



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. No. CS201215846

CERTIFICATE OF FILING

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 DYNAMIC FUND, INC.
(Amending Article VII thereof)

copy annexed, adopted **March 22, 2013** by a majority vote of the Board of Directors and on **October 10, 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 23rd day of December, Twenty Fourteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



AMENDED
ARTICLES OF INCORPORATION
OF

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

KNOW ALL MEN BY THIS 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: The name of the Corporation shall be:

SUN LIFE PROSPERITY DYNAMIC 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, 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 interest, 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

9. The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of the 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 purpose 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 Code 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 Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, 1634 Taguig City, 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 of 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
Rizalina G. Mantaring	Filipino	12 Vicente Lim Street, Ayala Heights, Tandang Sora, Quezon City
Ma. Karenina M. Casas	Filipino	Richway Street, Maharlika Levitown, Brgy. Don Bosco, Parañaque City
Valerie N. Pama	Filipino	157 Fernando Street, Paseo de Magalanes, Makati City
Aleli Angela G. Quirino	Filipino	404 Guevarra Avenue, San Juan, Metro Manila
Oscar S. Reyes	Filipino	Unit 6 Kasiyahan Homes, 58 McKinley Road, Forbes Park, Makati City

SIXTH: That the number of directors of said Corporation shall be five (5); provided that the Corporation shall elect such number of independent directors as may be required by laws, rules or regulations; 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:

EIGHT: That the amount of said capital stock which has been actually subscribed is FIVE HUNDRED THOUSAND PESOS (PhP500,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

NAME Subscribed	NATIONALITY	No. of Shares Subscribed	Amount
Sun Life of Canada (Philippines), Inc.	Dutch	49,999,995	PhP 499,999.95
Rizalina G. Mantaring	Filipino	1	0.01
Ma. Karenina M. Casas	Filipino	1	0.01
Valerie N. Pama	Filipino	1	0.01
Aleli Angela G. Quirino	Filipino	1	0.01
Oscar S. Reyes	Filipino	1	0.01
Total		50,000,000	PhP 500,000.00

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

NAME	NATIONALITY	Amount Paid	Additional Paid In
Sun Life of Canada (Philippines), Inc.	Dutch	499,999.95	49,500,000.00
Rizalina G. Mantaring	Filipino	.01	0.00
Ma. Karenina M. Casas	Filipino	.01	0.00
Valerie N. Pama	Filipino	.01	0.00
Aleli Angela G. Quirino	Filipino	.01	0.00
Oscar S. Reyes	Filipino	.01	0.00
Total		500,000.00	50,000,000.00

TENTH: That Joan P. Galang has been elected by the subscribers as the Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, she has been authorized to receive for the Corporation, and to issue in its name receipts for all subscription paid in the subscribers.

ELEVENTH: That the incorporators undertake to change the name of the Corporation 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 the name has been declared misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, we have hereunto set our hands on this 27th day of July 2012, at Makati City.

RIZALINA G. MANTARING (sgd.)
TIN 108-112-169

MA. KARENINA M. CASAS (sgd.)
TIN 107-274-223

VALERIE N. PAMA (sgd.)
TIN 106-906-963

ALELI ANGELA G. QUIRINO (sgd.)
TIN 125-673-223

OSCAR S. REYES (sgd.)
TIN 136-623-569

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

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

Before me, a notary public for and in the City of Makati,
personally appeared the following persons with the documents identifying their identity:.

Name	Competent Evidence of Identity	Date/Place Issued
Rizalina G. Mantaring	Passport No. EB2566111	issue date: 09 May 2011/Manila
Ma. Karenina M. Casas	Passport No. XX5673744	issue date: 04 Mar. 2010/Manila
Valerie N. Pama	Passport No. XX1517054	issue date: 03 July 2008/Manila
Aleli Angela G. Quirino	Passport No. XX0937968	issue date: 15 Apr. 2008/Manila
Oscar S. Reyes	Passport No. XX2143931	issue date: 29 Sept. 2008/Manila

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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date and place above-written.

AUREEN P. SORIANO (sgd.)
COMMISSION NO. M-513
NOTARY PUBLIC FOR MAKATI
UNTIL DECEMBER 31, 2012
IBP No. 877583; Nueva Ecija; 1/06/12
PTR No. 3183783; Makati City; 1/06/12

Doc. No. 605;
Page No.105;
Book No. II;
Series of 2012.

Republic of the Philippines)
Makati City) S.S.

SECRETARY'S CERTIFICATE

I, **JEMILYN S. CAMANIA**, of legal age, with office address at 8th Floor, Sun Life Centre, 5th Ave. corner Rizal Drive, Bonifacio Global City, Taguig City, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **SUN LIFE PROSPERITY DYNAMIC FUND, INC. (the Corporation)**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 8th Floor, Sun Life Centre, 5th Ave. corner Rizal Drive, Bonifacio Global City, Taguig City;
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Jemilyn S. Camania
JEMILYN S. CAMANIA
Corporate Secretary

DEC 05 2014

CITY OF MAKATI

SUBSCRIBED AND SWORN to before me on this ____ day of _____ 2013 at _____ City,
affiant exhibiting to me her Passport No. EB0123178 issued in Manila on April 20, 2010.



D. Galarrita
ATTY. DWIGHT M. GALARRITA
NOTARY PUBLIC
APPOINTMENT N. 1559/MAKATI CITY
UNTIL DECEMBER 31, 2015
PTR NO. 4230932 / 01-06-2014 / MAKATI CITY
BP NO. 950681 / 01-06-2014 / QUEZON CITY
MCLE COMPLIANCE NO. IV-0021190
ROLL NO. 42425



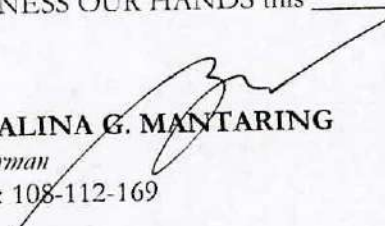
Republic of the Philippines)
Makati City) S.S.

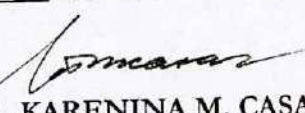
DIRECTORS' CERTIFICATE

We, constituting at least majority of the Board of Directors of **SUN LIFE PROSPERITY DYNAMIC 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 at least majority of the Board of Directors of the Corporation on March 22, 2013 and by the stockholders representing at least 2/3 of the outstanding capital stock on October 10, 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 PHP 22,000,000.00 to PHP 52,00,000.00

WITNESS OUR HANDS this _____ day of OCT 21 2014 at Makati City.


RIZALINA G. MANTARING
Chairman
TIN: 108-112-169


MA. KARENINA M. CASAS
Director
TIN: 106-169-045


VALERIE N. PAMA
Director
TIN: 106-906-963

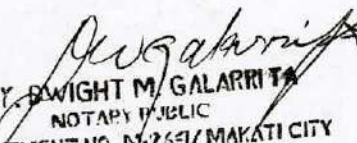

JEMILYN S. CAMANIA
Corporate Secretary
TIN: 918-719-776

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

SUBSCRIBED AND SWORN to before me this OCT 21 day of _____ 2014,
affiants exhibited to me their Government issued IDs as follows:

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

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ATTY. DWIGHT M. GALARRIGA
NOTARY PUBLIC
APPOINTMENT NO. 17-2671/MAKATI CITY
UNTIL DECEMBER 31, 2015
PTR NO. 4230952/01-06-2014/MAKATI CITY
IBP NO. 930481/01-06-2014/QUEZON CITY
MCLC COMPLIANCE NO. IV 002190



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Bldg. EDSA, Greenhills, Mandaluyong City 1554

CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

MEMORANDUM

FOR : THE COMPANY REGISTRATION AND MONITORING
DEPARTMENT

FROM : CORPORATE GOVERNANCE AND FINANCE DEPARTMENT
: Licensing Division

SUBJECT : SUN LIFE PROSPERITY DYNAMIC FUND, INC.

DATE : November 26, 2014

Respectfully forwarded to your Department are the Amended Articles of Incorporation and application of SUN LIFE PROSPERITY DYNAMIC FUND, INC. to increase its authorized capital stock from Two Billion Two Hundred Million (2,200,000,000) shares to Five Billion Two Hundred Million (5,200,000,000) shares with a par value of One Centavo (P0.01) each share.

While we interpose no objection to its processing, please advise the company to register the 3,000,000,000 shares covered by the increase before they are sold to the public.

for: Justina F. Callangan
JUSTINA F. CALLANGAN
Director

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

Payments for subscriptions in the total amount of Php 708,781,357 have been deposited with the following banks:

Bank name	Bank Address	Bank Account Number
BDO	G/F Equitable Tower, Paseo de Roxas Makati City	046-004225-4
BPI	G/F State Condominium 1 Building, Salcedo St., Legaspi Village, Makati	0073-1798-07
Chinabank	CBC Bldg., 8745 Paseo de Roxas cor. Villar Streets., Makati City	203-103621-6
Chinabank Savings	G/F VGP Bldg., Ayala Avenue Makati City	359-047171-9
Citibank	G/F Citibank Tower, Paseo de Roxas Makati City	5-602714-022
HSBC	G/F Tower I The Enterprise Center, Ayala Makati City	000-270579-070
Landbank	PASEO DE ROXAS BRANCH - Asia Tower Condominium, Paseo de Roxas cor. Benavidez Sts. Makati City	1801-0249-00
Maybank	G/F New Solid Bldg, Gil Puyat Avenue, Makati City	01-059-003283-8
PBCom	F1 Hotel, BGC, Taguig City	0245-20-100016-8
Metrobank	G/F Metrobank Plaza, Gil Puyat Avenue, Makati City	066-3718-10691-6
PNB	G/F VGP Bldg., Ayala Avenue Makati City	390-5704000-12
RCBC	G/F RCBC Plaza, Ayala Avenue Makati City	3-001-00840-3
SCB	6788 Ayala Avenue, Makati City	014-0953811-004
Security	G/F Asian Mansion Condominium, Dela Rosa St Makati City	0514-020724-200
UCPB	G/F Asian Mansion Condominium, Dela Rosa St Makati City	104-1-65963-8
Chinatrust	Bonifacio Global City Branch, Fort Legend Tower, 31st cor 3rd Avenue, Bonifacio Global City Taguig City	025-020-00310-4
Robinsons Bank	G/F 103 Market! Market! Mall Bonifacio Global City, Taguig City	123-36-000737-0
Unionbank	One Global Place 5th Avenue corner 25th Street, Bonifacio Global City, Taguig City	101540001485

Certified correct:

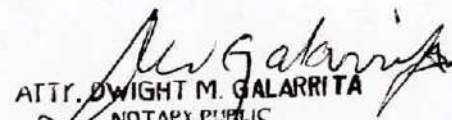


RAYMOND H. ONG

Treasurer DEC 05 2014

SUBSCRIBED AND SWORN TO BEFORE ME this _____ 2013 at Makati City, affiant exhibited to me his Passport No. A2423344 issued on April 25, 2011 at Malaysia/Singapore.

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 Series of 2014.


ATTY. DWIGHT M. GALARRITA
 NOTARY PUBLIC
 APPOINTMENT NO. M-249/MAKATI CITY
 UNTIL DECEMBER 31, 2015
 PTP NO. 4230952/01-05-2014/MAKATI CITY
 HBP NO. 950481/01-06-2014/QUEZON CITY
 MCLE COMPLIANCE NO. IV-3021190
 ROLL NO. -12425

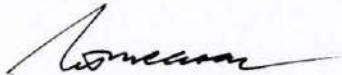
To the Securities and Exchange Commission:

In connection with the application of **Sun Life Prosperity Dynamic Fund, Inc. (the "Company")** for the increase in authorized capital stock, the undersigned hereby declare under oath the following:

1. That all the information and representations contained in the submitted application and its supporting documents are true and correct;
2. That the verification procedures required by the Commission were conducted by an independent auditor who issued a report thereon in accordance with the auditing standards in force;
3. That the items/accounts subject of the application are authorized, valid and legal; and
4. That the shares of stock to be issued are not watered.

The management hereby authorizes the Commission to examine anytime, even after the approval of the application, the Company's books of accounts and records to determine the validity and accuracy of the transaction.

Signed under oath:



Ma. Karenina M. Casas
President/Chief Executive Officer




Ong Hong Thiam
a.k.a Raymond H. Ong
Chief Financial Officer

SUBSCRIBED AND SWORN to before me on this NOV 25 2014 day of _____, affiants exhibited to me competent evidence of identity, as follows:

Name	Government ID	Date / Place Issued
Ma. Karenina M. Casas	Passport No. EC1498870	6/30/2014; Manila
Ong Hong Thiam	Passport No. A24283344	4/25/2011; Malaysia/Singapore

Notary Public

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ATTY. DWIGHT M. GALARRITA
NOTARY PUBLIC
APPOINTMENT NO. M-269/MAKATI CITY
UNTIL DECEMBER 31, 2015
PTR NO. 4230952 / 01-05-2014 / MAKATI CITY
IBP NO. 950981 / 01-06-2014 / QUEZON CITY
MCLE COMPLIANCE NO. IV 0021190
ROLL NO. 42425