

REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila



COMPANY REG. NO.: 2024010133525-12

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By Laws of:

MI Healthcare Inc.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Revised Corporation Code of the Philippines (Republic Act No. 11232), which took effect on February 23, 2019 and copies of said Articles of Incorporation and By Laws are hereto attached.

This Certificate grants juridical personality to the corporation but does not authorize it to issue, sell or offer for sale to the public, securities such as but not limited to, shares of stock, investment contracts, debt instruments and virtual currencies without prior Registration Statement approved by the Securities and Exchange Commission; nor 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/lending company, and time shares/club shares/membership certificate issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute a permit to undertake activities for which other government agencies require a license or permit.

This Certificate DOES NOT AUTHORIZE INVESTMENT SOLICITATION AND INVESTMENT-TAKING WITHOUT A SECONDARY LICENSE FROM THIS COMMISSION.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this day of 29 January Two Thousand Twenty Four.

GERARDO F. DEL ROSARIO
Director

Company Registration and Monitoring Department

For SEC use only K661 (PSIC as reserved) Stock Corporation Less Than 5 Incorporators

This is a computer generated certificate, signature is not required.

DOCUMENTARY STAMP TAX PAID

DOCUMENT	FILING PERIOD
General Information Sheet (GIS)	
The GIS should be certified and sworn to by the corporate secretary.	Within 30 calendar days from the date of the actual annual stockholders' or members' meeting:
	If unable to hold stockholders' or members' meeting for the calendar year not later than January 30 of the next calendar year
	All changes arising between annual meetings and those affecting information stated in the GIS shall be reflected in an amended GIS labeled as such and the changes clearly highlighted; the amended GIS shall be submitted within 30 calendar days after the occurrence or effectivity of such change.
Financial Statements (FS) stamped "received" by the Bureau of Internal Revenue	Within 120 calendar days after the end of the fiscal year as specified in the By-laws
Except as otherwise provided in Revised Corporation Code of the Philippines or in the rules issued by the Commission, every corporation, domestic or foreign, doing business in the Philippines shall submit to the Commission: (a) Annual financial statements audited by an independent certified public accountant: Provided, That if the total assets or total liabilities of the corporation are less than Six hundred thousand pesos (P600,000,00), the financial statements shall be certified under oath by the corporation's treasurer or chief financial officer	
Reference: SEC. 177. Reportorial Requirements of Corporations The FS of the domestic corporations, except banks and insurance companies, with annual gross sales or gross revenues of at least Php 5,000,000.00 shall also be submitted in electronic format (i.e. on diskettes or compact disk)	Within 30 days from the last day of submission of the FS
Stock and Transfer Book (for stock corporation) or Membership Book (for non-stock corporation)	Within 30 days from the date of the issuance of the Certificate of Incorporation



REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila

Gentlemen:

Please be informed that upon the approval of the application in the Electronic Simplified Processing of Application for Registration of Company (ESPARC) this Commission does not automatically generate the BIR Corporate Tax Identification Number (Corporate TIN) and the PAG-IBIG, PHILHEALTH and SSS Employer Registration Number (ERN).

However, you may login to the **Philippine Business Hub (PBH)** link shown on the notification sent to the email you provided in the ESPARC.

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
REGISTRATION - ESPA

SEC Registration Number

REGIS	TRATION	- ESPARC			2024010133525-12
			COMPANY NA	ME	
		MI	Healthcar	e Inc.	
	P	rincipal Office (No.	/Street/Baran	gay/City/Town/Pr	ovince)
					GE SAN LORENZO MAKATI, REGION (NCR), 1229
		COM	PANY INFOR	MATION	
Industry Code			Industr	y Description	
K661	Activit	ies auxiliary to fir	ancial servi	ce, except insur	ance and pension funding
	Comp	oany's Email		Company's Telephone Number/s	Company's Mobile Number
a	ira.rigor@	pioneer.com.ph			+639178153876
		CONTAC	PERSON IN	FORMATION	
Name of C	ontact	Email Add	ress	Telephone Number/s	Mobile Number/s
AIRA ANO FRANCISCO	The state of the s	aira.rigor@pion	eer.com.ph	1 1 6	+639178153876
		To be accom	nplished by Cl	RMD Personnel	
Assigned				Date	Signature
				Total III	
Document I.D.			9		
Received by Co	orporate F	iling and Records D	ivision:		
Forwarded to:					
Corp	orate and	Partnership Regist	ration		
Gree	en Lane Ur	nit			
Fina	ncial Anal	ysis and Audit Divis	ion		
Lice	nsing Unit				



ONCOLL PAYMENT \$11839	P40.00 LANDBANK
Please check the appropriate mode of payment. CASH CHECK	DATE DEBIT FROM ACCOUNT Jan . 29, 2024
MERCHANT / AGENCY DEPOSIT ACCOUNT NUMBER 3 7 5 2 2 2 0 4 4	MERCHANT/AGENCY NAME SEC FCC CURRENT ACCOUNT
Reference Number 1 202401259985906	Printed Name and Signature of Payor / Depositor / Representative AIRA Argola F Rigor Charles BP PAVELIDATION ROXAS T2(JOYCE ANNE B)
MI HEALTHCHIET INC : CITY OF MAKE	-29-2024 11:19 Trxn. Seq. #: 10450
09178153876 NA	AME OF PAYOR MI HEALTHCAR OCK No. 0033431 Oun 201,250.00
201, 200.00	

This is your receipt when machine validated.

ONCOLL PAYMENT SLIP	⊘ LANDBANK
Please check the appropriate mode of payment. CASH CHECK	DEBIT FROM ACCOUNT DATE Oan 29,2624
MERCHANT / AGENCY DEPOSIT ACCOUNT NUMBER	MERCHANT/AGENCYNAME SEC BTR ACCOUNT - LRF
Reference Number 1 2024 0125 9985906	Printed Name and Signature of Payor / Depositor / Representative ATTA PYGE (A Rigor Currently)
	Validation DE ROXAS TZ(JOYCE ANNE B) 24 11:20 Trxn. Seq. #: 22000
Reference Number 3 (Numeric) O917015 3070 PAF NU NAME OF	CASH Payment scct. No. 3402-2319-20 202401259985906 PAYOR MI HEALTHCAR
Amount 2,010.00 Amount	2,010.00

ONCOLL PAYMENT SLIP	♦ LANDBANK
CASH	DATE Jah. 29, 29
13772121212121212121	MERCHANT / AGENCY NAME DIT
1024 0125 998590 G	Printed Name and Signature of Payor / Depositor / Representative Arra Angola Rigar aw fugu
Reference Number 2 MI HTALTH CARE INC. D1-29-2	Validation ROXAS TZ(JOYCE ANNE 6) 024 11:21 Trxn. Seq. #: 69300 CASH Payment
Reference Management 76 Clrng. ASSESSM NAME OF	CASH Payment Acct. No. 3752-2220-60 NT FORM 202401259985906 PAYORX MI HEALTHCAR 30:00



Republic of the Philippines Department of Finance INSURANCE COMMISSION 1071 United Nations Avenue Manila



1st ENDORSEMENT 05 January 2024

Respectfully endorsed to the Securities and Exchange Commission, SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209 the attached Articles of Incorporation of **MI HEALTHCARE INC.** with office address at 108 Pioneer House Makati, Paseo de Roxas, San Lorenzo, City of Makati, Fourth District, National Capital Region (NCR), 1229 with the advise that the Insurance Commission has no objection to its registration with the Securities and Exchange Commission to act as a Health Maintenance Organization.

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission. The applicant is advised that it <u>cannot</u> act as a Health Maintenance Organization unless it is duly licensed as such by this Commission.

By Authority of the Insurance Commissioner:

FRANCIS PAUL N. FERNANDO
Officer-in-Charge
Financial Examination Group



Articles of Incorporation of MI Healthcare 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;

AND WE HEREBY CERTIFY:

First: That the name of said corporation shall be

MI Healthcare Inc.

Second: That the purpose or purposes for which such corporation is incorporated are:

Primary:

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, legal, and financial responsibilities of the organization.

Secondary:

1. To construct, erect, relish, maintain, operate, and/or manage clinics, laboratories, research centers, hospitals, and emergency facilities for the treatment, care, and relief of the sick, injured or otherwise infirm persons, including indigent patients, including the care and Treatment of maternity cases, provided that purely medical or surgical services shall be rendered by duly qualified physicians, surgeons, and medical specialties, who may or may not be connected with the corporation, and whose services may include the study and research of the causes, nature, prevention and cure of diseases and the dissemination of knowledge relating thereto to erect, equip, and maintain buildings, laboratories, pharmacies, and emergency facilities as may be necessary or incidental thereto, and to carry on the business of the company in all its elements, and to develop, organize, and sell health maintenance programs and provide for hospital services, equipment and Supplies; 2. To initiate, manage, introduce, maintain, disseminate and promote, whenever appropriate necessary or



incidental to its main objective, by itself, or in collaboration with governmental, international, or non-governmental institutions, whether local or foreign based, the safe and appropriate utilization and dissemination in the Philippines or elsewhere, modern, new and current advances, improvements or innovations in medical health, health planning, health management, hospital and patient management, testing, monitoring, health research and education, disease prevention and control, including data, literature, data bases or management information systems relating thereto, whether developed here or abroad; 3. Subject to legal limits, to amalgamate, merge, or combine into this corporation any other corporation, association or business, whether formed for objects similar, analogous subsidiary or complementary to any of the objects of this corporation; to assist in the formation or establishment of any such corporation or association to acquire, hold or deal in shares or interests therein, to the extent permitted by Law; 4. To engage in the importation of drugs, patent, medicines, chemicals, and their derivatives as may be needed in the dispensation of the services of the Corporation. 5. To acquire the goodwill, rights, property, and assets of all kinds and to undertake the whole or any part of the liabilities of any person, firm, association or corporation, and to pay for the same in cash, stock, bonds, debentures, or other securities of the Corporation, provided, that it will not engage in the financing business; 6. To act as agent, representative, commercial broker, factor, adviser, consultant or manager of any individual, partnership or corporation, and as such, to promote, develop and extend their business or to aid in any lawful enterprises; 7. To buy, acquire, own, use, hold, improve, develop mortgage, lease, sell, convey, or in any manner deal and dispose of real estate, buildings or any estate, or rights or interests thereto, to the extent permitted by law, to deal in any and all kinds of chattels, goods, processes, patents and licenses, and other forms, of assets, rights, interests and property, tangible or intangible; 8. To borrow money or raise funds for any purposes of the corporation, without limit as to any amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and negotiable or non-negotiable instruments and evidence of indebtedness, and to secure payment thereof and of the interest thereon, by mortgage, pledge, conveyance, or consignment in trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities, or other obligations of the corporation for its purpose; 9. In furtherance of its objectives and purposes, to invest the funds of the corporation in any lawful manner, and in connection therewith, to enter into, make, perform, and carry out or cancel or rescind contracts of every kind and for any lawful purpose/ with any person, firm, association, corporation, syndicate, domestic, foreign or others; 10. Without in any particular limiting the power of the corporation, it is hereby expressly declared that the corporation shall have the power to make, perform, and carry out contracts of every kind and description with any other natural or judicial person, entity or association, whether public or private; to have as many offices as needed in and outside of the Philippines, and to conduct its business and exercise its powers throughout and in any part of the Republic of the Philippines, and or in any and all foreign countries, states and territories; 11. To purchase, lease, or hire such rights, leases, licenses, franchises, agency, certificates of such local or foreign medical

products or scientific medical equipment and other facilities for distribution, use, and sale in the Philippines; 12. To engage the services of licensed practitioners, professionals, technicians, and such other employees as may aid in the management, operation, and dispensation of services of the Corporation; 13. To apply for, register, purchase, or otherwise acquire, use, protect and renew any patents, patent rights, licenses, concessions, trademarks, tradenames, inventions, formulae, and processes used or capable of being in connection with any of the business of the Corporation, and to use, exercise, develop, sell, assign, or otherwise dispose of, or grant licenses, in respect of the property, rights, trademarks, or other information acquired, and to spend money in experimenting upon, testing, and improving, any patents, inventions or rights which the Corporation may acquire or propose to acquire; 14. To hold, purchase or otherwise acquire, or be interested in and to sell or otherwise dispose of, shares of capital stock, bond, debentures, or other pieces of evidence of indebtedness issued or created by any other Corporation, and while the holder thereof, to assist or to guarantee the obligations of, and to exercise all the rights and privileges of ownership of such corporation; 15. To enter into, perform or carry out contracts of every nature and kind, pertaining to the business of the corporation, or in any manner incident or allied thereto, including but not limited to conducting its business thru divisions or subsidiaries, managers/ or independent contractors, or establishments, and to enter into working arrangements with other corporations, firms or persons, within the limits prescribed by law; 16. To have one or more branch offices and to carry on all or any part of its operations and business, and unlimitedly and without restriction, to conduct its operations and business in the Philippines and in any foreign country or place, subject to the laws therein; 17. To use and apply its surplus earnings or accumulated profits to the purchase or acquisition of property and to the purchase or acquisition of its own stock, from time to time, to such extent and in such manner and upon such terms that its Board of Directors shall determine; 18. To cause or allow the legal title, estate, and interest in any property or business acquired, established, or carried on by the Corporation to remain or be vested or registered in the name of, or carried on by, any other company or companies, foreign or domestic, or to be formed, and either upon trust for, or as agents or nominees of the Corporation, or upon any terms or conditions which the Board of Directors may consider for the benefit of the Corporation, and to manage the affairs, or take over and carry on the business, of such company or companies so formed or to be formed, either by acquiring the shares of stocks or other securities thereof or otherwise howsoever, and to exercise all or any of the powers of holders of shares of stocks or securities thereof, and to receive and distribute as profits the dividends and interest on such shares of stock or securities; and 19. To establish pension, retirement, and other plans for the benefit of its directors, trustees, officers, and employees; 20. To do everything necessary, suitable or proper for the accomplishment of any purpose or the attainment of any object or the furtherance of any power hereinbefore set forth as principal, agent or otherwise, either alone or in association with corporations, firms, or individuals, and to do every other act or thing incidental or appurtenant to or growing out of or connected with the aforesaid business or purposes, objects or powers, or any part or parts thereof, provided the same be not inconsistent with the laws under which the Corporation is organized; and 21. The purposes, objects and powers specified in this Article and all subdivisions thereof



shall, except as otherwise expressly provided, in no ways be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, and that each of the purposes, objects and powers specified in this Article shall be regarded as independent purposes, objects and powers/ are in furtherance of and in addition to and not a limitation of the general powers conferred on corporations formed under the Corporation Law of the Philippines.

Provided that the corporation shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts.

Third: That the principal office of the corporation is located in 108 PIONEER HOUSE MAKATI PASEO DE ROXAS LEGAZPI VILLAGE SAN LORENZO MAKATI, CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1229;

Fourth: That the corporation shall have perpetual existence;

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

Name	Nationality	Residence
JAIME ARISTOTLE BARTE ALIP	Philippine, Filipino	DON RAMON TEOMORA San Gabriel , SAN PABLO CITY, LAGUNA, REGION IV-A (CALABARZON), 4000
LORENZO ONG CHAN, JR.	Philippine, Filipino	61 DAPITAN STREET Lourdes , QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1114

Sixth: That the number of directors of the corporation shall be seven (7); and the names, nationalities and residences of the first directors of the corporation are as follows:

Name	Nationality	Residence
LORENZO ONG CHAN, JR.	Philippine, Filipino	61 DAPITAN STREET Lourdes, QUEZON CITY, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1114
JOCELYN DECANO DEQUITO	Philippine, Filipino	BURGOS TEOMORA San Gabriel, SAN PABLO CITY, LAGUNA, REGION IV-A (CALABARZON), 4000

JOMER HERNANDEZ AQUINO	Philippine, Filipino	LYNDON CORNER FRANKLIN VERMONT PARK EXECUTIVE Mayamot, CITY OF ANTIPOLO, RIZAL, REGION IV-A (CALABARZON), 1870
VENER SANCHEZ ABELLERA	Philippine, Filipino	CLARISSE Masalukot I , CANDELARIA, QUEZON, REGION IV-A (CALABARZON), 4323
MOLLY COYUKIAT UYECIO	Philippine, Filipino	132 LEGASPI LEGASPI San Lorenzo , CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1223
JAMES COYUKIAT UYECIO	Philippine, Filipino	001 SOMERSET STREET, Fort Bonifacio, TAGUIG CITY, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1630
ROLAND STEPHEN TANSY CUA	Philippine, Filipino	LOT 2, BLOCK 3 STA. FE ST GARDEN HOMES RIO B. F. International Village, CITY OF LAS PIÑAS, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1740

Seventh: That the authorized capital stock of the corporation is One Hundred Million Pesos (P100,000,000.00), divided into:

a. One Million (1,000,000) common voting shares with par value of One Hundred Pesos (P100.00) per share.

Eighth: That the authorized capital stock above has been subscribed and paid as follows:

Name	Nationality	Share Type	No. of Shares Subscribed	Amount Subscribed
JAIME ARISTOTLE BARTE ALIP	Philippine, Filipino	Common - Voting - with Par	1	P100.00
LORENZO ONG CHAN, JR.	Philippine, Filipino	Common - Voting - with Par	1	P100.00
JOCELYN DECANO DEQUITO	Philippine, Filipino	Common - Voting - with Par	1	P100.00



	T	TOTAL	1,000,000	P100,000,000.00
CARD MRI INSURANCE AGENCY, INC. Represented by: VENER SANCHEZ ABELLERA	Philippine, Filipino Philippine, Filipino	Common - Voting - with Par	19,999	P1,999,900.00
MASIKAP HOLDINGS PHILIPPINES, INC. Represented by: MARY JANE ABROGAR PERRERAS	Philippine, Filipino Philippine, Filipino	Common - Voting - with Par	49,999	P4,999,900.00
CENTER FOR AGRICULUTURE AND RURAL DEVELOPMENT MUTUAL BENEFIT ASSOCIATION INC. (CARD MBA) Represented by: REAZHYLE ARBO FRANCISCO	Philippine, Filipino Philippine, Filipino	Common - Voting - with Par	419,998	P41,999,800.00
PIONEER, INC. Represented by: LORENZO ONG CHAN, JR.	Philippine, Filipino Philippine, Filipino	Common - Voting - with Par	509,996	P50,999,600.00
ROLAND STEPHEN TANSY CUA	Philippine, Filipino	Common - Voting - with Par	1	P100.00
JAMES COYUKIAT UYECIO	Philippine, Filipino	Common - Voting - with Par	1	P100.00
MOLLY COYUKIAT UYECIO	Philippine, Filipino	Common - Voting - with Par	1	P100.00
VENER SANCHEZ ABELLERA	Philippine, Filipino	Common - Voting - with Par	1	P100.00
JOMER HERNANDEZ AQUINO	Philippine, Filipino	Common - Voting - with Par	1	P100.00

Name	Share Type	Mode of Payment	Amount Paid	Addt'l Paid-in Capital
JAIME ARISTOTLE BARTE ALIP	Common - Voting - with Par	Cash	P100.00	P0.00
LORENZO ONG CHAN, JR.	Common - Voting - with Par	Cash	P100.00	P0.00
JOCELYN DECANO DEQUITO	Common - Voting - with Par	Cash	P100.00	P0.00



JOMER HERNANDEZ AQUINO	Common - Voting - with Par	Cash	P100.00	P0.00
VENER SANCHEZ ABELLERA	Common - Voting - with Par	Cash	P100.00	P0.00
MOLLY COYUKIAT UYECIO	Common - Voting - with Par	Cash	P100.00	P0.00
JAMES COYUKIAT UYECIO	Common - Voting - with Par	Cash	P100.00	P0.00
ROLAND STEPHEN TANSY CUA	Common - Voting - with Par	Cash	P100.00	P0.00
PIONEER, INC. Represented by: LORENZO ONG CHAN, JR.	Common - Voting - with Par	Cash	P50,999,600.00	P0.00
CENTER FOR AGRICULUTURE AND RURAL DEVELOPMENT MUTUAL BENEFIT ASSOCIATION INC. (CARD MBA) Represented by: REAZHYLE ARBO FRANCISCO	Common - Voting - with Par	Cash	P41,999,800.00	P0.00
MASIKAP HOLDINGS PHILIPPINES, INC. Represented by: MARY JANE ABROGAR PERRERAS	Common - Voting - with Par	Cash	P4,999,900.00	P0.00
CARD MRI INSURANCE AGENCY, INC. Represented by: VENER SANCHEZ ABELLERA	Common - Voting - with Par	Cash	P1,999,900.00	P0.00
		TOTAL	P100,000,000.00	P0.00

Ninth: That LOURDES BONQUIN DIJAN has been elected by the subscribers as Treasurer of the Corporation to act as such until after the successor is duly elected and qualified in accordance with the bylaws, that as Treasurer, authority has been given to receive in the name and for the benefit of the corporation, all subscriptions, contributions or donations paid or given by the subscribers or members, who certifies the information set forth in the seventh and eighth clauses above, and that the paid-up portion of the subscription in cash and/or property for the benefit and credit of the corporation has been duly received.

Tenth: That no transfer of stock or interest which will reduce the 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 the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.



Eleventh: That the incorporators undertake to change the name of the corporation, as herein provided or as amended thereafter, immediately upon receipt of notice from the Commission that another corporation, partnership or person has acquired a prior right to the use of such name, that the name has been declared not distinguishable from a name already registered or reserved for the use of another corporation, or that it is contrary to law, public morals, customs or public policy.

MI= Microinsurance

IN WITNESS	WHEREOF, we have day of JAN	e hereunto	signed	these	Articles	of
Incorporation, this _	day of JAN	7 3 20220	in t	he City,	/Municipal	lity
of	_, Province of	, I	Republic	of the F	hilippines	5.

Name	TIN	Signature
JAIME ARISTOTLE BARTE ALIP	102-985-523-000	Jun as
LORENZO ONG CHAN, JR.	122-359-182-000	Gorenzo Charle
LOURDES BONQUIN DIJAN Treasurer	160-086-160-000	gup.

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)

MAKATI CITY

S.S)

BEFORE ME, a Notary Public, for and in Makati City, Philippines, this 25th day of January, 2024, personally appeared the following persons:

Name	TIN/Passport No.	Date and Place Issued
JAIME ARISTOTLE BARTE ALIP	102-985-523-000	
LORENZO ONG CHAN, JR.	122-359-182-000	
LOURDES BONQUIN DIJAN Treasurer	160-086-160-000	

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation constituting of <u>9</u> pages, including this page where the acknowledgement is written, and they acknowledged to me that the same is their free act and voluntary deed.

WITNESS MY HAND AND SEAL on the day first above-written.

NOTARY PUBLIC

Doc. No. <u>110;</u>
Page. NO: <u>23;</u>
Book. No. <u>I;</u>
Series Of 2024.

ATTY. ROLANDO D. PANES, JR.
Notary Public
Appointment No. M-147 valid until December 31, 2024
IBP Lifetime Member No. 011359 / Makati
PTR No. 10081188 / Makati / 01-09-2024
MCLE Compliance No. VII-0029098
Roll of Attorney No. 55229
Pioneer House, 108 Paseo de Roxas
Legaspi Village, Makati City





BY-LAWS OF **MI Healthcare Inc.**

I. THE TIME, PLACE AND MANNER OF CALLING AND CONDUCTING REGULAR OR SPECIAL MEETINGS OF THE DIRECTORS OR TRUSTEES.

- a) Regular meetings of the board of directors or trustees or trustees of the corporation shall be held monthly unless the by-laws provide otherwise.
- b) Special meetings of the board of directors or trustees may be held at any time upon the call of the president or as provided in the by-laws.
- c) Meetings of directors or trustees of corporations may be held anywhere in or outside of the Philippines, unless the by-laws provide otherwise. Notice of regular or special meetings stating the date, time and place of the meeting must be sent to every director or trustee at least two (2) days prior to the scheduled meeting, unless a longer time is provided in the by-laws. A director or trustee may waive this requirement, either expressly or impliedly.
- d) Directors or trustees who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate. Directors or trustees cannot attend or vote by proxy at board meetings.

II. THE TIME AND MANNER OF CALLING AND CONDUCTING REGULAR OR SPECIAL MEETINGS OF THE STOCKHOLDERS OR MEMBERS.

- a) Regular or annual meetings of stockholders or members shall be held annually on **2nd Friday of May**.
- b) Written notice of regular meetings shall be sent to all stockholders of record or members at least twenty-one (21) days prior to the meeting, unless a different period is required in the by-laws, law, or regulation: Provided, further, That written notice of regular meetings may be sent to all stockholders of record or members through electronic mail or such other manner as the Commission shall allow under its guidelines.
- c) Special meetings of Stockholders or members shall be held at any time deemed necessary or as provided in the by-laws: Provided, however, That at least one (1) week written notice shall be sent to all Stockholders or members, unless a different period is provided in the by-laws, law or regulation.
- d) Written notice of special meetings shall be sent to all stockholders or



members at least one week prior to the meeting.

e) Stockholders or members' meetings, whether regular or special, shall be held in the city or municipality where the principal office of the corporation is located, Provided, That any city or municipality in Metro Manila, Metro Cebu, Metro Davao, and other Metropolitan areas shall, for purposes of this section, be considered a city or municipality.

III. THE REQUIRED QUORUM IN MEETINGS OF STOCKHOLDERS OR MEMBERS

The required quorum in meetings of Stockholders or members shall consist of the stockholder/s representing a majority of the outstanding capital stock or a majority of the members in the case of non-stock corporations.

IV. THE FORM FOR PROXIES OF STOCKHOLDERS OR MEMBERS AND THE MANNER OF VOTING THEM

Stockholders or members may vote in person or by proxy in all meetings of Stockholders or members. Proxies shall be in writing, signed and filed, by the stockholder or member, in any form authorized in the by-laws and received by the corporate secretary within a reasonable time before the scheduled meeting. Unless otherwise provided in the proxy form, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time.

V. THE QUALIFICATIONS, DUTIES, TERM AND COMPENSATION OF DIRECTORS OR TRUSTEES

- a) A person shall be disqualified from being a director, trustee or officer of any corporation if, within five (5) years prior to the election or appointment as such, the person was:
 - (a) Convicted by final judgment:
 - (1) Of an offense punishable by imprisonment for a period exceeding six (6) years;
 - (2) For violating this Code; and
 - (3) For violating Republic Act No. 8799, otherwise known as "The Securities Regulation Code";
 - (b) Found administratively liable for any offense involving fraudulent acts; and
 - (c) By a foreign court or equivalent foreign regulatory authority for acts, violations or misconduct similar to those enumerated in paragraphs (a) and (b) above.

Directors shall be elected for a term of one (1) year from among the holders of



stocks registered in the corporation's books, while trustees shall be elected for a term not exceeding three (3) years from among the members of the corporation. Each director and trustee shall hold office until the successor is elected and qualified. A director who ceases to own at least one (1) share of stock or a trustee who ceases to be a member of the corporation shall cease to be such.

- b) The corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation be controlled and held by the board of directors or trustees to be elected from among the holders of stocks, who shall hold office for one (1) year and until their successors are elected and qualified.
- c) The directors or trustees shall not receive any compensation, as such directors or trustees, except for reasonable per diems. Any compensation may be granted to directors or trustees by the vote of the stockholders representing at least a majority of the outstanding capital stock or by majority of the members at a regular or special meeting, In no case shall the total yearly compensation of directors, as such directors, exceed ten (10%) percent of the net income before income tax of the corporation during the preceding year.

VI. THE MANNER OF ELECTION OR APPOINTMENT, QUALIFICATION AND THE TERM OF OFFICE OF ALL OFFICERS OTHER THAN DIRECTORS OR TRUSTEES

Immediately after their election, the directors or trustees of a corporation must formally organize by the election of a PRESIDENT, who shall be a director or member, a TREASURER who must be a resident, a SECRETARY who shall be a citizen and resident of the Philippines, and such other officers as may be provided in the by-laws. Two (2) or more positions may be held concurrently by the same officer, however no one shall act as PRESIDENT and SECRETARY or as PRESIDENT and TREASURER at the same time. The officers of the corporation shall hold office for one (1) year and until the successors are elected and qualified. The officers shall manage the corporation and perform such duties as may be provided in the bylaws and/or as resolved by the board of directors or trustees.

VII. FISCAL YEAR

The fiscal year of the corporation shall begin on **January 1** and shall end **December 31** of each year.

VIII. SEAL

The corporate seal shall be determined by the Board of directors or trustees.

IX. MISCELLANEOUS PROVISIONS:

Matters not covered by the provisions of these by-laws shall be governed by the provisions of the Revised Corporation Code of the Philippines.



Name	TIN	Signature		
JAIME ARISTOTLE BARTE ALIP	102-985-523-000	Jan arg		
LORENZO ONG CHAN, JR.	122-359-182-000	Gorengo Chan		

CERTIFICATE OF AUTHENTICATION

ANNEX "A

We, JAIME ARISTOTLE BARTE ALIP, Filipino, LORENZO ONG CHAN, JR., Filipino, of legal age, and with office address at 108 PIONEER HOUSE MAKATI PASEO DE ROXAS LEGAZPI VILLAGE SAN LORENZO MAKATI, CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1229, hereby certify that:

- We are the incorporator/s and the duly appointed representative/s of MI Healthcare Inc., which is currently in the process of securing business registration;
- 2. We have read and understood the registration system's terms of use and privacy policy;
- 3. In pursuance of the application for corporate registration of MI Healthcare Inc., and after verification with all of the incorporator/s, the complete, true, and correct information has been ascertained and personally encoded by an authorized representative of the corporation through the registration system;
- 4. The fully-accomplished physical copies of the incorporation documents submitted in support of the application for registration have been reviewed by all incorporator/s and we confirm that the information indicated therein is complete, true, and correct, and that the same accurately reflects and matches the data already provided through the registration system;
- 5. As part of our compliance on Memorandum Circular No. 28, series of 2020, we have provided the principal and alternate email address as well as the principal and alternate contact numbers in the registration system. Moreover, we have reviewed the encoded data and confirm that the information indicated therein is complete, true, and correct;
- 6. The documents submitted will be subjected to a post-registration evaluation to determine compliance with the applicable laws, rules, and regulations;
- 7. Any defect in the Articles of Incorporation and/or Bylaws, as well as other incorporation document/s, shall constitute a valid ground for the revocation of the registration and cancellation of the certificate thus issued; Provided, however, that if the defect may be cured by a Petition for Correction, or an application for amendment, of the Articles of Incorporation and/or Bylaws, MI Healthcare Inc. will file the necessary remedial measure within ninety (90) days from receipt of notice of the defect:
- 8. Notice/s of proceedings relating to the registration of this company may be sent to the incorporators electronically through the following e-mail address: aira.rigor@pioneer.com.ph arni.valerio@pioneer.com.ph



- 9. We are fully aware that the formation of a corporation through fraud, as well as assisting directly or indirectly thereto, is punishable under Section 164 of the Revised Corporation Code, and that the willful certification of a report required under the Revised Corporation Code, knowing that the same contains incomplete, inaccurate, false, or misleading information or statements, is likewise punishable under Section 162 of the Revised Corporation Code; and
- 10. All of the incorporator/s whose name/s appear/s below executed the attached Articles of Incorporation, and other incorporation documents of MI Healthcare Inc. and that the same are our free and voluntary act and deed.

JAIME ARISTOTLE BARTE ALIP

(Name and signature)
TIN: 102-985-523-000
Date: JAN 2 5 2024

LORENZO ONG CHAN, JI (Name and signature)

TIN: 122-859-182-000 Date: JAN 2 5 2024