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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 BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of:

LIFE & HEALTH HMP, INC.

(Amending Article I, Section IV, Article II, Sections IV, V & VII,
Article III, Sections I, II, V, VI, VII & IX & Article IV, Section IV thereof)

copy annexed, adopted on March 21, 2022 by majority vote of the Board of Directors and by the stockholders owning or representing at least majority of the outstanding capital stock, and certified under oath to by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provision of Section 47 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.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Cebu City, Philippines, this 4th day of October, Two Thousand Twenty Two.


SHEARA L. LUPANGO-TAMAYO
Director

AMENDED
BY-LAWS
OF

LIFE & HEALTH HMP, INC.
(Name of Corporation)

ARTICLE I
SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions – Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscription shall not earn interest unless determined by the Board of Directors.

Section 2. Certificate – The stockholder shall be entitled to one or more certificates for fully paid stock subscription in his name in the book of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares – Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No share of stock against which the corporation holds unpaid claim shall be transferrable in the books of the corporation.

All certificates surrendered for transfer shall be stamped “Cancelled” on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates – In case any stock certificate is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 72 of the Revised Corporation Code (RA 11232).



ARTICLE II MEETINGS OF STOCKHOLDERS

Section 1. Annual / Regular Meetings – The annual / regular meetings of the stockholders shall be held at the principal office of 3rd Saturday of June each year, if legal holiday, then on the following day.

Section 2. Special Meeting – The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock, (b) President.

Section 3. Place of Meeting – Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. Notice of Meeting – Notices for regular or special meetings of stockholders may be sent by the Secretary to each stockholder of record through electronic mail or by personal delivery or by courier at his last known address, or such other manner as may be legally allowed, at least twenty-one (21) days prior to the date of the meeting. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of postponement, a written notice shall be sent to all stockholders at least two (2) weeks prior to the date of the rescheduled meeting. (Amended as of March 21, 2022)

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum – Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present. A stockholder who participates through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication, shall be deemed present for the purpose of attaining quorum. (Amended as of March 21, 2022)

Section 6. Conduct of Meeting – Meeting of the stockholders shall be presided over by the Chairman of the Board, or in his absence, by a chairman to be chosen by the stockholders. The Secretary, shall act as Secretary of every meetings, but if not present, the chairman of the meeting shall appoint a secretary of the meeting. (As amended on July 31, 2017)

Section 7. Manner of Voting – At all meetings of stockholders, a stockholder may vote in person or by proxy or through remote communication such as videoconferencing, teleconferencing or other alternative modes of communication, or in absentia. Unless otherwise provided in the proxy, it shall be valid only for the

meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting. (Amended as of March 21, 2022)

Section 8. Closing of Transfer Books or Fixing of Record Date – For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers of the Board – Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted, and its property controlled and held by the Board of Directors composed of nine (9) members, three (3) of which are independent directors and the other six (6) are regular directors to be elected by and from among the stockholders, headed by a Chairman of the Board, and in accordance with the Principles of Corporate Governance. (As amended on July 31, 2017; Further amended as of March 21, 2022.)

No person who is engaged in, has any interest in, or is connected in any manner with any other business, entity or undertaking, that competes, directly or indirectly, with the business of the Corporation, shall qualify or be elected as a director thereof. In the event that any person who has been elected as a director of the Corporation, engages, obtains interest in, or becomes connected, in any manner, with such competing business, entity or undertaking, he or she shall be immediately removed as a director. (As amended on July 31, 2017)

Section 2. Election and Term – The regular members of the Board of Directors shall be elected during the annual meeting of stockholders, and shall hold office for one (1) year and until their successors are elected and qualified. (As amended on July 31, 2017. All nominations for election of the regular directors shall be submitted in writing to the Board of Directors through the Chairman of the Board and the Secretary at the corporation's principal place of business, at least five (5) days before the regular or special meeting of stockholders for the purpose of electing directors. (As amended on July 31, 2017; Further amended as of March 21, 2022.)

The independent directors shall have a term of three (3) consecutive years, and they can be nominated and elected, provided that they can only serve for a maximum cumulative term of nine (9) years, after which they shall be perpetually barred, but may continue to qualify for nomination and election as a regular director. The nomination and election of the independent directors shall be determined by the Nomination Committee pursuant to its guidelines. (As amended on July 31, 2017; Further amended as of March 21, 2022.)

The elected members of the Board of Directors shall immediately submit within two (2) weeks from election, their respective Bio-data in the prescribed format, and NBI Clearance. (As amended on July 31, 2017)

Section 3. Vacancies – Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. For a vacancy due to resignation, disqualification or cessation of an independent director, the filling up of the vacancy shall be filled similarly, but upon the nomination from the Nomination Committee. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office. (As amended on July 31, 2017)

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.

Section 4. Meetings – Regular meetings of the Board of Directors shall be held once a month on such dates and at places as may be called by the Chairman of the Board, or upon request of a majority of the Directors.

Section 5. Notice – Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, or electronic mail or courier or such other manner as may be legally allowed. A director may waive this requirement, either expressly or impliedly. (Amended as of March 21, 2022)

Section 6. Quorum – A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board. A director who participates through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication, shall be deemed present for the purpose of attaining quorum. (Amended as of March 21, 2022)

Section 7. Conduct of Meetings; Manner of Voting – Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting. The director participating via remote communication may cast his vote through electronic mail, messaging service or such other manner as may be provided, and the vote shall be sent to the Presiding Officer and the Corporate Secretary for notation. (Amended as of March 21, 2022)

Section 8. Compensation – By resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten

percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

Section 9. Committees of the Board – The Board shall constitute the following three (3) major committees: Audit & Related Party Transactions Committee; Corporate Governance & Nomination and Remuneration Committee; and Risk Oversight Committee, to aid in the optimal performance of its roles and responsibilities. Membership in the respective committee shall be composed of at least three qualified non-executive directors the majority of whom should be independent directors. The corporation shall come up with the specific charters for each committee. (As amended on July 31, 2017; Further amended as of March 21, 2022.)

ARTICLE IV OFFICERS

Section 1. Chairman of the Board – Immediately after their election, the Board of Directors shall formally organize, with the director with the highest number of votes to open the election for the Chairman of the Board. The Chairman of the Board who shall be elected by the Board of Directors, shall have such powers and perform such duties as are assigned by these bylaws and shall have such other powers and perform such other duties, not inconsistent with these bylaws, as may from time to time be assigned by the Board of Directors. The Chairman of the Board then calls for the election of the President, the Vice President, the Treasurer, and the Secretary at the said meeting. (As amended on July 31, 2017)

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. The Chairman of the Board cannot be the President at the same time, nor can the Chairman or the President be a Treasurer or Secretary at the same time. (As amended on July 31, 2017)

Section 2. President – The President shall be the Chief Executive Officer of the corporation and shall exercise the following functions:

- a.) To preside at the meetings of the stockholders;
- b.) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c.) To supervise and manage the business affairs of the corporation upon the direction of the Board of Directors;
- d.) To implement the administrative and operational policies of the corporation under his supervision and control, and ensure compliance with the regulatory directives of the Insurance Commission, Department of Health, and other government agencies; (As amended on July 31, 2017)
- e.) To appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;
- f.) To oversee the preparation of the budgets and the statements of accounts of the corporation;

- g.) To represent the corporation at all functions and proceedings;
- h.) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors;
- i.) To make reports to the Board of Directors and stockholders;
- j.) To sign certificates of stock;
- k.) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 3. The Vice President – He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

Section 4. The Secretary – The Secretary must be a resident and a citizen of the Philippines, and must not be a member of the Board of Directors. He shall have the following specific powers and duties: (As amended on July 31, 2017; Further amended as of March 21, 2022.)

- a.) To record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;
- b.) To keep record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;
- c.) To keep the corporate seal and affix it to all the papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
- d.) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;
- e.) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;
- f.) To act as inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election;
- g.) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 5. The Treasurer – The Treasurer of the corporation shall have the following duties:

- a.) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b.) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;
- c.) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;

- d.) To render an annual statement showing the financial condition of the corporation and such other financial reports as the Board of Directors, or the President may, from time to time require;
- e.) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f.) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 6. Term of Office – The term of all officers shall be one (1) year and until their successors are duly elected and qualified.

Section 7. Vacancies – If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 8. Compensation – The officers shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE V OFFICE

Section 1. The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate.

ARTICLE VI AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditor – At the regular stockholders' meeting, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation.

Section 2. Fiscal Year – The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends – Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

**ARTICLE VII
SEAL**

Section 1. Form and inscription – The corporate seal shall be determined by the Board of Directors.

**ARTICLE VIII
AMENDMENTS**

Section 1. These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

IN WITNESS WHEREOF, we, the undersigned stockholders have adopted the foregoing by-laws and hereunto affixed our signatures this 8th day of September 2009 at Cebu City, Philippines.

(SGD) Leo T. Cerna

(SGD) Catherine B. Cerna

(SGD) Lea Katrina B. Cerna

(SGD) Ma. Bebeth N. Bernales

(SGD) Rhee N. Medalla