



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

COMPANY REG. NO. 76646

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

**MARY MEDIATRIX MEDICAL CENTER, INC.**  
(Amending Article VII thereof)

copy annexed, adopted on June 5, 2017 by a majority vote of the Board of Directors and on July 1, 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 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, 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 to this Certificate at Pasay City, Metro Manila, Philippines, this 28<sup>th</sup> day of February, Twenty Nineteen.

  
GERARDO F. DEL ROSARIO  
Director

Company Registration and Monitoring Department

NJMP/100

AMENDED

ARTICLES OF INCORPORATION

of

**MARY MEDIATRIX MEDICAL CENTER, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, Filipinos and residents of the Philippines, on this day have voluntarily associated ourselves together for the purposes of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of said Corporation shall be

**MARY MEDIATRIX MEDICAL CENTER, INC.**  
(As amended on November 27, 1993)

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

PRIMARY PURPOSE

To establish, operate, own and/or maintain a hospital or hospitals, medical and clinical laboratories and such other enterprises which may have similar or analogous undertakings or dedicated to services in connection therewith, including the training and development of qualified physicians, surgeons, nurses and other medical professionals, subject to the condition that purely professional, medical or surgical services shall be performed by duly qualified physicians or surgeons who may or may not be connected with the Corporation and whose services be freely and individually contracted by the patients. *(As amended by the Board of Directors on 19 February 2018 and ratified by the Stockholders on 20 February 2018)*

SECONDARY PURPOSE

1. To import, buy, sell or otherwise acquire or deal in, at wholesale or retail, as principal or in representative capacity as manufacturers representatives, merchandise broker, indenter, commission merchant, factor or agent upon consignment, all kinds of drugs, medicines, druggists sundries, chemicals, surgical apparatus, physicians and hospital supplies, equipment and such other materials related to the primary purpose.

2. To establish, adopt and maintain a system of prepaid professional, medical, nursing, paramedical and hospitalization services.

3. To own, manage, run and operate gift shops, magazine stands, drug stores, soda fountains, canteens, refreshment parlors, eatery establishments and recreational facilities of all kinds.

4. To purchase, acquire, own, lease, sell and convey real and personal properties such as lands, buildings, warehouses, machinery, equipment and other properties as may be necessary or incidental to the conduct of the Primary Purpose, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.

5. To invest and deal with the funds and properties of the corporation in such manner as may from time to time be considered wise and expedient for the advancement of the interests and purposes of the corporation; to sell, dispose of or transfer the business, goodwill, properties and undertakings of the corporation or any part thereof for such consideration, terms and conditions as it shall see fit to accept provided the law on the matter is observed.

6. To borrow or raise money from not more than 19 lenders as may be necessary to meet the financial requirements of its business, as defined in the Primary Purpose, by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation.

7. To purchase, acquire, hold, sell, pledge, transfer, or otherwise dispose of, and to reissue its own shares of capital stock or any securities or other obligations of the Corporation, and of any other corporation having a purpose similar to the Primary Purpose of the Corporation, on such terms and conditions as the Board of Directors of the corporation shall determine and in the manner and to the extent permitted by law.

8. Insofar as the same may be permitted by law, to amalgamate, merge or combine with any other corporation or association or business, wherever formed, for objects similar, analogous or subsidiary to the Primary Purpose of the Corporation, to carry on any business capable of being conducted so as to directly or indirectly benefit the Corporation, and to acquire, hold and deal in shares or interest therein.

9. To apply for, obtain, register, purchase, lease or otherwise to acquire, hold, use, own, operate or sell, assign, or otherwise, dispose of any, trademarks, trade names, patents, inventions, improvements and processes secured under letters of patent of the Philippines and of foreign countries or otherwise, to use, exercise, develop or grant licenses in respect of, or otherwise to turn to account any such trademarks, patents, licenses, processes and the like or any such property or rights.

10. To establish and operate one or more branch offices or hospitals and to carry on any or all of its operations and business without any restrictions as to place or amount.

11. To enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or colony or dependency thereof, obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain, carry-out, perform or comply with such contracts or arrangements and exercise any such rights, privileges and concessions;

12. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within and without the Philippines, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation; to have all the rights, powers, privileges now or in the future conferred by the laws of the Philippines.

The preceding clauses shall constitute both as objects and powers of the Corporation, and it is expressly provided that the preceding enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation, but in furtherance of, and in addition to the general powers conferred by the laws of the Philippines.

THIRD: That the place where the principal office of the Corporation is to be established or located is at J.P. Laurel Highway, Mataas na Lupa, Lipa City, Philippines.

FOURTH: That the term for which said Corporation is to exist is FIFTY (50) YEARS from and after the date of its incorporation.

FIFTH: That the names, nationality and residence of the incorporators of the said Corporations are as follows:

Names	Nationality	Addresses
1 Vicente L. Magsino	Filipino	Lipa City
2 Lillian M. Magsino	Filipino	Lipa City

3 Robert M. Magsino	American	Lipa City
4 Marissa M. Magsino	Filipino	Lipa City
5 Oscar L. Marella	Filipino	Lipa City
6 Reynaldo P. Reyes	Filipino	Lipa City
7 Fernando L. Tabora	Filipino	Lipa City
8 Milagros L. Tabora	Filipino	Lipa City
9 Esperanza L. Ilagan	Filipino	Lipa City
10 Marides G. Luna	Filipino	Lipa City
11 Eugenio G. Mateo	Filipino	Sta. Maria, Bulacan
12 Jose O. Biscocho	Filipino	Lipa City

SIXTH: That the number of the directors of said Corporation shall be eleven (11) and that the names and residences of the directors of said Corporation, who shall act and serve as such until the election and qualification of their successors as provided by the By-Laws, are as follows:

Names	Nationality	Addresses
1 Vicente L. Magsino	Filipino	Lipa City
2 Lillian M. Magsino	Filipino	Lipa City
3 Marissa M. Magsino	Filipino	Lipa City
4 Oscar L. Marella	Filipino	Lipa City
5 Reynaldo P. Reyes	Filipino	Lipa City
6 Fernando L. Tabora	Filipino	Lipa City
7 Jose O. Biscocho	Filipino	Lipa City

SEVENTH: That the authorized capital stock of the corporation is ONE HUNDRED FIFTY MILLION PESOS (P150,000,000.00) Philippine Currency, divided into ONE MILLION FIVE HUNDRED THOUSAND SHARES (1,500,000) with a par value of ONE HUNDRED (P100.00) PESOS per share. *(As amended by the Board of Directors on 5 June 2017 and ratified by the stockholders on 1 July 2017)*

That no stockholder shall sell, transfer, mortgage, pledge or in any manner voluntarily dispose of his stock or stocks unless he first offers them as follows:

1. First, to the Corporation, which shall have the right to purchase or decline to purchase said shares within a period of thirty (30) days

from the time the Corporation, through its Corporate Secretary, receives the written notice of any proposed sale, transfer or assignment, containing the purchase price per share and other terms and conditions for the sale.

2. Second, to existing shareholders, who shall have the right to purchase the shares in proportion to their respective shareholdings. The existing shareholders shall have the right to purchase or decline to purchase said shares within a period of thirty (30) days from the time they receive the written notice.
3. Third, to third parties designated by the Board of Directors. The Board of Directors shall have thirty (30) days from the time no existing shareholder offers to purchase the shares in accordance with the period provided, to designate a willing purchaser for the shares.
4. Fourth, to any other person, corporation, or entity and only for the consideration and upon the terms and conditions substantially similar to those stated in the original offer to the Corporation, Board and existing shareholders.

Any such sale or transfer of shares in contravention of the above shall be void and ineffective for any purpose and shall not confer on any transferee or purported transferee any rights whatsoever.

Provided, further, that no transfer, sale or assignment shall be complete until duly registered upon the stock and transfer book)

Provided, finally, that notwithstanding the preceding paragraphs, the restrictions on the transfer of shares shall not apply to transfers made by existing shareholders to a member of his/her family within the second degree of consanguinity or to subsidiaries and affiliates of corporate shareholders.

EIGHTH: That the amount of said capital stock which has been actually subscribed in PESOS - TWO HUNDRED THOUSAND ONLY (200,000.00), Philippine Currency, of which the following persons have subscribed for the shares and amount of capital stock set out after their respective names:

Names	Citizenship	No. of Shares	Amount
1 Vicente L. Magsino	Filipino	550	55,000.00
2 Lillian M. Magsino	Filipino	550	55,000.00
3 Robert M. Magsino	American	350	35,000.00
4 Marissa M. Magsino	Filipino	350	35,000.00

5 Oscar L. Marella	Filipino	40	4,000.00
6 Reynaldo P. Reyes	Filipino	40	4,000.00
7 Fernando L. Tabora	Filipino	20	2,000.00
8 Milagros L. Tabora	Filipino	20	2,000.00
9 Esperanza L. Ilagan	Filipino	20	2,000.00
10 Marides G. Luna	Filipino	20	2,000.00
11 Eugenio G. Mateo	Filipino	20	2,000.00
12 Jose O. Biscocho	Filipino	20	2,000.00
		2,000	200,000.00

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

Names	Citizenship	Amount
1 Vicente L. Magsino	Filipino	13,750.00
2 Lillian M. Magsino	Filipino	13,750.00
3 Robert M. Magsino	American	8,750.00
4 Marissa M. Magsino	Filipino	8,750.00
5 Oscar L. Marella	Filipino	1,000.00
6 Reynaldo P. Reyes	Filipino	1,000.00
7 Fernando L. Tabora	Filipino	500.00
8 Milagros L. Tabora	Filipino	500.00
9 Esperanza L. Ilagan	Filipino	500.00
10 Marides G. Luna	Filipino	500.00
11 Eugenio G. Mateo	Filipino	500.00
12 Jose O. Biscocho	Filipino	500.00
		50,000.00

TENTH: That, MARISSA M. MAGSINO, has been elected by the subscribers as Treasurer of the Corporation to set as such until her successor is duly elected and qualified in accordance with the By-Laws and that as such Treasurer, she has been authorized to receive for and in the same of the corporation all subscriptions paid in by the subscriber.

IN WITNESS WHEREOF, we have hereunto set our hands this day of July, 1977, at Lipa City, Philippines.

SGD.  
VICENTE L. MAGSINO  
SGD.  
ROBERT M. MAGSINO  
SGD.  
OSCAR L. MARELLA  
SGD.  
FERNANDO L. TABORA  
SGD.  
ESPERANZA L. ILAGAN  
SGD.  
EUGENIO G. MATEO

SGD.  
LILLIAN M. MAGSINO  
SGD.  
MARISSA M. MAGSINO  
SGD.  
REYNALDO P. REYES  
SGD.  
MILAGROS L. TABORA  
SGD.  
MARIDES G. LUNA  
SGD.  
JOSE O. BISCOCHO

Signed in the presence of:

SGD.  
MAXIMINA M. NAVARRO

SGD.  
ILUMINADA A. PASTRANA

With Our Marital Consent:

SGD.  
VICENTE L. MAGSINO  
Husband of Lillian Magsino

SGD.  
FERNANDO L. TABORA  
Husband of Milagros Tabora

REPUBLIC OF THE PHILIPPINES )  
In the City of Lipa ) S.S.

BEFORE ME, a Notary Public, for and in the City of Lipa, this 19<sup>th</sup> day of July, 1977, personally appeared:

- |                      |                                       |             |
|----------------------|---------------------------------------|-------------|
| 1 VICENTE L. MAGSINO | A-6679501 Lipa City<br>TAN 1350-080-6 | Jan 14 1977 |
| 2 LILLIAN M. MAGSINO | A-6677719 Lipa City<br>TAN 1350-080-6 | Jan 14 1977 |
| 3 ROBERT M. MAGSINO  | A-6677703 Lipa City                   | Jan 05 1977 |



	TAN 1459-276-X ACR 237511	
4 MARISSA M. MAGSINO	A-6669305 Lipa City TAN 6822-268-P	Apr 15 1977
5 OSCAR L. MARELLA	A-6678474 Lipa City TAN 1365-197-0	Jan 16 1977
6 REYNALDO P. REYES	A-7496477 Lipa City TAN 401-248-5	Jan 07 1977
7 FERNANDO L. TABORA	Filipino Lipa City TAN 7640-807-9	Jan 04 1977
8 MILAGROS L. TABORA	A-6677714 Lipa City TAN 7640-607-9	Jan 04 1977
9 ESPERANZA L. ILAGAN	A-6681598 Lipa City TAN 5118-955-3	Jan 28 1977
10 EUGENIO C. MATEO	A-263947 Manila TAN 2983-531-1	Jan 10 1977
11 JOSE O. BISCOCHO	A-6677588 Lipa City TAN B2222 H2728-A-O	Jan 06 1977
12 MARIDES G. LUNA	A-6663997 Lipa City TAN 5743-358-K	Feb 16 1977

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation consisting of Six (6) pages, including the page where this acknowledgement is written and they all acknowledged to me that the same is their free, voluntary act and deed.

WITNESS MY HAND AND SEAL, this 19<sup>th</sup> day of July, 1977, in the City of Lipa, Philippines.

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Series of 1977

SGD.  
ROMEO L. REYES  
Notary Public  
Until December 31, 1977  
PTR No. 6910347  
Place: Lipa city  
Date: 01-14-77