21 November 2008

ATTYS. CHRISTIAN DEL ROSARIO & JOSEPH REBANO
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15/F Pacific Star Building
Makati Avenue cor. Sen. Gil Puyat Avenue
1200 Makati City

SEC-OGC Opinion No. 08-26
Merger of a Corporation Sole
With a Non-Stock, Non-Profit Charitable Institution

Gentlemen:

This refers to your letter dated 8 September 2008 requesting for a confirmation of whether an Opinion allowing the merger of a corporation sole with a non-stock, non-profit charitable institution is still valid.

The Commission in the Letter to Atty. Myrna Cruz-Feliciano dated 28 March 1990 opined that "a merger between a corporation sole and another religious corporation, if not forbidden by the Constitution, rules and regulations or discipline of the religious denomination, sect or church, may be allowed since there is no provision in the Corporation Code of the Philippines prohibiting such a merger." The aforementioned has not been modified nor superseded by a subsequent law, court decision, ruling or opinion by the Commission since its issuance. Thus, the ruling in the aforementioned Letter, insofar as the Commission is concerned, remains valid.

For your information and guidance.

VERNETTE G. UMALI-PACO
General Counsel