



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

COMPANY REG. No. A199908713
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

SUN LIFE OF CANADA PROSPERITY BALANCED FUND, INC.
(Amending Article VII thereof)

copy annexed, adopted on March 23, 2013 by a majority vote of the Board of Directors and on May 12, 2006 by the vote of the stockholders owning or representing at least two-thirds of the of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 14th day of January, Twenty Fourteen.




FERDINAND B. SALES
Acting Director
Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION
OF
SUN LIFE OF CANADA PROSPERITY BALANCED FUND, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of legal age, and majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together 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 corporation shall be:

SUN LIFE OF CANADA PROSPERITY BALANCED FUND, INC.

SECOND: That the purposes for which said corporation is formed are:

PRIMARY PURPOSE

To issue its own securities and offer them for sale to the public, to offer for sale, sell, or deliver after sale, any security or any interest in a security, whether issued by it or by another person, to invest, reinvest, or trade in securities, to purchase, redeem, retire, or otherwise acquire or attempt to acquire any security, and while the owner thereof, to exercise all the voting rights and incidents of ownership, including the right to vote the same and to receive, collect, and dispose of the interests, dividends, and income therefrom, to do any and all things which may be useful in connection with or incidental to the conduct of such business, and generally to carry on the business of an open-end investment company in all the elements and details thereof.

SECONDARY PURPOSES

1. To exercise in respect of all shares of stock and/or other securities from time to time owned and held by and for its account, either directly or through a nominee, any and all rights, powers and privileges of individual ownership or interest therein, including the right to vote thereon for any and all purposes or otherwise act with respect thereto, to receive, collect and dispose of the interests, dividends and income therefrom and to do any and all acts and things for the preservation, improvement enhancement in value of such securities or designed to accomplish any such purpose, including without limiting the generality of the foregoing, the power (i) to aid by loan, subsidy, surety, guaranty or otherwise, those issuing, creating or responsible for any such securities; (ii) to acquire or become interested in any such securities by underwriting, syndicate participation or otherwise; (iii) to consent to the reorganization, merger, or consolidation of any company or to consent to the sale or lease of all or substantially all of the

property and assets of a company to any other company; (iv) to exchange any of the shares of stock of any company for the shares of stock issued therefor upon any such reorganization, merger, consolidation, sale or lease; (v) to pay any assessments and exercise any subscriptions for shares of stock of a company which it may be required or permitted to pay or exercise as the holder of any shares of any company; (vi) to exercise any option which it may have as the holder of any shares of any company to convert such shares into or exchange such shares for other shares of any company; and (vii) generally to exercise in respect of all shares of all companies all such rights, powers and privileges as are or may be exercised by any person owning such shares in his own right;

2. To open, maintain, operate, and manage one or more branch offices or agencies to conduct its business and promote its objects or purposes without restrictions as to places or numbers of branch offices or agencies and to appoint and designate agents or representatives for the purpose of carrying on any and all of the objects and purposes of the Corporation;

3. To issue, sell and dispose of, or redeem, acquire and hold or re-issue or cancel, as the Board of Directors may determine, the shares of its own capital stock in such amounts, on such terms and conditions, for such purpose and for such prices as now or hereafter may be permitted by the laws of the Philippines, by these Articles of Incorporation and the By-Laws of the Corporation;

4. To acquire or obtain from any government authority, national, municipal or otherwise, or any corporation, company, entity or person, such franchises, licenses, rights, privileges or concessions which may be conducive to the attainment of any of the objects and purposes of the corporation;

5. To apply for, register, hold, sell, assign or otherwise dispose of trademarks, tradenames, patents, inventions, formulae, and processes used in its products;

6. To borrow or raise money necessary to meet the financial requirements of the corporation by the issuance of bonds, promissory notes, and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation, or to issue, pursuant to law, shares of the capital stock, debentures, bonds, warrants, notes or other evidences of indebtedness in payment for the properties acquired by the corporation or for money borrowed in the prosecution of its business;

7. To deal in and with the properties if the corporation in such manner as may from time to time be considered necessary for the advancement of the business interest of the corporation and to sell, transfer, dispose of or transfer the business, goodwill, properties and undertakings of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept under the circumstances;

8. 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 value 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 similar corporations organized under the laws of the Republic of the Philippines.

9. 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 in no wise be limited by reference

to or inference from any other clause or any other part of the same clause 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 herein 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 and other statutes of the Republic of the Philippines.

THIRD: That the place where the principal office of the Corporation is to be established or located is in Metropolitan Manila, Philippines.

The corporation may establish and maintain branch offices or agencies elsewhere in the Philippines or in other countries whenever warranted by the exigencies of its business.

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

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

NAME	NATIONALITY	RESIDENCE
Caesar P. Altarejos, Jr.	Filipino	89 Dallas cor. Cebu Streets, Phase III, BF Homes, Parafiaque
Henry Joseph Herrera	Filipino	107 Taurus Street, Cinco Hermanos, Marikina City
Raoul Littaua	Filipino	Blk 4 Lots 11 & 13, Donnaville, BF Resort, Las Piñas City
Rizalina Mantaring	Filipino	12 Vicente Lim Street, Ayala Heights, Old Balara, Quezon City
Esther C. Tan	Filipino	172 Barcelona Street, San Juan, M. M.
Rolando Robles	Filipino	132 Yokohama St., BF International, Las Piñas City

SIXTH: That the number of directors of said corporation shall be five (5) and the names, nationalities, 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	NATIONALITY	RESIDENCE
Rafael Alunan III	Filipino	63 9 th St., New Manila, Quezon City

Erlinda Echanis	Filipino	11 Iron St., Capitol Hills Gold Subdivision, Quezon City
Rolando Robles	Filipino	132 Yokohama St., BF International, Las Piñas City
Nilo Peña	Filipino	6/F Don Pablo Bldg., 114 Amorsolo St., Legaspi Village, Makati City
Esther C. Tan	Filipino	172 Barcelona Street, San Juan, M. M.

SEVENTH: (a) That the capital stock of the said corporation is FIFTY MILLION PESOS (P 50,000,000.00), Philippine currency, and said capital stock is divided into 5,000,000,000 shares of the par value of One Centavo (P0.01) per share.¹

(b) That the holder of any share of stock of the Corporation upon its presentation to the Corporation or to any of its duly authorized representatives, is entitled to receive by way of redemption approximately his proportionate share of the Corporation's current net assets or the cash equivalent thereof, i.e., the current net asset value, subject to existing laws and the By-Laws of the Corporation; Provided, however, that no such redemption may be made unless the remaining unimpaired capital of the Corporation shall be at least P1,000,000.00 or 50% of its outstanding liabilities to the creditors of the Corporation, whichever is higher; Provided, further that redemption may be suspended during any of the periods specified under the By-Laws and under any applicable laws and regulations.

(c) No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation. Any part of such stock or other securities may at any time be issued, auctioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as may to such Board seem proper, without first offering such stock or securities or any part thereof to existing stockholders.

EIGHTH: That the amount of said capital stock which has been actually subscribed is **FIFTY MILLION PESOS (P50,000,000.00)** and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

NAME	NATIONALITY	NO. OF SHARES SUBSCRIBED	AMOUNT SUBSCRIBED
Sun Life Assurance Company of Canada	Canadian	49,999,397	P49,999,397.00
Caesar P. Altarejos, Jr.	Filipino	100	100.00
Henry Joseph	Filipino	100	100.00

¹ As amended by at least a majority of the Board of Directors on 23 March 2013 and by at least 2/3 of the outstanding capital stock during the annual shareholders' meeting on 12 May 2006.

Herrera			
Raoul Littaua	Filipino	100	100.00
Rizalina Mantaring	Filipino	100	100.00
Esther C. Tan	Filipino	100	100.00
Rolando Robles	Filipino	100	100.00
Rafael Alunan III	Filipino	1	1.00
Erlinda Echanis	Filipino	1	1.00
Nilo Peña	Filipino	1	1.00
	TOTAL	50,000,000	

-P50,000,000.00

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

NAME	AMOUNT PAID
Sun Life Assurance Company of Canada	P49,999,397.00
Caesar P. Altarejos, Jr.	100.00
Henry Joseph Herrera	100.00
Raoul Littaua	100.00
Rizalina Mantaring	100.00
Esther C. Tan	100.00
Rolando Robles	1.00
Rafael Alunan III	1.00
Erlinda Echanis	1.00
Nilo Peña	1.00
	TOTAL: P50,000,000.00

TENTH: That Caesar P. Altarejos, Jr. 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 the corporation, and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands on this 25th day of October 1999 at the City of Makati.

CAESAR P. ALTAREJOS, JR. (sgd.)

RIZALINA MANTARING (sgd.)

HENRY JOSEPH HERRERA (sgd.)

ESTHER C. TAN (sgd.)

RAOUL LITTAUA (sgd.)

ROLANDO ROBLES (sgd.)

Countersigned by:

JEMILYN S. CAMANIA

Corporate Secretary
TIN: 918-719-776

SUBSCRIBED AND SWORN to before me this FEB 07 2008 at Makati City ~~where~~ ^{Rafael M. Alunan III} personally appeared before me exhibiting to me the following competent evidence of identification:

<u>Name</u>	<u>Passport No.</u>	<u>Date/Place Issued</u>
Henry Joseph M. Herrera	QQ0901104	08-23-05/Manila
Rizalina G. Mantaring	QQ0686022	07-18-05/Manila
Rafael M. Alunan III	UU0375595	12-28-06/Manila
Nilo B. Peña	ZZ133320	04-28-05/Manila
Erlinda S. Echánis		
Jemilyn S. Camania	RR0035482	09-12-05/Manila

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Book No. IX

Series of 2008.

Jemilyn S. Camania
JEMILYN S. CAMANIA
Notary Public for Makati City
Appointment No. M-04
Commission until 31 December 2009
Roll of Attorney No. 47550
PTR No. 0995153-09 JAN. 2008: MAKATICITY
ISP Lifetime No. 05171; PPLM
11th Floor, Tower 2, The Enterprise Center
706 Ayala Avenue corner Paseo de Roxas, Makati City

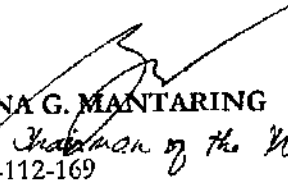
**DIRECTORS'
CERTIFICATE**

DIRECTORS' CERTIFICATE

We, constituting at least a majority of the Board of Directors of SUN LIFE OF CANADA PROSPERITY BALANCED FUND, INC., (the "Corporation") and the Chairman and Secretary thereof, hereby certify that the attached Articles of Incorporation of the Corporation was amended by the affirmative vote of at least a majority of the Board of Directors of the Corporation on March 23, 2013 and by stockholders representing at least two-thirds (2/3) of the outstanding capital stock on May 12, 2006 at the principal office of the Corporation.

The amendment to Article Seventh of the Articles of Incorporation consists of increasing the Corporation's authorized capital stock from FORTY MILLION PESOS (P40,000,000.00) to FIFTY MILLION PESOS (P50,000,000.00)

IN WITNESS WHEREOF, we have hereunto set our hands this JUN 14 2013 day of _____ 2013 at Taguig City, Philippines.


RIZALINA G. MANTARING

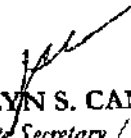
Chairman / Chairman of the Meeting
TIN: 108-112-169


MA. KARENINA M. CASAS

Director
TIN: 106-169-045


NILO B. PENA

Director
TIN: 104-126-160


JEMILYN S. CAMANIA


Corporate Secretary / Secretary of the Meeting
TIN: 918-719-776

REPUBLIC OF THE PHILIPPINES)
— ~~MAKATI CITY~~) S.S.

SUBSCRIBED AND SWORN to before me this JUN 14 2013 day of _____ 2013, affiants exhibited to me their passports as follows:

<u>Name</u>	<u>Passport/DL No.</u>	<u>Date/Place Issued</u>
Rizalina Mantaring	EB2566111	29 May 2011/Manila
Nilo B. Peña	IBP No. 915951	4 January 2013/Quezon City
Ma. Karenina M. Casas	XX5673744	04 Mar. 2010/Manila
Jemilyn S. Camania	EB0123178	10 Apr. 2010/Manila

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Series of 2013.


FULGENCIO A. ESTILLORE
NOTARY PUBLIC FOR AND IN MAKATI CITY
APPOINTMENT NO. 1519 (2011-2014)
UNTIL DECEMBER 31, 2014
PBCOM Tower, 6795 Ayala Avenue
Corner V.A. Rufino St., Makati City
PTR No. 3871210/12/2011 Makati City
IBP LIFE MEMBER ROLL NO. 06242
ROLL OF ATTORNEYS NO. 46486