ARTICLES OF INCORPORATION
OF
GOLDENFUTURE LIFE PLANS,INC.

20 DEC 2010

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, all of legal age, majority of whom are Filipino citizens and resident of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a stock corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST - That the name of the said corporation shall be **GOLDENFUTURE LIFE PLANS,INC.,** hereinafter called the "Corporation".

SECOND - That the purposes for which the said Corporation is organized and formed are:

PRIMARY PURPOSE

To engage in the business of organizing, establishing, developing, conducting, maintaining, operating and selling of contracts, agreements or deeds of pre-need life plans, with or without insurance coverage to be delivered in the future to planholders, subscribers, purchasers and their assignees, transferees and beneficiaries, and/or arrangements for funeral or memorial services and products, memorial lots, mausoleums, and the like, merchandise, or articles of all kinds and descriptions necessary or pertinent thereto and all types of funeral merchandise, equipment and/or services pertaining to the funeral business, to provide funeral or memorial services including the cremation, interment and/or other services involving the care of the remains of the dead.

SECONDARY PURPOSES

1. To purchase, acquire, own, hold, manage, takeover, or sell, assign, transfer, or otherwise dispose of any part of the business and property of any person, corporation or syndicate or partnership carrying on any business which this corporation is authorized to carry on, or posses property suitable for its purposes, and in any and all kinds, including stocks, bonds, securities, debentures, and all forms of assets, rights, interests or evidence of property or indebtedness, tangible or intangible as may be permitted by and in accordance with the requirements of the laws.

2. To manufacture, buy, sell and in all ways deal in and with respect to articles, goods, wares, merchandise and commodities of all kinds and descriptions; and to engage in, conduct, own, purchase, acquire, construct, build up, maintain and operate factories for the production or assemblies and sales of articles, goods, merchandise, wares, equipment, commodities, vehicles and products of any kind and description and to undertake and carry on all kinds of manufacturing and trading enterprises;

3. To purchase on commission, subscribe for, acquire, hold, sell, exchange and otherwise deal in and with respect to shares, stocks, bonds, obligations, debentures, securities and other evidence of indebtedness executed by any public or private corporation, government or municipality, firm, person or persons; and while the owner or holder thereof, to exercise all the rights and incidents or ownership, including the right to vote the same where votes are accorded thereto and to receive, collect and dispose of the interest, dividends and income therefrom;

4. To act as commission agent, manufacturer's representative, or principal for the purchase, sale, distribution, manufacture, assembly, import, export, or leasing of any and all classes of materials, merchandise, supplies and commodities of every kind and nature;

5. To make and enter into all kinds of contracts, agreements, and obligations with any person or persons, corporation or corporations, or other associations for the purchasing, acquiring, selling or otherwise disposing of goods, products wares and merchandise of all kinds, either ad principal or agent upon commission, consignment, or indent orders;

6. To manage or administer as agent, representative or factor, the whole or any part of the business or property of any individual, partnership or corporation, carrying on any individual, partnership or corporation, carrying on any authorized business, and to sell or dispose of, arrange for the administration or management of, by any agent, the whole or any part of the corporation's business or property;

7. To purchase, hold, convey, sell, lease, except financial leasing lot mortgage, encumber and otherwise deal in with respect to such real and personal property as transactions of the lawful business of the corporation any reasonably and necessarily require, and generally to perform any and all acts connected to with the business above defined or arising therefrom or incidental thereto;

8. To act as agent, representative, commercial broker, factor, adviser or manager of any individual partnership or corporation; and, as such, to promote, develop and extend their business, or to aid in any lawful enterprise; and to carry on and undertake any business transaction or operation commonly carried on by manufacturer's agents;

9. To buy, sell lease, assemble, import, export, process, and deal in any and all classes of materials, merchandise, supplies and commodities of every kind and nature.

10. To engage in and carry on the business of general wholesale and/or retail merchants, importers, exporters, commission merchants, brokers, factor, agents, manufacturers, processors, dealing in and with respect to any and all classes of materials, merchandise, supplies and commodities of every kind and nature.

11. To engage in and carry on the real estate business in general and in particular to own, purchase, hold, sell, deal in, lease, exchange, improve, subdivide, mortgage, and otherwise dispose of lands, houses, buildings or any interest therein, and to erect on lands owned by the corporation, houses, buildings, warehouses, roads, bridges, alleys, artesian wells, reservoirs, irrigation ditches, sewers, and other improvements and to manage and administer in behalf of any individual or corporation, lands, buildings, or any kind business and properties, whether real or personal, and in general to act as agent of any person or persons, corporation or corporations or other associations;

12. To buy or otherwise acquire, own, use, hold, improve, develop, mortgage, lease, or take on lease, sell dispose of, convey and in any and every other

manner deal in and with respect to real estate, buildings, and other improvements, hereditaments, easements and appurtenances of every kind in connection therewith, or any estate or interests therein, of any tenure or description, and also any kind and all kinds of chattels, goods, wares, merchandise and agricultural, manufacturing and mercantile products and commodities and patents, licenses and other forms of assets, rights, interests and property, tangible or intangible;

13. To undertake and carry o any business, investment, transaction, venture or enterprise which may be lawfully undertaken or carried on by a corporation and any business whatsoever which may seem to the corporation convenient or suitable to be undertaken thereby directly or indirectly to promote any of its general purposes or interests or render more valuable or profitable any of its property, rights, interests or enterprises; and for any of the purposes mentioned in these Articles, to acquire by purchase, lease or otherwise, the property, rights, franchises, assets, business and good-will of any person, firm, association or corporation engaged in or authorized to conduct any business of undertaking which may be carried on by this corporation or possessed of any property suitable or useful for any of its own purposes and carry on the same and undertake all or any part of the obligations and liabilities in connection therewith, on such terms and conditions and for such consideration as may be agreed upon, and to pay for the same either all or partly in cash, stocks, bonds, debentures or otherwise; and to effect any such acquisition or carry on any business authorized by these Articles, either by directly engaging therein or indirectly by acquiring the shares, stock or other securities of such other business or entity, and holding and voting the same and otherwise exercising and enjoying the rights and advantages incident thereto;

14. To borrow such sums of money, and to contract such debts from time to time, as may be deemed necessary for or of aid in the accomplishment of any of its lawful purposes or objects; and to execute, issue and dispose of its promissory notes, bonds, debentures, debentures stock, warrants, certificates, and other negotiable or transferable instruments, or other securities, or evidence of indebtedness, for such amounts so borrowed, or debts so contracted, and to assure the same by any lien, charge, grant, pledge, deed of trust or mortgage of the whole or any part of the real and/or personal property of the corporation then owner and/or thereafter to be acquired, upon such lawful terms and conditions as may be set forth in instruments or instruments mortgaging or affecting the same, or in any contract, deed or instrument relating thereto; to confer upon the holder of any debenture or bond or bonds of the corporation, secured or unsecured, the right to convert the principal thereof into stock of the corporation upon such lawful terms and conditions as shall be fixed by the Board of Directors, all subject to the

limitations established by law; and/or to issue its promissory notes, bonds, debentures, debentures stocks, warrants, certifications, and other negotiable or transferable instruments, or other securities or evidence of indebtedness without any such security;

15. To purchase on commission or otherwise, hold, own, sell on commission or otherwise acquire or dispose of and generally to deal in stocks, script, bonds, notes, debentures, commercial papers, obligations and securities, including so far as permitted by law, its own issued shares of capital stock or other securities, and also any other securities or evidence of property or indebtedness whatsoever or any interest therein and while the owner of same to exercise all the rights, power, or privileges of ownership.

16. To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, drafts, warrants of all kinds, obligations and certificates and negotiable or transferable instruments, with or without security;

17. To aid in any manner any corporation of which any of the bonds or other securities or evidence of property of indebtedness or stock are held by this corporation, and to do any acts or things to preserve, protect, improve enhance the value of any such bonds or other securities or evidence of property or indebtedness or stock, including specifically the rights and power to enter into and take the management of any business enterprise of any king or nature, and while so managing any such business, to do the acts and things incidental or necessary thereto;

18. To enter into and perform contracts, undertakings and obligations of every kind and character;

19. In so far as the same way now or hereafter be permitted by law, to amalgamate, merge, consolidate or unite with, to manage or combine into this corporation, any other corporation or association, or business, whether formed for object similar, analogue, or subsidiary to any of the objects of this corporation, carrying on any business capable of being conducted so as to directly or indirectly benefit this corporation; and to form, establish and bring out or assist in the formation or establishment of any such corporation or association, to acquire, hold and deal in shares or interests therein, likewise the extent permitted by law;

20. To do all or any of the above things in any part of the world directly or indirectly, and as principal, agent, factor, contractor or otherwise, and either alone or in conjunction with others;

21. To effect any of the purposes mentioned in these Articles and to exercise such powers not mentioned either directly or through the medium of the acquisition and ownership of shares of stock of any other corporation or association and holding and voting the same or otherwise exercising and enjoying the rights and advantages incidental to such shares or shares of stock; and it deemed desirable, to operate wholly or partially as a holding company through the acquisition and ownership of shares or shares of stock so acquired or owned by this corporation shall give this corporation control of such other corporations or association;

22. To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the foregoing purposes and powers, or calculated directly or indirectly to promote the interest of the corporation or to enhance the values of its properties, and to have, enjoy and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon any similar corporation organized under the laws of the Republic of the Philippines.

23. The foregoing clauses shall each be construed as purpose and powers and matters expressed in each clause or any part of any clause shall be in no wise limited by reference to or influence from any other clause or any other part of the same clause but shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the corporation nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified in each of the foregoing clauses shall not be regarded in any manner as a limitation of the powers granted or allowed to and exercisable by this corporation under the corporation law of the Republic Act of the Philippines.

THIRD - That the corporation shall have its principal office at San Ezekiel, C5 Extension, Las Piñas City, Philippines and agencies or branch office thereof may be established in any other place in the Philippines or elsewhere in foreign countries. 1740

FOURTH - That the term for which said corporation is to exist is FIFTY (50) years from and after date of incorporation.

FIFTH - That the names, nationalities and residences of the incorporators, majority of whom are residents of the Philippines, are as follows:

Name	Nationality	Residence
Jerry M. Navarrete	Filipino	333 Sineguelasan, Bacoor City, Cavite
Karlo G. Magpayo	Filipino	Lot 15, Block 5, Courtyards 2, Trassilico St., Portofino Heights, Las Piñas City
Anabele D. Castelo	Filipino	B7 L1, Jerusalem St., Palmera Hills 5C, Antipolo City
Timothy Joseph M. Mendoza	Filipino	25-14 Maroon St., Goodwill 2 Subd., Parañaque City
Mayumi Mitzi L. Arao	Filipino	11K One Shangri-La Place, Wack-wack, Mandaluyong City

SIXTH - That the number of the directors of said corporation shall be SEVEN (7) and that the names, nationalities and residences of the first directors of the corporation, majority of whom are residents of the Philippines, are:

Name	Nationality	Residence
Jerry M. Navarrete	Filipino	333 Sineguelasan, Bacoor City, Cavite
Karlo G. Magpayo	Filipino	Lot 15, Block 5, Courtyards 2, Trassilico

		St., Portofino Heights, Las Piñas City
Anabele D. Castelo	Filipino	B7 L1, Jerusalem St., Palmera Hills 5C, Antipolo City
Timothy Joseph M. Mendoza	Filipino	25-14 Maroon St., Goodwill 2 Subd., Parañaque City
Mayumi Mitzi L. Arao	Filipino	11K One Shangri-La Place, Wack-wack, Mandaluyong City
Fe T. Rebancos	Filipino	162 Coco Demer St. Palmera Hills I, Ortigas Ave. Ext., Taytay, Rizal
Maureen Christine O. Lizarondo	Filipino	408 Fennel, Cedar Crest, Acacia Estates, Taguig City

<u>SEVENTH</u> – That the authorized capital stock of said corporation is **Five Hundred Million Pesos (₱ 500,000,000.00)**, in lawful money of the Philippines, divided into **Five Hundred Million** (500,000,000) shares with par value of **One Hundred Pesos** (₱ 100.00) for each share.

<u>EIGHT</u> – That the following persons have subscribed to the authorized capital stock; and at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Fine Properties, Inc. Tin nos. - 001-221-679	Filipino	1,245,000	₱ 124,500,000	₱ 44,500,000
Jerry M. Navarrete	Filipino	3,000	300,000	300,000

Karlo G. Magpayo	Filipino	500	50,000	50,000
Anabele D. Castelo	Filipino	500	50,000	50,000
Timothy Joseph M. Mendoza	Filipino	500	50,000	50,000
Mayumi Mitzi L. Arao	Filipino	480	48,000	48,000
Fe T. Rebancos	Filipino	10	1,000	1,000
Maureen Christine O. Lizarondo	Filipino	10	1,000	1,000
TOTAL		**1,250,000**	**₱ 125,000,000**	**₱ 45,000,000**

NINTH - That **ANABELE D. CASTELO** 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 has been authorized to receive for and in the name of the corporation all subscription paid in by the subscribers.

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 shall be allowed or permitted to be recorded in the proper books and these restrictions shall be printed or indicated in all the stock certificates to be issued by the corporation.

ELEVENTH - That the incorporators and directors undertake to change the name of the corporation as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good custom or public policy.

IN WITNESS WHEREOF, we have hereunto set our hands, this 2nd day of Dec. 2016 in Mandaluyong City Philippines.

JERRY M. NAVARRETE
TIN- 119-618-143

KARLO G. MAGPAYO
TIN- 194-015-719

ANABELE D. CASTELO
TIN- 119-619-610

TIMOTHY JOSEPH M. MENDOZA
TIN- 211-506-975

mayumi
MAYUMI MITZI L. ARAO
TIN- 249-541-503

SIGNED IN THE PRESENCE OF:

____________________ ____________________

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MANDALUYONG CITY) S.S.

BEFORE ME, the undersigned Notary Public in and for DEC 02 2016 __________, Philippines, personally appeared:

NAME	GOV'T ISSUED ID	DATE & PLACE OF ISSUE
Jerry M. Navarrete	PP EC 4138755	9 May 2015- DFA Manila
Karlo G. Magpayo	PP EB7869997	15 April 2013- DFA NCR Central
Anabele D. Castelo	PP EC 3635817	10 March 2015- DFA Manila
Timothy Joseph M. Mendoza	PP EB 7903656	17 April 2013-DFA Manila
Mayumi Mitzi L. Arao	PP EC 0709510	29 March 2014- DFA NCR East

All known to me and to me known to be the person whose names are subscribed and who executed the foregoing Articles of Incorporation and each of them acknowledged to me that they freely and voluntarily executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the dates and the place first above-written.

NOTARY PUBLIC

ATTY. ARTHUR EMAN[illegible]EL N. ZAPANTA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2017
[illegible]
[illegible] Quezon City
PTR No. [illegible] Mandaluyong City
MCLE Compliance No. [illegible] dated [illegible] April 2013
Notarial Commission Appointment No. 0430-16
Vista Corporate Center, Upper Ground Floor,
Worldwide Corporate Center, Shaw Blvd., Mandaluyong City

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