

**Republic of the Philippines
National Capital Judicial Region
REGIONAL TRIAL COURT
BRANCH 111 - PASAY CITY**

WILSON P. ORFINADA, et al.,
Plaintiffs,

-versus-

LRC/CIVIL CASE No. 3957-P

MACARIO J. RODRIGUEZ, etc, et al.,
Defendants,

ANACLETO MADRIGAL ACOP, et al.,
Intervenors

X-----X

**MANIFESTATION
AND
NOTICE OF COMPLIANCE**

COMES NOW the undersigned counsel and to this Honorable Court respectfully manifests and shows:

1. That on January 19, 1976, a **Clarificatory Decision** was issued in the above entitled case with the following decretal portions, among others, that read:

“Ordering the Administrator, Julian M. Tallano to do the following act x x x:

- 1) Organize and establish Foundation in the name of Don Esteban Benitez Tallano and Don Gregorio Madrigal Acop to pursue the objectives of the Land owners to preserve the estate for and in the interest of Filipino farmers, poor families and their children either Christian or Muslim especially those who became a victims of martial law, and to uplift economic, social and health condition of those families living under

poverty line by providing employment with the use of the proceeds of the sale of the estate which the administrator is authorize to do so.

- 2) Invest in a profitable business venture and or lend our to the national or local government its (50%) fifty percent of the funds.

x x x x x.”

2. That, pursuant to the said mandate, a foundation was formed on August 30, 2003, named as “**DON ESTEBAN BENITEZ TALLANO & DON GREGORIO MADRIGAL ACOP FOUNDATION, INC.**”, with the administrator as one of the incorporators of the said foundation.

3. That the aforementioned foundation was duly incorporated and registered with the Securities and Exchange Commission on October 14, 2003. Photocopies of the Certificate of Incorporation of Don Esteban Benitez Tallano & Don Gregorio Madrigal Acop Foundation, Inc., Articles of Incorporation and By-Laws of the said foundation are hereto attached as Annexes “A”, “A-1” and “A-2”, respectively.

4. That on April 29, 2004, the Members of the Foundation and its Trustees amended the articles of incorporation of the foundation, by amending its purpose, among other amendments, and said Amended of Articles of Incorporation was duly filed and approve by the Securities and Exchange Commission. Photocopies of the Certificate of Filing of Amended Articles of Incorporation dated 21st day of May, 2004, Trustees’ Certificate dated May 05, 2004 and the Amended Articles of Incorporation of the said foundation are hereto attached as Annexes “B”, “B-1” ad “B-2”, respectively.

5. That this manifestation is being filed to serve as notice of compliance with the aforementioned Clarificatory Decision dated January 19, 1976.

Manila, for Pasay City, May 24, 2004.

(Sgd) FORTUNATO F.L. VIRAY, JR.
Counsel for the Foundation
Suite 609 Don Santiago Building
1344 Taft Avenue, Ermita, Manila 1000
PTR No. 8924295/01-05-04/Ling., Pang.
IBP LMR No. 01448
Roll No. 22436

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

COMPANY REG. NO. CN200322944

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

**DON ESTEBAN BENITEZ TALLANO &
DON GREGORIO MADRIGAL ACOP FOUNDATION INC.**
(Amending Articles II Purposes, III and VI thereof.)

copy annexed, adopted on April 29, 2004, by a majority vote of the Board of Trustees and by the vote of at least 2/3 of the members of the corporation, and certified under oath by the Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions of Section 16 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 Mandaluyong City, Metro Manila, Philippines, this 21st day of May, Two Thousand Four.

(Sgd) BENITO A. CATARAN
Director
Company Registration and Monitoring Department

TRUSTEES CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Trustees and the Corporate Secretary of DON ESTEBAN BENITEZ TALLANO & DON GREGORIO MADRIGAL ACOP FOUNDATION, INC., do hereby certify that the Articles of Incorporation of the said foundation was amended by a majority vote of the Trustees and the vote of at least two-thirds (2/3) of its membership at a meeting both held on April 29, 2004, at the principal office of the foundation.

The amended provisions of the attached Amended Articles of Incorporation refer to the amendment of Article II by adding incidental purpose/s of the foundation; amendment of Article III by transferring the principal office from Quezon City to Makati City; and amendment of Article VI by increasing the number of trustees from Five (5) to Eleven (11) and the said amendments were duly underscored/underlined in the attached Amended Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto signed this certificate this ____ day of May, 2004, at Makati City, Philippines.

(Sgd) FIDEL P. LAJOM
Trustee
T.I.N. 000-088-079

(Sgd) CENON C. MARCOS
Trustee
T.I.N. 133-866-042

(Sgd) EDDY JO EKKER
Trustee
T.I.N. PP-035864849

(Sgd) ROLANDO M. OCAMPO
Trustee
T.I.N. 304-180-73

COUNTERSIGNED BY:

(Sgd) CENON C. MARCOS
Corporate Secretary
T.I.N. 133-866-042

S.E.C. COMPANY REG. NO. CN200322944

AMENDED ARTICLES OF INCORPORATION

OF

**DON ESTEBAN BENITEZ TALLANO & DON GREGORIO MADRIGAL ACOP
FOUNDATION, INC.**

(Name of Corporation)

KNOW ALL MEN BY THESE PRESENTS:

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

THAT WE HEREBY CERTIFY:

FIRST: The name of the said association shall be:

**DON ESTEBAN BENITEZ TALLANO & DON GREGORIO
MADRIGAL ACOP FOUNDATION, INC.**

SECOND: A. That the purpose or purposes for which such association is incorporated are:

To comply with Court Order dated January 19, 1976 regarding LRC/CC 3957-P of CFI 28, Pasay City ordering Administrator Julian M. Tallano to establish a foundation in the name of Don Esteban Benitez Tallano & Don Gregorio Madrigal Acop to pursue the objectives of the Landowners to preserve the estate for and in the interest of the Philippine farmers, poor families and their children either Christian or Muslim especially those who become victims of martial law, and to uplift, economic, social and health condition of those families living under poverty line by providing employment with the use of the proceeds of the sale of the estate which the administrator is authorized to do so.

and as incident to said purpose or purposes:

To preserve, protect, recover, manage and administer all assets of the Estate of Don Esteban Benitez Tallano and Don Gregorio Madrigal Acop, embraced in said LRC/CC 3957-P, pursuant to the Clarificatory Decision/Order of January

19, 1976 and November 04, 1975, and consistent with the Decision with Compromise Agreement of February 04, 1972, and subsequent court orders, decisions and writs of execution related thereto. (As amended on April 29, 2004)

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

No. 6751 Ayala Avenue, Makati City, Metro Manila, Philippines
(As amended on April 29, 2004)

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

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

Name	Nationality	Residence (Complete Address)
Prince Julian M. Tallano	Filipino	#31 BMA Street, Talayan, Quezon City
Atty. Victoriano R. Miraflor	Filipino	#121 Dr. Pilapil Street, Pasig City
Atty. Manuel G. Natividad, Jr.	Filipino	#31 BMA Street, Talayan, Quezon City
Atty. Lee R. San Gabriel	Filipino	#208-A Pelaez Street, Proj. 4, Q.C.
Engr. Cenon C. Marcos	Filipino	San Pedro Street, Paombong, Bulacan

SIXTH: That the number of trustees of the association shall be Eleven (11) and that the names, nationalities and residences of the first trustees of the association are as follows:
(As amended on April 29, 2004)

Name	Nationality	Residence (Complete Address)
Prince Julian M. Tallano	Filipino	#31 BMA Street, Talayan, Quezon City
Atty. Victoriano R. Miraflor	Filipino	#121 Dr. Pilapil Street, Pasig City
Atty. Manuel G. Natividad, Jr.	Filipino	#31 BMA Street, Talayan, Quezon City
Atty. Lee R. San Gabriel	Filipino	#208-A Pelaez Street, Proj. 4, Q.C.
Engr. Cenon C. Marcos	Filipino	San Pedro Street, Paombong, Bulacan

SEVENTH: That the capital of the association was contributed by the incorporators and directors who are also members of the association as follows:

Name	Contribution
Prince Julian M. Tallano	P 20,000.00
Atty. Victoriano R. Mirafior	20,000.00
Atty. Manuel G. Natividad, Jr.	20,000.00
Atty. Lee R. San Gabriel	20,000.00
Engr. Cenon C. Marcos	<u>20,000.00</u>
T O T A L	<u>P100,000.00</u>

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

NINTH: That Atty. Lee R. San Gabriel has been elected by the members as Treasurer of the association to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he/she has been authorized to received for and in the name and for the benefit of the association all contributions or donations paid given by the members.

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

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

In Witness Whereof, we have hereunto signed this Articles of Incorporation, this 30th day of August, 2003, in the City/Municipality of Quezon City, Province of _____, Philippines.

(Signed/Right Hand Thumb marked) PRINCE JULIAN M. TALLANO
TIN: 0456-M-1754-A-75

(Signed) ATTY. VICTORIANO R. MIRAFIOR
TIN: 136-311-494

(Signed) ATTY. MANUEL G. NATIVIDAD, JR.
TIN: 160-965-588

