

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

REGISTRATION - ESPARC

SEC Registration Number

COMPANY NAME

RF INSURANCE BROKERS INC.

doing business under the name/s and style/s of Rampver Insure and RFIBI

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

UNIT 14B PETRON MEGAPLAZA BUILDING, 358 SEN. GIL J. PUYAT AVE, BEL-AIR , CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1209

COMPANY INFORMATION

Industry Code

Industry Description

Company's Email

Company's Telephone
Number/s

Company's Mobile
Number

ruby@summitoneph.com

09178367349

09178367349

CONTACT PERSON INFORMATION

Name of Contact

Email Address

Telephone Number/s

Mobile Number/s

RUBY GESTIADA

ruby@summitoneph.com

09178367349

To be accomplished by CRMD Personnel

Assigned

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division:

Forwarded to:

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



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Articles of Incorporation
of
RF INSURANCE BROKERS INC.
doing business under the name/s and style/s of
Rampver Insure and RFIBI

SECURITIES AND EXCHANGE COMMISSION CRMD	
06 SEP 2023	
By:	RECEIVED Time:

[Handwritten signature over the stamp]

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines;

AND WE HEREBY CERTIFY:

First: That the name of said corporation shall be

RF INSURANCE BROKERS INC.
doing business under the name/s and style/s of
Rampver Insure and RFIBI

Second: That the purpose or purposes for which such corporation is incorporated are:

Primary:

To act as an insurance broker or representative for and in behalf of an insured other than himself and/or act in any manner in negotiating contracts of insurance or placing risk or effecting reinsurance for any insurance company, to sell medical, health maintenance and related services, pre-need products, as well as any and all types of securities (without acting as stock broker), extended warranties, and other similar products and services; to offer, market and/or sell any product or service which insurance companies may from time to time be authorized to offer, market and/or sell; to render risk management consulting and training services in relation to the marketing and selling of the aforementioned products or services; and generally, to do and perform all acts or things which are necessary, proper and/or incidental to the purposes herein stated.

Secondary:

1. To provide the corporate vehicle through which general and/or special management and/or advisory services may be offered to any and all kinds of corporations, partnerships, enterprises, programs, whether they be financial, commercial, agricultural, industrial, or otherwise, excluding however, the management of securities or investment funds or portfolios or similar assets of said



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managed firms. 2. To perform general management functions for client companies such as identifying profit service opportunities, setting the direction and purpose of the managed companies, developing available resources operating the business of a going concern, and other allied or related management services. 3. To render financial management services for client-companies encompassing the analytic, conceptual, and practical considerations thereon, including the use of quantitative tools in financial planning and analysis, and in designing and installing management information and control systems; To provide consultancy and advisory services with respect to the financial planning of individuals, families, and client companies and financial packaging of specific projects, investments advisory services and/or the formulation and design of estate and pension plans; To provide specialized services with respect to short or long range corporate planning, as well as organizational planning and development programs for its client companies; To render personnel management services, which may comprehend the design and installation of wage and salary plans and the formulation of executive benefit and other incentive schemes; the introduction and application of proper employee recruitment procedures and executive talent search systems; the preparation and conduct of programs for the induction, training, supervision, and merit rating of employees and officers of client companies; To provide project management services, which may involve identification of the elements thereof, the scheduling of the work program entailed; identifying the decision points and implementations processes, controlling the work flow, standards, specifications, and costs; evaluation of work performance in progress, monitoring of plan deviations; and the review of completed projects; and To perform such other special management services comfortably with the provisions of applicable laws, rules and regulations, if any. 4. In furtherance of the purposes enumerated hereinabove and not in limitation of the powers and prerogatives granted by status, the Corporation may do and perform any and all things which may be reasonably necessary, proper, or convenient for the due carrying on of the objects and purposes of the Corporation, it being hereby expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the general objects, purposes and powers of the Corporation, nor shall the expression of one thing be deemed to exclude another although of like nature not expressed, it being understood that the Corporation may exercise any and all rights, privileges, powers and attributes of the corporations of like nature organized under and by virtue of the laws of the Philippines, such as: a. To buy for its own account securities and other investments instruments, whether issued by private or public enterprises or entities; b. To sell for its own account securities and other investments instruments, whether issued by private or public enterprises or entities; c. To acquire, own, hold, lease or obtain an interest in real and/or personal property that may be used exclusively for its offices, within or without the Philippines, or otherwise its objects and purposes or to protect the Corporation from loss on account of guaranty or other financial accommodation that may be contracted by it in good faith; d. To borrow funds to support or carry out its object or purposes and/or to arrange for itself financing and other forms of material assistance in such manner and under such terms and conditions as the Board of Directors of the Corporation may deem reasonable from private or governmental sources in the Philippines or from foreign individual and public or private institutions, and to secure any or all of



the sums by guaranty or counter guaranty, by joint or several liability undertaking, by pledge, mortgage, deed of trust, or assignment of the property of the Corporation, or by creating by suffering to exist a charge, lien, or encumbrance, general or special, upon its assets, for the purpose of securing the performance by the Corporation of any obligation or liability it may undertake for itself or for its clients or for other companies or enterprises in which it may be interested; e. To acquire or obtain from any governmental authority or body politic, national, provincial, municipal or otherwise, domestic or foreign, or from any individual, partnership, corporation, syndicate, or other organization, such franchises, licenses, charters, right, privileges, or concessions or evidences of interest therein or in respect thereto, and to work, develop, operate or otherwise, turn the same to account for and in its behalf, or in behalf of other persons or entities; f. To promote, participate in, or undertake the organization and/or operation of any commercial, industrial or agricultural enterprises and other types of business, be it for its clients or for its own account and/or enter into an arrangement for working collaboration, reciprocal concessions or other forms or ventures with any person or juridical entity, engaging in or about to engage in any lawful business or transaction may directly or indirectly benefit the corporation; or through the participation of the Corporation therein, it may be able to offer its managerial, consultancy, or other technical services; g. Subject to the provisions of applicable law, if any, to purchase, hold, accept, or otherwise acquire by merger, consolidation, or other methods of combination, or by spin-off, split-off, split-up, or other methods of division of a business enterprises, the whole or any part of the property, assets, business, goodwill, rights, privileges and franchises of all kinds and to undertake or assume the whole or any part of the liabilities and obligations of any person, firm, association, or corporation, and to pay for the same or any part of combination thereof in cash, stocks, bonds, debentures, notes or other securities of the Corporation or otherwise, or by undertaking or assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any lawful manner the whole or any part of the property and assets so acquired, accepted or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business. h. To pay for any property or rights acquired by the Corporation either in cash, shares of stocks, bonds, or other securities, under such terms and conditions as its Board of Directors shall determine; i. To purchase, hold, cancel, retire, reissue, sell, exchange, transfer or otherwise deal on shares of its own capital stocks, bonds, or other obligations from time to time and to such an extent and in such manner as its Board of Directors shall determine, provide that the Corporation shall not use its funds or property for the purchase of its own shares of stock when such use would cause any impairment of its capital except to the extent and such manners as may be permitted or not prohibited by law. j. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest, including extending loans to provide financial support to individuals and corporations, and to sell, dispose of, or transfer the business, properties, and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept. k. To establish and maintain such



reasonable employee and executive benefit plans and deferred compensation arrangements including stock option, bonus, or purchase plans, as the exigencies or resources of the Corporation may permit and as its Board of Directors may authorize; l. To provide to clients online and mobile channel brokering, selling and servicing, and other emerging customer engagement modes and channels as may be developed or made available to insurance brokers; and, m. Without in any particular limiting the powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have the power to make, perform and carry out contracts of every sort and kind, and particularly, but not by way of limitation, to make and perform contracts creating rights, easements and other privileges respecting any of the property, real or personal, or any kind owned by the Corporation, and to conduct its business, and exercise its powers not only in the Philippines but also in any other country, state or territory, if permitted therein; and in carrying on its business, to do any and all acts and things and to exercise all powers which may be necessary or convenient to the accomplishment or furtherance of its business or which a juridical person could do and exercise and which may now or hereafter be authorized by law.

Provided that the corporation shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts.

Third: That the principal office of the corporation is located in **UNIT 14B PETRON MEGAPLAZA BUILDING, 358 SEN. GIL J. PUYAT AVE, BEL-AIR, CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1209;**

Fourth: That the corporation shall have perpetual existence;

Fifth: That the names, nationalities and residences of the incorporators are as follows:

Name	Nationality	Residence
REX MARIA A. MENDOZA	Philippine, Filipino	No. 10 San Antonio St., Magallanes, Village Magallanes , CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1232
MARIA ANNA CONCEPCION G. MENDOZA	Philippine, Filipino	No. 10 San Antonio St., Magallanes, Village Magallanes , CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1232
JANICE MARIE P. FERNANDO	Philippine, Filipino	No. 26G Scout Borromeo St., South Triangle , QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1103



BERNARDO F. ABIS	Philippine, Filipino	31A Jose Vera St., Gilmore Townhomes Valencia , QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1112
ENRIQUE ROMEO G. MENDOZA	Philippine, Filipino	No. 10 San Antonio St., Magallanes, Village Magallanes , CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1232

Sixth: That the number of directors of the corporation shall be five (5); and the names, nationalities and residences of the first directors of the corporation are as follows:

Name	Nationality	Residence
REX MARIA A. MENDOZA	Philippine, Filipino	No. 10 San Antonio St., Magallanes, Village Magallanes , CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1232
MARIA ANNA CONCEPCION G. MENDOZA	Philippine, Filipino	No. 10 San Antonio St., Magallanes, Village Magallanes , CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1232
JANICE MARIE P. FERNANDO	Philippine, Filipino	No. 26G Scout Borromeo St., South Triangle , QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1103
BERNARDO F. ABIS	Philippine, Filipino	31A Jose Vera St., Gilmore Townhomes Valencia , QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1112
ENRIQUE ROMEO G. MENDOZA	Philippine, Filipino	No. 10 San Antonio St., Magallanes, Village Magallanes , CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1232

Seventh: That the authorized capital stock of the corporation is Twenty Million Pesos (P20,000,000.00), divided into:

- a. Twenty Million (20,000,000) common voting shares with par value of One Peso (P1.00) per share.



Eighth: That the authorized capital stock above has been subscribed and paid as follows:

Name	Nationality	Share Type	No. of Shares Subscribed	Amount Subscribed
REX MARIA A. MENDOZA	Philippine, Filipino	Common - Voting - with Par	19,999,996	P19,999,996.00
MARIA ANNA CONCEPCION G. MENDOZA	Philippine, Filipino	Common - Voting - with Par	1	P1.00
JANICE MARIE P. FERNANDO	Philippine, Filipino	Common - Voting - with Par	1	P1.00
BERNARDO F. ABIS	Philippine, Filipino	Common - Voting - with Par	1	P1.00
ENRIQUE ROMEO G. MENDOZA	Philippine, Filipino	Common - Voting - with Par	1	P1.00
TOTAL			20,000,000	P20,000,000.00

Name	Share Type	Mode of Payment	Amount Paid	Addt'l Paid-in Capital
REX MARIA A. MENDOZA	Common - Voting - with Par	Cash	P19,999,996.00	P0.00
MARIA ANNA CONCEPCION G. MENDOZA	Common - Voting - with Par	Cash	P1.00	P0.00
JANICE MARIE P. FERNANDO	Common - Voting - with Par	Cash	P1.00	P0.00
BERNARDO F. ABIS	Common - Voting - with Par	Cash	P1.00	P0.00
ENRIQUE ROMEO G. MENDOZA	Common - Voting - with Par	Cash	P1.00	P0.00
TOTAL			P20,000,000.00	P0.00

Ninth: That ENRIQUE ROMEO G. MENDOZA has been elected by the subscribers as Treasurer of the Corporation to act as such until after the successor is duly elected and qualified in accordance with the bylaws, that as Treasurer, authority has been given to receive in the name and for the benefit of the corporation, all subscriptions, contributions or donations paid or given by the subscribers or members, who certifies the information set forth in the seventh and eighth clauses above, and that the paid-up portion of the subscription in cash and/or property for the benefit and credit of the corporation has been duly received.

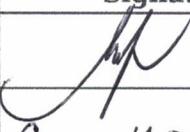
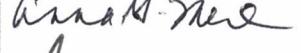
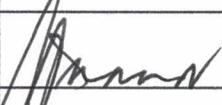
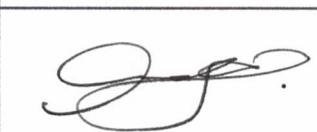


Tenth: That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws, shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

Eleventh: That the incorporators undertake to change the name of the corporation, as herein provided or as amended thereafter, immediately upon receipt of notice from the Commission that another corporation, partnership or person has acquired a prior right to the use of such name, that the name has been declared not distinguishable from a name already registered or reserved for the use of another corporation, or that it is contrary to law, public morals, customs or public policy.

RF means Rampver Financials, RFIBI means Rampver Financials Insurance Brokers Inc.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this _____ day of AUG 11 2020 in the City/Municipality of _____, Province of MAKATI CITY, Republic of the Philippines.

Name	TIN	Signature
REX MARIA A. MENDOZA	129-544-647-000	
MARIA ANNA CONCEPCION G. MENDOZA	122-301-576-000	
JANICE MARIE P. FERNANDO	204-920-573-000	
BERNARDO F. ABIS	111-785-782-000	
ENRIQUE ROMEO G. MENDOZA	500-222-889-000	
ENRIQUE ROMEO G. MENDOZA Treasurer	500-222-889-000	



ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)

S.S)

MAKATI CITY

BEFORE ME, a Notary Public, for and in MAKATI CITY, Philippines, this day of AUG 11 2023, personally appeared the following persons:

Name	TIN/Passport No.	Date and Place Issued
REX MARIA A. MENDOZA	129-544-647-000	
MARIA ANNA CONCEPCION G. MENDOZA	122-301-576-000	
JANICE MARIE P. FERNANDO	204-920-573-000	
BERNARDO F. ABIS	111-785-782-000	
ENRIQUE ROMEO G. MENDOZA	500-222-889-000	
ENRIQUE ROMEO G. MENDOZA <i>Treasurer</i>	500-222-889-000	

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation constituting of _____ pages, including this page where the acknowledgement is written, and they acknowledged to me that the same is their free act and voluntary deed.

WITNESS MY HAND AND SEAL on the day first above-written.

Doc. No. 1604;
Page. No. 1604;
Book. No. 268;
Series Of 2023

NOTARY PUBLIC
ATTY. JOHN DOMINGO A. PONCE, JR.
NOTARY PUBLIC
APPOINTMENT No. M-068 / MAKATI CITY
UNTIL December 31, 2023
PTR No. 9565652 / 01-03-2023 / MAKATI CITY
IBP No. 260608 / 01-05-2023 / RIZAL
MCLE COMPLIANCE No. VI-0027026 / 05-28-2019
ROLL NO. 36452 / TIN No. 106-099-102-000
Unit C-14 Makati Executive Tower 3
Sen. Gil Puyat Avenue, Pio del Pilar,
Makati City, Metro Manila



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