



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



COMPANY REG. NO. CN200302899

**CERTIFICATE OF INCORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

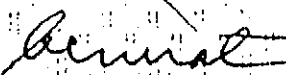
This is to certify that the Articles of Incorporation and By-Laws of

**PHILIPPINE DRAGON BOAT FEDERATION, 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.

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 7<sup>th</sup> day of February, Two Thousand Three.

  
**BENITO A. CATARAN**  
 Director  
 Company Registration and Monitoring Department



SEP 6 AM 10 33  
CENTRAL RECEIVING  
DEPT

**ARTICLES OF INCORPORATION  
OF THE  
PHILIPPINE DRAGON BOAT FEDERATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, all of legal ages/citizens and residents of the Philippines, on this day have voluntarily associated ourselves together for the purpose of forming a non-stock and non-profit corporation under the laws of the Philippines, AND WE HEREBY CERTIFY:

ARTICLE I

Name of the Association

This association shall be known as the Philippine Dragon Boat Federation, Inc. (hereinafter called the Federation).

ARTICLE II

Principal Office

The principal office of the Federation shall be established or located in Metro Manila, Philippines.

ARTICLE III

Aims and Purposes

The aims and purposes of the Federation shall be as follows:

- (a) To be the governing body of the sport of Dragon/ Traditional Boat Racing in the Philippines and be accredited by the Philippine Olympic Committee as such;
- (b) To foster and promote traditional or dragon boat racing as a national sport in the Philippines;
- (c) To organize championships at national and regional levels;
- (d) To represent the Philippines as a member of the International Dragon Boat Federation;
- (e) To ensure that uniform rules and regulations concerning dragon boat racing as promulgated by the International Federation are observed;
- (f) To formulate and implement developmental programs for athletes, coaches, and game officials, and participate in international competitions with the objective of bringing honor to the country;
- (g) To promote other indigenous traditional boat rowing as sport and/or recreational activities;
- (h) To do anything which in the opinion of the Federation may be conducive to any of the above purposes, including the taking of disciplinary action against clubs breaching its rulings;
- (i) To abide by all the rules and regulations of the International Federation, Philippine Olympic Committee, and the Olympic charter pertaining to national sports associations.

## ARTICLE IV -

Membership and Qualifications

Membership of the Federation shall be open to all dragon boat clubs or associations in the Philippines.

- a) Membership of the Federation shall be open to all dragon boat clubs or associations in the Philippines meeting the qualifications prescribed by the Federation. Each club or Association will choose or elect its representative to the Federation.
- b) The Federation may include as members individuals who have made significant contributions to the sport and the Federation, provided said individuals possess specific qualifications as determined by the Board of Directors from time to time.

## ARTICLE V

Incorporators

The names and addresses of the incorporators are as follows:

<u>Incorporators</u>	<u>Nationality</u>	<u>Contribution</u>	<u>Address</u>
1. BENJAMIN R. RAMOS, JR.	FILIPINO	50	2699 Park Ave., Pasay City Metro Manila
2. LORENZO LUIS D. REYES	FILIPINO	50	U26 Eurovilla Townhomes, New Panaderos, Sta. Ana, Nla.
3. MARIE ANTOINETTE J. TAN	FILIPINO	50	23 Regency Ave., City Homes Merville, Parañaque City
4. NESTOR L. ILAGAN	FILIPINO	50	37 Mabolo Drive, Nayon Silangan Antipolo City, Metro Manila
5. ENRIQUETA V. MENDOZA	FILIPINO	50	2630 Park Avenue, Pasay City Metro Manila

## ARTICLE VI

That the number of directors of said Federation shall be five (5) and that the names and addresses of the directors who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

<u>Names</u>	<u>Address</u>
1. BENJAMIN R. RAMOS, JR.	2699 Park Avenue, Pasay City Metro Manila, Philippines
2. LORENZO LUIS D. REYES	U26 Eurovilla Townhomes, New Panaderos Sta. Ana, Manila, Philippines

3. MARIE ANTOINETTE J. TAN

23 Regency Avenue, City Homes  
Merville, Paranaque City  
Metro Manila, Philippines

4. NESTOR L. ILAGAN

37 Mabolò Drive, Nayon Silangan  
Antipolo City, Metro Manila  
Philippines

5. ENRIQUETA V. MENDOZA

2630 Park Avenue, Pasay City  
Metro Manila, Philippines

#### ARTICLE VII

##### Maintenance

The amount of money to be devoted to the maintenance of the Federation is such sum as may from time to time be received from contribution, donation and/or endowment from the member clubs, from the individual members of such clubs, or from private sources, and such property or moneys as may time to time be received or acquired by deed, grants, devise, bequest of gift.

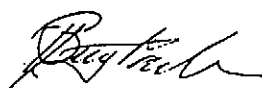
#### ARTICLE VIII

##### Term of Existence

The term of existence of this Federation shall be fifty (50) years from and after the date of incorporation.

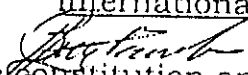
#### ARTICLE IX

##### Treasurer

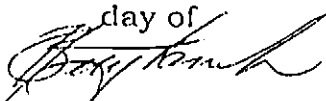
  
Mr. LORENZO REYES has been elected by the members as Treasurer of the Federation to act as such until his successor has been duly elected and qualified in accordance with the By-Laws and such Treasurer he has been authorized for the Federation to receive in its names all contributions and/or donations given to the Federation.

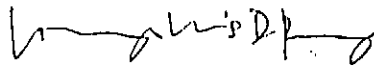
#### ARTICLE X

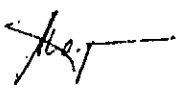
##### International Federation

  
To abide by the ~~constitution and~~ by-laws of the Philippine Olympic Committee, the Olympic Charter, and all pertinent rules and regulations pertaining to national sports associations.

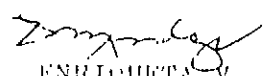
IN WITNESS WHEREOF, we have hereunto set out hands this  
day of \_\_\_\_\_, 2001 at Makati City.

  
BENJAMIN R. RAMOS, JR.

  
LORENZO LUIS D. REYES

  
MARIE ANTOINETTE J. TAN

  
NESTOR L. ILAGAN

  
ENRIQUETA V. MENDOZA

Signed in the Presence of :

ANALITA D. ARIZALA

EMILITA C. LEGASPI

REPUBLIC OF THE PHILIPPINES )  
MAKATI CITY ~~ASAY CITY~~ )

ACKNOWLEDGMENT

In the this <sup>30 JAN 2003</sup> day of ,2001 personally came and appeared before me these following with their respective Residence Certificate Nos. as follows:

<u>Name</u>	<u>Residence Cert. #</u>	<u>Place</u>	<u>Date</u>
1. BENJAMIN R. RAMOS, JR.	20709529	MANILA	01/28/2003
2. LORENZO LUIS D. REYES	15571993	MANILA	01/24/2003
3. MARIE ANTOINETTE J. TAN	12752849	MANILA	01/20/2003
4. NESTOR L. ILAGAN	18755156	ANTIPOLO	01/29/2003
5. ENRIQUETA V. MENDOZA	13584634	MANILA	01/25/2003

all known to me the persons who executed the foregoing instrument and acknowledge me to be their free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and impressed the seal of my office on these presents on the date and place first above-mentioned.

Doc. No. 465;  
Page No. 99;  
Book No. U;  
Series of 2001

Atty. Rogelio U. Maraviles  
ATTY. ROGELIO U. MARAVILES  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2004  
RTP-98203551/ 27 /03 P.C.

**BY-LAWS  
OF THE  
PHILIPPINE DRAGON BOAT FEDERATION, INC.**

**ARTICLE I**

Offices

The offices of the Corporation shall be located in Metro Manila, Philippines.

**ARTICLE II**

Board of Directors

1. Qualification and Election - The management of the Corporation shall be vested in a Board of five (5) Directors who shall be elected for a term of four (4) years by the plurality vote of the individual members and authorized representatives of the regular member clubs. Only members in good standing as certified by the Secretary General shall be entitled to vote or be elected member of the Board. Election shall be held in a General meeting called for the purpose within the third quarter of every Olympic year and assume their positions for which they were elected on January 1 of the year following their election. Every officer, including the President, shall be subject to removal by Board of Directors at any time. Any vacancy in the Board of Directors shall be filled by majority vote of the members of the Board constituting a quorum at a meeting especially called for that purpose and the director or directors chosen shall serve for the unexpired term.
  2. Quorum - The Directors shall act only as a Board and the individual directors shall have no power as such, a majority of the directors shall be necessary at all meetings to constitute a quorum for the transaction of any business and every decision of a majority of the quorum for the transaction of any business and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act.
  3. Meetings - The Board of Directors shall hold a meeting for organization immediately after their election, of which meeting no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings at least once each month at such particular hour and place as the Board may fix.
- Special meetings of the Board of Directors may be called by the President or by the written request of two (2) directors on one week's notice to each Director either personally or in writing.

4. Powers - The Board of Directors shall have the management of the affairs of the corporation and such powers and authorities as are herein by these By-Laws or by statutes of the Philippines expressly conferred upon it.

Without prejudice to the general powers herein above conferred, the Board of Directors shall have the following expressed powers:

- a. From time to time make and change policies, rules and regulations not inconsistent with these By-Law for the management of the corporation's affairs and officers;
  - b. To purchase or otherwise acquire for the corporation, rights, or privileges which the corporation is authorized to acquire at such price and on such terms and conditions and for such consideration as it shall from time to time see fit;
  - c. To pay for any property or rights acquired by the corporation; to discharge obligations of the corporation either wholly or partly in money, bonds debentures of other securities of the corporation;
  - d. To borrow money for the corporation and for such purpose or purposes to create, make and issue mortgages, bonds, deeds of trust and negotiable instrument or securities secured by mortgage or pledges of property belonging to the corporation; provided, that the proper officers of the corporation shall have these powers unless expressly limited by the Board of Directors;
  - e. To delegate from time to time any of the powers of the Board that can lawfully be delegated in the course of the current business or businesses of the corporation to any standing or special committee or to any officer and to appoint any persons to be agents of the corporation and with such powers and upon such terms as may be deemed fit.
5. Minutes - Minutes of all meetings of the Board of Directors shall be kept and carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

### ARTICLE III.

#### Officers

1. General - The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Treasurer and a Secretary, and such other officers and assistants as the Board of Directors may select, all of whom, except the Secretary, shall be elected to their offices by a majority vote of Board of Directors.
2. President - The Board of Directors shall, at their organizational meeting, elect one of their members to act as president of the corporation. He shall have the following powers and duties:

- a. To preside at all meetings of the members and the Board of Directors.
  - b. To appoint and at his discretion remove or suspend permanently, any or all of the agents, employees and other subordinate personnel of the Corporation and to prescribe their duties and fix or change from time to time their respective salaries or wages;
  - c. To execute on behalf of the corporation all contracts and agreements which the said corporation may enter into;
  - d. To sign, endorse and deliver all checks, drafts, bill of exchange, promissory notes and orders or payment, sums of money, for and in behalf of the corporation, together with the counter-signature of either the Vice President or the Treasurer;
  - e. To submit an annual report of the Corporation to the Board of Directors and at such other time as the latter may request, and an annual report thereof to the members at the Annual meeting;
  - f. To exercise such other powers and perform such other duties as the Board of Directors may from time to time fix or delegate.
3. Vice-President - The Vice President shall likewise be elected by the Board of Directors from among themselves. He shall be vested with all the powers and authorities of and acquired to perform all of the duties of the President during absence or incapacity of the latter for any cause, and shall also perform such other duties as the Board of Directors may from time to time assign to him.
4. Treasurer - The Treasurer shall be elected by the Board of Directors and he may or may not be a member of the Board of Directors. He shall hold office at the pleasure of the Board and shall have the following powers and duties:
- a. Have custody of, and be responsible for all funds, securities and bonds of the corporation, and keep a complete and accurate record of receipts and disbursements and other commercial transactions in the corresponding books of account of the corporation, and see to it that all disbursements and expenditures are evidenced by appropriate vouchers.
  - b. Deposit in the name and to the credit of the corporation in such bank or banks as may be designated from time to time by the Board of Directors all the money, funds, securities, bonds and similar valuables effects belonging to the corporation which may come under his control;



- c. Render an annual statement showing the financial conditions of the corporation on the 31<sup>st</sup> day of December of each year, and such other financial reports as the Board of Directors or the President may from time to time require;
  - d. Receives and gives receipts for all money paid to the corporation from any source whatsoever, and generally perform such other duties as may be required by law or prescribed by the Board of Directors or the President. He shall be bonded in such amount and with such surety as may fixed by the Board.
5. Secretary - The Secretary shall be selected by the President and approved by the Board of Directors. He may or may not be a member of the Board. He shall hold office at the pleasure of the President, and he shall perform the following duties:
- a. To keep a record of the proceedings of the Board of Directors and the full minutes of all meetings of the members;
  - b. He shall keep the corporate seal and affix such seal to all papers requiring a seal;
  - c. He shall keep a book wherein the roster of all members shall be entered, showing the date of membership;
  - d. He shall serve all notices required either by Law of the By-Laws of the corporation as well as notices of all meeting of the Board of Directors and of the members;
  - e. Perform such other duties as may be prescribed by the Board of Directors. He must be a resident of the Philippines.
6. Vacancies in and Delegation of Officers - In case of vacancy of any official position due to death, resignation, or otherwise, the remaining directors, if still constituting a quorum, by a majority vote may choose a successor.

#### ARTICLE IV

##### Membership

1. Any organized dragon boat team or club with twenty five or more members actively engaged in the sport of dragon boat racing may apply for membership with the Federation.
2. Applicants must meet the criteria that the Board of Directors will determine from time to time.

3. Applications for membership shall be filed with the Secretary of the Federation and shall be considered at the next Board of Directors' meeting of the Federation. The successful applicants shall be accepted as probationary members for ten months before being considered as regular members.

*what is the schedule Board of Directors meeting*

4. Applications for membership shall be accompanied by a copy of Particulars of Membership showing the name and address of the applicant organization, the constitution and by-laws, the name, address and position of its representative to the Federation, the names and addresses of their members and a registration fee to be determined by the Board of Directors of the Federation.

*APPLICATIONS*  
\* List of members  
\* Constitution  
\* By-Laws

5. The designated representative of any member club in the Federation must either be the President or Secretary General of the association.

6. Each member shall pay an annual subscription to the Federation to be determined by the Board of Directors. The amount shall be due and payable on the 5<sup>th</sup> day of January each year.

*₱ 1700.00*

7. Only representatives of regular member clubs whose subscriptions are not in arrears for more than one year shall be entitled to vote, be present at General Meetings, and be elected as officers of the Federation. Every member shall be subject to removal by Board of Directors at any time.

8. Athletes of member clubs whose subscriptions are in arrears for more than one year shall not be eligible to compete in National Championships or any registered or sanctioned competitions of the Federation.

9. The Board of Directors may suspend, expel, or otherwise discipline any member whose conduct is found to be detrimental to the best interest of the Federation.

10. The annual meeting of the federation shall be on any date in March of each year.

*Receipt*

ARTICLE V

Certificate of Membership

Certificate of Membership shall be of such form and device as the Board of Directors may direct and such Certificate shall be signed by the President and countersigned by the Secretary and each certificate shall express on its face its number, date of issuance and the club to which it is issued.

*when is this given Probationary Certificate*

ARTICLE VI

Books and Papers

The Book of Accounts and records of the Corporation shall at all times, be open to inspection of any member of the Board of Directors and shall upon request be subject to inspection of any member of the corporation at such reasonable time during office hours.

*\* Certificate of Membership after the 10 month probationary period.*

*The fiscal year of the federation shall begin on the 1st day of January and shall end on the last day of December each year.*


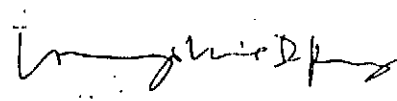
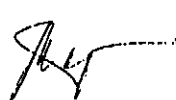
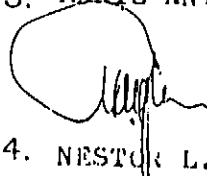
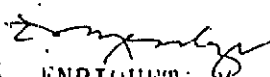
## ARTICLE VII

## AND THE BOARD OF DIRECTORS

The By-Laws may be amended, repealed or altered in whole or in part by a vote of the majority of the members at the Annual Meeting or any regular or special meeting called for the purpose provided the proposed amendments are circularized at least fifteen (15) days before such meeting.

The foregoing By-Laws were adopted by the unanimous consent of all the members of the Corporation at a meeting held in the City of Makati on January 31, 2003.

IN WITNESS WHEREOF, we, the undersigned who are all at the same time members of the Board, present at said meeting and voting hereat in favor of the adoption of said By-Laws, have hereunto subscribed our names this 31st day of Jan., 2003 in the City of Makati, Philippines.

<u>Name</u>	<u>Residence Certificate #</u>	<u>Place</u>	<u>Date</u>
 1. BENJAMIN R. RAMOS, JR.	20709529	MANILA	01/28/2003
 2. LORENZO LUIS D. REYES	13571993	MANILA	01/24/2003
 3. MARIE ANTOINETTE J. TAN	12752849	MANILA	01/20/2003
 4. NESTOR L. ILAGAN	18755156	ANTIPOLO	01/29/2003
 5. ENRIQUETA V. MENDOZA	13584634	MANILA	01/23/2003