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REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION Ground Floor, Secretariat Building, PICC

## COMPANY REG. NO. CS200612964

H

# CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

City of Pasay, Metro Manila

#### KNOW ALL PERSONS BY THESE PRESENTS:

#### THIS IS TO CERTIFY that the amended articles of incorporation of the

# EASTWEST HEALTHCARE, INC. (Amending Article VII thereof)

copy annexed, adopted on <u>January 12, 2016</u> 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 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

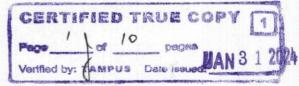
Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end company, transfer investment investment house, 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 Pasay City, Metro Manila, Philippines, this **29**/**h** day of December, Twenty Sixteen.

FERDINAND B. SALES

Director Company Registration and Monitoring Department

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# AMENDED ARTICLES OF INCORPORATION OF EASTWEST HEALTHCARE, INC.

個 K的w All Men By These Presents:

gThe undersigned incorporator, 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: The name of this corporation shall be:

#### EASTWEST HEALTHCARE, INC.

SECOND: The purposes for which the Corporation is formed are:

#### PRIMARY PURPOSE

To establish, maintain, conduct and operate a prepaid group practice health care delivery system or a health maintenance organization to take care of the sick, diseased and disabled persons who are enrolled in the health care plan and to provide for the administrative and financial responsibilities of the organization.

#### SECONDARY PURPOSES

1. To conduct, transact, carry on and undertake management of outsourced business in the areas of company employee benefits administration such as intermediation and adjudication of employees claim for medical costs indemnification, outsourcing of dental benefits facilities. Outsourcing of annual physical examinations providers, providing resources for employees training, preventive and health promotive program through medical flyers sourced from various medium and institutions as well as outsourcing for Speakers in the field of preventive and health promotive programs:

2. and to engage in marketing and sales as well as provide 24/7 domestic and international emergency and nonemergency medical and technical assistance services in connection with but not limited to administrative service only such as medical guarantee and claims administration, medical evacuation and repatriation, travel assistance, roadside assistance, household assistance, on-call services, concierge services, on-site medical services, first-aid training, first-aid kits, hotline services, medical examinations and wellness programs to local and international clients such as corporations, government entities and individuals.

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

No/Street: 6/F Makati Executive Center 114 L.P. Leviste cor. Rufino Streets Salcedo Village,

City/Town: Makati City, Philippines

"ARCENT PLANES "

**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.

IN

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

S Name	Nationality	Residence (Complete Address)
Jaime L. Porciuncula	Filipino	No. 15 Petunia St., Pilar Village, Las Pinas City
Orbivitano R. Diaz	Filipino	Lot 23 Blk 30 Cacao St., Phase VI, Greenwoods Exe. Village, Cainta Rizal
Jay B. Irabon	Filipino	9F 3rd West Crame, San Juan, Metro Manila
Jason C. Porciuncula	Filipino	No. 15 Petunia St., Pilar Village, Las Pinas City
Rustie C. Porciuncula	Filipino	No. 15 Petunia St., Pilar Village, Las Pinas City
Racquel G. Diaz	Filipino	Lot 23 Blk 30 Cacao St., Phase VI, Greenwoods Exe. Village, Cainta Rizal
Ma. Fe Adelleson Irabon	Filipino	9F 3rd West Crame, San Juan, Metro Manila

SIXTH: That the number of directors of said 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:

Name	Nationality	Residence (Complete Address)	
Jaime L. Porciuncula	Filipino	No. 15 Petunia St., Pilar Village, Las Pinas City	
Orbivitano R. Diaz	Filipino	Lot 23 Blk 30 Cacao St., Phase VI, Greenwoods Exe. Village, Cainta Rizal	
Jay B. Irabon	Filipino	9F 3 <sup>id</sup> West Crame, San Juan, Metro Manila	
Jason C. Porciuncula	Filipino	No. 15 Petunia St., Pilar Village, Las Pinas City	
Ma. Fe Adelleson Irabon	Filipino	9F 3rd West Crame, San Juan, Metro Manila	

EIGHT: That at least 25% of the authorized capital stock has been subscribed and at least twenty five percent (25%) of the total subscription has been paid as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed (in PHP)	AmountPaid (in PHP)
Jaime L. Porciuncula	Filipino	82	P328,000.00	P164,600.00
Orbivitano R. Diaz	Filipino	12	48,000.00	24,000.00
Jay B. Irabon	Filipino	12	48,000.00	24,000.00
Jason C. Porciuncula	Filipino	5	20,000.00	9,600.00
Rustie C. Porciuncula	Filipino	5	20,000.00	9,600.00
Racquel G. Diaz	Filipino	5	20,000.00	9,600.00
Ma. Fe Adelleson Irabon	Filipino	5	20,000.00	9,600.00
		126	P504,000.00	P251,000.00

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5000 20	NAME	NATIONALITY	NO. OF SHARES SUSCRIBEB (25%)	AMOUNT SI/BSCRIBED	AMOUNT	7
in	JAIME L. PORCIUNCULA	FILIPINO	82	328.000.00	:64.600.00	1.
	ORBIVITANO R. DIAZ	FILIPINO	12	48.000.00	24,000.00	
	JAY B. IRABON	FILIPINO	12	48 000.00	24.000.00	
	RUSTIE C. PORCIUNCULA	FILIPINO	5	20,000.00	9,600.00	
	JASON C. PORCEJNCULA	FILIPINO	5	20,000.00	9,600.00	
	RAQUEL G. DIAZ MA. FE ADELLESON	FILIPINO	5	20,000.00	9,600.00	9
0	IRABON	FILIPINO	5	20,000.00	9,600.00	1
	TOTAL		126	304,000.00	251,000.00	(

NINTH: No transfer of stock or interest which would reduce the stock 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 corporation and this restriction shall be indicated in the stocks certificates issued by the corporation

TENTE: That IAY B. URABON, 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 in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

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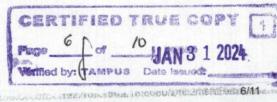


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IN WITNESS WHEREOF, we, the undersigned stockholders have adopted the Exchain foregoing by-laws and hereunto affixed our signatures this 8<sup>TH</sup> day of July, 2006 at Makati, Commission Philippines.

(Note: 1. If filed with Articles of Incorporation, these by-laws should be signed by all incorporators;

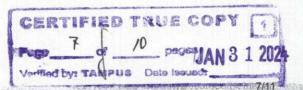
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2. If filed after incorporation should be signed by majority of the subscribers and should submit director's certificate for the adoption of the by-laws.)

ORBIVITANO RADIAZ JAIME PORCIUNCUL JAY B. IB BON 111-918-242 181-557 -354 100-215-454 CIUNCULA USTIE PORCIUNCULA G DI - 215 - 442 - 916 24 ON BRABON - 452

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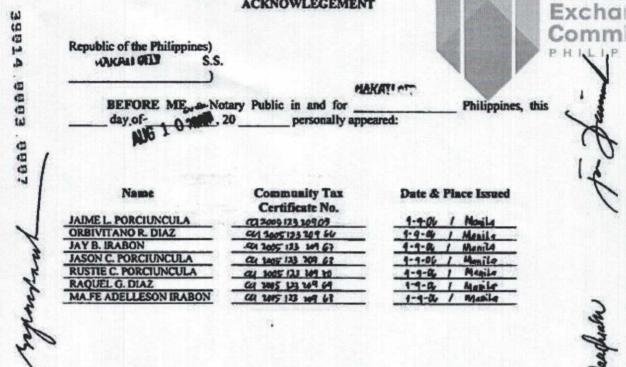
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## ACKNOWLEGEMENT



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.

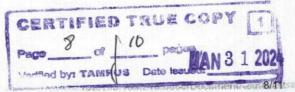
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

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NOTARY PUBLIC PTR##556192.01-03-2006 "IN 132 . 1 205

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# DIRECTORS' CERTIFICATE

# KOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the directors and the Corporate Secretary of **EASTWEST HEALTHCARE**, INC. do hereby certify that the Articles of Incorporation 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 outspunding capital stock at a meeting held on January 12, 2016 at the principal office of the corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to

SEVENTH: That the authorized capital stock of the corporation is One thurder Million Peses (Fig. 100 con lawful money of the Philippines, divided into one thursed Thursen fightheres with the par value of One Thousand Pesos (#1,000.00) per share. The attached amended articles of incorporation is true and correct.

In witness whereof, we have hereunto signed this 12<sup>th</sup> day of January 2016, at 6/F Makati Executive Center 114 L.P. Leviste cor. Rufino Streets Salcedo Village, Makati City

ORCIUNCULA JAIME TIN:100-215-454-000

RISTIF ANGELES C. PORCIUNCULA TIN:109-215-462-000

LAY B. INALION (TIN:186-081-452-000 MAIL TO R. DIAZ

TIN: 111-998-262-000

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(NOTE: To be attached to the Amended Articles of Incorporation reflecting the increase of capital stock) \*PRINT NAME OF THE DIRECTOR BELOW THE SIGNATURE

> SEC Administrative Officer N Protronte Records Management Division

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