

ARTICLES OF INCORPORATION

OF THE

PHILIPPINE MABUHAY CULTURAL FOUNDATION OF TUCSON, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona and for that purpose we do hereby adopt these Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be The Philippine Mabuhay Cultural Foundation of Tucson, Inc.

ARTICLE II

The names and addresses of the incorporators are:

Enriqueta Fassler
P.O. Box 13003
Tucson Arizona 85032

Manol Oswald
1121 W. Camino Desierto
Tucson Arizona 85705

Susan Liang
6450 N. Camino Abbey
Tucson Arizona 85718

Cecilia V. Knauss
8480 E. Desert Palm.
Tucson Arizona 85730

ARTICLE III

PURPOSE

This corporation is organized expressly for the charitable purpose of promoting intercultural understanding between the peoples of the Tucson area and the Philippines – to eliminate prejudice and discrimination and to lessen tensions between the two cultures, all within the meaning of Section 501(c)(3) of the Internal Revenue Code. This will be accomplished by:

- Developing a music and dance troupe specializing in the indigenous music and dance of the Philippines,
- Sponsoring and promoting music and dance clinics and seminars to disseminate knowledge of Philippine culture and arts,
- Making these presentations in local schools, the annual Tucson Meet Yourself festival (a three-day multi-ethnic and multi-cultural event), and other venues as requested.

ARTICLE IV

MEMBERSHIP

Any individual who wishes to become a member must be 18 years of age, must have paid their current dues in full, and shall abide by and uphold the Bylaws of this Foundation. Members may exercise their right to vote only when they have been registered a minimum of thirty (30) days on record for the current year.

ARTICLE V

MEETINGS

There shall be one general meeting annually at a time determined by the Executive Board. Any additional meetings shall be held at the discretion of the President.

ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE VII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VIII

STATUTORY AGENT

The name and address of the statutory agent of the corporation is:

Carol Ypulong
3225 W. Dakota Place
Tucson, Arizona 85746

ARTICLE IX

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

ARTICLE X

BOARD OF DIRECTORS

The function of the typical Board of Directors will be served by the Executive Board, the officers of the Foundation, elected to two-year terms.

RATIFICATION OF AMENDED ARTICLES OF INCORPORATION

OF THE PHILIPPINE MABUHAY CULTURAL FOUNDATION OF TUCSON, INC.

We, the undersigned Executive Board of the Philippine Mabuhay Cultural Foundation of Tucson, Inc., declare that the foregoing amended articles of incorporation have been ratified by a vote of at least two thirds (2/3) of the membership at the general membership meeting held on the 27th day of January, 2003.

/s/
Susan Liang, President

/s/
Filomena Wiese, Vice President

/s/
Cecille D. Muller, Recording Secretary

/s/
Liza Davidson, Corresponding Secretary

/s/
Magencia Fermin, Treasurer

/s/
Carol Ypulong, Public Relations Officer

/s/
Manol Oswald, Historian

ACCEPTANCE OF DESIGNATION AS STATUTORY AGENT

I, Carol Ypulong, having been designated to act as Statutory Agent by and for The Philippine Mabuhay Cultural Foundation of Tucson, Inc., hereby consent to act in that capacity until removed, or until my resignation is submitted in accordance with the Arizona Revised Statutes.

/s/
Carol Ypulong, Statutory Agent

Dated this 27th day of January, 2003.