

MAY 17 2012

ARTICLES OF INCORPORATION

OF THE

**FELIX Y. MANALO FOUNDATION, INC.**

***KNOW ALL MEN BY THESE PRESENTS:***

WHEREAS, this Foundation is a non-stock, non-profit, and non-political organization;

WHEREAS, the missions of this Foundation are: to provide opportunity and equity for those most in need; promote education, socio-economic well-being, environmental awareness and health improvement for everyone; and contribute to the creation of peaceful and productive communities, not only in the United States, but also in other countries;

WHEREAS, the Foundation likewise envisions to be one of the leading charitable institutions in the world, by providing services for people to lead healthy and productive lives, and inspiring others to be involved in education, human services, health, housing, economic, social and spiritual development.

***NOW THEREFORE, BE IT KNOWN THAT:***

WE, all of legal age, have this day voluntarily and freely associated ourselves together for the purpose of establishing a non-stock, non-profit Foundation in accordance with the laws of the United States;

***AND WE HEREBY CERTIFY THAT:***

FIRST: The name of the Foundation shall be the "FELIX Y. MANALO FOUNDATION, INC."

This corporation is a nonprofit **Public Benefit Corporation** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

SECOND: The specific purposes for which this Foundation is formed are:

1. To organize and coordinate projects that provide health care, financial and livelihood assistance, and disaster relief in poor urban and rural areas, and those affected by calamities;
2. To work for the improvement and advancement of medical, dental, surgical, and other related services for the communities it serves;

3. To organize community development and livelihood projects, including seminars and trainings, construct and provide housing facilities to the needy, and provide scholarships to poor but deserving individuals in academic, vocational, technical, livelihood and entrepreneurial courses;
4. To produce, publish, support and/or distribute radio and television shows, films and programs, and other multi-media materials for charitable, social and/or educational purposes, in all formats and through any media now known or hereafter developed;
5. To preserve and enhance culture, arts and sports in different countries by, but not limited to, establishing and maintaining museums and learning centers, supporting ethnic artisans and craftsmen, and undertaking related activities that will encourage individuals, especially the youth, to appreciate their heritage;
6. To organize, maintain and sponsor medical, legal, educational and scientific research projects and services which may be established in furtherance of the purposes and objectives of this Foundation;
7. To engage and accept volunteers needed to accomplish the purposes of the Foundation;
8. To conduct research and projects for environmental awareness and for conservation of natural resources;
9. To engage the cooperation of, or establish relations with, other individuals, entities or organizations in the accomplishment of the Foundation's purposes and objectives;
10. To receive and/or give grants, donations, endowments and financial aids or loans from any sources whatsoever, not only in the United States but also in other countries, and to make use of them in activities to carry out the objectives of the foundation. Grants, donations, endowments and financial aids or loans received by the Foundation shall not redound to the benefit of any member, officer or trustee of the Foundation;
11. To invest, reinvest and/or exchange any portion of its funds, revenues, earnings or capital in acquiring shares of stock or bonds of other corporations, and other forms of investments, as the Foundation may decide from time to time; that the income, revenues or earnings shall exclusively be applied to the maintenance of the Foundation, the expansion and acquisition of facilities and equipment, the funding of its projects and activities to carry out the specific purposes as herein stated;
12. To acquire, purchase, sell, lease, mortgage, encumber and/or convey in any manner real properties for the benefit of the Foundation and accomplishment of its objectives and purposes;

13. To engage in any enterprise proper to its nature 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 its purposes and objectives;
14. Generally to do all such things, exercise authority as may directly or indirectly be necessary, incidental or conducive to carry out the purposes and objectives of the Foundation.

**THIRD:** The beneficiaries for which this Foundation is formed shall include all sectors in the community who shall need medical, legal, educational, and livelihood assistance in furtherance of the purposes of the Foundation. The Foundation shall extend assistance to any person, regardless of age, sex, nationality, cultural and religious belief.

**FOURTH:** The essence of the Foundation being purely social, charitable and benevolent, it is expressly declared that this is a corporation not for gain of any individual project, the trustees or any of its members do not receive any compensation, and that no dividend, funds, earnings or property shall ever be paid to any of its members, and that none of its property, real or personal, shall ever be used or expended except in effecting the legitimate ends of this Foundation;

The Foundation shall have no shares of capital stock. It shall function exclusively for the social, civic, educational, scientific and charitable purposes, and shall be maintained exclusively by the contributions, donation or earnings of the funds coming from the members of the Foundation and from such other contributions or donations as the Board of Trustees may deem fit to accept in order to carry out the objectives of the Foundation;

This corporation is organized and operated exclusively for **charitable** purposes within the meaning of Internal Revenue Code section 501(c)(3).

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**FIFTH:** The term for said Foundation to exist is perpetual.

**SIXTH:** The names and addresses of the incorporators of the Foundation are as follows:

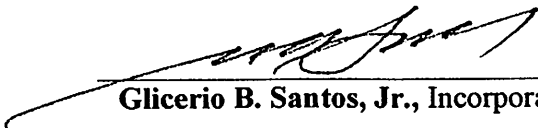
<b>NAME</b>	<b>ADDRESS</b>
1. Glicerio B. Santos, Jr.	No. 1 Central Avenue, New Era, Quezon City
2. Dorothy Kristine V. Manalo	No. 1 Central Avenue, New Era, Quezon City
3. Restituto S. Lazaro	No. 1 Central Avenue, New Era, Quezon City
4. Glicerio P. Santos III	No. 1 Central Avenue, New Era, Quezon City
5. Manuel D. Andaya	770 Airport Boulevard, Burlingame, California 94010


SEVENTH: The name and address in the State of California of this corporation's initial agent for service of process is:

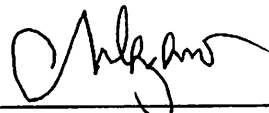
Samuel Retuta, Jr.  
8240 Kilmer Circle  
Sacramento, California 95828

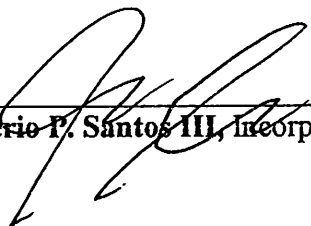
EIGHTH: The property of this corporation is irrevocably dedicated to **charitable** purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable** purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3).

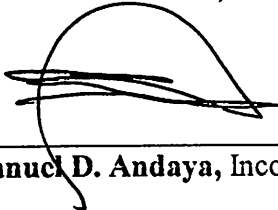
IN WITNESS THEREOF, WE have hereunto signed this *ARTICLES OF INCORPORATION*, this \_\_\_\_\_.

  
\_\_\_\_\_  
**Glicerio B. Santos, Jr., Incorporator**

  
\_\_\_\_\_  
**Dorothy Kristine V. Manalo, Incorporator**

  
\_\_\_\_\_  
**Restituto S. Lazaro, Incorporator**

  
\_\_\_\_\_  
**Glicerio P. Santos III, Incorporator**

  
\_\_\_\_\_  
**Manuel D. Andaya, Incorporator**



I hereby certify that the foregoing transcript of 4 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUN - 1 2012

Date: \_\_\_\_\_

*Debra Bowen*

DEBRA BOWEN, Secretary of State