

[© LE BISTROT - 2014]

[HOST-NGO Philippines]

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Contact: Mr. Ton-Trong Ho
Management Committee Director



[LE BISTROT – CONCEPT PLAN]

Robinsons @City Walk

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Supplementary and supporting documents that also form part of this plan are included as appendices.

Table of Contents

Table of Contents	2
Letter of Intent	3
Business goals/mission	4
Business description	4
Menus	5
Target Market.....	7
Pricing strategy	7
Character	7
Main financial objectives	13
Licenses and Permits.....	16
Sales	16
Vision of the future	17
Annexes	18

Letter of Intent

Karen Dawn K. **Gerochi**
ALM - Robinsons Place Bacolod, Lease Department
Robinsons Land Corporation
Direct Line: +63.34.441.0692

Object: Letter of intent for LE BISTROT restaurant

In Bacolod City, 02 March 2014

Dear Ms. Gerochi,

On behalf of HOST-NGO France and as the representative of our local branch in the Philippines, namely as Mr. Ton-Trong Ho, I would like to present this Letter of Intent to signify our interest in leasing a commercial space inside Robinson's Mall at City Walk (lot C3001).

Briefly, HOST-NGO is a network of skilled professionals, who are actively involved in development projects. It is a not-for-profit organization, which was established in 2008 in France and holds the legal status of an association ("Law 1901"). HOST-NGO holds the mission to build a world-wide cooperation channel engaging local and international counterparts in solidarity projects. Therefore, we are truly glad and excited to submit our application project as a social restaurant to your review. According to our target market and the chosen type of cuisine, it seems that your place can really fit our expectations and the concept of a French bistro can really highlight and complete the existing Robinsons City Walk area with its multi-taste surrounding restaurants. French bistro cuisine is really well known to be very tasty and unique and being the first one operating in Bacolod could bring to your customers a new dining experience. They will surely enjoy it.

Of course, our concept has considered the market prices as well. We have shortlisted popular and delicious recipes according to their feasibility and their selling prices. Our establishment will be more defined as a casual dining place that offers full table service that is more upscale than fast-casual restaurants, but also much more affordable than fine dining restaurants. "LE BISTROT" appeals to a wide customer base and are usually family-friendly. The convenience of this kind of restaurant can offer also specific meals that can match fast-casual or quick-service food category in order to enlarge bracket price to be more affordable even inexpensive to the customers. When our customers walk through our restaurant they would immediately recognize the "LE BISTROT" atmosphere.

Please find enclosed the requested documents that we will comply with in order to develop this business accordingly (Concept Paper, Perspective).

While our application is being considered we are of course available for any complementary details or information.

HOST-NGO Philippines thru its social project "LE BISTROT" is looking forward to starting an agreement with Robinsons Land Corporation as soon as possible.

Fully Yours,
Ton-Trong Ho
President of HOST-NGO France
Management Committee Director of HOST-NGO Philippines

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Business goals/mission

“People Over Profits”

As a **middle-range French restaurant** (it is called Bistrot purposely) we wish to obtain a permanent place in Robinsons Mall at **the City Walk** venue. We wish to acquire local and national renown as a culinary destination in the Visayas within the next year. We see it as our main mission to provide **casual dining food** experience and associated amenities and services at **competitive prices** to our target markets. HOST-NGO intends to contribute to the enrichment of **the quality of lives** for some disadvantaged people around the Negros Island while fulfilling customer wishes beyond their taste expectations.

The proposed project aims at setting-up a **socially responsible business** dedicated at training and rehabilitating marginalized youth in/around Bacolod City, Philippines. This business will be composed of **an in-house training center and an in-house restaurant** emphasizing on on-field learning and practicing. The project’s innovation is based on the development of a comprehensive vocational training program focusing on Food & Beverage (F & B) services.

This program will provide vulnerable young women and men with education and training opportunities as well as increased access to employment and sustainable revenues. Please refer to the relevant social project proposal in the annexes or enclosed for further details.

Business description

“Taste of France”

Perhaps the most obvious, but it’s important to us to **preserve and keep the integrity of the taste** of our French foods as it could taste in any bistro in France. No one will decide to eat at our restaurant if the food does not taste French or it’s too much compromised. We have a talented chef or cook on staff to create the dishes that will keep our guests coming back again and again. Also, with dishes which are consistently delicious and various, this is what creates loyal customers, and helps define our brand “LE BISTROT”. This **tagline “Taste of France”** is present on our logo and will serve as landmark sign for food-hunters who are looking for some France delicacies

French Bistro shall come with plates of fresh salads, pork cold cuts, and various cheeses and **“Grandma’s recipes”** for main dishes but also some very simple sweet desserts.

Please have a look on **the menu in the annexes** to check out what kind of French dishes will be savoring over the time.

Of course, if we want to make French dining experience complete, we cannot avoid proposing and orienting our customers with the know-how of drinking **French wines**, coffee and the real liquors degustation and much more.

Drink Alcohol with moderation of course.

Menus - List of items (not exhaustive and to be confirmed)

The Breakfast



Pain Perdu

P50



Les Oeufs

P30



Les viennoiseries

P60

The Salades



Tomate roquette

P70



Tomate mozzarella

P90



Chèvre chaud roquette

P110

The Hot & Cold Sandwiches



Quiches

P100



Pain bagna

P120



Croque monsieur

P130

The Starters



Pot au feu

P90



Carpaccio de dorade

P120



Friand à la saucisse

P60

The Crêpes

Oeuf Jambon
Fromage

P90



Nutella

P80



Suzette

P80

The Deserts



Riz au lait

P80



Crème brûlée

P80



Profiterole

P90



The Drinks

DE POURSAC BORDEAUX WHITE 2011
75cl: P385 - 8cl: P83

JEAN GUILLOT SAUVIGNON 2011
75cl: P396 - 8cl: P86

MAISON GUILLOT SAUVIGNON 2011
75cl: P396 - 8cl: P86

SAINT JACQUES DE SIRAN 2009
75cl: P 638 - 8cl: P138

CHATEAU CARDUS 2004
75cl: P 763 - 8cl: P165

CHATEAU LA CARDONNE 2004
75cl: P1073 - 8cl: P232

CHATEAU LAMARQUE 2005
75cl: P1155 - 8cl: P250

CHATEAU POTENSAC 2007
75cl: P1320 - 8cl: P286

CHATEAU SIRAN MARGAUX 2008
75cl: P2255 - 8cl: P489

BEER P45

SOFT DRINKS P45

FRESH JUICE P95

CAFE EXPRESSO P55

CAFE FILTRE P45

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The Sea Food



Moules marinière P140



Poisson meunière
beurre blanc P160



Coquille St Jacques P120

The Duck



Magret de canard
caramélisé beurre salé P290



Confis de canard P210



Fois gras P420

The Pork



Cote de porc à la
moutarde P140



Rôti de porc au miel P160



Gratin épinard jambon P130

The Chicken



Blanquette de poulet P160



Poulet basquaise P170



Poulet rôti romarin P260

The Beef



Boeuf bourguignon P190



Hachis parmentier P210



Steak haché sauce poivre P100

The Cheese



Tartiflette P220



Raclette Jambon P290



Fondue Savoyarde P260



Side Order



Pomme de terre sautée P90



Haricot vert beurre P60



Frites maison P80



Gratin dauphinois P120



Tomate provençale P50



Riz pilaf P50

Target Market

“Casual-dining”

“LE BISTROT” is mainly a **casual dining establishments** which offers **full table service** that is more upscale than fast-casual restaurants, but **also more affordable than fine dining restaurants**. They appeal to a wide customer base and are usually **family-friendly**.

We have included some menus which are more convenient to **fast-casual service customers**. These menus tend to be less extensive but **also less expensive** than casual dining restaurants.

Occasionally, we could organize events for fine-dining meals and wines pairing but on booking and reservation only.

“LE BISTROT” can become a **hub place for French aficionados and community friendship event** as well.

Pricing strategy

“We have what we can afford”

In the food & beverage branch there is **an overall tendency** to consider the competitive offers as well as the degree of acceptance by the customers when planning a pricing strategy. LE BISTROT follows this tendency.

LE BISTROT’s services are priced at parity with or at a slight premium over competitive offerings. The **Food items prices average around PHP 150** in 2014 and a customer’s basket around **PHP 350 as regular meal order**. (E.g. a starter + a main dish + a drink)

Character

“Just like in France”

Our Robinson’s customers will see a **warm and convivial bistro** like they were in France! We have requested our designers (one is actually a French Bistro expert) to recreate **a French bistro premises feeling with home-made furniture** mainly made of **wood, marble, zinc and mirrors ...** You can go and check in France, you would not see any differences. This concept’s visual effect encompasses more than just the stuff hanging on the walls. It’s about the way you combine them together and the traditional art of creating real French Bistro.

Lighting and colors

We will be using warm and intimate lighting to offer our customers visual appetite as well. Lights and colors which will be used in the restaurant are meant to evoke certain feelings, and have even been known to encourage guests’ appetites. Colors can do a lot to affect the overall atmosphere. Perfect harmony between dark wood, indirect clear ceiling lighting, black slate reflection, oriented warm

candle-type lights, please just come and have a look on it. You can have a simplified overview on the 3D pictures or look at the enclosed picture of an existing French Bistro ...inspirational one as sample.

Sound

The noises in our restaurant can badly affect the atmosphere, especially if it's prominent and persistent like air conditioner, electric fans and other surrounding fixtures. We will be aware of what customers will hear in our place and make it relaxing and enjoyable like a romantic rendezvous.

Music

According to the time of the day, the music can be chosen to be listened as French bands and singers music, jazz, international varieties ... but for sure you will be able to hear "La vie en Rose".

Opening hours and days

"LE BISTROT" shall be open every day and start serving breakfast by 8 am until 10 pm, exceptionally beyond 10 pm according to the presence of customers or specific events but to our discretion.

Regular business serving hours:

8am-10am (Breakfast)

11am-02pm (Lunch)

05pm-10pm (Dinner)

Out of these hours there would be no guarantee of availability of our products for the corresponding meal period.

Additional Services

Take-Out

We are offering our customers to take-out our foods or menus according to the availability of our products and without any additional charges. On-call and online take-out order will be taken only if the customer has been already registered and has a personal account.

Catering

We will be pleased to offer catering services. Order must be taken at least 48 hours ahead in order to arrange the logistic and the food processing.

On-call and online table reservation:

We accept phone and online table reservation if there are tables available. The reservation will be cancelled and released if they are not taken 15 minutes after the chosen time.

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Cooking classes

Activity terms and conditions are still to be evaluated and precised.

Wines paring

Activity terms and conditions are still to be evaluated and precised.

Location

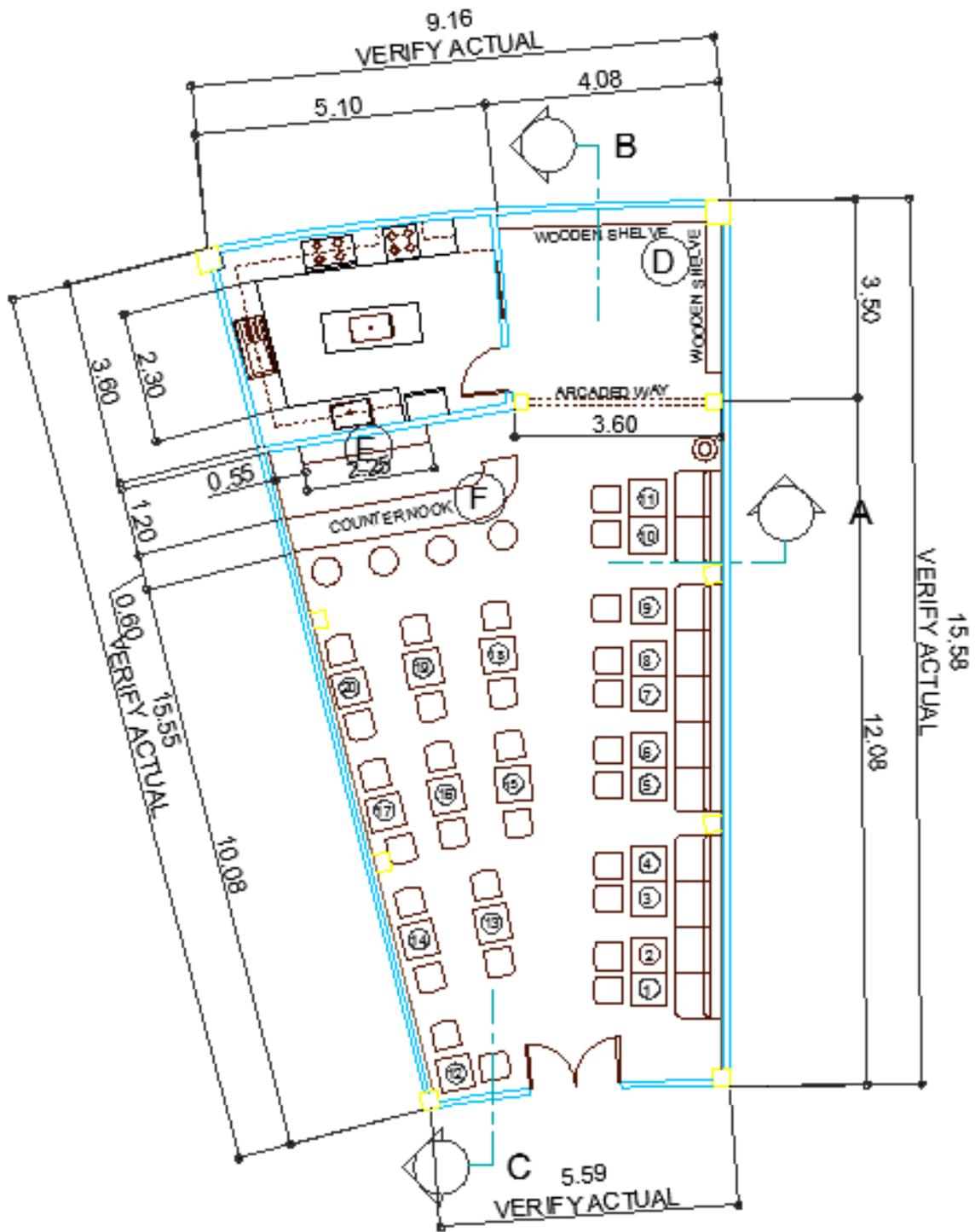
Physical address

Recent evaluations show that there is a growing demand for a new year-round French restaurant in Bacolod and particularly in your **Robinsons City Walk** where every restaurant is fully booked during lunch time. Due to excellent image coverage of the many eating / shopping / entertaining facilities in the Robinsons Mall of Bacolod, the food & shopping hunters have become more and more aware of the excellent opportunities available here.

We would like to be located at the lot C3001. This location has been selected because of its fair price, top location, catch market, esteem, size, visibility, and image. The center of the town of is only 1 km from the location and is easily accessed by road (car, jeepney or bike) or by foot (trails). The Robinsons Mall offers a wonderful addition to LE BISTROT experience due to its quiet setting (around a fountain), shopping facilities, several restaurants serving international as well as local foods, small but vibrating nightlife, and more.

LE BISTROT restaurant will be set in a 110 m² area is leased from Robinsons Land Corporation. The lease shall be **for 3 years at a time**, renewable indefinitely.

Layout



Perspective



Inspirations/Samples



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Main financial objectives

Business objectives

1. Increase revenues with **15% each year** over the **next 3 years**
2. Company growth by **40%** in 3 years
3. Become established as **a renowned first real French Bistro**

Financial objectives

1. Obtain financing of start-up and beginning balance budget in the amount of € 25,000
2. Increase profit margin to **30%** by the next 5 years.

Marketing objectives

1. Start a presence on the Internet including an Online Reservation System (www.lebistrot.ph)
2. Expand the marketing reach
3. Increase the brand name recognition (opening of a franchise)

Business formation

“As One”

HOST-NGO is a network of skilled professionals, who are actively involved in development projects. It is a not-for-profit organization, which was established in 2008 in France and holds the legal status of an association (“Loi 1901”). HOST-NGO holds the mission to build a world-wide cooperation channel engaging local and international counterparts, such as local authorities and non-profit organizations, in solidarity projects.

HOST-NGO Philippines has been recently incorporated as a non-stock corporation under number: CN201427857.

HOST-NGO members are voluntarily deploying human resources, technical expertise and strategic vision to support the development of local communities, anywhere the organization is able to reach out to. They participate into the design of development projects along with local and international partners, and ensure the sound implementation of all projects and activities on the field.

Some abroad volunteers are already helping us in the design and conceptualization of this solidarity social business and probably some volunteer Chefs will be coming over Bacolod to participate and enhance LE BISTROT’s service quality.

Directors:

The managing director is Mr. Ton-Trong Ho and Mrs. Sara Vial will act as secretary for the business both representing the Management Committee of HOST-NGO Philippines for LE BISTROT.

The Board of Directors consists of Mr. Noel J. Fuentes, Mrs. Nicole C. Baroy, Mr. Harish N. Nandwani, Mrs. Rosalie D. Destua, Mr. Loben R. Ceballos, and they have the principal responsibility for fulfillment of the bistro's mission and the legal accountability for its operations.

Our Board of Directors further ensures adequate human and financial resources and actively monitors and evaluates the organization's executive director/CEO, as well as the overall financial results. The board members approve and implement policies to ensure achievement of the mission of the organization and to prevent perceived, potential or actual conflict of interest. They will accomplish these functions through regular meetings scheduled monthly.

Management and staff team: (recruitment is ongoing)

LE BISTROT's management team has direct knowledge of the hospitality industry and possesses the necessary professional administration skills. Our team includes Food processing, Management, Accounting, Marketing and professionals with at least 5 years of experience. The team tailors to the needs of the corporate or individual client.

Personnel: The 5-year projection - *More details in the Business Plan in the annexes or enclosed*
(PHP)

	2014	2015	2016	2017	2018	Total
Management						
Headcount	2	2	2	2	2	2
Payroll	134,989	194,384	209,935	226,729	244,868	1,010,904
Bonuses						
Payroll burden	14,849	21,382	23,093	24,940	26,935	111,199
Total cost	149,838	215,766	233,027	251,669	271,803	1,122,103
General & Administrative						
Headcount	1	1	1	1	1	1
Payroll	23,998	155,507	167,948	181,383	195,894	724,730
Bonuses						
Payroll burden	2,640	17,106	18,474	19,952	21,548	79,720
Total cost	26,638	172,613	186,422	201,336	217,442	804,450
Vocational Dept.						
Headcount	4	4	4	4	4	4
Payroll	202,800	262,829	283,855	306,564	331,089	1,387,136
Bonuses						
Payroll burden	22,308	28,911	31,224	33,722	36,420	152,585
Total cost	225,108	291,740	315,079	340,285	367,508	1,539,721
Kitchen						
Headcount	2	2	2	2	2	2
Payroll	219,987	285,104	307,912	332,545	359,148	1,504,696
Bonuses						
Payroll burden	24,199	31,361	33,870	36,580	39,506	165,517
Total cost	244,186	316,465	341,782	369,125	398,655	1,670,212
Bar						
Headcount	2	2	2	2	2	2
Payroll	199,995	259,193	279,928	302,323	326,509	1,367,947
Bonuses						
Payroll burden	21,999	28,511	30,792	33,255	35,916	150,474
Total cost	221,994	287,704	310,721	335,578	362,424	1,518,421
Salle						
Headcount	1	1	1	1	1	1
Payroll	99,997	129,597	139,964	151,161	163,254	683,974
Bonuses						
Payroll burden	11,000	14,256	15,396	16,628	17,958	75,237
Total cost	110,997	143,852	155,360	167,789	181,212	759,211
Overall total						
Headcount	12	12	12	12	12	12
Payroll	881,766	1,286,613	1,389,542	1,500,705	1,620,761	6,679,387
Payroll burden	96,994	141,527	152,850	165,078	178,284	734,733
Total personnel cost	978,760	1,428,140	1,542,391	1,665,783	1,799,045	7,414,119

Licenses and Permits

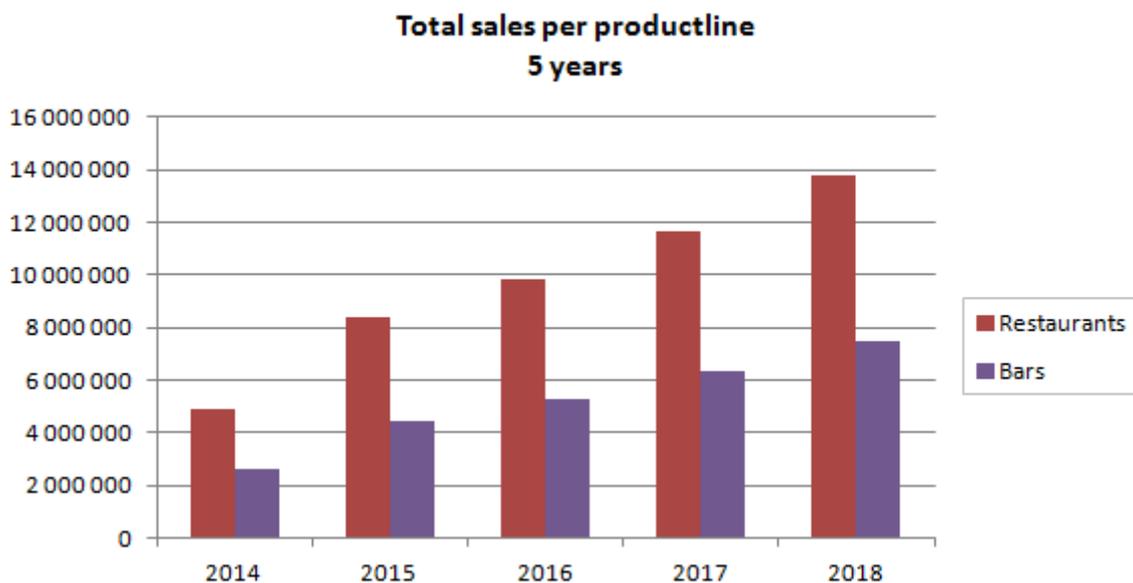
Our attorneys and development team are assisting us with all of the property use, permitting, environmental, and construction issues inherent in the development of our restaurant, as well as financing, and other development related issues.

LE BISTROT will obtain the following required licenses:

- Bacolod Mayor Business Permit
- BIR agreement
- Restaurant and food licenses
- Alcohol licenses – wine/liqueur

Sales

HOST-NGO estimates 2015 minimum sales to reach PHP 12,800,000, with net earnings of PHP 532,000 (4% of sales), by the end of 2015.



More details in the Business Plan in the annexes or enclosed

Vision of the future

The planned company can look forward to a promising future, because of our experienced staff, our careful planning, and the potential of the targeted market segments. Our pre-market research has shown the intended market to have plenty of possible venues for a restaurant such as LE BISTROT intends to run in Bacolod or Visayas. The management style is flexible, progressive and energetic. Enthusiasm of the management as well as the employees will greatly stimulate the envisioned the franchise's growth.

Development

HOST-NGO is currently mapping the site, water and sewage, power lines, etc. Construction and decoration and development are to commence by April 2014. **Phase 1** should be completed by May 2014, and we have scheduled to start operations in June 2014.

The following is the proposed development schedule, to be implemented after financing is secured:

- **Design**
 - Status: started
- **Approval and Permits**
 - Status: Have to be submitted
- **Renovation**
 - Status: to start in April 2014
- **Start of operations**
 - Planned for June 2014

Annexes

- SEC certificate
- SEC Articles of Incorporation and By-laws

Enclosed documents

- Project Proposal details (HOST-NGO_LeBistrot_Application-RobinsonsLandCorporation_140331.docx)
- Business Plan (LEBISTROT-Robinsons-values_only_financials.xlsx)
- Development Site drawings (DevSiteDrawing01-08)



REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
ILOILO EXTENSION OFFICE
SEC Building, General Hughes Street
Iloilo City

COMPANY REG. NO. **CN201427857**

CERTIFICATE OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

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

**HUMANITARIAN OPEN SOURCE TOUCH-NGO
(HOST-NGO) PHILIPPINES, 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.

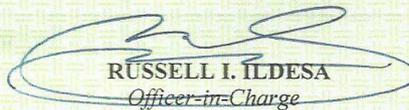
This Certificate grants juridical personality to the corporation but does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, closed-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 **Iloilo City, Philippines**, this 2nd day of **April**, Two Thousand Fourteen.



BY AUTHORITY OF THE COMMISSION:


RUSSELL I. ILDESA
Officer-in-Charge

Per SEC Office Order No.116 Series of 2012

ARTICLES OF INCORPORATION
OF



HUMANITARIAN OPEN SOURCE TOUCH-NGO (HOST-NGO)
PHILIPPINES, INC.

KNOW ALL MEN BY THESE PRESENTS:

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

Print

THAT WE HEREBY CERTIFY:

ARTICLE I: That the name of the association shall be

HUMANITARIAN OPEN SOURCE TOUCH-NGO (HOST-NGO)
PHILIPPINES, INC.

ARTICLE II: That the purposes for which this association is formed are:

1. HOST-NGO Philippines, Inc. is a non-stock, non-profit organization whose purpose is to devote human resources and technical expertise to develop, build and sustain a network of skilled professionals, from impoverished and disadvantaged individuals or communities within the Philippines.

2. To help achieve the purpose stated in paragraph 1, HOST-NGO Philippines, Inc. is formed also to acquire, manage, use, and/or operate, real properties, such as but not limited to camp or conference sites or facilities, including mess halls, kitchen or kitchenette, dining halls, buildings, dorms, retreat centers, living quarters, as well as personal properties, including but not limited to all kinds of equipment, tools, machines, vehicles, materials, and other resources, et cetera.

Signature

Signature

ARTICLE III: That association shall have its principal office at:

No. /Street: No. 1 Rufino St., Lacson Extension, Brgy. 39

City/Town: Bacolod City

Province : Negros Occidental

Signature

Signature

ARTICLE IV: That the term for which said association is to exist is FIFTY (50) from years from and after the date of issuance of the certificate of incorporation.

ARTICLE V: That the names, nationalities, and residences of the incorporators majority of whom are residents of the Philippines, are as follows:

Names	Nationality	Residences (complete address)
1. Loben Rafael D. Ceballos	Filipino	Lot 26 Blk 10, Mariveles St., Marapara Hts., Brgy. Bata, Bacolod City
2. Maria Nicole C. Baroy	Filipino	cor. Beta and Rho Sts., Greenville 1 Subd., Brgy. Estefania, Bacolod City
3. Rosalie DLC Destua	Filipino	Block 42 Lot 9 Goldcrest Subd. Phase 3, Bacolod City
4. Haris N. Nandwani	Filipino	No. 17, 101 Ave., Greenplains Subd., Brgy. Singcang, Bacolod City
5. Noel J. Fuentes	Filipino	2026 Uno Mayo St., Capitol Hts. Subd., Bacolod City

ARTICLE VI: That the number of directors of the association shall be FIVE (5); and that the names, nationalities and residences of the first trustees of the association, majority of who are residents of Philippines, are as follows:

Names	Nationality	Residences (complete address)
1. Loben Rafael D. Ceballos	Filipino	Lot 26 Blk 10, Mariveles St., Marapara Hts., Brgy. Bata, Bacolod City
2. Maria Nicole C. Baroy	Filipino	cor. Beta and Rho Sts., Greenville 1 Subd., Brgy. Estefania, Bacolod City
3. Rosalie DLC Destua	Filipino	Block 42 Lot 9 Goldcrest Subd. Phase 3, Bacolod City
4. Haris N. Nandwani	Filipino	No. 17, 101 Ave., Greenplains Subd., Brgy. Singcang, Bacolod City
5. Noel J. Fuentes	Filipino	2026 Uno Mayo St., Capitol Hts. Subd., Bacolod City

ARTICLE VII: That the total contributed capital of the association is PHP 10,000.00 (Ten Thousand Pesos) contributed by the incorporators, trustees and members.

ARTICLE VIII: 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 of the Philippines 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 provisions of Title XI of the Corporation Code of the Philippines.

ARTICLE IX: That Rosalie DLC Destua has been elected by the members as Treasurer of the association to act as such until her successor is duly elected and qualified in

accordance with the by-laws; and that as such Treasurer, she has been authorized to receive for and in the name and for the benefit of the association, all contributions and donations to the association.

ARTICLE X: That the incorporators and trustees undertake to change the name of the association as herein provided, or as amended thereafter, immediately upon receipt of the 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.

Print

ARTICLE XI: That this association, being a non-stock, non-profit corporation, shall be governed by the following policies in accordance with existing laws, rules and regulations:

- a) Any income that may be derived from its operation shall not be inure to the benefit of any officer or member but shall be used solely by carry out its purposes;
- b) The Board of Trustees shall not receive any kind of salary or fixed compensation;
- c) Not less than 70% of the total fund of the foundation shall be used for its projects/purposes and not more than 30% of said fund shall be used for administrative expenses; and
- d) In case of the dissolution of the Association, the remaining property or funds shall be donated to a similar organization or to the government of the Philippines.

ARTICLE XII. That the association shall comply with the requirements for non-stock corporation in the course of its operation.

IN WITNESS WHEREOF, we have hereunto set our hands this March 31, 2014 at Bacolod City, Philippines.


LOBEN RAFAEL D. CEBALLOS
TIN: 156-059-487


MARIA NICOLE C. BAROY
TIN: 233-952-207

Print
ROSALIE DELA CRUZ DESTUA
TIN: 153-045-320

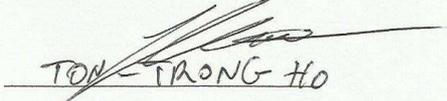

HARIS N. NANDWANI
TIN: 118-185-866


NOEL J. FUENTES
TIN: 161-455-187



Signed in the presence of:


SARA VIAL


TON-TRONG HO

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF BACOLOD) S.S.

Before me, the undersigned Notary Public in and for Bacolod City, Philippines,
March 31, 2014, personally appeared;

Names	TIN/ID/PASSPORT No.	Date & Place Issued
1. Loben Rafael D. Ceballos	156-059-487	<u>Bacolod City</u>
2. Maria Nicole C. Baroy	233-952-207	<u>Bacolod City</u>
3. Noel J. Fuentes	161-455-187	<u>Bacolod City</u>
4. Rosalie dela Cruz Destua	153-045-320	<u>Bacolod City</u>
5. Haris N. Nandwani	118-185-866	<u>Bacolod City</u>

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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 witness whereof, I have hereunto set my hand and affixed my notarial seal on the sate and at the place first above written.

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Doc. No. 196 ;
Page No. 39 ;
Book No. VI ;
Series of 2014.

Notary
Handwritten signature
MICHAEL T. SUNIO
NOTARY PUBLIC
for and in the City of Bacolod, Talasea, Murcia,
E.B. Magalona, Don Salvador Benedicto
Province of Negros Occidental
UNTIL 12-31-15
NOTARIAL COMM. NO. 0072-15
Roll of Attorneys No. 51552
MCLE COMP. IV-00011168, 02-05-13
IBP OR No. 929281, 01-02-14
PTR No. 5441344, 01-02-14
Acacia Cor. Birch Rd., Villa Angeles,
Brgy. Villamonte, Bacolod City

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SEC-IEO
APR 02 2014
RECEIVED BY: _____

(Non-Stock)

BY-LAWS

OF

HUMANITARIAN OPEN SOURCE TOUCH-NGO (HOST-NGO)
(Name of Corporation)
PHILIPPINES, INC.

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 15 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.

J. Jordan
[Signature]

[Signature]
[Signature]

- 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.

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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.

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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.

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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;

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- 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.

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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.

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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.

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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 31st day of March, 20 14 in Bacolod City, Philippines
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)

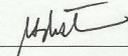
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NOEL J. FUENTES

