



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.: A200200846

**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

**FIRE SERVICES MUTUAL BENEFIT
ASSOCIATION, INCORPORATED**

**(Change of Principal Office Address and Decrease in the number of the Board
and Article VI)**

copy annexed, adopted on December 7, 2022 by majority vote of the Board of Trustees and by the vote of at least two-thirds (2/3) of the members of the association, and certified under oath by the Corporate Secretary and a majority of the Board of Trustees 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.

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 24th day of April, Two Thousand Twenty-Five.



DANIEL P. GABUYO
Assistant Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

A 2 0 0 2 0 0 8 4 6

Former Company Name

F I R E S E R V I C E S M U T U A L B E N E F I T
A S S O C I A T I O N I N C O R P O R A T E D

AMENDED TO:
New Company Name

N / A

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

U N I T 4 1 8 1 4 5 U N I O N S Q U A R E O N E
C O N D O M I N I U M 1 5 T H A V E N U E , B R G Y
S O C O R R O C U B A O Q U E Z O N C I T Y 1 1 0 9

Company Email Address

fsmbai1@yahoo.com.ph

COMPANY INFORMATION

Company's Telephone Number/s

(02) 8709 - 2230

Mobile Number

(+63) 921-319-1450

CONTACT PERSON INFORMATION

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

Name of Contact Person

HENRY M MOJICA

Email Address

fsmbai2004@gmail.com

Telephone Number/s

(02) 8709 - 2230

Mobile Number

(+63)933-871-0342

Contact Person's Address

UNIT 418, 145 UNION SQUARE ONE CONDOMINIUM 15TH AVENUE, BRGY. SOCORRO, CUBAO, QUEZON CITY

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

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 THE FIRE SERVICES
MUTUAL BENEFIT ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are Filipino citizens, of legal age and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a non-stock and non-profit association under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

First -That the name of the Association shall be FIRE SERVICES
MUTUAL BENEFIT ASSOCIATION, INC.

Second -That the aims and purposes of the Association are:

1. To provide insurance, retirement, investments, and savings (IRIS) benefits to Members and their families;
2. To cultivate the values of thrift, industry and savings among members;
3. To provide financial, material aid and comforts to members and their families in case of losses, disability, necessities, unemployment, old age, as may be authorized by statutes or regulations prescribed by competent authority;
4. To foster brotherhood and mutual assistance among members; and
5. In general, to do such acts and things and to undertake such activities not otherwise prohibited by law which are calculated to help Members and their families and necessary for the accomplishment of the aims and purposes for which the Association has been organized.

Third -That the Association shall have its principal office at Unit 418, 145 Union Square One Condominium, 15th Avenue, Brgy. Socorro, Cubao, Quezon City, Metro Manila. (Amended as of December 07, 2022)

Fourth -That the term for which said Association will exist is fifty (50) years from and after the date of its incorporation.

Fifth -That the names, nationalities and residences of the Incorporators of the Association are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Edwin B. Tabaranza	Filipino	Rm 507, BFP, Union Square Condo., 15th Ave., Cubao, Quezon city
Victoriano C. Remedio	Filipino	Tip-tip Rd., Mangga Dist., Tagbilaran City
Arturo Ofrecio	Filipino	Blk 18, L-11 Phase O, Francisco Homes, Brgy Narra, SJDM
Jaime B. Gaddy	Filipino	#1809 Biak-na-Bato St., Manila
Joseph B. Bacareza	Filipino	54 Evangelista St., Proj. 4, Q.C.
Nelson N. Feliciano	Filipino	Sto. Tomas South, Jaen, Nueva Ecija

Efren P. Guardiano	Filipino	CP Karingal Cmpnd., Sikatuna Vill., QC
Benjamin Fabella	Filipino	Chico St., SAS, Cainta, Rizal
Pacifico G. Tecson	Filipino	#98 Zapote III Bacoor Cavite
Jose C. Estrada, Jr.	Filipino	#1454 Alvarez St., Sta. Cruz, Manila
Arnold D. Awing	Filipino	San Pascual, Rizal, Kalinga
Belmore B. Bringas, Jr.	Filipino	144 Villa Manzano St., Bangued, Abra
Francisca N. Ramilo	Filipino	B-5 L-14 Camilla Homes, Tunasan, Muntinlupa City
Renato M. Molina	Filipino	145 Union Square Cond., 15th Ave., QC
Marchel D. Pangilinan	Filipino	Lot 20 Blk 21, Mahogany Village, Pulo, Cabuyao, Laguna

Sixth -That membership in the Association shall be open to all uniformed and non-uniformed personnel and employees of the BUREAU of FIRE PROTECTION (BFP) **in the active or retired status, employees of the Fire Services Mutual Benefit Association, Inc. (FSMBAI), and qualified dependents by affinity or consanguinity of regular members.** (Amended as of December 07, 2022)

Seventh -That the members of the Board of Trustees of said Association shall be **FIVE (5)** and that the names, nationalities and residence of the first trustees of the Association are as follows: (Amended as of December 07, 2022)

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Edwin B. Tabaranza	Filipino	Rm 507, BFP, Union Square Condo., 15th Ave., Cubao, Quezon city
Victoriano C. Remedio	Filipino	Tip-tip Rd., Mangga Dist., Tagbilaran City
Arturo Ofrecio	Filipino	Blk 18, L-11 Phase O, Francisco Homes, Brgy Narra, SJDM
Jaime B. Gaddy	Filipino	#1809 Biak-na-Bato St., Manila
Joseph B. Bacareza	Filipino	54 Evangelista St., Proj. 4, Q.C.
Nelson N. Feliciano	Filipino	Sto. Tomas South, Jaen, Nueva Ecija
Efren P. Guardiano	Filipino	CP Karingal Cmpnd., Sikatuna Vill., QC
Benjamin Fabella	Filipino	Chico St., SAS, Cainta, Rizal
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Jose C. Estrada, Jr.	Filipino	#1454 Alvarez St., Sta. Cruz, Manila
Arnold D. Awing	Filipino	San Pascual, Rizal, Kalinga
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Francisca N. Ramilo	Filipino	B-5 L-14 Camilla Homes, Tunasan, Muntinlupa City
Renato M. Molina	Filipino	145 Union Square Cond., 15th Ave., QC
Marchel D. Pangilinan	Filipino	Lot 20 Blk 21, Mahogany Village, Pulo, Cabuyao, Laguna

Eighth -That the capital of the Association was contributed by the incorporators and trustees who are also members of the Association as follows:

<u>Name</u>	<u>Contribution</u>
Edwin B. Tabaranza	₱ 500.00
Victoriano C. Remedio	500.00
Arturo Ofrecio	500.00
Jaime B. Gaddy	500.00
Joseph B. Bacareza	500.00
Nelson N. Feliciano	500.00

Efren P. Guardiano	500.00
Benjamin Fabella	500.00
Pacifico G. Tecson	500.00
Jose C. Estrada, Jr.	500.00
Arnold D. Awing	500.00
Belmore B. Bringas, Jr.	500.00
Francisca N. Ramilo	500.00
Renato M. Molina	500.00
Marchel D. Pangilinan	500.00
Total - - - - -	<u>₱ 7,500.00</u>

No list of additional members attached.

Ninth -That no part of the income obtained incident to its operation shall be distributed as dividends to its members, trustees, or officers, subject to the provisions of the Corporation Code. Any profit obtained by the Association as a result of its operation, whenever necessary or proper, shall be used for the furtherance of the purposes enumerated in Article II, subject to the provisions of Title XI of the Corporation Code.

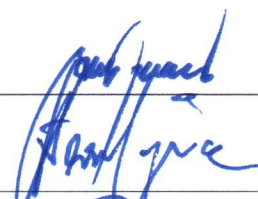
Tenth -That Francisca N. Ramilo has been elected Treasurer of the Association to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, he has been authorized to receive for the Association and to receipt in its name for all fees, contributions and other moneys paid to it.

Eleventh -That the Association manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

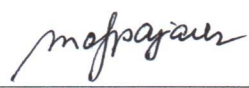
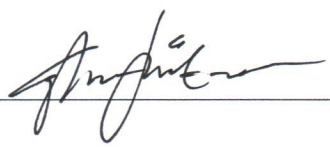
Twelfth -That the Association shall comply with all laws, rules and regulations for non-stock corporations in the course of its operation.

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IN WITNESS WHEREOF, we have hereunder set our hands on this 07th day of December, 2022 at Quezon City, Metro Manila.

<u>Name</u>	<u>Signature</u>
Jesus P. Fernandez	
Henry M. Mojica	
Ronel M. Maltezo	
Johnny L. De Leon	
Felix B. Medes	
Aileen F. Ermino	
Victor Jose D. Espedido	
Efren P. Guardiano	

WITNESSES

	
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ACKNOWLEDGEMENT

Republic of the Philippines)
Quezon City, Metro Manila) S.S.

QUEZON CITY

BEFORE ME, a Notary Public in and for _____, Philippines, this
_____ day of OCT 01 2024, 20____ personally appeared:

Name	CTC No.	Date	Place
Jesus P. Fernandez	<u>F94001</u>	<u>04/27/2023</u>	<u>QUEZON CITY</u>
Henry M. Mojica	<u>RET-22-1423</u>	<u>11/09/2022</u>	<u>QUEZON CITY</u>
Ronel M. Maltezo	<u>M95002</u>	<u>02/11/2022</u>	<u>QUEZON CITY</u>
Johnny L. De Leon	<u>094012</u>	<u>03/29/2022</u>	<u>QUEZON CITY</u>
Felix B. Medes	<u>RET-24-241</u>	<u>04/25/2024</u>	<u>QUEZON CITY</u>
Aileen F. Ermino	<u>E17071</u>	<u>01/13/2023</u>	<u>QUEZON CITY</u>
Victor Jose D. Espedido	<u>E15074</u>	<u>01/15/2023</u>	<u>QUEZON CITY</u>
Efren P. Guardiano	<u>RET-2022-1422</u>	<u>11/11/2022</u>	<u>QUEZON CITY</u>

All known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and acknowledged to me that the same is their own free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my Notarial Seal at the place and on the date first above stated.

NOTARY PUBLIC

ATTY. HILARIO A. UNTAYAO
Not. Com. Expires 31 December 2025
Roll No. 83825 - IBP No. 380061 (2024)
PTR No. 5561573 (2024-Quezon City)
MCLE No. VII-0000996 (Until 2025)
26 Columbia St., Cubao, Quezon City

Doc. No. 1685;
Page No. 99;
Book No. 61;
Series of 2024.



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.: A200200846

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of the

**FIRE SERVICES MUTUAL BENEFIT
ASSOCIATION, INCORPORATED**

copy annexed, adopted on December 7, 2022 by majority vote of the Board of Trustees and by the vote of at least two-thirds (2/3) of the members of the corporation, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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 24th day of April, Two Thousand Twenty-Five.




DANIEL P. GABUYO
Assistant Director
Company Registration and Monitoring Department

“AMENDED”

**BY-LAWS
OF THE FIRE SERVICES
MUTUAL BENEFIT ASSOCIATION, INCORPORATED**

ARTICLE I – NAME AND DOMICILE

Section 1. The name of the Association shall be FIRE SERVICES MUTUAL BENEFIT ASSOCIATION, INCORPORATED, hereinafter referred as The Association.

Section 2. The principal office of The Association shall be at Unit 418, 145 Union Square One Condominium, 15th Avenue, Brgy. Socorro, Cubao, Quezon City, Metro Manila. (Amended as of December 07, 2022)

ARTICLE II – AIMS AND PURPOSES

The aims and purposes of the Association are:

1. To provide insurance, retirement, investments, and savings (IRIS) benefits to Members and their families;
2. To cultivate the values of thrift, industry and savings among members;
3. To provide financial, material aid and comforts to members and their families in case of losses, disability, necessities, unemployment, old age, as may be authorized by statutes or regulations prescribed by competent authority;
4. To foster brotherhood and mutual assistance among members; and
5. In general, to do such acts and things and to undertake such activities not otherwise prohibited by law which are calculated to help Members and their families and necessary for the accomplishment of the aims and purposes for which the Association has been organized.

ARTICLE III – MEMBERSHIP

Section 1. Membership are classified either regular or associate members, as defined hereunder:

- a. Regular members are uniformed and non-uniformed employees and personnel of the Bureau of Fire Protection (BFP) in the active and retired status;
- b. Associate members are employees of Fire Services Mutual Benefit Association, Inc., and qualified dependents by affinity or consanguinity of regular members. (Amended as of December 07, 2022)

Section 2. Membership shall be voluntary, by application, and subject to the approval by the Board of Trustees. (Amended as of December 07, 2022)

Section 3. Such membership shall be effective upon the approval by the Board of Trustees and on the date of payment of the membership fee and/or of the first monthly contribution whichever comes first. (Amended as of December 07, 2022)

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ARTICLE IV – OBLIGATIONS OF MEMBERS

Each Member shall pay the membership fee and dues as determined by the Board of Trustees and the monthly contributions required for the benefits applied for.

ARTICLE V – BENEFICIARIES

Section 1. Each Member shall designate the person or group of persons as beneficiary/ies. In the absence of such designation, the beneficiary/ies listed in the Certificate of Legal Beneficiary of the Member issued by the Bureau shall apply.

Section 2. When the conditions in the preceding Section 1 do not apply, Member's death benefits and other amounts accruing to his estate will be disposed in accordance with the law of succession.

ARTICLE VI – BENEFITS, RIGHTS AND PRIVILEGES OF MEMBERS

Section 1. Benefits of a regular member:

1. To receive the benefits applied for.
2. To enjoy such privileges as the Board of Trustees may prescribe from time to time.
3. To vote in person or by proxy and be voted as members of the Board of Trustees.
4. To participate in all meetings of the General Membership.
(Amended as of December 07, 2022)

Section 2. Benefits of an associate member:

1. To receive the benefits applied for.
2. To enjoy such privileges as the Board of Trustees may prescribe from time to time.
3. To participate in all meetings of the General Membership.
(Amended as of December 07, 2022)

ARTICLE VII – TERMINATION AND EXPULSION OF MEMBERS

Section 1. The membership of a regular or associate Member shall be terminated upon any of the following grounds: (Amended as of December 07, 2022)

1. Voluntary withdrawal; and
2. Failure to pay fees, dues, and any contribution due within the extended time of the grace period.

Section 2. A regular or associate member shall be expelled from and his/her membership be terminated in The Association: (Amended as of December 07, 2022)

1. Upon being found, by the majority of the Board of Trustees, to be working against the interest of The Association; (Amended as of December 07, 2022) and
2. Upon the final conviction by any court of justice for a crime involving moral turpitude.

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ARTICLE VIII – SOURCES AND SEPARATION OF FUNDS

Section 1. The funds and income of The Association shall come from the following sources:

1. Contributions of Members,
2. Earnings from investments,
3. Savings in Insurance,
4. Donations,
5. Membership fees and dues, and
6. **Other legitimate sources.** (Amended as of December 07, 2022)

Section 2. The funds of The Association shall be divided into separate funds as follows:

1. Benefits Fund consists of the Individual Retirement and Savings Accounts of all Members. This Fund, also called as **Mutual Benefit Fund**, equal to fifty percent (50%) which comes from the Contributions of Members net of Expense Allowance and Insurance Cost Allowance. **This Fund is invested as stated in the Investments Program in the BENEFITS PLAN of the Association mainly in loans to the Members. Amounts of this Fund, not immediately needed for loans, shall be allocated to Investments Fund at yearend for investments in short-term interim placements in order to optimize earning of this Fund.** (Amended as of December 07, 2022)
2. Investments Fund is the Benefit Fund itself in its aggregate and cumulative amount. **Amounts of this Fund shall be invested in short-term interim placements in order to optimize earning of this Fund.** In addition, this Fund comes from part of the Earnings from Benefit and Insurance Fund. (Amended as of December 07, 2022)
3. Insurance Fund consists of the Insurance Cost equal to thirty (30%) deducted from the Contributions of the Members. The Fund shall pay the reinsurance costs and claims for insurance benefit of those on the Association's self-insured basis during the year. **Any net savings of this fund during the year are allocated at yearend to Investment Fund for additional investment purposes as approved by the Board of Trustees.** (Amended as of December 07, 2022)
4. General Fund consists of the fifteen percent (15%) Expense Allowance deducted from the Contributions of Members and five percent (5%) **reserve for Guaranty Fund**. The General Fund shall pay the operation and management services of The Association, including expenses incidental to the functions of the Board of Trustees and General Membership. (Amended as of December 07, 2022)

ARTICLE IX – INVESTMENTS

Section 1. The Investments Fund shall all be invested in the Investments Program in the BENEFITS PLAN of The Association.

Section 2. The amounts of the Investments Fund shall be invested only on an interim basis in short-term placements in Government and Money Market (with recourse provision) securities.

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ARTICLE X – GENERAL MEMBERSHIP MEETINGS

Section 1. The General Membership shall hold its General Assembly meetings at the Head Office of The Association or at any place designated by the Board of Trustees on the first Saturday of April. At these meetings, the President shall render the Annual Report of the Association to the General Membership. The members of the Board of Trustees are elected during the General Assembly meeting every three (3) years. (Amended as of December 07, 2022)

Section 2. The presence of majority of Members in person or by proxy constitutes a quorum to conduct business and affirmative assent of the majority of the General Membership present at a meeting shall be necessary to pass a valid resolution, except when required by law otherwise. (Amended as of December 07, 2022)

ARTICLE XI – ELECTIONS

Section 1. The members of the Board of Trustees shall be elected by plurality vote by the General Membership every three years which will be held at the Head Office of the Association or at any designated place by the Board of Trustees. **Only regular members shall be entitled to vote.** (Amended as of December 07, 2022)

Section 2. Immediately after their election, the elected trustees shall organize by electing the officers of The Association. The elected trustees and officers will assume office immediately.

Section 3. Voting shall be held by secret ballot on a one-member, one-vote basis either in person or by proxy provided that the votes of absent Members shall be cast by a Member chosen by him with a certificate duly notarized by a notary public.

Section 4. Candidates for the members of the Board of Trustees shall be nominated on the floor.

Section 5. At least sixty (60) days before the election, the Board of Trustees shall create a Committee on Elections of three members who shall manage the conduct of elections. Members of the Committee of Elections shall not be eligible as candidates to the Board of Trustees during the meeting.

Section 6. The Committee on Elections shall promulgate rules and regulations to govern the conduct of elections. It shall, among other matters pertinent to the holding of election, pass on the qualifications of candidates, prepare and issue ballots, supervise the voting, canvass the votes and proclaim the winning candidates. The results of the elections duly certified by the Committee shall be final.

Section 7. At least sixty (60) days before election, the members shall be informed by a notice thru two (2) nationally circulated newspapers.

ARTICLE XII – BOARD OF TRUSTEES

Section 1. There shall be five (5) members of the Board of Trustees who shall be elected in the manner herein provided and serve for three (3) years from

the date of their qualification until their successors shall have been elected and duly qualified. **(Amended as of December 07, 2022)**

Section 2. Any vacancy occurring in the Board of Trustees, other than by removal by the members or by expiration of term, may be filled by the vote of at least a majority of the remaining trustees if still constituting a quorum. Otherwise, said vacancy must be filled by the members in a special meeting called for the purpose. A trustee so elected shall hold office only for the unexpired term.

Section 3. Trustees shall be entitled to reasonable per diems and allowances to be determined by the Board of Trustees and upon approval by a majority of the members at the general membership assembly meeting.

Section 4. A member of the Board of Trustees in office, except as required by law, shall not be employed in The Association and until one (1) year has elapsed from the end of tenure.

Section 5. A Trustee may be removed from the office for cause by a vote of two-thirds of the General Membership in a special meeting called for the purpose upon petition of a majority of the General Membership.

ARTICLE XIII – POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. The Board of Trustees shall perform the following powers and duties:

1. Direct, supervise and control the business affairs, property and funds of The Association and shall adopt such rules and regulations that are not inconsistent with law and this By-laws for the management and the guidance of the officers, employees and members of The Association;
2. Approve/disapprove applications for membership as recommended by Management.
3. Approve all kinds of assistance to Members as recommended by Management;
4. Approve all contracts, investments and indebtedness of The Association as recommended by management;
5. Enter into any obligation or contract essential to the attainment of the purposes for which The Association was organized;
6. Determine from time to time the organization structure of the management staff and rules and regulations for the operation of The Association as recommended by Management;
7. Suspend, dismiss or penalize any officer or employee for violations of rules and regulations duly promulgated, misconduct and any other acts inimical to the interest of The Association as recommended by Management;
8. Appoint and fix the salaries and other remunerations of the officers and employees of The Association as recommended by Management;

9. Engage the services of independent accountants, auditors and such other specially qualified persons in the management of the Association as recommended by Management;

10. Perform such other duties as the membership may from time to time authorize in accordance to laws, and this By-laws.

Section 2. The members of the Board of Trustees are, in the discharge of their respective duties , personally, jointly and severally responsible for any transaction, act or omission made in violation of law, rules and regulation, this By-Laws, or resolution of the General Membership, except those who entered a protest or contrary view and refused to be a signatory at the time when such transaction, act, or omission was acted upon.

Section 3. The Board of Trustees is the policy determining body of The Association.

ARTICLE XIV – OFFICERS OF THE ASSOCIATION

Section 1. The Board of Trustees shall elect by majority vote the officers of The Association consisting of a Chairman, a Vice-Chairman, President, an Executive Vice-President, Secretary, Treasurer, and Auditor, whose powers and duties shall be as hereinafter provided and as Board of Trustees shall from time to time determine in conformity with the provisions of this By-laws.

Section 2. The Board of Trustees may elect other officers needed by The Association.

ARTICLE XV – POWERS AND DUTIES OF OFFICERS OF THE ASSOCIATION

Section 1. The Chairman shall have the following powers and duties:

1. Call and preside over meetings of the Board of Trustees and the General Membership;
2. Designate from among the qualified Trustees the replacement of the President during the latter's absence, incapacity or demise, if the Executive Vice-President is unqualified.

Section 2. The Vice-Chairman shall act as the Chairman in the absence of the latter.

Section 3. The President, who is the Chief Executive Officer (CEO) and also the Vice-Chairman, shall have the following powers and duties:

1. Execute all laws, rules and regulations, provisions of this By-laws and orders of the Securities and Exchange Commission and the Insurance Commission, as well as policies and decisions of the Board of Trustees;
2. Sign all contracts entered into for and in behalf of The Association;
3. Sign all papers, receipts, drafts, checks, payrolls and vouchers of The Association;

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4. Represent The Association in its relations to other corporations and companies.
5. Sign all minutes of The Association in general and special meetings and to furnish the Securities and Exchange Commission copies thereof;
6. Present an annual report of The Association at the General Membership meeting;
7. Delegate any of the above powers and duties to other officers with the approval of the Board but the responsibility still remains with the President.

Section 4. The executive Vice-President, who is also the Chief Operations Officer (COO) and General Manager, is the primary assistant to the President. If qualified, he shall assume the office and functions of the President in case of the latter's incapacity, illness, absence or demise until a successor is elected. He shall also perform such duties as the Board of Trustees and the President may prescribe.

Section 5. the Secretary, who shall be a citizen and resident of the Philippines, but may not be a member of the Board of Trustees, shall have the following powers and duties;

1. Keep all records of The Association, minutes and such other papers.
2. See to it that all notices of meetings are duly sent and received by the Board of Trustees and members of The Association;
3. Certify and attest all minutes, records and proceedings of the Meetings of The Association;
4. Keep all records of the names of all members, requirements of membership, deeds and inventories of records and reports.

Section 6. The Treasurer, who may not be a member of the Board of Trustees, shall have the following powers and duties:

1. Issue receipts for all money and property received by him;
2. Sign with the President and other officers designated by the Board of Trustees all checks, drafts, vouchers, and such other instruments covering disbursements and withdrawal of funds of The Association;
3. Collect all fees, dues and issue receipts for the same from all members;
4. Deposit in banking institutions, designated by the Board of Trustees, all funds belonging to The Association;
5. Keep books for the funds and property of The Association;
6. Make an inventory of the funds and property of the Association and render a report based thereon within the month of January of every year; and
7. To put up a bond as may be required by the Board of Trustees.

Section 7. The Auditor, who shall be a citizen and resident of the Philippines, shall have the following powers and duties:

1. To audit the books and transactions of The Association;
2. Examine the management of The Association with the end in view of increasing efficiency, reducing operational costs, minimizing idle capital and maximizing dividends for distribution to the Members every yearend.

ARTICLE XVI – CORPORATE RESERVES AND LIABILITIES

Section 1. The Association shall accumulate and maintain, out of the periodic dues collected from its Members, sufficient reserves for the payment of claims or obligations for which it shall hold funds in securities satisfactory to the Insurance Commissioner consisting of bonds and other securities of the Government of the Philippines, or any of its political subdivisions and instrumentalities or in such other good securities as may be approved by the Commissioner.

Section 2. The Board of Trustees may, in the event that if the reserve of The Association as to all or any class or certificates becomes impaired, may require that there shall be paid by the Members to The Association the amount of the Member's equitable proportions of such deficiency as ascertained by the Board, and that if the payment be not made it shall stand as an indebtedness against the membership certificates of the defaulting members and draw interest not to exceed five percent (5%) per annum compounded annually.

Section 3. The reserve liability shall be established in accordance with actuarial procedures and shall be approved by the Insurance Commission.

ARTICLE XVII – MANAGEMENT OF THE ASSOCIATION

Section 1. The Board of Trustees shall be assisted by Provenor Actuarial Management Company, Incorporated (PMBAI), which shall manage the Association, actuarially and professionally. As such manager, PMBAI shall:

1. Provide the Association the Actuarial Compliance Certification and all related documents mandated by the IC and SEC, and service the Association with the specially designed computer programs which would 'operationalize' the Benefit plan.
2. The Management shall maintain utmost transparency and aim to maximize benefits that will accrue to the members in order to optimize the impact of these benefits on their work performances in attaining the Missions of the Bureau of Fire Protection and their personal interests.
3. The Management shall employ qualified retired Members and dependents of Members.

**ARTICLE XVIII- DISSOLUTION AND SUSPENSION
OF OPERATIONS**

Section 1. The Association may be dissolved upon any of the following reasons:

- 1. By the expiration of the term for which The Association was organized unless extended; and
- 2. By two-thirds (2/3) votes of the members of the General Membership in a meeting called for the purpose.

Section 2. In case of dissolution, all assets of the Association shall be distributed to one or more entities formed for the purpose/purposes similar to its own, or to the Philippine government for public purpose. (Amended as of December 07, 2022)

Section 3. the Board of Trustees may suspend business operations of The Association in time of war and other *force majeure* situations.

ARTICLE XIX – FISCAL YEAR

The Fiscal Year of The Association begins on the 1st day of January and ends on the 31st day of December every year.

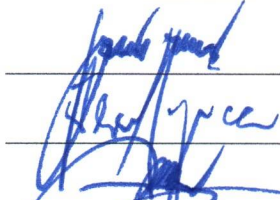
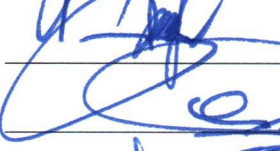
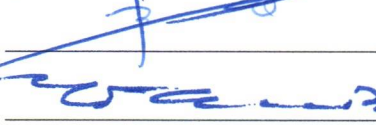
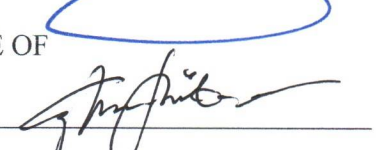
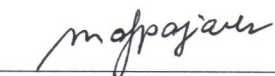
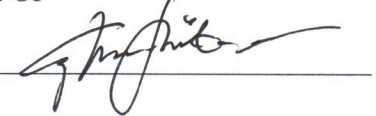
ARTICLE XX – AMENDMENTS

This By-laws may be amended or repealed by the affirmative vote of a majority of the Board of Trustees, and majority vote of the members in a meeting called for the purpose.

ARTICLE XXI – CORPORATE SEAL

The Association shall adopt a corporate seal in the design approved by the Board of Trustees.

IN WITNESS WHEREOF, we, the undersigned incorporators and voting in favor of the adoption of said By-Laws, have hereunto subscribed this 7th day of December, 2022 at Quezon City.

<u>Name</u>	<u>Signature</u>
Jesus P. Fernandez	
Henry M. Mojica	
Ronel M. Maltezo	
Johnny L. De Leon	
Felix B. Medes	
Efren P. Guardiano	
Aileen F. Ermino	
Victor Jose D. Espedido	
	

SIGNED IN THE PRESENCE OF

Republic of the Philippines
_____) S.S.

QUEZON CITY

SECRETARY'S CERTIFICATE

I, Victor Jose D. Espedido, legal age, a Filipino, and resident of 419 St. Scholastica, Barangay Tugos, Sorsogon City, after having been sworn to in accordance with law hereby depose and state that:

I am the duly elected and qualified Corporate Secretary of FIRE SERVICES MUTUAL BENEFIT ASSOCIATION INCORPORATED, a corporation duly registered with the Commission and in good standing, with principal office at Unit 418, 145 Union Square One Condominium, 15th Avenue, Barangay Socorro, Cubao, Quezon City, Metro Manila.

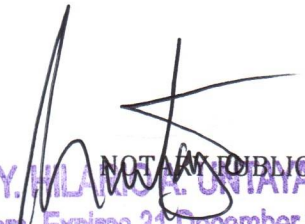
To the best of my knowledge, from the date of approval of the amendment/s by the Board of Directors/Trustees in a meeting held on 07 December 2022 and the Stockholders/Members in a meeting held on 07 December 2022 up to the date of filing of the application for amendment of Articles of Incorporation and/or By-Laws with the Commission, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or any claim by any person or group against the board of directors/trustees, individual director/trustee and/or major corporate officer/s of the Corporation as its duly elected and/or appointed director/trustee or officer or vice versa.

IN WITNESS WHEREOF, I hereby signed this _____ day of OCT 01 2024 20____ at
QUEZON CITY


Victor Jose D. Espedido
Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ day of OCT 01 2024 20____ in
QUEZON CITY affiant/s exhibited to me his/her Identification Documents/Government
issued ID/s as follows:

Doc. No. 1684;
Page No. 69;
Book No. 11;
Series of 20W.


ATTY. HILARIO ONTIAAO
Not. Com. Expires 31 December 2025
Roll No. 83825 - IBP No. 380061 (2024)
PTR No. 5581573 (2024-Quezon City)
MCLE No. VII-0000996 (Until 2025)
26 Columbia St., Cubao, Quezon City

(NON-STOCK CORPORATION)

TRUSTEES' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:



We, the undersigned majority of the Trustees and the Corporate Secretary of **Fire Services Mutual Benefit Association, Incorporated (FSMBAI)**, do hereby certify that the Articles of Incorporation/By-Laws of the said corporation was amended by a majority vote of the trustees and the vote of the two-thirds (2/3) of its membership at a meeting held on December 07, 2022 at the principal office of the corporations.

The amended provisions of the attached Amended Articles of Incorporation and By-Laws refer to para nos. 3, 6, and 7 in the Articles of Incorporation and sec. 2 of Art. I; secs. 1, 2, and 3 of Art. III; secs. 1 and 2 of Art. VI; secs. 1 and 2 of Art. VII; para no. 6 in sec. 1 and para nos. 1,2,3 and 4 in sec.2 of Art. VIII; sec. 1 and 2 of Art. X; sec. 1 of Art. XI; sec. 1 of Art. XII and sec. 2 of Art. XVIII of the By-Laws.

We further certify that the attached Amended Articles of Incorporation and By-Laws is/are true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed this certificate this 07th day of December, 2022 at Quezon City, Philippines.

HENRY M. MASTICA
TIN: 160-324-110
RONEL M. MALTEZO
TIN: 185-240-980
JOHNNY L. DE LEON
TIN: 175-801-143
AILEEN F. ERMINO
TIN: 439-626-194
VICTOR JOSE D. ESPERIDO
Corporate Secretary
TIN: 423-097-843

JESUS P. FERNANDEZ
TIN: 154-639-825
FELIX B. MEDES
TIN: 146-476-252
EFREN P. GUARDIANO
TIN: 105-630-538

TIN: _____

TIN: _____

SUBSCRIBED AND SWORN to before me this OCT 01 2024 day of _____ in QUEZON CITY by the above-named persons who exhibited to me their Identification Documents/Government issued ID/s as follows:

Name	ID	Date and Place Issued
JESUS P. FERNANDEZ	BFP ID / F94001	04/24/2023 , QUEZON CITY
HENRY M. MASTICA	BFP ID / RET-22-1923	11/09/2022 , QUEZON CITY
RONEL M. MALTEZO	BFP ID / M015002	02/11/2022 , QUEZON CITY
JOHNNY L. DE LEON	BFP ID / D941012	03/29/2022 , QUEZON CITY
FELIX B. MEDES	BFP ID / RET-24-241	04/05/2024 , QUEZON CITY
AILEEN F. ERMINO	BFP ID / E17071	01/13/2023 , QUEZON CITY
VICTOR JOSE D. ESPERIDO	BFP ID / E15074	01/15/2023 , QUEZON CITY
EFREN P. GUARDIANO	BFP ID / RET-2022-4/22	11/11/2022 , QUEZON CITY

Doc. No. 1668 ;
Page No. 69 ;
Book No. 11 ;
Series of 2024 .

ATTY. HILARIO MONTAYAO
Not. Com. Expires 31 December 2025
Roll No. 80025 - IBP No. 360061 (2024)
PTR No. 5561573 (2024-Quezon City)
MCLE No. VIII-0000996 (Until 2025)
26 Columbia St., Cubao, Quezon City