Estado Libre Asociado de Puerto Rico
DEPARTAMENTO DE ESTADO
San Juan, Puerto Rico

RESOLUCIÓN CORPORATIVA

Yo, **DAVID E. BERNIER RIVERA**, Secretario de Estado del Estado Libre Asociado de Puerto Rico,

CERTIFICO: Que el **11 de junio de 2013**, a las **2:16 p.m.**, se registró una Resolución Corporativa al Certificado de Incorporación de **"GRUPO HIMA-SAN PABLO, INC."** registro **161189** es una corporación doméstica **con fines de lucro** organizada bajo las leyes del Estado Libre Asociado de Puerto Rico a los efectos de nombrar al Sr. Joaquín Rodríguez como Presidente, al Sr. Carlos M. Piñeiro Crespo, Vicepresidente, el Sr. César A. Montilla Tesorero, Armando J. Rodríguez Benítez, Director, Fernando E. Agrait Secretario, Dr. Jaime Rivera Dueño, Richard Reiss-Huyke, Director, José M. Barletta, Director, Manuel Morales, Director, Carlos M. Piñeiro Cubas, Director y la Sra. Marisara Pont, Directora de dicha entidad.

EN TESTIMONIO DE LO CUAL, firmo el presente y hago estampar en él El Gran Sello del Estado Libre Asociado de Puerto Rico, en la ciudad de San Juan, hoy **13 de junio de 2013.**

DAVID E. BERNIER RIVERA
Secretario de Estado

DBR/jar
53028-2013-0611$20.00

Departamento de Estado
Registro de Corporaciones

Entidad

___✓___ Con Fines de Lucro ✓   ___✓___ Doméstica

_______ Sin Fines de Lucro   _______ Foránea

Nombre: GRUPO HIMA-SAN PABLO, INC.

Número: 161189   Fecha: JUN 11, 2013   Hora: 2:16 PM

Tipo de radicación: Derechos pagados: 20.00

_______ Registro Nuevo
_______ Cambios y Enmiendas   ___✓___ Comprobantes
_______ Disolución   _______ Sellos
_______ Solicitudes de Servicio
_______ Fusiones
_______ Reservas de Nombres
___✓___ Otros Resolución

Aumento o rebaja de Capital Autorizado

De _______________ a _______________

Nombres similares o idénticos   Enviar a:
Lucy M Barlingeri
Grupo HIMA San Pablo
PO Box 4980
Teléfono: 787-653-1796

Objeciones y comentarios del Oficial Evaluador:

Grupo
HIMA•San Pablo

03197340

Efectivo 5133
Grupo Hima 06/11/2013
$20.00
Der. Pagados Dept Estado 40%
53028-2013-0611-55995128

CERTIFICACION DE RESOLUCION CORPORATIVA
JUNTA DE ACCIONISTAS
GRUPO HIMA•SAN PABLO, INC.

Yo, Lucy Margarita Berlingeri Rodríguez, mayor de edad, soltera, ejecutiva y residente de Caguas, Puerto Rico, en mi capacidad de Sub-Secretaria de la Junta de Directores de Grupo HIMA•San Pablo, Inc., Certifico:

CERTIFICO

Que en reunión de la Junta de Accionistas de Grupo HIMA•San Pablo, Inc., celebrada el día 27 de noviembre de 2012, a las 7:00pm, se acordó y aprobó por unanimidad elegir los siguientes directores:

> **RESUELVASE**, "Como por la presente se resuelve, nombrar, según elección, los siguientes miembros de la Junta de Directores:
>
> Joaquín Rodríguez, Sr., Presidente Junta de Directores, CEO – Ridge Top #11, Palmas del Mar, Humacao, PR 00791
>
> Carlos M. Piñeiro Crespo, Vicepresidente de la Junta, Presidente de la Corporación, COO – Montehiedra 161, Calle Pitirre, San Juan, PR 00926
>
> César A. Montilla, Jr., Tesorero – 1825 Miosotis, Santa María, Río Piedra, PR 00927
>
> Armando J. Rodríguez Benítez, Director, Vicepresidente Ejecutivo de la Corporación, Sub-Tesorero – 1749 Calle Santa Práxedes, San Juan, PR 00927

Fernando E. Agrait, Secretario de la Junta – 701 Ave. Ponce de León, Edificio Centro de Seguros, Oficina 414, San Juan, PR 00907

Dr. Jaime Rivera Dueño, Director, Vicepresidente Señor de la Corporación y Director – 1299 Carr. 844, Apt. 904, San Juan Tower, San Juan, PR 00926

Richard Reiss-Huyke, CPA, Director – Global Wealth Management Millennim Park Plaza #5 Sercord Street, Suite 210, Metro Office Park, Guaynabo, PR 0968-1741

José M. Barletta, Director – PO Box 366906, San Juan, PR 00936-6906

Manuel Morales, Director – PO Box 195434, San Juan, PR 00919-5434

Carlos M. Piñeiro Cubas, Director – 335 The Lane St. Hinsdale, IL 60521

Marisara Pont, Director - PO Box 4980, Caguas, PR 00726

La elección antes efectuada está en toda su fuerza, vigencia y efecto.

Y PARA QUE ASI CONSTE, firmamos la presente Resolución en Caguas, Puerto Rico, hoy 11 de junio de 2013.

GRUPO HIMA • SAN PABLO, INC.
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Lucy M. Berlingeri Rodríguez
Sub-Secretaria

Grupo
HIMA•San Pablo

MINUTES
GRUPO HIMA·SAN PABLO, INC.
ANNUAL SHAREHOLDERS MEETING

The Annual Shareholders Meeting was called to order at the Executive Room of HIMA·San Pablo *Caguas*, on November 27, 2012 at 7:00pm.

1. At 7:35 PM Chairman Joaquín Rodríguez García opened the meeting. Quorum was established with more than fifty percent of the shares outstanding being present or represented by proxy.

2. The minutes of last year meeting having been previously distributed to all shareholders, Engr. Luis M. García Passalacqua motions to have the minutes approved. Atty. Eladio Cartagena Colón seconded Engr. García Passalacqua's motion. Motion carried unanimously.

3. Chairman Joaquín Rodríguez García indicates the absence of the Secretary, Atty. Fernando E. Agrait and moves to appoint Atty. Eladio Cartagena Colón as Accidental Secretary of the meeting.

4. Chairman Joaquín Rodríguez indicates that our external auditors have been so for more than 27 years and recommends a change to another audit firm. CPA José M. Barletta presents a Motion to change the present audit firm to KPMG, as recommended by Chairman Joaquín Rodríguez. The Motion was seconded by Eng. García Passalacqua, and unanimously approved.

5. Chairman Rodríguez presented an extensive report on the situation of the corporations. The report covered the relation with Banco Popular de Puerto Rico, with Credit Suisse and Scotiabank, the relations with health insurance companies and the income generated by the Corporation. He also discussed new developments and services at the hospitals, including international business opportunities in

Grupo HIMA•San Pablo

Spain, Columbia, and other Caribbean Islands. He explained how Sabiamed has expanded their service to those countries. He indicates that an alternative to paying off the Credit Suisse/Scotiabank credit is refinancing this proposed financing with an H.U.D. guarantee, which permits the issuance of HUD-insured bonds with an interest rate which is presently at 3%.

6. Mr. Carlos M. Piñero, President of Grupo HIMA·San Pablo, Inc. presented a report on the fiscal situation for the next December 2012. He explains that although the companies have enjoyed a good year, December 2012 will probably be cash-tight because the Hospital will be paying 3 payrolls in that month plus the Christmas bond. Also, the Corporation will have to pay the State Insurance Fund current charges as well as a negotiated payment for a prior period. He explained the situation with health insurance companies late payment and how that affects us.

7. Chairman Joaquín Rodríguez reported that no issues were pending with the Secretary of the Board.

8. The Treasurer report had been circulated prior to the meeting. There were no questions raised.

9. The Nominating Committee --composed of Atty. Eladio Cartagena, Alfonso Serrano, M.D and Salvador Vázquez Balaguer-- recommended that the following persons be elected as directors: Joaquín Rodríguez García, Carlos M. Piñeiro Crespo; Armando Rodríguez; Jaime Rivera Dueño; Marisara Pont; Richard Reiss; José M. Barletta; Manuel Morales; Carlos M. Piñeiro Cubas; Fernando E. Agrait and César A. Montilla. There were no other nomination. Persons nominated were elected unanimously. Upon motion by Eng. Luis García Passalacqua, seconded by Armando Rodríguez the shareholders unanimously approved.

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3. Motion to close was submitted by various members and carried unanimously. The meeting was adjourned at 8:05pm.

Joaquín Rodríguez, Sr. Chairman of the Board	Atty. Eladio Cartagena-Colón Accidental Secretary

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