



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. A200209264

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

CARLOS DRUGS-LUCENA, INC.

Doing business under the name and style of

CARLOS SUPERDRUG

[Amending Articles II Primary Purpose & VII thereof.]

copy annexed, adopted April 09, 2015 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 24th day of June, Twenty Fifteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



Compliance Monitoring Division

AMENDED ARTICLES OF INCORPORATION

OF

CARLOS DRUGS-LUCENA, INC.

Doing business under the name and style of CARLOS SUPERDRUG

(Formerly: Carlos Drugs-Lucena, INC.)

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE DO HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be:

CARLOS DRUGS-LUCENA, INC.

Doing business under the name and style of CARLOS SUPERDRUG

(As amended at the meeting of the Board of Directors on March 15, 2013)

PRIMARY PURPOSE

To establish a close corporation that will (As Amended on April 9, 2015) conduct, undertake and carry on the business of retailing, wholesaling, distributing, manufacturing, buying, selling or otherwise dealing in drugs, pharmaceuticals, as well as medicinal, veterinary or agricultural compounds and chemicals, hospital, medical and laboratory supplies and equipment; food preparations, cosmetics, toiletries and general merchandise of all kinds and description; and to import and export all lawful object of commerce; and to commercial broker, factor, agent upon consignment of indent orders or in any other representative capacity for natural and juridical persons and entities, whether domestic or foreign.

To carry out the foregoing corporate purpose, the Corporation shall have the following:

INCIDENTAL POWERS

- a. To establish, maintain, own, lease or operate shops, stores, warehouse, demonstration centers and other buildings and structures necessary to carry out the purposes of the corporation as well as branch businesses or offices for the transaction of business for its on account or for and behalf of other persons, firm corporations or entities;

b. To manufacture, buy, sell, repair, improve, operate, treat, prepare for market and deal in all kinds of plants, machinery apparatus, appliances, tools, utensils, commodities, substances, materials, articles, and things necessary or useful for carrying on the business of the corporation;

c. To purchase, acquire, hold, or lease real and personal properties such as lands, buildings, warehouses, machineries, and equipment; to improve, develop and manage such real and personal properties so acquired; to erect or cause to be erected on and acquired or owned by the corporation or other structures and appurtenances thereto; to remodel, enlarge, alter or improve said buildings, now or hereafter erected and to mortgage, lease, sell, transfer or convey or otherwise dispose of any part of all of the lands, buildings, machineries or equipment so owned or any interest therein as are necessary for the conduct of the corporate business;

d. To apply for, register, purchase or otherwise acquire, use, protect and renew any patents, brevets d'invention, patent rights, copyrights, licenses, secret processes, trademarks, designs, protections and concessions which may appear likely to be advantageous or useful to the corporation and to use develop and turn to account and to manufacture under or grant licenses or privileges in respect of the same;

e. To purchase, acquire, hold, dispose of or otherwise deal in and with shares, stocks, bonds and securities, created by any company having objects altogether different or in part similar to those of this corporation and while the owner and holder thereof, to exercise all the rights and incidents of ownership including the right to vote the same to receive, collect and dispose of the interests, dividends and income therefrom;

f. Within the limits imposed by laws of the Philippines, to purchase or otherwise acquire, take over, hold and control all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm or corporation, whether domestic or foreign, and whether a going concern or not, which may be appropriate or suitable for the purposes of the corporation, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof;

g. To pay for any property or rights acquired by the corporation either in cash, or in shares of stocks, bonds, or securities of the corporation, or partly in cash and partly in shares of stocks, bonds, or securities and generally under such terms as may be determined by the Board of Directors.

h. To purchase, hold, cancel, re-issue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds, or other obligation from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine; provided the corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital stock, except to the extent permitted by law;

i. To give credit to such persons, firms or companies on such terms as the corporation may approve, in particular to customers of the corporation and persons, firms, or companies having dealings with the corporation and to give any guarantees or indemnities as may be expedient;

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

k. To issue and deposit any securities which the corporation has power to issue by way of mortgage, pledge, or guarantee to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the corporation or of its customers or other persons, firms, or companies having dealings with the corporation or in whose business or undertaking the corporation is interested directly or indirectly;

l. To draw, make, accept, indorse, negotiate, assign, execute, and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities as may be deemed necessary and convenient for the furtherance of the business of the corporation;

m. To borrow and/or raise money necessary to meet the financial requirements of the 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 issue pursuant to law shares of its capital stock, debentures and other evidence of indebtedness in payment for properties acquired by the corporation and for money borrowed in the prosecution of its lawful business;

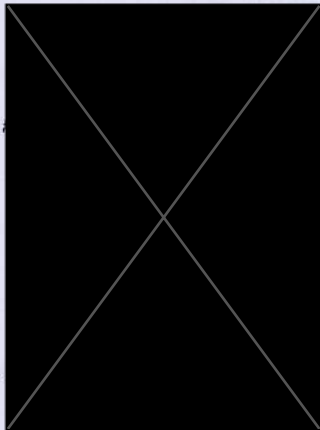
n. To invest and deal with money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, goodwill, properties and undertakings of the corporation or any part thereof for such consideration and under such forms as it shall see fit to accept;

o. To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated or which shall at anytime appear conducive to or expedient of the protection or benefit of the corporation including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Philippines in general and upon domestic corporations of like nature in particular.

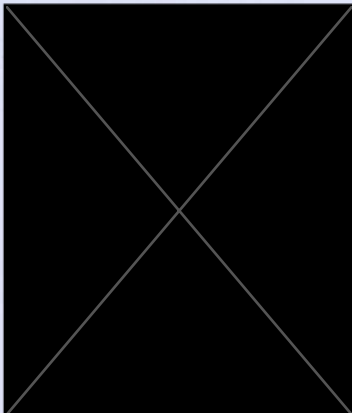
THIRD: - That the place where the principal office of the Corporation is to be established shall be at Lucena City, Philippines. The Corporation may establish and maintain branch offices or agencies and factories or laboratories elsewhere in the Philippines or abroad wherever warranty by the exigencies of the business.

FOURTH: - That the term for which the Corporation shall exist is FIFTY (50) YEARS from and after the date of incorporation

FIFTH: -That the names, nationalities and residences of the incorporators of said Corporation are as follows:

<u>Name</u>	<u>CITIZENSHIP</u>	<u>ADDRESS</u>
GENEROSA O. CARLOS	Filipino	
OSNIUNDO O. CARLOS	Filipino	
EVANGELINA C. TACCAD	Filipino	
LOURDES C. BRAVO	Filipino	
EDUARDO O. CARLOS	Filipino	
ERMELO O. CARLOS	Filipino	
CELIA O. CARLOS	Filipino	
CORAZON C. BALQUIEDRA	Filipino	

SIXTH: That the number of directors of the Corporation shall be Seven (7) and that the names, citizenship and residence of the directors of the Corporation who shall serve until their successors are elected and qualified as provided in the By-Law, are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
OSMUNDO O. CARLOS	Filipino	
EDUARDO O. CARLOS	Filipino	
ERMELO O. CARLOS	Filipino	
CORAZON C. BALQUIEDRA	Filipino	
EVANGELINA C. TACCAD	Filipino	
CELIA O. CARLOS	Filipino	
LOURDES C. BRAVO	Filipino	

SEVENTH: That the capital stock of the Corporation is Pesos FORTY MILLION (P40,000,000.00) Philippine Currency, divided into FOUR HUNDRED THOUSAND (400,000) SHARES WITH A PAR VALUE OF one hundred (P100) each. (As Amended on OCT. 21, 2002)

The total number of stockholders shall be limited to twenty (20) only. . (As Amended on April 9, 2015) Holders of shares of stocks can sell, convey or transfer their stock only at a price not exceeding the market value thereof to be determined by the Board of Directors and provided that existing stockholders shall have the right of first preference to buy shares offered for sale by any stockholder. A stockholder offering to sell his shares shall notify in writing the Corporate Secretary about such offer and the Corporate Secretary shall notify also in writing the stockholders, of the said offer-stockholders shall have a the period of thirty (30) working days upon receipt of the letter of the Corporate Secretary to exercise their pre-emptive rights, otherwise it shall be deemed waived in which case the Corporation shall be given (30) working days within which to buy the shares offered for sale. Shares of stock of the Corporation cannot be sold and transferred to the general public and that this Corporation cannot be listed in any stock exchange. . (As Amended on April 9, 2015) Violation of this requirement shall render the sale, transfer or conveyance null and void. The above terms and conditions shall be printed in all stock certificates of the Corporation. *ALL SHARES OF STOCK SHALL BE RESTRICTED ONLY TO THE DESCENDANTS OF THE LATE SPC. DOMINOS & GONZALEZ CARLOS. (AS AMENDED ON APRIL 9, 2015) C.L.*

EIGHT: The amount of the entire capital stock which has been actually subscribed is Pesos TWO MILLION (P2,000,000.00) and that the following persons have subscribed for the number of shares and amount of capital stock set out after their respective name.

<u>Name</u>	<u>Nationality</u>	<u>No of Shares Subscribed</u>	<u>Amount Subscribed</u>	<u>Amount Paid-up</u>
GENEROSA O. CARLOS	Filipino	10,000	1,000,000.00	250,000.00
OSMUNDO O. CARLOS	Filipino	1,428	142,800.00	35,700.00
EVANGELINA C. TACCAD	Filipino	1,428	142,800.00	35,700.00
LOURDES C. BRAVO	Filipino	1,428	142,800.00	35,700.00
EDUARDO O. CARLOS	Filipino	1,430	143,000.00	35,750.00
ERMELQ O. CARLOS	Filipino	1,428	142,800.00	35,700.00
CFLIA O. CARLOS	Filipino	1,428	142,800.00	35,700.00
CORAZON C. BALQUIEDRA	Filipino	1,430	143,000.00	35,750.00
		20,000	2,000,000.00	500,000.00

NINTH: That CORAZON C. BALQUIEDRA has been elected by the subscribers as the treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws and that as such treasurer she has been authorized to receive for the Corporation and to issue receipts in its name for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto signed these presents this 21st
day of 2000 at Quezon City Philippines.

(Sgd)
GENEROSA O. CARLOS

(Sgd)
LOURDES C. BRAVO

(Sgd)
EDUARDO O. CARLOS

(Sgd)
EDUARDO O. CARLOS

(Sgd)
ERMELO O. CARLOS

(Sgd)
ERMELO O. CARLOS

(Sgd)
CORAZON C. BALQUIEDRA

(Sgd)
CELIA O. CARLOS

(Sgd)
OSMUNDO O. CARLOS

(Sgd)
CORAZON C. BALQUIEDRA

(Sgd)
EVANGELINA C. TACCAD

Witnesses:

(Sgd)

(Sgd)

ACKNOWLEDGEMENT

Republic of the Philippines)
S.S.
)

BEFORE ME, a Notary Public in and for QUEZON CITY Philippines, this
day of _____ 20____ personally appeared:

Name	Community Tax Certificate No.	Date and Place Issued
GENEROSA O. CARLOS		
OSMUNDO O. CARLOS	<u>16553975</u>	<u>2-06-02 QC</u>
EVANGELINE C. TACCAD	<u>11848272</u>	<u>1-16-02 Cavite City</u>
LOURDES C. BRAVO	<u>82735639</u>	<u>1-08-02 Mandaluyong, 1</u>
EDUARDO O. CARLOS	<u>16898109</u>	<u>1-7-02 Quezon City</u>
ERMELO O. CARLOS	<u>16898109</u>	<u>7-Jan-02-QC</u>
CELIA O. CARLOS	<u>13655842</u>	<u>14-Jan-02-QC</u>
CORAZON C. BALQUEDRA	<u>16898124</u>	<u>7-Jan-02-Quezon City</u>

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation 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.

[Signature]
ATTY. ROMEO C. CRUZ
NOTARY PUBLIC
Until December 31, 20____
PTR No. 2855377, Q. C.
Jan. 2, 2002

Doc. No. 3327
Page No. 66
Book No. 811
Series No. 2008

Republic of the Philippines)
City of Lucena) S. S

SECRETARY'S CERTIFICATE

I, **MA. CORAZON MARTINITA C. MASANGCAY**, of legal age, married, Filipino a resident of Lucena City being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of Carlos Drugs Lucena, Inc. doing business under the name and style of Carlos Superdrug a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at Brgy. 4, Enriquez St. corner Tagarao St., Lucena City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an Intra-Corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

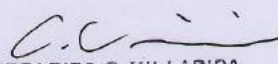
Lucena City, 27 April 2015


MA. CORAZON MARTINITA C. MASANGCAY
Corporate Secretary

28 APR 2015

SUBSCRIBED AND SWORN TO before me this _____ in Lucena City, Philippines, affiant exhibiting to me her _____ issued on _____ at Lucena City

Doc. No. 360
Page No. 72
Book No. XLI
Series of 2015.


CESARITO C. VILLARIBA
NOTARY PUBLIC
COMMISSION EXPIRES ON DECEMBER 31, 2016
ROLL OF ATTORNEYS NO. 37814
PTR NO. 055003 1/5/2015 LUCENA CITY
IBP OR NO. 055122 12/16/2011 LUCENA CITY
TEL 053 034 122
2ND FLOOR, INHERITS BLDG.
ALLAREY CORNER CADARAO STREETS, LUCENA CITY

DIRECTOR'S CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We the undersigned majority of the directors and the Corporate Secretary of **CARLOS DRUGS-LUCENA, INC.**, doing business under the name and style of **CARLOS SUPERDRUG** (formerly Carlos Drugs-Lucena, Inc.) do hereby certify that the **Articles of Incorporation** and By Laws of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on April 9, 2015 at the principal office of the corporation;

The amended provisions of the attached Amended Articles of Incorporation and By Laws refer to:

AMENDED ARTICLES OF INCORPORATION

PRIMARY PURPOSE:

To establish a close corporation that will conduct, undertake and carry on the business of retailing, wholesaling, distributing, manufacturing, buying, seller or otherwise dealing in drugs, pharmaceuticals, as well as medical, veterinary or agricultural compounds and chemicals, hospital, medical and laboratory supplies and equipment; food preparations, cosmetics, toiletries and general merchandise of all kinds and description; and to import and export all lawful object of commerce; and to commercial broker, factor, agent upon consignment of indent orders or in any other representative capacity for natural and juridical persons and entities, whether domestic or foreign.

SEVENTH: That the capital stock of the Corporation is Pesos Eight million (P 8,000,000.00), Philippine currency, divided into Eighty Thousand (80,000) shares with a par value of pesos One Hundred (P100.00) each.

The total number of stockholders shall be limited to twenty (20) only. Holders of shares of stocks can sell, convey or transfer their stock only at a price not exceeding the market value thereof to be determined by the Board of Directors and provided that existing stockholders shall have the right of first preference to buy shares offered for sale by any stockholder. A stockholder offering to sell his shares shall notify in writing the Corporate Secretary about such offer and the Corporate Secretary shall notify also in writing the stockholders, of the said offer-stockholders shall have a the period of thirty (30) working days upon receipt of the letter of the Corporate Secretary to exercise their pre-emptive rights, otherwise it shall be deemed waived in which case the Corporation shall be given (30) working days within which to buy the shares offered for sale. Shares of stock of the Corporation cannot be sold and transferred to the general public and that this Corporation cannot be listed in any stock exchange. Violation of this requirement shall render the sale, transfer or conveyance null and void. The above terms and conditions shall be printed in all stock certificates of the Corporation. *All shares of stocks shall be restricted only to the descendants of the late SRS. Diomedes + Generosa Carlos.*

BY LAWS

ARTICLE VI

Section 2. Transfer of Stock - All shares of stock shall be restricted only to the descendants of the late spouses Diomedes and Generosa Carlos. Holders of shares of stock can sell their stock only at a price not exceeding fair market value to be determined by the board, and provided that existing stockholder or stockholders shall have the rights of first preference to buy shares offered for the sale by any stockholder or stockholders. Stockholder offering to sell his

Valguinos Defensor Cur. At

Source: C. Lucena, by [signature]

shares shall notify in writing the stockholders of the said offer. Stockholders shall have a period of thirty (30) working days upon receipt of the letter of the corporate secretary to exercise their pre-emptive rights, otherwise, it shall be deemed waived, in which case the Corporation shall be given another thirty (30) working days to buy the shares offered for sale. Shares of stock cannot be sold and transferred to the public and that this corporation cannot be listed in any stock exchange. Violation of this requirement shall render the sale or transfer as null and void. The above terms and conditions shall be printed in all stock certificate of the Corporation.

IN WITNESS WHEREOF, We have hereunto signed this certificate this 11 MAY 2015 in the City of Lucena.

Loures C. Bravo, dep.
LOURDES C. BRAVO

Eduardo O. Carlos
EDUARDO O. CARLOS

Celia O. Carlos
CELIA O. CARLOS

Corazon C. Balquiedra
CORAZON C. BALQUIEDRA

Evangelina C. Taccad
EVANGELINE C. TACCAD

Ma. Corazon Martinita C. Masangcay
MA. CORAZON MARTINITA C. MASANGCAY
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 11 MAY 2015 in the City of Lucena.

Doc. No. 347
Page No. 78
Book No. XLIV
Series of 2015

Gerardo C. Villariba
GERARDO C. VILLARIBA
NOTARY PUBLIC
COMMISSION EXPIRES ON DECEMBER 31, 2016
ROLL OF ATTORNEY'S NO. 37814
PTE. NO. 11112 LUCENA CITY
IBP OR LUGA NO. 2011 LUCENA CITY
7TH FLOOR, 1ST BLDG.
ALLAREY CORNER LALANG STREETS, LUCENA CITY



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

COMPANY REG. NO. A200209264

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

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CARLOS DRUGS-LUCENA, INC.

Doing business under the name and style of

CARLOS SUPERDRUG

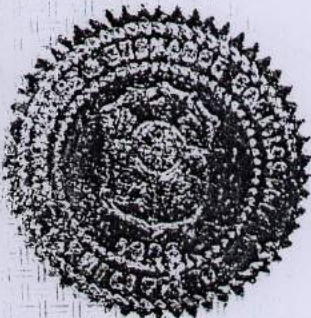
[Formerly: CARLOS DRUGS-LUCENA, INC.]

[Amending Article I thereof.]

copy annexed, adopted on March 15, 2013 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 10th day of April, Twenty Fifteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

