

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. AS91196826

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

INSULAR HEALTH CARE, INC.
(Amending Article II Primary Purpose thereof)

copy annexed, adopted on October 16, 2017 by majority vote of the Board of Directors and on November 06, 2017 by the vote of the stockholders owning or representing at least two-thirds 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 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 investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 23rd day of May, Twenty Eighteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

AMENDED
ARTICLES OF INCORPORATION

OF

INSULAR HEALTH CARE, INC.
(Formerly Insular Life Health Care, Inc.)

KNOW ALL MEN BY THESE PRESENTS:

We, all of whom are of legal age, Filipinos and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

INSULAR HEALTH CARE, INC.
(Formerly Insular Life Health Care, Inc.)

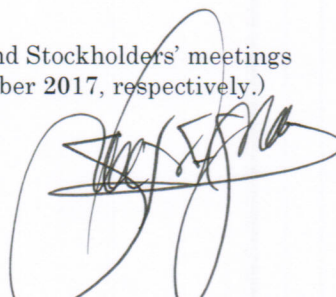
(As amended at the Board of Directors' and Stockholders' meetings held on 25 March and 22 April 2010, respectively.)

SECOND: That the purposes for which the said corporation is formed are as follows:

PRIMARY PURPOSE

To engage in business as a health maintenance organization, providing, offering and/or arranging for coverage of designated health services, promoting prepaid medical maintenance and other related services, undertaking to arrange for medical services through participating physicians and other related services; to provide, establish, set-up, coordinate or otherwise make available a comprehensive and integrated medical and preventive health care services and facilities system(s) including maternity care, well-baby care and pre-employment medical check-up or industrial clinical services and such other related services to individuals, group of individuals, associations, firms and other organization; to conduct research and studies as to the nature, cause prevention, treatment and care of diseases and to disseminate information respecting the same; to establish, own, operate, manage, buy-into, tie-up with or otherwise make arrangement with hospitals, medical centers, rehabilitation centers, sanitarium, clinics pharmacy's drug store, medical and chemical laboratories, and such other enterprises which may have similar or analogous undertaking or dedicated to services in connection therewith; provided, that purely professional, medical or surgical services in connection therewith shall be performed by duly qualified physicians or surgeons who may or may not be connected with the corporation and who shall be freely and individually contracted by patients.

(As amended at the Board of Directors' and Stockholders' meetings held on 16 October 2017 and 06 November 2017, respectively.)

A handwritten signature in black ink, appearing to be a stylized name, is written over the bottom right portion of the document.

SECONDARY PURPOSES

1. To invest in, aid and assist in any form, way or manner any person, companies, corporations, syndicates, partnerships and associations of all kinds, and to help them organize themselves into business consortia of more effective production and distribution of their goods here and abroad, and give security and/or adequate support in connection therewith or otherwise for the payment of performance of any obligation or undertaking and to do any and all things necessary or convenient for the achievement of such purposes, without in any way of manner engaging in the business of surety;

2. To carry on any business or businesses as principal, commission agents, factors, general merchants or dealers in every description of products, goods, articles and merchandise, and to carry on the business of exporters, importers, indentors, concessionaries, wholesale and retail traders, contractors, forwarding agents, brokers, or agents for any persons, firm or corporation, and to perform general superintendence functions;

3. To acquire by purchase, lease or otherwise, the property, rights, franchise, assets, business and goodwill of any person, firm, association or corporation engaged in or authorized to conduct any business or undertaking which may carried on by this corporation or possessed of any property suitable or useful for any of its own purposes, and carry on the same, and undertake all or any part of the obligations and liabilities in connection thereof on such terms and conditions and for such consideration as may be agreed upon, and to pay for the same either all or partly, cash, stocks, bonds, debentures or other forms of assets or securities, either of this corporation or otherwise; and to effect any such acquisition or carry on any business authorized by these Articles of Incorporation, either by directly engaging therein or indirectly by acquiring the shares, stock or other securities of such other business or entity, and holding and voting the same and otherwise exercising and enjoying the rights and advantages incidents thereto;

4. To accept donations; to receive and maintain funds and apply the income and principal thereof to promote the well-being of mankind throughout the world; to use, as a means to that end, research, publication, the establishment and maintenance of charitable, benevolent, and medical research activities, agencies, and institutions, and the aid of any such activities, agencies and institutions already established; and to utilize any other means, persons or agencies which shall further the purposes above set forth.

In furtherance of the herein-above expressed purposes, the corporation shall have the power:

(a) To borrow such sums of money and to contract such debts from time to time as may be deemed necessary for or in accomplishments of any or its lawful purposes or object, to execute, issue and negotiate promissory notes, bonds, debentures, certificates, and other negotiable or non-negotiable instruments, or other securities or evidence of indebtedness, for any moneys so borrowed or debts so contracted, and to secure the same by the pledge of any of its personal properties, or by mortgage or deed of trust upon any or all of the assets, properties, equipment and franchise of the corporation; and to confer upon the holder of any debentures or bonds of the corporation, secured or unsecured, the right to convert the principal thereof into shares of stock of the corporation upon such lawful terms and conditions as shall be fixed by the Board of Directors, all subject to limitations established by law;

(b) To issue pursuant to law shares of its capital stocks, bonds, debentures or other obligations in payment for property purchased or acquired by it or for money borrowed in the

prosecution of its business; to purchase, acquire, hold, dispose of and otherwise deal in and with shares, stocks bonds, and securities created by any company having objects altogether or in part similar to those of this corporation and while the owner or holder thereof, to exercise all the rights and incidents of ownership, including the right to vote the same and to receive, collect and dispose of the interests, dividends, and in income therefrom, subject to the limitations prescribed by pertinent laws;

(c) Conformably with the provisions of all applicable laws, to invest the money and deal with the properties of the corporation in such manner as may from time to time be considered necessary for the advancement of the business interests of the corporation, and to sell, dispose or transfer the business, goodwill, properties and undertaking of the corporation or any part thereof, for such consideration and under such terms as it shall see fit to accept;

(d) To draw, make, accept, endorse, discount, execute and issue bills of exchange, bills of lading, promissory notes, and other evidences of debt and other negotiable or non-negotiable instruments so far as the exigencies of the business or businesses for which the corporation is formed shall require;

(e) To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company, partnership or persons, such charters, contract, franchise, privileges, exemptions, licenses and concessions as may be necessary or conducive to the realization of any of the objects of the corporation;

(f) To enter into any arrangement for the sharing of profits, unions of interest, cooperation, joint venture, reciprocal concessions or otherwise with any corporation, person or association;

(g) To carry on any other business, including the business of manufacturing any products, goods, item and merchandise, except foods, drugs and cosmetics which business may conveniently be carried on in connection with any of the operations, activities or businesses of the corporation, or which business is calculated directly or indirectly to assist or improve the other businesses of the corporation, enhance their value and profitability, as well as the value of the assets and stock of this corporation;

(h) Without in any particular way limiting the powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to make enter into and perform contracts of any kind and description with any person, firm or corporation including contracts creating rights, easements and other privileges respecting any property, whether real or personal and whether or not owned by the corporation and;

(i) To do and perform all facts and things necessary, suitable or proper for the accomplishment and furtherance of any of the purposes of the attainment of any of the objects herein enumerated or which shall at any time appear conducive to the protection or benefit of the corporation including the exercise of the powers which are or may hereafter be authorized by law to be performed by corporations organized under the laws of the Republic of the Philippines in general and upon domestic corporations of like nature in particular, provided that the requirements of all applicable laws shall in all cases be observed.

THIRD: That the principal office of the corporation shall be located in 2/F Insular Health Care Building, 167 Dela Rosa corner Legazpi Streets, Legazpi Village, 1229 Makati City, Metro Manila, Philippines.

(As amended at the Board of Directors' and Stockholders' meetings
both held on 15 April 2014.)

FOURTH: That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.

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

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCES</u>
1. Vicente R. Ayllon	Filipino	101 Amapola Street, Bel-Air III, Makati, M.M.
2. Jose S. Bernabe	Filipino	109 West Capitol Drive, Pasig, M.M.
3. Florencio E. Gorgonia	Filipino	17 Diego Silang Street, Quezon City
4. Enrico V. Nano	Filipino	17 I. Esteban St. Hi-way Hills, Mandaluyong, M.M.
5. Azucena R. Reyes	Filipino	563 Holy Cross, Greenhills East, Mandaluyong, M.M.
6. Mariano M. Mercado, Jr.	Filipino	99 Don Victorino Street, Kaligtasan Subd., Diliman Quezon City
7. Mabini L. Juan	Filipino	305 Acacia Street, Ayala Alabang Village, Muntinlupa M.M.

SIXTH: That the number of directors of said corporation shall be eleven (11) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

1. Vicente R. Ayllon	101 Amapola Street, Bel-Air III, Makati, M.M.
2. Jose S. Bernabe	109 West Capitol Drive, Pasig, M.M.
3. Florencio E. Gorgonia	17 Diego Silang Street, Quezon City
4. Enrico V. Nano	17 I. Esteban St. Hi-way Hills, Mandaluyong, M.M.
5. Azucena R. Reyes	563 Holy Cross, Greenhills East, Mandaluyong, M.M.

6. Mariano M. Mercado, Jr.

99 Don Victorino Street,
Kaligtasan Subd., Diliman
Quezon City

7. Mabini L. Juan

305 Acacia Street,
Ayala Alabang Village,
Muntinlupa M.M.

SEVENTH: That the authorized capital stock of said corporation is One Hundred Million (P100,000,000.00) Philippine Currency divided into ONE MILLION (1,000,000) common shares with the par value of ONE HUNDRED (P100.00) PESOS each. (AS AMENDED ON 25 FEBRUARY 1999)

No stockholders shall sell, transfer, assign or in any manner whatsoever dispose, mortgage, pledge or in any manner whatsoever encumber any or all of his shares of stock in the corporation without first complying with following:

(a) An offer in writing to sell, transfer, mortgage, pledge or in any manner whatsoever encumber any or all of his shares of stock in the company shall be made to the other stockholders of record, through the Secretary of the corporation, who shall have thirty (30) days from receipt thereof to accept the said offer:

(b) Should the stockholders of record refuse or fail to accept said offer within the stated period, the Secretary of the corporation shall indorse said written offer to the corporation which shall likewise have thirty (30) days from receipt thereof to accept the same offer:

(c) Should the corporation refuse or fail to accept said offer, then the stockholders making the offer may sell, transfer, assign or in any manner whatsoever dispose and/or encumber his/her its share or shares of stock to any other person or persons, under the same terms, conditions and price as that offered to the other stockholders of record of the corporation and the corporations:

No transfer of shares of stock or interest therein which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the proper books of the corporation.

Any sale, transfer or any encumbrance whatsoever made in violations of the foregoing shall be null and void.

The foregoing conditions and restrictions shall be indicated in all stock certificates to be issued by the corporation.

EIGHT: That the amount of capital stock which has actually been subscribed to is TEN MILLION PESOS (P10,000,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock and the amount of capital stock set out after their respective names:

<u>NAME</u>	<u>No. of shares</u>	<u>Amount of Capital Stock Subscribed</u>
1. Vicente R. Ayllon	14,000	P1,400,000.00
2. Jose S. Bernabe	16,000	1,600,000.00
3. Florencio E. Gorgonia	14,000	1,400,000.00
4. Enrico V. Nano	14,000	1,400,000.00
5. Azucena R. Reyes	14,000	1,400,000.00
6. Mariano M. Mercado, Jr.	14,000	1,400,000.00
7. Mabini L. Juan	14,000	1,400,000.00

NINTH: That the following persons have paid in their shares of capital stock for which they have subscribed the amount set out after their names:

<u>NAME</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
1. Vicente R. Ayllon	P1,400,000.00
2. Jose S. Bernabe	1,600,000.00
3. Florencio E. Gorgonia	1,400,000.00
4. Enrico V. Nano	1,400,000.00
5. Azucena R. Reyes	1,400,000.00
6. Mariano M. Mercado, Jr.	1,400,000.00
7. Mabini L. Juan	1,400,000.00

TENTH: That JOSE S. BERNABE 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 the corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto signed these presents on this 20th day of September 1991 at Makati, Metro Manila, Philippines.

ORIGINAL SIGNED
VICENTE R. AYLLON
TAN-A-4515-A-2331-A-8

ORIGINAL SIGNED
JOSE S. BERNANBE
TAN-B-6518-B-0329-A-3

ORIGINAL SIGNED
FLORENCIO E. GORGONIA
TAN-A-1260-113-4

ORIGINAL SIGNED
ENRICO V. NANO
TAN-N-5560-J0330-A-2

ORIGINAL SIGNED
AZUCENA R. REYES
TAN-2165-227-3

ORIGINAL SIGNED
MARIANO M. MERCADO
TAN-M-6235-J-2928-A-O

ORIGINAL SIGNED
MABINI L. JUAN
TAN-J-5155-A-0745-A-9

Signed in the presence of:

JUDITH FELIX

RAMON S. ALGARRA

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA) S.S.

BEFORE ME, a Notary Public for and in Makati, Metro Manila, this 20th day of September 1991, personally appeared the following persons with their respective Residence Certificate Nos., place and date issued, to wit:

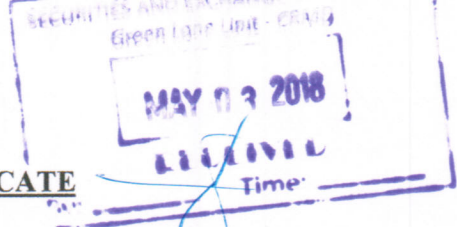
NAME	RES. CERT. NO.	PLACE	DATE
1. Vicente R. Ayllon	18442395K	Makati, M.M.	1-31-91
2. Jose S. Bernabe	18444493K	Makati, M.M.	1-31-91
3. Florencio E. Gorgonia	2728039L	Makati, M.M.	3-22-91
4. Enrico V. Nano	20891555	Makati, M.M.	3-12-91
5. Azucena R. Reyes	18442359K	Makati, M.M.	1-31-91
6. Mariano M. Mercado, Jr.	18444452K	Makati, M.M.	1-30-91
7. Mabini L. Juan	18448686K	Makati, M.M.	1-31-91

known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged before me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL this 20th day of September 1991.

ORIGINAL SIGNED
ROLANDO B. LAURITO
Notary Public
Until December 31, 1991
PTR No. 1127136
Issued at Makati, M.M.
On 23 January 1990

Doc. No. 53;
Page No. 12;
Book No. III;
Series of 1991.



DIRECTORS' CERTIFICATE

We, the undersigned Directors and Corporate Secretary of **INSULAR HEALTH CARE, INC. (the Corporation)**, do hereby certify that the Amended Articles of Incorporation of the Corporation has been approved by a majority vote of the directors at the Board of Directors' Meeting held on 16 October 2017 and by the stockholders, representing at least two-thirds (2/3) of the outstanding capital stock at the Special Stockholders' Meeting held on 06 November 2017 both at the principal office of the Corporation:

1. The Second Article of the Amended Articles of Incorporation of the Corporation, Insular Health Care, Inc., is amended as follows:

SECOND: That the purposes for which the said corporation is formed are as follows:

PRIMARY PURPOSE

To engage in business as a health maintenance organization, providing, offering and/or arranging for coverage of designated health services, promoting prepaid medical maintenance and other related services, undertaking to arrange for medical services through participating physicians and other related services; to provide, establish, set-up, coordinate or otherwise make available a comprehensive and integrated medical and preventive health care services and facilities system(s) including maternity care, well-baby care and pre-employment medical check-up or industrial clinical services and such other related services to individuals, group of individuals, associations, firms and other organization; to conduct research and studies as to the nature, cause, prevention, treatment and care of diseases and to disseminate information respecting the same; to establish, own, operate, manage, buy-into, tie-up with or otherwise make arrangement with hospitals, medical centers, rehabilitation centers, sanitarium, clinics, pharmacy's drug store, medical and chemical laboratories, and such other enterprises which may have similar or analogous undertaking or dedicated to services in connection therewith; provided, that purely professional, medical or surgical services in connection herewith shall be performed by duly qualified physicians or surgeons who may or may not be connected with the corporation and who shall be freely and individually contracted by patients.

IN WITNESS WHEREOF, we have hereunto signed this Directors' Certificate at _____, Philippines, on this _____ day of **05 DEC 2017**, 2017.

NINA D. AGUAS
Chairwoman of the Board of Directors
TIN No. 106-903-400


MA. EDITA C. ELICAÑO
Member, Board of Directors
TIN No. 123-035-163

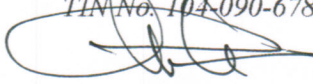
MONA LISA B. DE LA CRUZ
Vice Chairwoman of the Board of Directors
TIN No. 123-035-114

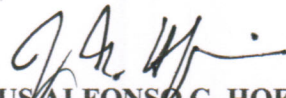
SUSAN R. FIGUERAS
Member, Board of Directors
TIN No. 102-055-460

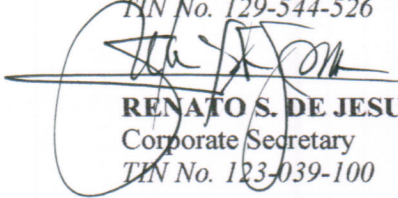
ROBERTO Z. ARROYO
Member, Board of Directors
TIN No. 106-841-251

MARIETTA C. GORREZ
Member, Board of Directors
TIN No. 123-035-036


EDILBERTO B. BRAVO
 Member, Board of Directors
 TIN No. 104-090-678

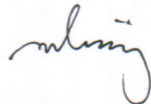

RAMON M. CABRERA
 Member, Board of Directors
 TIN No. 123-035-001


JESUS ALFONSO G. HOFILEÑA
 Member, Board of Directors
 TIN No. 129-544-526


RENATO S. DE JESUS
 Corporate Secretary
 TIN No. 123-039-100

SUBSCRIBED AND SWORN to before me at _____, Philippines, on 15 DEC 2017 day of _____, 2017; by the above-named persons who exhibited to me their government-issued identification as follows:

Name	Government Issued ID	Date and Place of Issue
NINA D. AGUAS	Passport No. EB7078895	07 January 2013 at DFA NCR East
MONA LISA B. DE LA CRUZ	Passport No. EB8509580	27 June 2013 at DFA Manila
ROBERTO Z. ARROYO	Driver's License No. N17-79-007105	01 September 2015 at LTO Manila
EDILBERTO B. BRAVO	Passport No. EC1584514	09 July 2014 at DFA Manila
RAMON M. CABRERA	Passport No. EC8386423	24 July 2016 at DFA NCR South
MA. EDITA C. ELICAÑO	Passport No. EB8878314	07 August 2013 at DFA Manila
SUSAN R. FIGUERAS	Passport No. EB8754563	23 July 2013 at DFA Manila
MARIETTA C. GORREZ	Passport No. EB8208465	24 May 2013 at DFA Manila
JESUS ALFONSO G. HOFILEÑA	Passport No. EB8647334	12 July 2013 at DFA Manila
RENATO S. DE JESUS	Passport No. PO148125A	03 September 2016 at DFA Manila



Doc. No. 477 ;
 Page No. 97 ;
 Book No. XII ;
 Series of 2017.

Atty. Maria Rowena F. Mojica-Rodriguez
 Notary Public for Muntinlupa (until 31 Dec 2017)
 Appointment No. 15-002
 Roll of Attorney No. 47547
 IBP No. 1052299/21 Nov 2016/PPLM
 PTR No. 2426098/03 Jan 2017/Muntinlupa