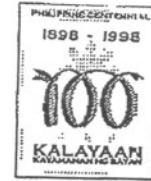




REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila



COMPANY REG. NO. A200208762

## CERTIFICATE OF INCORPORATION

OK  
KNOW ALL MEN BY THESE PRESENTS:

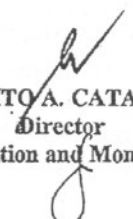
This is to certify that the Articles of Incorporation and By-Laws of

### *FIRST GENTLEMAN FOUNDATION, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 28th day of May, Two Thousand Two.

  
BENITO A. CATARAN  
Director  
Company Registration and Monitoring Department

JAS/scj

(NON-STOCK)

ARTICLES OF INCORPORATION  
OF

FIRST GENTLEMAN FOUNDATION, INC.

(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:

FIRST GENTLEMAN FOUNDATION, INC.

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

1. To engage in charity work to help improve economically depressed fellow citizens including out-of-school youth, such as by establishment of health, medical nutrition clinics, vocational training centers, community development projects, etc.
2. To accept and administer any gift, contribution, bequest, endowment, donation, grant or devise of real or personal property, and to sell, convey, lease, invest or dispose of the same for the furtherance of the aims and objectives of the foundation;
3. To purchase, acquire, hold, sell, mortgage or otherwise deal in real and personal property and to build, purchase, mortgage buildings as well as, lease lands, buildings and offices as may be necessary to carry out the objectives and purposes of the foundation;

(pls. see additional sheet)

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4. To invest its funds in safe securities or in such undertakings and activities as may be determined and approved by the Board of Trustees in pursuance of the purposes of the foundation;
5. To raise funds for any of the purposes of the Foundation and to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants and other negotiable instruments and evidences of indebtedness and to secure payment thereof and of interest thereon by mortgage on or pledge, conveyance or assignment in trust, of the whole or any part of the assets of the Foundation, to sell, pledge, or otherwise dispose of such securities or other obligations of the Foundation;
6. To contract freely with any person, firm or corporation, private or public, and to carry out and fulfill contracts of every sort and kinds, and purchase, lease or otherwise acquire any and all rights, privileges and franchises convenient or profitable to carry out in connection with corporation purposes and objectives of the Foundation;
7. To engage in any enterprise or do such things connected with the growth and development of the Foundation or which may be directly or indirectly incidental or conducive to the attainment of the purposes and objectives set forth;
8. To perform all and everything necessary, suitable and proper for the attainment of the purpose for which the corporation is organized and to exercise all powers, rights and privileges necessary or incidental to said purposes.

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

No./Street 2113 Chino Roxas Ave., (If applicable)

City/Town Makati Province \_\_\_\_\_

**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>JOSE MIGUEL T. ARROYO</u>	<u>Filipino</u>	<u>Malacañang, Manila</u>
<u>EDGARDO C. MANDA</u>	<u>Filipino</u>	<u>232 Amapola St., Palm Village, Makati City</u>
<u>ANTONIO L. CABANGON CHUA</u>	<u>Filipino</u>	<u>980 Stanford St., WackWack Subd., Mandaluyong City</u>
<u>FEORELLO M. BOTE</u>	<u>Filipino</u>	<u>581 Wack Wack Road, Mandaluyong City</u>
<u>MANUEL C. ROXAS</u>	<u>Filipino</u>	<u>12 Siniguelas St., Valle Verde I, Pasig City</u>
_____	_____	_____
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**SIXTH:** That the number of trustees of the association shall be five  
( 5 ) and that the names, nationalities and residences of the first trustees of the association are as follows:

Name	Nationality	Residence (Complete Address)
<u>JOSE MIGUEL T. ARROYO</u>	<u>Filipino</u>	<u>Malacañang, Manila</u>
<u>EDGARDO C. MANDA</u>	<u>Filipino</u>	<u>232 Amapola St., Palm Village, Makati City</u>

ANTONIO L. CABANGON CHUA	Filipino	980 Stanford St., WackWack Subd., Mandaluyong City
FEORELIO M. BOTE	Filipino	581 Wack Wack Road, Mandaluyong City
MANUEL C. ROXAS	Filipino	12 Siniquelas St., Valle Verde I, Pasig City

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
JOSE MIGUEL T. ARROYO	₱ 20,000.00
EDGARDO C. MANDA	20,000.00
ANTONIO L. CABANGON CHUA	20,000.00
FEORELIO M. BOTE	20,000.00
MANUEL C. ROXAS	20,000.00
TOTAL	₱100,000.00

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

(Please check appropriate box)

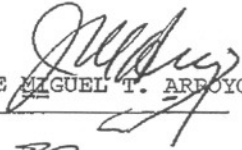
**EIGHTH:** That no part of the income which the association may obtain as an incident to its operation shall be distributed as dividends to its members, trustees or officers subject to the provisions of the Corporation Code on dissolution. Any profit obtained by the association as a result of its operation, 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 ANTONIO L. CABANGON CHUA 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 27 day of MAY, 2002, in the City / Municipality of MAKATI CITY Province of METRO MANILA, Philippines.

  
\_\_\_\_\_  
JOSE MIGUEL T. ARROYO

  
\_\_\_\_\_  
EDGARDO C. MANDA

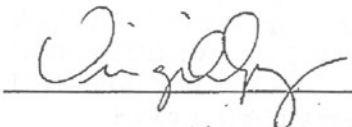
  
\_\_\_\_\_  
ANTONIO L. CABANGON CHUA

  
\_\_\_\_\_  
FEORELIO M. BOTE

  
\_\_\_\_\_  
MANUEL C. ROXAS

WITNESSES:

  
\_\_\_\_\_

  
\_\_\_\_\_

(All incorporators appearing on the fifth article and the two witnesses should affix their signatures on the blanks provided in this page above their respective names.)

ACKNOWLEDGEMENT

Republic of the Philippines)

S.S.

Alabang City)

BEFORE ME, a Notary Public in and for \_\_\_\_\_ Philippines, this day of MAY 27 2002, 20\_\_\_\_ personally appeared:

Name	Community Tax Certificate No.	Date & place Issued
1. JOSE MIGUEL T. ARROYO	09457099	January 11, 2002 / Manila
2. EDGARDO C. MANDA	08612971	January 17, 2002 / Taytay, Rizal
3. ANTONIO L. CABANGON CHUA	07743363	January 14, 2002 / Mandaluyong
4. FEORELIO M. BOTE	07731958	January 08, 2002 / Mandaluyong
5. MANUEL C. ROXAS	15077565	January 26, 2002 / Pasig

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]*  
**NOTARY PUBLIC**  
 Until ~~December 31, 20~~  
 UNTIL DECEMBER 31, 2002

Doc. No. 34 ;  
 Page No. 7 ;  
 Book No. XXVII ;  
 Series of 2174 .

