

SECRETARY'S CERTIFICATE

I, _____, Filipino citizen, of legal age, and with office address at _____, being the duly qualified and incumbent Corporate Secretary of **[NAME OF CORPORATION]**, a domestic corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at [address of corporation] (the "Corporation"), do hereby certify that:

At a meeting of the Board of Directors of the Corporation held on [date of meeting] at [place of meeting], at which a quorum was present and acting throughout, the following resolutions were unanimously approved:

RESOLVED, that the Corporation hereby ratifies and confirms all the banking transactions of, for and on behalf of the Corporation from _____ up to _____ with RCBC _____ Branch, which were undertaken and signed by the Corporation's authorized representatives (the "Authorized Representatives"), namely:

Name	Position/Title	Specimen Signature

RESOLVED, FURTHER, that the Corporation ratifies and confirms all that the Authorized Representative/s may lawfully do or cause to be done under and by virtue of these presents;

RESOLVED, LIKEWISE, that the Corporation hereby reiterates and confirms that the authorized signatories (the "Authorized Signatories") of the Corporation under savings/current acct # _____ (the "Depository Account") are as follows;

Name	Position/Title	Specimen Signature

RESOLVED, ALSO, that all the foregoing authorities shall continue to be in full force and effect until the same has been superseded, modified and/or revoked by a resolution to that effect, as subsequently adopted by the board of directors of the Corporation, duly attested in a notarized certificate, issued by its duly-appointed Corporate Secretary and conveyed in a written notice actually received by the Bank at its office where the account of the Corporation is then maintained, provided that such notice shall not be effective with respect to any exercise of said authorities prior to the receipt thereof, nor with respect to any checks or other instrument for the payment of money or the withdrawal of funds dated to the date of such notice, even those of services or products availed of prior to the receipt of such notice, even if presented to the Bank prior to the receipt of such notice; and that the Bank is hereby authorized at all times to rely upon the latest notice, certificate or communication received by it when so authenticated by the Secretary or as Assistant Secretary of this Corporation."

RESOLVED, FINALLY, that the above board resolutions are the latest resolutions adopted by

the board and are valid and binding, and have not been revoked, amended or repealed. These board resolutions shall be deemed to have superseded, modified and/or revoked by all prior resolutions adopted by the board of directors of the Corporation and all such prior resolutions shall have no further force and effect, unless otherwise indicated herein.

IN WITNESS WHEREOF, I have signed this certification on this _____ at _____ Philippines.

Secretary

SUBSCRIBED AND SWORN to before me this _____ at _____, Metro Manila, affiant exhibiting to me his _____, expiring on _____.

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