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REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
SEC Building, EDSA, Greenhills  
City Of Mandaluyong, Metro Manila

COMPANY REG. NO. A199803289

**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

**METROCARE HEALTH SYSTEMS, INCORPORATED**  
(Amending Articles II Secondary Purposes, III & XII thereof.)

copy annexed, adopted on June 15, 2016 by 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 respectively, 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 Mandaluyong City, Metro Manila, Philippines, this 25<sup>th</sup> day of July, Twenty Sixteen.

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FERDINAND B. SALES

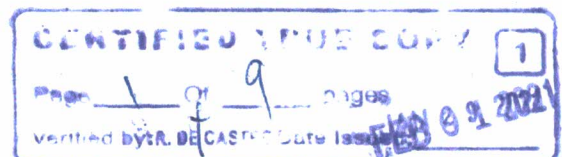
Director

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Company Registration and Monitoring Department

ChR/wheng

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# COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

32698.0055.0002

Nature of Application AAI	SEC Registration Number A199803289
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Former Company Name METROCARE HEALTH SYSTEMS, INC.
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AMENDED TO: New Company Name
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Principal Office (No./Street/Barangay/City/Town/Province) 240 MENLO ST., BRGY. 33 PASAY CITY
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Company's Email Address oasp_ma@forzeintegrated.com	COMPANY INFORMATION Company's Tel. Nos 550-1004	Company's Facsimile Nos 822-7364
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CONTACT PERSON INFORMATION Name of Contact Person MARIA MERCEDES S. JIMENEZ	Email Address oasp_ma@forzeintegrated.com	Tel. No. 550-1004	Fax No. 822-7364
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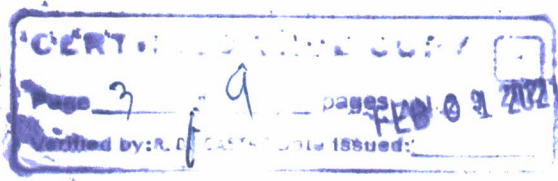
Contact Person's Address 147 WILLIAMS ST. PASAY CITY
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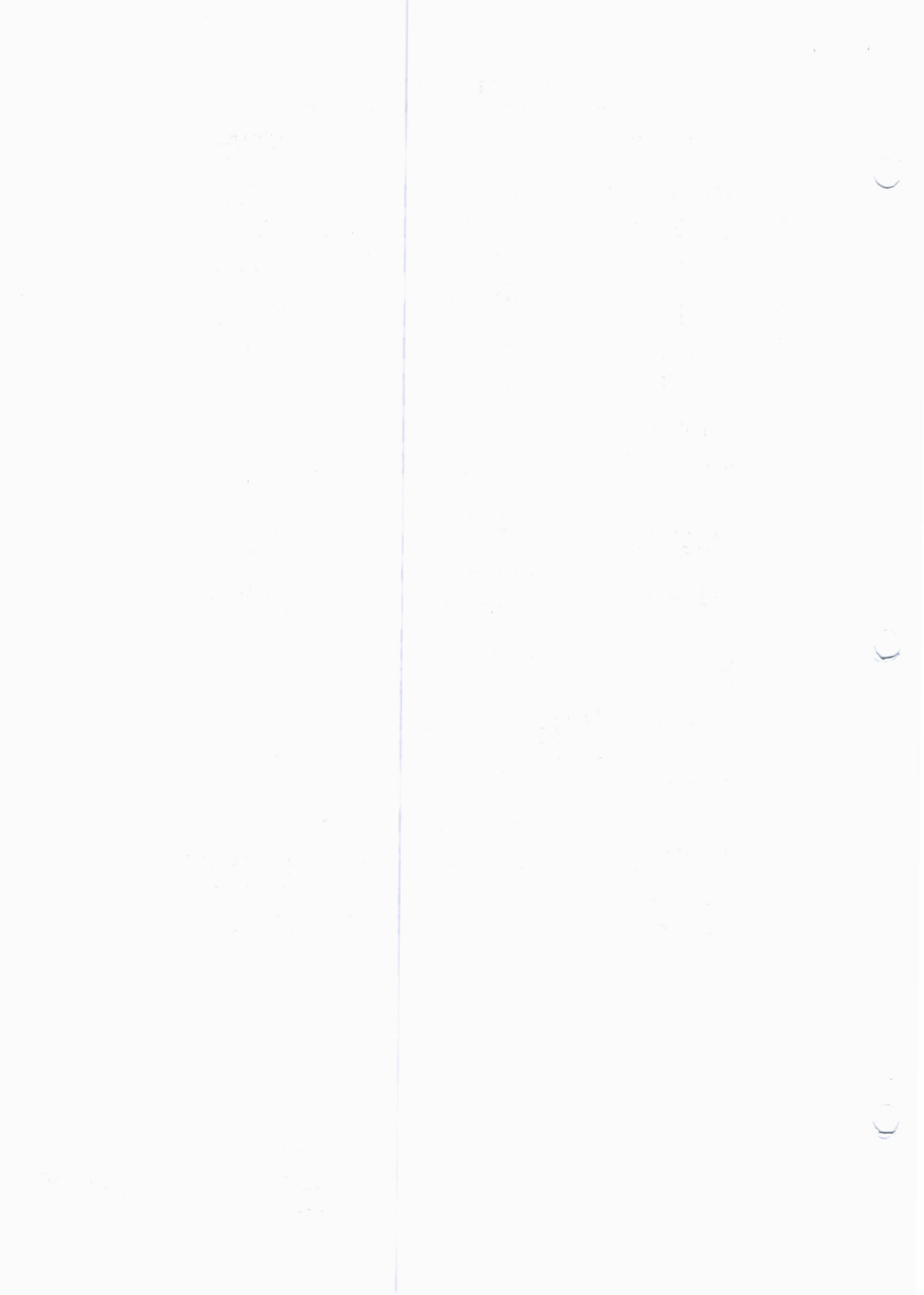
Assigned Processor <i>Ms. Rogina</i>	To be accomplished by GRMD Personnel Date <i>6/28/16</i>	Signature
Document I.D.		

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

DOH Indorsement  
*Punished by DOH under ORR 1445351*  
*July 2016*  
*DR. C. S. ...*  
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32698.0055.0003

AMENDED ARTICLES OF INCORPORATION  
OF  
METROCARE HEALTH SYSTEMS, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be:

METROCARE HEALTH SYSTEMS, INCORPORATED

SECOND: A. That the purposes for which said Corporation is formed are:

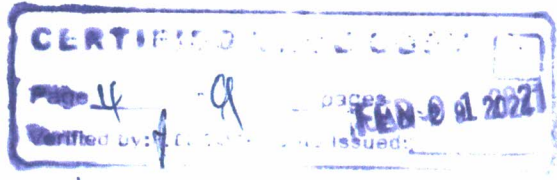
PRIMARY PURPOSE

To establish, operate, maintain, adopt, develop, promote and engage in the business of providing medical, health maintenance and related services to the public, offering comprehensive health care delivery services and systems, thru the accreditation and integration of the services of hospitals, clinics, diagnostic centers and a pool of medical, surgical and health professionals duly qualified to practice by law.

SECONDARY PURPOSES

1. To invest in, own, hold or possess shares of stock, equity, interest or participation, establish, maintain, operate, and/or manage clinics, laboratories, hospitals or medical facilities for the treatment, care and relief of sick, injured or otherwise infirm persons, as maybe necessary or incidental to carry on the business of the corporation in all its elements to develop, organize, sell and provide health maintenance programs, hospital services, equipment and supplies.
2. To enter into, perform or carry out contracts of every nature and kind, pertaining to the business of the Corporation, and to enter into working arrangements with other corporations, firms or persons, within the limits prescribed by law.
3. To engage the services of such technicians, professionals, workers, employees or agents, and to purchase and acquire such properties, real or personal, goods, equipment and other commodities, as may be desired or be needed in the conduct or pursuit of the purposes of the corporation and,
4. To borrow or raise money necessary to meet the financial requirements of the corporate business and in the pursuance of the same, to issue bonds, promissory notes, and other evidences of indebtedness, and to secure the payment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue, pursuant to law, shares of capital stock, debentures and other evidences of indebtedness in payment for the properties acquired by the Corporation, or for money borrowed in the prosecution of its lawful business.

*[Handwritten signatures]*



32698.0055.0004

- 5. To acquire or obtain from any governmental authority, national or municipal, local or otherwise, or any corporation, company or person such charter, franchise, licenses, rights, privileges and concessions, which may be conducive to the attainment of any of the objects of the Corporation.
- 6. To purchase, acquire, sell and convey such properties as may be necessary for the proper conduct of the corporate business including patents, trade-marks, brand names, easements, and other rights over property that are essential to the protection of or the enhancement of the value of the business of the Corporation.
- 7. To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purposes of the attainment of any one or more of the objects herein enumerated; or which shall at any time appear conducive to the protection of or benefit to the corporation, including the exercise of the powers and authorities conferred upon a corporation organized under the laws of the Philippines.

(As amended on 15 June 2016)




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 147 Williams St., Brgy. 13 Zone 14, Pasay City.  
(As amended on 15 June 2016)

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:

NAME	NATIONALITY	RESIDENCES
Valéntin Prieto, Jr.	Filipino	595 Colgate Street, East Greenhills Mandaluyong City
Eliseó S. Encarnacion	Filipino	#4 Paguilagan St., Philamlife Village Talon, Las Pinas City
Percival R. Santiago	Filipino	508 Hagdan Bato Town Homes Ortigas St, Mandaluyong City
Felicidad C. dela Cruz	Filipino	2043 Estanislao St., Park View Homes Sun Valley, Paranaque, Metro Manila
Ruben C. Siron	Filipino	7105 Ilang Ilang St., Guadalupe Viejo Makati City
Herman S. Villegas	Filipino	185 V.G. Cruz St., Sampaloc, Manila
Gonzalo G. Gonzalez	Filipino	2135-G Singalong St., Malate, Manila

**CERTIFIED TRUE COPY**  
 Page 5 of 9  
 Issued on 09/29/2021  
 Certified by: [Signature]

32698.0055.0005

**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
Valentin Prieto, Jr.	Filipino	595 Colgate Street, East Greenhills Mandaluyong City
Eliseo S. Encarnacion	Filipino	#4 Paguilagan St., Philamlife Village Talon, Las Pinas City
Percival R. Santiago	Filipino	508 Hagdan Bato Town Homes Ortigas St, Mandaluyong City
Felicidad C. dela Cruz	Filipino	2043 Estanislao St., Park View Homes Sun Valley, Paranaque, Metro Manila
Ruben C. Siron	Filipino	7105 Ilang Ilang St., Guadalupe Viejo Makati City

**SEVENTH:** That the authorized capital stock of the corporation is TWELVE MILLION (Php 12,000,000.00) pesos in lawful money of the Philippines, divided into TWELVE MILLION (12,000,000) shares with the par value of ONE (P 1.00) peso per share.

**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:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Valentin Prieto, Jr.	Filipino	2,970,000	P 2,970,000	1,970,000
Eliseo S. Encarnacion	Filipino	5,000	5,000	5,000
Percival R. Santiago	Filipino	5,000	5,000	5,000
Felicidad C. dela Cruz	Filipino	5,000	5,000	5,000
Ruben C. Siron	Filipino	5,000	5,000	5,000
Herman S. Villegas	Filipino	5,000	5,000	5,000
Gonzalo G. Gonzalez	Filipino	5,000	5,000	5,000
<b>Total</b>		<b>3,000,000</b>	<b>P 3,000,000</b>	<b>P 2,000,000</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 stock certificates issued by the corporation.

*[Handwritten signatures and initials]*

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 Page 6 of 9 pages  
 Issued FEB 01 2021

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**TENTH:** That, FELICIDAD C. DELA CRUZ 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.

**TWELFTH:** That the subscription for and ownership of all shares of stock in the corporation are made and taken upon the condition that any holder of shares of stock desiring to sell the same shall first offer, in writing, his or her stock to the corporation at a price not higher than the book value of same in the last balance sheet approved by the corporation. The corporation shall have reasonable time not exceeding thirty (30) days from date of receipt of written offer within which to exercise its option to purchase the same. Said offer shall be given by a letter addressed to the principal office of the corporation at 147 Williams St., Brgy. 13 Zone 14, Pasay City. On its failure to exercise its option within said reasonable time, the stockholders of this corporation shall likewise have reasonable time of like period to purchase said stock at said price. A stockholder shall not be barred from making a counter-offer at higher price to give said stockholder a preference in the purchase of the same. After the expiration of said period, the stockholder shall be free to make any sale or transfer of his stock to any other person but not upon terms more favorable than offered to the corporation or stockholders. (As amended on 15 June 2016)

In the event a stockholders shall have his share or shares levied on execution, then he or the executor or administrator of his estate or the assignee of the shares taken on execution, shall, within thirty (30) days from the assumption of office of such executor or administrator, or of such taking, transfer and deliver his shares to the corporation at a valuation to be fixed by the Board of Directors, which shall not be more than the book value of said shares as per the last balance sheet of the corporation duly approved.

All the foregoing restrictions on the transferability of shares of stock shall be printed in toto at the back of all the certificates of stock to be issued by the corporation. Any sale or transfer in violation thereof shall be null and void. (As amended on 31 March 2000).

In Witness whereof, we have set our hands this 19<sup>th</sup> day of February, 1998 at Quezon City.

(SGD) Valentin Prieto, Jr.

(SGD) Gonzalo G. Gonzalez

(SGD) Percival R. Santiago

(SGD) Felicidad C. dela Cruz

(SGD) Ruben C. Siron

(SGD) Herman S Villegas

(SGD) Eliseo S. Encarnacion

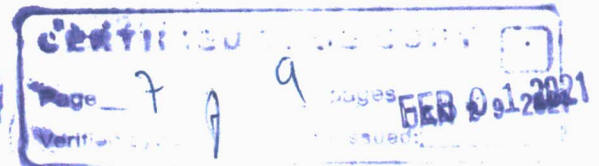
WITNESSES:

(SGD) \_\_\_\_\_

(SGD) \_\_\_\_\_

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ACKNOWLEDGEMENT

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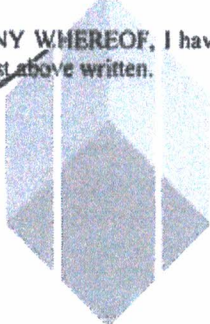
Republic of the Philippines)  
Quezon City

BEFORE ME, a Notary Public in and for Quezon City, Philippines, this 19<sup>th</sup> day of February 1998 personally appeared:

Name	Community Tax Certificate No.	Date & Place Issued
Valentin Prieto, Jr.	# 5653771	3/14/97 - Pasay City
Eliseo S. Encarnacion	# 7610650	3/17/97 - Quezon City
Percival R. Santiago	# 18316162	1/23/98 - Pasay City
Felicidad C. dela Cruz	# 1877932	1/3/97 - Manila
Ruben C. Siron	# 6911416	Manila

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 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 at the place first above written.



Securities and  
Exchange  
Commission  
PHILIPPINES

(SGD) JOEL G. GORDOLA  
NOTARY PUBLIC

Doc. No. 395  
Page No. 79  
Book No. 23  
Series of 1998

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*[Handwritten signatures]*

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Page 8 of 9  
Verified  
FEB 29 2021



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**DIRECTORS' CERTIFICATE OF AMENDMENTS OF ARTICLES OF INCORPORATION  
OF "METROCARE HEALTH SYSTEMS, INCORPORATED"**

JUL 20 2016

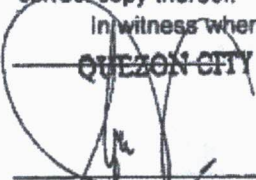
We, the members of the Board of Directors and Corporate Secretary hereby certify that in a special meeting of the stockholders of "Metrocare Health Systems, Incorporated" at 147 Williams St., Brgy. 13 Zone 14, Pasay City on 15 June 2016, it was voted and approved by at least two-thirds of the outstanding capital stock and by a majority vote of the directors to amend Article II by deleting paragraph 5 in the Secondary Purpose and Articles III and XII by changing its corporate office from "240 Menlo St., Pasay City" to "147 Williams St., Brgy. 13 Zone 14, Pasay City" and to have these approved by the Securities and Exchange Commission.

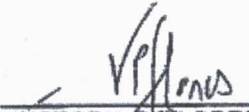
We further certify that the attached Amended Articles of Incorporation is true and correct copy thereof.


JUN 28 2016


In witness whereof, we have hereunto signed this certificate this \_\_\_\_\_ at

~~QUEZON CITY~~

  
VALENTIN PRIETO, JR.  
TIN - 149-863-958

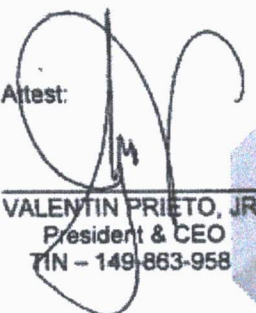
  
VICTORIA P. FLORES  
TIN - 112-175-803


  
VERNON B. PRIETO  
TIN - 207-921-419

  
VIRGIL B. PRIETO  
TIN - 915-176-085

  
ELMER Z. ACANCE  
TIN - 117-687-285

Attest:

  
VALENTIN PRIETO, JR.  
President & CEO  
TIN - 149-863-958

  
VIRGIL B. PRIETO  
Corporate Secretary  
TIN - 915-176-085  
JUN 28 2016

SUBSCRIBED AND SWORN TO BEFORE ME this \_\_\_\_\_ day of \_\_\_\_\_  
affiant exhibited to me their TINs indicated below their signature.

Doc. No. 89  
Page No. 9  
Book No. 9  
Series of 2016

JOEL G. GORDOLA  
Notary Public  
Commission Expires 31, 2017  
NOTARY PUBLIC  
Adm No 069, Rol No 25100, TBP No 1013094  
PTR No 1876282, 1/04/15, O.C  
TIN 126-768-809, MCLE No V-0001531  
Until 1 # 878 Quirino Hwy, Gulod, Novaliches, O.C

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Page 9 of 9  
FEB 0 2017

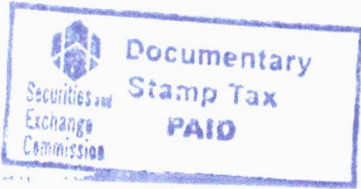
Republic of the Philippines  
**SECURITIES and EXCHANGE COMMISSION**


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I hereby certify that [a] this is a true copy of the document stored in the SEC I-View facility to which proper security measures were employed to ensure data integrity, consisting of NINE [1] page(s); and [b] at all material times, the SEC I-View Facility was operating in a manner that did not affect the integrity of the electronic document.

**METROCORE HEALTH SYSTEMS, INCORPORATED**

Verified by: ROSEMARIE CASTRO Fees: Php 200 paid under  
O.R.No.: 1462518 Dated FEB 01 2021



  
**ROMEO B. CAMANO**  
SEC Administrative Officer IV  
Electronic Records Management Division  
Information and Communication Technology Department

