

ESTTA Tracking number: **ESTTA806557**

Filing date: **03/10/2017**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Proceeding	92063674
Party	Plaintiff Consueloongpauco-Cauton
Correspondence Address	MELVIN N A AVANZADO THE AVANZADO LAW FIRM 1880 CENTURY PARK EAST, SUITE 1100 LOS ANGELES, CA 90067 UNITED STATES mel@avanzadolaw.com, elaine@avanzadolaw.com
Submission	Other Motions/Papers
Filer's Name	Melvin N.A. Avanzado
Filer's e-mail	mel@avanzadolaw.com
Signature	/Melvin N.A. Avanzado/
Date	03/10/2017
Attachments	2017-03-11 Exh 3 R-Z to Avanzado Decl - Cauton.pdf(4416937 bytes )

**IN THE UNITED STATES PATENT AND TRADE MARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

CONSUELO ONGPAUCO-CAUTON,

Petitioner,

v.

JUNE FRANCIS RONO, ASHLEY KRISTEN  
C. RONO AND JUSTIN CHRISTIAN C.  
RONO,

Registrants.

Cancellation No. 92063674

In the Matter of Registration No. 4,034,365  
Mark: BARRIO FIESTA EXPRESS  
Date Issued: October 4, 2011

*[Motion for Summary Judgment; Separate  
Statement of Undisputed facts; Request for Judicial  
Notice; Declaration of Melvin N.A. Avanzado filed  
concurrently herewith]*

**EXHIBITS R THROUGH Z OF EXHIBIT 3 TO**  
**DECLARATION OF MELVIN N.A. AVANZADO**

# **EXHIBIT “R”**



CONFIDENTIAL

EXHIBIT 35  
 WIT: CANTON  
 DATE: 4-20-16  
 Jeanine Curcione, CSR, RPR

EXHIBIT 35  
 WIT: Santos  
 DATE: 4-19-16  
 Jeanine Curcione, CSR, RPR

EXHIBIT 35  
 WIT: CM PAVO  
 DATE: 4-18-16  
 Jeanine Curcione, CSR, RPR

NE000517

35

# **EXHIBIT “S”**



CONFIDENTIAL

36



EXHIBIT 36  
WIT: Canton  
DATE: 4-20-16  
Jeanine Curcione, CSR, RPR

EXHIBIT 36  
WIT: Engpawco  
DATE: 4-18-16  
Jeanine Curcione, CSR, RPR

NE 000613

# **EXHIBIT “T”**





Republic of the Philippines  
**Securities and Exchange Commission**

EDSA, Greenhills, Mandaluyong  
 Metro-Manila

S.E.C. Reg. No. 144893

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

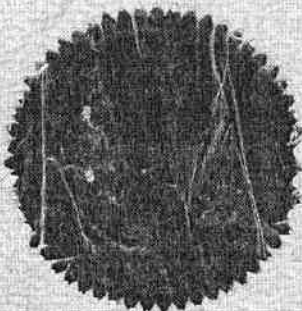
WHEREAS, Articles of Incorporation and By-Laws duly signed and acknowledged for the organization of the

**BARRIO FIESTA MANUFACTURING CORPORATION**

under and in accordance with the provisions of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, were presented for filing in this Commission on November 17, 1987, and a copy of said Articles and By-Laws are hereto attached;

NOW, THEREFORE, by virtue of the powers and duties vested in me by law, I do hereby certify that the said Articles of Incorporation and By-Laws were, after due examination to determine whether they are in accordance with law, duly registered in this Commission on the 10<sup>th</sup> day of December, Anno Domini, Nineteen Hundred and eighty-seven.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 10<sup>th</sup> day of December, in the year of our Lord nineteen hundred and eighty-seven.



*Rosario N. Lopez*  
**ROSARIO N. LOPEZ**  
 Associate Commissioner

EXHIBIT 37  
 WIT: Ongpauco  
 DATE: 4-18-16  
 Jeanine Curcione, CSR, RPR



BY - LAWS

OF

*Barrío Fiesta Manufacturing Corporation*

ARTICLE I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions - Subscribers to the capital stock of the corporation shall pay to the corporation the subscription value or price of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificates - Each stockholder shall be entitled to one or more certificates for such fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificates, which must be issued in consecutive order, shall bear the signature of the President, manually countersigned by the Secretary or Assistant Secretary, and sealed with the corporate-seal.

Section 3. Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, ceded, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer, <sup>except between parties</sup> shall be valid and binding on the corporation only upon record thereof in the books of the corporation, cancellation of the certi-

*Manuel L. Tanay*  
MANUEL L. TANAY

*Manuel L. Tanay*  
MANUEL L. TANAY

*Silvia P. Evangelista*  
SILVIA P. EVANGELISTA

*Asuncion B. Onopaugo*  
ASUNCION B. ONOPAUGO

*Benigno E. Onopaugo Jr.*  
BENIGNO E. ONOPAUGO JR.

- 2 -

ificate surrendered to the Secretary, and issuance of a new certificate to the transferee.

No shares of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub of the certificate book.

Section 4. Lost Certificates - In case any certificate for the capital stock of the corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed by law, particularly Section 73 of the Corporation Code.

Section 5. Fractional Shares - No certificate shall be issued evidencing ownership of a fractional part of a share.

## ARTICLE II

### MEETINGS OF STOCKHOLDERS

Section 1. Regular Meetings - The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held on the second Saturday of May each year at 2:00 o'clock in the afternoon in the principal office, if ~~not~~ a legal holiday, then on the day following. The Board of directors may provide, however, that the regular meeting shall be held at such other ~~date and~~ time as shall be specified in the notice of the meeting.

- 3 -

Section 2. Special Meeting - The special meetings of stockholders, for any purpose or purposes, may at any time be cancelled by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the ~~subscribed~~ <sup>outstanding</sup> capital stock entitled to vote; (b) Chairman, or in his absence the President.

Section 3. Place of Meeting - Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. Notice of Meeting - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mailing the notice at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known post office address or by publishing the notice in a newspaper of national circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting. Notice of any meeting may be waived, expressly or impliedly by any stockholder, in person, or by proxy, before or after the meeting.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting

*[Signature]*  
CORDEON O. TANAYO

*[Signature]*  
MANUEL E. TANAYO

*[Signature]*  
SIXTA P. EXANGELISTA

*[Signature]*  
ASUNCION P. ONEPAUGO

*[Signature]*  
BERNARDINO E. ONEPAUGO JR.



- 4 -

at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum - Unless otherwise provided by law, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present. ~~The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.~~

Section 6. Conduct of Meeting - Meeting of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary, or in his absence, the Assistant Secretary, Shall act as Secretary of every meeting, but if neither the Secretary, nor the Assistant Secretary is present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without notice other than announced at the meeting.

Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary.

*any other*  
CORALON O. TIRADO

*[Signature]*  
MINOR L. TAMAYO

*[Signature]*  
SILTA P. MARCELISTA

*[Signature]*  
ASUNCION C. OMPAUCO

*[Signature]*  
DOMINIC E. OMPAUCO JR.

- 5 -

All proxies must be in the hands of the secretary not later than ten (10) days before the time set for the meeting. Such proxies filed with the secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the secretary at least three (3) days prior to a scheduled meeting or by their personal presence at the meeting. The decision of the secretary on the validity of proxies shall be final and binding until set aside by a court of competent jurisdiction.

Section 8. Closing of transfer Book or Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof, or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period, but not to exceed, in any case, twenty (20) days. If the stock and transfer books be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least ten (10) working days immediately preceding such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders. Such date shall in no case be more than twenty (20) days prior to the date on, which the particular action requiring such determination of stockholders is to be taken, except in instance where applicable rules and regulations provide otherwise.

*ay. ay. - 17*  
CORLON O. MAMAYO

*[Signature]*  
HARREL L. TAMAYO

*[Signature]*  
SANTA P. EMANGELISTA

*[Signature]*  
ASUNCION C. ONCEAUCO

*[Signature]*  
ROBERTO E. ONCEAUCO JR.

- 6 -

## ARTICLE III

## BOARD OF DIRECTORS

Section 1. Powers of the Board - Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers:

- a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, as the transaction of the business of the corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient.
- c) To invest the funds of the corporation in another corporation or business or for any other purposes other than those for which the corporation was organized, whenever in the judgement of the Board of Directors the interests of the corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidence of such indebtedness including, without limitation, notes,



- 7 -

deeds of trust, instruments, bonds, debentures, or securities, subject to such stockholder approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the corporation;

e) To guarantee, for and in behalf of the corporation obligations of other corporations or entities in which it has lawful interest;

f) To make provisions of the discharge of the obligations of the corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the corporation lawfully issued for the purpose;

g) To impose conditions as the Board may deem convenient, subject to the limitations prescribed by law, regarding the transfer of shares issued in total or partial payment of debts contracted or properties acquired by, or services rendered to the corporation;

h) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the corporation whenever in the Board's judgment, the corporation's interest would thereby be promoted;

i) To establish pension, retirement, bonus, profit-sharing, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation and to determine the persons to participate in any such plans and the amount of their respective participations;

j) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation, and likewise, to

*[Signature]*  
COCAGON C. TANAYO

*[Signature]*  
MANUEL L. TANAYO

*[Signature]*  
SANTA P. EVANGELISTA

*[Signature]*  
ASUNCION E. ONEPAUCO

*[Signature]*  
BONIFACIO E. ONEPAUCO JR.

- 8 -

grant installments for the payments or settlement of whatsoever debts are payment to the corporation;

k) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the corporation to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the corporation with such powers ( including the power to sub-delegate), and upon such terms, as may be deemed fit;

1) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under any existing law, rules or regulation.

Section 2. Election and Term - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

Section 3. Vacancies - Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of terms, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise , the vacancy must be filled by the stockholders at a regular or special meeting called for that purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Any directorship to be filled be reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders

*[Signature]*  
CORBON O. AMAYO

*[Signature]*  
MANUEL L. TIRAYO

*[Signature]*  
SANTA P. EVANGELISTA

*[Signature]*  
ASUNCION C. ONGPAUCO

*[Signature]*  
BOLEFACIO E. ONIPA UCO JR.

- 9 -

duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting,

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in this by-laws,

Section 4. Meetings - Regular meetings of the Board of Directors shall be held once every quarter of the year on such dates and at such times and places as the Chairman of the Board, or in his absence, the President, or upon the request of a majority of the directors and shall be held at such places as may be designated in the notice.

Section 5. Notice - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telex, telegram, or by written or oral message. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum - A majority of the number of directors as fixed in the articles of Incorporation shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

*[Signature]*  
OSCAR D. TANAYO

*[Signature]*  
MANUEL L. TANAYO

*[Signature]*  
SIXTA P. EVANGELISTA

*[Signature]*  
ASUNCION C. ONCEPAUCO

*[Signature]*  
EDUARDO E. ONCEPAUCO JR.



- 10 -

Section 7. Conduct of the meetings - Meetings of the Board of directors shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary, or in his absence, the Assistant Secretary, shall act as secretary of every meeting, but if neither the secretary nor an Assistant Secretary is present, the Chairman of the meeting, shall appoint a secretary of the meeting.

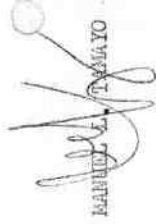
Section 8. Compensation - By resolution of the Board, each director, shall receive a per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

## ARTICLE IV

## OFFICERS

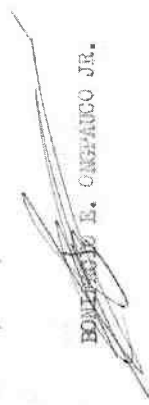
Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the President, the Treasurer, and the Secretary, at said meeting, the Board may also appoint a Assistant Treasurer and Assistant Secretary,

  
CONDON O. ALANA O

  
MANUEL A. TANYAG

  
SILATA P. EVANGELISTA

  
ASUNCION G. ONEPAICO

  
BONIFACIO E. ONEPAICO JR.

- 11 -

all of whom need not be directors of the corporation, and who shall be referred to as by-laws officers.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper.

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and treasurer or Secretary at the same time.

Section 2. Chairman of the Board - The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. President, General Manager and Treasurer - The President, who shall be a director, shall be the Chief executive Officer of the corporation and shall also have administration and direction of the day-to-day business affairs of the corporation. He shall exercise the following functions:

- a) To preside at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman of the Board of Directors;
- b) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Director, including those for executive training, development and compensation;
- c) To have general supervision and management of the business affairs and property of the corporation;
- d) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;

*[Signature]*  
CRAZON TAMAYO

*[Signature]*  
MANUEL J. TAMAYO

*[Signature]*  
SILVIA P. FRANGELISTA

*[Signature]*  
ASUNCION C. ONEPAUCO

*[Signature]*  
DOMESTICO E. ONEPAUCO JR.

- 12 -

e) Subject to guidelines prescribed by law, to appoint remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;

f) To oversee the preparation of the budgets and the statements of accounts of the corporation;

g) To prepare such statements and reports of the corporation as may be required of him by law;

h) To represent the corporation at all functions and proceedings;

i) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;

j) To make reports to the Board of Directors and stockholders;

k) To sign certificates of stock;

l) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s), subject always to his supervision and control.

Section 4. The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and records and shall be the recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties:

*Corson O. Tamayo*  
CORSON O. TAMAYO

*Muel L. Tamayo*  
MUEL L. TAMAYO

*Sista P. Evangelista*  
SISTA P. EVANGELISTA

*Asuncion E. Ompeauco*  
ASUNCION E. OMPEAUCO

*Domitacio E. Ompeauco Jr.*  
DOMITACIO E. OMPEAUCO JR.



- 13 -

a) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;

b) To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;

c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;

d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;

e) To certify to such corporate acts, countersign corporate documents or certificates, and to make reports or statements as may be required of him by law or by government rules and regulations.

f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties,

*Corbon C. Tamayo*  
CORBON C. TAMAYO

*Manuel L. Tamayo*  
MANUEL L. TAMAYO

*Sixta P. Evangelista*  
SIXTA P. EVANGELISTA

*Asuncion C. Onrauco*  
ASUNCION C. ONRAUCO

*Benigno E. Onrauco Jr.*  
BENIGNO E. ONRAUCO JR.

- 14 -

powers and functions to any other person or persons, subject always to his supervision and control.

g) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 5. The Assistant Secretary - In the absence or disability of the Secretary, the Assistant Secretary shall act in his place and perform his duties. The Secretary may, subject always to his supervision and control, delegate any or all of his powers, duties and functions to the Assistant Secretary. The Assistant Secretary shall also perform such other duties as may, from time to time, be assigned to him by the Board of Directors or the President.

Section 6. The Treasurer - The Treasurer of the corporation shall be its chief fiscal officer and the custodian of its funds, securities and property. The Treasurer shall have the following duties:

- a) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b) To have custody of, and be responsible for, all funds, securities and bonds of the corporation;
- c) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;
- d) To render an annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, the Chairman, or the President may, from time to time require;
- e) To prepare such financial reports, statements,

*[Signature]*  
CONAZON O. TANAYO

*[Signature]*  
MANUEL A. TANAYO

*[Signature]*  
SILVIA P. EVANGELISTA

*[Signature]*  
ASUNCION D. ONTEPAUCO

*[Signature]*  
EDUARDO E. ONTEPAUCO JR.

- 15 -

certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;

f) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 7. Term of Office - The term of office of all officers shall be for a period of one (1) year and until their successors are duly elected and qualified. Such officers may however be sooner removed for cause.

Section 8. Vacancies - If any of the officers becomes vacant by reason of death, resignation, failure to qualify, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 9. Compensation - The by-laws officers shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from servicing the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

#### ARTICLE V

##### INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Corporation shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding

- 16 -

(other than an action by the corporation) to which he may be, or is, made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct.

In the event of a settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not ~~commit~~ a breach of duty as such director or officer.

The amount payable by way of indemnity shall be determined and paid only pursuant to a resolution adopted by a majority of the members of the Board of Directors.

The cost and expenses incurred in defending the aforementioned action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceedings as authorized in the manner provided for in the preceding paragraph upon receipt of an indertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

#### ARTICLE VI

##### OFFICES

Section 1. The Principal office of the corporation shall be located in EDSA Corner Rochester, Mandaluyong,

*[Signature]*  
CORAZON O. TAMAYO

*[Signature]*  
MARQUEE J. TAMAYO

*[Signature]*  
SILVA P. EVANGELISTA

*[Signature]*  
ARUNDO C. ONGPAUGO

*[Signature]*  
BOYD E. ONGPAUGO JR.



- 17 -

Metro-Manila, Philippines. The Corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate or as the business of the corporation may, from time to time require.

## ARTICLE VII

## AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External auditors - At the regular stockholders' meetings the external auditor or auditors of the corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the earnings and expenses of the corporation and shall certify the remuneration of the external auditor or auditors as determined by the Board of Directors.

Section 2. Fiscal Year - The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law and applicable rules and regulations.

## ARTICLE VIII

## AMENDMENTS

Section 1. These by-laws may be amended or repealed by the affirmative vote of at least a majority of the

- 18 -

Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the Power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

## ARTICLE IX

## SEAL

Section 1. Form and Inscriptions - The corporate seal shall consist of two concentric circles within which shall be inscribed:

BARRIO FIESTA MANUFACTURING CORPORATION

~~DIRECTOR'S CERTIFICATE~~

The foregoing by-laws were adopted by all the stockholders of the corporation on Nov. 16, 1987 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 16<sup>th</sup> day of Nov., 1987 at Manila, Philippines.

DOMESTICO E. ONGRAUO JR.

ASUNCION G. ONGRAUO

MANUEL L. TAMAYO

CORAZON O. TAMAYO

SIXTA P. EVANGELISTA

# **EXHIBIT “U”**



85



Republic of the Philippines  
**Securities and Exchange Commission**

EDSA, Greenhills, Mandaluyong  
 Metro-Manila

S.E.C. Reg. No. 146893

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

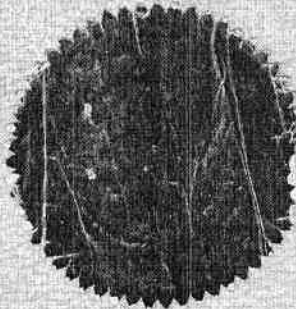
WHEREAS, Articles of Incorporation and By-Laws duly signed and acknowledged for the organization of the

**BARRIO FIESTA MANUFACTURING CORPORATION**

under and in accordance with the provisions of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, were presented for filing in this Commission on November 17, 1987, and a copy of said Articles and By-Laws are hereto attached;

NOW, THEREFORE, by virtue of the powers and duties vested in me by law, I do hereby certify that the said Articles of Incorporation and By-Laws were, after due examination to determine whether they are in accordance with law, duly registered in this Commission on the 10<sup>th</sup> day of December, Anno Domini, Nineteen Hundred and eighty-seven.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 10<sup>th</sup> day of December, in the year of our Lord nineteen hundred and eighty-seven.



*Rosario N. Lopez*  
**ROSARIO N. LOPEZ**  
 Associate Commissioner

**EXHIBIT** 38  
 WIT: Org. p. 10  
 DATE: 1-18-16  
 Jeanine Curcione, CSR, RPR



## ARTICLES OF INCORPORATION

OF

"BARRIO FIESTA MANUFACTURING CORPORATION"

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned of legal ages, all of whom are citizens and residents of the Philippines, have on this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY THAT

FIRST: THE NAME OF THE SAID CORPORATION SHALL BE :

"BARRIO FIESTA MANUFACTURING CORPORATION"

SECOND: That the purposes for which the corporation is formed are:

PRIMARY

To bottle, can, cure, preserve, prepare, process, manufacture, repack, market, salt dry, distribute, ship and sell processed foods such as bagoong, shrimp or fish sauce, vinegar and other related native food products; to buy, sell, import, export and trade in such products; to buy or otherwise acquire, to can, sell, deal in and deal with, import, export food, and food products of every class and description, fresh canned or preserved or otherwise and food and other preparations to own, lease and establish canning, processing, manufacturing, preserving plants and storage building and facilities; to own, acquire, pledge, buy, sell, convey, assign, and transfer fish and their by-products, goods and merchandise, real and personal property of every kind and description which maybe incidental in carrying out the business of the corporation.

SECONDARY PURPOSES

To buy, sell, raise, produce and generally deal in with fish poultry and all other wild products; and products and food products and by-products.

To the extent permitted by law, to purchase, acquire, hold, sell, convey, lease, let, mortgage, encumber and otherwise deal with such property, real or personal or mixed, in any part of the Philippines or any other country, as the purpose for which the corporation is formed may permit, and as maybe reasonably necessary required for the transaction of the lawful business of the corporation.

To engage the services of technicians, counsellors, professionals, employees, workers or agents as maybe desire or needed in the conduct of the work of the corporation.

MANUEL D. TAYAN  
CORAZON Q. TAMAYO

SIXTA P. EVANGELISTA

BONIFACIO E. ONGPAUCO, JR.  
ASUNCION C. ONGPAUCO

CONFIDENTIAL - ATTORNEYS EYES ONLY



(2)

As maybe necessary or incidental to the purposes for which the corporation is organized, to ~~advance money or give credit~~ to such persons, firms and companies under such terms as maybe thought for and in particular, to customers, persons, firms and companies dealing with the corporation and to give guaranty or become surety for any such persons, firms or companies without necessarily engaging in surety business.

To acquire by purchase, own, let lease, sell, convey and rent real properties such as lands, buildings, factories and warehouses and machineries, equipments and other personal properties as maybe necessary or incidental to the conduct of the corporate business, and to pay in cash shares of its capital stock, debentures and other evidence of indebtedness, or to her securities as maybe deemed expedient for the business of the corporation.

To borrow or raise money necessary to meet the financial requirements of the business by the issuance of bonds, promissory notes and other evidences of indebtedness and to secure the repayment thereof by mortgage, pledge, deed of trust or loan upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.

To invest and deal with the moneys and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms it shall see fit to accept.

To engage in, conduct and carry on the business of buying, selling, distributing, marketing at wholesale or retail in so far as maybe permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description and to enter into all kinds of contracts for the export, import, purchase, acquisition, sale on wholesale or retail and other disposition for its own account as principal or in representative capacity as manufacturer's representative merchandise broker, indenter, commission merchant, factor or agents, upon consignment of all kinds of goods, wares, merchandise or products whether natural or artificial.

To invest and deal with the moneys and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell dispose of or transfer the business, properties and goodwill of the corporation, or any part thereof for such consideration and under such terms and conditions it shall see fit to accept.

To aid in any manner corporation, association or trust estate domestic or foreign or any firm or individual, any shares of stock in which or may bonds, debentures, notes, securities, evidences of indebtedness, contracts for obligations of which are held by or for this corporation directly or indirectly or through other corporations or otherwise.

To enter into any lawful arrangement for sharing profits, union of interest, utilization or farmout agreement, reciprocal concession or cooperation with any corporation, association, partnership syndicate, entity persons or governmental, municipal, or public authority domestic or foreign, in carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

MANUEL L. TAMAYO

CORAZON O. TAMAYO

SIXTA P. EVANGELISTA

BONIFACIO E. ONGPAUCO, JR.

ASUNCION L. ONGPAUCO



(3)

To establish and operate one or more offices or agencies and to carry out any of all of its operations and business without any restrictions as place ~~or amount~~ including the right to hold, purchase, or otherwise acquire deal, mortgage, pledge, and convey any real or personal property anywhere within the Philippines.

To distribute the surplus profits of the corporations to the stockholders thereof in kinds, namely property of the corporation particularly any shares of stock debentures or securities of other companies belonging to the corporation.

To conduct and transact any and all lawful business and to do or cause to be done any one or more of the acts and things therein set forth as its purposes, within or without the Philippines and in any and all foreign countries and to do everything necessary, desirable, or incidental to the accomplishments of the purpose or the exercise of any one of more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the principal office of the corporation shall be established or located at EDSA Cor. Rochester, Mandaluyong, Metro-Manila.

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

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

NAME	NATIONALITY	RESIDENCE
BONIFACIO E. ONGPAUCO, JR.	Filipino	29 Christine St., Parkway Village, Q.C.
ASUNCION C. ONGPAUCO	Filipino	29 Christine St., Parkway Village, Q.C.
SIXTA P. EVANGELISTA	Filipino	Executive Hills Subdivision, Taytay, Rizal
MANUEL L. TAMAYO	Filipino	31 Sampaguita St., Valle Verde, Ugong, Pasig, M.M.
CORAZON O. TAMAYO	Filipino	31 Sampaguita St., Valle Verde, Ugong, Pasig, M.M.

SIXTH: That the number of directors of said corporation shall be FIVE (5) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided in the by-laws are as follows:

NAME	NATIONALITY	RESIDENCE
BONIFACIO E. ONGPAUCO, JR.	Filipino	29 Christine St., Parkway Village, Q.C.
ASUNCION C. ONGPAUCO	Filipino	29 Christine St., Parkway Village, Q.C.
SIXTA P. EVANGELISTA	Filipino	Executive Hills Subdivision, Taytay, Rizal
MANUEL L. TAMAYO	Filipino	31 Sampaguita St., Valle Verde, Ugong, Pasig, M.M.
CORAZON O. TAMAYO	Filipino	31 Sampaguita St., Valle Verde, Ugong, Pasig, M.M.

MANUEL L. TAMAYO

CORAZON O. TAMAYO

SIXTA P. EVANGELISTA

BONIFACIO E. ONGPAUCO, JR.

ASUNCION C. ONGPAUCO



(4)

SEVENTH: That the authorized capital stock of the corporation is ONE MILLION SIX HUNDRED (P1,600,000.00) PESOS Philippine Currency, and said capital stock is divided into 1,600,000 shares of the par value of ONE (P1.00) PESO, per share.

EIGHTH: That the amount of capital stock which has been subscribed is FOUR HUNDRED (P400,000.00) PESOS and the following persons have subscribed for the number of shares and the amount of capital stock indicated after their respective names:

NAME	NATIONALITY	AMOUNT SUBSCRIBED	NO. OF SHARES SUBS.
BONIFACIO E. ONGPAUCO, JR.	Filipino	P 160,000.00	160,000
ASUNCION C. ONGPAUCO	Filipino	40,000.00	40,000
SIXTA P. EVANGELISTA	Filipino	100,000.00	100,000
MANUEL L. TAMAYO	Filipino	50,000.00	50,000
CORAZON OL TAMAYO	Filipino	50,000.00	50,000
T O T A L		P 400,000.00	400,000
		vvvvvvvvvvvv	vvvvvvv

NINTH: That the following persons have paid on the shares of stock for which they have subscribed, the amount set out after their respective names:

N A M E S	AMOUNT PAID
BONIFACIO E. ONGPAUCO, JR.	P 40,000.00
ASUNCION C. ONGPAUCO	10,000.00
SIXTA P. EVANGELISTA	25,000.00
MANUEL L. TAMAYO	12,500.00
CORAZON O. TAMAYO	12,500.00
T O T A L	
	P 100,000.00
	vvvvvvvvvvvv

TENTH: That no transfer or issuance of shares of stock of the corporation which would reduce the ownership of Filipino citizens to less than the percentage of capital stock allowed by law shall be permitted to be recorded in the proper books of the corporation. This restriction shall be printed in all of its stock certificates.

ELEVENTH: That BONIFACIO E. ONGPAUCO, JR. has been elected by the subscribers as Treasurer of the corporation to act as such until his successor shall have been duly elected and qualified in accordance to receive for the corporation and to issue in its name, receipts for, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of November, 1987 at Caloocan City, Metro-Manila, Philippines.



(5)

BONIFACIO E. ONGPAUCO, JR. *Spouse*

ASUNCION C. ONGPAUCO

SIXTA P. EVANGELISTA *Spouse*MANUEL L. TAMAYO *Spouse*

CORAZON O. TAMAYO

WITNESSES:

Cristina C. PaoAdrian PaoA C K N O W L E D G M E N T

REPUBLIC OF THE PHILIPPINES)

CITY OF CALOOCAN )

S.S.

BEFORE ME, a Notary Public in and for the City of Caloocan,  
Philippines, this 16th day of November, 1987 personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date &amp; Place of Issue</u>
Bonifacio E. Ongpauco, Jr.	3 5 7 0 G	2-17-87, M a n i l a
Asuncion E. Ongpauco	7002906 G	10-8-87, Caloocan, M.M.
Sixta P. Evangelista	6015749 G	2-04-87, Caloocan, M.M.
Manuel L. Tamayo	6808627 F	1-13-87, Mandaluyong, M.M.
Corazon O. Tamayo	1843856 F	1-13-87, Las Piñas, M.M.

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 date, place, first written above.

Doc. No. 1507  
Page No. 7  
Book No. 157  
Series of 1987.

Alfred D. Zapanta  
Notary Public  
Until December 31, 1988  
PTIL-9344945  
Caloocan City  
01-02-87

## "TREASURER'S AFFIDAVIT"

REPUBLIC OF THE PHILIPPINES)  
CITY OF MANILA )

S.S.

NOV 17 1987

I, BONIFACIO E. ONGPAUCO, JR., being first duly sworn to depose and states:

That he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the corporation to act as such until his successor is duly elected and qualified as in accordance with the by-laws, and that as such Treasurer he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock; that out of the authorized capital stock of P1,600,000.00 ONE MILLION SIX HUNDRED worth of shares, FOUR HUNDRED (P400,000.00) Pesos worth of shares have been subscribed and that of the said subscription ONE HUNDRED THOUSAND (P100,000.00) Pesos has been paid in cash to him for the benefit and to the credit of the corporation; and that at least twenty five (25%) of such subscription has been actually paid up to him for the benefit and to the credit of the corporation.

BONIFACIO E. ONGPAUCO, JR.  
Treasurer-in-Trust

NOV 11 1987

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_, 1987, at the City of \_\_\_\_\_, affiant exhibiting to me his Residence Certificate No. 3 5 7 0 G issued at M a n i l a on February 17, 1987.

ATTY. CRISANTO P. REALUSIN  
Notary Public  
Until December 31, 1988  
PTR 000011-2-87 MANILA

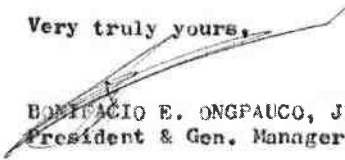
Doc. No. 267  
Page No. 19  
Book No. 141  
Series of 1982

The Chairman  
Securities and Exchange Commission  
EDSA Mandaluyong, Metro-Manila

DEAR SIR:

In connection with the registration of the Articles of  
Incorporation of *Barris Fasta Manufacturing Corporation*,  
I, the undersigned representative and on behalf of the organizers  
thereof, hereby manifest our willingness to change its corporate  
name in the event another person firm, or entity has acquired  
a prior right to the use of the said name or one confusingly  
or deceptively similar to it.

Very truly yours,

  
BONIFACIO E. ONGPAUCIO, JR.  
President & Gen. Manager



The Chairman  
Securities and Exchange Commission  
Mandaluyong, Metro Manila

(Date)

Sir :

In connection with the registration of the Articles of Incorporation of BARRIO FIESTA MANUFACTURING CORPORATION, the undersigned Incorporators / directors or officers thereof, do hereby undertake to comply with all the reportorial requirements of the Securities and Exchange Commission, to wit :

REQUIREMENT	PERIOD / DUE DATE
1. Registration / Stamping of : a) STOCK AND TRANSFER BOOK (For Stock Corporation) b) MEMBERSHIP BOOK MINUTE BOOK CASH BOOK LEDGER BOOK JOURNAL BOOK For Non-Stock Corporation	a) Within 30 days from the date of issuance of certificate of incorporation ; b) ditto -
2. GENERAL INFORMATION SHEET (As of the date of Actual Meeting)	2. Within 30 days from the date of the actual meeting
3. Two (2) copies of FINANCIAL STATEMENTS duly stamped "RECEIVED" by the BIR a) For corporation whose securities are registered under the Securities Act (Old/Revised) b) For corporation whose securities are NOT registered c) For Securities Brokers	a) Within 105 days after the end of the fiscal year as specified in the By-Laws. b) Within 120 days after the end of the fiscal year as specified in the By-Laws. c) Within 60 days after the end of the fiscal year as specified in the By-Laws.
Note : Stock corporations registered after January 17, 1986 shall also file Statement of Sources and Application of Funds together with the Income Statement and Balance Sheet covering the first year of operation within the due date required for the filing of their financial statements. (Ref : SEC Memorandum Circular No. 2, Monitoring Series of 1986)	
4. AFFIDAVIT OF NON-OPERATION / BOARD RESOLUTION OF AFFIDAVIT OF CESSATION of business operation.	4. Within the prescribed period for filing the Financial Statements as in 3-a, b, or c above
5. NOTICE OF POSTPONEMENT of Annual Meeting.	5. At least 10 days before the date of the annual meeting as specified in the By-Laws.
6. AFFIDAVIT of Non-Holding of Annual Meeting, together with the General Information Sheet ; and	6. Within 30 days from the date of the annual meeting as specified in the By-Laws.
7. Such other reportorial requirements may be promulgated by the SEC.	

Very truly yours ,

BARRIO FIESTA MANUFACTURING CORPORATION  
(name of corporation)

By: BONIFACIO E. ONGPAUCO, JR.



# **EXHIBIT “V”**

REPUBLIC OF THE PHILIPPINES)  
METRO MANILA : S. S.  
CITY OF CALCOGAN )

A F F I D A V I T

I, SIXTA P. EVANGELISTA, of legal age, Filipino and with postal address at EDSA corner Rochester, Mandaluyong, Metro Manila, after being sworn according to law, depose and say:

That I am the Director and President of a certain corporation duly registered with the Securities and Exchange Commission under the name "BARRIO FIESTA RESTAURANT, INCORPORATED":

That such registered name has been amended to "MGT FOOD SERVICES, INCORPORATED"; on June 20, 1979;

That the "BARRIO FIESTA RESTAURANT, INCORPORATED" or the "MGT FOOD SERVICES, INCORPORATED", as now amended, has no objection to the use of "BARRIO FIESTA MANUFACTURING CORPORATION", whose application is now in the process of registration with the Securities and Exchange Commission;

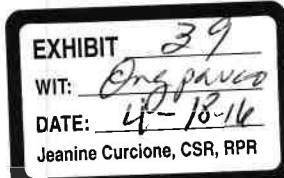
That this affidavit is being executed to attest to the truth of the foregoing statements and for whatever other legal purpose/s this may serve.

IN WITNESS WHEREOF, I have hereunto set my hand at the City of Caloocan, Metro Manila, this 27th day of November, 1987.

*Sixta P. Evangelista*  
SIXTA P. EVANGELISTA  
Affiant

SUBSCRIBED AND SWORN to before me this 27th day of November, 1987, at Caloocan City, Metro Manila. Affiant exhibited her Res. Cert. No. 6015749 issued at Caloocan City on February 4, 1987.

Doc. No. 1561  
Page No. 18  
Book No. 157  
Series of 1987.



*Alfredo P. Zapanta*  
ALFREDO P. ZAPANTA  
Notary Public  
Until December 31, 1988  
PTR No. 9344945  
Caloocan City  
January 2, 1987

# **EXHIBIT “W”**


[Secretary of State Main Website](#)
[Business Programs](#)
[Notary & Authentications](#)
[Elections](#)
[Campaign & Lobbying](#)
**Business Entities (BE)****Online Services**

- [E-File Statements of Information for Corporations](#)
- [Business Search](#)
- [Processing Times](#)
- [Disclosure Search](#)

**Main Page****Service Options****Name Availability****Forms, Samples & Fees****Statements of Information**  
(annual/biennial reports)**Filing Tips****Information Requests**  
(certificates, copies & status reports)**Service of Process****FAQs****Contact Information****Resources**

- [Business Resources](#)
- [Tax Information](#)
- [Starting A Business](#)

**Customer Alerts**

- [Business Identity Theft](#)
- [Misleading Business Solicitations](#)

**Business Entity Detail**

Data is updated to the California Business Search on Wednesday and Saturday mornings. Results reflect work processed through Friday, April 15, 2016. Please refer to [Processing Times](#) for the received dates of filings currently being processed. The data provided is not a complete or certified record of an entity.

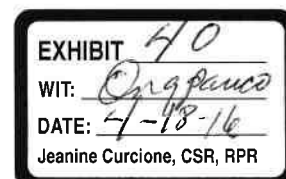
<b>Entity Name:</b>	TOWN FIESTA TRADING, INC.
<b>Entity Number:</b>	C1485496
<b>Date Filed:</b>	08/03/1990
<b>Status:</b>	SOS/FTB SUSPENDED
<b>Jurisdiction:</b>	CALIFORNIA
<b>Entity Address:</b>	137 W. WALNUT AVE.
<b>Entity City, State, Zip:</b>	MONROVIA CA 91016
<b>Agent for Service of Process:</b>	ROGELIO CHUA
<b>Agent Address:</b>	19172 E. AURORA DR.
<b>Agent City, State, Zip:</b>	WALNUT CA 91789

\* Indicates the information is not contained in the California Secretary of State's database.

- If the status of the corporation is "Surrender," the agent for service of process is automatically revoked. Please refer to California Corporations Code [section 2114](#) for information relating to service upon corporations that have surrendered.
- For information on checking or reserving a name, refer to [Name Availability](#).
- For information on ordering certificates, copies of documents and/or status reports or to request a more extensive search, refer to [Information Requests](#).
- For help with searching an entity name, refer to [Search Tips](#).
- For descriptions of the various fields and status types, refer to [Field Descriptions and Status Definitions](#).

[Modify Search](#)
[New Search](#)
[Printer Friendly](#)
[Back to Search Results](#)
[Privacy Statement](#) | [Free Document Readers](#)

Copyright © 2016 California Secretary of State





**EXHIBIT “X”**


[Secretary of State Main Website](#)
[Business Programs](#)
[Notary & Authentications](#)
[Elections](#)
[Campaign & Lobbying](#)

## Business Entities (BE)

### Online Services

- [E-File Statements of Information for Corporations](#)
- [Business Search](#)
- [Processing Times](#)
- [Disclosure Search](#)

### Main Page

### Service Options

### Name Availability

### Forms, Samples & Fees

### Statements of Information

(annual/biennial reports)

### Filing Tips

### Information Requests

(certificates, copies & status reports)

### Service of Process

### FAQs

### Contact Information

### Resources

- [Business Resources](#)
- [Tax Information](#)
- [Starting A Business](#)

### Customer Alerts

- [Business Identity Theft](#)
- [Misleading Business Solicitations](#)

## Business Entity Detail

Data is updated to the California Business Search on Wednesday and Saturday mornings. Results reflect work processed through Friday, April 15, 2016. Please refer to [Processing Times](#) for the received dates of filings currently being processed. The data provided is not a complete or certified record of an entity.

Entity Name:	BEO TRADING CORPORATION
Entity Number:	C1714927
Date Filed:	11/02/1992
Status:	DISSOLVED
Jurisdiction:	CALIFORNIA
Entity Address:	1415 REDPOST CT
Entity City, State, Zip:	DIAMOND BAR CA 91765
Agent for Service of Process:	CHRISTINE T AZURIN
Agent Address:	1415 REDPOST CT
Agent City, State, Zip:	DIAMOND BAR CA 91765

\* Indicates the information is not contained in the California Secretary of State's database.

- If the status of the corporation is "Surrender," the agent for service of process is automatically revoked. Please refer to California Corporations Code [section 2114](#) for information relating to service upon corporations that have surrendered.
- For information on checking or reserving a name, refer to [Name Availability](#).
- For information on ordering certificates, copies of documents and/or status reports or to request a more extensive search, refer to [Information Requests](#).
- For help with searching an entity name, refer to [Search Tips](#).
- For descriptions of the various fields and status types, refer to [Field Descriptions and Status Definitions](#).

[Modify Search](#)
[New Search](#)
[Printer Friendly](#)
[Back to Search Results](#)
[Privacy Statement](#) | [Free Document Readers](#)

Copyright © 2016 California Secretary of State



# **EXHIBIT “Y”**



## BEO TRADING CORPORATION

2405 Glendale Blvd., Los Angeles, CA 90039

### CORPORATE RESOLUTION

The undersigned hereby certifies that he is the Secretary of BEO TRADING CORPORATION, a California Corporation, ("Corporation") and that the following is a true and correct copy of resolutions adopted by the Board of Directors of said corporation at a duly authorized meeting on August 13, 1993, at which meeting a quorum of said directors was present in person throughout.

"Whereas the director wish to designate a depositary for the funds of the Corpoation and wish to adopt the resolutions set forth in the bank depositary application form;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation open a general corporate checking account with Bank of America in accordance with the resolutions set forth to this minutes, which resolutions, including the signatory or signatories as therein set forth, are hereby incorporated herein and made a parth of hereof as if fully set forth herein; and be it further

RESOLVED, that the Secretary of the Corporation be, and he hereby is authorized to execute and cause to be delivered to the Bank certified copies of the resolutions, and that the Bank may rely on such certifications; and be it further

RESOLVED, that any designation and authorization with respect to the aforesaid account shall remain in full force and effect until rescinded or modified by the Board as provided in said designation and authorization or by a duly executed written designation delivered to and received by the Bank."

EXHIBIT 42  
WIT: *Ony pauc*  
DATE: 9-18-16  
Jeanine Curcione, CSR, RPR





Corporate Resolution  
Page 2

I further certify that the foregoing resolutions have not been in any way altered, amended or rescinded and that they are now in full force and effect.

I further certify that there is no provision in the Articles of Incorporation or Bylaws of this Corporation, or any shareholder agreement, limiting the power of the Board of Directors of this Corporation to pass the foregoing resolutions, that such resolutions are in conformity with the provisions of such Articles of Incorporation and Bylaws, and that no approval of the shareholders of, or of the outstanding shares of, this Corporation is required with respect to the matters which are the subject of the foregoing resolutions.

I further certify that the individuals who had executed the Bank's Account Authorization are presently the duly qualified and acting holders of the office of this Corporation which appears next to their names.

  
\_\_\_\_\_  
Bonifacio Ongpauco, Jr.  
Corporate Secretary

  
\_\_\_\_\_  
Christine Tempongko  
General Manager

1714927

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California

ARTICLES OF INCORPORATION

OF

NOV 2 1992

BEO TRADING CORPORATION

MARCH FONG EU, Secretary of State

The undersigned incorporator, for the purpose of forming a corporation under the General Corporation Law of the State of California, hereby certifies:

I.

The name of the Corporation is BEO TRADING CORPORATION.

II.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporation Code.

Page 2 - Articles of Incorporation - BEO TRADING CORPORATION.

III.

The name and address of the Corporation's initial agent for service of process in the state of incorporation is PRECIOSO R. PERLAS, 4055 Wilshire Boulevard, Suite 405, Los Angeles, California 90012.

IV.

The principal office of the Corporation for the transaction of business is in the County of Los Angeles, State of California.

V.

The Corporation is authorized to issue One Million (1,000,000) shares of common stock of one class.



Page 3 - Articles of Incorporation of BEO TRADING CORPORATION.

VI.

This Corporation is a close Corporation. All of the Corporation's issued stock of all classes shall be held of record by not more than ten (10) persons. Any attempted voluntary intervivos transfer which would violate this instrument shall be void.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of October 1992 in the City of Los Angeles, County of Los Angeles, State of California.

  
\_\_\_\_\_  
PRECIOSO R. PERLAS

The undersigned, PRECIOSO R. PERLAS, hereby declares that he is the person who executed the foregoing Articles of Incorporation and that the instrument is his free and voluntary act and deed.

Executed this 30th day of October, 1992 in the City of Los Angeles, County of Los Angeles, State of California.

  
\_\_\_\_\_  
PRECIOSO R. PERLAS



# **EXHIBIT “Z”**

### CONSENT AGREEMENT

This Agreement is made by and between Barrio Fiesta Manufacturing Corporation, a Philippine company having an address at Barrio Fiesta Compound, Restaurant Ave., Marcos Hi-way, Dela Paz, Pasig City, Philippines ("BFMC"), and Barrio Fiesta International, Inc., a California Corporation having an address at 2262 Westborough Blvd., South San Francisco, CA 94080 ("BFII");

WHEREAS, BFMC is the owner of the trademark BARRIO FIESTA AND DESIGN<sup>1</sup> covering food products in Classes 29, 30 & 32;

WHEREAS, BFII is the owner of the trademark BF THE ORIGINAL BARRIO FIESTA OF MANILA and Design which is the subject of U.S. Trademark Registration No. 1,712,454 issued 1 September 1992 and covering services described as "restaurant services" in Class 42 (hereinafter the "BFII Services"); and

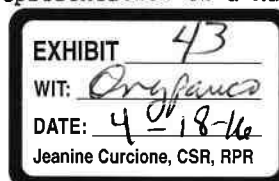
WHEREAS, BFMC and BFII, mindful of the public interest in the prevention of customer confusion, recognize that the concurrent use of the BARRIO FIESTA mark in connection with food products classified in International Classes 29, 30 & 32, under the conditions set forth herein, is not likely to cause confusion in the marketplace with the continued use of the BF THE ORIGINAL BARRIO FIESTA OF MANILA and Design mark in connection with the BFII Services.

NOW, THEREFORE, in consideration of the respective covenants hereinafter set forth, the parties hereto mutually agree as follows:

1. BFMC agrees not to undertake use of the BARRIO FIESTA AND DESIGN mark in connection with the BFII Services.
2. BFII agrees not to undertake use of the BF THE ORIGINAL BARRIO FIESTA OF MANILA and Design mark in connection with food products under Classes 29, 30 & 32.
3. BFII will refrain from taking any further action or proceeding, legal or

---

<sup>1</sup> Specific Description: "The words Barrio Fiesta printed in stylize form and in between said words is the representation of a native pot placed under a strong flame."





otherwise, which will hinder BFMC in its free and unfettered use and registration of the BARRIO FIESTA AND DESIGN mark and the words "BARRIO FIESTA" in connection with the latter's food business and food products and consents to the use and registration of the BARRIO FIESTA mark for such purposes in the United States.

4. BFMC will refrain from taking any further action or proceeding, legal or otherwise, which will hinder BFII in its free and unfettered use and registration of the BF THE ORIGINAL BARRIO FIESTA OF MANILA and Design mark in connection with the BFII Services.

5. Each party agrees to continue to market and advertise its respective goods/services in a manner that clearly differentiates its use of their respective marks from that of the other party.

6. Each party agrees not to represent that they are related to each other or that their goods/services stem from the same source or partake of any common qualities or attributes.

7. Both parties sincerely believe no likelihood of confusion will ensue from their continued use and simultaneous registration of the BF THE ORIGINAL BARRIO FIESTA OF MANILA and Design and BARRIO FIESTA AND DESIGN marks in accordance with the terms set forth in Paragraphs 1 through 6 because of the differences between the respective parties' goods and services.

8. To date, neither party has become aware of the occurrence of customer confusion as a result of their concurrent use of the marks set forth herein.

9. Although the parties do not anticipate that any confusion or mistakes will arise from their continued use or simultaneous registration of the BF THE ORIGINAL BARRIO FIESTA OF MANILA and Design and BARRIO FIESTA AND DESIGN marks, in the unlikely event that any actual confusion does arise, the parties agree to cooperate reasonably to take steps to abate the cause of confusion, and to prevent confusion from arising again.

10. The parties agree to take any further actions and execute any further agreements as may reasonably be needed to carry out the spirit and intent of this Agreement.

11. The term of this Agreement is for as long as either party has any rights in

its respective mark.

12. This Consent Agreement shall apply to the parties hereto, and their respective subsidiaries, related organizations, successors and assigns.

13. The signatories hereto represent and warrant that they have full authority to execute this Agreement on behalf of their respective companies. This Agreement may be executed in counterparts, including by facsimile signature, each of which shall be deemed an original but all of which taken together shall constitute one and the same instrument.

**WHEREFORE**, the parties, through their duly authorized representatives, agreeing with the facts set forth herein, and with the intent to be legally bound hereby, adhere on the date(s) set forth below.

**BARRIO FIESTA MANUFACTURING  
CORPORATION**

By: \_\_\_\_\_

**DONIFACIO E. ONGPAUCO, JR.**

President

Date: 03 August 2011

Makati City, Metro Manila

Philippines

**BARRIO FIESTA  
INTERNATIONAL INC.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**PROOF OF SERVICE**

I hereby certify that a true and complete copy of the foregoing document:

EXHIBITS R THROUGH Z OF EXHIBIT 3 TO DECLARATION OF MELVIN  
N.A. AVANZADO

has been served on Registrants by mailing said copy on date set forth below via priority  
United States Mail, postage prepaid, to:

James Cai, Esq.  
SAC Attorneys LLP  
111 North Market Street, Suite 1020  
San Jose, California 95113

Executed on March 10, 2017 at Los Angeles, California.

A handwritten signature in cursive script, appearing to read "Keiko Kawana", is written over a horizontal line.

Keiko Kawana