said corporation shall be:

FPG INSURANCE CO., INC.
(As amended on November 19, 2014)

Second: That the purpose for which said corporation is formed are:

(a) To insure houses, tenements, motor vehicles, merchandise, and all other property and effects, real and personal, against loss or damage by fire, storm, earthquake, accident or otherwise, and to carry on the ordinary business of fire insurance in all the aforesaid branches. To rebuild, repair, replace or reinstate houses, buildings, machinery and every other description of property which may be insured by the company and to carry on any kind of business necessary or expedient for any such purpose;

(b) To insure against every description of marine risk, which may legally be undertaken, relating to the perils incidental to the seas, ships, vessels, and water craft of all descriptions, and also the freights, goods, merchandise, cargo and all property whatsoever in or on board of the same, whether the same may be effected or made according to law. To insure all other matters and things which lawfully may or can be, from time to time, insured or be the subject of insurance against perils of the sea, and also generally to carry on other branches and departments of the insurance business;

(c) To grant either in the Philippines or abroad, policies or other instruments of insurance against or insuring competition of payment in case of death or injury to health or limb by railway or airplane accident or shipwreck or other perils of the land, sea or air, or

As amended at the Special Stockholders' Meeting held at its principal office on November 19, 2014.

any other accident or misadventure or violence during any journey or voyage by land or water or air, or during any other limited or specific period; and to prepare, provide and supply medicine and surgical aid and treatment of any other assistance and all remedies and requirements in case of accident or harm to any person or the family and household of any person whom the company shall insure or to any person dwelling or staying in the house of such person insured;

(d) To reinsure any or all rights of the company and to undertake all kinds of reinsurance and counter-insurance connected with the business of any other company. To conclude reciprocal reinsurances and treaties on all kinds of insurance.

(e) To guarantee the fidelity of persons holding places of public or private trust and to agree to the faithful performance of any contract or undertaking made with any public authority;

(f) To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties, of all kinds other than insurance policies;

(g) To guarantee title to property;

(h) To guarantee the performance of insurance contracts where surety bonds are acceptable for such purpose;

(i) To execute and guarantee bonds and undertakings of all kinds, required or permitted to be taken in any or all actions, proceedings, negotiations, importations, exportations, or other transactions or operations, either by private individuals, or by heads of departments courts, judges, officers, boards or bodies, whether administrative, executive, legislative or judicial;

(j) To guarantee and indemnify merchants, traders and those engaged in business and giving credits, from loss or damage by reason of giving and extending such credit to their customers or persons dealing with them;

(k) To guarantee and indemnify professional practitioners from loss, damage or liability unto third persons in relation to the exercise of their profession;

(l) To indemnify against loss or burglary, theft, forgery, embezzlement, or by any one or more of such happenings;

(m) To insure glass against breakage;

(n) To guarantee and indemnify the owners and users of steam boilers and pipes, of fly wheels, engines of all kinds or machinery, against explosion, or other accident and against loss or damage in life or property resulting therefrom, and against loss of use or occupancy caused thereby, and against liability unto third persons or by any of said causes; and to make inspection of, and to insure certificates of inspection upon such boilers, pipes, fly wheels, engines and machinery;

(o) And, generally, to execute, sign and carry out fidelity bonds and surety undertakings of every nature and kind usual in the business of fidelity and surety companies, or permitted by law unto such companies;

(p) To carry on the business of life insurance in all its branches and in particular to grant or effect assurances of all kinds for payment of money by way of single payment or by several payments, or by way of immediate or deferred annuities upon the death of or upon the attainment of a given age by any person or persons subject or not to such death or attainment of a given age happening in the lifetime of any other person or persons, or upon the birth or failure, without prejudice to the generality of the foregoing words, to do all or any of the following things:

- (1) To grant annuities, immediate or deferred, payable between any fixed dates or contingent as to their commencement or determination upon any event dependent upon human life or the birth or failure of issue or otherwise;
- (2) To carry on the business of insurance against personal injuries by accident either in connection with life policies or other related business activities either in connection with life policies or other related business activities;
- (3) To carry on the business of insurance against loss of health, or incapacity from physical causes of any description, either alone or in combination with life insurance;
- (4) To acquire or extinguish by purchase or surrender any policy or grant issued by the company;
- (5) To create or set aside part of the capital or revenue of the company a special fund or special funds and to give to any class of its policyholders annuitants or creditors any preferential rights over any fund or funds so created, and for such or any other purpose of the company to place any portion of the Company's property in the name or names of within the control of any or more trustee or trustees, or to give to any class of insurers a right to participate in the profit of the company or of any branch of its business;
- (6) To reinsure all or any of the risk of the company and to undertake any authorized risks either by way of reinsurance;
- (7) To lend money on such terms as may be deemed expedient subject to the requirements of law. (As amended on April 21, 1994)

(q) To lend money on such terms as may seem expedient, subject to the requirements of law;

(r) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this company is authorized to carry on or possess or property suitable for the purposes of this company;

(s) To acquire by purchase and to invest in, hold, sell or otherwise dispose of the stocks or bonds, or any interest in either, or any obligations or evidences of any person, firm or corporation and which the owner of such stocks, bonds or indebtedness of any corporation or corporations, domestic or foreign, or the bonds or other obligations or evidences of indebtedness, to interest therein or other obligations or evidence of indebtedness, and exercise all the rights, powers and privileges of ownership including the right to vote thereon or consent in respect thereof for any and all purposes;

(t) To purchase or otherwise acquire, sell, lease, convey, mortgage, encumber and otherwise deal with any property or interest therein, or easement, right or privilege over or in respect of any property, real or personal, as may be permitted by law and as may be reasonably necessary to enable it to carry out the purposes for which the corporation is created as may now hereafter be permitted by law;

(u) To procure the company to be registered or recognized or to be permitted to or allowed to carry on its business or any branch or branches thereof in any foreign country or place; and in carrying out on its business to do any and all acts and things and exercise any and all powers which a natural person could do or exercise or which now is or may, thereafter, be authorized by law;

(v) To do all or any of the above things in any place in which the company may determine as principals, against contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others;

(w) To do all such other things as are incidental or conducive to the attainment of the above objects;

(x) To do and perform any and all of the acts and things and to exercise all of the general powers conferred by law upon corporations similarly organized and usually and ordinarily incidental to companies of like nature and kind;

(y) And, in general, to engage in the business of insurance and guaranty in any branches, for a consideration to indemnify any person, firm, corporation, or government entity against loss, damage or liability arising from an unknown or contingent event, and to guarantee liabilities and obligations of any person, firm, corporation or government entity, and to act as agent of other insurance or surety companies, in any of its branches.

Third: That the place where the principal office of the corporation is to be established or located is at the 6/F Zuellig Building, Makati Avenue corner Paseo de Roxas, Makati City 1225. (As amended on August 17, 2012)

Fourth: That the term for which said corporation is to exist, is extended for another fifty (50) years from its original expiry date. (As amended on November 12, 2007).

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

Name	Residence	Citizenship
Laureano Araullo	449 Palmera, Sampaloc, Manila	Filipino
Franz Rudmann	1167 Pasong Tamo, Makati, Rizal	Swiss
Alberto Sevilla	6 Zobel Roxas, Makati, Rizal	Filipino
Kurt Gantner	43 Pili Avenue, Forbes Park, Makati, Rizal	Swiss
Wilfrido S. Lopez	203 Martinez, Mandaluyong, Rizal	Filipino

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 by the By-Laws are as follows:

Name	Residence	Citizenship
Gilbert Zuellig	Pulo Road, Paranaque, Rizal	Filipino
Franz Rudmann	1167 Pasong Tamo, Makati, Rizal	Swiss
Alberto Sevilla	6 Zobel Roxas, Makati, Rizal	Filipino
Wilfrido S. Lopez	203 Martinez, Mandaluyong, Rizal	Filipino
Kurt Gantner	43 Pili Avenue, Forbes Park, Makati, Rizal	Swiss
Wilfrido S. Lopez	203 Martinez, Mandaluyong, Rizal	Filipino

Seventh: That the authorized capital stock of the Corporation is Three Hundred Sixty Million Pesos (P360,000,000.00), Philippine Currency, and said capital stock is divided into Twenty Eight Million Eight Hundred Thousand (28,800,000) Class "A" stock and Seven Million Two Hundred Thousand (7,200,000) Class "B" stock, with par value of Ten Pesos (P10.00) each. The shares of Class "A" stock and Class "B" stock shall be entitled, in all respects, to equal rights and privileges provided, however, that Class "A" shall have no voting rights except in those cases expressly provided by law. (As amended on October 24, 2011)

Eight: That the amount of said capital stock which has been actually subscribed is Five Hundred Thousand Pesos (P500,000.00), and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names and have furthermore agreed to pay an amount equal to ten percent (10%) of their subscribed capital stock to form a contributed surplus fund:

Name	No. of Shares	Amount of Subscription	Contributed Surplus
Gilbert Zuellig	49,960	P499,600	49,960
Franz Rudmann	10	100	100
Alberto Sevilla	10	100	100
Kurt Gantner	10	100	100
Wilfrido S. Lopez	10	100	100
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TOTAL	<u>50,000</u>	<u>P500,000</u>	<u>50,000</u>

The contributed surplus paid in by the subscriber shall, with the approval of the Insurance Commissioner, be repaid in cash to the contributing stockholders in the same amount and without interest, as soon as the earned surplus reserve of the corporation as may be provided in the by-laws shall, in the judgment of the Board of Directors, justify it.

Ninth: That the following persons have paid for the shares of capital stock for which they have subscribed and as their share in the "contributed surplus fund", the amount shall set out opposite their respective names:

Name	Amount Paid on Subscription	Contributed Surplus
Gilbert Zuellig	P249,800	P49,960
Franz Rudmann	50	10
Alberto Sevilla	50	10
Kurt Gantner	50	10
Wilfrido S. Lopez	50	10
TOTAL	<u>P250,000</u>	<u>P50,000</u>

Tenth: That Mr. Kurt Gantner has been elected by the subscribers as the 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 has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid by said subscribers.

IN WITNESS WHEREOF, we have signed these presents at Manila, Philippines, this 28th day of May, 1958.

(Sgd.) LAUREANO ARAULLO

(Sgd.) FRANZ RUDMANN

(Sgd.) ALBERTO SEVILLA

(Sgd.) KURT GANTNER

(Sgd.) WILFRIDO S. LOPEZ

Signed in the presence of:

(Sgd.) PIO MARIANO

(Sgd.) MIGUEL HERERA

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) SS.

BEFORE ME, the undersigned Notary Public in and for the City of Manila, on this day
personally appeared:

Name	Res. Cert.	Date/Place of Issue
Laureano Araullo	A-0382820	May 232, 1958/Manila
Franz Rudmann	A-0114127	Jan. 08, 1958/Manila
Albert Sevilla	A-0114100	Jan. 14, 1958/Manila
Kurt Gantner	A-0114089	Jan. 13, 1958/Manila
Wilfrido S. Lopez	A-0114084	Jan. 13, 1958/Manila

all of whom are known to me and to me known to be the same persons whose names are
subscribed to and who executed the foregoing Articles of Incorporation, and acknowledged
to me that they executed the same as an act of their free will and deed.

In testimony whereof, I have hereunto set my hand and affixed my notarial seal at
Manila, Philippines, this 28th day of May, 1958.

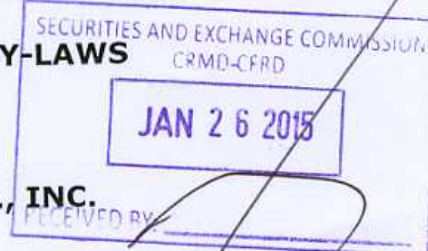
(Sgd.) BERMUNDO S. SIMBULAN
Notary Public
Until December 31, 1958

Doc. No. 302;
Page No. 62;
Book No. III;
Series of 1958.

**DIRECTORS' CERTIFICATE ON THE AMENDMENTS
OF THE
ARTICLES OF INCORPORATION and BY-LAWS**

OF

FEDERAL PHOENIX ASSURANCE CO., INC.



KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned Corporate Secretary and majority of the Board of Directors of **FEDERAL PHOENIX ASSURANCE CO., INC.**, do hereby certify:

That at the Special Meeting of the Stockholders held on **November 19, 2014**, at its principal office at the 6/F Zuellig Building, Makati Avenue corner Paseo de Roxas, Makati City, stockholders representing Ninety Nine (99%) percent of the Corporation's outstanding capital stock, resolved amend the Articles of Incorporation and By-Laws of the Corporation, as follows:

"RESOLVED, that the Board of Directors of **FEDERAL PHOENIX ASSURANCE CO., INC.** hereby approves the amendment of the First Article of the Corporation's Articles of Incorporation, to read as follows:

First: That the name of said corporation shall be:

FPG INSURANCE CO., INC.

RESOLVED FURTHER, that the name of the Corporation in the By-Laws shall likewise be amended."

That the above-mentioned resolutions in connection with the proposed amendments to the Articles of Incorporation and By-Laws were approved by a unanimous vote of the members of the Board of Directors of the Corporation and by the vote of the stockholders representing Ninety Nine (99%) percent of the Corporation's outstanding capital stock, on November 19, 2014, in accordance with Section 16 of the Corporation Code of the Philippines.

We do hereby certify that the attached documents are true and correct copies of the Articles of Incorporation and By-Laws of the Corporation, as amended.

IN WITNESS WHEREOF, we hereby set our hands and affixed our signatures this 19th day of November, 2014 at Makati City, Philippines.


RICARDO J. ROMULO
 Chairman
 TIN - 130-998-357


RAMON Y. DIMACALI
 Director/President/CEO
 TIN - 128-455-806


KASIGOD V. JAMIAS
 Director
 TIN - 106-178-264


MERVYN CRAGG
 Director
 TIN - 433-814-626


STEPHEN BLASINA
 Director
 TIN - 433-814-976

Countersigned:



ANA LIZA A. PERALTA
 Corporate Secretary
 TIN-171-459-067

REPUBLIC OF THE PHILIPPINES)
 MAKATI CITY) SS.

SUBSCRIBED AND SWORN to before me this 1st day of December, 2014 at Makati City, affiant exhibiting to me their Passport Details, as follows:

Name	Passport No.	Date/Place of Issue
Ricardo J. Romulo	EB8271082	5-31-2013 valid until 5-30-2018 at DFA, Manila
Ramon Y. Dimacali	XX5393442	1-28-2010 valid until 1-27-2015 at DFA, Manila
Kasigod V. Jamias	EB0132304	4-22-2010 valid until 4-21-2015 at Manila
Mervyn Cragg	761230151	4-30-2008 valid until 1-30-2019 at FCO, United Kingdom
Stephen Blasina	E4074392	2-6-2012 valid until 2-6-2022 at Australia
Ana Liza A. Peralta	EB7297113	2-5-2013 valid until 2-4-2018 at Manila

Doc. No. 120 ;
 Page No. 24 ;
 Book No. 7 ;
 Series of 2014.


01 DEC 2014
ATTY. CHRISTOPHER JAY R. SACUTI
 Notary Public - Makati City
 Until December 31, 2014
 PTR No. 0029832 / Makati City
 IBP Roll No. 54071
 Lifetime IBP No. 7433660



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

1st ENDORSEMENT
5 January 2015

Respectfully endorsed to the Securities and Exchange Commission (SEC), SEC Building, EDSA Greenhills, Mandaluyong City, the attached amended Articles of Incorporation & By-Laws of **FEDERAL PHOENIX ASSURANCE CO., INC.** with office address at 6th Floor, Zuellig Building, Makati Avenue corner Paseo de Roxas, Makati City with the advise that the Insurance Commission (IC) has no objection to its registration and has taken note of the amendment which is the change of its corporate name from **FEDERAL PHOENIX ASSURANCE CO., INC. to FPG INSURANCE CO. INC.**

Upon approval by the Securities and Exchange Commission of the Amended Articles of Incorporation & By-Laws, Federal Phoenix Assurance Co., Inc. is required:

1. To furnish the Insurance Commission of the copies of Certificate of Filing issued by the SEC, Amended Articles of Incorporation within ten (10) days upon approval thereof;
2. To notify the policyholders thru publication once in a newspaper of national circulation regarding the change of its name and to inform this Commission of the compliance thereof;
3. To include after its new name its former name in all its communications, contracts, endorsements and the like for a period of one year;

This Endorsement should be submitted to the Securities and Exchange Commission (SEC) by the applicant together with the same documents as presented to the Insurance Commission (IC).


EMMANUEL F. DOOC
Insurance Commissioner

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Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **FPG INSURANCE CO., INC.** has been reserved from **November 11, 2014 to February 9, 2015**.

Reference Reservation Number (RRN): **RRN20141111102127138**

Type of Industry: Life Insurance

Breakdown of Fees:

Reservation Fee: Php 120.00

TOTAL: Php 120.00

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

For SEC use only:

Override By: mvlmuco

Reason: Other Override Remark(s) - w/ letter of appeal approved by Atty. M. Mallari
dtd. 11.06.14

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REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) SS.

SECRETARY'S CERTIFICATE

I, **ATTY. ANA LIZA A. PERALTA**, Corporate Secretary of **FEDERAL PHOENIX ASSURANCE CO., INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at the 6/F Zuellig Building, Makati Avenue corner Paseo de Roxas, Makati City, after having been duly sworn in accordance with law, hereby certify that the Board of Directors in its Special Meeting held at its principal office on **November 19, 2014**, approved among others, the following resolutions:

Federal Phoenix Assurance Co., Inc.
Circular Resolution No. 11-19-2014(49)

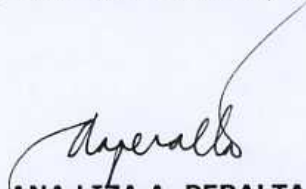
"RESOLVED, that the Board of Directors of **FEDERAL PHOENIX ASSURANCE CO., INC.** (the "Corporation") hereby approves the amendment of the First Article of the Corporation's Articles of Incorporation to read as follows:

FIRST: The name of said corporation shall be:

FPG INSURANCE CO., INC.


RESOLVED FURTHER, that the name of the Corporation in the By-Laws shall likewise be amended."

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my signature this 19th day of November, 2014 at Makati City.


ANA LIZA A. PERALTA
Corporate Secretary

SUBSCRIBED AND SWORN to before me, A Notary Public for and in the City of Makati, Philippines, this 27th day of November, 2014 affiant who is personally known to me and whose identity i have confirmed through her Passport under Passport No. EB7297113 issued in Manila on February 5, 2013 and valid until February 4, 2018, bearing the affiant's photograph and signature, and who showed to me her Community Tax Certificate No. 16783278 issued on January 2, 2014 at San Marcelino, Zambales.

Doc. No. 93 ;
Page No. 19 ;
Book No. X ;
Series of 2014.

27 NOV 2014

ATTY. CHRISTOPHER JAY R. SACUTI
Notary Public - Makati City
Until December 31, 2014
PTR No. 0029832 / Makati City
IBP Roll No. 54071
Lifetime IBP No. 7433660

MINUTES OF THE SPECIAL BOARD MEETING
OF
FEDERAL PHOENIX ASSURANCE CO., INC.

DATE	-	NOVEMBER 19, 2014
TIME	-	9:40 A. M.
PLACE	-	6/F ZUELLIG BUILDING, MAKATI AVENUE CORNER PASEO DE ROXAS, MAKATI CITY
DIRECTORS PRESENT	-	ATTY. RICARDO J. ROMULO MR. KASIGOD V. JAMIAS MR. RAMON Y. DIMACALI MR. MERVYN CRAGG MR. STEPHEN BLASINA
DIRECTORS ABSENT	-	MR. DAVID ZUELLIG
OTHERS PRESENT	-	ATTY. ANA LIZA A. PERALTA Corporate Secretary

CALL TO ORDER

Atty. Ricardo J. Romulo, Chairman, called the meeting to order and thereafter presided.

Atty. Ana Liza A. Peralta, Corporate Secretary, certified to the existence of a quorum and thereafter took the minutes of the proceedings.

**READING AND APPROVAL OF MINUTES OF THE
BOARD MEETING HELD ON NOVEMBER 14, 2014**

The Chairman conveyed to the Board that the minutes of the Board Meeting held on November 14, 2014 were previously circularized. He then asked for comments and/or amendments, and there being none, it was on motion duly seconded,

"RESOLVED, that the reading of minutes of the Board Meeting held on November 14, 2014 be, as it hereby is dispensed with, and that the same be, as they hereby are, approved."

**AMENDMENT OF THE COMPANY'S ARTICLES OF
INCORPORATION AND BY-LAWS**

The Chairman announced that this special meeting was convened for the purpose of discussing Management's recommendation to amend the Company's Articles of Incorporation, particularly the First Article, changing the name of the Corporation from Federal Phoenix Assurance Co., Inc. to FPG Insurance Co., Inc. The By-Laws shall likewise be amended to effect the change in the name of the Company.

After further discussion, on motion duly made and seconded, it was

Federal Phoenix Assurance Co., Inc.
Circular Resolution No. 11-19-2014(49)

"RESOLVED, that the Board of Directors of FEDERAL PHOENIX ASSURANCE CO., INC. (the "Corporation") hereby approves the amendment of the First Article of the Corporation's Articles of Incorporation to read as follows:

FIRST: The name of said corporation shall be:

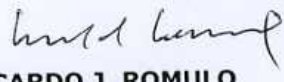
FPG INSURANCE CO., INC.

RESOLVED FURTHER, that the name of the Corporation in the By-Laws shall likewise be amended."

ADJOURNMENT

There being no further business to transact, the meeting was on motion duly seconded, declared adjourned.


ANA LIZA A. PERALTA
Corporate Secretary


RICARDO J. ROMULO
Chairman

MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING
OF
FEDERAL PHOENIX ASSURANCE CO., INC.

DATE	-	NOVEMBER 19, 2014
TIME	-	10:20 A. M.
PLACE	-	6/F ZUELLIG BUILDING, MAKATI AVENUE CORNER PASEO DE ROXAS MAKATI CITY

STOCKHOLDERS PRESENT:

Golden Eight Group Limited (Proxy: Ramon Y. Dimacali)	15,806,451	3,951,612	19,758,063
F. E. Zuellig (M), Inc. (Proxy: Kasigod V. Jamias)	12,193,242	3,048,233	15,241,475
Ramon Y. Dimacali	307	146	453
Ricardo J. Romulo	-	2	2
Kasigod V. Jamias	-	2	2
Mervyn Cragg	-	2	2
Stephen Blasina	-	1	1

Total number of shares Represented in person/by proxy	28,000,000	6,999,998	34,999,998
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STOCKHOLDER ABSENT:

David Zuellig	-	2	2
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Total number of shares Outstanding and subscribed	28,000,000	7,000,000	35,000,000
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OTHERS PRESENT	-	ATTY. ANA LIZA A. PERALTA Corporate Secretary
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CALL TO ORDER

Atty. Ricardo J. Romulo, Chairman, called the meeting to order and thereafter presided.

Atty. Ana Liza A. Peralta, Corporate Secretary, advised that notices were duly sent to all stockholders in accordance with law and the By-Laws of the Corporation, and thereafter certified to the existence of a quorum, there being present in person or by proxy, stockholders representing Ninety Nine (99%) percent of the Company's total issued and outstanding shares.

**READING AND APPROVAL OF MINUTES OF THE
STOCKHOLDERS' MEETING HELD ON MARCH 21, 2014**

The Chairman conveyed to the stockholders present that the minutes of the Stockholders' Meeting held on March 21, 2014 have been circularized. He then asked for comments and/or amendments and there being none, it was on motion duly seconded,

"RESOLVED, that the reading of minutes of the Stockholders' Meeting held on March 21, 2014 be, as it hereby is dispensed with, and that the same be, as they hereby are, approved."

**AMENDMENT OF THE COMPANY'S ARTICLES
OF INCORPORATION AND BY-LAWS**

The Chairman informed the stockholders present that the Board of Directors, in its meeting held earlier, unanimously approved Management's recommendation to amend the Company's Articles of Incorporation, particularly the First Article, changing the name of the Corporation from Federal Phoenix Assurance Co, Inc. to FPG Insurance Co., Inc.

The stockholders, after discussion, likewise approved the above amendment. Thus, on motion duly made and seconded, it was

Federal Phoenix Assurance Co., Inc.
Circular Resolution No. 11-19-2014(50)

"RESOLVED, that the FIRST ARTICLE of the Articles of Incorporation of **FEDERAL PHOENIX ASSURANCE CO., INC.** (the "Corporation") be, as it hereby is, amended to read as follows:

FIRST: The name of said corporation shall be:

FPG INSURANCE CO., INC.

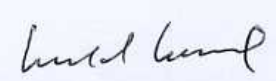
RESOLVED FURTHER, that the name of the Corporation in the By-Laws shall likewise be amended."

ADJOURNMENT

There being no further business to transact, the meeting was on motion duly seconded, declared adjourned.



ANA LIZA A. PERALTA
Corporate Secretary



RICARDO J. ROMULO
Chairman

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) SS.

SECRETARY'S CERTIFICATE

I, **ATTY. ANA LIZA A. PERALTA**, Corporate Secretary of **FEDERAL PHOENIX ASSURANCE CO., INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at the 6/F Zuellig Building, Makati Avenue corner Paseo de Roxas, Makati City, after having been duly sworn in accordance with law, hereby certify that the Stockholders in its Special Meeting held at its principal office on **November 19, 2014**, approved among others, the following resolutions:

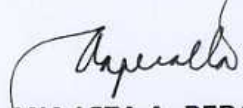
Federal Phoenix Assurance Co., Inc.
Circular Resolution No. 11-19-2014(50)

"RESOLVED, that the FIRST ARTICLE of the Articles of Incorporation of **FEDERAL PHOENIX ASSURANCE CO., INC.** (the "Corporation") be, as it hereby is, amended to read as follows:

FIRST: The name of said corporation shall be:
FPG INSURANCE CO., INC.

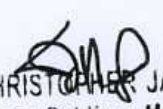
RESOLVED FURTHER, that the name of the Corporation in the By-Laws shall likewise be amended."

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my signature this 19th day of November, 2014 at Makati City.


ANA LIZA A. PERALTA
Corporate Secretary

SUBSCRIBED AND SWORN to before me, A Notary Public for and in the City of Makati, Philippines, this 27th day of November, 2014 affiant who is personally known to me and whose identity i have confirmed through her Passport under Passport No. EB7297113 issued in Manila on February 5, 2013 and valid until February 4, 2018, bearing the affiant's photograph and signature, and who showed to me her Community Tax Certificate No. 16783278 issued on January 2, 2014 at San Marcelino, Zambales.

Doc. No. 94 ;
Page No. 19 ;
Book No. X ;
Series of 2014.

 27 NOV 2014
ATTY. CHRISTOPHER JAY R. SACUTI
Notary Public - Makati City
Until December 31, 2014
PTR No. 0029832 / Makati City
IBP Roll No. 54071
Lifetime IBP No. 7433660

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) SS.

JOINT AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

We, **RAMON Y. DIMACALI** and **KASIGOD V. JAMIAS**, both of legal age, Filipinos, and with business and postal address at the 6th Floor, Zuellig Building, Makati Avenue corner Paseo de Roxas, Makati City and 32/F Zuellig Building, Makati Avenue corner Paseo de Roxas, Makati City, respectively, after having been sworn to in accordance with law, hereby depose and state:

That we are the directors of **FPG INSURANCE CO., INC.**, formerly **Federal Phoenix Assurance Co., Inc.**, which is in the process of amending its corporate name with the Securities and Exchange Commission;

That we, in behalf of said corporation, hereby undertake to change the corporate name as herein provided, or as amended thereafter, immediately upon receipt of the notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly, similar to a registered name or contrary to public morals, good custom or public policy.

That this Affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, we hereby signed this Affidavit this 19th day of November, 2014 at Makati City.

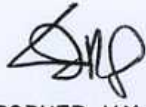

RAMON Y. DIMACALI
Affiant


KASIGOD V. JAMIAS
Affiant

SUBSCRIBED AND SWORN to before me this 1st day of December 2014 in Makati City, by the above named persons who exhibited to me their Passports, as follows:

Name	Passport No.	Date/Place of Issue
Ramon Y. Dimacali	XX5393442	1-28-2010 valid until 1-27-2015 at DFA, Manila
Kasigod V. Jamias	EB0132304	4-22-2010 valid until 4-21-2015 at Manila

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 01 DEC 2014
ATTY. CHRISTOPHER JAY R. SACUTI
Notary Public - Makati City
Until December 31, 2014
PTR No. 0029832 / Makati City
IBP Roll No. 54071
Lifetime IBP No. 7433660

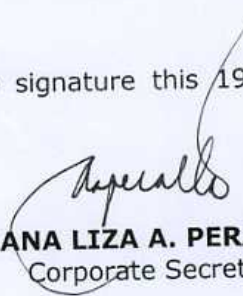
REPUBLIC OF THE PHILIPPINES)
) SS.

SECRETARY'S CERTIFICATE

I, **ATTY. ANA LIZA A. PERALTA**, of legal age, Filipino, and with office address at Km. 124, West Service Road, South Superhighway corner Edison Street, Barangay Sun Valley, Parañaque City, after having being duly sworn in accordance with law, state that:


1. I am the duly elected and incumbent Corporate Secretary of **FEDERAL PHOENIX ASSURANCE CO., INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at the 6/F Zuellig Building, Makati Avenue corner Paseo de Roxas, 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 or its duly elected and/or appointed directors or officers or vice-versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 19th day of November, 2014 in Makati City, Philippines.


ANA LIZA A. PERALTA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 27th day of November, 2014 in _____, affiant having exhibited to me her Passport with No. EB7297113 issued on 05 February 2013 in the City of Manila, and expiring on 04 February 2018, and competent evidence of identity in the form of her Community Tax Certificate No. 16783278 issued on 02 January 2014 in San Marcelino, Zambales.

Doc. No. 92 ;
Page No. 19 ;
Book No. X ;
Series of 2014.

 27 NOV 2014
ATTY. CHRISTOPHER JAY R. SACUTI
Notary Public - Makati City
Until December 31, 2014
PTR No. 0029832 / Makati City
IBP Roll No. 54071
Lifetime IBP No. 7433660