



Articles of Incorporation
Of



Ember Insurance Brokerage, Inc.

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
Ember Insurance Brokerage, Inc.

SECOND: That the primary purpose for which such corporation is incorporated:
To act as an insurance broker or representative for and in behalf of an insured other than himself and/or to act in any manner in negotiating contracts of insurance or placing risk or effecting reinsurance for any insurance company, and generally to do and perform all acts or things which are necessary, proper and/or incidental to the purpose herein stated.

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
Filinvest Avenue corner Alabang-Zapote Road Alabang CITY OF MUNTINLUPA, FOURTH DISTRICT, NCR, Philippines, 1772

FOURTH: That the term for which said corporation is to exist is **50** years from and after the date of issuance of the certificate of incorporation;

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

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
Cesar T. Lee	Filipino	
Yolanda M. Lee	Filipino	
Michael M. Lee	Filipino	

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Jocelyn M. Lee	Filipino	Common	2,000	P200,000.00
CTL Holding Company, Inc.	Filipino	Common	190,000	P19,000,000.00
			200,000	P20,000,000.00

NINTH: That the above-named subscribers have paid at least twenty-five (25%) percent of the total subscription as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>PAID UP CAPITAL</u>	<u>ADDITIONAL PAID-IN CAPITAL</u>	<u>TOTAL AMOUNT PAID</u>	<u>MODE OF PAYMENT</u>
Cesar T. Lee	Filipino	P200,000.00	P0.00	P200,000.00	Cash
Yolanda M. Lee	Filipino	P200,000.00	P0.00	P200,000.00	Cash
Michael M. Lee	Filipino	P200,000.00	P0.00	P200,000.00	Cash
Jhoanna Lee-See	Filipino	P200,000.00	P0.00	P200,000.00	Cash
Jocelyn M. Lee	Filipino	P200,000.00	P0.00	P200,000.00	Cash
CTL Holding Company, Inc.	Filipino	P19,000,000.00	P0.00	P19,000,000.00	Cash
		P20,000,000.00	P0.00	P20,000,000.00	

TENTH: That Jocelyn M. Lee has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions or donations paid or given by the subscribers.

ELEVENTH: 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.

TWELFTH: That the incorporators and directors undertake to change the name of the corporation as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange 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.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this _____ day of _____, 2021, in the City/Municipality of _____, Province of _____, Republic of the Philippines.





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Name	TIN/Passport No.	Signature
Cesar T. Lee		
Yolanda M. Lee		
Michael M. Lee		
Jhoanna Lee-See		
Jocelyn M. Lee		

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES }
} S.S.

BEFORE ME, a Notary Public, for and in _____, Philippines, this _____ day of _____, 20 _____, personally appeared the following persons:

Name	TIN/ID/Passport No	Date & Place Issued
Cesar T. Lee		
Yolanda M. Lee		
Michael M. Lee		
Jhoanna Lee-See		
Jocelyn M. Lee		

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation constituting of five (5) 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.

NOTARY PUBLIC

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of _____.



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