

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

**COMPANY REG. NO. CS201718683**  
**COMPANY TIN 009-695-666**

**CERTIFICATE OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

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

**DIAMOND MEMORIAL CARE PLANS, INC.**

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 Davao City, Davao Del Sur, Philippines, this 7th day of June, Twenty Seventeen.



By the Authority of the Commission:

*Javey Paul D. Francisco*

**JAVEY PAUL D. FRANCISCO**  
 Director

## SEC Reportorial and Monitoring Requirements for Domestic Corporations

DOCUMENT	Filing Period
<p><b>General Information Sheet (GIS)</b></p> <p>The GIS should be certified and sworn to by the corporate secretary.</p> <p>The GIS of domestic corporations, except banks and insurance companies, with annual gross sales or gross revenues of at least Php5,000,000.00 shall also be submitted in <i>electronic format</i> ( i.e. on diskettes or compact disc)</p>	<p><b>Within 30 calendar days from the date of the actual annual stockholders' or members' meeting:</b></p> <p style="padding-left: 40px;">- if unable to hold stockholders' or members' meeting for the calendar year not later than January 30 of the next calendar year</p> <p style="padding-left: 40px;">- all changes arising between annual meetings and those affecting the information stated in the GIS shall be reflected in an amended GIS labeled as such and the changes clearly highlighted; the amended GIS shall be submitted within 30 calendar days after the occurrence or effectivity of such change.</p>
<p><b>Financial Statements (FS) stamped "received" by the Bureau of Internal Revenue</b></p> <p>The FS of the following domestic corporations shall be audited by an independent certified public accountant (CPA) accredited with the Board of Accountancy (BOA)</p> <p style="padding-left: 40px;">a.) stock corporations with paid-up capital Php50,000.00 <i>or more</i> ; and</p> <p style="padding-left: 40px;">b.) non-stock corporations with annual gross receipts of Php100,000.00 <i>or more</i> , or total assets of Php500,000.00 or more</p> <p>The FS of the following domestic corporations shall, at the minimum, be certified under oath by the treasurer of the corporation:</p> <p style="padding-left: 40px;">a.) stock corporations with paid-up capital of less than Php50,000.00; and</p> <p style="padding-left: 40px;">b.) non-stock corporations with annual gross receipts of less than Php100,000.00 or total assets of less than Php500,000.00</p>	<p><b>Within 120 calendar days after the end of the fiscal year as specified in the by-laws</b></p>
<p>The FS of the domestic corporations, except banks and insurance companies, with annual gross sales or gross revenues of at least Php5,000,000.00 shall also be submitted in electronic format (i.e. on diskettes or compact disc)</p>	<p><b>Within 30 days from the last day of submission of the FS</b></p>
<p><b>Affidavit of Non-Operation</b> (in addition to the GIS and the Financial Statements stamped "received" by the Bureau of Internal Revenue), in case of non-operation</p>	<p><b>Within 120 days after the end of the fiscal year as specified in the by-laws</b></p>
<p><b>Stock and Transfer Book</b> ( for stock corporation) or <b>Membership Book</b> (for non-stock corporation)</p>	<p><b>Within 30 days from the date of the issuance of the certificate of incorporation</b></p>



### UNIFIED REGISTRATION RECORD (URR)

**COMPANY NAME**

**DIAMOND MEMORIAL CARE PLANS, INC.**

**SEC REGISTRATION NUMBER**

**CS201718683**

**TAX IDENTIFICATION NUMBER (TIN)**

**BUSINESS/TRADE NAMES**

**PAG-IBIG EMPLOYER NUMBER (Eyer ID)**

**PRINCIPAL ADDRESS**

**PUROK QUIRINO BO.6 CONCEPCION  
KORONADAL, SOUTH COTABATO**

**PHILHEALTH EMPLOYER NUMBER (PEN)**

**SSS EMPLOYER NUMBER (ER No.)**

**PHONE NO.**

**09088696126**

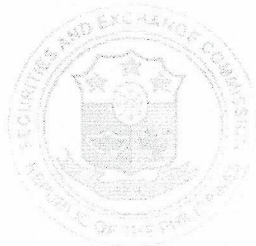
**FAX NO.**

**MOBILE NO.**

**E-MAIL ADDRESS**

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

Print Finish



Republic of the Philippines  
SECURITIES AND EXCHANGE COMMISSION

## Reservation Payment Confirmation

This certifies that the name **DIAMOND MEMORIAL CARE PLANS, INC.** has been reserved from **May 8, 2017 to August 6, 2017.**

Reference Reservation Number (RRN): **RRN20170508125638065**

Type of Industry: **Funeral & Related Activities**

**Breakdown of Fees:**

Reservation Fee: **Php 120.00**

**TOTAL: Php 120.00**

**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.

Stamp Number: **5987298**

Please paste stamp **5987298** here.

2004 SEC-iRegister  
All rights Reserved  
[www.sec.gov.ph](http://www.sec.gov.ph)

# COVER SHEET

## COMPANY REGISTRATION AND MONITORING DEPARTMENT

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

Company Name

D I A M O N D M E M O R I A L C A R E P L A N S , I N C .

Principal Office ( No./Street/Barangay/City/Town)Province)

P u r o k Q u i r i n o , B o . 6

B r g y . C o n c e p c i o n , K o r o n a d a l C i t y

S o u t h C o t a b a t o

ZIP CODE  
9 5 0 6

COMPANY INFORMATION

Company's Email Address N/A	Company's Telephone Number/s n/a	Mobile Number n/a
--------------------------------	-------------------------------------	----------------------

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person MERLYN G. SUPERIO	Email Address n/a	Telephone Number/s n/a	Mobile Number 09088696126
---	----------------------	---------------------------	------------------------------

Contact Person's Address

B5 L8, Camella Homes, Brgy. Carpenter Hill, Koronadal City, South Cotabato

To be accomplished by CRMD Personnel

Assigned Processor :	Date	Signature
_____	06-07-17	

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	_____	_____

Republic of the Philippines)  
Davao City.....) s.s.  
x-----x

TREASURER'S AFFIDAVIT

I, **JUVI JANE S. SAZON**, being duly sworn to, depose and say:

That I am the elected Treasurer of **DIAMOND MEMORIAL CARE PLANS, INC.** ;

That as 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 certify that at least twenty five percent (25%) of the authorized capital stock of the above-mentioned corporation has been subscribed and at least twenty five (25%) of the subscription in the amount of **One Hundred Million Pesos (P 100,000,000.00)** has been paid, and received by me in cash for the benefit and credit of the corporation

IN WITNESS WHEREOF, I hereby signed this affidavit this MAY 09 2017 day of 2017 2017 at Davao City, Philippines.

*Juvi Jane S. Sazon*  
**JUVI JANE S. SAZON**  
Treasurer

SUBSCRIBED AND SWORN to before me this 09 day of 2017 2017, affiant exhibited to me her TIN ID with No. 498-797-380 as competent evidence of her identity.

Doc. No. 110 ;  
Page No. 22 ;  
Book No. V1 ;  
Series of 2017.

*Catharine S. Sespene*  
**CATHARINE S. SESPENE**  
NOTARY PUBLIC FOR DAVAO CITY  
COMMISSION NO. 2017-0056-2018 / ROLL OF ATTORNEY NO. 49-47  
IBP NO. 1080194 / 11-9-16, PTR NO. 81737838 / 12-16-16  
MCLE NO. V-000112 / 11-26-13  
4/F ANTAB BLDG., RUMPOBLVD, TULIP DRIVE, ECOLAND  
DAVAO CITY

ARTICLES OF INCORPORATION

OF

**DIAMOND MEMORIAL CARE PLANS, INC.**

---

Name of Corporation

KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigned incorporators, all of legal age, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

Article I: That the name of this corporation shall be:

**DIAMOND MEMORIAL CARE PLANS, INC.**

---

Article II: That the purposes for which this corporation is formed are:

**PRIMARY PURPOSE**

To engage as issuer of pre-need memorial plans/life plans as defined under The Pre-need Code of the Philippines, otherwise known as R.A. 9829, such as but not limited to, contracts, agreements, deeds or plans for the benefit of the planholders which provide for the performance of future service/s, payment of monetary considerations or delivery of other benefits at the time of actual need or agreed maturity date, as specified therein, in exchange for cash or installment amounts with or without interest or insurance coverage and includes life, pension, education, interment and other plans, instruments, contracts or deeds as may in the future be determined by the Insurance Commission.

**SECONDARY PURPOSES**

1. To operate a funeral parlor to include all the services needed such as but not limited to, selling of caskets, embalming, assistance to the bereaved family, to provide flowers, candles, and the whole package including interment services.

2. To raise capital or borrow money from not more than nineteen (19) lenders, including its stockholders, to meet the financial requirements of its business.
3. To invest in other companies and enter into joint venture agreements with any company, partnership, persons or government entities, domestic or foreign, for the advancement of its interest and in carry out its primary purpose;
4. To establish and operate branch offices or agencies to carry out any or all of its operations and business without any restriction as to place or amount;
5. To engage in the business of distribution of products, to include consultation, in the furtherance of such marketing services;
6. To do and perform all acts and things necessary or incidental to the accomplishment of the foregoing purposes or the exercise of any or all the powers of a corporation for the benefit of this corporation and its stockholders.

**Article III:** That the corporation shall have its principal office at:

No. /Street: **Purok Quirino, Bo. 6,**  
Barangay: **Brgy. Concepcion**  
City/Town: **Koronadal City**  
Province: **South Cotabato**

**Article IV:** That the term for which said corporation is to exist is FIFTY (50) years from and after the date of issuance of the certificate of incorporation.



**Article V:** That the names, nationalities and residences of the incorporators, majority of whom are residents of the Philippines, are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence(Complete Address)</u>
PERFECTO C. SUPERIO, JR.	Filipino	B5, L8, Camella Homes, Brgy. Carpenter Hill, Koronadal City, South Cotabato
MERLYN G. SUPERIO	Filipino	B5, L8, Camella Homes, Brgy. Carpenter Hill, Koronadal City, South Cotabato
JUVI JANE S. SAZON	Filipino	B9, L3, Camella Homes, Brgy. Carpenter Hill, Koronadal City, South Cotabato
JOHN PATRICK IVAN O. SAZON	Filipino	B9, L3, Camella Homes, Brgy. Carpenter Hill, Koronadal City, South Cotabato
RIEZEL B. BALUNSAY	Filipino	Megaland Subd., Brgy. Carpenter Hill, Koronadal City, South Cotabato

**Article VI:** That the number of directors of the corporation shall be **Five (5)**; and the names, nationalities and residences of the first directors of the corporation, majority of whom are residents of the Philippines, are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence(Complete Address)</u>
PERFECTO C. SUPERIO, JR.	Filipino	B5, L8, Camella Homes, Brgy. Carpenter Hill, Koronadal City, South Cotabato
MERLYN G. SUPERIO	Filipino	B5, L8, Camella Homes, Brgy. Carpenter Hill, Koronadal City, South Cotabato
JUVI JANE S. SAZON	Filipino	B9, L3, Camella Homes, Brgy. Carpenter Hill, Koronadal City, South Cotabato
JOHN PATRICK IVAN O. SAZON	Filipino	B9, L3, Camella Homes, Brgy. Carpenter Hill, Koronadal City, South Cotabato
RIEZEL B. BALUNSAY	Filipino	Megaland Subd., Brgy. Carpenter Hill, Koronadal City, South Cotabato

**Article VII:** That the authorized capital stock of the corporation is **One Hundred Million Pesos (P100, 000,000.00)** in lawful money of the Philippines, divided into **One Hundred Thousand (100,000)** shares with the par value of **One Thousand Pesos (P1, 000.00)** per share.

**Article VIII:** That the following persons have subscribed to the authorized capital stock; and at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:


Name	Nationality	No. of Shares Subscribed	Amount Subscribed (Php)	Amount Paid (Php)
PERFECTO C. SUPERIO, JR.	Filipino	20,000	20,000, 000.00	20,000, 000.00
MERLYN G. SUPERIO	Filipino	60,000	60,000, 000.00	60,000, 000.00
JUVI JANE S. SAZON	Filipino	10,000	10, 000,000.00	10, 000,000.00
JOHN PATRICK IVAN O. SAZON	Filipino	5,000	5,000, 000.00	5,000, 000.00
RIEZEL B. BALUNSAY	Filipino	5,000	5,000, 000.00	5,000, 000.00
	<b>TOTAL</b>	100,000	100,000, 000.00	100,000, 000.00

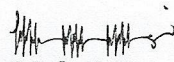
**Article IX:** That no transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in the stock certificates issued by the corporation.

**Article X:** That **JUVI JANE S. SAZON** 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.

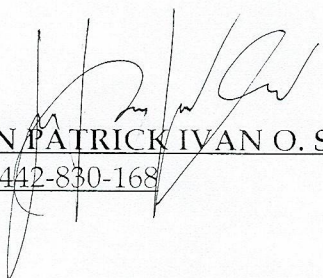
Article XI: That the incorporators and directors undertake to change the name of the corporation as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership, or person has acquired a prior 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.

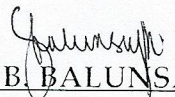
IN WITNESS WHEREOF, we have set our hands this    day of MAY 09 2017, 2017 at Davao City, Philippines.

  
PERFECTO C. SUPERIO, JR.  
TIN: 422-244-149

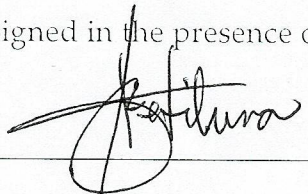
  
MERLYN G. SUPERIO  
TIN: 192-875-770

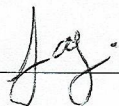
  
JUVI JANE S. SAZON  
TIN: 442-829-785

  
JOHN PATRICK IVAN O. SAZON  
TIN: ~~442-830-168~~

  
RIEZEL B. BALUNSAY  
TIN: 498-797-380

Signed in the presence of:

  
\_\_\_\_\_

  
\_\_\_\_\_

ACKNOWLEDGMENT

Republic of the Philippines)  
Davao City.....) s.s.


BEFORE ME, A Notary Public in and for Davao City, Philippines, this MAY 09 2017  
personally appeared:

Name	T.I.N./ID/Passport No.(PP)
PERFECTO C. SUPERIO	TIN:422-244-149
MERLYN G. SUPERIO	TIN: 192-875-770
JUVI JANE G. SUPERIO-SAZON	TIN: 442-829-785
JOHN PATRICK IVAN O. SAZON	TIN: <u>442-830-168</u>
RIEZEL B. BALUNSAY	TIN: 498-797-380

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 and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc. No. 108 ;  
Page No. 22 ;  
Book No. VI ;  
Series of 2017.

  
**CATHARINE S. BESPENE**  
 NOTARY PUBLIC FOR DAVAO CITY  
 COMMISSION NO. 2017-0056-2018 / ROLL OF ATTORNEY NO. 44847  
 IBP NO. 1030194 / 10-9-16 / PTR NO. 01737832 / 10-16-16  
 MCLE NO. V-000418 1/11-29-12  
 9/F AMYAS BLDG., GUINPOBLYO, TULIP DRIVE, ESCOLANO  
 DAVAO CITY

BY-LAWS  
OF  
DIAMOND MEMORIAL CARE PLANS, INC.

---

ARTICLE I  
BOARD OF DIRECTORS

**Section 1. The Board** - The Board of Directors shall conduct all the business, control all property of the corporation and exercise the following corporate powers of the corporation:

- a) To sue and be sued in the name of the corporation;
- b) To adopt and use a corporate seal;
- c) To amend the articles of incorporation in accordance with the Corporation Code of the Philippines;
- d) To adopt by-laws, not contrary to law, morals, or public policy and to amend or repeal the same;
- e) To issue or sell stocks to subscribers and to sell treasury stocks in accordance with the provisions of the Corporation Code of the Philippines;
- f) To purchase, receive, take or grant, hold, convey, sell, lease, pledge, mortgage and otherwise deal with such real and personal property, including securities and bonds of other corporations, as the transaction of the lawful business of the corporation may reasonably and necessarily require, subject to the limitations prescribed by law and the Constitution;
- g) To enter into merger or consolidation with other corporations;
- h) To make reasonable donations, including those for the public welfare or for hospital, charitable, cultural, scientific, civic, or similar purposes;
- i) To establish pension, retirement, and other plans for the benefit of its directors, officers and employees; and
- j) To exercise such other powers as may be essential or necessary to carry out the purposes of the corporation.

**Section 2. Directors** – The members of the Board of Directors must have at least one (1) share of the capital stock of the corporation. They shall serve for a period of Two (2) years and until their successors are elected and qualified.

**Section 3. Election** – The directors shall be elected from among the stockholders during the annual meeting of the stockholders at the principal office of the corporation.

**Section 4. Disqualification** – No stockholder convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines, committed within five (5) years prior to the date of election shall qualify as a director.

**Section 5. Compensation** – The directors shall receive, as such directors, reasonable per diems for their attendance at each meeting of the Board. Any compensation other than per diems may be allowed subject to the approval of stockholders representing at least a majority of the outstanding capital stock and in accordance with Section 30 of the Corporation Code.

**Section 6. Vacancies** – Any vacancy occurring in the Board of Directors other than by removal by the 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 called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

## ARTICLE II

### MEETING OF DIRECTORS

**Section 1. Meetings** – Regular meetings of the Board of Directors shall be held anywhere in or outside of the Philippines on a date adopted by the Board. Special meetings may be called at any time, for any purpose or purposes, by the President or upon the request of a majority of the directors.

**Section 2. Notice** – The notice of the meeting shall be communicated by the Secretary to each director personally, or by telephone or by written or electronic message at least one (1) day prior to the scheduled meeting. It shall indicate the date, time and place of the meeting. A director may waive this requirement, either expressly or impliedly.

**Section 3. Quorum** – A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

**Section 4. Conduct of the Meeting** - The President shall preside at the meetings of the Board, or in his absence, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, if not present, the President shall appoint a secretary for the meeting. The directors cannot attend or vote by proxy at board meetings.

### ARTICLE III

#### OFFICERS

**Section 1. Election / Appointment** - Immediately after their election, the Board of Directors shall formally organize by the election of the President and the Vice-President, both of whom must be directors, a Treasurer, who may or may not be a director, and a Secretary, who shall be a citizen and resident of the Philippines.

The Board may appoint other officers in addition to the above-mentioned officers. 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. Term of Office** - All officers of the corporation shall serve for a term of one (1) year and until their successors are duly elected and qualified.

**Section 3. Vacancies** - All vacancies in the position of the officers shall be filled by a majority vote of the Board of Directors. The elected successor shall hold office for the unexpired term.

**Section 4. Compensation** - The Board of Directors shall determine the compensation of all officers, as well as, directors who may serve in any other capacity as officer or agent of the corporation.

### ARTICLE IV

#### DUTIES AND FUNCTIONS OF OFFICERS

**Section 1. President** - The President shall supervise and manage the business affairs of the corporation; initiate and develop corporate policies, projects, plans and programs; implement the administrative and operational policies of the corporation; execute on behalf of the corporation all contracts, agreements and other instruments affecting the interest of the corporation; represent the corporation at all functions and proceedings; preside at the meetings of the Board of Directors and the stockholders; appoint, remove, suspend or discipline employees of the corporation; oversee the preparation of the budgets and the statements of accounts of the corporation; and perform such other duties as are incident to his office or are entrusted to him by the Board of Directors;

**Section 2. Vice-President** - He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

**Section 3. Secretary** - The Secretary shall record the minutes of all meetings of the directors and the stockholders; keep record books including ledgers and stock and transfer books; keep the corporate seal and affix it to all papers and documents requiring a seal; certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required by law or by government rules and regulations; send all notices of the corporation and determine the attendance in the meetings of the Board of Directors and stockholders, the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting and the existence of a quorum, and the votes in any resolution during such meetings; and 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 4. Treasurer** - The Treasurer of the corporation shall have custody of, and be responsible for all the funds, securities and bonds of the corporation and deposit them in the name and to the credit of the corporation; keep full and accurate accounts of receipts and disbursements in the books of the corporation; prepare and render an annual statements showing the financial condition of the corporation and such other financial reports, certifications or documents as the Board of Directors, or the President or government agencies may require; and perform such duties and functions as may be assigned to him by the Board of Directors or the President.

## ARTICLE V

### STOCKS AND STOCKHOLDERS

**Section 1. Stockholders** - Stockholders of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. They shall pay interest on all unpaid subscriptions from the date of subscription at the rate of interest fixed in the subscription agreement.

**Section 2. Stock Certificate** - Certificates of stock shall be issued to stockholders with fully paid stock subscription. The certificates 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 of stock may be transferred by delivery of the certificates duly indorsed by the owner, his attorney-in-fact or other legally authorized person. No transfer shall be valid, except as between the parties, until the transfer is recorded in the books of the corporation so as to show the names of the parties to the transaction, the date of the transfer, the number of certificate or certificates and the number of shares transferred.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

**Section 4. Rights of Stockholders** – All stockholders of the corporation shall have the following rights:

- a) To participate and vote during the meetings of the stockholders;
- b) To vote and be voted as director or officer of the corporation;
- c) To inspect the records of all business transactions of the corporation and the minutes of any meeting at reasonable hours on business days and may demand, in writing, for a copy of excerpts from said records or minutes, at his expense;
- d) To exercise pre-emptive rights to subscribe to all issues or disposition of shares of stock, in proportion to their respective shareholdings, unless such right is denied by the articles of incorporation or an amendment thereto;
- e) To exercise appraisal right on instances stated in Section 81 of the Corporation Code;
- f) To receive dividends declared by the board of directors; and
- g) To share in the distribution of the remaining assets of the corporation after its dissolution and liquidation of its assets.

## ARTICLE VI

### MEETINGS OF STOCKHOLDERS

**Section 1. Meetings** – The stockholders shall hold annual or regular meetings of the corporation on the 30<sup>th</sup> of December of each year, if a legal holiday, then on the day following.

Special meetings may be called by any of the following: (a) Board of Directors, at its own instance, or at the request of stockholders representing a majority of the outstanding capital stock, or (b) the President.

**Section 2. Place of Meeting** - Stockholders meetings shall be held in the principal office of the corporation stated in Article III of the articles of incorporation or at any place designated by the Board of Directors in the city or municipality indicated therein.

**Section 3. Notice** - Notices for the meetings shall be sent by the Secretary by personal delivery, by mail or electronic message at least two (2) weeks for regular meetings and one (1) week for special meetings 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 for which the meeting is called.

When the meeting 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 the meeting.

**Section 4. Quorum** - Unless otherwise provided by law, in all meetings 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 number of stock shall be present.

**Section 5. Conduct of Meeting** - Meetings shall be presided over by the President, or in his absence, by a chairman to be chosen by the Board of Directors. The Secretary shall act as secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.

**Section 6. Proxy** - Stockholders may vote in person or by proxy in all meetings of stockholders. Proxies shall be in writing, signed by the stockholder and filed before the scheduled meeting with corporate secretary. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended.

## ARTICLE VII

### DIVIDENDS

**Section 1. Dividends** - The Board of Directors may declare dividends out of the unrestricted retained earnings of the corporation which shall be payable in cash, property, or stock to all stockholders of record. Stock dividends cannot be issued without the approval of the stockholders representing not less than two-thirds (2/3) of the outstanding capital stock.

ARTICLE VIII

FISCAL YEAR


Section 1. 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 each year.

ARTICLE IX

AMENDMENTS

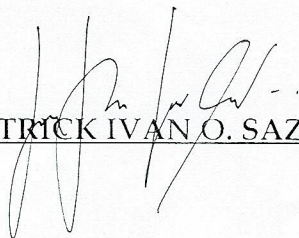
Section 1. Amendments - The Board of Directors, by majority vote thereof, and the owners of at least a majority of the outstanding capital stock of the corporation, at a regular or special meeting duly called for the purpose, may amend or repeal these by-laws or adopt new by-laws.

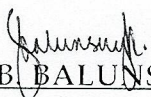
IN WITNESS WHEREOF, we, the undersigned incorporators/stockholders have adopted the foregoing by-laws and hereunto affixed our signatures this MAY 09 2017 day of \_\_\_\_\_, 2017 at DAVAO CITY Philippines.

  
PERFECTO C. SUPERIO, JR.

  
MERLYN G. SUPERIO

  
JUVI JANE S. SAZON

  
JOHN PATRICK IVAN O. SAZON

  
RIEZEL B. BALUNSAY

Republic of the Philippines)  
Davao City.....) s.s.  
X-----X

**AFFIDAVIT**

I, **MERLYN G. SUPERIO**, of legal age, Filipino and a resident of B5, L8, Camella Homes, Brgy. Carpenter Hill, Koronadal City, South Cotabato, after having duly sworn to in accordance with law, hereby depose and state that:


I am the Incorporator of **DIAMOND MEMORIAL CARE PLANS, INC.**, which is in the process of incorporation with the Securities and Exchange Commission;

I confirm that all corrections made in the Articles of Incorporation and by-laws of the said corporation were made prior to notarization and were made with the full knowledge and consent of all the other incorporators;

I assume full responsibility for the corrections indicated in the said Articles of Incorporation and by-laws;


Further, affiant sayeth naught.

IN WITNESS WHEREOF, I hereby signed this affidavit this MAY 09 2017 at Davao City, Philippines.

  
**MERLYN G. SUPERIO**  
Affiant

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_, affiant exhibited to me her T.I.N. I.D. No. 192-875-770 as competent evidence of her identity.

Doc. No. 109;  
Page No. 22;  
Book No. 11;  
Series of 2017.

  
**CATHARINE S. ZESPENE**  
NOTARY PUBLIC FOR DAVAO CITY  
COMMISSION NO. 2017-0056-2018 / ROLL OF ATTORNEY NO. 49-47  
IUP NO. 1020194 / 11-9-16, PTR NO. 617B768D / 12-16-16  
MCLE NO. V-000123 / 11-29-13  
4/F AMYAS BLDG., QUINPOBLVD. TULIP DRIVE, ECOLAND  
DAVAO CITY



**REGISTRATION DATA SHEET**  
**CAPITAL STOCK/ INCORPORATORS/ DIRECTORS/ OFFICERS INFORMATION**  
**(FOR DOMESTIC STOCK CORPORATION ONLY)**

SEC NUMBER / / / / / / / / / /

FILL UP INSTRUCTIONS – Type or print legibly. Light shaded boxes and codes are to be filled up by the SEC, including the SEC number.  
 For no-par stocks, leave the authorized capital amount and the par value columns blank.

COMPANY NAME **DIAMOND MEMORIAL CARE PLANS, INC.** COMPANY TIN  
 CAPITAL STRUCTURE

AUTHORIZED					SUBSCRIBED			PAID-UP	PAID-IN
SHARE CODE	SHARE TYPE	P / N	PAR VALUE	NO. OF SHARE	AMOUNT	F/N	NO. OF SHARES	AMOUNT	AMOUNT
C	COMMON	P	P 1,000.00	100,000	P 100,000, 000.00	F	100,000	P 100,000,000.00	P100,000, 000.00
PAID-UP CAPITAL BY ASSET TYPE		C – CASH P 100,000, 000.00		P - PROPERTY				O – OTHERS	TOTAL P 100,000, 000.00

**INCORPORATORS/ STOCKHOLDERS/ DIRECTORS/ OFFICERS (Use additional sheets, if necessary.)**

NAME {Company Name, if company} {Last Name, First Name, MI, Maiden Surname} If person	TAXPAYER IDENTIFICATION NUMBER	BIRTH DATE	CODE	NATIONALITY	BRD	INCR	OFR	SHARE CODE	SHARE TYPE	NO. OF SHARES	SUBSCRIBED CAPITAL PhP	PAID-UP CAPITAL PhP
SUPERIO, PERFECTO JR. C.	422-244-149	12/23/63		Filipino	M	I	VPRE	e	common	20,000	20,000,000.00	20,000,000.00
SUPERIO, MERLYN G.	192-875-770	02/16/67		Filipino	C	I	PRE	e	common	60,000	60,000,000.00	60,000,000.00
SUPERIO-SAZON, JUVI JANE G.	442-829-785	03/20/92		Filipino	M	I	CFO/ COS	e	common	10,000	10,000,000.00	10,000,000.00
SAZON, JOHN PATRICK IVAN O.	442-830-168	02/04/92		Filipino	M	I	N	e	common	5,000	5,000,000.00	5,000,000.00
BALUNSAY, RIEZEL B.	498-797-380	09/10/88		Filipino	M	I	N	e	common	5,000	5,000,000.00	5,000,000.00
<b>SUBTOTALS</b>										<b>100,000</b>	<b>100,000,000.00</b>	<b>100,000,000.00</b>





DAVAO EXTENSION OFFICE  
3<sup>rd</sup> Floor, AMYA Bldg. Quimpo Blvd. cor Tulip Drive, Ecoland, Davao City

**1<sup>st</sup> ENDORSEMENT**

May 12, 2017

Respectfully endorsed to the **DIRECTOR, INSURANCE COMMISSION, 1071 United Nations Ave. Ermita, Metro Manila**, the herein Articles of Incorporation and By-laws of **DIAMOND MEMORIAL CARE PLANS, INC.** for comments, recommendation and appropriate action for registration with the Securities and Exchange Commission.

Early return of these papers together with the action taken thereon will be appreciated.

  
ATTY. JAVEY PAUL D. FRANCISCO  
Director

/alg





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

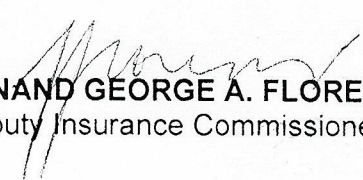


**2<sup>nd</sup> ENDORSEMENT**  
**30 May 2017**

Respectfully returned to the Securities and Exchange Commission, (SEC), Davao Extension Office, 3<sup>rd</sup> Floor, AMYA Building, Quimpo Boulevard corner Tulip Drive, Ecoland, Davao City the attached Articles of Incorporation & By-Laws of **DIAMOND MEMORIAL CARE PLANS, INC.** with office address at Purok Quirino, Bo. 6, Barangay Concepcion, Koronadal City, South Cotabato with the advise that the Insurance Commission has no objection to its registration with the Securities and Exchange Commission.

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission. The applicant is advised that it cannot act as a pre- need company unless it is duly licensed as such by this Commission.

By Authority of the Insurance Commissioner:

  
**FERDINAND GEORGE A. FLORENDO**  
Deputy Insurance Commissioner



DAVAO EXTENSION OFFICE  
3<sup>rd</sup> Floor, AMYA Bldg. Quimpo Blvd. cor Tulip Drive, Ecoland, Davao City

**1<sup>st</sup> ENDORSEMENT**

May 12, 2017

Respectfully endorsed to the **DIRECTOR, INSURANCE COMMISSION, 1071 United Nations Ave. Ermita, Metro Manila**, the herein Articles of Incorporation and By-laws of **DIAMOND MEMORIAL CARE PLANS, INC.** for comments, recommendation and appropriate action for registration with the Securities and Exchange Commission.

Early return of these papers together with the action taken thereon will be appreciated.

  
**ATTY. JAVEY PAUL D. FRANCISCO**  
Director

/alg



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



**2<sup>nd</sup> ENDORSEMENT**  
**30 May 2017**

Respectfully returned to the Securities and Exchange Commission, (SEC), Davao Extension Office, 3<sup>rd</sup> Floor, AMYA Building, Quimpo Boulevard corner Tulip Drive, Ecoland, Davao City the attached Articles of Incorporation & By-Laws of **DIAMOND MEMORIAL CARE PLANS, INC.** with office address at Purok Quirino, Bo. 6, Barangay Concepcion, Koronadal City, South Cotabato with the advise that the Insurance Commission has no objection to its registration with the Securities and Exchange Commission.

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission. The applicant is advised that it cannot act as a pre- need company unless it is duly licensed as such by this Commission.

By Authority of the Insurance Commissioner:

  
**FERDINAND GEORGE A. FLORENDO**  
Deputy Insurance Commissioner