

CEO12370

REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
CEBU EXTENSION OFFICE  
Cebu City

COMPANY REG. NO. C199800056

CERTIFICATE OF FILING  
OF  
AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:


THIS IS TO CERTIFY that the Amended By-Laws of:

**COASTAL CONSERVATION AND EDUCATION FOUNDATION, INC.**  
(Formerly: Sulu Fund for Marine Conservation Foundation, Inc.)

copy annexed, adopted on February 23, 2018 by at least majority vote of the Board of Trustees and by the vote of at least majority of the members, and certified under oath by the Corporate Secretary and majority of the said Board, was approved by the Commission on this date, pursuant to the provision of Section 48 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Cebu City, Philippines, this 3rd day of September, Two Thousand Eighteen.



  
LORNA N. FICK-CUBERO  
Officer In Charge  
SEC CEBU OFFICE



# COVER SHEET

Nature of Application

Amended By Law

S.E.C. Registration Number

C199800056

Company Name

COASTAL CONSERVATION AND  
EDUCATION FOUNDATION, INC.  
(FORMERLY SULU FUND FOR MARINE  
CONSERVATION FOUNDATION, INC.)

Principal Office (No./Street/Barangay/City/Town/Province)

ROOM 302 PDI CONDOMINIUM  
ARCHBISHOP REYES AVENUE  
BARANGAY PANILAD CEBU CITY

Company's Telephone Number/s

032 - 2330909

Contact Person

Maryen Nida R. Alara

Contact Person's Telephone Number

0915. 4112608

Contact Person's Address

RM 14. CH 999 VERDE Compound, A.S. Fortina St. Mandaue City  
Cebu, Phil.

To be accomplished by SEC personnel concerned

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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Corporate and Partnership Registration Division  
Green Lane Unit  
Financial Analysis and Audit Division  
Licensing Unit  
compliance Monitoring Division



# AMENDED BY- LAWS

OF

COASTAL CONSERVATION AND EDUCATION FOUNDATION, INC.  
Formerly: Sulu Fund for Marine Conservation Foundation, Inc.  
(As amended on February 6, 2002)  
Name of Corporation

## ARTICLE I

### DEFINITIONS

Section 1.01. "CCE Foundation" shall mean the Coastal Conservation and Education Foundation, Inc. (As amended on February 6, 2002).

Section 1.02. "Articles of Incorporation" shall mean the Articles of Incorporation of the Coastal Conservation and Education Foundation, Inc. (As amended on February 6, 2002).

## ARTICLE II

### IDENTIFICATION

Section 2.01. Name – The name of this corporation is Coastal Conservation and Education Foundation, Inc. (As amended on February 6, 2002).

Section 2.02. Character – The Foundation is designed and established as a non-political non-stock, non-profit corporation to encourage, support assist and finance projects and programs dedicated to the pursuit of specific purposes for which the Foundation is formed as set forth in its Articles of Incorporation.

Section 2.03. Corporate Seal – The Seal of the Foundation shall be of such design and shall bear such features as the Board of Trustees may prescribe.

Section 2.04. Calendar Year – The calendar year of the Foundation shall begin on the first of January and end on the 31<sup>st</sup> of December in the same year. (As amended on February 6, 2002).

## ARTICLE III

### MEMBERSHIP

Section 3.01. Membership – Subject to such rules as may be adopted by the Board of Trustees, the classes of the members of the foundation shall be as follows:

- A. Regular
- B. Honorary
- C. Employee





Regular members are the Board of Trustees of the Foundation and they are voting members. (As amended on February 24, 2017),

Honorary Membership may be extended by the Board to any deserving individual and they are non-voting members. (As amended on February 24, 2017).

Employees are those that are listed in the payroll of the Foundation and they are non-voting. (As amended on February 24, 2017).

Section 3.02. Termination of Membership—A member shall cease to be such upon his withdrawal, expulsion from the Foundation for causes show, termination of employment, upon majority vote of the Board of Trustees . (As amended on February 24, 2017).

## ARTICLE IV

### MEETING OF MEMBERS

Section 4.01. Annual Meetings – The Annual meetings of members shall be held at the principal office of the Coastal Conservation and Education Foundation, Inc. or another designated location within the city or municipality of where the principal office is located during the last Friday of February. (As amended on February 6, 2002).

Section 4.02. Special meeting – A Special meeting of members may be called at any time the President, or by at least five (5) members of the Board of Trustees, or upon request in writing to the President or Secretary of a majority of all regular voting members. Such request shall state the purpose or purposes of the proposed special meeting. No business shall be transacted at the special meeting except that specified in the notice of such meeting.

Section 4.03. Notice of Meeting – A written notice of the place, day and hour of the annual or special meeting of the members shall be given either personal or by mail address to each regular voting member or record at the address registered to such member with the Secretary of the Foundation, or his last known post office address at least five (5) days before the date set for such meeting. Notices of meetings need not be published except when necessary to comply with certain mandatory requirements of the Corporation Code (Law).

Section 4.04. Quorum – A quorum for any meeting of the members shall consist of a majority of the total number of members (or record) entitled to vote, and a majority of such quorum shall decide any questions at the meeting save and except in those matters where the Corporation Code (Law) requires the affirmative vote of a greater proportion.

Section 4.05. Voting. – A member may vote directly in person or by proxy.

Section 4.06. Voting Procedure – Each regular voting member may vote for as many persons as there are Trustees to be elected. Voting may be done by mail or email or other similar means (As amended Feb. 6, 2002).

Section 4.07. Order of Business – The order of business at the annual meeting of the members and, so far appropriate, at all other meetings of the members, shall be substantially as follows:

1. Proof of due notice of the meeting
2. Roll call
3. Determination of quorum
4. Reading and disposal of any unapproved minutes
5. Annual report of the President and Treasurer
6. Unfinished business
7. Election of trustees
8. A new Business
9. Adjournment

## ARTICLE V

### BOARD OF TRUSTEES

Section 5.01. General Powers – The board of Trustees shall have general supervision and control of the business and affairs of the Foundation, and shall adopt rules and regulations and not inconsistent with law or with this By Laws.

Section 5.02 Member and Tenure – The Foundation shall have a Board of Trustees composed of Nine (9) members. Five (5) of the elected trustees shall serve for a term of five (5) years. Four (4) of the elected trustees shall serve for one (1) year only (As amended on February 24, 2017).

The Board of Trustees shall hold office until the next election, or until their duly Elected successors qualify and assume office.(As amended on February 6, 2002).

Section 5.03. Vacancies- Whenever a vacancy occurs in the Board of Trustees by death or incapacity or the causes other the expiration of the term of office and removal, the remaining Trustees, if constituting a quorum, shall elect a member to fill the vacancy until the next election (As amended on February 6, 2002).

Section 5.04. Regular Board Meeting - The Board shall meet regularly on last Friday of February and last Friday of August of the year . (As amended on February 23, 2018).

Section 5.05. Special Board Meeting – A Special meeting of the Board of Trustees shall be held when called by the President or by at least five (5) Trustees.

Notices of Special Meetings of the Board of Trustees shall be sent to each Trustee at his last known post office address, or delivered to him personally transmitted by telegraph or telephone, at least twenty four (24) hours prior to the time fixed for the meeting.

Section 5.06. Compensation - The Trustees shall receive no honorarium, compensation or other remuneration for the discharge of their duties. (As amended on February 24, 2017).

Section 5.07. Ex-officio Trustees – The board shall have two (2) ex-officio members who shall be appointed by the President from among the employees of the Foundation. They shall act as advisers during Board Meetings and shall have no voting rights.



Section 5.08. Executive Committee is composed of five (5) members who shall be appointed by the Board. It shall consist one of three (3) members from the Board of Trustees and two (2) non-members of the Board. (As amended on February 6, 2002).

It may act by a vote majority of all its members, on matters within the competence of the Board of Trustees and on matters which may be delegated to it in the By-laws, or in board resolutions. The Executive Committee however cannot perform the following (As amended on February 6, 2002):

1. Fill the vacancies of the Board of Trustees
2. Amend or repeal the by- laws or the adoption of new by-laws
3. Amend or repeal any resolution of the Board whenever it is expressly provided that it cannot be repealed by the executive committee (As amended on February 6, 2002).

## ARTICLE VI

### OFFICERS

Section 6.01. Officers – The officers of the Foundation are:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Executive Director
6. And such other officers as the Board may appoint from time to time

Section 6.02. Election and Tenure – The President shall be elected immediately after the Board of Trustees shall have been elected and hold office for one (1) year or until his/her successor is duly elected and qualified. Likewise, the Secretary and Treasurer shall be elected by the Board of Trustees and serve for one (1) year or until their successor are elected and qualified. The Executive Director, who shall also be appointed by the Board, shall serve for one (1) year, or until the Board shall have chosen his/her successor.

Section 6.03. Any Person may concurrently hold two (2) or more compatible offices provided that no one shall act as President and Secretary or President and Treasurer at the same time. The Board may appoint such other officers, agents and committees as it shall deem necessary who shall hold office for such terms and shall exercise such powers and perform such duties as shall be determined by the Board.

Section 6.04. Duties of Officers

1. The President – The President who must be a trustee shall be the Chief executive Officer of the Foundation, and shall perform those duties incidental to the Office and such duties as the Board may authorize and direct.

He shall preside at all meetings. He shall sign all contracts, documents and evidences of indebtedness and papers securing the same for and in the name of the Foundation, the Board of

He shall preside at all meetings. He shall sign all contracts, documents and evidences of indebtedness and papers securing the same for and in the name of the Foundation, the Board of Trustees, however may designate other officers of the Foundation as signatories of checks and other instruments in behalf of the Foundation.

2. The Vice President – The Vice President if qualified shall temporarily act in place of the President in the latter's inability to act. He shall exercise such duties as may be assigned to him by the Board of Trustees.

3. The Secretary – The Secretary who must be a citizen and resident of the Philippines shall record the attendance and proceedings of all meetings of the Board he shall see to it that all notices are duly given in accordance with this By-Laws or as required by the laws. He shall be the custodian of the seal of the Foundation which shall be affixed to such instruments as may be required and there upon be attested to by his signatures of that of the Treasurer. He shall keep a register of the names and post office addresses of all members and keep all file at all times a complete copy of the certificate of incorporation and By-Laws of the Foundation. In general, he is to perform all other duties incident to the office of the Secretary.

4. The Treasurer – The Treasurer shall perform such duties with respect to the finances of the Foundation as may be prescribed by the Board of Trustees.

5. The Executive Director – The Executive Director shall have general charge of the ordinary and usual business operations of the Foundation, subject to the direction and supervision of the President. He shall have such powers and duties as the Board of Trustees may from time to time delegate to him.

Section 6.05. Compensation of Officers – Officers who are Trustees shall receive no honorarium or other remuneration for the discharge of their duties, in the spirit of Section 5.06. Among the officers only the Executive Director shall have compensation. The compensation of the Executive Director shall be determined by the Board of Trustees. (As amended on February 24, 2017).

## ARTICLE VII

### FINANCIAL TRANSACTIONS

Section 7.01. Non Profit Requirement – No part of the net income of the Foundation shall accrue to the pecuniary benefit of any of its members nor any other Private individual or entity.

Moreover, the level of administrative expenses shall not exceed 30% of the total donations received and of the total expenses for the taxable year as required by RR 13-98. Section 3.2.ii. (As amended on February 24, 2012).

Section 7.02. Capital Fund – A Capital Fund for investment shall be created and maintained under the supervision and control of the Board of Trustees. The disposition of the fund and/or its income shall be determined by majority of all the members of the Board, unless otherwise stipulated in a contract or other agreement entered into by the Foundation with a contributor or donor of funds which will pertain to such capital funds. The fund shall consist of donations, long-term and loans and endowments.



The Foundation shall endeavor to increase its funds through donations, loans and endowments, managing these in full conformity to the purposes of such donations, loans and endowments.

Section 7.03. Depository – The Board of Trustees shall have the power to

- A. Select one or more banks to act as depositories of the funds of the Foundation;
- B. Determine the manner of receiving, depositing and disbursing of said funds;
- C. Designate the person or persons by whom checks shall be signed; and
- D. Change bank (s) and person (s) signing checks.

Section 7.04. Auditors –At the discretion of the Board of Trustees, it shall once annually, secure the services of a Certified Public Accountant whose written report will be submitted to the members of the Foundation at their annual meetings.

## ARTICLE VIII

### PRINCIPAL ACTIVITIES

Section 8.01. A program of activities shall be prepared in accordance with the purposes of the Foundation and the activities specified in the Articles of Incorporation.

## ARTICLE IX

### AMENDMENTS

Section 9.01. Amendments to the By-Laws shall be subject to the approval by the majority vote of the Trustees and majority vote of the members in a special meeting called for the purpose.

## ARTICLE X

### ACCOUNTING PERIOD

Section 10.01. The accounting period of the Foundation shall coincide with the calendar year.

## ARTICLE XI

### DISSOLUTION

Section 11.01. The corporation shall be dissolved in accordance with the Corporation Code of the Philippines (As amended on February 6, 2002).

Section 11.02. In the event of dissolution, the remaining property or assets shall be donated to another corporation with the same or similar purposes or to the government of the Philippines (As amended on February 6, 2002).



CERTIFICATION

Adopted this 14<sup>th</sup> day of November 1997 at Cebu City, Philippines by the undersigned incorporators.

(Sgd) Alan White

(Sgd) Jose Maria Lorenzo Tan

(Sgd) Evangeline White

(Sgd) Angelique Songco

(Sgd) Albert Salamanca

(Sgd) Yasmin Arquiza

(Sgd) Gaudencio Peña

## TRUSTEES' CERTIFICATE

### LET ALL PERSONS KNOW:

We, the undersigned majority members of the Board of Trustees and the Secretary, do hereby certify that the By-Laws of the Coastal Conservation and Education Foundation, Inc. was amended by an affirmative vote of at least two thirds of the members at a meeting held for that purpose at the principal office of the Foundation on February 23, 2018.

(Formerly: Sulu Fund for Marine Conservation Foundation, Inc.)

The amendments include the following:

**ARTICLE V – BOARD OF TRUSTEES Section 5.04. Regular Board Meeting -**  
The Board shall meet regularly on the last Friday of February and last Friday of August of the year. (As amended on February 23, 2018)

*Alan T. White*  
**ALAN T. WHITE**

Passport No: 505737232  
Date: 8/13/2024  
Place: USA  
TIN: 216-208-471-000

*Evangelina White*  
**EVANGELINE E. WHITE**

CTC No: CC1201611753071  
Date: January 10, 2018  
Place: Cebu City, Phil.  
TIN: 216-201-185-000

*Rina Maria P. Rosales*  
**RINA MARIA P. ROSALES**

Passport No. EB8834635  
Date: 7/31/2018  
Place: Quezon City  
TIN: 111-787-997-000

*May Elizabeth S. Ybanez*  
**MAY ELIZABETH S. YBAÑEZ**

Passport No.. EC0563129  
Date: 3/13/2019  
Place: Cebu City  
TIN: 125-147-529-000

*Countraigned by:*

*Evelyn T. Deguit*  
**EVELYN T. DEGUIT**

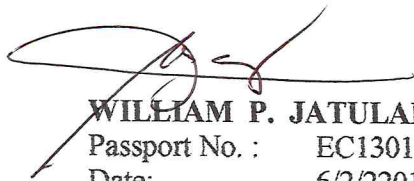
Passport No: EC0855408  
Date: 1/14/2019  
Place: Cebu City, Phil.  
TIN: 108-468-183-000

*Marlito Guidote*  
**MARLITO GUIDOTE**

Passport No. : P1984288A  
Date: Feb. 21, 2022  
Place: DFA Manila  
TIN: 130-891-076-000








**WILLIAM P. JATULAN**  
Passport No. : EC1301165  
Date: 6/2/22019  
Place: Cebu City, Phil.  
TIN: 156-702-450-000

**COUNTERSIGNED BY:**

  
**EVELYN T. DEGUIT**  
CORPORATE SECRETARY

MAY 23 2018

**SUBSCRIBED AND SWORN TO BEFORE ME**, this \_\_\_\_\_ day of \_\_\_\_\_ 2018 affiants exhibited to me their community tax certificate number or passport as indicated above.



Doc. No. 127 ;  
Page No. 20 ;  
Book No. 153 ;  
Series of 2018 :

**NOTARY PUBLIC**  
**ATTY. VILLARUESTO C. GABUMPA**  
NOTARY PUBLIC FOR CITIES & PROVINCE  
500 MAKASALEM ST. CEBU CITY  
NOT. COM. NO. 17-18, UNTIL DEC. 31, 2018  
JEP. NO. 2480/12-01-18 / CEBU CITY  
PTR. NO. 176122/01-05-18 / CEBU CITY  
TOLL NO. 84775 & MOLE# 90007070707070

## SECRETARY'S CERTIFICATE

LET ALL PERSONS KNOW:

I, EVELYN T. DEGUIT, of legal age, Filipino, resident of and with the present postal address at Springwood Subdivision, Minglanilla, Cebu, being the Secretary of the Board of Trustees of the Coastal Conservation and Education Foundation, Inc. (formerly Sulu Fund for Marine Conservation, Foundation, Inc.), a non-government, non-stock, non-VAT Foundation, duly organized and existing under Philippine laws, with principal office at Room 302 PDI Condominium, Archbishop Reyes Avenue, Banilad, Cebu City, under oath, hereby certifies that:

That I do not know any pending action or proceeding involving and intra-corporate and or claim by any person or group against the Board of Trustees, individual trustees and/or major corporate officers as the duly elected and/or appointed/trustees or officers or vice versa;

That I am Certifying that no action or proceeding has been filed or is pending before any Court or tribunal involving an intra-corporate dispute or claim by any person or group against the officers or trustees of the Foundation;

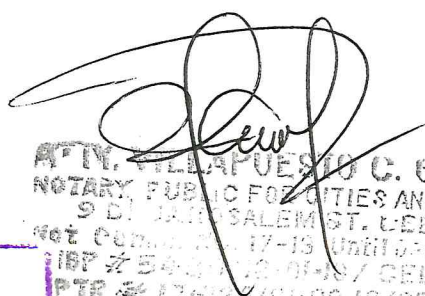
IN WITNESS WHEREOF, I hereby affix my signature on this 10<sup>th</sup> day of June 2018 at Cebu City, Philippines.

  
EVELYN T. DEGUIT  
Board Secretary

SUBSCRIBED AND SWORN TO before me this 10<sup>th</sup> day of June 2018 at Cebu City, Philippines, by the affiant exhibited to me her Passport No. EC0855408 valid until April 14, 2019 issued at Cebu City, Philippines.

Doc. No. 490  
Page No. 98  
Book No. 102  
Series of 2018.



  
ATTY. VILLAPUESTO C. GABUMFI  
NOTARY PUBLIC FOR CITIES AND PROVINCE  
901 J. J. SALEM ST. CEBU CITY  
Not Comm. No. 17-18 UNTIL DEC 31, 2018  
IBF # 54-0110-01-18 / CEBU CITY  
PTR # 176122/01-02-18 / CEBU CITY  
CELL # 09177500112 / 091-600070 / 091-600071