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REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
Ground Floor, Secretariat Building, PICC  
City of Pasay, Metro Manila  
CEBU EXTENSION OFFICE

COMPANY REG. NO. CS200931220

**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:**

**LIFE & HEALTH HMP, INC.**  
(Amending Articles IV & VI thereof)

copy annexed, adopted on March 21, 2022 by a 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 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 at Cebu City, Philippines, this 4<sup>th</sup> day of October, Two Thousand Twenty Two.

  
SHEARA L. LUPANGO-TAMAYO  
Director

# AMENDED ARTICLES OF INCORPORATION

OF

**LIFE & HEALTH HMP, 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.

THAT WE HEREBY CERTIFY:

FIRST: The name of this corporation shall be:

LIFE & HEALTH HMP, INC.

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

To conduct and engage in the business of providing health maintenance services to the general public. (As amended on Feb. 26, 2011)

That the secondary purposes of this corporation shall be:

To coordinate with various hospitals, medical and dental clinics, diagnostic laboratories, other health maintenance organizations in the delivery of these health maintenance services and benefits. (As amended on Feb. 26, 2011)

To act as third-party administrator for employer or client funded health maintenance programs. (As amended on Feb. 26, 2011)

To engage in related businesses in furtherance of the principal purpose of the corporation.

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 or located is at

No./ Street Cocomall, Osmeña Blvd.  
City/ Town Cebu City, Province Cebu



SEC  
HMP stands for Health Maintenance Philippines

04 OCT 2022

FOURTH. - That the term of the corporation is perpetual, unless dissolved voluntarily or involuntarily for a legal cause; (As amended on March 21, 2022.)

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

Name	Nationality	Residences
Leo T. Cerna	Filipino	San Jose Maria Village, Ward 4 Minglanilla Cebu
Catherine B. Cerna	Filipino	San Jose Maria Village, Ward 4 Minglanilla Cebu
Lea Katrina B. Cerna	Filipino	San Jose Maria Village, Ward 4 Minglanilla Cebu
Ma. Bebeth N. Bernales	Filipino	Dakit, Bogo City, Cebu
Rhee P. Medalla	Filipino	Poblacion, Minglanilla Cebu

SIXTH.- That the number of directors of said corporation shall be composed of NINE (9) members consisting of SIX (6) regular directors and THREE (3) independent directors, and that the names, nationalities and residences of the first directors of the corporation who are to serve as such until their successors are elected and qualified as provided by the By-laws are as follows: (As amended on July 31, 2017; Further amended on March 21, 2022.)

Name	Nationality	Residence
Leo T. Cerna	Filipino	San Jose Maria Village, Ward 4 Minglanilla Cebu
Catherine B. Cerna	Filipino	San Jose Maria Village, Ward 4 Minglanilla Cebu
Lea Katrina B. Cerna	Filipino	San Jose Maria Village, Ward 4 Minglanilla Cebu
Ma. Bebeth N. Bernales	Filipino	Dakit, Bogo City, Cebu
Rhee P. Medalla	Filipino	Poblacion, Minglanilla Cebu

SEVENTH: That the authorized capital stock of the corporation is ONE HUNDRED MILLION Pesos (P 100,000,000.00) in lawful money of the Philippines, divided into One Million (1,000,000) shares with a par value of One Hundred (P 100.00) pesos per share. (As amended on Feb. 26,2011; Further amended on July 31,2017)

EIGHTH : That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>	<u>Amount Paid</u>
LEO T. CERNA	Filipino	2,750	P275,000.00	P68,750.00
CATHERINE B. CERNA	Filipino	500	50,000.00	12,500.00
LEA KATRINA B. CERNA	Filipino	250	25,000.00	6,250.00
MA. BEBETH N. BERNALES	Filipino	750	75,000.00	18,750.00
RHEE P. MEDALLA	Filipino	750	75,000.00	18,750.00
Total		<b>5,000</b>	<b>P500,000.00</b>	<b>P125,000.00</b>

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.

TENTH: That CATHERINE B. CERNA has been elected by the subscribers as Treasurer of the corporation to act as such until 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 of the corporation and for the benefit of the corporation, all subscriptions paid by the subscribers.

ELEVENTH: That the incorporators undertake to change the name of the corporation 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 customs or public policy.

IN WITNESS WHEREOF, we have set our hand this 28<sup>th</sup> day of August 2009 at Cebu City.

LEO T. CERNA(SGD)  
TIN 224-057-940

CATHERINE B. CERNA (SGD)  
TIN 224-057-811

LEA KATRINA B. CERNA(SGD)  
TIN 276-202-169

MA. BEBETH N. BERNALES (SGD)  
TIN 160-636-792

RHEE N. MEDALLA (SGD)  
TIN 217-444-007

WITNESSES:

RODORA S. PRIMACIO (SGD)

INNE M. WAGAS (SGD)

## ACKNOWLEDGEMENT

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REPUBLIC OF THE PHILIPPINES)  
CEBU CITY ) S.S.

BEFORE ME, a Notary Public in and for Cebu City Philippines, this 28<sup>th</sup> day of August 2009, personally appeared :

Name	Community Tax Certificate No.	Date and Place Issued
LEO T. CERNA	09059578	1/13/09 Cebu City
CATHERINE B. CERNA	09059579	1/13/09 Cebu City
LEA KATRINA B. CERNA	11290378	8/14/09 Cebu City
MA. BEBETH N. BERNALES	04831197	1/13/09 Bogo Cebu
RHEE N. MEDALLA	11278259	7/30/09 Cebu City

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 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.

Doc. No. 150  
Page No. 30  
Book No. II  
Series of 2009.

(SGD)  
JOEL V. OUANO  
Notary Public Until December 31, 2009  
IBP Lifetime No. 418432 Cebu City Chapter  
Roll No. 37554, TIN 160-895-017  
PTR No. 5442714, January 13, 2009 Cebu City  
MCLE Compliance No. III-0001486