



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.: CS200312882

**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

**COTTON AND DIAZ INSURANCE SERVICES INC.**

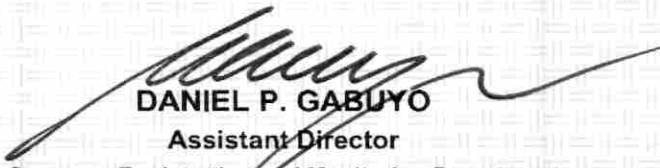
(Primary Purpose)

copy annexed, adopted on January 30, 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 14<sup>th</sup> day of August, 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

AMENDMENTS

SEC Registration Number

C S 2 0 0 3 1 2 8 8 2

Former Company Name

C O T T O N   A N D   D I A Z   I N S U R A N C E  
S E R V I C E S ,   I N C .

AMENDED TO:  
New Company Name

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

R O O M   2 0 5   O N E   C O R P O A T E   P L A Z A  
8 4 5   A .   A R N A I Z   A V E N U E  
L E G A S P I   V I L L A G E  
M A K A T I   C I T Y

## COMPANY INFORMATION

Company's Email Address

general@granite-rbroker.net

Company's Telephone Number/s

817-8650/817-8680

Mobile Number

## CONTACT PERSON INFORMATION

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

Name of Contact Person

CONSTANCIO R. DIAZ II

Email Address

rdiaz@granite-rbroker.net

Telephone Number

817-8650

Mobile Number

Contact Person's Address

133 Monet St., Sta. Rosa, Laguna

## 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  
**COTTON AND DIAZ INSURANCE SERVICES, INC.**  
(Name of Corporation)

**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.

THAT WE HEREBY CERTIFY:

**FIRST:** That the name of this Corporations shall be:

**COTTON AND DIAZ INSURANCE SRVICES, INC.**

**SECOND:** A. That the primary purpose of this corporation is:

**To carry on the business as insurance and HMO brokers in all their branches; to act as consultants for any insurance and HMO companies, in connection with its business, or any branch of the same; to enter into any agreement for such purpose with any such insurance and HMO companies, club, associations or underwriter.**

“(As amended on January 30, 2025)”

B. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

**THIRD:** That the place where the principal office of the corporation is to be established is at:

**Room 205 One Corporate Plaza, 845 A. Arnaiz Ave., Legaspi Village, Makati City**

**FOURTH:** That the term for which the corporation is to exist is fifty (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:

| <b>Name</b>           | <b>Nationality</b> | <b>Residence<br/>(Complete Address)</b>               |
|-----------------------|--------------------|-------------------------------------------------------|
| MUTSUO WATADA         | Japanese           | Unit A-204 RITC Tower 6745<br>Ayala Ave., Makati City |
| CONSTANCIO B. DIAZ    | Filipino           | 22 Florence St., BF Homes, Paranaque                  |
| CARLITO C. FIMENA     | Filipino           | 42 Sta. Fe St., Capitolyo, Pasig                      |
| CONSTANCIO R. DIAZ II | Filipino           | 133 Monet St., Sta. Rosa, Laguna                      |
| RODOLFO M. BAUSA      | Filipino           | 37/F GT Tower Int'l, Ayala Ave.,<br>Makati            |

**SIXTH:** That the number of directors of corporation shall be Five (5) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

| <b>Name</b>           | <b>Nationality</b> | <b>Residence<br/>(Complete Address)</b>               |
|-----------------------|--------------------|-------------------------------------------------------|
| MUTSUO WATADA         | Japanese           | Unit A-204 Rite Tower 6745<br>Ayala Ave., Makati City |
| CONSTANCIO B. DIAZ    | Filipino           | 22 Florence St., BF Homes, Paranaque                  |
| CARLITO C. FIMENA     | Filipino           | 42 Sta. Fe St., Capitolyo, Pasig                      |
| CONSTANCIO R. DIAZ II | Filipino           | 133 Monet St., Sta. Rosa, Laguna                      |
| RODOLFO M. BAUSA      | Filipino           | 37/F GT Tower Int'l, Ayala Ave.,<br>Makati            |

**SEVENTH:** That the authorized capital stock of the corporation is **Fifteen Million Pesos (15,000,000.00)**, in lawful money of the Philippines, divided into **Fifteen Thousand (15,000)** shares with the par value of One Thousand (1,000.00) pesos per share.

*(As Amended on October 2, 2017)*

[illegible]

**TENTH :** That CONSTANCIO B. DIAZ has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he / she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

ELEVENTH: That the corporation 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.

In Witness whereof, we have set our hands this 10th day of April, 2003 at Makati City

|                                                                                                                        |                                                                                                                     |                                                                                                                     |
|------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| ①<br><br><u>MUTSUO KATADA</u>         | ②<br><br><u>CONSTANCIO B. DIAZ</u> | ③<br><br><u>CARLITO C. GIMENA</u> |
| ④<br><br><u>CONSTANCIO R. DIAZ II</u> | ⑤<br><br><u>RODOLFO M. BAUSA</u>   |                                                                                                                     |

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

WITNESSES:

\_\_\_\_\_  
\_\_\_\_\_

(All Incorporators appearing on the fifth article and the two witnesses should affix their signatures on the blanks provided in this page above their respective names.)

# ACKNOWLEDGEMENT

Republic of the Philippines)

CITY OF PARANGALUE S.S.

BEFORE ME, a Notary Public in and for Parangalue Philippines, this day of APR 24 2003 personally appeared :

| Name                  | Community Tax Certificate No. | Date & place Issued  |
|-----------------------|-------------------------------|----------------------|
| MITSUO WATADA         | 14456436                      | Feb. 28, 2003/Makati |
| CONSTANCIO B. DIAZ    | 1443762                       | Mar. 07, 2003/Makati |
| CARLITO C. GIMENA     | 1444764                       | Mar. 07, 2003/Makati |
| CONSTANCIO R. DIAZ 11 | 1444763                       | Mar. 07, 2003/Makati |
| RODOLFO M. BAUSA      | 05119346                      | Jan. 09, 2003/Makati |

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

NOTARY PUBLIC

Until December 31, 20

JOSEPH B. EVANGELISTA

NOTARY PUBLIC

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Vol. 123. 1 12. MKT

UNTIL DEC. 31, 2003

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Page No. 84;  
Book No. 2;  
Series of 2003





## ANNEX "D" - ANNOTATION

### ARTICLES OF INCORPORATION

ORGANIZATIONAL DETAIL

TRN-R032025-CRMD02761T

|                                                                                                                |                                         |
|----------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| Corporate Name                                                                                                 | COTTON AND DIAZ INSURANCE SERVICES INC. |
| Date of Approval by the Commission                                                                             |                                         |
| Approved by majority of the Directors                                                                          | 30 January 2025                         |
| Approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock | 30 January 2025                         |
| Subject of Amendment                                                                                           | Primary Purpose                         |

**TO** To carry on the business as insurance and HMO brokers in all their branches; to act as consultants for any insurance and HMO companies, in connection with its business, or any branch of the same; to enter into any agreement for such purpose with any such insurance and HMO companies, club, associations or underwriter.

**FROM** To carry on the business as insurance brokers in all their branches; to act as consultants for any insurance company, in connection with its business, or any branch of the same. and to enter into any agreement for such purpose with any such insurance company, club, associations or underwriter.



Republic of the Philippines  
Department of Finance  
**INSURANCE COMMISSION**  
1071 United Nations Avenue, Manila



**ENDORSEMENT**

**11 August 2025**

Respectfully endorsed to the Securities and Exchange Commission, SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, the amended Articles of Incorporation of **COTTON AND DIAZ INSURANCE SERVICES, INC.**, with office address at Room 205, One Corporate Plaza, 845, A. Arnaiz Ave., Legaspi Village, Makati City, with the advise that this Commission has no objection to the amendment in Article II thereof.

This Endorsement does not authorize the corporation to undertake business activities requiring a secondary license from this Commission, particularly to act as HMO broker.

  
**REYNALDO A. REGALADO**  
Insurance Commissioner



*Attachment: As stated.*

**SECRETARY'S CERTIFICATE**

I, JOSEPH BAUTISTA EVANGELISTA, legal age, a Filipino, and resident of SANTIAGO COMPOUND NATIVIDAD ST., SAN ANTONIO PARAÑAQUE 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 COTTON AND DIAZ INSURANCE SERVICES, INC., a corporation duly registered with the Commission and in good standing, with principal office at CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR).

To the best of my knowledge, from the date of approval of the amendment/s by the Board of in a meeting held on JANUARY 30, 2025 and the Stockholders/Members in a meeting held on JANUARY 30, 2025 up to the date of filing of the application for amendment of Articles of Incorporation in 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 individual director and/or major corporate officer/s of the Corporation as its duly elected and/or appointed director or officer or vice versa.

IN WITNESS WHEREOF, I hereby signed this JUN 16 2025 day of 20 at Makati City

  
JOSEPH BAUTISTA EVANGELISTA  
(Corporate Secretary)

**SUBSCRIBED AND SWORN** to before me this JUN 16 2025 day of 20 in Makati City affiant/s exhibited to me his/her Identification Documents/Government issued ID/s as follows:

  
**ATTY. RINE MA. M. VILLA**  
Notary Public of Makati City  
Appointment No. M-110  
(Renewed 2025)  
Until December 31, 2026  
PTR No. 10467471; 01-03-2025; Makati City  
IBP Lifetime No. 013595; 12-27-2013; I.C  
Roll No. 37226  
MCLE Compliance No. VIII-0012754; 08-27-2024  
Ground Floor, Makati Terraces Condominium  
3050 Davila St., Tejerus, Makati City

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COMPANY REGISTRATION AND MONITORING DEPARTMENT  
AFFIDAVIT OF UNDERTAKING

I, JOSEPH BAUTISTA EVANGELISTA, of legal age, Filipino and with address at SANTIAGO COMPOUND NATIVIDAD ST., SAN ANTONIO PARAÑAQUE CITY, on oath state that:

1. I am the Corporate Secretary/Authorized Representative of COTTON AND DIAZ INSURANCE SERVICES INC., a corporation duly organized and existing under Philippine laws under SEC Registration No. CS200312882, with office address at CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR);
2. The Corporation has a pending application for amendment of Articles of Incorporation and/or By-laws with the Company Registration and Monitoring Department (CRMD);
3. One of the requirements for the processing of the said application is a Monitoring Clearance issued by the Compliance Monitoring Division (CMD) of the CRMD.
4. In view of the foregoing, the Corporation undertakes to comply with the Monitoring Clearance requirement immediately and pay the assessed fines and penalties, if any;
5. Consequently, the Corporation consents to the post-evaluation of its application for amendment and shall thereby comply with whatever directive the Commission may provide. Otherwise, the approved amendment to the Articles of Incorporation and/or By-laws may be deemed cancelled and the amount paid in relation thereto shall be forfeited in favor of the Commission.
6. I am authorized by the board of directors to execute this undertaking pursuant to a resolution duly approved at the regular/special meeting held on JANUARY 30, 2025 at the principal office of the corporation.

I declare under the penalties of perjury, that these statements have been made in good faith, verified by me and I attest to the correctness and completeness of the declaration therein.

JOSEPH BAUTISTA EVANGELISTA

Corporate Secretary/Authorized Representative

SUBSCRIBED AND SWORN TO before me on this APR 04 2025 day of 20 in

his/her Makati City Philippines, affiant exhibiting to me  
on \_\_\_\_\_ at \_\_\_\_\_

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NOTARY PUBLIC

ATTY. RENE MA. M. VILLA

Notary Public of Makati City

Appointment No. M-110

(Ren) (2025 - 2026)

Until December 31, 2026

PTR No. 10467471; 01-03-2025; Makati City

IBP Lifetime No. 013595; 12-27-2013; I.C

Roll No. 37226

MCLE Compliance No. VIII-0012754; 08-27-2024

Ground Floor, Makati Terrace Condominium

2888 Davao St., Taguig, Makati City



Republic of the Philippines  
Department of Finance  
**INSURANCE COMMISSION**  
1071 United Nations Avenue  
Manila



19 May 2023

**MR. CONSTANCIO B. DIAZ**

*President*

**Cotton and Diaz Insurance Services, Inc.**

Unit 205 One Corporate Plaza

345 Antonio Arnaiz Avenue

Legaspi Village, Makati City 1229

[makat@cotton-diaz.net](mailto:makat@cotton-diaz.net)

[general@granite-broker.net](mailto:general@granite-broker.net)

**SUBJECT: Application for HMO Broker's License of Cotton and Diaz Insurance Services, Inc.**

**Dear Mr. Diaz:**

This refers to your company's application for HMO Broker's License dated 14 December 2022 with the application of **Mr. Constancio R. Diaz II** as Soliciting Official.

Please be advised that the application of Mr. Diaz to act as **Soliciting Official** of your company for HMO broking business has been **approved**.

With regard to the application for license, we note that the conduct of HMO broking business is not indicated in the purpose as stated in the submitted Articles of Incorporation (AOI).

In this regard, you are hereby advised to submit a Certificate of Filing of Amended AOI with a copy of amended AOI of your company indicating the business of HMO broking business as one of its purposes.

Please be advised that the application for license will be processed upon submission of the above-mentioned documents, Errors and Omissions (E&O) Policy<sup>1</sup>, surety bond<sup>2</sup>, payment of the licensing fee in the amount of Php90,900.00, and submission of a documentary stamp.

For your compliance.

Very truly yours,

  
**ATTY. JOANNE FRANCES DC. CASTRO**  
Division Manager  
Licensing Division

<sup>1</sup> Section 6.4 of IC Circular Letter No. 2023-02

<sup>2</sup> Section 5 of IC Circular Letter No. 2023-02

# DIRECTOR'S CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Directors and the Corporate Secretary of **COTTON AND DIAZ INSURANCE SERVICES, INC.**, do hereby certify that the Articles of Incorporation/By-Laws of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on **JANUARY 30, 2025** at the principal office of the corporation.

The amended provision of the attached Amended Articles of Incorporation/By-Laws refer to Additional HMO Business.

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

IN WITNESS WHEREOF, we have hereunto signed this certificate this 31<sup>st</sup> day of January 2025.

CONSTANCIO B. DIAZ  
TIN: 110-136-517

CONSTANCIO R. DIAZ II  
TIN: 189-623-452

CARLITO C. GIMENA  
TIN: 122-099-466

JOSEPH B. EVANGELISTA  
TIN: 122-359-471

**CORPORATE SECRETARY**

MUTSUO WATADA  
TIN: 165-567-004

DAISUKE ISHII  
TIN: 475-127-375

MARILOU A. VILLARAN  
TIN: 199-807-449

APR 04 2025

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_, at Makati City by the above-named persons who exhibited to me their valid government identification cards as indicated below:

| Name                  | ID                             | Date and Place Issued  |
|-----------------------|--------------------------------|------------------------|
| CONSTANCIO B. DIAZ    | Senior ID 2620648              | July 2004 / Makati     |
| MUTSUO WATADA         | Driver's License N11-94-045461 | January 19, 2034       |
| CONSTANCIO R. DIAZ II | Driver's License N03-86-024043 | March 03, 2034         |
| DAISUKE ISHII         | AEP:2025-05-010353             | May 19, 2025           |
| CARLITO C. GIMENA     | Senior ID                      | Pasig                  |
| MARILOU A. VILLARAN   | SSS# 33-2670777-0              | Manila                 |
| JOSEPH EVANGELITA     | Passport P8827594A             | Sept 21, 2018 / Manila |

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NOTARY PUBLIC  
**RENE MA. M. VILLA**  
Notary Public of Makati City  
Appointment No. M-110  
(Ren) (2025 2026)  
Until December 31, 2026  
PTR No. 10467471; 01-03-2025; Makati City  
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