# ARTICLES OF INCORPORATION

# OF

# DE VERA MEDICAL CENTER, INC.

MAY 13 2009

**Know All Men By These Presents:**

That we, all of whom are of legal age and residents of the Philippines, Filipinos, have on this day, voluntarily associated ourselves together for the purpose of forming a stock corporation under the laws of the Republic of the Philippines:

**AND WE DO HEREBY CERTIFY:**

**FIRST:** That the name of the Corporation shall be **DE VERA MEDICAL CENTER, INC.**

**SECOND:** That the **specific purposes** for which said Corporation is formed are:

1. To institute a healthcare facility dedicated to serving the community by providing access to quality healthcare services;
2. To render patient- centered healthcare services delivered by committed professionals who promote wellness and quality of life through quality care;

**THIRD:** That the **principal office** of the corporation is located in **Purok 4 City Road, Calao East, Santiago City, Philippines.**

**FOURTH:** That the **term** for which the Corporation is to exist is **Fifty 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 | Residence |
|---|---|---|
| 1. **BONA LETH M. DE VERA** | Filipino | # 374 Carnation St., Baptista Village, Calao East, Santiago City,Philippines |
| 2. **MANUEL SALVADOR N. DE VERA** | Filipino | # 374 Carnation St., Baptista Village, Calao East, Santiago City,Philippines |
| 3. **JO FRANZ AVELARD M. DE VERA** | Filipino | # 12 J.P. Rizal Corner Calderon St., Barangay Marilag, Proj.4, Quezon City |

| | | |
|---|---|---|
| 4. **ADRIAN SALVADOR M. DE VERA** | Filipino | # 12 J.P. Rizal Corner Calderon St., Barangay Marilag, Proj.4, Quezon City,Philippines |
| 5. **EFREN L. MUSNGI** | Filipino | Silang, Cavite, Philippines |

**SIXTH:** That the number of **Directors** of the Corporation shall be five (5) and that the names, nationalities and residence of the Directors of said Corporation who shall act as such until their successors are elected and have qualified as provided for in the by-laws are as follows:

| **Name** | **Nationality** | **Residence** |
|---|---|---|
| 1. **BONALETH M. DE VERA** | Filipino | # 374 Carnation St., Baptista Village, Calao East, Santiago City,Philippines |
| 2. **MANUEL SALVADOR N. DE VERA** | Filipino | # 374 Carnation St., Baptista Village, Calao East, Santiago City,Philippines |
| 3. **JO FRANZ AVELARD M. DE VERA** | Filipino | # 12 J.P. Rizal Corner Calderon St., Barangay Marilag, Proj.4, Quezon City,Philippines |
| 4. **ADRIAN SALVADOR M. DE VERA** | Filipino | # 12 J.P. Rizal Corner Calderon St., Barangay Marilag, Proj.4, Quezon City,Philippines |
| 5. **EFREN L. MUSNGI** | Filipino | Silang, Cavite, Philippines |

**SEVENTH:** That the **authorized capital stock** of the Corporation is **THIRTY MILLION (Php30,000,000.00) PESOS** in lawful money of the Philippines, divided into **Thirty Thousand shares** with **a par value of One Thousand (Php1,000.00) PESOS per share.**

**EIGHT:** That the authorized capital stock of the corporation has been **fully subscribed** representing the sum of THIRTY MILLION (Php30,000,000.00) PESOS, Philippine Currency, and **at least twenty (25%) per cent of the total subscription has been paid** as follows:

| NAME | NATIONALITY | NO. OF SHARES SUBSCRIBED | AMOUNT SUBSCRIBED | AMOUNT PAID |
|---|---|---|---|---|
| **Bonaleth M. De Vera** | Filipino | 15,300 | Php15,300,000.00 | **Php3,825,000.00** |
| **Manuel Salvador N. De Vera** | Filipino | 12,000 | Php12,000,000.00 | **Php3,000,000.00** |
| **Adrian Salvador M. De Vera** | Filipino | 1,200 | Php1,200,000 | **Php300,000.00** |
| **Jo Franz Avelard M. De Vera** | Filipino | 1,200 | Php1,200,000 | **Php300,000.00** |
| **Efren L. Musngi** | Filipino | 300 | Php300,000 | **Php75,000.00** |
| | **TOTAL** | **30,000** | **Php30,000,000** | **Php7,500,000.00** |

**NINTH:** That **MANUEL SALVADOR N. DE VERA** has been elected by the subscribers as **Treasurer** of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

**TENTH:** That no transfer of stocks or interest therein which will reduce the ownership of Filipino citizens to less than the percentage of the capital stock required by law shall be allowed or permitted to be recorded in the Corporate Books and this restriction shall be indicated in the stock certificates issued by the corporation. That in addition, any stockholder or his heirs desiring to dispose of his shares must give the FIRST OPTION to this corporation to purchase the same at their net book value based upon the latest audited financial statements of this corporation. The FIRST OPTION shall be valid and exclusive for a period of THIRTY (30) days from receipt by the corporation of the formal written offer to sell from the shareholder. Upon the expiration of such THIRTY (30) days, if the corporation has not exercised its FIRST OPTION totally or partially, then the shareholder shall give the SECOND OPTION to fellow shareholders at the same price and conditions as offered to the corporation. This SECOND OPTION shall be valid and exclusive for a period of THIRTY (30) days from receipt by fellow shareholders of the notice of the expiration of the FIRST OPTION together with the formal written offer to sell from the vendor-shareholder. Should more than one fellow shareholder desire to exercise this SECOND OPTION, the number of shares for sale shall be apportioned to them in proportion to their existing shareholdings. Upon the expiration of the SECOND OPTION and the second thirty-day period, if none of the shareholders have exercised their SECOND

OPTION totally or partially, then the vendor-shareholder shall be free to sell the shares to third persons at a price not lower and under terms and conditions not more favorable than that offered in the FIRST and SECOND OPTIONS. Any sale or transfer, directly or indirectly in violation of the above conditions and restrictions shall be null and void and shall not be registered in the books of the corporation; Provided, however, that any transfer of shares by a shareholder to his heir either by sale, donation, estate or intestate succession, or otherwise, shall be EXEMPTED from the afore-mentioned restrictions. The foregoing restrictions must appear at the back of all stock certificates of the corporation.

TWELFTH: That we hereby undertake to change the corporate name immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly, similar to a registered name, or contrary to public morals, good custom or public policy.

**IN WITNESS WHEREOF**, we have hereunto affixed our signatures this 2nd day of May 2009, at the City of Santiago, Philippines.

BONALETH M. DE VERA
TIN NO : 149 757 205

MANUEL SALVADOR N. DE VERA
TIN NO : 146 170 399

JO FRANZ AVELARD M. DE VERA
TIN NO : 274 065 802

ADRIAN SALVADOR M. DE VERA
TIN NO : 274 065 087

EFREN L. MUSNGI
TIN NO : 274 065 133

SIGNED IN THE PRESENCE OF:

REPUBLIC OF THE PHILIPPINES)
**CITY OF SANTIAGO** ) Sc.

**BEFORE ME**, this 2nd day of May 2009, in the City of Santiago, Province of Isabela, Philippines, personally appeared:

| | CTC Number | Date/ Place issued |
|---|---|---|
| MANUEL SALVADOR N. DE VERA | 22154811 | 1-14-09/SANTIAGO CITY |
| ADRIAN SALVADOR M. DE VERA | 00661048 | 4-27-09/SANTIAGO CITY |
| JO FRANZ AVELARD M. DE VERA | 00661047 | 4-27-09/SANTIAGO CITY |
| BONA LETH M. DE VERA | 22154810 | 1-14-09/SANTIAGO CITY |
| EFREN L. MUSNGI | 00661046 | 4-27-09/SANTIAGO CITY |

known to me to be the same persons who executed the foregoing document, and who acknowledge to me that the same is their free and voluntary act and deed.

This document relates to the **Incorporation of DE VERA MEDICAL CENTER, INC.** including this where the Acknowledgment is stated, and was signed by the parties on each and every page thereof.

Witness my hand and seal.

Notary Public

ATTY. BRENDA R. LUNA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2009
ROLL NO. 52828
PTR NO. 0226239/01-16-09/STGO.CITY
IBP NO. 753152/05-30-08/ISABELA

DOC. NO. 46
PAGE NO. 11
BOOK NO. 1
SERIES OF 2009