



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

COMPANY REG. NO. CS201725847

**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 WORLD EQUITY INDEX
FEEDER FUND INC.**

**(Formerly: DECA HOMEBUILDER FUND, INC.)
(Amending Articles I & VI thereof)**

copy annexed, adopted on March 13, 2018 by majority vote of the Board of Directors and 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 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/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 15th day of March, Twenty Nineteen.


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 AOI OR BY-LAWS

CS 201725847

Former Company Name

DECA HOMEBUILDER FUND, INC.

AMENDED TO:
New Company Name

SUN LIFE PROSPERITY WORLD
EQUITY INDEX FEEDER FUND, INC.

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

SUN LIFE CENTRE 5TH AVE. CORNER
RIZAL DRIVE BGC TAGUIG CITY

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Company's Facsimile Number/s

555-8888

8499727

CONTACT PERSON INFORMATION

Name of Contact Person

Email Address

Telephone Number/s

Facsimile Number/s

ATTY. ANNA KATRINA C. KABIGTING-IBERO

AnnaKatrina.Kabigting-Ibero@sunlife.com

555 8888
local 8699

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

PRESENTED ON:
COUNTER CHECKED:
PROCESSOR:

Victory Bial

2/20/19

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

AMENDED ARTICLES OF INCORPORATION

OF

SUN LIFE PROSPERITY WORLD EQUITY INDEX FEEDER FUND, INC.
(Formerly known as DECA HOMEBUILDER 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 stock 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 WORLD EQUITY INDEX FEEDER FUND, INC.¹
(FORMERLY, DECA HOMEBUILDER 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 or other investment assets, 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

¹ *Approved by at least 2/3 of the outstanding capital stock and at least a majority of the Board of Directors in a meeting jointly held on 13 March 2018.*

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, 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 at the 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 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 |
|-------------------------|-------------|---|
| Rizalina G. Mantaring | Filipino | 12 Vicente Lim Street, Ayala Heights, Tandang Sora, Quezon City |
| Benedicto C. Sison | Filipino | 23 East Maya, Phil-Am, Quezon City |
| Valerie N. Pama | Filipino | 157 Fernando Street, Paseo de Magallanes, Makati City |
| Oscar M. Orbos | Filipino | Unit 34 Monteverde Mansions, 85 Xavier Street, Greenhills, San Juan, M.M. |
| Aleli Angela G. Quirino | Filipino | 404 Guevarra Avenue, San Juan City |

SIXTH: That the number of directors of said corporation shall be six (6)², 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:

² *Approved by at least 2/3 of the outstanding capital stock and at least a majority of the Board of Directors in a meeting jointly held on 13 March 2018.*

| NAME | NATIONALITY | RESIDENCE |
|-------------------------|-------------|---|
| Rizalina G. Mantaring | Filipino | 12 Vicente Lim Street, Ayala Heights, Tandang Sora, Quezon City |
| Benedicto C. Sison | Filipino | 23 East Maya, Phil-Am, Quezon City |
| Valerie N. Pama | Filipino | 157 Fernando Street, Paseo de Magallanes, Makati City |
| Oscar M. Orbos | Filipino | Unit 34 Monteverde Mansions, 85 Xavier Street, Greenhills, San Juan, M.M. |
| Aleli Angela G. Quirino | Filipino | 404 Guevarra Avenue, San Juan City |

SEVENTH: (a) That the capital stock of said corporation is TWO MILLION PESOS (Php2,000,000.00), Philippine Currency, and said capital stock is divided into TWO HUNDRED MILLION (200,000,000) common shares of the par value of One Centavo (Php0.01) per share.

(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 contract the advisory services of an asset management company to execute any and all of the 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 45 (Forty-Five) 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 so 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 (Php 500,000)** 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 Asset Management Company, Inc. | Dutch | 49,999,995 | Php499,999.95 |
| Rizalina G. Mantaring | Filipino | 1 | 0.01 |
| Benedicto C. Sison | Filipino | 1 | 0.01 |
| Valerie N. Pama | Filipino | 1 | 0.01 |
| Oscar M. Orbos | Filipino | 1 | 0.01 |
| Aleli Angela G. Quirino | Filipino | 1 | 0.01 |
| Total | | 50,000,000 | Php 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 PAID | ADDITIONAL PAID IN |
|--|-------------|--------------------|-----------------------|
| Sun Life Asset Management Company, Inc. | Dutch | Php 499,999.95 | Php 49,500,000.00 |
| Rizalina G. Mantaring | Filipino | 0.01 | 0.00 |
| Benedicto C. Sison | Filipino | 0.01 | 0.00 |
| Valerie N. Pama | Filipino | 0.01 | 0.00 |
| Oscar M. Orbos | Filipino | 0.01 | 0.00 |
| Aleli Angela G. Quirino | Filipino | 0.01 | 0.00 |
| Total | | Php 500,000 | Php 49,500,000 |

TENTH: That Candy P. Esteban has been elected by the subscribers as 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, 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 19th day of July 2017 at Taguig City.

[Sgd.]

RIZALINA G. MANTARING
TIN 108-112-169

[Sgd.]

BENEDICTO C. SISON
TIN 304-968-236

[Sgd.]

VALERIE N. PAMA
TIN 106-906-963

[Sgd.]

OSCAR M. ORBOS
TIN 100-568-593

[Sgd.]

ALELI ANGELA G. QUIRINO
TIN 125-673-223

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

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

BEFORE ME, a notary public for and in the City of Makati, on July 19, 2017 personally appeared the following persons with the documents identifying their identity:

| Name | Passport No. | Date/Place Issued |
|-------------------------|--------------|-----------------------------|
| Rizalina G. Mantaring | EC5964028 | 13 Nov. 2015 / DFA-Manila |
| Benedicto C. Sison | P2684321A | 11 April 2017 / DFA-Manila |
| Valerie N. Pama | P1484048A | 06 Jan. 2017 / DFA-Manila |
| Oscar M. Orbos | EC3618407 | 09 Mar. 2015 / DFA-NCR East |
| Aleli Angela G. Quirino | EC8516762 | 19 Aug. 2016 / DFA-NCR East |

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.

(sgd)
DENNICE ERICA I. DAVID
Notary Public from Makati City
Appointment No. M-508 (2016-2017)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City 1227
Roll of Attorneys No. 66465
Admitted to the BAR 2016
IBP No. 1041795; 01/06/2017; Makati City
PTR No. 5913248; 01/05/2017; Makati City

Doc. No. 38;
Page No. 9;
Book No. II;
Series of 2017.

MAR 01 2019

RECEIVED

DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned Chairman, majority of the members of the Board of Directors, and the Corporate Secretary of **DECA Homebuilder Fund, Inc.** (the "Corporation"), after being sworn to in accordance with law, do hereby certify that the accompanying documents, attached as Annex "A" and Annex "B", are the true and correct copies of the Amended Articles of Incorporation and Amended By-Laws of the Corporation, respectively, embodying amendments to change the corporate name from "DECA Homebuilder Fund, Inc." to "Sun Life Prosperity World Equity Index Feeder Fund, Inc." and to increase the number of directors from five (5) to six (6). Said amendments were duly approved and adopted by at least two-thirds of the outstanding capital stock and at least a majority of the Board of Directors of the Corporation in a meeting jointly held on 13 March 2018 in Taguig City.

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

1. Amendment of corporate name from "DECA Homebuilder Fund, Inc." to "Sun Life Prosperity World Equity Index Feeder Fund, Inc."; and

2. The Sixth Article of the Articles of Incorporation shall be 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 13 March 2018)"

3. The first paragraph of Article II, Section 1 of the By-Laws, 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"

SEP 11 2018

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

PASAY CITY

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

Oscar M. Orbos
OSCAR M. ORBOS
Independent Director
TIN 100-568-593

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

PASAY CITY

SUBSCRIBED AND SWORN to before me this SEP 11 2018 at _____, 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 |
| Oscar M. Orbos | EC3618407 | 09 March 2015 / DFA NCR East |
| Jemilyn S. Camania | EC2498769 | 22 October 2014 / DFA NCR South |

Doc. No. 6;
Page No. 1;
Book No. N;
Series of 2018.

Jovino K. Ange
Atty. Jovino K. Ange
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, 2013
MCLC Compliance No. V-002415110-25 18
Roll of Attorney's No. 2015

REPUBLIC OF THE PHILIPPINES)
) S.S.

PASAY CITY

SECRETARY'S CERTIFICATE

I, **JEMILYN S. CAMANIA**, of legal age, with office address at 6th Floor, Sun Life Centre, 5th 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 **DECA Homebuilder 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, 5th 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

AUG 29 2018 PASAY CITY

SUBSCRIBED AND SWORN TO before me this _____, in _____
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. 84;
Page No. 17;
Book No. VIII;
Series of 2018.


Atty. Jovino R. Angel
Notary Public and in Pasay City
Notarial Commission 17-08
Until December 31, 2018
PTR No. 5825093 / 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. 2875*

AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

I, MARIA JOSEFINA A. CASTILLO, legal age, Filipino and with office address at 5th Floor, Sun Life Centre, 5th 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 DECA HOMEBUILDER 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.


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. 479;
Page No. 97;
Book No. 16;
Series of 2019.


ATTY. VIRGILIO R. BATALLA
NOTARY PUBLIC FOR MAKATI CITY
APPT. NO. M-37- UN P/L DEC. 31, 2020
ROLL OF ATTY. NO. 48348
MCLE COMPLIANCE NO. V-0026676/4-11-2018
IBP O.R No. 706762-LIFETIME MEMBER JAN. 29, 2007
PTR No. 7533020- JAI: 03, 2019- MAKATI CITY
EXECUTIVE BLDG. CENTER MAKATI AVE., COR., JUPITER ST
MAKATI CITY