

(NON-STOCK)

SEC.  
STOCK OFFICE  
A

ARTICLES OF INCORPORATION  
OF

03 APR 30 P 3: 58  
SEC. REGISTRATION #

**DUMAS WORLDWIDE ASSOCIATION INC**

CN 200306513

(Name of Corporation)

**KNOW ALL MEN BY THESE PRESENTS:**

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

**THAT WE HEREBY CERTIFY :**

**FIRST:** The name of the said association shall be:

**DUMAS WORLDWIDE ASSOCIATION, INC**

**SECOND:** A . That the purpose or purposes for which such association is incorporated are:

**Attached hereto as ANNEX A " are the purposes  
of the association.**

**PURPOSE:**

- A. To promote closer relations and cooperation among Dueñasanos all over the world,**
- 03 APR 30 P 3 : 58
- (1) Periodically track and keep them abreast of the situation in Dueñas;
  - (2) Support and assist the plight of Dueñasanos all over the world;
  - (3) Recognize achievements of Dueñasanos in their professional field of endeavor and their contribution to Dueñas.
- B. To uplift and improve the economic and social conditions in Dueñas.**
- (1) Promote and assist community livelihood projects;
  - (2) Rekindle the Filipino spirit, love of country and maintain our strong family ties;
  - (3) Vigorously promote conservation and integration of traditional arts and culture and encourage contemporary expressions enriched by external artistic influences.
- C. To instill and promote the importance of education, sports and wellness especially among our youth.**
- (1) Formulate and fund sports and educational scholarships;
  - (2) Create projects and activities and the protection of the environment;
  - (3) Assist and prepare our youth to become good, law-abiding, better and responsible citizens.
- D. To support and assist the development project of our local government.**
- (1) Provides agribusiness and investment – related information that will be necessary for development of project and business establishment.
  - (2) Source out funds both from national and foreign donors.
  - (3) Facilitates the establishment and sustainability of agribusiness development projects in the municipality and in the province.

**THIRD:** That the place where the principal office of the association is to be established is at :

No./Street POBLACION (If applicable)

City/Town DUEÑAS Province ILOILO

**FOURTH:** That the term for which the association is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

**FIFTH:** That the names , nationalities, and residences of the incorporators of the association are as follows:

Name	Nationality	Residence (Complete Address)
<u>REYNALDO LAURA</u>	<u>FILIPINO</u>	<u>Lagos Street, Ducas, Iloilo</u>
<u>FABIO CATALAN, JR.</u>	<u>Filipino</u>	<u>Ste. Niño, Ducas, Iloilo</u>
<u>ALFONSO LAPLANA</u>	<u>Filipino</u>	<u>Ducas, Iloilo</u>
<u>RENEGIC LAGURA</u>	<u>Filipino</u>	<u>Ducas, Iloilo</u>
<u>DEOGNACIAS QUILBERT, JR.</u>	<u>Filipino</u>	<u>Piccol Street, Ducas, Iloilo</u>
<u>ANDREW B. TIPIES</u>	<u>Filipino</u>	<u>Lagos Street, Ducas, Iloilo</u>
<u>HYPTI R. ALIBERO</u>	<u>Filipino</u>	<u>Pob. C, Ducas, Iloilo</u>
<u>ARWULFO VALLEJO</u>	<u>Filipino</u>	<u>Ducas, Iloilo</u>
<u>PABLITO PICCIO</u>	<u>FILIPINO</u>	<u>Ducas, Iloilo</u>
<u>VENANCIO LAGUTANG</u>	<u>FILIPINO</u>	<u>DUEÑAS, ILOILO</u>

**SIXTH:** That the number of trustees of the association shall be TEN ( ) and that the names, nationalities and residences of the first trustees of the association are as follows:

Name	Nationality	Residence (Complete Address)
<u>REYNALDO LAURA</u>	<u>FILIPINO</u>	<u>Lagos Street, Ducas, Iloilo</u>
<u>FABIO CATALAN, JR.</u>	<u>Filipino</u>	<u>Ste. Niño, Ducas, Iloilo</u>
<u>DEOGNACIAS QUILBERT, JR.</u>	<u>Fil.</u>	<u>Piccol St. Ducas, Iloilo</u>

ALFONSO LAPLANA	Filipino	Duenas, Iloilo
REMEGIO LAGURA	Filipino	Duenas, Iloilo
HYTE R. AUJERO	Filipino	Pob. C, Duenas, Iloilo
ARNULFO VALLEJO	Filipino	Duenas, Iloilo
PABLITO PICCIO	Filipino	Duenas, Iloilo
VENANCIO LAGUTANG	FILIPINO	DUEÑAS, ILOILO

SEVENTH: That the capital of the association was contributed by the incorporators and directors who are also members of the association as follows:

Name	Contribution
REYNALDO LAU-A	₱ 1500.00
FABIO CATALAN, JR.	500.00
ALFONSO LAPLANA	500.00
REMEGIO LAGURA	500.00
DEOGRACIAS QUILBET, JR.	500.00
ANDREW B. TIPLES	500.00
HYTE R. AUJERO	500.00
ARNULFO VALLEJO	500.00
PABLITO PICCIO	500.00
VENANCIO LAGUTANG	500.00
TOTAL	₱ 6000.00

- With list of additional members, certified by the Secretary under oath and marked as Annex "A".
- No list of additional members attached.

(Please check appropriate box)



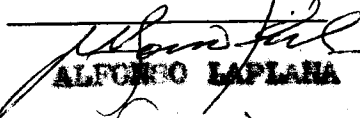
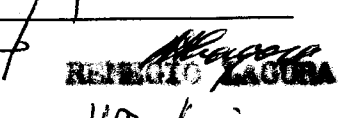
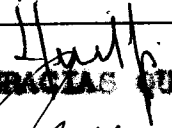
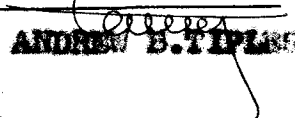
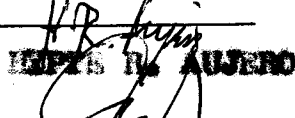
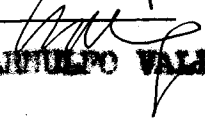
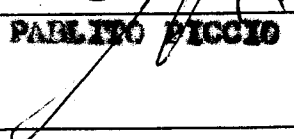
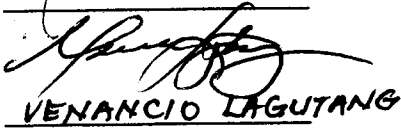
**EIGHTH:** That no part of the income which the association may obtain as an incident to its operation shall be distributed as dividends to its members, trustees or officers subject to the provisions of the Corporation Code on dissolution. Any profit obtained by the association as a result of its operation, whenever necessary or proper shall be used for the furtherance of the purposes enumerated in Article II, subject to the provision of Title XI of the Corporation Code of the Philippines.

**NINTH:** That ANDREW TIPLES has been elected by the members as Treasurer of the association to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he / she has been authorized to receive for and in the name and for the benefit of the association all contributions or donations paid or given by the members.


**TENTH:** That the association manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

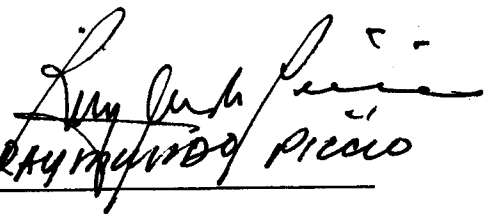
**ELEVENTH:** That the association shall comply with the requirements for non-stock corporations in the course of its operation.

In Witness Whereof, we have hereunto signed this Articles of Incorporation, this ~~DUSSES~~ day of April 23 2010 in the City / Municipality of \_\_\_\_\_ Province of \_\_\_\_\_, Philippines.

 A. YBALDO LAURA	 FABIO CATALAN, JR.	
 ALFONSO LAPLANA	 REMIGIO LAGUNA	 DEODORAS GUILLET, JR.
 ANDREW B. TIPLES	 LEPTO N. AUJERO	 ANTONIO VALLEJO
	 PABLO PICCIO	 VENANCIO LAGUTANG

WITNESSES:

  
VIOLETA LAURA

  
PABLO PICCIO

(All incorporators appearing on the fifth article and the two witnessess should affix their signatures on

ACKNOWLEDGEMENT

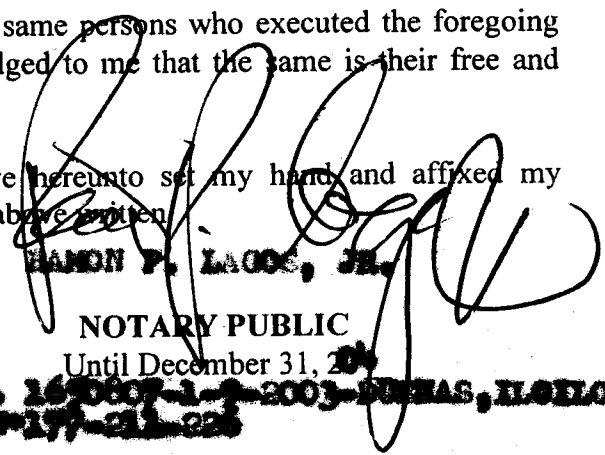
Republic of the Philippines)  
Province of Iloilo S.S.  
Municipality of Dumas)

BEFORE ME, a Notary Public in and for Dumas, Iloilo Philippines, this  
day of March, 2003 personally appeared:

Name	Community Tax Certificate No.	Date & place Issued
REYNALDO LAU-A	11369452	January 24, 2003-Dumas, Iloilo
PABLO CATALAN, JR.	11369492	January 30, 2003-Dumas, Iloilo
ALFONSO LAPLAMA	11370782	January 15, 2003-Dumas, Iloilo
BENEDICTO LAGERA	11370350	February 6, 2003-Dumas, Iloilo
DEBORACIAS QUIJENT, JR.	11362711	February 20, 2003-Dumas, Iloilo
ANDREW B. TIPLEG	11369894	January 25, 2003-Dumas, Iloilo
HEPTE R. AGUIRO	11369804	February 27, 2003-Dumas, Iloilo
ANTONIO VALLEJO	21717803	February 11, 2003-Dumas, Iloilo
PABLO PEGIDO	11369193	February 18, 2003-Dumas, Iloilo
VENANCIO LAGUTANG	21719692	APRIL 15, 2003 - DUMAS, ILOILO

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.



RAMON P. LAOCO, JR.  
NOTARY PUBLIC  
Until December 31, 2004  
PTR NO. 160807-1-2-2003-DUMAS, ILOILO  
TIP-177-21-226

Doc. No. 78  
Page No. 17  
Book No. 111  
Series of 2003

(Non-Stock)

S.E.C.  
REGISTRATION OFFICE

03 APR 30 P 3:58

**BY-LAWS**

**OF**

**DUNNAS WORLDWIDE ASSOCIATION, INC**

(Name of Corporation)

**ARTICLE I**

**MEETINGS**

**Section 1. Annual meetings -** The annual meetings of the members shall be held at the principal office of the association on any date in March of each year. The President shall render his annual report to the members regarding the activities of the association. The election of directors shall also be held during this regular meeting.

**Section 2. Special Meetings -** Special meetings of the members shall be called as the need thereof arises, by the Board of Trustees or the President or upon petition of 1/3 of the general membership.

**Section 3. Notices -** Notices of the time and place of annual, and special meetings of the members shall be given either personally or by special delivery mail, at least two (2) weeks before the date set for such meeting. The notice of every special meeting shall state briefly the purpose or purposes of the meeting.

**Section 4. Quorum -** A quorum for any meeting of the members shall consist of a majority of the members and a majority of such quorum may decide any question at the meeting, except those matters where the Corporation Code requires the affirmative vote of a greater proportion.

**Section 5. Order of Business -** The order of business at the annual meeting of the members shall be as follows:

- a. Proof of service of the required notice of the meeting.
- b. Proof of the presence of a quorum.
- c. Reading and approval of the minutes of the previous annual meeting.
- d. Unfinished business.

- e. Report of the President.
- f. Election of the Trustees for the ensuing year.
- g. Other matters.

**Section 6. Voting Proxy** - Each member shall be entitled to one vote, and he may vote either in person or by proxy which shall be in writing and filed with the Secretary of the association before the scheduled meeting.

## **ARTICLE II**

### **TRUSTEES**

**Section 1. Board of Trustees** - The corporate powers of the association shall be exercised, its business conducted and its property controlled by the Board of Trustees.

**Section 2. Qualifications** - The trustees to be elected must be of legal age and members of the association.

**Section 3. Disqualification of Trustees or Officers** - No member 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 his election or appointment, shall qualify as a trustee or officer.

**Section 4. Term of Office of Trustees** - The trustees shall hold office for one year and until their successors are duly elected and qualified.

## **ARTICLE III**

### **OFFICERS**

**Section 1. Officers** - The officers of the association shall be a President, a Vice-President, a Secretary, and a Treasurer. They shall be elected by the Board of Trustees from among themselves. The Board may combine compatible offices in a single person.

**Section 2. Term of Office of Officers** - All officers of the association shall hold office for one year and until their successors are duly elected and qualified.



## ARTICLE IV

### FUNCTIONS & POWERS OF OFFICERS

**Section 1. President -** The President shall be the Chief Executive Officer of the association. He shall preside in all meetings of the members of the association and the board of trustees.

He shall execute all resolutions of the Board of Trustees. He shall be charged with directing and overseeing the activities of the association. He shall submit to the Board as soon as possible after the close of each fiscal year, and to the members of each annual meeting, a complete report of the activities and operations of the association for the fiscal year under his term.

**Section 2. Vice-President -** The Vice-President, if qualified, shall exercise all powers and perform all duties of the President during the absence or incapacity of the latter and shall perform duties that maybe assigned by the Board of Trustees.

**Section 3. Secretary -** The Secretary shall give all notices required by these by-laws and keep the minutes of all meetings of the members and of the Board of Trustees in a book kept for the purpose. He shall keep the seal of the association and affix such seal to any paper or instrument requiring the same. He shall have custody of the members register and the correspondence files of the association. He shall also perform all such other duties and work as the Board of Trustees may from time to time assign to him.

**Section 4. Treasurer -** The Treasurer shall have charge of the funds, receipts and disbursements of the association. He shall keep all moneys and other valuables of the association in such banks as the Board of Trustees may designate. He shall keep and have charge of the books of accounts. He shall also perform such other duties and functions as may be assigned to him from time to time by the Board of Trustees. He shall post a bond in such amount as may be fixed by the Board of Trustees.

## ARTICLE V

### MEMBERS

**Section 1. Qualifications for Membership -** The board shall determine the qualifications of an applicant for membership.

**Section 2. Rights of Members -** A member shall have the following rights:

- a. To exercise the right to vote on all matters relating to the affairs of the association;
- b. To be eligible to any elective or appointive office of the association;
- c. To participate in all deliberations / meetings of the association;

- d. To avail of all the facilities of the association;
- e. To examine all the records or books of the association during business hours.

**Section 3.** Duties and Responsibilities of the Members - A member shall have the following duties and responsibilities:

- a. To obey and comply with the by-laws, rules and regulations that may be promulgated by the association from time to time;
- b. To attend all meetings of the association;
- c. To pay membership dues and other assessments of the association.

## **ARTICLE VI**

### **SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP**

Suspension, expulsion and termination of membership, shall be in accordance with the rules and regulations of the association.

Any member of the association may file charges against a member by filing a written complaint with the Secretary of the association. The Board of Trustees shall call a special meeting to consider the charges. The affirmative vote of majority of all the trustees shall be necessary to suspend a member; Provided that where the penalty is expulsion, the affirmative vote of majority of all the members of the association shall be necessary.

## **ARTICLE VII**

### **FUND**

**Section 1.** Funds - The funds of the association shall be derived from admission fees, annual dues and special assessments of members, gifts, or donations.

**Section 2.** Disbursements - Withdrawal from the funds of the association, whether by check or any other instrument shall be signed by the Treasurer and countersigned by the President. If necessary, the Board of Trustees may designate other signatories.

**Section 3.** Fiscal Year - The fiscal year of the association shall be from January 1st to December 31 of each year.

**ARTICLE VIII  
CORPORATE SEAL**

**Section 1. Form** - The corporate seal of the association shall be in such form and design as may be determined by the Board.

**ARTICLE IX  
AMENDMENTS OF THE BY-LAWS**

**Section 1. Amendments** - These by-laws, or any provision thereof, may be amended or repealed by a majority vote of the members and by a majority vote of the Trustees at any regular or special meeting duly held for the purpose.

Adopted this 23rd day of April, 2003 in Davao, Mindanao  
by the affirmative vote of the undersigned members representing a majority of the members of the association in a special meeting duly held for the purpose.

*(Note: 1. If filed with Articles of Incorporation, these by-laws should be signed by all incorporators;*


*2. If filed after incorporation, should be signed by majority of the members and should submit Board of Trustees certificate for the adoption of the by-laws)*

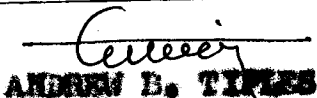
  
**HERNALDO LARA**

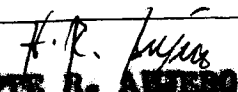
  
**RAYO CATALAN, JR.**

  
**ALFONSO LAPEANA**

  
**HENRICO LAORA**

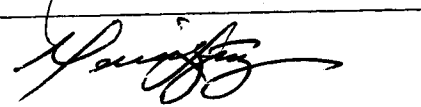
  
**DEOGACIAS QUIBERT, JR.**

  
**ANDREW B. TILES**

  
**HILFE R. ANJERO**

  
**ANIBALDO VALERO**

  
**DAILETO POCED**

  
**VENANCIO LAGUTANG**

SEC. EXT. OFFICE

03 APR 30 P 3: 58

~~MARCH 23 2003~~  
Date .. 2003

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 of  
DUNAS WORLDWIDE ASSOCIATION, INC  
(Name of Corporation)  
were made prior to notarization and were made with the full knowledge and consent of all the incorporators.

I, the undersigned incorporator hereby undertake full responsibility for corrections made, particularly on \_\_\_\_\_.

Very truly yours,

*Clara*  
REYNALDO LAU-A  
(Name)

Lagos Street, Dumas, Iloilo  
(Address)

SUBSCRIBED AND SWORN to before me this APR 23 2003 day of APR 23 2003,  
200 3, affiant exhibiting to me his/her Community Cert. No. 1036952  
issued on January 24, 2003, at Dumas, Iloilo.

*[Signature]*  
RAMON P. LAGOS, JR.  
NOTARY PUBLIC  
UNTIL NOVEMBER 11, 2004  
PTR NO. 1690007-1-2-2003-DUMAS, ILOILO  
TEL-177-211-226

Doc. No. 78;  
Page No. 17;  
Book No. 117;  
Series of 200 03.

REGISTRATION DATA SHEET  
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION  
(FOR DOMESTIC COMPANIES ONLY)

SEC. OFFICE  
EXT. OFFICE

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. Check the appropriate boxes. Refer to the back of this form for additional instructions.

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COMPANY NAME

DUENAS WORLDWIDE ASSOCIATION, INC.

GENERAL INFORMATION

COMPANY TYPE

DS - DOMESTIC STOCK  DN - DOMESTIC NON-STOCK  DP - DOMESTIC PARTNERSHIP

DATE REGISTERED

PRINCIPAL OFFICE ADDRESS

LAGOS STREET DUENAS, 140140

AREA CODE

POSTAL CODE

TEL. NO.

510/318

TEL. NO.

09205103276

FAX NO.

BUSINESS OFFICE ADDRESS

LAGOS STREET DUENAS, 140140

AREA CODE

POSTAL CODE

TEL. NO.

510/318

TEL. NO.

09205103276

FAX NO.

BUSINESS INFORMATION

TYPE OF ENTERPRISE

PARTNERSHIP TYPE

L - LIMITED  
 G - GENERAL

INDUSTRY CODE

TERM OF EXISTENCE

(MM/DD)

FISCAL YEAR END

YEARS

12/31

ANNUAL MEETING (For domestic companies only)

F - FIXED (MM/DD)  V - VARIABLE

3rd Sunday of March

TYPE OF NON-STOCK CORPORATION (Refer to the back of this page for the classifications):

TOTAL CONTRIBUTION (Of domestic non-stock companies)

\$6,000.00

% OF FOREIGN MEMBERSHIP (Of domestic non-stock companies)

COMPANY RELATIONSHIP — List all companies related to registrant. (Use additional sheets, if necessary)

RELATIONSHIP TYPE

(RELN TYPE)

C - DISSOLVED COMPANY (if due to consolidation)  
V - DISSOLVED COMPANY (if change in company type)

S - PARENT COMPANY (if registrant is a subsidiary)  
A - AFFILIATE (Of the registrant)

O - OTHERS

RELN TYPE

SEC NUMBER

COMPANY NAME

CERTIFIED CORRECT:

REYNALDO LAU-A

(Signature over printed name)

POSITION:

PRESIDENT

PROCESSING ATTORNEY:

DATA CONTROL CLERK:

DATA ENCODED BY:

DATE REVIEWED:

DATE REVIEWED:

DATE ENCODED:

**REGISTRATION DATA SHEET  
INCORPORATORS/TRUSTEES/OFFICERS INFORMATION  
(FOR DOMESTIC NON-STOCK CORPORATION)**

**SEC. OFFICE**  
MAY 30 1996  
ST. LOUIS, MO

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.  
 COMPANY NAME: **DUEÑAS WORLDWIDE ASSOCIATION, INC.**  
 INCORPORATORS / TRUSTEES / OFFICERS (Use additional sheets, if necessary. Refer to the back of this page for additional instructions.)

NAME (Last Name, First Name, MI, Maiden Surname, if person) (Company Name: if company)	SEC NO. / BIRTHDATE	NATL CODE	NATIONALITY	BOARD/ TRUSTEE	INCR	OFFR
LAU-A, REYNALDO L.	05-09-40		FILIPINO	C	1	PRE
CATALAN, FABIO JR.	03-06-44		FILIPINO	M	1	OTR
QUILBET, DEGRACIAS, JR.	09-01-34		FILIPINO	M	1	COS
TIDLES, ANDREW B.	02-24-48		FILIPINO	M	1	CTO
ASERO, HYPTIE R.	07-08-40		FILIPINO	M	1	N
LAPANDA, ALFONSO	08-02-35		FILIPINO	M	1	N
LAGURA, REMEGIO	02-04-42		FILIPINO	M	1	N
PACCIO, PABLITO	02-21-52		FILIPINO	M	1	N
VALLEJO, ARNULFO	02-28-47		FILIPINO	M	1	N
LAGUTANG, VENANCIO	05-15-37		FILIPINO	M	1	N

CERTIFIED CORRECT : Reynaldo L. Lau-A  
 (Signature over printed name)

POSITION : PRESIDENT  
 DATE : \_\_\_\_\_

PROCESSING ATTORNEY :

DATA CONTROL CLERK :

DATA ENCODER :

DATE REVIEWED : \_\_\_\_\_

DATE REVIEWED : \_\_\_\_\_

DATE ENCODED : \_\_\_\_\_

INSTRUCTIONS FOR FILLING UP THE COLUMNS :

TRUSTEE INDICATOR —	INCORPORATOR (INCR) INDICATOR —	OFFICER (OFFR) INDICATOR —	LEG - LEGAL COUNSEL
C - CHAIRMAN	1 - INCORPORATOR	PRE - PRESIDENT	AUD - EXTERNAL AUDITOR
M - MEMBER	N - NOT APPLICABLE	CEO - CHIEF EXEC. OFFICER	GOV - GOVERNMENT REPRESENTATIVE
N - NEITHER		CFO - TREASURER	OTR - OTHERS
		COO - CHIEF OPERATING OFFICER	N - NONE
		COS - CORPORATE SECRETARY	