

COVER SHEET

Handwritten initials and signatures at top right.

S.E.C. Registration Number

PHILIPPINES NORWAY BUSINESS
COUNCIL, INC.

(Company's Full Name)

21ST FLOOR PETRON MEGA PLAZA
BLDG., SEN. GIL PUYAT MAKATI

(Business Address: No. Street City / Town / Province)

CESILIE TVEIT

Contact Person

842-7172

Company Telephone Number

05 / 15

Month Day
Fiscal Year

FORM TYPE

05 15

Month Day
Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

9

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

(NON-STOCK)

ARTICLES OF INCORPORATION
OF

PHILIPPINES NORWAY BUSINESS COUNCIL, INC.
(Name of Corporation)

Handwritten signatures and initials:
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- Middle right: *Handwritten signature*
- Bottom right: *Handwritten signature*
- Far right: *Handwritten signature*
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KNOW ALL MEN BY THESE PRESENTS:

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

THAT WE HEREBY CERTIFY :

FIRST: The name of the said association shall be:

PHILIPPINES NORWAY BUSINESS COUNCIL, INC.

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

1. To promote trade, commerce, industry and investment between Filipino and Norwegian public and private sectors, fostering friendly relations, mutual understanding and closer economic cooperation between the two countries to contribute to the advancement of both economies.
2. To provide a forum for discussion and exchange of views on business conditions and issues, both domestic and international, affecting the Filipino and Norwegian companies.
3. To acquire, own, hold, buy, sell, exchange, rent or lease, or mortgage or otherwise encumber any real or personal properties or to lend or otherwise invest its funds, moneys or properties in such undertakings and pursuits as may be desired, necessary or proper to achieve or carry out the purpose of the foundation.
4. To keep its monies and funds in bank accounts or in trusts, to appropriate and expend the same in a manner consistent with and necessary in the attainment and furtherance of its purposes.
5. To govern and manage its affairs business, funds and properties consistent with and in the promotion of its purposes as an incorporated non-stock, private, charitable Foundation.
6. In general, to do all and every act and thing necessary, proper, incidental or in relation to the attainment of its purposes, either alone or in association with other person or entities.

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

No./Street 21ST FLOOR PETRON MEGA PLAZA (If applicable)

City/Town MAKATI CITY Province _____

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

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

Name	Nationality	Residence (Complete Address)
<u>RODOLFO AZANZA</u>	<u>FILIPINO</u>	<u>2F 25L DONA YAYANG ST., LIBIS Q.C.</u>
<u>VICTOR DEL PRADO</u>	<u>FILIPINO</u>	<u>74 FAIRWEATHER ST., FILINVEST 1 Q.C.</u>
<u>STEIN ERIKSEN</u>	<u>NORWEGIAN</u>	<u>205 COUNTRY CLUB DRIVE AYALA ALABANG</u>
<u>JENS A. HANSEN</u>	<u>NORWEGIAN</u>	<u>BLDG.1 CEBU YACHT CLUB PUSOK LAPU-LAPU</u>
<u>KRISTIAN HARALDSETH</u>	<u>NORWEGIAN</u>	<u>1547 CARISSA ST., DASMARINAS VILLAGE MKTI</u>
<u>JAN ANDRE HEGGEM</u>	<u>NORWEGIAN</u>	<u>BAY GARDEN, UNIT 7E ANCHOR TOWER PASAY</u>
<u>JANNICKE STEEN</u>	<u>NORWEGIAN</u>	<u>31B STELLA MARIS ST., KAPITOLYO PASIG</u>
<u>OLE B. STENE</u>	<u>NORWEGIAN</u>	<u>20 TANGUILE ROAD NORTH FORBES PARK MKTI</u>
<u>CESILIE TVEIT</u>	<u>NORWEGIAN</u>	<u>203 BALAYAN ST., AYALA ALABANG VILLAGE</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

SIXTH: That the number of trustees of the association shall be NINE (9) and that the names, nationalities and residences of the first trustees of the association are as follows:

Name	Nationality	Residence (Complete Address)
<u>RODOLFO AZANZA</u>	<u>FILIPINO</u>	<u>2F 25L DONA YAYANG ST., LIBIS Q.C.</u>
<u>VICTOR DEL PRADO</u>	<u>FILIPINO</u>	<u>74 FAIRWEATHER ST., FILINVEST 1 Q.C.</u>

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

[Handwritten signatures and initials]

(Please check appropriate box)

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

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

TENTH: That the incorporators undertake to change the name of the corporation immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

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

[Large handwritten signature on the right margin]

In Witness Whereof, we have hereunto signed this Articles of Incorporation, this 15 day of DECEMBER, 20 10, in the City / Municipality of MANILA Province of _____, Philippines.

<i>[Signature]</i> RODOLFO AZANZA TIN 11-784-903	<i>[Signature]</i> JAN ANDRE HEICEM TIN 291-624-692	TIN
<i>[Signature]</i> VICTOR DEL PRADO TIN 120-669-246	<i>[Signature]</i> JANNICKE STEEN TIN 249-448-045	TIN
<i>[Signature]</i> STEIN BRILSEN TIN 268-492-045	<i>[Signature]</i> OLE B. STENE TIN 345-061-183	TIN
<i>[Signature]</i> JENS A. HANSEN TIN 153-780-713	<i>[Signature]</i> CESILIE TVETT TIN	TIN
<i>[Signature]</i> WILSIAM HARALDSETH TIN 266-292-128	<i>[Signature]</i> TIN	TIN

WITNESSES:

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

ACKNOWLEDGEMENT

Republic of the Philippines)
CITY OF MANILA **QUEZON CITY**

BEFORE ME , a Notary Public in and for MANILA, QUEZON CITY Philippines, this
~~5~~ **JAN 05 2011** ~~5~~ DECEMBER, 20 10 personally appeared :

[Handwritten signatures and initials on the right side of the page]

Name	Community Tax Certificate No.	Date & place Issued
RODOLFO AZANZA	TIN NO: 111-784-903 PASS NO: XX 1463804	NOV. 25, 1991, MANILA
VICTOR DEL PRADO	TIN NO: 120-669-246 PASS NO: XX 3439857	JUNE 24, 2008, DFA MANILA
STEIN ERIKSEN	TIN NO: 268-492-045 PASS NO: 26318314	MANILA PHILIPPINES APRIL 8, 2009, DFA MANILA
JENS A. HANSEN	TIN NO: 153-780-713 PASS NO: 27417471	JAN. 15, 2009, NORWEGIAN EMBASSY JAN. 11, 2008, KUALA LUMPUR MALAYSIA
KRISTIAN HARALDSETH	TIN NO: 266-292-128 PASS NO: 27408690	MANILA PHILIPPINES AUG. 19, 2009, MANILA
JAN ANDRE HEGGEM	TIN NO: 291-624-692 PASS NO: 25343837	OCT. 10, 2008, MANILA OCT. 9, 2009, NORWEGIAN EMBASSY
JANNICKE STEEN	TIN NO: 249-448-045 PASS NO: 27894210	MARCH 29, 2010, MANILA MAY 15, 2006, NORWEGIAN EMBASSY
OLE B. STENE	TIN NO: 245-061-183 PASS NO: 26964273	JAN. 9, 2010, MANILA JUNE 18, 2010, NORWEGIAN EMBASSY
CESILIE TVEIT	TIN NO: 401-934-883 PASS NO: 28166625	APRIL 4, 2006, MANILA DEC. 7, 2008, NORWEGIAN EMBASSY DEC. 7, 2010, MANILA NOV. 26, 2010, NORWEGIAN EMBASSY

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc. No. 39 ;
 Page No. 9 ;
 Book No. W3 ;
 Series of WW .

NOTARY PUBLIC
 Until December 31, 2010
[Signature]
ATTY. RAMIL JOSELITO B. TAGAYO
 NOTARY PUBLIC
 PTR No. 8241839 - 12-31-10 MLA
 BP No. 762708 - 12-31-11
 ROLL No. 49687
 TIN No. 231430744000
 COMMISSION No. 2909-230 - 12-31-11
 Office, Rm. 601 kinmee Bldg.
 1000 Mabini St. Ermita Manila

ATTY. JOEL G. GORDOLA
 NOTARY PUBLIC
 NOTARIAL COMMISSION NO. NP-052
 COMMISSION EXPIRES DEC 31, 2011
 PTR NO. 4559910; 1/03/2011; Q.C.
 IBP NO. 774185; 1/12/2010; Q.C.
 ROLL OF ATTORNEY NO. 25103

conformed copy

(Non-Stock)

BY-LAWS

OF

PHILIPPINES NORWAY BUSINESS COUNCIL, INC.

(Name of Corporation)

ARTICLE I

MEETINGS

Section 1. Annual Meetings - The annual meetings of the members shall be held at the principal office of the association on MAY 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.

JS

Walter JAH

(15/05/15)

MAG

[Signature]

[Signature]

[Signature]

- e. Report of the President.
- f. Election of the Trustees for the ensuing year.
- g. Other matters.

Handwritten signatures and notes:
H
With JAH
request
[Signature]
[Signature]
[Signature]

Section 6. Voting Proxy - Each member shall be entitled to one vote, and he may vote either in person or by proxy which shall be in writing and filed with the Secretary of the association before the scheduled meeting.

ARTICLE II

TRUSTEES

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

Section 2. Qualifications - The trustees to be elected must be of legal age and members of the association.

Section 3. Disqualification of Trustees or Officers - No member convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines committed within five (5) years prior to the date of his election or appointment, shall qualify as a trustee or officer.

Section 4. Term of Office of Trustees - The trustees shall hold office for one year and until their successors are duly elected and qualified.

ARTICLE III

OFFICERS

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

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

[Handwritten signatures and initials in the top right corner, including "JH", "W. J. H.", "10/28/07", and several illegible signatures.]

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;

- JS*
- Walter Hill*
- Cosler*
- M...*
- [Signature]*
- [Signature]*
- [Signature]*
- d. To avail of all the facilities of the association;
 - e. To examine all the records or books of the association during business hours.

Section 3. Duties and Responsibilities of the Members - A member shall have the following duties and responsibilities:

- a. To obey and comply with the by-laws, rules and regulations that may be promulgated by the association from time to time;
- b. To attend all meetings of the association;
- c. To pay membership dues and other assessments of the association.

ARTICLE VI

SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP

Suspension, expulsion and termination of membership, shall be in accordance with the rules and regulations of the association.

Any member of the association may file charges against a member by filing a written complaint with the Secretary of the association. The Board of Trustees shall call a special meeting to consider the charges. The affirmative vote of majority of all the trustees shall be necessary to suspend a member; Provided that where the penalty is expulsion, the affirmative vote of majority of all the members of the association shall be necessary.

ARTICLE VII

FUND

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

Section 2. Disbursements - Withdrawal from the funds of the association, whether by check or any other instrument shall be signed by the Treasurer and countersigned by the President. If necessary, the Board of Trustees may designate other signatories.

Section 3. Fiscal Year - The fiscal year of the association shall be from January 1st to December 31 of each year.

ARTICLE VIII
CORPORATE SEAL

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

ARTICLE IX
AMENDMENTS OF THE BY-LAWS

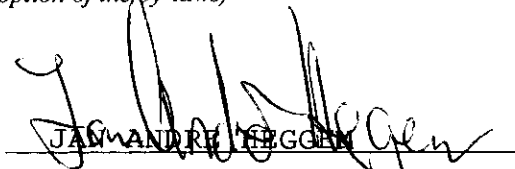
Section 1. Amendments - These by-laws, or any provision thereof, may be amended or repealed by a majority vote of the members and by a majority vote of the Trustees at any regular or special meeting duly held for the purpose.

Adopted this 15 day of DECEMBER, 20 10 in MANILA 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.

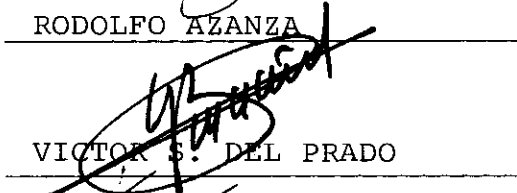
(Note: 1. If filed with Articles of Incorporation, these by-laws should be signed by all incorporators;
2. If filed after incorporation, should be signed by majority of the members and should submit Board of Trustees certificate for the adoption of the by-laws)




RODOLFO AZANZA



JANNICKE STEEN



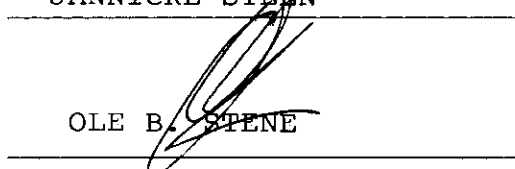
VICTOR S. DEL PRADO



OLE B. STEENE



STEIN ERIKSEN



CESILIE TVEIT



JENS A. HANSEN



KRISTIAN HARALDSETH



KRISTIAN HARALDSETH

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JH
JAH
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