



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

COMPANY REG. NO. CN200610153

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

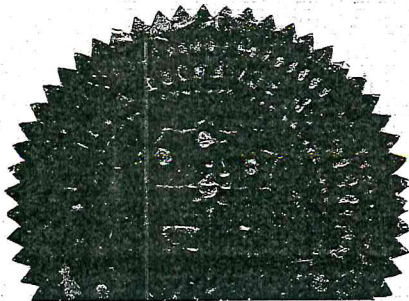
KASAGANA-KA MUTUAL BENEFIT ASSOCIATION, INC.

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.

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 29th day of June, Two Thousand Six.




BENITO A. CATARAN
Director
Company Registration and Monitoring Department

ARTICLES OF INCORPORATION

OF

KASAGANA-KA Mutual Benefit Association, 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 voluntary 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:

KASAGANA-KA Mutual Benefit Association, Inc.

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

1. To promote the welfare of the poor;
2. To extend financial assistance to its members in the form of death benefits, medical subsidy, pension and loan redemption assistance;
3. To ensure continued access to benefits/ resources by actively involving the members in the direct management of the association that will include implementation of policies and procedures geared towards sustainability and improved services.

THIRD: That the place where the principal office of the corporation is to be established or located is at 9 Don Rafael Street, Don Enrique Heights, Holy Spirit, Quezon City, Philippines

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:

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

Name	Nationality	Residence
1. Maricel Barro	Filipino	6 Rosas St. Doña Pepeng Subdivision, San Mateo, Rizal
2. Janice de Umania	Filipino	137 F. Blumentritt St. San Juan, Metro Manila
3. Ma. Luisa Quijano	Filipino	Blk 82 Lot 246 Area D Sta. Cruz III, San Jose del Monte, Bulacan
4. Leticia Rodriguez	Filipino	Blk 34 Lot 15 Phase 2A, San Isidro, Antipolo City
5. Wenifreda Rodriguez	Filipino	Ph8 Pkg 10 Blk 134 Lot 17 Bagong Silang, Caloocan City
6. Josefina Torralba	Filipino	No. 031 Kaunlaran St. Commonwealth, Quezon City
7. Rosalina Vergara	Filipino	104 NAC Compund, Ampid I, San Mateo, Rizal

SIXTH: That the number of trustees of the association shall be seven (7) and that the names, nationalities and residences of the first trustees of the association are as follows:

Name	Nationality	Residence
1. Maricel Barro	Filipino	6 Rosas St. Doña Pepeng Subdivision, San Mateo, Rizal
2. Janice de Umania	Filipino	137 F. Blumentritt St. San Juan, Metro Manila
3. Ma. Luisa Quijano	Filipino	Blk 82 Lot 246 Area D Sta. Cruz III, San Jose del Monte, Bulacan
4. Leticia Rodriguez	Filipino	Blk 34 Lot 15 Phase 2A, San Isidro, Antipolo City
5. Wenifreda Rodriguez	Filipino	Ph8 Pkg 10 Blk 134 Lot 17 Bagong Silang, Caloocan City
6. Josefina Torralba	Filipino	No. 031 Kaunlaran St. Commonwealth, Quezon City
7. Rosalina Vergara	Filipino	104 NAC Compund, Ampid I, San Mateo, Rizal

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
Maricel Barro	P 7,142.85
Janice de Umania	7,142.85
Ma. Luisa Quijano	7,142.85
Leticia Rodriguez	7,142.85
Wenifreda Rodriguez	7,142.85
Josefina Torralba	7,142.85
Rosalina Vergara	7,142.90
TOTAL	P 50,000.00

[Signature]

[Signature]

[Signature]

[Signature]

EIGHT: 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 ROSALINA VERGARA has been elected by the members as Treasurer of the association 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 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.

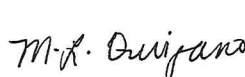
IN WITNESS WHEREOF, we have hereunto signed this Articles of Incorporation, this 8 day of June, 2006, in the City / Municipality of QUEZON CITY Province of _____, Philippines.




MARICEL BARRO
TIN: 200-575-833



JANICE DE UMANIA
TIN: 206-463-243



MA. LUISA QUIJANO
TIN: 245-700-196



LETICIA RODRIGUEZ
TIN: 271-146



WENIFREDA RODRIGUEZ
TIN: R3620-E1542-A-5



JOSEFINA TORRALBA
TIN: 245-743-954



ROSALINA VERGARA
TIN: 245-836-304



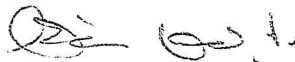
Ma. Quijano

Rodriguez

WITNESSES:



SHARON DIMPLE NAVARRO

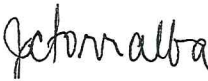


SEVERIANO MARCELO JR.

Mr. Dimple



(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.)



TREASURER'S CERTIFICATE

I, Rosalina Vergara, Filipino, of legal age, with address at NAC #104 delos Santos Ampid I, San Mateo, Rizal, Philippines, having been duly sworn, do hereby certify that:

1) On 25 May 2006, I was duly elected by the incorporation of KASAGANA-KA Mutual Benefit Association, Inc. (hereinafter referred to as the Corporation), to act as Treasurer until my successor is duly elected and qualified in accordance with the by-laws of the Corporation;

2) As such Treasurer, I have been authorized to receive in the name of the Corporation, contribution payments;

3) The amount of fifty thousand pesos only (P50,000.00) has been actually paid by the incorporators;

4) I have received the amount in trust for the benefit and to the credit of the Corporation.

IN WITNESS WHEREOF, I have signed this Treasurer's Certificate this _____ day of _____ 2006, at _____.

R. Vergara
ROSALINA VERGARA
Affiant

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2006 at _____, affiant exhibiting to me her Community Tax Certificate No. 26397039 issued on April 19, 2006 at San Mateo, Rizal.

NOTARY PUBLIC
NOTARY PUBLIC
UNTIL DEC. 31, 2006
PTR NO. 7148064
LID-06/SUBZON 011

Doc. No. 109;
Page No. 73;
Book No. 894;
Series of 7006.

ACKNOWLEDGEMENT

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

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

Name	Community Tax Certificate No.	Date & place Issued
Maricel Barro	1451432	June 05, 2006/ Quezon City
Janice de Umania	12726743	January 26, 2006/ Quezon City
Leticia Rodriguez	27005210	March 10, 2006/ Antipolo City
Rosalina Vergara	26397039	April 19, 2006/ Rizal Province
Josefina Torralba	1429269	May 29, 2006/ Quezon City
Wenifreda Rodriguez	19739151	June 06, 2006/ Caloocan City
Ma. Luisa Quijano	2603164	June 02, 2006/ Bulacan

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation consisting of four (4) pages, including this page where the acknowledgement is written and they acknowledged to me that the same is their free act and voluntary deed.

WITNESS MY HAND AND SEAL on the date first above-written.

Doc. No. 108;
Page No. 72;
Book No. 4411;
Series of 7007

NOTARY PUBLIC
ATTY. [Signature]
NOTARY PUBLIC
UNITED STATES OF AMERICA
PTR NO. 714806A
LARGE/ QUEZON CITY

[Signature]

[Signature]

[Signature]

BY-LAWS
OF
KASAGANA-KA Mutual Benefit 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 or any other feasible venue as may be decided by the Board of Trustees on any date in May 31 of each year. The President shall render her annual report to the members regarding the activities of the association. The election of trustees shall also be held during this annual 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 services 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.

M. L. Quigley

Tam

Sherry

Quigley

Sanford

[Signature]

Quigley

Johnalba

Section 6. Voting Proxy - Members shall be entitled to one vote, and they may vote whether 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 Board of Trustees of the KASAGANA-KA Mutual Benefit Association, Inc. shall consist of seven (7) members namely the following: five (5) trustees shall be elected by the active members with existing loans funded by the KASAGANA-KA Development Center, Inc.; one (1) trustee, to be elected by the personnel and staff of the KASAGANA-KA Development Center, Inc.; and one (1) trustee shall be, by virtue of his position, the General Manager of the KASAGANA-KA Mutual Benefit Association, Inc.

Section 2. Qualifications - The trustees to be elected must be of legal age, recognized active beneficiary member of the KASAGANA-KA Mutual Benefit Association, Inc. or any of its affiliates, has consistently performed very satisfactorily for at least the last three (3) years in her membership and has ongoing businesses funded by loan from KASAGANA-KA Development Center, Inc. or any of its affiliates and is willing to perform the functions of a trustee without any remuneration. One trustee must be a personnel or staff of the KASAGANA-KA Development Center, Inc.

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 her election or appointment, shall qualify as a Trustee or Officer. In addition, a member whose membership has been terminated due to various reasons, and/or has resigned from membership with the KASAGANA-KA Mutual Benefit Association, Inc. or any of its affiliates, shall also be disqualified from being 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 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.

M. S. Guigano

Handwritten signature

Handwritten signature

Handwritten signature

Handwritten signature

Handwritten signature

Handwritten signature

Handwritten signature

ARTICLE IV

FUNCTIONS AND POWERS OF OFFICERS

Section 1. President - The President shall be the Chief Executive Officer of the association. She shall preside in all meetings of the members of the association.

She shall execute all resolutions of the Board of Trustees. She shall be charged with directing and overseeing the activities of the association. She 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 her term.

Section 2. 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. She shall keep the seal of the association and affix such seal to any paper or instrument requiring the same. She shall have custody of the members' register and the correspondence files of the association. She shall also perform all such other duties and work as the Board of Trustees may from time to time assign to her.

Section 3. Treasurer - The Treasurer shall have charge of the funds, receipts and disbursements of the association. She shall keep all moneys and other valuables of the association in such banks as the Board of Trustees may designate. She shall keep and have charge of the books of accounts. She shall also perform such other duties and functions as may be assigned to her from time to time by the Board of Trustees. She shall post a bond in such amounts as may be fixed by the Board of Trustees.

ARTICLE V

MEMBERS

Section 1. Qualification for Membership - Applicants must be at least eighteen (18) years old but not more than (60) years old as of the enrollment date. He/she must be an active member of KASAGANA-KA Development Center, Inc. and other organized groups accredited.

Only those applicants who can meet all of the requirements stated in the prescribed application form shall be eligible for membership. Membership may include the staff and personnel of KASAGANA-KA Mutual Benefit Association, Inc. and KASAGANA-KA Development Center, Inc. and its affiliate institutions, provided the fees and dues as herein specified are paid and application for membership in the Association is filed in the prescribed form.

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

- a. To exercise the rights to vote on all matter relating to the affairs of the association;
- b. To be eligible to any elective or appointive office of the association;

M. L. Arizano

Juan

John

Rodriguez

Alvarez

Alvarez

Alvarez

- 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 that may be called by the Board of Trustees;
- c. To pay membership dues and other assessments of the association.
- d. To participate in the governance and to protect the fund of the association.
- e. Continuously give suggestions and comments on how to better run the association.

Section 4. KASAGANA-KA Mutual Benefit Association, Inc. shall issue membership certificates to members specifying the benefits to which such members are entitled. Such certificates, together with Articles of Incorporation of KASAGANA-KA Mutual Benefit Association, Inc. and its by-laws and all existing laws as may be pertinent shall constitute the agreement, as of date of its issuance, between the KASAGANA-KA Mutual Benefit Association, Inc. and the member.

The Certificate of Membership shall continue during the life of the member unless otherwise terminated by death, total and permanent disability, resignation or expulsion.

ARTICLE VI

SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP

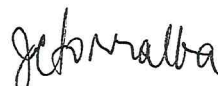
Suspension, expulsion and termination of membership, shall be in accordance with the rules and regulations of the association.

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 or the affirmative vote of all the members of the Board of Trustees, shall be necessary.

MS. Buigano















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, repealed or new by-laws adopted by a majority vote of the members at any regular or special meeting duly held for the purpose.

Adopted this 25th day of May, 2006 in Quezon City by the affirmative vote of the undersigned members representing a majority of the members of the association in special meeting duly held for the purpose.

NAME		SIGNATURE
LETICIA RODRIGUEZ		<i>L Rodriguez</i>
ROSALINA VERGARA		<i>R Vergara</i>
JANICE DE UMANIA		<i>J Umania</i>
MARICEL BARRO		<i>M Barro</i>
MA. LUISA QUIJANO		<i>M.L. Quijano</i>
WENIFREDA RODRIGUEZ		<i>W Rodriguez</i>
JOSEFINA TORRALBA		<i>J Torralba</i>

M.L. Quijano

[Signature]

[Signature]

[Signature]