



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CN200508617

CERTIFICATE OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

TSPI MUTUAL BENEFIT ASSOCIATION, INC.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but 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/clubs, time 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.

As a registered corporation, it shall submit annually to this Commission the
 as indicated at the back of this certificate.

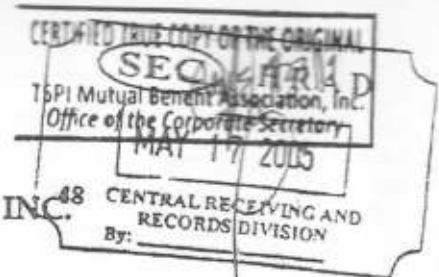
IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal
Commission to be affixed at Mandaluyong City, Metro Manila, Philippines,
21st day of August, Two Thousand Five.

~~BENITO A. CATARAN~~
— Director

Company Registration and Monitoring Department



ARTICLES OF INCORPORATION
OF
TSPI MUTUAL BENEFIT ASSOCIATION, INC.



KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a non-stock non-profit association under the laws of the Republic.

Filipino
AND WE HEREBY CERTIFY

FIRST: That the name of the said corporation shall be TSPI MUTUAL BENEFIT ASSOCIATION, INC.

SECOND: That the purpose for which the association is formed are:

1. To extend financial assistance to the members and immediate members of their families in the form of death benefits, medical reimbursement, pension, loan redemption assistance, disability benefit and other services for the benefit of the members;

For the realization, accomplishment and furtherance of the foregoing objective, the association may:

- a. Solicit and receive foreign and local donations, endowments, bequests and legacies of any sort to enhance the operational activities of the association.
- b. Invest or re-invest its funds.
- c. Acquire, hold and dispose properties whether real or personal, tangible or intangible that may be needed in furtherance or accomplishments of its objectives.
- d. Enter into contracts or agreements, incur loans or obligations with any person whether natural or juridical on any matter that may be lawful in the furtherance and realization of the objectives.
- e. Open bank accounts with any bank.
- f. Organize a principal office, branch offices that may be necessary in carrying out the purposes or objectives for which the organization is organized.
- g. To ensure continued access to benefits and resources by actively involving the members in the direct management of the association that will include implementation of policies and procedures geared towards sustainability and improved services.
- h. Perform and pursue any and all acts and things which are necessary to improve the condition and well-being of the members and proper and incidental to the purpose for which this association is formed.

THIRD: That the principal office of the association shall be located at Metro Manila, Philippines.

FOURTH: That the term for which the association is to exist is fifty (50) years from and after the date of incorporation.

FIFTH: That the names, nationalities, residences and contributions of the incorporators of the association are as follows:

NAME	NATIONALITY	RESIDENCE	CONTRIBUTION
Ruben C. De Lara	Filipino	Blk. 2 Lot 10 Metro Homes San Juan Metro Manila	P200,000.00
Ma. Luz A. Planas	Filipino	#25 Felix Hidalgo St. BF Executive Village Phase V, Las Piñas City	200,000.00
Vicente L. Panlilio	Filipino	#81 Real St., Urdaneta Village, Makati City	200,000.00
Florencia G. Tarriela	Filipino	#32 Jasmin St., Valle Verde 2, Pasig City	200,000.00
Dominador F. Chipeco, Jr.	Filipino	#67 Butterfly St., Valle Verde 6, Pasig City	200,000.00
Total:			<u>P1,000,000.00</u>

That the present members are likewise the incorporators and from among themselves they shall elect the members of the Board of Trustees. Additional members to be admitted pursuant to the By-laws of the association shall be submitted to the Securities and Exchange Commission from time to time.

SIXTH: That the number of trustees of the association shall be five (5) and the names, nationalities and residences of the trustees are as follows:

NAME	NATIONALITY	RESIDENCE
Ruben C. de Lara	Filipino	Blk. 2 Lot 10 Metro Homes San Juan, Metro Manila
Ma. Luz A. Planas	Filipino	#25 Felix Hidalgo St. BF Executive Village Phase V, Las Piñas City
Vicente L. Panlilio	Filipino	#81 Real St., Urdaneta Village, Makati City

Florencia G. Tarriela

Filipino

#32 Jasmin St., Valle
Verde 2, Pasig City

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Dominador F. Chipeco, Jr.

Filipino


#67 Butterfly St., Valle
Verde 6, Pasig City

TSPI Mutual Benefit Association, Inc.
Office of the Corporate Secretary

SEVENTH: That Vicente L. Panlilio has been elected by the members as Treasurer of the association to act as such until his successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer she has been authorized to receive for and in the name and for the benefit of the association all contributions or donations paid or given by the members.

EIGHTH: That the association shall comply with the rules and regulations of the Securities and Exchange Commission for non-stock corporations in the course of its operation.

IN WITNESS WHEREOF, we have hereunto set our hands this 03rd day of March 2005.




RUBEN C. DE LARA



MA. LUZ A. PLANAS



VICENTE L. PANLILIO

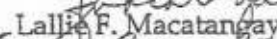


FLORENCIA G. TARRIELA



DOMINADOR F. CHIPECO, JR.

Signed in the presence of:



Jesia M. Ledesma

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)

CITY OF MANILA) S.S.

CITY OF MANILA

BEFORE ME, a Notary Public for and in _____, Philippines, this
_____ day of MAR 23 2005 2005, personally appeared the following person
with their corresponding Community Tax Certificate No. and Tax Identification No.

Name	CTC NO./TIN	Date and Place CTC was Issued
Ruben C. de Lara	14684857/123-526-195	Jan. 28, 2005; Makati
Ma. Luz A. Planas	22012097/135-561-167	Jan. 3, 2004; Muntinlupa
Vicente L. Panlilio	06176404/115-321-338	Jan. 13, 2005; Pasay City
Florencia G. Tarriela	02177352/106-906-487	Jan. 13, 2005; Pasay City
Dominador F. Chipeco, Jr.	10543082/107-448-648	Jan. 25, 2005; Manila

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TSPI Mutual Benefit Association, Inc.
Office of the Corporate Secretary

known to me and to me known to be the same persons who executed the foregoing
Articles of Incorporation consisting of four (4) pages including this page where the
acknowledgment is written and they acknowledged to me that the same are their free
and voluntary act.

WITNESS MY HAND AND SEAL on the date first above written.

Notary Public

Doc. No. 117 ;
Page No. 24 ;
Book No. 28 ;
Series of 2005.

E. Talaboc
ATTY EDITHA P. TALABOC
NOTARY PUBLIC
UNTIL DEC. 31, 2005
PTR NO. 3548730/1-03-05
IBP NO. 607 / 05
ISSUED AT CITY OF MANILA

He and she
Notary H. Ball

ARTICLE I - NAME AND OFFICE

SECTION I
SECTION VI

The name of the association shall be TSPI Mutual Benefit Association, Inc.

SECTION II

The principal office of the association shall be in Metro Manila Philippines.

ARTICLE II - MEMBERSHIP

SECTION I

Qualifications for Membership. The following shall be eligible for membership:

1. Members of the Board of Trustees of TSPI Development Corporation;
2. Regular Employees of TSPI Development Corporation;
3. Clients of TSPI Development Corporation;
4. Regular Employees of the TSPI Mutual Benefit Association, Inc.

SECTION II

Certificates of Membership. Every member shall be entitled to a certificate, the form of which shall be prescribed by the Board of Trustees, certifying to his membership in the association. It shall be signed by the President and countersigned by the Secretary and sealed with the corporate seal. The certificates of membership shall be issued in consecutive order from the certificate book of the association and shall be numbered in the order in which they are issued. Upon the stub of each certificate shall be entered the name of the person owning the certificate, the date of issue and in case of cancellation, the date thereof. The certificate of membership shall not be transferable.

SECTION III

Membership Book. The secretary of the association shall keep a book to be known as "Membership Book" containing the signatures of the members of the association, their postal address, date of admission as member, and upon their withdrawal from the association, the date of such withdrawal.

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RA

V. I. Balala

the members of the Nomination Committee composed of three (3) members of the Board of Trustees who shall be elected by the process of qualification, evaluation and election for Board membership.

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TSPI Mutual Benefit Association, Inc.
Office of the Corporate Secretary
4/23/16

SECTION V

Proxy Voting. Each member shall be entitled to one vote, and he may vote either in person or by proxy which shall be in writing and filed with the Secretary of the association before the scheduled meeting.

SECTION VI

Duties and Responsibilities of the Members. A member shall have the following duties and responsibilities:

- a. To attend and participate in the deliberation of all matters taken during the general membership meetings;
- b. To observe and comply with the by-laws, rules and regulations that may be promulgated by the association from time to time;
- c. To promote the mission and vision of the association.

SECTION VII.

Termination of membership. A member shall cease as such upon death, resignation or removal.

A member may for any reason, resign or withdraw his membership from the association by giving notice to the Board of Trustees or any of its authorized representatives or officers provided, that no member shall be allowed to withdraw or terminate his membership during any period in which he/she has any pending obligation with the association.

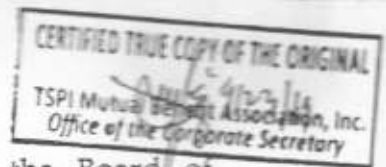
Removal shall take place upon the order of the Board of Trustees for any cause deemed by it to be detrimental to the association or any of its purposes.

Upon termination of a member, the Board of Trustees shall declare the member concerned dropped from the Membership Book

A withdrawal benefit in an amount equal to the equity value of a membership certificate shall be given a member upon his withdrawal from or termination of membership in the TSPI Mutual Benefit Association, Inc. in accordance with Section 396 of the Insurance Code.

T. I. Baulis

ARTICLE III - TRUSTEES



SECTION I

There shall be a governing body called the Board of Trustees. It shall be composed of five (5) members.

SECTION II

A majority of the members of the Board may fill up any existing vacancies or elect new members.

SECTION III

Members of the Board of Trustees shall serve for a fixed term of one (1) year except for newly elected member succeeding a member who died resigned or removed who will only serve for the unexpired term of the outgoing member.

SECTION IV

No member of the Board of Trustees shall receive any amount of compensation or remuneration for services rendered to the association.

ARTICLE IV - MEETINGS AND QUORUM

SECTION I

Annual Meeting. The annual meeting for the members of the association shall be held on the first Wednesday of May of each year. It must be held in Metro Manila for the purpose of electing members of the Board of Trustees and other officers.

SECTION II

Special Meetings. Special meeting of the members may be called as the need arises by the Board of Trustees or the Chairman or upon petition of 1/3 of the general membership.

SECTION III

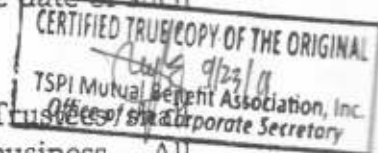
Regular Board Meetings. The Board of Trustees shall hold at least four (4) regular meetings within any year, provided that no two (2) regular meetings may be held within a period of one month.

SECTION IV

Special Board Meetings. Special meeting may be called by the Chairman of the Board of Trustees or by any resolution of the members of the Board. Likewise, the same may be called by a written request from a majority of its members.

SECTION V

Notices. Notices for any of the foregoing meetings shall state the date, time and place of meeting together with the agenda thereof. Said notices must be sent by the Secretary to the respective member, trustee or officer by any formal communication at least ten (10) days before the date of such meeting.



SECTION VI

Quorum. A majority of the duly elected Trustees shall constitute a quorum for the transaction of business. All actions of the Board shall be taken by a majority vote of the members constituting a quorum except when the law requires higher majority.

SECTION VII

Minutes. Minutes of all meetings shall be kept by the Secretary and carefully preserved as records of the business transacted during said meetings. It shall contain entries as may be directed by the Board pursuant to existing laws.

ARTICLE V - OFFICERS

SECTION I

The officers of the association shall consist of the Chairman, Vice-Chairman, President, Vice-President, Secretary and Treasurer.

SECTION II

By means of a majority vote of the members of the Board constituting a quorum, the Board may designate any officer or person to hold any two compatible offices in concurrent capacity.

SECTION III

Election and Term of Office. Officers shall be elected by the members of the Board during the organizational board meeting immediately following the Annual General Membership Meeting or within a reasonable time thereafter. The duly elected officer shall hold office until his successor is duly elected and qualified.

SECTION IV

Removal. Any member of the Board or corporate officer may be removed from office for a cause by two-thirds (2/3) of the members entitled to vote, either at a regular or special meeting called for the purpose.

SECTION V

The Chairman. The Chairman of the Board shall preside during all meetings of the members and Board of Trustees. He shall exercise such powers and duties provided for in the By-Laws or vested in him by the Board.

K. I. Bahl

SECTION VI

The Vice-Chairman shall discharge the duties and responsibilities of the Chairman during the absence or incapacity of the latter. He shall perform such duties and functions and exercise such powers as may be assigned to him by the Board of Trustees.

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TSPI Mutual Benefit Association, Inc.
Office of the Corporate Secretary
9/23/14

SECTION VII

The President. The President shall be the Chief Executive Officer of the association. He shall execute all resolutions of the Board of Trustees. He shall be charged with directing and overseeing the activities of the association in accordance with its mission and vision. He shall submit to the Board as soon as possible after the close of each year, and to the members of each annual meeting, a complete report of the activities and operations of the association for the fiscal year under the term.

ARTICLE VI - CORPORATE FUNDS

SECTION VIII

The Vice-President. The Vice-President shall discharge the duties and responsibilities of the President during the absence or incapacity of the latter.

SECTION IX

The Secretary. The Secretary shall record all the proceedings of any meeting. He shall keep the records in the principal office of the association. He shall certify to the acts of the Board of Trustees and members of the association. He may delegate all or part of his duties, functions and responsibilities to any person designated by the Board of Trustees.

SECTION X

The Treasurer. The Treasurer shall receive all monies belonging to the association. He shall issue receipts, keep proper books of accounts and shall deposit said money intact with the depository bank of the association. He shall account for all transactions and submit a financial report as of the given period for the association. He shall also perform such other duties and functions that may be designated to him by the Board of Trustees. His financial records and books of accounts shall be subject to inspection at any time pursuant to the provisions of existing laws.

ARTICLE VI - CORPORATE FUNDS

SECTION I

The funds of the association shall be deposited under the name of said association in any bank that may be designated by the Board of Trustees.

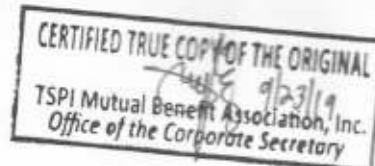
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K. I. Bauler

SECTION II

Unless otherwise provided for by the Board of Trustees, all checks issued by the association shall be signed jointly by any two (2) members of the Board or any responsible employees duly authorized by the Board of Trustees in writing.



ARTICLE VII - ACCOUNTING PERIOD

SECTION I

Calendar Year. The accounting period of the association shall be calendar year beginning January 1 and ending December 31.

ARTICLE VIII - CORPORATE SEAL

SECTION I

The corporate seal of the association shall be in such form and design as determined by the Board of Trustees.

ARTICLE IX - AMENDMENTS

SECTION I

These By-Laws may be amended by a majority vote of the Board of Trustees and majority vote of the members of the association at any regular or special meeting called for that purpose.

IN WITNESS WHEREOF, we have hereunder signed our hands on this 14th day of April, 2005 in Makati, Philippines.

RUBEN C. DE LARA

MA. LUZ A. PLANAS

VICENTE L. PANLILIO

FLORENCIA G. TARRIELA

DOMINADOR F. CHIPECO, JR.

Print Finish



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

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TSPI Mutual Benefit Association, Inc.
Office of the Corporate Secretary

Reservation Payment Confirmation

This certifies that the name **TSPI-MUTUAL BENEFIT ASSOCIATION, INC.** has been reserved from May 9, 2005 to June 8, 2005.

Reference Reservation Number (RRN): **RRN20050509120046408**

Type of Industry: **MISCELLANEOUS BUSINESS ACTIVITIES, N.E.C.**

Breakdown of Fees:

Reservation Fee: **Php 40.00**

TOTAL: Php 40.00

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.

Stamp Number: 326426



2004 SEC-iRegister
All rights Reserved
www.sec.gov.ph

Greenhills Edsa Branch

CERTIFIED TRUE COPY OF THE ORIGINAL

TSPI Mutual Benefit Association, Inc.
Office of the Corporate SecretaryTHE SECURITIES AND EXCHANGE COMMISSION
Greetings:

This is to certify that there is on deposit with this bank
the sum of Pesos: ONE MILLION PESOS (P1,000,000.00)

in the name of #VICENTE L. PANLILIO TIT TSPI MUTUAL BENEFIT

ASSOCIATION, INC.#

which is in the

process of incorporation.

The said deposit is clear and free from lien, restriction,
condition or holdout and may be withdrawn in behalf of said
company upon presentation of proof of due incorporation thereof.

[Signature]
Marissa G. Darroca
Branch Manager

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA

APR 04 2005

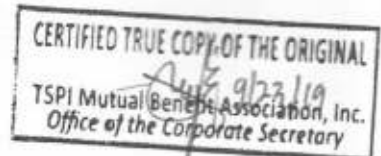
SUBSCRIBED AND SWORN to before me this 5th day of
January 19 2005 affiant exhibiting to me
Residence Certificate No. 07927410 issued at Pasig
on January 5, 2005

[Signature]
ATTY. EDITHA P. TALABU
NOTARY PUBLIC
Until December 31, 19__

Doc. No. KP
Page No. 1
Book No. 28
Series of 1908
UNTIL DEC. 31, 2005
PTR NO. 3598730/1-03-05
IBP NO. 007013
ISSUED AT CITY OF MANILA

Republic of the Philippines)

QUEZON CITY, M.M.) S.S.



AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

I, RUBEN C. DE LARA, of legal age, Filipino and a resident of Blk. 2 Lot 10 Metro Homes St., San Juan, Metro Manila, after having been sworn to in accordance with law hereby depose and state:

I am one of the incorporators of TSPI Mutual Benefit Association, Inc. which is in the process of registration of corporate name with the Securities and Exchange Commission;

That I, in behalf of said corporation, hereby undertake to change its corporate name in the event another person, firm or entity has acquired a prior right to the use of the said firm name by virtue of registration with other government agencies or our name is identical or deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law or is patently deceptive, confusing or contrary to existing laws.

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, I hereby sign this affidavit this 17th day of May 2005 at **QUEZON CITY, M.M.**

RUBEN C. DE LARA
Affiant

SUBSCRIBED AND SWORN to before me this AUG 31 2005 day of 2005 at **QUEZON CITY, M.M.** affiant exhibiting to me his Community Tax Certificate No. 14684857 issued on January 28, 2005 at Makati City.

Doc. No. 48;
Page No. 9;
Book No. NI;
Series of 2005.

GORDON
Notary Public
Sworn December 31, 2003
ROLL NO. 25103
TS NO. 60164231/03/03 **GA**




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

CERTIFIED TRUE COPY OF THE ORIGINAL
Head Office: TSP Mutual Benefit Association, Inc.
P. O. Box 3389 Manila
Office of the Corporate Secretary
FAX No. 522-1434
Tel. Nos. 523-84-61 to 70
E-mail: oic@i-manila.com.ph

2nd Indorsement
June 17, 2005

Respectfully returned to the Securities and Exchange Commission, SEC Building, EDSA, Greenhills, Mandaluyong City, the attached Articles of Incorporation and By-Laws of **TSP Mutual Benefit Association** with the advice that the registrant does not fall within the purview of the provisions of Chapter VII, Title 1 of the Insurance Code, categorizing Mutual Benefit Association.


BENJAMIN S. SANTOS
Insurance Commissioner

FILL UP INSTRUCTIONS — Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number. Check the appropriate boxes. Refer to the back of this form for additional instructions.

TSPI MUTUAL BENEFIT ASSOCIATION, INC.

[illegible]

FAX NO.

TEL. NO. _____

POSTAL CODE

EMERALD AVENUE. ORTIGAS CENTER. PASIG CITY.

SIG NO

POSTAL CODE

PARTNERSHIP TYPE		TYPE OF ENTERPRISE		N - NO SPECIAL REGISTRATION		H - FIA-HOLDING		F - FINANCIAL INSTITUTION	
L - LIMITED		E - FIA EXPORT		E - FIA EXPORT		R - FIA REPRESENTATIVE OFF		Z - EPZA-REGISTERED	
G - GENERAL		D - FIA-DOMESTIC		D - FIA-DOMESTIC		S - SUBIC REGISTERED		B - BOI-REGISTERED	
ANNUAL MEETING (For domestic companies only)		ANNUAL MEETING		ANNUAL MEETING		ANNUAL MEETING		ANNUAL MEETING	

INDUSTRY CODE	TERM OF EXISTENCE	FISCAL YEAR END
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(MM/DD)

50 YEARS

R 31

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117

] V - VARIABLE

TYPE OF NON-STOCK CORPORATION (Refer to the back	TOTAL CONTRIBUTION (Of domestic non-stock companies)	% OF FOREIGN MEMBERSHIP (Of domestic non-stock companies)

<p> , Mutual Benefit Association 1,000,000.00 </p>

COMPANY RELATIONSHIP — List all companies related to registrant. (Use additional sheets, if necessary)

COMPANY RELATIONSHIP	LIST ALL COMPANIES RELATED TO REGISTRATION	RELATIONSHIP TYPE	REGISTRATION COMPANY IN U.S. (for consolidation)	S. PARENT COMPANY (if registrant is a subsidiary)

O - OTHERS

REF ID	SEC NUMBER	COMPANY NAME
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100	100	100

COMPANY NAME

CERTIFIED CORRECT: RUBEN C. DE LARA

(continued from page 10)

POSITION: Incorporating Chairman & President

DATE :

PROCESSING ATTORNEY:

DATA CONTROL CLERK

DATA ENCODED BY:

DATE REVIEWED: 03/01/2010

DATE REVIEWED :

DATE FILED:

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TSPI Mutual Benefit Association, Inc.
Office of the Corporate Secretary

