



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila



COMPANY REG. NO.: [REDACTED]

**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

GTS INSURANCE BROKERS INC.

(Secondary Purpose and Change of Principal Office Address)

copy annexed, adopted on April 7, 2025 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds (2/3) 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, this 15th day of May, Two Thousand Twenty-Six.



DANIEL P. GABUYO

Assistant Director

S.O. Order 1188 Series of 2018

Company Registration and Monitoring Department

COVER SHEET
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

REGISTRATION

SEC Registration Number

Company Name

G T S I N S U R A N C E B R O K E R S I N C

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

S U I T E 8 1 0 P R E S T I G E T O W E R

F O R T I G A S J R R D O R T I G A S C E N T E R

S A N A N T O N I O P A S I G C I T Y

ZIP CODE

1 6 0 5

COMPANY INFORMATION

Company's Email Address

gts@gtsinsure.com

Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

CHERYL-ANN T. ESTRADA

Email Address

Telephone Number/s

Mobile Number

Contact Person's Address

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor:

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

AMENDED
ARTICLES OF INCORPORATION
OF
GTS INSURANCE BROKERS, INC.

That we, all of legal age, have this day voluntarily associated ourselves for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be GTS INSURANCE BROKERS, INC.

SECOND: That the purchase of which such corporation is formed shall be to engage in the general business of insurance brokerage and consultancy and management, more particularly as follows:

- a) To act as insurance and/or reinsurance brokers along such lines as life, health, health maintenance organization (HMO), accident, fire and allied lines, motor car, casualty, surety and fidelity, marine cargo, marine hull, comprehensive liability insurance and/or allied risks, aviation insurance and/or such other insurance coverages allied with and incident to the above enumerated lines. (as amended on April 7, 2025)
- b) To act and engage in management relative to insurance and/or reinsurance, whether life or non-life, and for this purpose, to receive, own, purchase, collect or otherwise acquire, underwrite, obtain, and interest in, hold, manage or otherwise the business of any corporation, partnership or entity engaged in such insurance and/or reinsurance business.
- c) To avail the extend to such corporation, partnership or entities facilities including the services and expertise of insurance and reinsurance expert, whether locally or foreign trained, subject to the limitation impose by the laws.

SECONDARY PURPOSES

a) To receive, own, purchase, collect or otherwise acquire, obtain an interest in, hold, pledge, hypothecate, mortgage, assign, deposit, create, trust with respect to, deal in, exchange, sell or otherwise dispose of all kinds of shares, stocks, voting trust certificates, bonds, mortgages, debentures, trust receipts, notes and other securities, obligations, certificates of interest, choses in action and evidences of indebtedness, including promissory notes, drafts, bills of exchange, letters of credit and negotiable instruments of any person, corporation, partnership, association, governmental entity or agency, whether national or municipal, domestic or foreign.

b) To purchase, acquire or take over any securities, rights, properties, business or assets of all kinds and, undertake or assume the whole or any part of the obligations or liabilities of any person, corporation, association, partnership, or governmental agency or entity, and manage, operate or administer the whole or any part of the business or properties so acquired;

c) To act as financial investment counsellor and manager, agent, commercial representative or broker or factor of any person, corporation, partnership, association or other entity engaged in any line of business, enterprise or industry;

d) To apply for, obtain, register, purchase, lease, sell, assign, or otherwise dispose of processes, trademarks, trade-names, copyrights, patents, licenses, franchises, concessions and the like, whether used in connection with or secured under letters patent of, or issued by any authority or country, and to issue, exercise, develop and grant licenses in respect thereof or otherwise turn the same to account;

e) To borrow or raise money for any purposes of the corporation;

f) To engage in or carry on the business of general merchandising, importation and exportation of goods and wares of whatever nature;

g) To do everything necessary, proper, suitable or convenient for the attainment of the purposes and objectives and the furthermore or the powers herein set forth, and to do and perform every act and things incidental thereto or connected therewith as far as the laws of the Philippines may permit.

THIRD. That the place where the principal office of the corporation is to be established at Suite 810 Prestige Tower, F. Ortigas Jr. Road, Ortigas Center, Pasig City (as amended on April 7, 2025)

FOURTH. That the names, nationalities and residences of the incorporators of said corporation are as follows:

Name	Nationality	Residence
Zenaida G. Tiambeng	Filipino	
Regina A. Lim	Filipino	
Tita T. Garcia	Filipino	
Ma. Luisa G. Sison	Filipino	
Ma. Victoria G. Tiambeng	Filipino	
Fredrick G. Tiambeng	Filipino	

SIXTH. That the number of directors of said corporation shall be six (6) and the names, nationalities and residence of the directors, who are to serve until their successors are elected and qualified as provided by the By-Laws, are as follows:

Name	Nationality	Residence
Zenaida G. Tiambeng	Filipino	
Tita T. Garcia	Filipino	

Ma. Luisa G. Sison	Filipino
Regina A. Lla	Filipino
Ma. Victoria G. Tiambeng	Filipino
Fredrick G. Tiambeng	Filipino

SEVENTH. That the capital stock of said corporation is TWENTY MILLION PESOS (P20,000,000.00), Philippine Currency, and said capital stock is divided into TWO HUNDRED THOUSAND (200,000) SHARES of common stock at the par value of ONE HUNDRED PESOS (P100.00) each (as amended October 15, 2014). The sale, Transfer, or disposition of any stock to any person other than a registered stockholder, immediate member of the family or to a family corporation of the seller, must be first be offered to the remaining stockholders. The offer, stating the price and terms, shall be filed in writing with the Corporate Secretary. The stockholders shall exercise their option to purchase the stock in proportion to their respective stockholdings within ten (10) working days from receipt of written offer after which period the seller has the right to offer any balance not purchased to any other person. Any sale, transfer, or disposition of stock contrary to the foregoing condition shall be null and void.

The forgoing conditions shall be binding upon the heirs, legatees, devisees, successors, executors, administrators and legal representatives of the stockholders.

All the foregoing conditions shall be indicated in the stock certificate in the stock certificates to be issued by the corporation.

EIGHT. That the amount of said capital stock which has been actually subscribed is TWO HUNDRED FIFTY THOUSAND (P250,00.00), Philippine Currency, and the following persons have subscribed for the number

of shares and the amount of capital stock set out after their respective names:

<u>Name</u>	<u>No of Shares Subscribed</u>	<u>Amount of Capital Subscribed</u>
Zenaida G. Tiambeng	2,000	P 200,000.00
Tita T. Garcia	100	10,000.00
Ma. Luisa G. Sison	100	10,000.00
Regina A. Lim	100	10,000.00
Ma. Victoria G. Tiambeng	100	10,000.00
Fredrick G. Tiambeng	100	10,000.00
TOTAL	2,500	P 250,000.00

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

<u>Name</u>	<u>No. of Shares Subscribed</u>	<u>Amount Paid on Subscription</u>
Zenaida G. Tiambeng	2,000	P 50,000.00
Tita T. Garcia	100	2,500.00
Ma. Luisa G. Sison	100	2,500.00
Ma. Victoria G. Tiambeng	100	2,500.00
Fredrick G. Tiambeng	100	2,500.00
Regina A. Lim	100	2,500.00
TOTAL	2,500	P62,500.00

TENTH. That MA. VICTORIA G. TIAMBENG has been duly elected by the subscribers as Acting Treasurer of the corporation to act as such until her successor has been 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 receipt in its name for all subscription paid in by said subscribers.

ELEVENTH. That no transfer of stocks or interest therein which will reduce the ownership of Filipino citizenship to less than the required percentage of capital shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction should be indicated in all its stock certificates.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of September 1936 at Makati, Metro Manila, Philippines.

REZAIDA G. TIAMENG /

TITA F. GARCIA

MA. LUISA G. SISON

REYENA A. LI

MA. VICTORIA G. TIAMENG

FREDRICK G. TIAMENG

SIGNED IN THE PRESENCE OF:

Amado del Mundo

Thais F. Benao

NOTED TRUE COPY

REPUBLIC OF THE PHILIPPINES }
MANILA } S.S.

On this 27th day of February, before me, the undersigned
Notary Public in and for Makati, Metro Manila, personally appeared
the following individuals exhibiting to me their respective Residence
Certificates as follows:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date & Place of Issue</u>
Zenaida G. Tiambong		2/16/87 Manila
Regina A. Lim		2/16/87 Manila
Fita T. Garcia		2/16/87 Manila
Ma. Luisa G. Sison		2/16/87 Manila
Ma. Victoria G. Tiambong		2/16/87 Manila
Fredrick G. Tiambong		2/16/87 Manila

all of whom are personally known to me and to me known to be the persons
whose names are subscribed to and who executed the foregoing Articles
of Incorporation and acknowledged to me that they executed the same as
an act of their free will and deed.

WITNESS MY HAND AND NOTARIAL SEAL at the place and on the date first
hereinafore written.

BENJAMIN G. MIRANDA
NOTARY PUBLIC
Until December 31, 1988
PTR No. AN-M6539-JULI4-A-5
Issued at _____
Issued on _____

Doc. No. 10
Page No. 3
Book No. xix
Series of 1987.

CERTIFIED TRUE COPY



**REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION**

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. [REDACTED]

**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

**GTS INSURANCE BROKERS, INC.
(Amending Article VII thereof)**

copy annexed, adopted on October 24, 2025 by a 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 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 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 the SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 9th day of July, Twenty-Two-Six.

DONDIE Q. ESGUERRA
Director

Financial Analysis and Audit Department

GVC/bc



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SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. [REDACTED]

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

GTS INSURANCE BROKERS, INC.

from P20,000,000.00 divided into 200,000 shares of the par value of P100.00 each, to P25,000,000.00 divided into 250,000 shares of the par value of P100.00 each, approved by majority of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on October 24, 2025 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 37 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 9th day of July, Twenty Twenty-Six.

DONDIE Q. ESGUERRA
Director

Financial Analysis and Audit Department

GVC/bc