



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. CN200908331

COMPANY TIN 007305524

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

BUKLOD NATIN, INC.

(doing business under the name and style of **BUKLOD**)

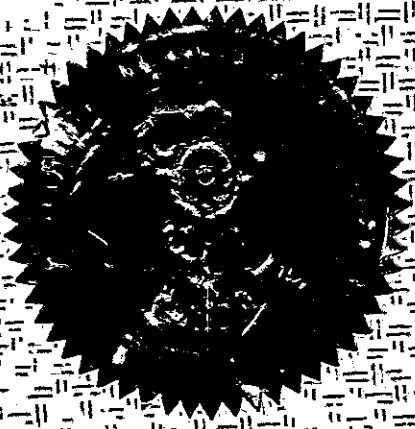
were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg. 68), and copies of said Articles and By-Laws is hereto attached.

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 Mandaluyong City, Metro Manila, Philippines, this 9th day of June Two Thousand Nine.

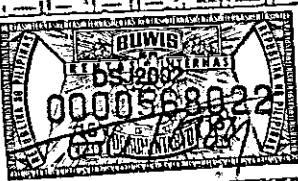


Benito A. Cataran

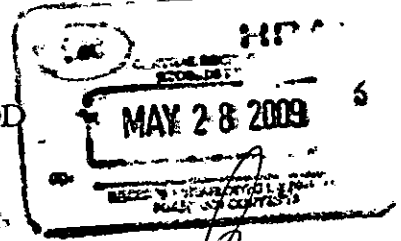
BENITO A. CATARAN

Director

Company Registration and Monitoring Department



ARTICLES OF INCORPORATION
OF
BUKLOD NATIN, INC.
(doing business under the name and style 'BUKLOD')



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:

BUKLOD NATIN, INC.
(doing business under the name and style 'BUKLOD')

SECOND: A. That the purpose or purposes for which such association is incorporated is to advocate and promote the following:

In general, to build a strong and economically developed Philippines that will:

1. Foster strong love of country and unity among all its people, regardless of ethnic background, economic standing or religious belief;
2. Provide fairness and justice to all and promote and provide equitable distribution of wealth to all citizens by giving them equal opportunities to succeed in life and enjoy the happiness that each Filipino truly deserves; and
3. Use the country's strength to become a leader among the nations of the world to effectively and adequately protect the country's national interests and the welfare of its people.

In pursuit of its general purposes, the association will formulate, develop promote and support policies, measures and advocacies as well as develop, implement and undertake programs, projects, activities and services in action areas

including , but not be limited to, substantial eradication of poverty; acceleration and enhancement of agrarian reform and agricultural development; improvement of the Philippine educational system; establishment of a universal health care program; promotion of economic programs and advocacies in areas of investment, employment, free and fair trade, monetary and fiscal policy, national debt, taxation system and tax laws; development of an overall infrastructure plan; formulation of population management policies; review of the structures of government and the national bureaucracy; substantial reduction of graft and corruption in government service and the judiciary; preservation of national resources and the environment; enhancement of the role of the armed forces and national police; development of a common language policy; promotion of self-reliance among Filipinos; and generally, to do or cause to be any one or more of acts and things herein set forth as its purposes and objectives, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or exercise of any of the powers herein enumerated, or which shall appear conducive to or expedient for its protection or benefit.

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

Suite 2415, West of Ayala Building, 252 Gil Puyat Avenue, Makati City.

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)
Benjamin R. Punongbayan	Filipino	19 Sparrow Street, Greenmeadows Quezon City
Efren H. Mercado	Filipino	46 Roxas Circle, South Admiral Village, Parañaque City
Alfredo J. Non	Filipino	8405 Maharlika Avenue cor. Rubi Street Marcelo Green Village, Phase 5 Parañaque City

Rodolfo B. Sta. Maria, Jr.	Filipino	2 Kaimito Avenue, Town and Country Executive Village, Antipolo, Rizal
Benedicta Du-Baladad	Filipino	15 Soliven III Extension, Loyola Grand Villa, Quezon City

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)
Benjamin R. Punongbayan	Filipino	19 Sparrow Street, Greenmeadows Quezon City
Efren H. Mercado	Filipino	46 Roxas Circle, South Admiral Village, Parañaque City
Alfredo J. Non	Filipino	8405 Maharlika Avenue cor. Rubi Street Marcelo Green Village, Phase 5 Parañaque City
Rodolfo B. Sta. Maria, Jr.	Filipino	2 Kaimito Avenue, Town and Country Executive Village, Antipolo, Rizal
Benedicta Du-Baladad	Filipino	15 Soliven III Extension, Loyola Grand Villa, Quezon 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 (in Php)
Benjamin R. Punongbayan	1,000.00
Efren H. Mercado	1,000.00
Alfredo J. Non	1,000.00
Rodolfo B. Sta. Maria, Jr.	1,000.00
Benedicta Du-Baladad	1,000.00
TOTAL	<u>5,000.00</u>

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


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 provisions of Title XI of the Corporation Code of the Philippines.

NINTH: That ESMERALDA J. DOMINGO 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 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 undertakes to change the name of the corporation 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 or confusingly similar to a registered name, or contrary to public morals, good customs or public policy.


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
day of MAY 20 ²⁰⁰⁹ 2009 in LOS ANGELES


BENJAMIN R. PUNONGBAYAN



EFREN H. MERCADO

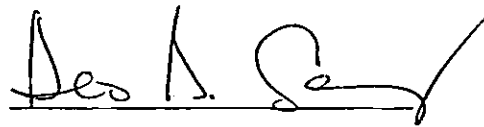

ALFREDO J. NON


RODOLFO B. STA MARIA, JR.


BENEDICTA DU-BALADAD

WITNESS:





ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S. S.

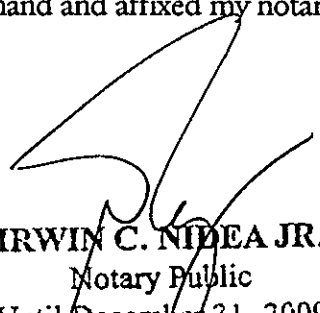
BEFORE ME, a Notary Public for and in Makati City, Philippines, this 20th day of May 2009 personally appeared:

<u>Name</u>	<u>CTC/Passport No./TIN</u>	<u>Date & Place Issued</u>
Benjamin R. Punongbayan	106 201 599	
Efren H. Mercado	142-785-711	
Alfredo J. Non	106-194-377	
Rodolfo B. Sta. Maria, Jr.	116-347-896	
Benedicta Du-Baladad	131-862-254	

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.

Doc. No. 14 ;
Page No. 4 ;
Book No. 4 ;
Series of 2009.


IRWIN C. NIDEA JR.
Notary Public
Until/December 31, 2009
PTR 1575565 1/09/2009, Makati City
IBP 764855 12/22/2008, Camarines Sur

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

TREASURER'S AFFIDAVIT

I, **ESMERALDA J. DOMINGO**, of legal age, Filipino and with business address at 12/F, National Life Insurance Building, 6762 Ayala Avenue, Makati City, after being duly sworn in accordance with law, hereby depose and state:

That I have been duly elected by the members named in the foregoing Articles of Incorporation as Treasurer of the association, to act as such until my successor has been duly elected and qualified in accordance with the by-laws, and that as such Treasurer, I have 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.

This is also to authorize the Securities and Exchange Commission and the Bangko Sentral Ng Pilipinas to examine and verify the deposit in Metropolitan Bank & Trust Company, GT Tower, Ayala Avenue Branch, in my name as treasurer-in-trust for BUKLOD NATIN, INC. in the amount of PESOS: Five Thousand (Php5,000) representing the contributions of the incorporators and directors who are also the members of the association which is in the process of incorporation. I hereby certify that said contributions are free from any liens/encumbrances.

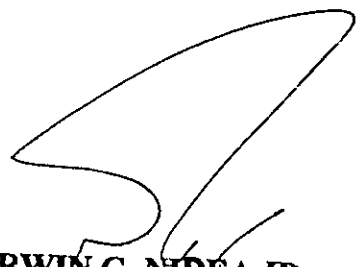
This authority is valid and inspection of said deposit may be made even after the issuance of the Certificate of Incorporation to the corporation. Should the deposit be transferred to another bank prior to incorporation, this will also serve as authority to verify and examine the same.

In case the contributions are not deposited or withdrawn prior to the approval of the Articles of Incorporation, I, in behalf of the above-named corporation, waive our right to a notice and hearing in the revocation of our Certificate of Incorporation.


ESMERALDA J. DOMINGO
Treasurer-in-Trust

SUBSCRIBED AND SWORN to before me this 20th day of May 2009 at Makati City, Metro Manila, affiant exhibiting to me her TIN 129-230-283.

Doc. No. 13 ;
Page No. 4 ;
Book No. 1 ;
Series of 2009.


IRWIN C. NIDEA JR.
Notary Public
Until December 31, 2009
PTR 1575565 1/09/2009, Makati City
IBP 764855 12/22/2008, Camarines Sur

BY-LAWS
OF
BUKLOD NATION, INC.
(doing business under the name and style 'Buklod')

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 April 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 Trustee 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 the 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 ad 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. The grounds to expel a member, the number and manner of voting necessary to expel a member and the procedures for such expulsion shall be determined in accordance with the rules and regulations that may be promulgated by the Board.

ARTICLE VII

FUND

Section 1. Funds – The funds of the association shall be derived from 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

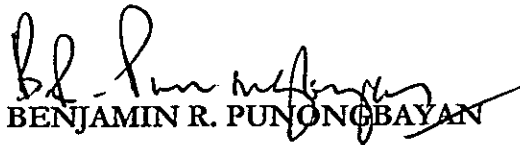
Section 1. Form - The corporate seal of the association shall be in such form and design as may be determined by the Board.

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 _____ day of MAY 27 2009 2009 in MAKATI CITY 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.


BENJAMIN R. PUNONGBAYAN


EFREN H. MERCADER


ALFREDO J. NON


RODOLFO B. STA MARIA, JR.


BENEDICTA DU-BALADAD