

ARTICLES OF INCORPORATION  
OF  
ST. PETER LIFE PLAN, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of legal ages, and a majority of whom are Filipino citizens and residents of the Philippines, have this 22nd day of September, 1970, voluntarily associated ourselves for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST

That the name of the said corporation shall be:

"ST. PETER LIFE PLAN, INC."

SECOND

That the purposes for which said corporation is formed are:

PRIMARY PURPOSES

TO engage in the business of organizing, establishing, developing, conducting, maintaining, operating and selling funeral plans and/or arrangements for funeral or memorial services and merchandise or articles of all kinds and descriptions pertinent or necessary thereto, to be delivered in the future to subscribers, purchasers, or planholders; ~~to develop and sell cemetery plots, funeral niches, crypts, incense, markers and all types of merchandises, equipment and/or services pertaining to the cemetery business; to provide funeral or memorial services for the burial, cremation and care of the remains of the dead.~~

SECONDARY PURPOSES

1. To purchase, acquire, own, hold, manage, take over, 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 possess property suitable for its purposes, and in any and all ways to deal in and with respect to personal property of 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 law;

*Handwritten notes on the left margin:*  
- name  
- B. Utang  
- [Signature]  
- [Signature]

*Handwritten initials:* Gm... 9/70

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 sale 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 of 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 as 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 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, lot, mortgage, encumber, and otherwise deal in and with respect to such real and personal property as the transaction of the lawful business of the corporation may reasonably and necessarily require, and generally to perform any and all acts connected with the business above defined or arising therefrom or incidental thereto;

*Franklin*

*J. B. Francis*

*Walter C. Carter*

*B. Seargeant*

*[Signature]*

*[Signature]*

8. To act as agent, representative, commercial broker, factor, advisor, 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 manufacturers' 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, factors, 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 of 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 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 on 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

*J. B. Francis*  
*J. B. Vincent*  
*John S. Bay*

*[Handwritten signature]*

*[Handwritten signature]*



15. To purchase on commission or otherwise, hold, own, sell on commission or otherwise, 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, powers, 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 or indebtedness or stock are held by this corporation, and to do any acts or things to preserve, protect, improve or enhance the value of any such bonds or other securities or evidence of property or indebtedness or stock, including specifically the right and power to enter into and take the management of any business enterprise of any kind 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. Insofar as the same may 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, analogous, 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 to the extent permitted by law;

20. To guarantee bonds, contracts, debts or other obligations or undertakings of any other person, firm or corporation, and to convey, transfer or assign, by way of pledge or mortgage, all or any of the corporation's property or rights, both present and future, and to secure the debts or obligations, present or future, of such persons, firms or corporations, and on such terms and conditions as the corporation may determine; provided, however, that nothing herein contained shall be deemed to authorize the corporation to engage in the banking, surety or bonding business;

*J. B. Francis*  
*Wm. L. Coyne*  
*B. S. Seargeant*  
*M. M. M. M.*

*Spencer*  
*4/11/00*  
*Pa*

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 by or through trustees, agents 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 so mentioned either directly or through the medium of the acquisition and ownership of shares or 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 if deemed desirable, to operate wholly or partially as a holding company through the acquisition and ownership of shares or shares of stock of any other corporation or association, whether or not such shares or shares of stock so acquired or owned by this corporation shall give this corporation control of such other corporations or associations;

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 purposes and powers and the 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 of the Philippines.

J. B. Jensen

*[Handwritten signature]*

B. Saengul

*[Handwritten signature]*

*[Handwritten signature]*

THIRD

That the domicile and principal office of the corporation shall be established or located in Quezon City or Manila, and agencies or branch offices thereof may be established in any other place in the Philippines or elsewhere in foreign countries.

FOURTH

That the term during which the said corporation is to exist is FIFTY (50) years from and after the date of incorporation;

FIFTH

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

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
1.- Mr. Francisco N. Bautista	Filipino	134 A. Bonifacio Street Quezon City
2.- Mr. Benicio S. Francisco	Filipino	134 A. Bonifacio Street Quezon City
3.- Mr. Santiago L. Caytan	Filipino	274 Apo Street Quezon City
4.- Mrs. Florita D. Vitangcol	Filipino	134 A. Bonifacio Street Quezon City
5.- Mgr. Pedro Vicedo	Filipino	Cebocan Parish Caleocan City
6.- Mr. Hector A. Torres	Filipino	101 Loyola Heights Quezon City
7.- Mrs. Zenaida B. Francisco	Filipino	134 A. Bonifacio Street Quezon City

SIXTH

That the number of directors of said corporation shall be seven (7) and the names, nationalities and residences of the directors who are to serve until their successors are duly elected and qualified as provided by the By-Laws, are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
1.- Mr. Francisco N. Bautista	Filipino	134 A. Bonifacio Street Quezon City
2.- Mr. Benicio S. Francisco	Filipino	134 A. Bonifacio Street Quezon City
3.- Mrs. Zenaida B. Francisco	Filipino	134 A. Bonifacio Street Quezon City
4.- Mr. Santiago L. Caytan	Filipino	274 Apo Street Quezon City

J. B. Francis - Secretary  
 B. S. Francisco - Treasurer  
 S. L. Caytan - Director  
 Zenaida B. Francisco - Director

- 5.- Mrs. Florita B. Vitangcol Filipino 134 A. Donifacio Street Quezon City
- 6.- Hegr. Pedro Vicedo Filipino Caloocan Parish Caloocan City
- 7.- Mr. Hector A. Torres Filipino 101 Loyola Heights Quezon City

SEVENTH

That the authorized capital stock of the corporation is ONE MILLION FIVE HUNDRED THOUSAND (P1,500,000.00), Philippine Currency, and said capital stock is divided into FIFTEEN THOUSAND SHARES, and the par value of each share is ONE HUNDRED PESOS (P100.00);

EIGHT

That the number and the amount of said capital stock which has been actually subscribed is THREE THOUSAND TWENTY-ONE shares, representing the sum of THREE HUNDRED TWO THOUSAND ONE HUNDRED PESOS (P302,100.00), and the following persons have subscribed for the number of shares with indication of the total amount of capital stock subscribed and actually paid by each on this subscription, as follows to wit:

<u>NAME</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT CAPITAL STOCK SUBSCRIBED</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
1.- Mr. Francisco M. Bautista	3,000	P 300,000.00	P 75,000.00
2.- Mr. Jose M. Abesida	5	500.00	125.00
3.- Mrs. Zenaida B. Francisco	5	500.00	125.00
4.- Mr. Benicio S. Francisco	5	500.00	125.00
5.- Mr. Eliseo N. Torres	1	100.00	25.00
6.- Mr. Santiago L. Cayton	1	100.00	25.00
7.- Mrs. Florita B. Vitangcol	1	100.00	25.00
8.- Hegr. Pedro Vicedo	1	100.00	25.00
9.- Mr. Hector A. Torres	1	100.00	25.00
10.- Mr. Francisco S. Pico	1	100.00	25.00
<b>TOTAL</b>	<b>3,021</b>	<b>P 302,100.00</b>	<b>P 75,525.00</b>

NINE

That FRANCISCO M. BAUTISTA 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 shall be authorized to receive for and on behalf of 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 this restriction shall be printed or indicated in all the stock certificates to be issued by the corporation.

Z.B. Francisco  
 B. Sierganof  
 Santiago L. Cayton

all known to me and to me known to be the persons 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.

WITNESS MY HAND AND SEAL on this 15th day of October, 1970, at Quosen City, Philippines.

*Francisco L. Pico*  
FRANCISCO L. PICO

NOTARY PUBLIC

Until December 31, 1970.

Doc. No. 417  
Page No. 85  
Book No. 174  
Series of 970.

*Antonio C. Bayle*

*M. Bautista*

*John B. Singson*

*J. B. Francis*

*St. ...*

*Rosario R. ...*

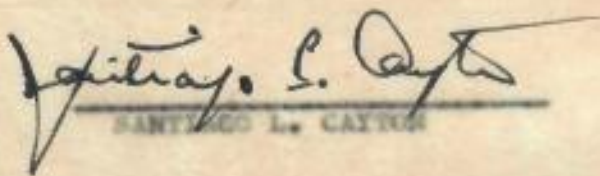
*J. B. Francis*

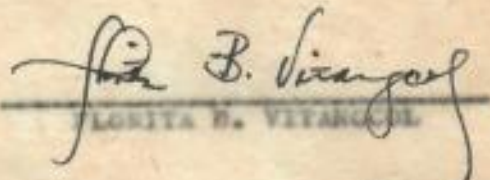
of the corporation all subscription paid in by the subscribers.

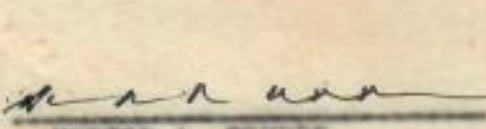
IN WITNESS WHEREOF, we have hereunto set our hands, this 12th day of October, 1970, in Quezon City, Philippines.

  
FRANCISCO R. BAUTISTA

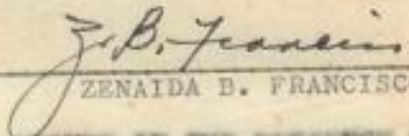
  
BENICIO S. FRANCISCO

  
SANTIAGO L. CAYTON

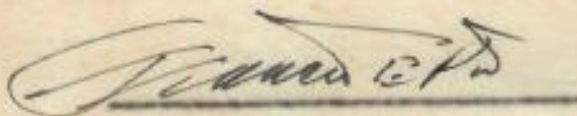
  
FLORITA E. VITANGCOL

  
HECTOR A. TORRES

  
PEDRO VICEDO

  
ZENaida B. FRANCISCO

SIGNED IN THE PRESENCE OF:





ACKNOWLEDGMENT

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

BEFORE ME, the undersigned Notary Public in and for Quezon City, Philippines, personally appeared the following persons with their respective Residence Certificates Nos., as follows:

<u>NAME</u>	<u>RES. CERT. NOS.</u>	<u>ISSUED AT, DN</u>
1.- Mr. Francisco R. Bautista	A.-380376	February 5, 1970 Manila
2.- Mr. Benicio S. Francisco	A- 238719	January 22, 1970 Manila
3.- Mr. Santiago L. Cayton	A- 416621	March 4, 1970 Quezon City
4.- Mr. Zenaida B. Francisco	A- 238718	January 22, 1970 Manila
5.- Mrs. Florita E. Vitangcol	A- 224464	January 17, 1970 Manila
6.- Hagr. Pedro Vicedo	A- 235	January 6, 1970 Manila
7.- Mr. Hector A. Torres	A- 4329842	January 22, 1970 Quezon City