

REPUBLIC OF THE PHILIPPINES )  
\_\_\_\_\_ CITY ) S.S.

**SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, of legal age, \_\_\_\_\_ (Nationality), and with office address at \_\_\_\_\_, after having been duly sworn in accordance with law, hereby certify:

1. I am the Corporate Secretary of \_\_\_\_\_ (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of \_\_\_\_\_, with principal office at \_\_\_\_\_.
2. At a meeting of the Board of Directors of said Corporation, duly and regularly called and held on \_\_\_\_\_ at its principal office, a quorum being present and acted throughout, the following resolutions were unanimously adopted and recorded in the minute books of said Corporation, kept by me, and are in accord with and pursuant to the Articles of Incorporation and By-laws of said Corporation, and are now in full force and effect, to wit:

A. *DEPOSIT TRANSACTIONS*

**RESOLVED**, that RIZAL COMMERCIAL BANKING CORPORATION (the "Bank") and /or any of its **business centers**, be as it hereby is designated as the depository of the moneys and funds of this Corporation and that each of the officers, agents and employees of this Corporation is hereby authorized to deposit any of the Corporation's funds in said Bank, and said Bank is hereby authorized to pay, encash or otherwise honor and charge to this Corporation, without inquiry as to whether the same be drawn or required for the Corporation's business or benefit, any and all checks, notes, drafts, bills of exchange, acceptances, orders or other instruments for the payment of money or other withdrawal of funds, including those which may cause an overdraft, when assigned, made, drawn, accepted or endorsed on behalf of or in the name of this Corporation by any \_\_\_\_\_ of the following officers (**the "Authorized Signatories"**):

Name	Designation	Signature

**RESOLVED FURTHER** that the above-named **Authorized Signatories** have been granted the following authority, with any (\_\_\_) of them signing thereon, to maintain, operate and manage in the name of the Corporation the such account/s as may be deemed necessary (Depository Account/s) with the Bank, and to:

- a. Open, manage, maintain and operate Depository Accounts with the Bank;
- b. Deposit to and withdraw or make fund transfers from the Depository Account/s, in whatever form and manner, and in such amount as the above officers may deem appropriate or necessary;
- c. Receive, accept, endorse and negotiate all checks, drafts, or orders of payment payable to the Corporation or its order that may require the Corporation's endorsement;
- d. Enroll and use the Corporation's Depository Account/s with the Bank to serve as debit account/s to fund the needs/requirements of its subsidiaries, affiliates **and/or such other third parties as may be allowed by the Corporation, at its own discretion**, subject to existing policies of the Bank thereon; and
- e. **Avail of the different channels and/or facilities, including electronic/digital channels, being offered by the Bank for banking transactions in relation to the Depository Account/s, including but not limited to Electronic Instruction Agreement (EIA), RCBC Electronic/Online Banking, etc.;**

- f. Reactivate dormant Depository Account/s;
- g. Open additional Depository Account/s for and on behalf of the Corporation;
- h. Close the Depository Account/s and ask, demand, sue for, collect, and receive the proceeds of the Depository Account/s for and on behalf of the Corporation;
- i. Assign and/or further nominate/delegate to its personnel as authorized representatives (the "Authorized Representatives"), where no restriction has been provided by the Corporation, to carry out certain acts, such as but not limited to: issuance of confirmation (whether written or verbal) of banking transactions undertaken herein, receiving of checkbooks/passbooks/etc.; and
- j. Sign, execute, issue, confirm and/or deliver, in writing, verbally and/or digitally, any and/or all agreements, contracts, instructions, instruments, requests and related documents, including bank forms and/or renewals, amendments, addenda, etc., as may be required and accepted by the Bank to implement the foregoing.

**RESOLVED FURTHER**, that the Bank is authorized to receive for deposit or collection any items purporting to be endorsed in the name of the Corporation, accept and implement any of the banking transactions undertaken pursuant to any and/or all of the authorizations granted above, and hereby ratifying and approving all that the Bank may do or cause to be done, including execution of agreements or contracts with such Authorized Signatories, or acting on the instructions, whether written, verbal or digital, of said Authorized Signatories, including the nomination and/or further delegation of certain authorizations to Authorized Representatives, on any and/or all of the matters listed above, in relation to the Depository Account/s of the Corporation;

**B. OTHER PRODUCTS AND SERVICES**

**RESOLVED FURTHER**, that the Board approves the Corporation's availment of such other products and services being offered by the BANK, under such terms and conditions which the Bank may prescribe for the Corporation's availment, use and/or operation.

**RESOLVED FURTHER**, that the deposit account to be nominated as settlement account in relation to said products/services belong only to the Corporation and is the only account where funds in relation to said products/services shall be deposited/credited by the Bank.

**RESOLVED FURTHER**, that the following persons are appointed as the authorized signatories for the availment of the products/services, with authority to execute, issue, enter into, deliver and/or submit any and/or all documents, agreements, contracts as may be required by the Bank to implement the foregoing:

Name	Designation	Signature

**RESOLVED FURTHER**, that the above-named officers are hereby authorized to negotiate for the renewal or extension of the products/services from the Bank and to accept all the additional or modified terms and conditions which the Bank may impose with full power and authority to sign all such contracts of documents embodying such additional or modified terms and conditions;

**RESOLVED FURTHER**, that the Corporation understands that the Bank may require such further authorizations and/or documentation as may be necessary for said products/services availment and commits to comply with the same;

**C. RESOLUTION APPLICABLE TO ALL THE RESOLUTIONS**

**RESOLVED FINALLY**, 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.”

3. I FURTHER CERTIFY that the following persons are the incumbent officers and directors of this Corporation, duly elected in accordance with the Articles of Incorporation and By-Laws of the Corporation and now hold the office/title in this Corporation set opposite their respective names:

NAME	BOARD OF DIRECTORS	OFFICE/TITLE
_____	_____	_____
_____	_____	_____
_____	_____	_____

4. I FURTHER CERTIFY that the following are the authentic, official signatures of the duly authorized signatories of the Corporation as indicated in the above-quoted resolutions, to wit:

NAME	OFFICE/TITLE	SIGNATURE
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5. The above-quoted 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.**
6. This certification is being issued to attest to the truth of the foregoing statement and for whatever purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hands and affixed the seal of this Corporation, this \_\_\_\_ day of \_\_\_\_\_ 2020 at \_\_\_\_\_, \_\_\_\_\_.

**Corporate Secretary**

SUBSCRIBED AND SWORN TO BEFORE ME, a duly authorized notary public for and in the above-named jurisdiction, on this \_\_\_\_\_ day of \_\_\_\_\_ 2020, affiant exhibiting to me \_\_\_\_\_ bearing his/her picture and signature.

Doc. No. \_\_\_\_\_;

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Book No. \_\_\_\_\_;  
Series of 2020.