



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

COMPANY REG. No. CS200417434

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

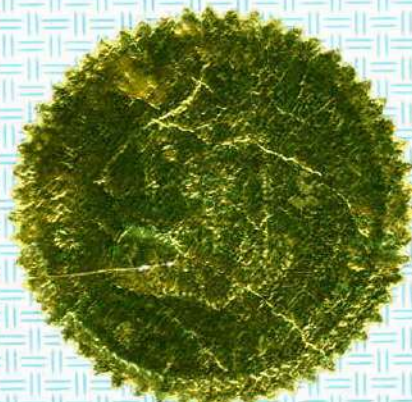
THIS IS TO CERTIFY that the amended articles of incorporation of the

SUN LIFE PROSPERITY DOLLAR ABUNDANCE FUND, INC.
(Amending Article VII thereof)

copy annexed, adopted on **December 18, 2009 and March 11, 2011** by a majority vote of the Board of Directors and on **June 28, 2012** by the vote of the stockholders owning or representing at least two-thirds 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 10th day of May, Twenty Thirteen.




FERDINAND B. SALES
Acting Director

Company Registration and Monitoring Department





Republic of the Philippines
 DEPARTMENT OF FINANCE
 SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



PAYMENT ASSESSMENT FORM No. 05092013-963952


DATE 05/09/2013	RESPONSIBILITY CENTER (DEPARTMENT) CRMD
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PAYOR: SUN LIFE PROSPERITY DOLLAR ABUDANCE FUND, INC.
 BONIFACIO GLOBAL CITY, TAGUIG CITY

NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT
LRF (A0823)	131	6,453.76
INCREASE/DECREASE CAPITAL STOCK	606	645,375.66

TOTAL AMOUNT TO BE PAID	Php 651,829.42
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Assessed by: *E. CASING*  *27 OR # 0874786*

Machine Validation: *OR#0898038* May 9, 2013 00:08PM SEC No: *0898038*
0898038 PHP 651,829.42 

AMENDED ARTICLES OF INCORPORATION

OF

SUN LIFE PROSPERITY DOLLAR ABUNDANCE 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 PROSPERITY DOLLAR ABUNDANCE 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 or 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 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;

3. To employ or invest its funds from time to time by deposit in any bank or trust company in good standing or in loans or in such other forms or investment pursuant to its investments policies as well as to the applicable laws and regulations;

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 of the corporation in such manner as may from time to time be considered necessary for the advancement of the

business interest of the Corporation, including contracting advisory services of an asset management company to execute any and all of the objectives 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 specified 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 located is in Metro 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
Esther C. Tan	Filipino	#16 Hornbill cor. Lark Sts. Greenmeadows Subdivision Quezon City
Caesar P. Altarejos, Jr.	Filipino	104 Gomez Place, Ayala Southvale, Bacoor, Cavite

Raoul Littaua	Filipino	Blk 4 Lots 11 & 13, Donnaville BF Resort, Las Piñas
Rizalina Mantaring	Filipino	12 Vicente Lim Street, Ayala Heights, Old Balara, Quezon City
Roy Emil S. Yu	Filipino	Monaco St., Vista Real Classics, Commonwealth Ave., Quezon City

SIXTH: That the number of directors of said corporation shall be five (5), at least one (1) shall be an independent director, provided that if the number of directors shall be increased, the number of independent directors shall likewise be increased to at least two (2) independent directors or to a number equivalent to at least twenty percent (20%) of its board size, whichever is lesser, 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
Esther C. Tan	Filipino	#16 Hornbill cor. Lark Sts. Greenmeadows Subdivision Quezon City
Caesar P. Altajeros, Jr.	Filipino	104 Gomez Place, Ayala Southvale, Bacoor, Cavite
Tony Tan Caktiong	Filipino	6/F Jollibee Centre, San Miguel Ave., Pasig City
Ponciano Intal, Jr.	Filipino	10 th floor Angelo King International Center Arellano Ave. cor. Estrada, Malate, Manila
Oscar Reyes	Filipino	156 Valero St., Salcedo Village, Makati City

SEVENTH: (a) That the capital stock of said corporation is **TEN MILLION PESOS (Php 10,000,000.00)**, Philippine Currency, and said capital stock is divided into **TEN MILLION SHARES (10,000,000)** of the par value of **ONE PESO (PhP1.00)** per share. *(Amended as of 18 December 2009, 11 March 2011 and 28 June 2012.)*

(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) Whenever the Corporation initiates a change in the asset management company providing the advisory services, shareholders will have the right to redeem within 7 days their shares free of any fees and/or charges during a period of Forty-Five (45) days after the change in asset management company is effected at least at the net asset value prevailing on the day in which the new asset management company takes over the management of the fund.

(d) No stockholder shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or 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 **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:

NAME	NATIONALITY	No. of Shares Subscribed	AMOUNT SUBSCRIBED
Sun Life of Canada (Philippines), Inc.	Canadian	499,992	499,992
Esther C. Tan	Filipino	1	1
Caesar P. Altarejos, Jr.	Filipino	1	1
Tony Tan Caktiong	Filipino	1	1
Ponciano Intal, Jr.	Filipino	1	1
Raoul Littaua	Filipino	1	1
Rizalina Mantaring	Filipino	1	1
Oscar Reyes	Filipino	1	1
Roy Emil S. Yu	Filipino	1	1
Total		500,000	500,000

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	NATIONALITY	Amount	Additional Paid-In
Sun Life of Canada (Philippines), Inc.	Canadian	499,992	55,795,000.00
Esther C. Tan	Filipino	1	0.00

Caesar P. Altarejos, Jr.	Filipino	1	0.00
Tony Tan Caktiong	Filipino	1	0.00
Ponciano Intal, Jr.	Filipino	1	0.00
Raoul Littaua	Filipino	1	0.00
Rizalina Mantaring	Filipino	1	0.00
Oscar Reyes	Filipino	1	0.00
Roy Emil S. Yu	Filipino	1	0.00
Total		500,000	55,795,000.00

TENTH: That Caesar P. Altajeros 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 this 13th day of October 2004 at Makati City.

(signed)
ESTHER C. TAN

(signed)
CAESAR P. ALTAREJOS, JR.

(signed)
RAOUL ANTONIO E. LITTAUA

(signed)
RIZALINA G. MANTARING

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
Makati City) S.S.

Personally came and appeared before me, the following persons with the documents identifying their identity, at the 30th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City:

NAME	CTC No. and Date and Place of Issue	Government Issued Identification Card Details
Esther C. Tan	02664878/ 04-26-2004/Manila	DL No. N09-70-002986 expiry date: 02-05-2006
Caesar P. Altarejos, Jr.	01509768/ 04-22-2004/Parañaque	DL No. N11-83-040649 expiry date: 11-02-2005
Raoul Antonio E. Littaua	02514056/ 06-08-2004/Makati City	DL No. N01-88-080204 expiry date: 05-30-2006
Rizalina G. Mantaring	23272791/ 2-21-2004/Quezon City	DL No. N16-82-035812 expiry date: 10-29-2005

all known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND, at the place above-written, on this 13th day of October 2004.

Doc. No. 309;
Page No. 063;
Book No. III;
Series of 2004

NOTARY PUBLIC
[Notarization as per Articles of Incorporation
Name of Notary Public: Michelle Ann U. Juan
Commission Until December 31, 2004
PTR No. 7013311, 1/06/04, Makati City
IBP No. 593128, 1/05/04, Pasig City]

IN WITNESS WHEREOF, we have hereunto set our hands this 14th day of October 2004 at Makati City.

(signed)
ROY EMIL S. YU

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
Makati City) S.S.

Personally came and appeared before me, the following person with the documents identifying his identity, at the 30th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City:

NAME	CTC No. and Date and Place of Issue	Government Issued Identification Card Details
Roy Emil S. Yu	02661339/ 05-03-2004/Manila	GG500977/ 12-01-2000/Philippines

all known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND, at the place above-written, on this 14th day of October 2004.

Doc. No. 311;
Page No. 064;
Book No. III;
Series of 2004

NOTARY PUBLIC

[Notarization as per Articles of Incorporation
Name of Notary Public: Michelle Ann U. Juan
Commission Until December 31, 2004
PTR No. 7013311, 1/06/04, Makati City
IBP No. 593128, 1/05/04, Pasig City]

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




DIRECTORS' CERTIFICATE

at least

We, constituting/a majority of the Board of Directors of SUN LIFE PROSPERITY DOLLAR ABUNDANCE FUND, INC., (the "Corporation") and the Chairman and Secretary thereof, hereby certify that the attached Articles of Incorporation of the Corporation were amended by the affirmative vote of/a majority of the Board of Directors of the Corporation on December 18, 2009 and March 11, 2011, and by stockholders representing at least two-thirds (2/3) of the outstanding capital stock on June 28, 2012, 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 Two Million Pesos (₱2,000,000.00) to Ten Million Pesos (₱10,000,000.00).

WITNESS OUR HANDS this JUN 28 2012 day of 2012 at CITY OF MAKATI


RIZALINA G. MANTARING

Chairman

TIN: 108-112-169


MA. KARENINA M. CASAS

Director

TIN: 106-169-045

OSCAR S. REYES

Director

TIN: 136-623-569


OSCAR M. ORBOS

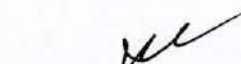
Director

TIN: 100-568-593


VALERIE N. PAMA

Director

TIN: 106-906-963


JEMILYN S. CAMANIA

Corporate Secretary


TIN: 918-719-776

SUBSCRIBED AND SWORN to before me this JUN 28 day of 2012 2012, affiants exhibited to me their passports/driver's license as follows:

<u>Name</u>	<u>Passport/DL No.</u>	<u>Date/Place Issued</u>
Rizalina Mantaring	EB2566111	09 May 2011/Manila
Oscar S. Reyes	XX2143931	29 Sept. 2008/Manila
Valerie N. Pama	N11-82-005191	09 Feb. 2012/ Makati
Ma. Karenina M. Casas	XX5673744	04 Mar. 2010/Manila
Oscar M. Orbos		
Jemilyn S. Camania	EB0123178	10 Apr. 2010/Manila

Doc. No. 278;
Page No. 57;
Book No. U;
Series of 2012.




KLARISA L. NATANAUAN
Commission No. M-350
Notary Public for Makati City
Until December 31, 2012
6th Floor, Don Pablo Building
114 Amoroso St., Legaspi Village, Makati City
Roll No. 55712
PTR No. 3181817 / 1-06-12/ Makati City
IBP Lifetime No. LRN 07497/ 05-12-08/ Bul: an