



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

COMPANY REG. NO. CS201738919
COMPANY TIN 009-895-673

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

**OPTIMUM QUALITY HEALTH VENTURES, INC.
DOING BUSINESS UNDER THE NAME AND STYLE OF
CAMARIN DOCTORS HOSPITAL**

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but 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.

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 at Pasay City, Metro Manila, Philippines, this 23rd day of November, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



UNIFIED REGISTRATION RECORD (URR)

COMPANY NAME

OPTIMUM QUALITY HEALTH VENTURES, INC.

SEC REGISTRATION NUMBER

CS201738919

TAX IDENTIFICATION NUMBER (TIN)

009-895-673-000

BUSINESS/TRADE NAMES

DOING BUSINESS UNDER THE NAME AND STYLE OF
CAMARIN DOCTORS HOSPITAL

PAG-IBIG EMPLOYER NUMBER (Eyer ID)

207969240006

PHILHEALTH EMPLOYER NUMBER (PEN)**PRINCIPAL ADDRESS**

23 SFORZA ST. CASA MILAN SUBD. FAIRVIEW
QUEZON CITY, METRO MANILA

SSS EMPLOYER NUMBER (ER No.)

0395927788

PHONE NO. 09176732523

FAX NO.

MOBILE NO.

E-MAIL ADDRESS

AUTHORIZED REPRESENTATIVE (to be filled up by company - for presentation to social agencies)



OFFICIAL RECEIPT
 Republic of the Philippines
 DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



Accountable Form No. 51 Revised 2006	ORIGINAL
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DATE November 22, 2017	No. 1600591
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PAYOR OPTIMUM QUALITY HEALTH VENTURES, INC. DBITNAG OF CAMARINE
QUEZON CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
REGISTRATION			458,320.00
LRP (A0825)			4,593.20
BY-LAWS			1,000.00
TOTAL			PHP 463,913.20



AMOUNT IN WORDS
 FOUR HUNDRED SIXTY THREE THOUSAND
 NINE HUNDRED THIRTEEN PESOS AND 20/100

Received <input type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input checked="" type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above
Treasury Warrant, Check, Money Order Number Check-Banco De Oro-001013/10/17/	Kimberly C. Sales COLLECTING OFFICER
Date of Treasury Warrant, Check, Money Order	O.R. No. 1600591

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.



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

Date _____

Name of Corporation
Principal office address

Gentlemen:

Transmitted herewith is the Certificate of Incorporation/Recording of the above-named corporation/partnership bearing its SEC Registration Number and Corporate Tax Identification Number (TIN).

Please be informed that the corporate TIN as indicated therein is only a computer-system pre-generated number issued pursuant to BIR's Memorandum of Agreement with this Commission. The corporation/partnership must immediately register said TIN with appropriate BIR Regional District Office located in the city or municipality where it holds its principal office.

Should the pre-generated TIN be denied confirmation, kindly report the matter to this Department with indication of the RDO and its location, which denied its registration, the RDO's contact person and RDO's contact number to facilitate our coordination with the said Office.

Very truly yours,


FERDINAND B. SALES
Director



**Securities and
Exchange
Commission**
PHILIPPINES

COMPANY REGISTRATION AND MONITORING DEPARTMENT

DIRECTORS/INCORPORATORS

Gentlemen:

Please be advised that the Commission was not able to receive the **Phil-Health** (Social Agencies) Employer Registration Number (ERN) due to system error encountered in the Integrated Business Registry System (IBRS).

Please be advised to apply before the said Social Agencies for your ERN. Attached is a copy of your Certificate of Incorporation.

Yours most respectfully,


FERDINAND B. SALES
Director

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application REGISTRATION	SEC Registration Number
---------------------------------------	-----------------------------

Company Name																														
O	P	T	I	M	U	M		Q	U	A	L	I	T	Y		H	E	A	L	T	H									
V	E	N	T	U	R	E	S	,		I	N	C	.		D	O	I	N	G		B	U	S	I	N	E	S	S		
U	N	D	E	R		T	H	E		N	A	M	E		A	N	D		S	T	Y	L	E		O	F				
C	A	M	A	R	I	N		D	O	C	T	O	R	S		H	O	S	P	I	T	A	L							

Principal Office (No./Street/Barangay/City/Town)Province)																														
2	3		S	F	O	R	Z	A		S	T	.		C	A	S	A		M	I	L	A	N		S	U	B	D	.	.
F	A	I	R	V	I	E	W	,		Q	U	E	Z	O	N		C	I	T	Y	,		1	1	1	8				

Company's Email Address javisonricardo@yahoo.com	Company's Telephone Number/s 	Mobile Number 09176732523
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CONTACT PERSON INFORMATION			
<small>The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation</small>			
Name of Contact Person Ricardo Oro Javison,	Email Address javisonricardo@yahoo.com	Telephone Number/s 	Mobile Number
Contact Person's Address 23 Sforza St. Casa Milan Subd., Fairview, Quezon City, 1118			

To be accomplished by CRMD Personnel		
Assigned Processor : _____	Date _____	Signature _____
_____	_____	_____
_____	_____	_____
Document I.D. _____		
Received by Corporate Filing and Records Division (CFRD)	_____	_____
Forwarded to:		
<input type="checkbox"/> Corporate and Partnership Registration Division	_____	_____
<input type="checkbox"/> Green Lane Unit	_____	_____
<input type="checkbox"/> Financial Analysis and Audit Division	_____	_____
<input type="checkbox"/> Licensing Unit	_____	_____

Print Finish



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **OPTIMUM QUALITY HEALTH VENTURES, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF CAMARIN DOCTORS HOSPITAL** has been reserved from **November 17, 2017 to December 17, 2017.**

Reference Reservation Number (RRN): **RRN20171117145325556**

Type of Industry: Hospital Activities & Medical & Dental Practices

Breakdown of Fees:

Reservation Fee: Php 40.00

TOTAL: Php 40.00

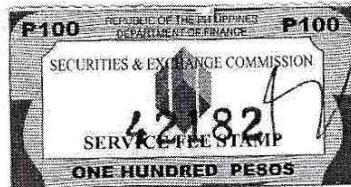
Important Reminders:

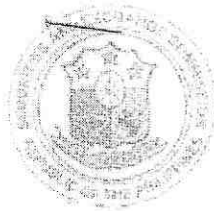
NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

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Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **OPTIMUM QUALITY HEALTH VENTURES, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF CAMARIN DOCTORS HOSPITAL** has been reserved from **October 11, 2017 to November 10, 2017.**

Reference Reservation Number (RRN): **RRN20171011111531363**

Type of Industry: **Hospital Activities & Medical & Dental Practices**

Breakdown of Fees:

Reservation Fee: **Php 40.00**

TOTAL: Php 40.00

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

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Reservation Payment Confirmation

This certifies that the name **OPTIMUM QUALITY HEALTH VENTURES INC.** has been reserved from **November 2, 2017** to **December 2, 2017**.

Reference Reservation Number (RRN): **RRN20171102104632753**

Type of Industry: Private Hospitals, Sanitaria, & Other Similar Activities

Breakdown of Fees:

Reservation Fee: Php 40.00

TOTAL: Php 40.00

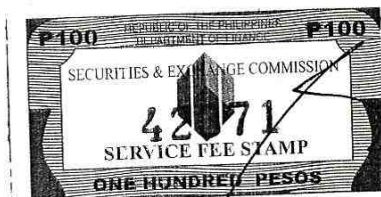
Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

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SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **CAMARIN DOCTOR'S HOSPITAL** has been reserved from **November 2, 2017 to December 2, 2017**.

Reference Reservation Number (RRN): **RRN20171102225950034**

Type of Industry: Hospital Activities & Medical & Dental Practices

Breakdown of Fees:

Reservation Fee: Php 40.00

TOTAL: Php 40.00

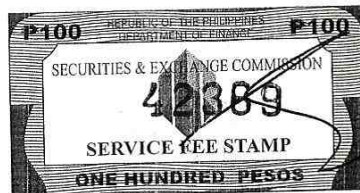
Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

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Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **OPTIMUM QUALITY HEALTH VENTURES, INC.** has been reserved from **September 7, 2017 to October 7, 2017.**

Reference Reservation Number (RRN): **RRN20170907071435432**

Type of Industry: Hospital Activities & Medical & Dental Practices

Breakdown of Fees:

Reservation Fee: Php 40.00

TOTAL: Php 40.00

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

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SEC Administration Portal

Step 7 | View Updated Company Information

Please take note of the updated information of your reserved company.

Edit Reserved
Company Steps:
[STEP 7 of 7]

- [1] Enter Reference Reservation Number
- [2] Confirm Selected Company
- [3] Select Type of Company
- [4] Select Type of Industry
- [5] Verify Company Name
- [6] Review Reservation Summary
- [7] View Updated Company Information

- You have successfully updated Reference Reservation Number
RRN20170907071636474

Please take note of the following changes:

* Updated Reserved Company Name:
CAMAUIN DOCTOR'S HOSPITAL >> CAMARIN DOCTORS
HOSPITAL

Finish

Print Finish



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **CAMAUIN DOCTOR'S HOSPITAL** has been reserved from **September 7, 2017 to October 7, 2017**.

Reference Reservation Number (RRN): **RRN20170907071636474**

Type of Industry: Hospital Activities & Medical & Dental Practices

Breakdown of Fees:

Reservation Fee: Php 40.00

TOTAL: Php 40.00

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

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Stamp here!



Republic of the Philippines
Department of Health
HEALTH FACILITIES AND SERVICES REGULATORY BUREAU

October 18, 2017

MR. FERDINAND B. SALES

Director
Corporate and Partnership Registration Division
Securities and Exchange Commission
SEC Bldg., EDSA, Greenhills
City of Mandaluyong

Dear **Mr. Sales**:

This refers to the attached copy of Articles of Incorporation and By-Laws of **OPTIMUM QUALITY HEALTH VENTURES, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF CAMARIN DOCTORS HOSPITAL**, located at 23 Sforza St., Casa Milan Subd., Fairview, Quezon City, 1118, which was referred to us for comments. We would like to inform you that the Health Facilities and Services Regulatory Bureau, this Department, interposes no objection to the registration being made by the said corporation.

This endorsement does not cover the selling of shares by the stockholders and/or corporation, if any, to the general public which may require separate registration from your office.

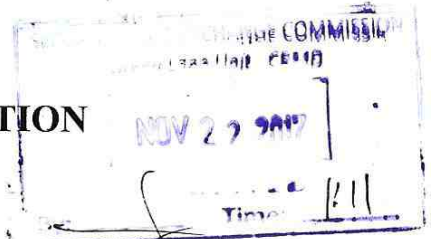
Very truly yours,


MARIA ROSARIO S. VERGEIRE, MD, MPH, CESO IV
Director III

Pag Lisensyado... Protekta 

ARTICLES OF INCORPORATION

OF



OPTIMUM QUALITY HEALTH VENTURES, INC.
DOING BUSINESS UNDER THE NAME AND STYLE OF
CAMARIN DOCTORS HOSPITAL

(Name of Corporation)

KNOW ALL MEN BY THESE PRESENTS:

We, all of legal age, majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY THAT:

FIRST: The name of this corporation shall be:

OPTIMUM QUALITY HEALTH VENTURES, INC. DOING
BUSINESS UNDER THE NAME AND STYLE OF CAMARIN
DOCTORS HOSPITAL

SECOND: The primary purposes for which the said Corporation is formed are:

PRIMARY PURPOSE

To establish, operate, own, manage and 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, subject to the condition that purely professional medical and surgical services shall be performed by

duly qualified physicians or surgeons who may or may not be connected with the corporation and whose services shall be freely and individually contracted by the patients.

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, except financial leasing, sell and convey real properties such as land, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, 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.
2. To borrow or raise money from not more than nineteen (19) lenders including its shareholders necessary to meet the financial requirements of its business 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 or to issue pursuant to existing laws shares of its capital stock, debentures, and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business activities;
3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;
4. To aid in any manner any corporation, association, or trust, estate, union of interest, utilization or farm out agreement, reciprocal concessions, or cooperatives, with any corporation, association, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;
5. To do or cause to be done any one or more acts and things herein set forth as its purposes, within and without the Philippines, and any and all foreign countries, and to do anything 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 this corporation;

6. To guarantee, for and in behalf of the corporation, obligations of other corporations or entities in which it has lawful interest.

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

THIRD: That the place where the principal office of the corporation is to be established or located is at 23 Sforza St. Casa Milan Subd., Fairview, Quezon City, 1118.

FOURTH: The term for which said Corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH: The names, citizenship and residences of the incorporators of said Corporation are as follows:

	Name	Nationality	Address
1.	Ricardo Oro Javison	Filipino	23 Sforza St. Casa Milan Subd., Fairview, Quezon City, 1118
2.	Larry de Guzman Lianko	Filipino	Lot 93 Block 1 Phase 6A Resurrection St. Sacred Heart Village, Caloocan City, 1425
3.	Eli Almendares Florendo	Filipino	Block 12 Lot 48 Yellow Stone St. Greenview Executive Village, Sauyo, Quezon City, 1116
4.	Jonathan Lacia Latonio	Filipino	4 Avery St. Filinvest 2, Batasan Hills, Quezon City, 1126
5.	Visitacion Vicente Toy	Filipino	Block 139 Lot 13, Moscova St. Casa Milan Subd., Fairview, Quezon City, 1118
6.	Richard Quidasol Arellano	Filipino	27C Mozart St. Ideal Subd., Commonwealth, Quezon City, 1121
7.	Catherine Perez Cabalic	Filipino	Block 10 Lot 22 Mt. Malinang St. Cresta Verde Subd., Brgy. Sta. Monica, Novaliches, Quezon City, 1117

8.	Arwin Granada David	Filipino	31 Torino St. Brixtonville, Caloocan City, 1400
9.	Mario Matias Domingo	Filipino	Block 21 Lot 25 Cedar Drive, The Bellefonte, Camarin Road, Brgy. 174, Caloocan City, 1422
10.	Monet Estelita Encarnacion Dulay	Filipino	Lot 2 Block 32 Bergen corner Butler St. North Fairview Park Subd., Fairview, Quezon City, 1118
11.	Jehiel Legalisa Fabon	Filipino	Lot 20 Block 64 Camaro St. Fairview, Quezon City, 1118
12.	Willie Lim Go	Filipino	6 Recoletos St. New Intramuros Village, Commonwealth Avenue, Quezon City, 1119
13.	Bryan Macapagal Haberia	Filipino	34 Falcon St. St. Jude Subd., Novaliches, Quezon City 1124
14.	Djhoana Jet Esteban Siao	Filipino	Block 39 Lot 3 Reyna Elena St. Lagro Subd., Novaliches, Quezon City, 1123
15.	Carl Ryan Marino Duque Taguba	Filipino	17 Barnet St. Brittany Subd., Neopolitan, Fairview, Quezon City, 1118

SIXTH: The Corporation shall have fifteen (15) seats on its board of directors and the names, nationalities and residences of the initial members of the board of directors who are to serve until their successors are elected and qualified as provided by the Corporation's By- Laws are as follows:

	Name	Nationality	Address
1.	Ricardo Oro Javison	Filipino	23 Sforza St. Casa Milan Subd., Fairview, Quezon City, 1118
2.	Larry de Guzman Lianko	Filipino	Lot 93 Block 1 Phase 6A Resurrection St. Sacred Heart Village, Caloocan City, 1425
3.	Eli Almendares Florendo	Filipino	Block 12 Lot 48 Yellow Stone St. Greenview Executive Village, Sauyo, Quezon City, 1116

4.	Jonathan Lacia Latonio	Filipino	4 Avery St. Filinvest 2, Batasan Hills, Quezon City, 1126
5.	Visitacion Vicente Toy	Filipino	Block 139 Lot 13, Moscova St. Casa Milan Subd., Fairview, Quezon City, 1118
6.	Richard Quidasol Arellano	Filipino	27C Mozart St. Ideal Subd., Commonwealth, Quezon City, 1121
7.	Catherine Perez Cabalic	Filipino	Block 10 Lot 22 Mt. Malinang St. Cresta Verde Subd., Brgy. Sta. Monica, Novaliches, Quezon City, 1117
8.	Arwin Granada David	Filipino	31 Torino St. Brixtonville, Caloocan City, 1400
9.	Mario Matias Domingo	Filipino	Block 21 Lot 25 Cedar Drive, The Bellefonte, Camarin Road, Brgy. 174, Caloocan City, 1422
10.	Monet Estelita Encarnacion Dulay	Filipino	Lot 2 Block 32 Bergen corner Butler St. North Fairview Park Subd., Fairview, Quezon City, 1118
11.	Jehiel Legalisa Fabon	Filipino	Lot 20 Block 64 Camaro St. Fairview, Quezon City, 1118
12.	Willie Lim Go	Filipino	6 Recoletos St. New Intramuros Village, Commonwealth Avenue, Quezon City, 1119
13.	Bryan Macapagal Haberia	Filipino	34 Falcon St. St. Jude Subd., Novaliches, Quezon City 1124
14.	Djhoana Jet Esteban Siao	Filipino	Block 39 Lot 3 Reyna Elena St. Lagro Subd., Novaliches, Quezon City, 1123
15.	Carl Ryan Marino Duque Taguba	Filipino	17 Barnet St. Brittany Subd., Neopolitan, Fairview, Quezon City, 1118

SEVENTH: That the authorized capital stock of said corporation is **TWO HUNDRED TWENTY NINE MILLION ONE HUNDRED SIXTY THOUSAND PESOS (PHP229,160,000.00)**, and said capital stock is divided into the following:

1. **One Million Three Hundred Thirty Five Thousand (1,335,000) Common shares** classified into the following classes:
 - a. **Nine Hundred Thirty Thousand (930,000) Common "A" Shares** with a par value of Fifty Pesos (PhP50.00) each for a total value of Forty Six Million Five Hundred Thousand Pesos (PhP46,500,000.00). This class of shares shall also be classified as the *Founders' shares*.
 - b. **One Hundred Fifty Five Thousand (155,000) Common "B" Shares** with a par value of Three Hundred Pesos (PhP300.00) each for a total value of Forty Six Million Five Hundred Thousand Pesos (PhP46,500,000.00).
 - c. **Two Hundred Fifty Thousand (250,000) Common "C" Shares** with a par value of Five Hundred Pesos (PhP500.00) each for a total value of One Hundred Twenty Five Million Pesos (PhP125,000,000.00).

2. **One Million One Hundred Sixteen Thousand (1,116,000) Preferred Shares** with a par value of Ten Pesos (PhP10.00) each for a total value of Eleven Million One Hundred Sixty Thousand Pesos (PhP11,160,000.00). This class of shares shall also be classified as the *Founders' shares*

The Preferred Non-Voting shares shall have the following rights, privileges and preferences:

- i. The Preferred Non-Voting Stock shall be entitled to dividends to be paid from the unrestricted retained earnings at pro-rata basis with the Common Stock based on their par values.
- ii. They shall have preference in the distribution of dividends over Common Voting Stock.
- iii. The Preferred shares shall be participating and shall share with the Common Voting Stock in the distribution of any residual dividends at pro-rata basis with the Common Stock based on their par values
- iv. They shall have preference in the distribution of the assets of the Corporation in the event of liquidation. Thus, in the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Preferred Non-Voting Stock shall be entitled to be paid in full the par value thereof, and all accrued and unpaid dividends due thereon, before any sum shall be paid or any asset distributed among the holders of the

Common Voting Stock. After payment to the holders of the Preferred Non-Voting Stock of the amounts payable to them as herein above provided, the remaining assets and funds of the Corporation shall be paid and distributed to the holders of the Common Voting Stock up to the amount corresponding to the par value of the Common Voting Stock. If the amount is not sufficient to pay the par value of the common voting stock, the remaining amount shall be distributed pro-rata (based on the par value) among the holder of the Common Voting Shares. Any amount in excess after distribution to Preferred and Common Voting Stock, the excess shall be distributed to Preferred shares and Common shares at pro-rata basis based on their par values.

EIGHTH: At least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

PREFERRED SHARES		Subscribed Capital Stock	
Name	Nationality	No. of Shares	Amount
1. Ricardo Oro Javison	Filipino	74,400	Php 744,000.00
2. Larry de Guzman Lianko	Filipino	74,400	744,000.00
3. Eli Almendares Florendo	Filipino	74,400	744,000.00
4. Jonathan Lacia Latonio	Filipino	74,400	744,000.00
5. Visitacion Vicente Toy	Filipino	74,400	744,000.00
6. Richard Quidasol Arellano	Filipino	74,400	744,000.00
7. Catherine Perez Cabalic	Filipino	74,400	744,000.00
8. Arwin Granada David	Filipino	74,400	744,000.00
9. Mario Matias Domingo	Filipino	74,400	744,000.00
10. Monet Estelita Encarnacion Dulay	Filipino	74,400	744,000.00
11. Jehiel Legalisa Fabon	Filipino	74,400	744,000.00
12. Willie Lim Go	Filipino	74,400	744,000.00
13. Bryan Macapagal Haberia	Filipino	74,400	744,000.00
14. Djhoana Jet Esteban Siao	Filipino	74,400	744,000.00
15. Carl Ryan Marino Duque Taguba	Filipino	74,400	744,000.00
Total		<u>1,116,000</u>	<u>PhP11,160,000.00</u>

COMMON "A" SHARES			Subscribed Capital Stock	
Name	Nationality	No. of Shares	Amount	
1. Ricardo Oro Javison	Filipino	62,000	Php	3,100,000.00
2. Larry de Guzman Lianko	Filipino	62,000		3,100,000.00
3. Eli Almendares Florendo	Filipino	62,000		3,100,000.00
4. Jonathan Lacia Latonio	Filipino	62,000		3,100,000.00
5. Visitacion Vicente Toy	Filipino	62,000		3,100,000.00
6. Richard Quidasol Arellano	Filipino	62,000		3,100,000.00
7. Catherine Perez Cabalic	Filipino	62,000		3,100,000.00
8. Arwin Granada David	Filipino	62,000		3,100,000.00
9. Mario Matias Domingo	Filipino	62,000		3,100,000.00
10. Monet Estelita Encarnacion Dulay	Filipino	62,000		3,100,000.00
11. Jehiel Legalisa Fabon	Filipino	62,000		3,100,000.00
12. Willie Lim Go	Filipino	62,000		3,100,000.00
13. Bryan Macapagal Haberia	Filipino	62,000		3,100,000.00
14. Djhoana Jet Esteban Siao	Filipino	62,000		3,100,000.00
15. Carl Ryan Marino Duque Taguba	Filipino	62,000		3,100,000.00
Total		<u>930,000</u>	<u>PhP</u>	<u>46,500,000.00</u>

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

PREFERRED SHARES		
Name	Nationality	Amount
1. Ricardo Oro Javison	Filipino	Php 744,000.00
2. Larry de Guzman Lianko	Filipino	744,000.00
3. Eli Almendares Florendo	Filipino	744,000.00
4. Jonathan Lacia Latonio	Filipino	744,000.00
5. Visitacion Vicente Toy	Filipino	744,000.00
6. Richard Quidasol Arellano	Filipino	744,000.00
7. Catherine Perez Cabalic	Filipino	744,000.00
8. Arwin Granada David	Filipino	744,000.00

9.	Mario Matias Domingo	Filipino	744,000.00
10.	Monet Estelita Encarnacion Dulay	Filipino	744,000.00
11.	Jehiel Legalisa Fabon	Filipino	744,000.00
12.	Willie Lim Go	Filipino	744,000.00
13.	Bryan Macapagal Haberia	Filipino	744,000.00
14.	Djhoana Jet Esteban Siao	Filipino	744,000.00
15.	Carl Ryan Marino Duque Taguba	Filipino	744,000.00
Total			<u>PhP11,160,000.00</u>

COMMON "A" SHARES

	Name	Nationality	Amount
1.	Ricardo Oro Javison	Filipino	Php 248,000.00
2.	Larry de Guzman Lianko	Filipino	248,000.00
3.	Eli Almendares Florendo	Filipino	248,000.00
4.	Jonathan Lacia Latonio	Filipino	248,000.00
5.	Visitacion Vicente Toy	Filipino	248,000.00
6.	Richard Quidasol Arellano	Filipino	248,000.00
7.	Catherine Perez Cabalic	Filipino	248,000.00
8.	Arwin Granada David	Filipino	248,000.00
9.	Mario Matias Domingo	Filipino	248,000.00
10.	Monet Estelita Encarnacion Dulay	Filipino	248,000.00
11.	Jehiel Legalisa Fabon	Filipino	248,000.00
12.	Willie Lim Go	Filipino	248,000.00
13.	Bryan Macapagal Haberia	Filipino	248,000.00
14.	Djhoana Jet Esteban Siao	Filipino	248,000.00
15.	Carl Ryan Marino Duque Taguba	Filipino	248,000.00
Total			<u>PhP3,720,000.00</u>

TENTH: 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 stocks certificates issued by the corporation.

Restrictions on Share Transfers –

A stockholder cannot directly or indirectly sell, assign, or otherwise transfer any shares of the Corporation and/or subscription rights to shares of the Corporation without complying with the procedure outlined below, except in the following cases:

- a. transfer by virtue of donation; or
- b. transfer/assignment in favor of legal heirs by succession whether testamentary (by will) or intestate (by operation of the law); or
- c. transfers of qualifying share to and from nominees of stockholders to the board of directors of the Corporation; provided that beneficial title over the qualifying shares remains with the nominating stockholders and the transfer of the qualifying shares is not meant to circumvent the restrictions on the transfer of shares as expressed herein; or
- d. transfer to an affiliate of the stockholder.

For purposes of Item d. above, an affiliate is, with respect to a stockholder, any other entity that controls, is under common control with, or is controlled by the stockholder, either alone or with another entity or individual or group of entities or individuals.

Any stockholder wishing to sell, assign, transfer or otherwise dispose of all or a portion of its shares and/or subscription rights to shares (“Offered Shares”), whether for valuable consideration or by gratuitous title, in the Corporation (“Seller”) to a third party must first offer the same to the other stockholders of the Corporation (“Purchasers”) for the same price or consideration (“Offer Price”) and under the same terms and conditions as the Seller gave or will give to the third party in the following order of priority:

- a. First Priority - the Corporation
- b. Second Priority - Holder of Preferred & Common Shares A to be equally divided among them.
- c. Third Priority - Holder of Common Shares B
- d. Fourth Priority - Holder of Common Shares C
- e. Last Priority - Outsider (third party) who offers to buy shares

For a period of thirty (30) calendar days of the date of receipt of the Sale Notice from the Seller (“Offer Period”), the Purchaser(s) shall have the option to purchase the Offered Shares under the terms stated in the Sale Notice. To validly exercise this option, the Purchaser(s) must give written notice (“Purchase Notice”) to the Seller (or any person authorized to act in behalf of the Seller) that the Purchaser(s) will purchase the Offered Shares under the terms stated in the Sale Notice.

Within sixty (60) calendar days from the date of receipt by the Seller (or any person authorized to act in behalf of the Seller) of the Purchase Notice, the sale and purchase of the Offered Shares will be completed. The Seller shall:

1. deliver and transfer to the Purchasers full legal and beneficial title to the Offered Shares; and
2. execute and deliver all such documents as well as perform all acts that may be necessary to effect the effective delivery and transfer of title over the Offered Shares to the Purchaser(s).

The Purchaser(s) shall pay the Seller the full Offer Price by cashier’s check or other methods of payment as agreed upon between the Seller and the Purchaser(s). Any and all taxes relative to the transfer of the Offered Shares shall be for the account of and paid by the Seller.

Notwithstanding the transfer of the Offered Shares, the Seller shall remain liable and be responsible for the due discharge, performance and observance of all its liabilities and obligations, whether actual or contingent, arising out of or in respect of or in connection with any agreement entered into by the Seller with the Purchaser(s) accruing at any time up to and including the date of the transfer of title of the Offered Shares. On the other hand, the Seller shall remain entitled to all rights and benefits arising out of or in respect of or in connection with the Offered Shares accruing up to and including the day before the date of the transfer of title of the Offered Shares.

If the Offer Period should lapse without a Purchase Notice from the Purchaser(s), the Seller may then sell the Offered Shares to a third party or parties at terms and conditions which shall not be more favorable than those in the Sale Notice. However, the Seller must give the Purchaser(s) written notice of the Seller’s intention to sell the Offered Shares to a third party (“Notice of Intent”). The sale to such third party must be completed within thirty (30) calendar days from the date of the Notice of Intent. Any sale of Offered Shares beyond the thirty (30) calendar days period must comply with the provisions of this Section 5, Article I as if the offer is a first offer to sell.

Any transfer of shares, whether for valuable consideration or by gratuitous title, in violation of the conditions, limitations and restrictions under this Article 10 and Section 5, Article I of the By-laws, shall be null and void and shall not be recorded in the books of the Corporation.

Section 5, Article I of the By-laws shall be printed or indicated on all stock certificates representing shares issued by the Corporation.

Encumbrance on Shares –

A stockholder of the Corporation (“Encumbering Stockholder”) may pledge, encumber, subject to a lien or otherwise use as security or subject to options, warrants and other similar agreements its shares and/or rights to subscribe to shares of stock in the Corporation (“Encumbering Shares”) with parties other than the other stockholders (“Third Parties”) only after the Encumbering Stockholder first gives notice to offer the Encumbered Shares to the other stockholders of the Corporation under the same terms and conditions as the Encumbering Stockholder will give to the Third Party (“Offer Notice”), and either the Encumbering Stockholder receives notice from the other stockholders that they do not wish to enter into the transaction for the Encumbered Shares under the Offer Notice (“Acceptance Notice”) or a period of thirty (30) calendar days from the time the Encumbering Stockholder issued the Offer Notice has lapsed and the Encumbering Stockholder has not received any Acceptance Notice. Should more than one stockholder issue an Acceptance Notice, the Encumbering Stockholder shall accept their offer in proportion to their shareholdings in the Corporation.


Any pledge, encumbrance, option, warrant or similar agreement shall be annotated on the stock certificates of the relevant shares and recorded in the Stock and Transfer Book of the Corporation. Any transferee of such shares shall receive the same subject to such pledge, encumbrance, options, warrants or other similar agreement, and shall be bound by its terms as if it was an original stockholder thereto.


corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

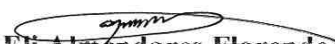
ELEVENTH: That **Jonathan Lacia Latonio** has been elected by the subscribers as **Treasurer** of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

TWELFTH: That we, in behalf of said corporation, hereby undertake to change its corporate name as herein provided, or as amended thereafter, 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.

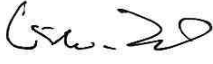
IN WITNESS WHEREOF, we have hereunto set our hands, this 29 th day of September, 2017 at Makati City, Philippines.



Ricardo Oro Javison
TIN: 204-439-062



Larry De Guzman Lianko
TIN: 910-444-884

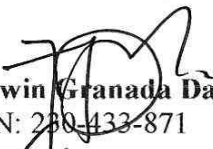

Eli Almendares Florendo
TIN: 222-899-080



Jonathan Lacia Latonio
TIN: 905-282-861


Visitacion Vicente Toy
TIN: 177-815-222



Richard Quidasol Arellano
TIN: 217-010-397

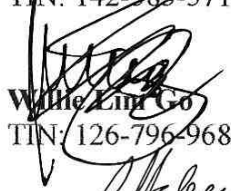

Catherine Perez Cabalic
TIN: 203-437-964

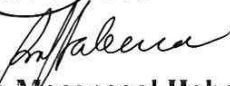

Arwin Granada David
TIN: 280-433-871


Mario Matias Domingo
TIN: 232-373-233


Monet Estelita Encarnacion Dulay
TIN: 244-543-575


Jehiel Legalisa Fabon
TIN: 142-383-571


Willie Lim Go
TIN: 126-796-968


Bryan Macapagal Haberia
TIN: 918-382-368


Djhoana Jet Esteban Siao
TIN: 232-596-938


Carl Ryan Marino Duque Taguba
TIN: 242-646-053

ACKNOWLEDGMENT

Republic of the Philippines)
MAKATI CITY, Metro Manila)S.S.

BEFORE ME, a Notary Public in and for MAKATI CITY this ___th day of OCT 11 2017 2017, personally appeared:

Table with 4 columns: Name, TIN, Name, TIN. Lists 15 individuals with their respective names and TIN numbers.

who have presented to me integrally complete Articles of Incorporation and attested to be personally known to me or identified by me through competent evidence of identity as defined by the 2004 Rules on Notarial Practice; and represented to me that the signatures on the foregoing Articles of Incorporation were voluntarily affixed by them for the purposes stated in the By-Laws; and the same is their own respective free and voluntary act and deed with authority to sign in that capacity, and they further made oath to the truth of the contents of the said Articles of Incorporation, under penalty of law.

Witness my hand and seal this OCT 11 2017 th day of 2017 at MAKATI CITY

Doc. No. 217;
Page No. 44;
Book No. XXXI;
Series of 2017.

Handwritten signature and notary seal for ALTY. PEPITO G. INO, Notary Public, Commission Expires December 31, 2017.

Republic of the Philippines)
Makati City, Metro Manila) S.S.

TREASURER'S AFFIDAVIT

I, **Jonathan Lacia Latonio**, being duly sworn, depose and say:

That I am the elected Treasurer of **OPTIMUM QUALITY HEALTH VENTURES, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF CAMARIN DOCTORS HOSPITAL;**

That as the Treasurer, I am authorized to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation;

That I hereby certify that at least twenty-five percent (25%) of the authorized capital stock of the abovementioned corporation has been subscribed and at least twenty-five (25%) of the subscription in the amount of **FOURTEEN MILLION EIGHT HUNDRED EIGHTY THOUSAND PESOS (PhP14,880,000.00)** has been paid, and received by me in cash for the benefit and credit of the corporation.

IN WITNESS WHEREOF, I hereby sign this Affidavit this 29th day of September, 2017 at Makati City, Philippines.



JONATHAN LACIA LATONIO
Treasurer-in-Trust

SUBSCRIBED AND SWORN to before me this th day of 2017
in Makati City, affiant exhibiting to me his TIN 905-282-861.

Doc. No. 209;
Page No. 42;
Book No. XXX;
Series of 2017.



ABBY PEPITO G. BO
Notary Public
Until December 31, 2017
PTR No. 5334225 / 01-04-2016 / Makati City
TUP No. 886492 / 12-2-2015 / Makati City
Roll No. 42726

BY - LAWS

OF

OPTIMUM QUALITY HEALTH VENTURES, INC.
DOING BUSINESS UNDER THE NAME AND STYLE OF
CAMARIN DOCTORS HOSPITAL

(Name of Corporation)

ARTICLE I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions - Subscribers of the capital stock of the corporation shall pay to the corporation the subscription value or price of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions 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 books 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 transferable in the books of the corporation.

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

Section 4. Pre-emptive Right – Each stockholder shall be entitled at all times, in proportion to their respective shareholdings, to pre-emptive rights in respect of all issuances of the capital stock of the Corporation, whether such issuances are to be made out of present authorized capital stock or out of a proposed increase of authorized capital stock or from treasury. Such pre-emptive rights shall extend to shares issued for property, for services, in payment of indebtedness, or to securities convertible into or exchangeable for any shares of stock of the Corporation and to options to purchase any such shares or any such convertible or exchangeable security. Failure to exercise such pre-emptive rights within sixty (60) days from receipt of written notice issued by the Corporation shall be deemed a waiver or relinquishment of such right.

Section 5. Restrictions on Share Transfers – A stockholder cannot directly or indirectly sell, assign, or otherwise transfer any shares of the Corporation and/or subscription rights to shares of the Corporation without complying with the procedure outlined below, except in the following cases:

- a. transfer by virtue of donation; or
- b. transfer/assignment in favor of legal heirs by succession whether testamentary (by will) or intestate (by operation of the law); or
- c. transfers of qualifying share to and from nominees of stockholders to the board of directors of the Corporation; provided that beneficial title over the qualifying shares remains with the nominating stockholders and the transfer of the qualifying shares is not meant to circumvent the restrictions on the transfer of shares as expressed herein; or
- d. transfer to an affiliate of the stockholder.

For purposes of Item d. above, an affiliate is, with respect to a stockholder, any other entity that controls, is under common control with, or is controlled by the stockholder, either alone or with another entity or individual or group of entities or individuals.

Any stockholder wishing to sell, assign, transfer or otherwise dispose of all or a portion of its shares and/or subscription rights to shares (“Offered Shares”), whether for valuable consideration or by gratuitous title, in the Corporation (“Seller”) to a third party must first offer the same to the other stockholders of the Corporation (“Purchasers”) for the same price or consideration (“Offer Price”) and under the same terms and conditions as the Seller gave or will give to the third party in the following order of priority:

- a. First Priority - the Corporation
- b. Second Priority - Holder of Preferred & Common Shares A to be equally divided among them.
- c. Third Priority - Holder of Common Shares B
- d. Fourth Priority - Holder of Common Shares C

- e. Last Priority - Outsider (third party) who offers to buy shares

For a period of thirty (30) calendar days of the date of receipt of the Sale Notice from the Seller ("Offer Period"), the Purchaser(s) shall have the option to purchase the Offered Shares under the terms stated in the Sale Notice. To validly exercise this option, the Purchaser(s) must give written notice ("Purchase Notice") to the Seller (or any person authorized to act in behalf of the Seller) that the Purchaser(s) will purchase the Offered Shares under the terms stated in the Sale Notice.

Within sixty (60) calendar days from the date of receipt by the Seller (or any person authorized to act in behalf of the Seller) of the Purchase Notice, the sale and purchase of the Offered Shares will be completed. The Seller shall:

1. deliver and transfer to the Purchasers full legal and beneficial title to the Offered Shares; and
2. execute and deliver all such documents as well as perform all acts that may be necessary to effect the effective delivery and transfer of title over the Offered Shares to the Purchaser(s).

The Purchaser(s) shall pay the Seller the full Offer Price by cashier's check or other methods of payment as agreed upon between the Seller and the Purchaser(s). Any and all taxes relative to the transfer of the Offered Shares shall be for the account of and paid by the Seller.

Notwithstanding the transfer of the Offered Shares, the Seller shall remain liable and be responsible for the due discharge, performance and observance of all its liabilities and obligations, whether actual or contingent, arising out of or in respect of or in connection with any agreement entered into by the Seller with the Purchaser(s) accruing at any time up to and including the date of the transfer of title of the Offered Shares. On the other hand, the Seller shall remain entitled to all rights and benefits arising out of or in respect of or in connection with the Offered Shares accruing up to and including the day before the date of the transfer of title of the Offered Shares.

If the Offer Period should lapse without a Purchase Notice from the Purchaser(s), the Seller may then sell the Offered Shares to a third party or parties at terms and conditions which shall not be more favorable than those in the Sale Notice. However, the Seller must give the Purchaser(s) written notice of the Seller's intention to sell the Offered Shares to a third party ("Notice of Intent"). The sale to such third party must be completed within thirty (30) calendar days from the date of the Notice of Intent. Any sale of Offered Shares beyond the thirty (30) calendar days period must comply with the provisions of this Section 5, Article I as if the offer is a first offer to sell.

Any transfer of shares, whether for valuable consideration or by gratuitous title, in violation of the conditions, limitations and restrictions under this Section 5, Article I, shall be null and void and shall not be recorded in the books of the Corporation.

This Section 5, Article I shall be printed or indicated on all stock certificates representing shares issued by the Corporation.

Section 6. Encumbrance on Shares – A stockholder of the Corporation ("Encumbering Stockholder") may pledge, encumber, subject to a lien or otherwise use as security or subject to options, warrants and other similar agreements its shares and/or rights to subscribe to shares of stock in the Corporation ("Encumbering Shares") with parties other than the other stockholders ("Third Parties") only after the Encumbering Stockholder first gives notice to offer the Encumbered Shares to the other stockholders of the Corporation under the same terms and conditions as the Encumbering Stockholder will give to the Third Party ("Offer Notice"), and either the Encumbering Stockholder receives notice from the other stockholders that they do not wish to enter into the transaction for the Encumbered Shares under the Offer Notice ("Acceptance Notice") or a period of thirty (30) calendar days from the time the Encumbering Stockholder issued the Offer Notice has lapsed and the Encumbering Stockholder has not received any Acceptance Notice. Should more than one stockholder issue an Acceptance Notice, the Encumbering Stockholder shall accept their offer in proportion to their shareholdings in the Corporation.

Any pledge, encumbrance, option, warrant or similar agreement shall be annotated on the stock certificates of the relevant shares and recorded in the Stock and Transfer Book of the Corporation. Any transferee of such shares shall receive the same subject to such pledge, encumbrance, options, warrants or other similar agreement, and shall be bound by its terms as if it was an original stockholder thereto.

This Section 6, Article I shall be printed or indicated on each stock certificate of the Corporation.

Section 7. 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 73 of the Corporation Code.

ARTICLE II MEETINGS OF STOCKHOLDERS

Section 1. Annual / Regular Meetings – The annual / regular meetings of stockholders shall be held at the principal office on the **second Sunday of May** of each year, and if it falls on a holiday, then on the following working day.

Section 2. Special Meeting - A special meeting 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 a 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 by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date, and hour of the meeting, and the purpose or purposes for which the meeting is called.

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 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.

Section 6. Conduct of Meeting – Stockholder’s meetings of the Stockholders shall be presided over by the Chairman, or in his absence, by the President. 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.

Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person or by proxy. 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.

Section 8. Closing of Transfer Books for 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 book 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 all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall have the following express powers:

(a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;

(b) To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;

(c) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders’ approval as may be required by law;

(d) To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including, without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholder approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties corporation;

(e) To guarantee, for and in behalf of the corporation, obligations of other corporations or entities in which it has lawful interest;

(f) To make provisions of the discharge of the obligations of the corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the corporation lawfully issued for the purpose;

(g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the corporation whenever in the Board's judgment, the corporation's interest would thereby be promoted;

(h) To establish pension, retirement, bonus, profit-sharing, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation and to determine the persons to participate in any such plans and the amount of their respective participation;

(i) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation;

(j) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit;

(k) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code.

Section 2. Election and Term - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified, subject to the following conditions:

- (a) No two (2) related director up to 2nd degree of affinity can seat on the board at the same time or term.
- (b) Prohibition Due to Conflict of Interest – no stockholder shall qualify or be eligible for nomination or election to the board of directors of the corporation if he/she is engaged in any business or holding a position of director or officer of another hospital or any form of medical services establishment which competes or is antagonistic to the corporation after the creation of the hospital.
- (c) Founders' shares. - Founders' shares consisting of the Preferred shares and Common “A” shares classified as such in the articles of incorporation shall have the exclusive right to vote and be voted for in the election of directors for a period not exceeding five (5) years from the date of incorporation pursuant to *Section 7 of the Corporation Code of the Philippines*.

Section 3. Vacancies - Any vacancy occurring in the Board of Directors other than by removal by 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.

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 this by-laws.

Section 4. Meetings - Regular meetings of the Board of Directors shall be held once a quarter on such dates and at places as may be called by the Chairman of the Board, or the President upon the request of one of the directors. Regular or special meetings of the Board of Directors may be held through teleconferencing, videoconferencing, or other instantaneous communications medium for conferring.

A meeting conducted by teleconferencing or videoconferencing or other instantaneous communications medium for conferencing, will be deemed to be held at the place agreed upon by the directors attending the meeting, provided that at least one (1) of the directors present at the meeting was at that place for the duration of the meeting.

A director is regarded as present at the meeting where the meeting is conducted by teleconferencing, videoconferencing, or other instantaneous communications medium for conferring, if the director is able to hear, and to be heard by all others attending the meeting.

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 by written message. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum - A quorum at any meeting of the Board, whether in person by teleconferencing or videoconferencing or other instantaneous communications medium for conferencing, shall be constituted by the presence of at least eight (8) directors. Any decision taken at a meeting at which there is quorum shall be valid as a corporate act.

Section 7. Conduct of the Meetings - 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, and if he/she is not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

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, 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. Any compensation due and payable to a Director/Founder cannot be converted into shares of common stocks.

ARTICLE IV OFFICERS

Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman of the Board, the President, the Treasurer, and the Secretary, at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Chairman of the Board – The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. 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 Board of Directors and of the stockholders in the absence of the Chairman of Board of Directors;
- (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;
- (e) To oversee the preparation of the budgets and the statements of accounts of the corporation;
- (f) To prepare such statements and reports of the corporation as may be required of him by law;
- (g) To make reports to the Board of Directors and stockholders;
- (h) To sign certificates of stock;
- (i) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s) subject always to his supervision and control.

Section 4. The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

- (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 the 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 to 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 be its chief fiscal officer and the custodian of its funds, securities and property. The Treasurer 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 office 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 may, by a majority vote 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 thereof.

ARTICLE V OFFICES

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 the following 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 and applicable rules and regulations.

**ARTICLE VII
AMENDMENTS**

Section 1. This by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors, and 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 power to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

**ARTICLE VIII
SEAL**

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

**ARTICLE IX
ADOPTION CLAUSE**

The foregoing by-laws were adopted by all the stockholders of the corporation on _____ at Makati, Philippines.

IN WITNESS WHEREOF, we, the undersigned stockholders present and voting in favor of the adoption of these By-Laws, have hereunto subscribed our names this 29 th day of September , 2017 at Makati City, Philippines .

[Signature]
Ricardo Oro Javison
TIN: 204-439-062

[Signature]
Richard Quidasol Arellano
TIN: 217-010-597

[Signature]
Jehiel Legalisa Fabon
TIN: 142-383-571

[Signature]
Larry De Guzman Lianko
TIN: 910-444-884

[Signature]
Catherine Perez Cabalic
TIN: 203-437-964

[Signature]
Willie Lim Go
TIN: 126-796-968

[Signature]
Eli Almendares Florendo
TIN: 222-899-080

[Signature]
Arwin Granada David
TIN: 230-433-871

[Signature]
Bryan Macapagal Haberia
TIN: 918-382-368

[Signature]
Jonathan Lacia Latonio
TIN: 905-282-861

[Signature]
Mario Matias Domingo
TIN: 232-373-235

[Signature]
Djhoana Jet Esteban Siao
TIN: 232-596-938

[Signature]
Visitacion Vicente Toy
TIN: 177-815-222

[Signature]
Monet Estelita Encarnacion Dulay
TIN: 244-543-575

[Signature]
Carl Ryan Marino Duque Taguba
TIN: 242-646-053

September 29, 2017

The Securities and Exchange Commission
SEC Bldg., EDSA Greenhills
Mandaluyong City, Metro Manila

Sir / Madam:

This is to confirm that all corrections in the Articles of Incorporation and By-Laws of **OPTIMUM QUALITY HEALTH VENTURES, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF CAMARIN DOCTORS HOSPITAL** were made prior to notarization and were made with the full knowledge and content of all the incorporators.

I, the undersigned incorporator hereby undertake full responsibility for corrections made, particularly on OCT 06 2017.

Very truly yours,


Ricardo Oro Javison
Incorporator

OCT 06 2017

SUBSCRIBED AND SWORN to before me this ___th day of _____ 2017 in MAKATI CITY, affiant exhibiting to me her TIN 204-439-062.

Doc. No. 210;
Page No. 42;
Book No. XXX-1
Series of 2017.


ATTY. PEPITO G. BU
Notary Public
Until December 31, 2017
PTZ No. 5326235 / 01-04-2016 / Makati City
EDP No. 586492 / 12-4-2015 / Manila III
Roll No. 42726

Republic of the Philippines)
Makati City, Metro Manila) S.S.

JOINT AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

We, **RICARDO ORO JAVISON** and **LARRY DE GUZMAN LIANKO**, both of legal age, Filipinos and with address at 23 Sforza St. Casa Milan Subd., Fairview, Quezon City, 1118 and Lot 93 Block 1 Phase 6A Resurrection St. Sacred Heart Village, Caloocan City 1425, respectively, after having been sworn to in accordance with law hereby depose and state:

That we are the **Incorporators** of **OPTIMUM QUALITY HEALTH VENTURES, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF CAMARIN DOCTORS HOSPITAL**, which is in the process of registration with the Securities and Exchange Commission.

That we, in behalf of said Corporation, hereby undertake to change its corporate name as herein provided, or as amended thereafter, 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 or confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

That this affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, we hereby sign this affidavit this 29 th day of September, 2017 at Makati City, Philippines.



RICARDO ORO JAVISON
Affiant


LARRY DE GUZMAN LIANKO
Affiant

SUBSCRIBED AND SWORN to before me this 29 th day of OCT 06 2017 2017 at Makati City, affiants exhibiting to me their Gov't ID Nos.:

Name	ID Nos.
RICARDO ORO JAVISON	TIN: 204-439-062
LARRY DE GUZMAN LIANKO	TIN: 910-444-884

Doc. No. 208 ;
Page No. 42 ;
Book No. XXXI ;
Series of 2017.


ALBY PEPITO G. RO
Notary Public
Until December 31, 2017
PTD No. 5018255 / 01-04-2016 / Makati City
RDP No. 508492 / 12-2-2015 / Manila III
Roll No. 42126