

SECRETARY'S CERTIFICATE

I, _____, Filipino, of legal age, and with office address at _____, after having been sworn in accordance with law, do hereby depose and state that:

1. I am the duly elected and incumbent Corporate Secretary of _____, a corporation duly organized and registered in accordance with the laws of the Republic of the Philippines with principal office address at _____ (the "Corporation");
2. As Corporate Secretary of the Corporation, I have under my custody and control the Minutes Book wherein the minutes of the meetings of the Board of Directors are recorded;
3. At the Regular / Special Meeting of the Board of Directors held at _____ on _____, during which meeting a quorum was present, the following resolutions were unanimously passed and approved:

I. DEPOSITORY BANKS OF THE CORPORATION

RESOLVED, that the following: BANK OF THE PHILIPPINE ISLANDS, BPI FAMILY SAVINGS BANK and/or BPI DIRECT SAVING BANK, INC., their subsidiaries, and affiliates including non-bank financial institutions either at their head offices or at any of their branches (the "Depository Banks") be, as they hereby are, designated individually as depositories of the Corporation, and that the officers or agents of the Corporation herein designated be, as they hereby are, authorized to deposit/place any of the funds of the Corporation, whether peso, dollar or any other currency, in any of the said banks,.

II. WITHDRAWAL OR CHARGE AGAINST THE FUNDS OF THE CORPORATION WITH ITS DEPOSITORY BANKS, THEIR SUBSIDIARIES AND AFFILIATES, INCLUDING NON-BANK FINANCIAL INSTITUTIONS

RESOLVED, that any withdrawal from, or charge against, the funds, properties or accounts of the Corporation with its Depository Banks, their subsidiaries, and affiliates, by way of checks, drafts, bills of exchange, acceptances, endorsements, undertakings, debit/credit memo(s), funds transfer(s) instructions, letter of instructions and/or other similar instruments or order involving payment of money or documents assigning, transferring and conveying rights to any fund or property of the Corporation, shall be signed, executed and delivered by the Authorized Signatories designated herein.

RESOLVED, that the Corporation hereby acknowledges and confirms that payments or funds transfers, through any modes stated above, from the accounts of the Corporation to other accounts of the Corporation or to the accounts of its subsidiaries, affiliates, officers or other third party, as long as done through the Authorized Signatories, are for the purpose of or in furtherance of the normal or regular course of business of the Corporation or for the Corporation's day to day operations;

III. CASH MANAGEMENT AND OTHER TRANSACTIONAL BANKING SERVICES

RESOLVED, that the Corporation be, as it is hereby, authorized to enter into transaction and/or avail of products or facilities of, or brokered by, or through the intermediation of the Depository Banks, including but not limited to, cash management services, phone / electronic / internet banking facilities, safety deposit boxes, deposit pick-up arrangements, placements and / or purchase of debt papers, negotiable instruments, trust placements and similar transactions as the Corporation may deem reasonable, beneficial and in the furtherance of the interests of the Corporation.

RESOLVED, that any _____ of the Corporation's Authorized Signatories, regardless of amount limit as may be indicated below, are hereby authorized to sign, for and in behalf of the Corporation any documents, papers, instruments, instructions, enrollment forms, agreements, or contracts as may be appropriate and/or required for the implementation of the powers /transactions authorized above. The Authorized Signatories are likewise authorized to designate the Corporation's encoder and approver (collectively the "System Administrators") for online banking facilities via a signed enrollment form, or to effect any modification thereof via a signed letter of instruction acceptable to the Bank.

RESOLVED, that the Corporation's System Administrators be as they are hereby authorized, for and in behalf of the Corporation, to manage the online banking facilities availed of by the Corporation, and to perform functions including but not limited to the enrollment, modification and removal of transactional users (e.g. makers and authorizers), updating of company information, and acceptance of amendments to the facility terms and conditions, via the online platform.

RESOLVED, that the Corporation warrants that the Corporation obtained all necessary authorizations and consents as may be required by applicable confidentiality and data privacy laws or agreement to enable the Bank to process any information (including personal information) of an individual submitted by the Corporation to the Bank in connection with its authorization to avail and/or availment of Cash Management Services/Facilities from the Bank;

IV. LOAN NEGOTIATION AND DRAWINGS, AVAILMENTS OR UTILIZATION OF LOANS OR OTHER CREDIT ACCOMMODATIONS:

RESOLVED, that the Corporation is hereby authorized to apply, negotiate and obtain any and all loans or other credit accommodations or facilities of the Corporation, whether in peso, dollar or any other currency, including, but not limited to, term loans, revolving credit facilities, letters of credit or trust receipts, receivables financing, with any of the Depository Bank and/or their respective parent corporation, subsidiaries and affiliates including their trust departments, or with any other bank or non-bank financial institution, or with any other lender or entity, or with any foreign bank, in such amounts and under such terms and conditions as the Corporation's Authorized Signatories may deem proper and reasonable;

RESOLVED, that the Corporation is hereby authorized to grant, transfer, convey, mortgage, pledge, assign or hypothecate any property, real or personal, of the Corporation to secure the repayment of the principal and interest of the loans, advances and/or credit facilities of the Corporation whether owned or thereafter acquired, under such terms and conditions and stipulations as the Corporation's Authorized Signatories may deem advisable and desirable in the best interest of the Corporation and its stockholders:

RESOLVED, further that the Corporation's Authorized Signatories, be, as they are hereby, authorized to sign, execute and deliver such loan documents, mortgages, pledges, assignments, conveyances, trust receipts, renewals, supplements, amendments thereto, and such other instruments and papers as may be required, necessary to implement and carry into effect the resolutions and authority herein granted.

RESOLVED, furthermore, that any drawings, availments, re-availments, usage or utilization of the loans or other credit accommodations or facilities including letters of credit, trust receipts, promissory notes, drafts, bills of exchange and other negotiable or non-negotiable instruments or other evidence of indebtedness shall be signed, executed and delivered by the Corporation's Authorized Signatories

V. FOREIGN EXCHANGE TRANSACTIONS

RESOLVED, that the Corporation shall apply, negotiate and obtain for establishment or opening of letters of credit, foreign exchange purchase, or other modes of trade payments/collections with any of the aforesaid Depository Banks, their subsidiaries and affiliates including non-bank financial institutions;

RESOLVED, that any and all documents, instruments, and papers, including and without in any manner restricting or limiting to applications for establishment or opening of letters of credit, or other modes of trade payments/collections, foreign exchange purchase, their renewals, extensions, amendments or increase or decrease of the same, bankers acceptances, bills of exchange, guarantee bonds, bills of lading or any and all such other instruments, documents and papers related to foreign exchange transactions, such as purchase or sale of foreign exchange, servicing of trade or non-trade transactions involving visible and invisibles, shall be signed, executed and delivered by the Corporation's Authorized Signatories.

VI. AUTHORIZED SIGNATORY/IES

RESOLVED, that any _____ of the following, are designated as the Authorized Signatories of the Corporation:

NAME	POSITION	SPECIMEN SIGNATURE
_____	_____	_____
_____	_____	_____
_____	_____	_____

RESOLVED, further, that the duly elected and incumbent Directors and/or the Corporate Secretary of the Corporation be authorized, as they are hereby authorized, to submit certifications as regards any amendment to the list of Authorized Signatories including any addition, deletion or any change in the Authorized Signatories.

RESOLVED further that in addition to the Authorized Signatories, any ONE of the following corporate personnel has the authority (a) to inquire on matters pertaining to the Corporation's account, e.g. outstanding balances and (b) to confirm the due issuance of any checks, the correctness of all the entries thereon and/or regularity of the check (vis-a-vis technical validity/deficiencies) and any other related transaction/matters:

NAME	POSITION	SPECIMEN SIGNATURE
_____	_____	_____
_____	_____	_____
_____	_____	_____

RESOLVED furthermore that any _____ of the Authorized Signatories are hereby authorized to submit the updated list of corporate personnel authorized to do any of the acts described in the immediately preceding paragraph, whenever applicable and necessary.

VII. OTHER RESOLUTIONS

RESOLVED, further, that the above resolutions are beneficial for and are all in furtherance of the business and interests of the Corporation.

RESOLVED, finally, that the Corporation agrees to hold free and harmless as well as indemnify the depository banks, its stockholders, directors, officers, employees and representatives from any and all liabilities, claims, suits, charges or expenses, of whatever nature arising out of, in connection with or by virtue of the implementation of the above-mentioned resolutions.

- 4. That I the Corporate Secretary, do hereby certify that the foregoing resolutions continue to be valid, binding and effective until otherwise revoked in writing by the Corporation and which written revocation was duly received by the depository banks.

IN WITNESS WHEREOF, I have hereunto set my hands on the _____, in _____.

Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
_____)S.S.

Subscribed and sworn to before me in _____, on this ____ day of _____, affiant (state name of affiant) , who is personally known to me and to me known to be the same person who executed the foregoing instrument, exhibited to me his/her Community Tax Certificate No. _____ issued at _____ on _____ ; and / or who was identified by me through competent evidence of identity to be the same person who executed the foregoing instrument, exhibited to me his/her Government Issued ID No. _____ issued at _____ on _____.

Notary Public

My Commission Expires on _____
Commisison Serial No. _____
Place of Commision _____
Office Address _____
Roll No. _____ BP No. _____
PTR No. _____ Place _____ Date _____

Doc. No. _____;
Book No. _____;
Page No. _____;
Series of _____.