## KAGAWARAN NG KALAKALAN AT INDUSTRIYA Romisyon sa mga Panagot at Palitan (securities and exchange commission) MAYNILA

40938

To All To Whom These Presents May Come, Greetings:

The state of the s		•
	with the provisions of Act of the Philippine Commission	
	ndred and fifty-nine, enacted March first, Nineteen hun-	
	by Acts of the Philippine Legislature, Numbered Fifteen	
	n hundred and sixty-five, Sixteen hundred and thirty,	
·	forty-four, Eighteen hundred and thirty-four, Eighteen Twenty hundred and three, Twenty hundred and twelve,	
	rty-seven, Twenty hundred and ninety-two, Twenty-one	
, " , 1 ,	ndred and thirty-five, Twenty-four hundred and fifty-two,	
	nd twenty-eight, Twenty-seven hundred and ninety-two,	
	venty-nine hundred and ninety-four, Thirty-five hundred	
	hundred and ten, Thirty-seven hundred and forty-one,	•
A Company of the Comp	id forty-nine and Thirty-eight hundred and fifty, and	
	nbered Two hundred and eighty-seven, and Four hun-	
	ere presented for filing in this Commission on	
	Q, and a copy of which said Articles is hereto	
attached:	-x, and a copy of which suit Atticles is hereto	
· · · · · · · · · · · · · · · · · · ·		
Now, therefore, by	virtue of the powers and duties vested in me by law, I	•
	· · · · · · · · · · · · · · · · · · ·	
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nation to determine whet this Commission on the Domini, Nineteen hundre	her they are in accordance with law, duly registered in 10thday of April Anno d and Seventy.  IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Manila, Philippines, this 1071 day of April in the year of our Lord nineteen hundred and Seventy.	
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KNOW ALL MEN BY THESE PRESENTS:

PAID 7/000-10 10-10

That we, all of legal age, and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

MARELLA MINING CORPORATION

AND WE DO HEREBY CERTIFY,

First: That the name of this corporation shall be the SAN PABLO

Second: That the primary purpose for which this corporation is formed is to embark in the discovery, exploration, development and exploitation of minerals in all other forms in the Philippines and elsewhere and the business of mining in general in all of the phases and branches with all of its auxiliaries together with the businesses which are necessary and convenient to the efficient and economic prosecution of the above purposes.

Secondary purpose: That the secondary purpose for which this said corporation is formed is toembark in the discovery, exploration, development, exploitation of mineral oils, petroleum in its natural state, rock or carbon oils, natural gas, other volatile mineral substances, and salt, onto mine, dig for or otherwise obtain from the earth the same substances as aforementioned and to manufacture, refine or prepare for market, buy and sell and transport the same in crude and refined condition; and to engage, as may be permitted by law, in the business of, and/or investing in, minging, manufacturing, logging, contracting and servicing in addition tooil exploration.

That in the pursuance of such purposes, the corporation shall have the following powers:

1. The searching and prospecting for ores and minerals and the location, leasing and registering, and patenting of mineral claims of all sorts; the purchasing, leasing or exchanging or otherwise acquiring or taking an option of mineral properties, daims, rights, concessions, licenses and grants; the æuring from the government of the Philippines or from any other authority or individual, municipal or otherwise, of easements, timber or water righys, or priveleges, licenses and concessions, and the performance and the fulfillments of the conditions thereof; the carrying on of the business of metallurgists, contractors, assayers, manufacturers, importers, exporters, merchants, factors, agents, commission merchants and general brokers; the carrying on and engaging in the business of milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying and selling, exchanging and otherwise producing and dealing in ores, minerals and meals;

2. To carry on the business of exploring for, mining, producing, acquiring, developing, manufacturing, storing, extracting, separating, refining, purifying, drilling, combining, mixing, marketing, distributing, buying and selling, and otherwise dealing in and turning into account. of of all kinds and grades, petroleum, gas, gasoline, carbon products of all kinds, minerals ores, and the electric FED MACHINE COPY sproducts and by-products thereof.

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3. To buy, exchange, contract for, lease, and in any and all other ways, acquire, take, hold and own, and to deal in, sell, mortgage, lease or otherwise dispose of lands, mining claims, mineral rights, oil wells, gas wells, oil lands, gas lands, and other real property, and rights and interests in and to real property, and to manage, operate, maintain, improve, and develop the said properties, and each and all of them.

- 4. To acquire gas and oil lands, leaseholds and other interests; to construct and maintain conduits and lines, tubing and piping for general purposes as well as for the use of the said corporation; to transport such oil and gas by means of such pipes, tank cars or otherwise, and to sell and supply pipes, pipe lines and storage tanks to be used for the purposes of transporting and storing oil and gas, and to do a general pipe line and storage business;
- 5. To purchase, take, hold, own, lease, exchange or otherwise acquire, and develop, sell, mortgage, let and deal in oil-bearing, wells, and rights, and any and all interest whatsoever therein or thereto;
- 6. To construct and maintain gas wells, oil wells and refineries, and to buy, sell, and deal in gas, oil and salt; to construct and maintain all railways, transways; to acquire, construct, and maintain, buildings, dwellings, stores, warehouses, machineries, plants, boats, road and bridges, drills, sawmills and other effects whatsoever which the corporation may think proper to be acquired, constructed and/or operated for the pursuance of any of its pruposes; to construct, maintain and operate telegraph and telephone lines convenient for the prosecution of business; to obtain and prepare for market such other valuable minerals or materials as may be discovered in developing the lands of the corporation;
- 7. To refine and manufacture petroleum oil into the several products, and to transport, market, sell and dispose of the same. And to that end, to build, construct, buy, lease or otherwise acquire refineries with all necessary stills, storage tanks, pipe lines and all necessary transportation facilities, appliances, fitting and fixtures, and to hold, own, operate, and maintain and to buy, lease or otherwise acquire and to hold and own lands and lease-holds for the erection thereon of the said refineries.
- 8. To carry, pipe, transport, store and market oil, gasoline, naptha, hydro-carbons, and natural gas by pipe lines, steam and sailing vessels, boats, barges, ar any other means or method of transporting or transportation not known or hereafter discovered. And to that end to lay, build, construct, buy, lease or otherwise acquire pipe lines or any and other size and cahracter, with all pumping or compressor stations, storage tanks, machinery, appliances, reservoirs, chutes, together with all kinds of terminal and transfer facilities for railways and water transportation necessary or convenient for the operation of the same.
- 9. To do and engage in the construction, improvement, extension, maintenance and repair of oil or gas plants, including pipe lines, tanks and other appliances; also lumber, stone, brick, steel, iron and other materials pertaining thereto; also, in the opening, developing and operating of petroleum, gas and oil wells, both for the corporation and for others to the extent permitted by law;

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- 10. To manufacture, buy and sell and otherwise deal in gof and oil machines; nery and appliances; also lumber, stone, brick, sieel, from and other materials in connection with the building erection, construction, development, improvement, extension, maintenance and repair of the properties herein enumerated, both for this corporation and for others;

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li. To purchase, exchange, appropriate or otherwise acquire, take hold and own and sell, mortgage, lease or otherwise dispose of water rights and water supplies, together with the necessary pipe lines, reservoirs, dams, ditches and appurtenances useful or necessary, for its own business, and to manage, operate, maintain, improve, extend or develop such water supplies.

12. To improve: manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account or deal with all or any part of the property of the corporation and from time to time and subject to existing laws, to vary any investment or employment of capital of the corporation.

13. To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trade marks, otherwise to turn to account or dispose of, any copyrights, trade marks, trade names, brands, labels, patent rights, letters patent of the Philippines or of any other country, or government, investions, improvements and processes, whether used in connection with or secured under letters patent or otherwise.

14. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attaniment of any of the objects of the furtherance of any of the powers hereinbelome set forth, either alone or in association with other corporations, firms or individental

and to do away other act or acto, thing or things incidental appartenance to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

otherwise, and to hold for investment or therwise and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation, or in which this corporation is in any way interested; and to peration, or in which this corporation is in any way interested; and to ment or enhancement of the value of any such stocks, bonds, or o obligations to exercise all the rights, powers, apriveloges or own results.

16. To purchase, become interested in, receive, own, hold, invest and reinvest in, sell, negotiate, exchange, transfer, assign, mortgage, pledge, turn to account, realize upon, and otherwise acquire and appose of securities of every kind, character and description, issued or created ... or becaused upon the property, income or revenues of indisiduals, associa- ( tions, public and private corporations, the Philippines, its agencies and instrumentalities, or any territory, state, country, city, town, district or other political subdivision; and to acquire or become interested in any such securities by subscription, purchase, exchange, or otherwise. The term "securities," whenever used herein, shall consistent with the context, and without limiting the generality of the foregoing, include shares of stock (preferred, common and debentures), scrip, purchase subscription warrants, option or other rights, voting trust certificate' certificates of interest or participation in any profit sharing agree. or preorganization certificates, fractional or imdivided interest in gas of mineral rights, investment contracts, evidences of interest

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ownership, or indebtedness, call or time loans, notes, acceptances, bill of exchange, commercial paper, choses in action, bonds, debentures, mortgages, collateral trust certificates, and in general any interest or instrument commonly known as securities, or any certicate for, or receipt for, any of the foregoing, and any security, negotiable, secured or unsecured, and however described funded that the temperature should not act any of the foregoing and any security that the temperature should not act any of the foregoing and any security that the temperature should not act any of the foregoing and any security that the temperature should not act any of the foregoing and any security that the temperature should not act any of the foregoing and any security of the foregoing and any security of the temperature should not act any of the foregoing and any security of the foregoing and the security of the foregoing and any security of the foregoing a

- 17. To buy, sell, mortgage, encumber, hold, own, exchange, or rent or otherwise acquire and dispose of, and to develop, improve, manage, subdivide, and generally to deal and trade in real properties, improved and unimproved, whereseever situated; and to build, erect, construct, alter and maintain buildings, structure, and other improvements on real property.
- 18. To berrow and raise money for any of the purposes of the corporation, and, from time to time with limit as to amount, to draw, make, accept, endorse, execute and issued bonds, debentures, notes, drafts, acceptances, bill of exchanges, warrants and other negotiable or non-negotiable instruments and evedences of indebtedness and other securities; and to secure the payment theref and of the interest thereon by mortgage upon or pledge of, or conveyance or assignment in trust of, the whole or any part of the property and franchises of the corporation, real, personal, or mixed, tangible or intangible, and wheresoever situated, whether at the time owned or thereafter acquired; and to issue, sell, negotiate, pledge, or otherwise dispose of such bonds or otherobligations of the corporation for its corporate purposes.
- business of any individual, association or corporation; to pay for the same in cash or in shares of stock, bonds, notes or other obligations of corporation, or otherwise. To hold, utilize, operate, reorganize, liquidate, and in any manner dispose of the whole or any part of the good will, rights, property and business so acquired; to assume in connection therewith the whole or any part of the liabilities and obligations of any such persons, association or corporation; and toconduct in any lawful manner the whole of any part of the business thus acquired.
- 20. To have one or more offices outside the Philippines and to conduct its business and exercise its powers in any part thereof or in any country; to purchase, hold, convey, sell, lease, rent, mortgage, encumber or otherwise deal in such real and personal properties in any part of the Philippines or elsewhere as the proposefor which this corporation is formed may permit, and as may be reasonably and necessarily required for the transaction of the lawful business of the corporation;
- 21. The purchasing and otherwise acquiring, the holding, operating, selling, and otherwise dealing in so far as the law permits of the units, stocks, securities, properties and assets, business goodwill, rights, franchises, contracts and the assuming of liabilities and obligations of any person or persons, firms, association or corporation, or organization;
- 22. The borrowing of money with or without security; the issuing of warrants, bonds, dementures, and other negotiable and transferable instruments, secured or unsecured for such amounts S. In E. MACHINE COPY or such procerties as may be found advisable.

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- 23. Without in any particularly limiting any of the objects or our posses of the sets of powers of the corporation, the business or purposes of the corporation shall be from time to time to do anyone or more or all of the acts and things therein set, and all such other acts, things and businesses

in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its properties or rights as such corporation may lawfully do; and in carrying on its business, or for the purposes of attaining or furthering any of its objects to do any and all acts and to exercise any and all other powers which a corporation or a natural person could/and exercise and which now and hereafter may be authorized by law, trustees, contractors, factors, lessors, lessees or otherwise either alone or in conjunction with others and in any part of the world and in addition to have and to exercise all the rights, powers and priveleges now or hereafter beloniging or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporation;

24. The foregoing clauses shall each be construed as purposes, objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the corporation, and that they are in furtherance of, and in addition to, and not in limitation of, the general powers conferred upon the corporation by laws of the Philippines of otherwise; nor shall the enumeration of one thing be deemed to exclude amother, although it be of like patiere, not expressed.

Third: That the place where the principal of the corporation is to be established or located is in Quezon City, Philippines.

Fourth: That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.

Fifth: That the names and residences of the incoporators of said corporation are as follows:

NAME	NATIONALITY	ADDRESS
Fr. Florencio D. Samus	Filipino	Cabagan, Isabela
Teofilo Reyes, Jr.	Filipino	513 Buendia We. Ext. North Forbes Park, Makat
Lydia V. Reyes	Filipino	513 Buendia Ave. Ext. North Forbes Park, Makat
Abelardo Valenzuelc, Sr.	Filipino	584 McArthur Highway Valenzuela, Bulacan
Teofilo D. Reyes, Sr.	Filipino	307 Quezon Blvd. Ext. Quezon City
Amando G. Reyes	Filipino	77 Timog Ave. Quezon Ci
Alfred Valenzuela	Filipino	30 Eugenio Perez, Quezon
Domingo De Guzman, Sr.	Filipino	1251 Governor Forbes, Sampaloc, Manila
Rafael G. Reyes	Filipino	66 Timog Avenue, Quezon City
Pedro Mañalac	Filipino	#31 Nicanor Reyes, Loyola Heights, Q. C.
Ponciano Samus	Filipino	San Pablo, Isabela
Eddie Mañalac	Filipino	31 Nicanor Reyes, Loyal, Heights, Quezon City

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" Talander The Grain of France Many of the Salander Sugar of the Sugar

**Nationality** 

Address

Rose Marie K. Lazaro

Filipino

48 Joaquin, San Lorenzo Villa

Makati, Rizal

Encarnacion Hernandez

Filipino

109 K-2nd Kamuning, Q. C.

Magdalena Dizon

<u>Name</u>

Filipino -

55 A. Roces Avenue, Q. C.

seven (7) Sixth: That the number of directors of said corporation shall be (\*) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows, to wit:

Name.

Residences

Teofilo Reyes, Jr.

513 Buendia Ave. Ext., North Forbes Park, Makati, Rizal

Fr. Florencio Samus Amando G. Réyes Domingo de Guzman

Cabagan, Isabela

22 Timog Avenue, Quezon City 1251 Elobernor Forbes,

Billedio: BecQueinan Teofilo D. Reyes, Sr.

Sampaloc, Manila Quezon City 307 Quezon Boulevard Extension Quezon City

Abelardo Valenzuela, Sr.

584 Mac Arthur Highway Valenzuela, Bulacan

AlfredoValënzuela

30 Eugenio Perez, Quezon City

Seventh: That the capital stock of the corporation is FIVE MILLION PESOS (\$5,000,000.00) Philippine Currency, and said capital stock is divided into FIVE HUNDRED MILLION (500,000,000) shares of the par value of one (70.01) centavo each.

The sum of One Million Pesos (Pl,000,000) worth of stocks is hereby reserved for subscription of the incorporators to be subscribed within a period of three (3) years from the date of the incorporation of this corporation, subject to the following conditions:

6 months If exercised within the first year after incorporation, the option holders can exercise their rights to purchase at a par value of \$0.01 per share.

If exercised after one true to the ears, the option holders can exercise their rights to purchase at P0.015 per share. and year to Time I to

If exercised after, two (2) years, the option holders can exercise their rights to purchase at \$0.02 per share; after two years & 3 years & Poioss pu share

The issuance of the above amount of stocks shall be governed by a resolution of the stockholders,

That no holder of the capital stock whether said stock is now or ... hereafter authorized, shall have any right, as such stockholder, to purchase or subscribe for any share of the capital stock, whether such shares of capital stock are now or hereafter authorized by the company. This paragraph shall not prejudice the issuance of the stock pr

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That no transfer of stock or interest which will reduce the owner-ship of Filipino citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the proper book, and this restriction shall also be indicated in all its stock certificates.

All the foregoing conditions shall be printed in the stock certificates to be issued by the corporation.

Eight: That the amoun of said capital stock which has actually been subscribed is ONE MILLION PESOS (\$1,000,000.00) Philippine Currency, consisting of One Hundred Million shares and the following persons have subscribed for the number of shares with indication of the amount of capital stock paid as set out after their respective names:

<u>Name</u>	No. of Shares	Subscribed	Paid up
Fr. Florencio Samus	/15,000,000	₱150,000.00	<b>2</b> 37,500.00
Teofilo Reyes, Jr.	15,000,000	150,000.00	37,500.00
Lydia V. Reyes	10,000,000	100,000.00	25,000.00
Abelardo Valenzuela,	Sr.5,000,000	50,000.00	12,500.00
Toofilo D. Reyes, Sr.	5,000,000	50,000.00	12,500.00
Amando G. Reyes /	5,000,000	50,000.00	12,500.00
Alfredo Valenzuela	5,000,000	50,000.00	12,500.00
Domingo De Guzman	5,000,000	50,000.00	. 12,500.00
Rafael G. Reyes	5,000,000	50,000.00	12,500.00
Pedro Mañalac Ponciano Samus Eduardo Mañalac	5,000,000 5,000,000 5,000,000	50,000.00 50,000.00 50,000.00	12,500.00 12,500.00 12,500.00
Rose Marie K. Lazaro	5,000,000	50 <b>,88</b> 0.00	12,500.00
Encarnacion Hernandez	5,000,000	50,000.00	12,500.00
Magdalena Dizon	5,000,000	50,000.00	12,500,00
Total	100,000,000	£1,000,000.00	<u>250,000.00</u>

Ninth: That Fr. Florencio Samus has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by laws, and that as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscription paid in by said subscribers.

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IN WITNESS WHEREOF, we have hereunto set our hands this 7/2 day of 47/1 1970, in Quezon City, Philippines.
- 1970, in Quezon City, Philippines.
FR. FLORENÇIO SAMUS  TEOFILO REYES, R
LYDIA V. REYES  ABELARDO VALENZUELA, SR.
ABELARDO VALENZUELA, SR.
Malata 1
TEOFILO REYES, SR. AMANDO G. REYES
The same of the sa
ALFRED VALENZUELA DOMINGO DE GUZMAN
LMI La Sedent Marielas
RAFAELG, REYES PEDRO MAÑALAC
PONCIANO SAMUS EDDIE MANALAC
1. 1. 1. 1
ROSE MARIE K. LAZARO ENCARNACION HERNANDEZ
Single . Single
MAGDALENIA DIZONI
Swale
SIGNED IN THE PRESENCE OF:
adrid B. holy Smin. D. Kuhi

Johnson

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VERIFIED BY:	/	<u> </u>

## ACKNOWLEDGMENT

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

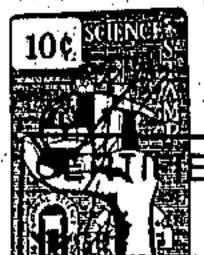
Before me, the undersigned Notary Public in and for Quezon City, Philippines, on the 7 day of APRIL 1970, personally appeared:

<u>Name</u>	Res. Cert.	A Issued at Date
Fr. Florencio Samus	82902	Manila Jan. 3, 1970
Teofilo Reyes, Jr.	82910	Manila Jan. 7, 1970
Lydia V. Reyes	82920	Manila Jan. 16, 1970
Abelardo Valenzuela, Sr.	82911	Manila Jan. 7, 1970
Teoifilo Reyes, Sr.	4307560	Q.C. Jan. 15, 1970
Amando G. Reyes	194477	Manila Jan. 2, 1970
Alfrede Valenzuela	5876153	Manila May 23, 1969
Dominge F. de Guzman	4901665	Angat, Bul. Jan. 19, 1970
Rafael G. Reyes	4707564	Q. C. Jan. 14, 1970
Pedro Mañalac	4278119	Q. C. Jan. 7, 1970
Ponciano Samus	3049179 S	an Pable, Isabela 3-25-70
Eduardo Mañalac	4041556	Q. C. Jan. 7, 1970
Rose Marie K. Lazaro	82901	Manila Jan. 3, 1970
Encarnacion Hernandez	82907	Manila Jan. 7, 1970
Magdalena Dizon	82916	Manila Jan. 14, 1970

all of whom known to me and to me known to be the same persons whose names are subscribed to and who executed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same as and act of their free will and deed.

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Book No. 46
Series of 1974

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Until December 31,

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## AFFIDAVIT

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY ) s.s

FR. FLORENCIO SAMUS, being first duly sworn; depose and says; That he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation to act as such until his successor has been elected and qualified in accordance with the By-Laws of the Corporation, and that as such Theasurer he has been authorized by the subscribers to receive for the Corporation all subscription paid in by subscribers for the capital stock; that for FIVE HUNDRED MILLIÓN (500, 600, 000) shares of stock ONE MILLION PESOS (71,000,000.00) worth of shares has been actually subscribed, and that TWO HUNDRED FIFTY THOUSAND PESOS of said subscription (\$250,000.00) has been actually transferred to him in trust and received by him in cash for the benefit and to the credit of the corporation, and that at least twenty percentum [20%) of the entire number of authorized share of capital stock has been subscribed and at least twenty five per--centum (25%) of the subscription has been actually transferred to him, as aforesaid, in trust and received by him in cash for the benefit and to the credit of the corporation.

> FR. FLORENCIO SAMUS Affiant

Until December 31, 197\_

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