



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

COMPANY REG. NO. CN201117039

COMPANY TIN 008-132-982

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

**KAZAMA GRAMEEN (KGI) MUTUAL BENEFIT ASSOCIATION (KGI-MBA)
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 23rd day of September, Twenty Eleven.




BENITO A. CATARAN
Director
Company Registration and Monitoring Department



ARTICLES OF INCORPORATION

OF

KAZAMA GRAMEEN (KGI) MUTUAL BENEFIT ASSOCIATION
(KGI-MBA) 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 **Mutual Benefit Association (MBA)** under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: The name of the said association shall be:

KAZAMA GRAMEEN (KGI) MUTUAL BENEFIT ASSOCIATION
(KGI-MBA) INC.

SECOND: That the purpose for which such association is formed is to advance the interests and promote the welfare of the poor in particular and the interest and welfare of the Philippines in general. Specifically the association shall seek:

1. To extend financial assistance to its members, spouse, children and parents in the form of death benefits, sickness benefits, provident savings and loan redemption assistance;
2. To ensure continued access to benefits/ resources by actively involving the members in the 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 association is to be established or is located at:

B12 L25 Sta. Monica Subd., Matain

Subic, Zambales

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.

Amora A. Hara

Graci

Abel

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

Name	Nationality	Residence
Lucila S. Espino	Filipino	Sta. Rita, Olongapo City
Aurora A. Flores	Filipino	Brgy. Linasin, San Marcelino, Zambales
Jolly A. Delos Santos	Filipino	Inhobol, Masinloc, Zambales
Inocencia M. Medel	Filipino	Guisguis, Sta. Cruz, Zambales
Annabella B. Legaspi	Filipino	Bagong Silang, Caloocan City
Ruben A. Rianzares	Filipino	Matain, Subic, Zambales
Mary Jane N. Concepcion	Filipino	Nagbunga, Castillejos, Zambales

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
Lucila S. Espino	Filipino	Sta. Rita, Olongapo City
Aurora A. Flores	Filipino	Brgy. Linasin, San Marcelino, Zambales
Jolly A. Delos Santos	Filipino	Inhobol, Masinloc, Zambales
Inocencia M. Medel	Filipino	Guisguis, Sta. Cruz, Zambales
Annabella B. Legaspi	Filipino	Bagong Silang, Caloocan City
Ruben A. Rianzares	Filipino	Matain, Subic, Zambales
Mary Jane N. Concepcion	Filipino	Nagbunga, Castillejos, Zambales

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
Lucila S. Espino	P 20,000.00
Aurora A. Flores	P 20,000.00
Jolly A. Delos Santos	P 20,000.00
Inocencia M. Medel	P 20,000.00
Annabella B. Legaspi	P 20,000.00
Ruben A. Rianzares	P 20,000.00
Mary Jane N. Concepcion	P 20,000.00
TOTAL	P 140,000.00

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 **LUCILA S. ESPINO** 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

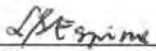



with the by-laws, and that as such Treasurer has been authorized to receive for and in the name and for the benefit of the association all contributions or donations paid or given by the members.

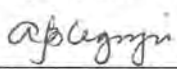
TENTH: That the association manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

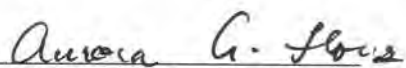
ELEVENTH: That the association shall comply with the requirements for non-stock corporations in the course of its operation.

IN WITNESS WHEREOF, we have hereunto signed this Articles of Incorporation, this 31st day of August, 2011, in the City/Municipality of Subic, Province of Zambales, Philippines.


LUCILA S. ESPINO
TIN: 153-903-654-000

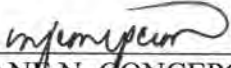

JOLLY A. DELOS SANTOS
TIN: 226-883-745-000


ANNABELLA B. LEGASPI
TIN: 412-213-178-000



AURORA A. FLORES
TIN: 279-291-076-000

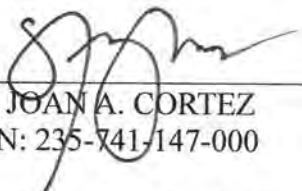

INOCENCIA M. MEDEL
TIN: 412-211-336-000


RUBEN A. RIANZARES
TIN: 232-272-404-000


MARY JANE N. CONCEPCION
TIN: 268-929-852-000

WITNESSES:


ANA J. ALVAREZ
TIN: 152-574-242-000


JOAN A. CORTEZ
TIN: 235-741-147-000

(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.)



COVER SHEET

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(Company's Full Name)

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(Business Address: No. Street City/Town Province)

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Contact Person

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Company Telephone

D	E	C	3	1
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(Month/Day)
Fiscal Year

A	I	-	B	L
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Form Type

M	A	Y		
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(Month/Day)
Annual Meeting

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Dept. Requiring this Doc.

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Secondary License Type
(If Applicable)

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Amended Articles Number/Section

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Total Number of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel Concerned

[illegible]

File Number

[illegible]

Document I.D.

LGU

Cashier

Remarks : Pls. use blank ink for scanning purposes.

BY-LAWS

OF

KAZAMA GRAMEEN (KGI) MUTUAL BENEFIT ASSOCIATION

(KGI-MBA) INC.

(Name of Corporation)

ARTICLE I – NAME

Section 1. The name of the organization shall be

**KAZAMA GRAMEEN (KGI) MUTUAL BENEFIT ASSOCIATION
(KGI-MBA) INC.**

ARTICLE II – OBJECTIVES

Section 1. That the purpose for which such association is formed is to advance the interests and promote the welfare of the poor in particular and the interest and welfare of the Philippines in general. Specifically the association shall seek:

1. To extend financial assistance to its members, spouse, children and parents in the form of death benefits, sickness benefits, provident savings and loan redemption assistance;
2. To ensure continued access to benefits/ resources by actively involving the members in the management of the association that will include implementation of policies and procedures geared towards sustainability and improved services.

ARTICLE III - MEMBERSHIP

Section 1. Qualification for Membership:

- a.) Applicants must be at least 18 years old but not more than 55 years old as of the enrolment date.
- b.) He/she must be an active member of KAZAMA Grameen, (KGI) Inc.; personnel and staff of Microfinance Institution and Mutual Benefit Association and other organized groups accredited.
- c.) Only those applicants who can meet all of the requirements stated in the prescribed application form shall be eligible for membership.

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;
- 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. In order to remain in good standing, a member must not be in arrears in the payment of membership dues and other required fees.

Section 5. KAZAMA Grameen (KGI) Mutual Benefit Association (KGI-MBA) Inc. shall issue membership certificates to members specifying the benefits to which such members are entitled. Such certificates, together with Articles of Incorporation of KGI-MBA and its By-Laws and all existing laws as may be pertinent shall constitute the agreement, as of the date of its issuance, between the KGI-MBA 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 IV - MEETINGS

Section 1. Annual Meetings – The annual meetings of the members shall be held on such time, place, and date as may be decided by the Board of Trustees every Friday of the third week of May of each year. 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 one third (1/3) of the general membership.

Section 2. Place of Meeting – Meetings, regular or special of the members shall be held in the principal office of KGI-MBA or at any place designated by the Board of Trustees.

Section 3. Notice of Meeting – Notices for regular meetings shall be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each member at his last known post office address. The notice shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called.



Notices for special meetings may be made by written notice at least five (5) days before the meeting. The written notice shall contain the particular matters to be discussed. Only matters specified in the notice of special meeting can be the subject of motions or deliberations at such meetings.

Arrian A. Stone

Section 4. Quorum – In all regular or special meeting of members, at least fifty percent (50%) of all members of good standing plus one (1) must be present or represented by proxy in order to constitute a quorum. A member may be represented by a proxy, through a written notice to the Secretary. The authorization shall be valid only on the date of the meeting indicated thereon. If no quorum is constituted, the meeting shall be adjourned until the requisite number of members shall be present.

Section 5. Conduct of Meeting – Meetings of the members shall be presided over by the President, or in his absence the Vice President. The Secretary shall act as Secretary every meeting or in his absence the chairman of the meeting shall appoint a secretary of the meeting.

Section 6. Manner of Voting – 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.

Arrian A. Stone

Section 7. The members of the Board shall not receive any salary but shall be entitled to gratuity, per diem and reimbursement of all necessary expenses incurred on account of attendance in committee and board meetings provided that all entitlement, benefit, emoluments received shall be subject to the approval by majority vote of the general membership.

ARTICLE V - BOARD OF TRUSTEES

Section 1. Unless otherwise provided by law, the corporate powers of KAZAMA Grameen (KGI) Mutual Benefit Association (KGI-MBA) Inc. shall be exercised, all business conducted and all properties of the corporation controlled and held by the Board of Trustees subject to approval of the majority of its members. Without prejudice to such powers as may be granted by law, the Board of Trustees shall have the following powers:

- a.) from time to time, to promulgate rules and regulations consistent with these by-laws, and to review, revise or amend the same when it deems necessary for the management of the association's business and affairs;
- b.) to purchase, receive, take or otherwise acquire for and in the name of KGI-MBA, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c.) to invest the funds of KGI-MBA in other corporations or for purposes other than those for which the association was organized, subject to such approval of the members as may be required by law;
- d.) to incur indebtedness as the Board may deem necessary, to issue evidence of indebtedness including notes, deeds of trust, bonds, debentures, or securities, subject to such approval of the members as may be required by law, and/or pledge,

Arrian A. Stone

Arrian A. Stone

mortgage, or otherwise encumber part of the properties of KGI-MBA;

- e.) to establish pension, retirement, bonus, or other types of incentives or compensation plans for the members, employees, including officers and Trustees of KGI-MBA;
- f.) to prosecute, maintain, defend, compromise, submit arbitration or abandon any lawsuit in which KGI-MBA or its officers are either plaintiffs or defendants in connection with the affairs of KGI-MBA;
- g.) to implement these by-laws and to act on any other matter not covered by these By-laws provided such matter does not require the approval or consent of the members of KGI-MBA under the Corporation Code;
- h.) to appoint and dismiss any employee of KGI-MBA whether regular, probationary, casual, or contractual, fix or adjust their salaries and all other personnel movements;
- i.) to delegate any of its powers or function to an executive committee or to any officer of KGI-MBA to any standing or special committee or to any officer or agent and to appoint any person to be an agent of KGI-MBA;
- j.) to approve all contracts for construction and major repairs or maintenance work, and other contracts involving significant amounts;
- k.) to approve all contracts involving the sale of non-current assets.

Section 2. The Board of Trustees of KAZAMA Grameen (KGI) Mutual Benefit Association (KGI-MBA) 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 KAZAMA Grameen, (KGI) Inc.; (2) independent trustees, to be elected by the active members with existing loans funded by KAZAMA Grameen, (KGI) Inc.

Section 3. The Board of Trustees shall be elected every three years by majority of its members during its annual meeting.

The independent trustee shall be elected by the majority of its members upon the nomination of the Nomination Committee of the Board of Trustees. Notwithstanding the foregoing, for the duration that the Association is under conservatorship of the Insurance Commissioner, the independent trustee shall be appointed by, and shall serve at the pleasure of the Insurance Commissioner.

The independent trustees are deemed members of KGI-MBA and shall pay the usual membership dues. They have the same obligations, rights and privileges as regular members in good standing.

Section 4. Qualifications – The trustees to be elected must be of legal age, recognized active beneficiary member of the KGI-MBA or any of its affiliates, has consistently performed very satisfactorily for at least the last three (3) years of his/her membership and has an ongoing business funded by loan from KAZAMA Grameen, (KGI) Inc. or any of its affiliates and is willing to perform the functions of a trustee without any remuneration.



Section 5. Disqualifications 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/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 KAZAMA Grameen, (KGI) Inc. or any of its affiliates, shall also be disqualified from being a Trustee or Officer.

Section 6. The elected members of the Board of Trustees shall serve beginning immediately following their election for the term of three (3) years until their successors have been elected. Provide that no other member shall serve as member of the Board of Trustees for more than two (2) consecutive terms.

ARTICLE VI – NOMINATION COMMITTEE

Section 1. Shall be composed of at least three (3) members of the board of directors, one of whom must be independent.

Section 2. Shall review and evaluate the qualifications of all persons nominated to the Board as well as those nominated to other positions requiring appointment by the Board of Directors. It should prepare a description of the roles and capabilities required of a particular appointment.

Section 3. The KGI-MBA is hereby vested sole authority to conduct and supervise the elections for the members of the Board of Trustees and other officers and proclaim the winners. The nomination committee shall likewise be the judge of all electoral contests, including questions on the qualification of candidates and its decision shall be final unless appealed to the Board of Trustees whose decision shall be final.

Section 4. The elected members of the nomination committee shall serve immediately after their election until after the next election.

Section 5. The nomination committee may deputize such personnel of the head office of the KGI-MBA which it may deem necessary to enable it to perform its function.

Section 6. The members of the nomination committee shall not be entitled to any salary but shall be entitled to per diem and reimbursement of actual expenses for attendance of official meetings equal to those received by members of the Board of Trustees.

Section 7. No member elected as a member of the Nomination committee shall be eligible for election for any position during his term of office even if he resigns or is removed from office for any reason.

ARTICLE VII – OVERSIGHT AND AUDIT COMMITTEE

Section 1. Shall be comprised of independent board members of good standing preferably with accounting and finance experiences.



Concepcion A. Sison

Arce

Abelardo

Concepcion

Arce

Section 2. Provides oversight of the institution's internal and external auditors.

Section 3. It shall be responsible for the setting-up of internal audit department, and the appointment of the internal auditors as well as of independent external auditors.

Section 4. It shall monitor and evaluate the adequacy and effectiveness of the internal control system of the company

Section 5. The committee shall meet at least quarterly at the head office of KGI-MBA.

Section 6. The members of the Oversight Committee shall not be entitled to any salary but shall be entitled to per diem and reimbursement of actual expenses for attendance of official meetings equal to those received by members of the Board of Trustees.

Section 7. The members of the Oversight Committee shall serve for three years, or co terminus with the Board of Trustees.

ARTICLE VIII – COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. There shall be an Executive Committee of the Board of Trustees which shall consist of not less than three (3) and not more than five (5) to be chosen by the Board of Trustees from among themselves to monitor the operations and finances of KGI-MBA to ensure that decisions of the Board are executed by management; and, where urgent circumstances require, to act for and in behalf of the Board on such matters subject to such guidelines and limitations duly approved by the Board. The concurrence of at least a majority of the members of the Executive Committee shall be necessary to make an Executive Committee decision valid. All business transactions by the Executive Committee shall be subject to confirmation by the Board of Trustees at its next scheduled meeting.

Section 2. The President, the Vice-President and the immediate past president, if still a member of the Board of Trustees, shall be ex-officio members of the Executive Committee. The other members of the Executive Committee shall be chosen among its active members.

Section 3. The Board may create a Finance and Audit Committee, Personnel Committee and other committees it may deem necessary, with not less than three (3) nor more than five (5) members each with such specific duties as it may deem proper. Ad hoc committees may be created by the Board as the need arises.

Section 4. The Executive Committee shall meet as frequently as necessary, as but not more than twice a month. The other committees shall meet immediately before a regular and/or special meeting of the Board, except as may be otherwise authorized by the Board of Trustees.

ARTICLE IX – BOARD MEETINGS

Section 1. That the initial or organizational meeting of a newly elected Board of Trustees shall be held immediately after the conclusion of the General Assembly at which they are elected while the last meeting shall be held before the beginning of the General Assembly at which the new Board of Trustees is scheduled to be elected.



Section 2. That the Board of Trustees shall meet regularly once every three months at the main office of KGI-MBA unless otherwise previously agreed upon by the members of the Board of Trustees. A special or emergency meeting of the Board of Trustees may be called by the President or the Secretary upon request of a majority of the incumbent members of the board and at least three (3) days notice to all members of the board. Notice of any meeting of the board is in writing.

Section 3. An official journal shall be kept to record the minutes of the meetings and all resolutions passed by the Board of Trustees during its three year term which shall be consecutively numbered.

Section 4. The members of the Board shall not receive any salary but shall be entitled to gratuity, per diem and reimbursement of all necessary expenses incurred on account of attendance in committee and board of meetings provided that all entitlement benefit, emoluments received shall be subject to the approval by majority vote of the general membership.

Section 5. A majority of the members of the Board actually in office shall constitute a quorum at meetings of the Board and no action of the Board shall be valid unless approved by majority of the incumbent members of the Board en banc at duly constituted meeting.

Section 6. The order of the business at regular/special meeting of the Board of Trustees shall be a) Call to Order, b) Roll Call, c) Approval of Agenda, minutes, d) Unfinished business, e) Board Committee Reports, f) Management Reports on Finances and Operations, g) New Business, h) Other Matters and i) Adjournment.

ARTICLE X - OFFICERS

Section 1. Officers – The officers of the KGI-MBA shall be composed of a President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Trustees from among themselves. The other officers of KGI-MBA i.e., the General Manager, Administrative Officer, Chief Accountant and the Auditor shall be appointed by the Board upon nomination by the President.

Section 2. Term of Office of Officers – The term of office of the officers shall be co-terminus with the Board which elected/appointed them, unless sooner removed from office by a majority vote of all the members of the Board of Trustees. In case an office becomes vacant due to death, resignation, retirement, disqualification, incapacity or any other cause, of the incumbent, the Board of Trustees, a majority vote, may elect/appoint a successor, who shall hold office for the unexpired term; provided, further, that in case of the temporary absence of any officer for any reason, the Board may delegate the powers and duties of such officer to another qualified person.

Section 3. The officers of KGI-MBA may be removed from office for a cause, including nonfeasance or misfeasance of duties, violation of these By-laws, conduct detrimental to the interest of the Association, incompetence and/or loss of confidence.



Section 4. The General Manager, Administrative Officer, Chief Accountant and Auditor shall receive such salary and/or benefits as may be fixed by the Board. The President, Vice President, Secretary and Treasurer shall receive no salary, but may receive allowances, in addition to per diems and other emoluments authorized for members of the Board of Trustees.

ARTICLE XI - FUNCTIONS AND POWERS OF OFFICERS

Section 1. President – The President shall be the Chief Executive Officer of the association and shall exercise the following functions:

- a.) to preside in all meetings of the members of the association.
- b.) to execute all resolutions of the Board of Trustees.
- c.) to be charged with directing and overseeing the activities of the association.
- d.) to 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.
- e.) to represent KGI-MBA in all functions and proceedings;
- f.) to appoint, remove, suspend or discipline employees of KGI-MBA prescribe their duties and determine their salaries subject to confirmation by the Board of Trustees;
- g.) to execute in behalf of KGI-MBA all contracts, agreements and other instruments affecting the interest of KGI-MBA which may require approval of the Board of Trustees unless otherwise directed by the Board;
- h.) to perform such other duties as are incident to his office or are entrusted to him by the Board of Trustees.

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 have the following specific powers and duties:

- a.) to 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.
- b.) to keep the seal of the association and affix such seal to any paper or instrument requiring the same.
- c.) to have custody of the members' register and the correspondence files of the association.
- d.) to certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by



government rules and regulations;

- e.) also perform all such other duties and work as the Board of Trustees may from time to time assign to him/her.

Section 4. Treasurer - The Treasurer shall have the following duties:

- a.) to keep full and accurate accounts/records of the receipts and disbursements of KGI-MBA
- b.) to take and have custody of, and be responsible for, all the funds, securities, bonds, and certificates of titles of KGI-MBA
- c.) to deposit in the name of KGI-MBA in such banks as may be designated from time to time by the Board of Trustees, all the money, funds, securities, bonds and similar valuables belonging to KGI-MBA which may come under his/her control.
- d.) to prepare an annual statement showing the financial condition of KGI-MBA and such other financial reports as the Board of Trustees or the President may from time to time require.
- e.) to prepare such financial reports, statements, certifications and other documents that may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies.
- f.) to pay all authorized expenses by check and effect petty cash payments in accordance with policies and procedures approved by the Board of Trustees.
- g.) to assist management in retrieval of all receivables of KGI-MBA from whoever they may be due.
- h.) to prepare and submit to the Board of Trustees for consideration and approval the annual budget on or before its regular meeting and furnish a copy of the approved annual budget.
- i.) to ensure that all expenditures are duly authorized and are for the best interest of KGI-MBA
- j.) to post a bond in such amount as may be required by the Board of Trustees;
- k.) to suspend or withhold payments of accounts incurred not in accordance with the policies of the Board of Trustees or which are otherwise irregular or improperly authorized; and
- l.) to perform such other duties as may be assigned by the President, the General Manager and the Board of Trustees.



Section 5. General Manager. - The General Manager shall have the charge of the day to day operations of KGI-MBA and exercise the following functions:

- a.) to supervise and manage the business affairs and activities of KGI-MBA under the direction of the President and the Board of Trustees;
- b.) to implement the administrative and operational policies of KGI-MBA;
- c.) to oversee the preparation of the budgets and the statements of accounts of the corporation;
- d.) to coordinate the work of the various operating divisions and services, maximize the productive inputs of their personnel and continually work to upgrade the quality of service to members;
- e.) to coordinate with the different standing committees of KGI-MBA
- f.) to conduct such studies and submit recommendations to the Board of Trustees in matters related to investment, the use of facilities and development projects including the examinations of contracts entered into by KGI-MBA
- g.) to perform other duties and responsibilities assigned by the President and the Board of Trustees;
- h.) to attend and render a report in the monthly meeting of the Board of Trustees

Section 6. Administrative Officer – The Administrative Officer shall have the following functions and duties:

- a.) to assist the General Manager in the administration of personnel and personnel matters;
- b.) to take charge of janitor, messenger and security/personnel;
- c.) to assist the General Manager in the supervision of the storage and disposition of supplies to prevent wastage, spoilage and pilferage;
- d.) to advice management on the improvement of procurement methods and procedures to insure that purchases of supplies and materials are in accordance with the actual needs of KGI-MBA and that KGI-MBA obtains the best products/services at the most reasonable price; and
- e.) to perform such other duties as may be assigned to him by the General Manager and the Board of Trustees.

Section 7. Chief Accountant – The Chief Accountant shall have the following duties and responsibilities:

- a.) to supervise accounting personnel in recording day to day business transaction in the different books of accounts and to prepare summaries thereof which reflect the current status of its funds;



Amor A. Juan

Quay

Abelardo

Amor A. Juan

Abelardo

- Curran A. Jean*
Quay
- b.) to certify all disbursements as to appropriations, legality and propriety of supporting documents, and proper classifications of account codes;
 - c.) to suspend or withhold payments of accounts incurred not in accordance with expresses policies of the Board of Trustees or which otherwise irregular or improperly authorized;
 - d.) to provide the Board of Trustees and all departments with prepared cost or expense analysis, performance analysis and other statistical data and to recommend measures in pursuance of the policy of fiscal restraint in all matters requiring financing;
 - e.) to prepare and submit to the Board of Trustees a monthly financial statement of KGI-MBA in cooperation with the Treasurer;
 - f.) to prepare and submit to the Board of Trustees a quarterly and annual balance sheets of KGI-MBA incoming and expenses statements with all necessary supporting schedules, in cooperation with the Treasurer;
 - g.) to help facilitate and expedite payments of all claims, deaths, loans and other benefits due to members and hereby maintain the good name and reputation of KGI-MBA in meeting its obligations with the least delay;
 - h.) to call the attention of the Board of Trustees to payments of accounts incurred not in accordance with its policies and to recommend appropriate rules and regulations to improve accounting and operating practices of KGI-MBA and to perform other duties as may be assigned by the President, the General Manager and the Board of Trustees.
- Curran A. Jean*

Section 8. Auditor – the Auditor shall have the following duties and responsibilities:

- Curran A. Jean*
- a.) to audit the books and records of KGI-MBA from time to time for the purpose of establishing the authority and propriety of payments made and to verify to the correctness of the same to the Board of Trustees;
 - b.) to audit the financial transaction and operating practices of KGI-MBA and certify to the correctness of the annual financial reports of the Treasurer and/ or Chief Accountant;
 - c.) to adopt a system of pre audit and post audit of payments to review and pass upon the propriety of payments to be made or made by KGI-MBA and withhold or suspend payment thereof when appropriate;
 - d.) to check and review the utilization or disposition of consumable assets and equipment of KGI-MBA with the view of maximizing their utilization and avoiding wastage and pilferage;
 - e.) to recommend measures or changes in the financial policies, system or procedures of KGI-MBA to maximize its income, reduce its expenditures and improve its services to its members; and
- Curran A. Jean*



- f.) to perform other duties as may be assigned by the President, the General Manager and the Board of Trustees.

ARTICLE XII- 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.

ARTICLE XIII - FUND

Section 1. Funds - The funds of the association shall be derived from members' contributions and special assessments of members, gifts or donations.

- a. Members shall be charged **FIFTY PESOS (Php 50.00)** contribution per week for the payment of death or total and permanent disability of a member or any member's legal spouse, or any of the member's biological and/or legally adopted children, two (2) weeks old but not more than 18 years old and single; or biological children over 18 years old, single but disabled and incapacitated to work in accordance with the attached Table of KGI-MBA Life Insurance Benefits.
- b. MBA shall deduct not more than 20% of the weekly contribution of its members as administrative expenses. The remaining 80% of the weekly contribution of the members shall be used for paying mutual benefits as in accordance with the attached Table of MBA Life Insurance Benefits.
- c. The contributions may be adjusted by the Board of Trustees as may be necessary to maintain the funds of the MBA at a level adequate to meet its benefit obligations or commitments under the plan.
- d. Every outstanding membership certificate must have, after three full years of being continuously in force, an equity value equivalent to at least fifty per centum of the total membership dues collected thereon. After three (3) full years of continuous membership in the MBA, a member shall be entitled to an equity value equivalent to at least fifty per centum (50%) of the total membership dues collected from his/her and is payable upon termination of his/her membership from MBA.
- e. The Board of Trustees shall set up each year sufficient reserves for the payment of claims and other obligations in accordance with actuarial procedures approved by the Insurance Commission. If the reserves become impaired, the Board of Trustees shall require all members to pay MBA the amount of the member's equitable



proportion of such delinquency as ascertained by the Board of Trustees. If the payment is not made, it shall stand as an indebtedness against the members and draw interest not to exceed five per centum (5%) per annum compounded annually.

Section 2. Disbursements - Withdrawals from the funds of the association, whether by check or any other instrument shall be signed by at least two persons designated by unanimous vote of the Board of Trustees.

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

ARTICLE XIV - 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 XV - 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 and by majority of the Trustees at any regular or special meeting duly held for the purpose.

Adopted this 19th of August 2011 in Subic, Zambales by the affirmative vote of the undersigned members representing a majority of the members of the association in special meeting held for the purpose.

NAME	TIN NO.	SIGNATURE
Lucila S. Espino	153-903-654-000	<i>LEspino</i>
Aurora A. Flores	279-291-076-000	<i>Aurora A. Flores</i>
Jolly A. Delos Santos	226-883-745-000	<i>Jolly A. Delos Santos</i>
Inocencia M. Medel	412-211-336-000	<i>Inocencia M. Medel</i>
Annabella B. Legaspi	412-213-178-000	<i>AB Legaspi</i>
Ruben A. Rianzares	232-272-404-000	<i>Ruben A. Rianzares</i>
Mary Jane N. Concepcion	268-929-852-000	<i>Mary Jane N. Concepcion</i>

August 31, 2011
Date

The Securities and Exchange Commission
SEC Bldg., EDSA Greenhills,
Mandaluyong City, Metro Manila

Sir/Madam:

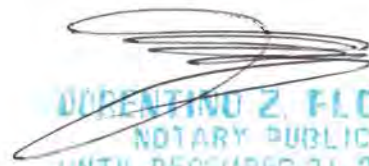
This is to confirm all corrections in the Articles of Incorporation of **KAZAMA GRAMEEN (KGI) MUTUAL BENEFIT ASSOCIATION (KGI-MBA) INC.** were made prior to notarization and were made with full knowledge and consent of all the incorporators.

I, the undersigned incorporator hereby undertake full responsibility for correction made, particularly on Articles of Incorporation and By Laws.

Very truly yours,
Aurora A. Flores
AURORA A. FLORES
Board Secretary

SUBSCRIBED AND SWORN to before me this August 31, 2011, affiant exhibiting to me her Community Certificate Number: 15503685 issued on Apr. 12, 2011 at San Marcelino, Zambales

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Book No. IV
Series of 2011.


JOSEANTINO Z. FLORESTA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2011
PTR NO. 4172422-1/4/2010 O.C.
IBF NO. 000614-1/6/2010
ROLL NO. 03852

ACKNOWLEDGMENT

Republic of the Philippines)
Series of 2011)

BEFORE ME, a Notary Public in and for Olongapo City Philippines, this 31st day of Aug. 2011 personally appeared:

NAME	CTC No.	DATE & PLACE ISSUED	SIGNATURE
Lucila S. Espino	33832738	Aug. 1, 2011; Olongapo City	<i>LEspino</i>
Aurora A. Flores	15503685	Apr. 12, 2011; San Marcelino, Zambales	<i>Aurora A. Flores</i>
Jolly A. Delos Santos	27206778	Aug. 2, 2011; Masinloc, Zambales	<i>J. Delos Santos</i>
Inocencia M. Medel	09990640	Jan. 7, 2011; Sta. Cruz, Zambales	<i>IMedel</i>
Annabella B. Legaspi	36484164	Aug. 4, 2011; Caloocan, City	<i>ABLegaspi</i>
Ruben A. Rianzares	10003149	Jan. 5, 2011; Subic, Zambales	<i>R. Rianzares</i>
Mary Jane N. Concepcion	10004922	Jan. 7, 2011; Subic, Zambales	<i>MJNConcepcion</i>

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.

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Page No. 104
Book No. IX
Series of 2011.

[Signature]
LORENTINO Z. FLORESTA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2011
PTR NO. 4875242-1/4/2010 DTI
IBP NO. 809514 - 1/6/2010
RPT NO. 24257

Republic of the Philippines)
Series of 2011)

JOINT AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

I/We, Ruben A. Rianzares and Lucila S. Espino, both of legal age, Filipinos and residents of Olongapo City , and after having sworn to in accordance with the law depose and state:

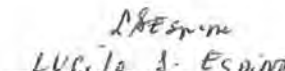
That we are the Incorporators of KAZAMA Grameen (KGI) Mutual Benefit Association (KGI-MBA) Inc. Which is in the process of registration with the Securities and Exchange Commission.

That we in behalf of KAZAMA Grameen (KGI) Mutual Benefit Association (KGI-MBA) Inc. hereby undertake to change its corporate name immediately upon receipt of notice or directive from the Commission that another corporation has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

In witness whereof, we hereby sign this affidavit this 31st day of Aug. 2011 at Olongapo City.


RUBEN A. RIANZARES
Affiant


LUCILA S. ESPINO
Affiant

SUBSCRIBED AND SWORN to before me this 31st day of Aug. 2011, affiants exhibiting to me their Community Tax Certificates:

NAME	Community Tax Certificate/Date & Place of Issue
Ruben A. Rianzares	10003149; Jan. 5, 2011; Subic, Zambales
Lucila S. Espino	33832738; Aug. 1, 2011; Olongapo City

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DORENTINO Z. FLORESTA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2011
PTR NO. 4073242-1/4/2010 DD
IBP NO. 804614-1/6/2010
ROT NO. 28257

TREASURER'S AFFIDAVIT

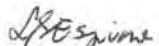
Republic of the Philippines)
Series of 2011)

I, **LUCILA S. ESPINO** being duly sworn, depose and say:

That I have been elected by the members of KAZAMA Grameen (KGI) Mutual Benefit Association (KGI-MBA) Inc. as Treasurer thereof to act as such until my successor has been duly elected and qualified in accordance with the By-laws of KGI-MBA, and that as Treasurer, I hereby certify under oath that the KGI-MBA, in the name of the *President*, **RUBEN A. RIANZARES** and *Treasurer*, **LUCILA S. ESPINO**, has a deposit of **One Hundred Forty Thousand Pesos (Php 140,000.00)** with the Bank of the Philippine Islands Bank with its branch office located at Olongapo City representing the start-up capital of KAZAMA Grameen (KGI) Mutual Benefit Association (KGI-MBA) Inc.


This is to authorize the **Securities and Exchange Commission (SEC)** to examine and verify the deposit in Bank of the Philippine Islands Bank with KAZAMA Grameen Inc. (KGI). This authority is valid and inspection of said deposit may be made even after the issuance of the Certificate of Incorporation. Should the deposit be transferred to another bank prior to incorporation, this will serve also authority to verify and examine the same. The representative of the Securities and Exchange Commission is also authorized to examine the pertinent books of accounts of the corporation as well as all supporting papers to determine the utilization and disbursement of the said start-up capital.

In case the said capital is not deposited or withdrawn prior to the approval of the Articles of Incorporation, I, in behalf of KAZAMA Grameen (KGI) Mutual Benefit Association (KGI-MBA) Inc., waive our right to a notice and hearing in the revocation of our Certificate of Incorporation.


LUCILA S. ESPINO
Treasurer

SUBSCRIBED AND SWORN to before me this 3rd day of Aug. 2011 at Olongapo City, affiant is exhibiting to me her Community Tax Certificate # 33832738 issued at Olongapo City on August 1, 2011.

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OFFICER: Z. FLORES
NOTARY PUBLIC
UNTIL DECEMBER 31, 2011
PTR NO. 4878242-1/4/2010 DT
IBP NO. 804618-1/6/2010
2011 NG-24257