



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

COMPANY REG. NO. CN201322523
COMPANY TIN 008-665-041

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

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

INTERNATIONAL COACH FEDERATION PHILIPPINES CHAPTER, 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 27th day of November, Twenty Thirteen.




FERDINAND B. SALES
Acting Director

Company Registration and Monitoring Department

(NON-STOCK)



**ARTICLES OF INCORPORATION
OF**

INTERNATIONAL COACH FEDERATION
PHILIPPINES CHAPTER, 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:

INTERNATIONAL COACH FEDERATION PHILIPPINES
CHAPTER, INC.

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

1. To encourage high professional standards of ethics and conduct by its members by developing and promoting an industry wide CODE of PROFESSIONAL STANDARDS and a universally accepted Accreditation process which preserves the integrity of coaching through internationally credible and ethical self-regulation.
2. To broaden public understanding of the proper functions of coaches and their contributions to society and the world by engaging in highly visible strategies of marketing, public relations and publicity campaigns which helps members of the public find the right coach for their needs.
3. To provide for the professional growth and community spirit of its members by developing and implementing programs and opportunities through educational conferences, publications and broadcast communications.
4. To provide a forum which supports community spirit and the advancement of professionalism among its members by the creation of local, regional and virtual chapters throughout the world.
5. To advocate on behalf of the collective interests of its members and the coaching community.
6. To cooperate with other organizations and institutions whose programs and activities are consistent with the mission and purposes of ICF.

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

G/F Gervasia Bldg.#152 Amorsolo St.,
No./Street Legaspi Village Brgy. San Lorenzo (If applicable)

City/Town Makati City Province Metro Manila

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)
<u>Julius C. Ordoñez</u>	<u>Filipino</u>	<u>152 Amorsolo St., Legaspi Village</u> <u>Makati City</u>
<u>Divina F. Cavestany</u>	<u>Filipino</u>	<u>15A Bignay St., Mon-El Subdivision</u> <u>Sucab Rd., Parañaque City</u>
<u>Fe Cristina S. Gabriel</u>	<u>Filipino</u>	<u>152 Amorsolo St., Legaspi Village</u> <u>Makati City</u>
<u>Lillian Reyes</u>	<u>Filipino</u>	<u>#8 Troy 2, Mindanao Ave., Quezon City</u>
<u>Paulette P. del Rosario</u>	<u>Filipino</u>	<u>152 Amorsolo St., Legaspi Village</u> <u>Makati City</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

SIXTH: That the number of trustees of the association shall be five
(5) and that the names, nationalities, and residences of the first trustees of the association are as follows:

Name	Nationality	Residence (Complete Address)
<u>Julius C. Ordoñez</u>	<u>Filipino</u>	<u>152 Amorsolo St., Legaspi Village</u> <u>Makati City</u>
_____	_____	_____

- [] With list of additional members, certified by the Secretary under oath and marked as Annex "A".
- [] No list of additional members attached.

(Please check appropriate box)

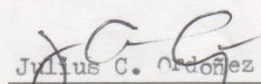

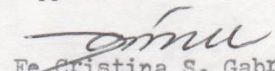
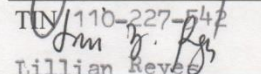
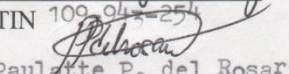
EIGHTH: That no part of the income which the association may obtain as an incident to its operation shall be distributed as dividends to its members, trustees or officers subject to the provisions of the Corporation Code on dissolution. Any profit obtained by the association as a result of its operation, 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 Lillian Reyes 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 receive for and in the name and for the benefit of the association all contributions or donations paid or given by the members.

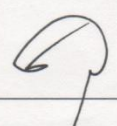
TENTH: That the incorporators and trustees undertake to change the name of the corporation name as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior 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 custom or public policy.

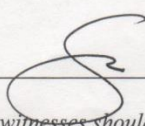
ELEVENTH: That the association shall comply with the requirements for non-stock corporations in the course of its operation.

In Witness Whereof, we have hereunto signed this Articles of Incorporation, this 15th day of November, 20 13, in the City/Municipality of Makati Province of _____, Philippines.

 Julius C. Ordoñez TIN 110-227-542	 Divina F. Cavestany TIN 109-943-254	 Fe Cristina S. Gabriel TIN 110-226-933
 Lillian Reyes TIN 123-501-425	 Paulatte P. del Rosario TIN 191-848-940	TIN _____
TIN _____	TIN _____	TIN _____
TIN _____	TIN _____	TIN _____
TIN _____	TIN _____	TIN _____

WITNESSES:

 _____

 _____

(All incorporators appearing on the fifth article and the two witnesses should affix their signatures on the blanks provided in this page above their respective names.)

ACKNOWLEDGEMENT

Republic of the Philippines)

S.S.

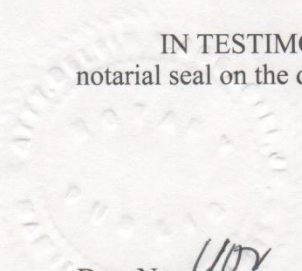
MANILA)

BEFORE ME, a Notary Public in and for MANILA Philippines, this day of 21 NOV 2013 personally appeared:

Name	Community Tax Certificate No.	Date & Place Issued
Julius C. Ordoñez	01392570	5/16/13 Manila
Divina F. Cavestany	0139256	4/02/13 Manila
Fe Cristina S. Gabriel	01392572	3/15/13 Manila
Lillian Reyes	01190444	1/10/13 Manila
Paulette P. del Rosario	01392569	5/07/13 Manila

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. 402 ;
Page No. 44 ;
Book No. 311 ;
Series of 2013

ATTY. DELFIN R. AGCAOILI, JR.
NOTARY PUBLIC
Until December 31, 2013
PTR NO. 0285334 / 2012-2013 MLA
IBP NO. 873602 / 2013 MLA
ROLL NO. 24655 / TIN - 144-519-068
MCLE III - 0013521
Com. No. 2013 - 023

(Non-Stock)

BY-LAWS
OF
INTERNATIONAL COACH FEDERATION
PHILIPPINES CHAPTER, INC.

(Name of Corporation)

ARTICLE I
MEETINGS

Section 1. Annual Meetings - The annual meetings of the members shall be held at the principal office of the association on April 3 of each year. The President shall render his annual report to the members regarding the activities of the association. The election 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 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 two (2) weeks before the date set for 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 a 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 - Each member shall be entitled to one vote, and he may vote either in person or by proxy which shall be in writing and filed with the Secretary of the association before the scheduled meeting.

ARTICLE II

TRUSTEES

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

Section 1. Qualifications - The trustees to be elected must be of legal age and members of the association.

Section 3. Disqualification of Trustees or Officers - No member 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 Office of Trustees - The trustees shall hold office for one year and until their successors are duly elected and qualified.

ARTICLE III

OFFICERS

Section 1. Officers - The officers of the association shall be a President, a Vice-President, a Secretary, and a Treasurer. They shall be elected by the Board of Trustees from among themselves. The Board may combine compatible offices in a single person.

Section 2. Term of Office of Officers - All officers of the association shall hold office for one year and until their successors are duly elected and qualified.

ARTICLE IV

FUNCTIONS & POWERS OF OFFICERS

Section 1. President - The President shall be the Chief Executive Officer of the association. He shall preside in all meetings of the members of the association and the board of trustees.

He shall execute all resolutions of the Board of Trustees. He shall be charged with directing and overseeing the activities of the association. He shall submit to the Board as soon as possible after the close of each fiscal year, and to the members of each annual meeting, a complete report of the activities and operations of the association for the fiscal year under his term.

Section 2. Vice-President - The Vice-President, if qualified, shall exercise all powers and perform all duties of the President during the absence or incapacity of the latter and shall perform duties that maybe assigned by the Board of Trustees.

Section 3. Secretary - The Secretary shall give all notices required by these by-laws and keep the minutes of all meetings of the members and of the Board of Trustees in a book kept for the purpose. He shall keep the seal of the association and affix such seal to any paper or instrument requiring the same. He shall have custody of the members register and the correspondence files of the association. He shall also perform all such other duties and work as the Board of Trustees may from time to time assign to him.

Section 4. Treasurer - The Treasurer shall have charge of the funds, receipts and disbursements of the association. He shall keep all moneys and other valuables of the association in such banks as the Board of trustees may designate. He shall keep and have charge of the books of accounts. He shall also perform such other duties and functions as may be assigned to him from time to time by the Board of Trustees. He shall post a bond in such amount as may be fixed by the Board of trustees.

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 matters 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 the facilities of the association;
- e. To examine all the records or books of the association 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 association from time to time;
- b. To attend all meetings of the association;
- 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 association 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 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 association shall be necessary.

ARTICLE VII

FUND

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

Section 2. Disbursement - Withdrawal from the funds of the association, whether by 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 association shall be from January 1st to December 31 of each year.

ARTICLE VIII
CORPORATE SEAL

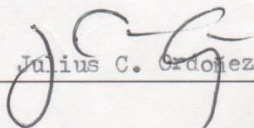
Section 1. Form - The corporate seal of the association shall be in such form and design as may be determined by the Board

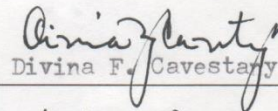
ARTICLE IX
AMENDMENTS OF THE BY-LAWS

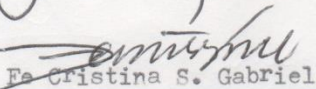
Section 1. Amendments - These by-laws, or any provision thereof, may be amended or repealed by a majority vote of the members and by a majority vote of the Trustees at any regular or special meeting duly held for the purpose.

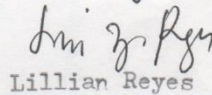
Adopted this 15th day of November, 20 13 in Makati City
_____ by the affirmative vote of the undersigned members representing a majority of the members of the association in a special meeting duly held for the purpose.

*(Note: 1. If filed with Articles of Incorporation, these by-laws should be signed by all incorporators;
2. If filed after incorporation, should be signed by majority of the members and should submit Board of Trustees certificate for the adoption of the by-laws)*


Julius C. Ordóñez


Divina F. Cavestay


Cristina S. Gabriel


Lillian Reyes


Paulette P. del Rosario

November 20, 2013

Date

The Securities and Exchange Commission
SEC Bldg., EDSA, Greenhills
Mandaluyong City, Metro Manila

Sir/Madam:

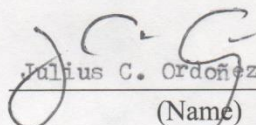
This is to confirm that all corrections in the Articles of Incorporation of
INTERNATIONAL COACH FEDERATION PHILIPPINES CHAPTER, INC.

(Name of Corporation)

were made prior to notarization and were made with the full knowledge and consent of all
the incorporators.

I, the undersigned incorporator hereby undertake full responsibility for
corrections made, particularly on NS page 1, BL page 1.

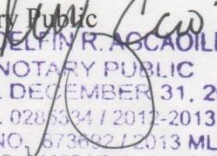
Very truly, yours,


Julius C. Ordoñez
(Name)
152 Amorsolo St., Legaspi
Village, Makati City
(Address)

12 1 NOV 2013

SUBSCRIBED AND SWORN to before me this _____ day of _____,
20 ____, affiant exhibiting to me his/her Community Cert. No. _____,
issued on _____ at _____,

Doc. No. 424 ;
Page No. 43 ;
Book No. 312 ;
Series of 20 17 .

Notary Public

ATTY. DELFIN R. ACCAOLI, JR.
NOTARY PUBLIC
UNTIL DECEMBER 31, 2013
PTR NO. 0285324 / 2012-2013 MLA
IBP NO. 673692 / 2013 MLA
ROLL NO. 24655 / TIN - 144-519-066
MCLE III - 0013521
Com. No. 2013 - 023

Print Finish



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **INTERNATIONAL COACH FEDERATION PHILIPPINES CHAPTER, INC.** has been reserved from **October 1, 2013 to November 30, 2013.**

Reference Reservation Number (RRN): **RRN20131001101059333**

Type of Industry: **Activities Of Professional Organizations**

Breakdown of Fees:

Reservation Fee: **Php 80.00**

TOTAL: Php 80.00

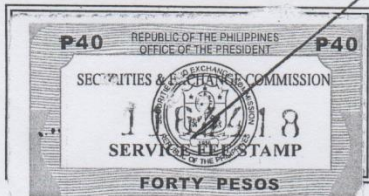
Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

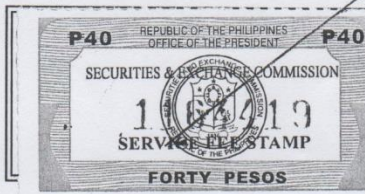
The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

Stamp Number: **1164418**



Stamp Number: **1164419**



For SEC use only:

Override By: **mvlmuco**

Reason: **Other Override Remark(s) - matched reg. name-REVOKED; w/ board resolution/GIS; for re-registration; w/ OGC/CMD clearance; approved by Atty. Del Rosario dtd. 9.25.13**

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All rights Reserved
www.sec.gov.ph



TIT-038-13-235
November 20, 2013

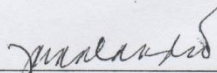
The Securities and Exchange Commission
EDSA, Mandaluyong City, Metro Manila

Greetings:

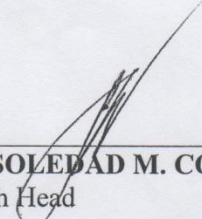
This is to certify that there is a deposit with this bank the sum of **PESOS: FIVE THOUSAND PESOS & 00/100 (PHP5,000.00)** under Savings Account No. **000380230224** under the name of **LILLIAN Y. REYES** Treasurer-in-Trust for **INTERNATIONAL COACH FEDERATION PHILIPPINES CHAPTER INC.** which is in the process of incorporation.

The said deposit is clear and free from lien, restriction, condition or holdout and may be withdrawn in behalf of said company upon presentation of proof of due incorporation thereof.

BDO 5,000 PHP 00.00



MARIA CECILIA V. CLAUDIO
Marketing Officer



MA. SOLEDAD M. CO SENG
Branch Head

REPUBLIC OF THE PHILIPPINES) s.s.

MANILA

NOV 2013

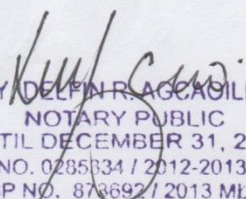
SUBSCRIBED AND SWORN to before me this affiant exhibited to me their LTO Number NO2-99-407-460

NOTARY PUBLIC
Until December 30, _____

Doc. No. 403 :
Page No. 4 :
Book No. 317 :
Series of 274 :

Banco De Oro
BDO Corporate Center
7899 Makati Avenue
Makati City 0726, Philippines
Swift Code: BNORPHMM
Tel +63(2) 840 7000

www.bdo.com.ph


ATTY. DELFIN R. AGCAJILI, JR.
NOTARY PUBLIC
UNTIL DECEMBER 31, 2013
PTR NO. 0285834 / 2012-2013 MLA
IBP NO. 873692 / 2013 MLA
ROLL NO. 246557 TIN - 144-519-066
MCLE III - 0013521
Com. No. 2013 - 023

We find ways



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

Company Registration and Monitoring Department

Date NOV 17, 2013

Name of Corporation/Partnership International Coach Federation Philippines Chapter Inc
(Principal office address) G/F Cerasio Bldg # 152 Amador St. Baguip Vill. San Lorenzo
Makati City

Gentlemen:

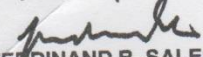
Transmitted herewith is the Certificate of Incorporation/Recording of the above-named corporation/partnership bearing its SEC Registration Number and Corporate Tax Identification Number (TIN).

Please be informed that the corporate TIN as indicated therein is only a computer-system pre-generated number issued pursuant to BIR's Memorandum of Agreement with this Commission. The corporation/partnership must immediately register said TIN with the appropriate BIR Regional District Office located in the city or municipality where it holds its principal office.

Should the pre-generated TIN be denied confirmation, kindly report the matter to this Department with indication of the RDO and its location, which denied its registration, the RDO's contact person and RDO's contact number to facilitate our coordination with the said Office.

A replacement certificate shall only be issued by this Office to reflect any change or correction of TIN upon confirmation by the BIR.

Very truly yours,


FERDINAND B. SALES
Acting Director