



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

COMPANY REG. NO. CN201109816

COMPANY TIN 008-060-835

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

PROJECT PEARLS 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 6th day of June, Twenty Eleven.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



ARTICLES OF INCORPORATION
OF
PROJECT PEARLS, INC.



KNOW ALL MEN BY THESE PRESENTS:

The we, the undersigned, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a non-stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: The name of the said non-stock, nonprofit and non-government organization shall be:

PROJECT PEARLS, INC.

SECOND: That the non-stock, non-profit and non-government organization is organized and operated exclusively for charitable purposes. Specifically, this organization has been formed to (a) provide relief to the poor, distressed and underprivileged thru feeding programs and medical missions and (b) to extend financial assistance to individuals for the purpose of improving or developing their capabilities by sponsoring scholarship programs.

THIRD: That the place where the principal office of the corporation is to be established is at:

No./Street: 168 P. Zamora Street
City/Town: Caloocan City
Province : Metro Manila
Country : Philippines

FOURTH: That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation

FIFTH: That the names, nationalities, and residence of the incorporators of the corporation are as follows:

NAME	NATIONALITY	RESIDENCE
MELISSA VILLA	AMERICAN U.S.	1044 Sycamore Drive, Millbrae, CA 94030
JUAN VILLA	Filipino	168 P. Zamora Street, Caloocan City
CATHERINE BACULI	Filipino	004 Mercado St. Bgy Tiaong Guiguinto Bulacan
RAYMUND DAMES	Filipino	65 A. Elisa St. Sampalukan, Caloocan City
JONALYN FAJARDO	Filipino	2418 Severeno Reyes St, Tondo Manila
PEDRO RAMON GERARDO		
SAN DIEGO SILO	Filipino	60 Rodriguez Drive, Jordan Valley, Q. City
CAROLINE MARALIT	Filipino	U306, Twr 2, Garden Island Condoville, Q. City
SIDNEY SNOECK	Belgian	206 Cordillera St., Ayala Alabang, Munt. City

SIXTH: That the number of directors/trustees of the corporation shall be EIGHT (8) and that the names, nationalities, and residences of the trustees who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

NAMES	NATIONALITY	RESIDENCE
Melissa Villa	AMERICAN U.S.	1044 Sycamore Drive, Millbrae, CA 94030
Juan Villa	Filipino	168 P. Zamora Street, Caloocan City
Catherine Baculi	Filipino	004 Mercado, Bgy Tiaong, Guiguinto, Bulcacan
Raymund Dames	Filipino	65 A. Elisa St. Sampalukan, Caloocan City
Jonalyn Fajardo	Filipino	2418 Severeno Reyes St, Tondo Manila
Pedro Ramon Gerardo San Diego Silo	Filipino	#60 Rodriguez Drive, Jordan Valley, Quezon City
Caroline Maralit	Filipino	Unit 306, Twr 2, Garden Island Condoville, Quezon City
Sidney Snoeck	Belgian	206 Cordillera Street, Ayala Alabang, Muntinlupa City

SEVENTH: That the corporation shall be maintained by fees, dues, assessments or charges paid by its members and other income as the corporation may derive from the pursuit of its livelihood and economic activities, as well as voluntary contributions, donations or loans from persons, partnerships, corporations and other entities;

EIGHTH: That the initial operating capital of the corporation is twenty thousand PESOS contributed by the following:

NAMES	AMOUNT
Melissa Villa	P13000
Juan Villa	P1000
Catherine Baculi	P1000
Raymund Dames	P1000
Jonalyn Fajardo	P1000
Pedro Ramon Gerardo San Diego Silo	P1000
Caroline Maralit	P1000
Sidney Snoeck	P1000 / ₱ 20,000.00

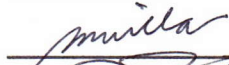

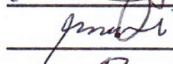
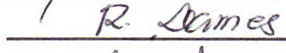
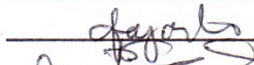

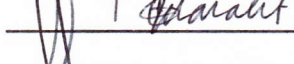

NINTH: That no part of the income which the corporation may obtain as an incident to its operation shall be distributed as dividends to its members, trustees or officers subject to the provisions of the Corporation Code on dissolution. Any profit obtained by the corporation as a result of its operation, whenever necessary or proper shall be used for the furtherance of the purposes enumerated in Article II, subject to the provision of Title XI of the Corporation Code of the Philippines.

TENTH: That **CATHERINE BACULI** has been elected by the members as Treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance the by-laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the corporation all contributions or donations paid or given by the members.

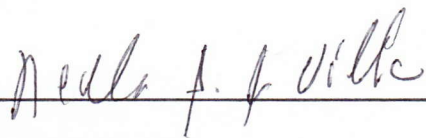
ELEVENTH: That the incorporators undertake to change the name of the corporation immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

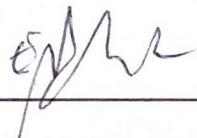
TWELFTH: That the corporation shall comply with the requirements for non-stock corporations in the course of its operations.

In Witness Whereof, we have hereunto signed this Articles of Incorporation, this 8th day of January, 2011 in the City/Municipality of Caloocan, Metro Manila, Philippines.

NAMES	TAX ID #	SIGNATURE
Melissa Villa	406-142-127-000	
Juan Villa	406-142-449-000	
Catherine Baculi	159-742-536-000	
Raymund Dames	406-021-641-000	
Jonalyn Fajardo	262-562-621-000	
Pedro Ramon Gerardo San Diego Silo	137-925-468-000	
Caroline E. Maralit	157-982-794-000	
Sidney Snoeck	213-051-827-000	

WITNESSES:






BEFORE ME, a Notary Public and/in for MANDALUYONG CITY Philippines, this MAY 31 2011 day of _____, 20____ personally appeared the above-named incorporators with their TIN nos. appearing opposite their names and signature. 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.

DOC NO. 41
PAGE NO. 9
BOOK NO. III
SERIES OF 2011


ANTONIO M. ROLDAN
NOTARY PUBLIC-UNTIL DEC. 31, 2011
PTR NO. 0970881-MAHO. CITY 1/6/11
IBP NO. 811993-Q. C. -1/12/2010
ROLL NO. 29811

**BY-LAWS OF
PROJECT PEARLS, INC.**

**ARTICLE I
MEETING**

Section 1. Annual meetings - The annual meetings of the members shall be held at the principle office of the corporation every June 1st of each year. The President shall render her annual report to the members regarding the activities of the association. The election of directors shall also be held during this regular meeting.

Section 2. Special meetings - Special meetings of the members shall be called as the need thereof arises, by the Board of Trustees or the President or upon petition of $\frac{1}{3}$ of the general membership.

Section 3. Notices- Notices of the time and place of annual and special meetings of the members shall be given either personally or by special delivery mail, at least (2) weeks before the date set of such meeting. The notice of every special meeting shall state briefly the purpose or purposes of the meeting.

Section 4. Quorum - A quorum for any meeting of the members shall consist of a majority of the members and a majority of such quorum may decide any question at the meeting, except those matters where the Corporation Code requires the affirmative vote of a greater proportion.

Section 5. Order of Business - The order of business at the annual meeting of the members shall be as follows:

- a. Proof of service of the required notice of the meeting.
- b. Proof of the presence of quorum.
- c. Reading and approval of the minutes of the previous annual meeting.
- d. Unfinished business.
- e. Report of the President
- f. Election of the Trustees for the ensuing year.
- g. Other matters.

Section 6. Voting Proxy - Members shall be entitled to one vote, and they may vote either in person or by proxy which shall be in writing and filed with the Secretary of the corporation before the scheduled meeting.

**ARTICLE II
TRUSTEES**

Section 1. Board of Trustees - The corporate powers of the corporation shall be exercised, its business conducted and its property controlled by the Board of Trustees.

Section 2. Qualifications - The trustees to be elected must be of legal age and members of the association.

Section 3. Disqualification of Trustees or Officers - No members 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 election or appointment, shall qualify as a trustee or officer.

Section 4. Term of the Office of Trustees - The trustees shall hold office for one year and until their successors are duly elected and qualified.

ARTICLE V MEMBERS

Section 1. Qualifications for Membership - The board shall determine the qualifications of an applicant for membership.

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

- a. To exercise the right 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 facilities of the association;
- e. To examine all the records or books of the corporation 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 corporation 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.

ARTICLE VI SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP

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

Any member of the corporation 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 the 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 corporation shall be necessary.

ARTICLE VII FUND

Section 1. Funds - The funds of the corporation shall be derived from admission fees, annual dues and special assessment of members, gifts, or donations.

Section 2. Disbursements - Withdrawal from the funds of the association, whether by the check or any other instrument shall be signed by the Treasurer and countersigned by the President. If necessary, the Board of Trustees may designate other signatories.

Section 3. Fiscal Year - The fiscal year of the corporation shall be from January 01 to December 31 of each year.

ARTICLE VIII CORPORATE SEAL

Section 1. Form - The corporate seal of the corporation shall be in such form and design as may be determined by the Board.

**ARTICLE IX
AMENDMENTS OF THE BY-LAWS**

Section 1. Amendments - These by-laws, or any provisions thereof, may be amended, repealed or new by-laws adopted by a majority vote of the members and by a majority vote of the Trustees at any regular or special meeting duly held by the purpose.

Adopted this **8th day of January 2011 in Caloocan City** by the affirmative vote of the undersigned members representing a majority of the members of the association in a special meeting duly held for the purpose.

NAMES

Melissa Villa

Juan Villa

Catherine Baculi

Raymund Dames

Jonalyn Fajardo

Pedro Ramon Gerardo San Diego Silo

Caroline E. Maralit

Sidney Snoeck

SIGNATURE

mvilla

JV

Baculi

R. Dames

JF

PSDS

Maralit

Sidney

COVER SHEET

S.E.C. Registration Number

PROJECT PEARLS, INC

(Company's Full Name)

168 P ZAMORA STREET
CALOOCAN CITY METRO MANILA

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

JUAN VILLA
Contact Person

09494657276
Company Telephone Number

12-31
Month Day
Fiscal Year

ABL
FORM TYPE

06 01
Month Day
Annual Meeting

N.A.
Secondary License Type, if Applicable

CRMD
Dept. Requiring this Doc.

Amended Articles Number/Section

N.A.
Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

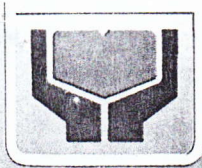
LCU

Document I.D.

Cashier

STAMPS

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Republic of the Philippines
Department of Social Welfare and Development

IBP Road, Batasan Pambansa Complex, Constitution Hills, Quezon City 1126

Telephone Nos. (632) 931-8101 to 07; Telefax (632) 931-8191

e-mail: osec@dswd.gov.ph

Website: <http://www.dswd.gov.ph/>

June 1, 2011

ATTORNEY FERDINAND B. SALES

Assistant Director

Corporate and Partnership Registration Division

Securities and Exchange Commission

SEC Bldg., EDSA, Greenhills

Mandaluyong City

Dear Attorney Sales:

With reference to the application and the Articles of Incorporation/By-Laws of **PROJECT PEARLS, INC.**, please be informed that we have reviewed said document and hereunder are our comments/recommendations:

- The purposes are within the purview of social welfare and development. Relative to this, we are favorably endorsing the
 - Association/Corporation (to operate in Manila)
 - Foundation
 - People's Organizationfor registration with the SEC.
- The purpose/s is/are not within the purview of social welfare and development; hence the organization is advised to coordinate with the appropriate government agency/ies relative to the implementation of their purposes.
- The purposes are broad; hence the organization is advised to indicate the specific priority programs, projects and services it intends to implement, the clientele/beneficiaries it intends to serve and the area of coverage it intends to operate as basis for determining if it is within the purview of social welfare and development.
- The amended Articles of Incorporation/By-Laws of the agency did not affect the purposes which made them a DSWD registered Social Welfare and Development Agency.
- Since said organization will also be raising funds, we advise them to apply for solicitation permit or authority to conduct national fund raising campaign with the concerned Field Office or this Bureau respectively pursuant to PD 1564 otherwise known as the Solicitation Permit Law.
- The organization is advised to consider providing alternative family care services such as foster care and adoption and community-based services such as educational, financial and age-appropriate development activities while they remain with their families/relatives instead of establishing "residential facilities (the term we used now instead of orphanage) for children" in view of studies which indicate detrimental effects of long term institutionalization particularly on children and youth.

- Kindly advise the organization to coordinate with the City/Municipal Social Welfare and Development Office or at their Local Barangay Unit for the needed technical assistance relative to the implementation of their programs and services.
- For the implementation of the early childhood program, the organization will need to comply with the Early Childhood and Development (ECCD) standards set by the Department. Further, if the organization will include 5-year old children in the said program, they are advised to coordinate with the Department of Education relative to the supervision of the educational programs, curriculum and instructional materials for the 5-year old children per Executive Order No. 685 entitled "Expanding the Preschool Coverage to include Children Enrolled in Day Care Centers".
- After being registered with the SEC, we recommend that the organization apply with the DSWD for registration as a social welfare and development agency pursuant to **Section 23 of RA 4373 otherwise known as "An Act to Regulate the Practice of Social Work and the Operation of Social Work Agencies in the Philippines and for other purposes"** which states: "No social work agency...shall operate and be accredited as such unless it shall first have registered with DSWD..." and **Administrative Order #17 series of 2008 "Rules and Regulations on the Registration and Licensing of Social Welfare and Development Agencies and Accreditation of Social Welfare and Development Programs and Services"**. We hope to be informed if the SEC registration of the organization has been completed for our reference/basis for follow through of their registration with the Department. Registration is the system of recording agencies in the registry of Social Welfare and Development (SWD) Agencies in recognition of their contribution to social welfare and development, evidenced by a certificate of registration issued by DSWD.
- Since the agency intends to operate in Muntinlupa City, kindly inform the organization to coordinate with the DSWD National Capital Region at 389 San Rafael St. corner Legarda St., Sampaloc, Manila with telephone number 734-8640 for the following:
 - technical assistance on registration
 - technical assistance on the review/revision of the purposes indicated in the Articles of Incorporation

Thank you.

Very truly yours,

for: [Signature]
THELSA P. BIOLENA
Director
Standards Bureau

cc: Mr. Juan Villa
Project Pearls, Inc.
168 P. Zamora St.
Caloocan City

Dir. Ma. Alicia S. Bonoan
DSWD NCR