



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. CS200403363

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

**KNOW ALL PERSONS BY THESE PRESENTS:**

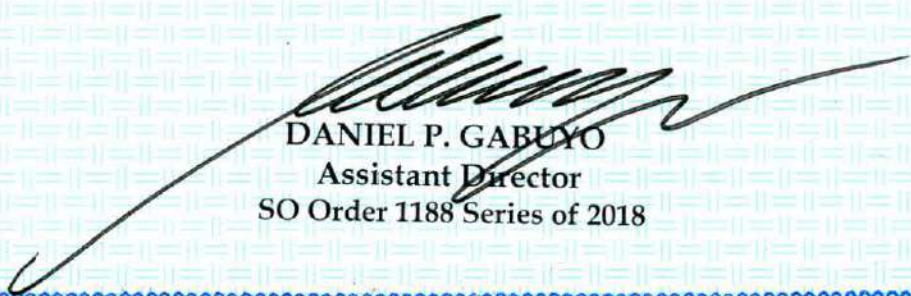
This is to certify that the amended articles of incorporation of the

**SUN LIFE PROSPERITY PESO STARTER FUND, INC.**  
**(Formerly: SUN LIFE PROSPERITY MONEY MARKET FUND, INC.)**  
**(Amending Articles I, III & VI thereof)**

copy annexed, adopted on April 29, 2014, July 18, 2017 and March 13, 2018 by majority vote of the Board of Directors and on July 20, 2016, November 17, 2017, and July 18, 2018 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 14<sup>th</sup> day of February, Twenty Twenty.

  
**DANIEL P. GABUYO**  
Assistant Director  
SO Order 1188 Series of 2018



# COVER SHEET

## COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AMENDED A01 - CHANGE CORP. NAME  
AMENDED BY LAWS - PRINCIPAL OFFICE

C S 2 0 0 4 0 3 3 6 3

E-NOTICES / NO. OF DIRECTORS

Former Company Name

S U H L I F E P R O S P E R I T Y M O H E Y

M A R K E T F U H D , I N C .

AMENDED TO:  
New Company Name

S U H L I F E P R O S P E R I T Y P E S O

S T A R T E R F U H D , I N C .

Principal Office (No./Street/Barangay/City/Town)Province)

S U H L I F E C E N T R E 5<sup>th</sup> A V E . C O R N E R

H I Z A L D R I V E B G C T A G U I G C I T Y

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Company's Facsimile Number/s

555-8888

849-9727

CONTACT PERSON INFORMATION

Name of Contact Person

Email Address

Telephone Number/s

Facsimile Number/s

ATTY. ANNA KATRINA C. KABITING-IBEXO

Annakatrina.Kabiting-Ibexoc@sunlife.com

555-8888

local 5698

Contact Person's Address

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

PRESENTED ON: \_\_\_\_\_

Document I.D.

COUNTER OFFICER: \_\_\_\_\_

Received by Corporate Filing and Records Division (CFRD)

PROCESSED BY: \_\_\_\_\_

Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

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AMENDED ARTICLES OF INCORPORATION

OF

SUN LIFE PROSPERITY PESO STARTER FUND, INC.

(Formerly known as the Sun Life Prosperity Money Market Fund, Inc.)<sup>1</sup>

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: That the name of the Corporation shall be:

SUN LIFE PROSPERITY PESO STARTER 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

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<sup>1</sup> As amended by a majority of the Board of Directors during a regular meeting on 18 July 2017 and by at least two-thirds of the issued and outstanding capital stock of the Corporation during continuation of the annual stockholders' meeting on 17 November 2017.



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 investment policies as well as to the applicable laws or 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 a 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 located is in Sun Life Centre, 5<sup>th</sup> Avenue corner Rizal Drive, Bonifacio Global City, 1634 Taguig City, Philippines.<sup>2</sup>

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:

<b>NAME</b>	<b>NATIONALITY</b>	<b>RESIDENCE</b>
Caesar P. Altarejos, Jr.	Filipino	89 Dallas cor. Cebu Streets, Phase III, BF Homes, Paranaque City

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<sup>2</sup> *Approved by the majority vote of the Board of Directors on 29 April 2014 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on 20 July 2016.*

Henry Joseph Herrera	Filipino	Scorpio cor. Libra Sts., Cinco Hermanos Subdivision, Marikina City
Raoul Littaua	Filipino	Blk 4 Lots 11 & 13, Donnaville BF Resort, Las Pinas City
Rizalina Mantaring	Filipino	12 Vicente Lim Street, Ayala Heights, Old Balara, Quezon City
Esther C. Tan	Filipino	16 Hornbill cor. Lark Streets, Greenmeadows Subdivision, Quezon City

**SIXTH:** That the number of directors of said corporation shall be six (6)<sup>3</sup> 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
Henry Joseph M. Herrera	Filipino	Scorpio cor. Libra Sts., Cinco Hermanos Subdivision, Marikina City
Raoul Antonio E. Littaua	Filipino	Block 4 Lots 11 & 13, Donnaville BF Resort, Las Pinas City
Feliciano L. Miranda, Jr.	Filipino	10/F Financial Centre, Diosdado Macapagal Blvd., Pasay City
Aleli Angela G. Quirino	Filipino	ACCRA Bldg., Gamboa cor. Salcedo Sts., Legaspi Village, Makati City
Esther C. Tan	Filipino	16 Hornbill cor. Lark Streets, Greenmeadows Subdivision, Quezon City

**SEVENTH:** (a) That the Capital stock of said corporation is TWO HUNDRED MILLION PESOS (PHP 200,000,000.00), Philippine Currency, and said capital stock is divided into Twenty Billion (20,000,000,000) shares with the par value of One Centavo (P0.01) per share. *(As amended and approved by majority vote of the Board of Directors on April 14, 2014, November 10, 2015 and March 13, 2017 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on April 29, 2014).*

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<sup>3</sup> *Approved by the majority vote of the Board of Directors on 13 March 2018 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on 18 July 2018.*



(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) To contact the advisory services of an asset management company providing the advisory services to execute any and all objectives of the corporation. To ensure that 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 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 so such Board seem proper, without first offering such stock or securities or any part thereof to existing stockholders.

**EIGHT:** That the amount of said capital stock which has been actually subscribed is TWO HUNDRED FIFTY THOUSAND PESOS (P250,000.00) 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.	Dutch	24,999,993	PhP 249,999.93
Esther C. Tan	Filipino	1	0.01
Caesar P. Altarejos, Jr.	Filipino	1	0.01
Henry Joseph M. Herrera	Filipino	1	0.01
Raoul Littaua	Filipino	1	0.01
Rizalina Mantaring	Filipino	1	0.01
Aleli Angela G. Quirino	Filipino	1	0.01
Feliciano L. Miranda, Jr.	Filipino	1	0.01
	TOTAL	25,000,000	PhP 250,000

**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:

<b>NAME</b>	<b>AMOUNT PAID</b>	<b>ADDITIONAL PAID-IN</b>
Sun Life of Canada (Philippines), Inc.	PhP 249,999.93	PhP 24,750,000
Esther C. Tan	1.00	
Caesar P. Altarejos, Jr.	1.00	
Henry Joseph M. Herrera	1.00	
Raoul Littaua	1.00	
Rizalina Mantaring	1.00	
Aleli Angela G. Quirino	1.00	
Feliciano L. Miranda, Jr.	1.00	
	<b>TOTAL:</b>	
	P250,000.00	

**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 Feb. 03, 2004 at Makati City.

**CAESAR P. ALTAREJOS, JR. (sgd.)**  
(sgd.)

**HENRY JOSEPH M. HERRERA**

**RAOUL ANTONIO E. LITTAUA (sgd.)**

**RIZALINA G. MANTARING (sgd.)**

**ESTHER C. TAN (sgd.)**



ACKNOWLEDGMENT

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

Personally came and appeared before me, the following persons with their respective Community Tax Certificates, to wit:

NAME	CTC NO.	DATE ISSUED	PLACE ISSUED
Caesar P. Altarejos, Jr.	00695892	4/22/03	Paranaque
Henry Joseph M. Herrera	14445986	2/24/03	Makati
Raoul Antonio E. Littaua	14485623	4/1/03	Makati
Rizalina G. Mantaring	05030322	5/21/03	Quezon City
Esther C. Tan	20831230	3/3/03	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.

WITNESS MY HAND, at the place above-written, on Feb. 03. 2004.

Doc. No. 113;  
Page No. 024;  
Book No. II  
Series of 2004.

ATTY. OLIVIA T. OLALIA (sgd.)  
Notary Public  
Until December 31, 2004  
PTR No. 7013308, 1/06/04 Makati City  
IBP No. 593132, 1/05/04 Pasig City







business days, as amended by at least a majority of the Board of Directors on 13 March 2018 pursuant to the second paragraph of Section 1, Article XIV of the By-Laws.

In accordance with the foregoing resolution, the undersigned further certifies that the approved amendments are as set forth below:

1. Amendment of corporate name from "Sun Life Prosperity Money Market Fund, Inc." to "Sun Life Prosperity Peso Starter Fund, Inc." (*As amended on 17 November 2017*);

2. Third Article of the Articles of Incorporation shall be amended as follows:

**"THIRD:** That the place where the principal office of the Corporation is to be established or located is at the Sun Life Centre, 5<sup>th</sup> Avenue corner Rizal Drive, Bonifacio Global City, 1634 Taguig City, Philippines. (*As amended on 20 July 2016*)"

3. The Sixth Article of the Articles of Incorporation has been amended as follows:

**"SIXTH:** That the number of directors of this Corporation shall be six (6) and the names, nationalities and residences of the first directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-laws are as follows: xxx (*As amended on 20 July 2018*)"

The first paragraph of Article II, Section 1 of the By-Laws shall be amended as follows:

**"SECTION 1. Board of Directors.** – Unless otherwise provided in the law, the corporate powers of the Corporation are exercised, its business conducted and its properties controlled and held, by a board of directors consisting of six (6) members elected from among the stockholders of the Corporation, said members so elected to hold their office for one year and until their successors are elected annually by the stockholders during their annual meeting or adjournment thereof, or at any special meeting called for the purpose. xxx"

4. Article 3, Section 3 of the Corporation's By-Laws shall be amended as follows:

**"SECTION 4. Notice of Meeting** – (a) Notices for regular or special meetings of shareholders may be sent by the Secretary by personal delivery, by telefax or by mail—physically or electronically, or by such other means of communication as may be allowed by law or regulations at least fourteen (14) days prior to the date of the meeting to each stockholder of record at his last known post office address or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In all meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting, unless the shareholders present at the meeting unanimously agree to include an item which shall then be transacted at the meeting as if it was included in the notice sent to the shareholders. When the



meeting of shareholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

“(b) Notices by electronic transmission or other means of communication shall be valid if sent to the address at which the stockholder has consented to receive notice. The stockholder shall inform the Corporation in writing if he wishes to revoke the consent to receive notices by electronic transmission or change the address to which the notices are sent.

“(c) Notices of meetings need not be published in the newspapers except when necessary to comply with the special requirements of applicable law or regulations.” *(Approved unanimously by the Board of Directors on 15 March 2016 and by a majority of the stockholders on 20 July 2016.)*

5. Article 2, Sections 3 and 4 of the Corporation’s By-Laws shall be likewise amended as follows:

SECTION 3. Meetings - Regular meetings of the Board of Directors shall be held on such dates and at such times and places as the Chairman of the Board or, in his absence, the President, at his own initiative or upon the request of a majority of the directors, may designate in the notice. Directors who are not physically present and are at different local or international locations may attend the meeting via teleconferencing or videoconferencing.

SECTION 4. Notice - Notice of at least three (3) calendar days of the regular or special meetings of the Board, specifying the date, time, and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telex, telefax, telegram, or by written or oral message or electronically. A director may waive this requirement, either expressly or impliedly. *(Approved unanimously by the Board of Directors on 15 March 2016 and by a majority of the stockholders on 20 July 2016.)*

6. Article 2, Section 2 of the Corporation’s By-Laws shall be likewise amended as follows:

SECTION 2. Nomination and Review Committee. - a) The members of the Board shall be elected from a list of nominees submitted by any shareholder not earlier than ninety (90) business days nor later than eighty (80) business days before the annual stockholders’ meeting to the Nomination Committee. The Nomination Committee shall have three (3) members elected by the Board of Directors, and will adopt a set of Nomination Committee Rules approved by the Board of Directors. The Nomination Committee shall review and accept or reject nominations to the Board of Directors based on the following qualifications: xxx *(As amended by at least*



2/3 of all members of the Board of Directors on 13 March 2018 pursuant to the second paragraph of Section 1, Article XIV of these By-Laws.)

IN WITNESS WHEREOF, we have hereunto set our hands this \_\_\_\_\_  
in \_\_\_\_\_.

*Benedicto C. Sison*  
**BENEDICTO C. SISON**  
Chairman  
TIN 304-968-236

*Maria Josefina A. Castillo*  
**MARIA JOSEFINA A. CASTILLO**  
Director and President  
TIN 177-087-619

*Aleli Angela G. Quirino*  
**ALELI ANGELA G. QUIRINO**  
Independent Director  
TIN 125-673-223

*Jemilyn S. Camania*  
**JEMILYN S. CAMANIA**  
Corporate Secretary  
TIN 918-719-776

SUBSCRIBED AND SWORN to before me this **NOV 18 2019** at  
**MAKATI CITY**, affiants having exhibited to me competent evidence of their identity as follows:

<u>Name</u>	<u>Passport No.</u>	<u>Date/Place Issued</u>
Benedicto C. Sison	P2684321A	11 April 2017/ DFA Manila
Maria Josefina A. Castillo	P2050182A	28 February 2017 / DFA Manila
Aleli Angela G. Quirino	EC8516762	19 August 2016 / DFA NCR East
Jemilyn S. Camania	EC2498769	22 October 2014 / DFA NCR South

Doc. No. 423  
Page No. 40  
Book No. 783  
Series of 2019.

*Rubert M. Ramirez*  
**RUBERT M. RAMIREZ**  
NOTARY PUBLIC  
UNTIL DEC. 31, 2019  
IBP NO. 050313/01.03.2019  
ROLL NO. 28947/MCLE 5/6 II-17  
PTR NO. MCT. 7333572/1-3-19 APPT NO. M. 12/  
2086 E. PASCUA ST., MAKATI CITY


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

### SECRETARY'S CERTIFICATE

I, **JEMILYN S. CAMANIA**, of legal age, with office address at 6<sup>th</sup> Floor, Sun Life Centre, 5<sup>th</sup> Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, being duly sworn, depose and state that:

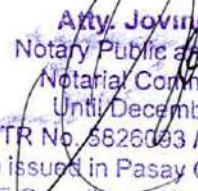
1. I am the duly elected and qualified Corporate Secretary of **SUN LIFE PROSPERITY MONEY MARKET FUND, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at Sun Life Centre, 5<sup>th</sup> Avenue corner Rizal Drive, Bonifacio Global City, Taguig City; and

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**  
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this **SEP 11 2018**, in **PASAY CITY** affiant exhibiting to me her competent evidence of identity, a Passport with no. EC2498769 issued on 22 October 2017 at DFA NCR South.

Doc. No. 7;  
Page No. 1;  
Book No. IX;  
Series of 2018.

  
**Atty. Jovino K. Ango**  
Notary Public and in Pasay City  
Notarial Commission 17-08  
Until December 31, 2018  
PTR No. 5826093 / IBP No. 1062667  
Both issued in Pasay City on Jan. 03, 2018  
MCLE Compliance No. V-0024151/10-25-18  
Roll of Attorney's No. 28761



AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

I, MARIA JOSEFINA A. CASTILLO, legal age, Filipino and with office address at 5<sup>th</sup> Floor, Sun Life Centre, 5<sup>th</sup> Avenue corner Rizal Drive, Bonifacio Global City, Taguig, after being duly sworn in accordance with law, depose and state that:

1. I am a Director/President of SUN LIFE PROSPERITY MONEY MARKET FUND, INC. (the "Corporation") which is in the process of amending its corporate name with the Securities and Exchange Commission (the "Commission").

2. I, on behalf of the Corporation, hereby undertake to change its corporate name, as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the 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 as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good custom or public policy.

2. 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 have hereunto signed this affidavit on the date and the place written below.

*mcastillo*  
MARIA JOSEFINA A. CASTILLO  
Director / President

MAR 26 2019

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_ 2019 in MAKATI CITY, affiant exhibiting to me her competent evidence of identity, a Passport No. P2050182A issued on 28 February 2017 at DFA, Manila.

Doc. No. 480;  
Page No. 97;  
Book No. 76;  
Series of 2019.

*[Signature]*  
ATTY. VIRGILIO R. BATALLA  
NOTARY PUBLIC FOR MAKATI CITY  
APPT. NO. M-37- UN PL DEC. 31, 2020  
ROLL OF ATTY. NO. 48348  
MCLE COMPLIANCE NO. V-0026676/4-11-2018  
IBP O.P. No. 706762-LIFETIME MEMBER JAN. 29, 2007  
PTR No. 7333020- JAT 03, 2019- MAKATI CITY  
EXECUTIVE BLDG. CENTER MAKATI AVE., COR., JUPITER ST.  
MAKATI CITY