

SECRETARY'S CERTIFICATE

I, **[Corporate Secretary's name]**, Filipino citizen, of legal age, and with office address at **[Corporate Secretary's address]**, being the duly qualified Corporate Secretary of **[Corporation's name]**, **[hereinafter "the 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 **[Corporation's address]**, do hereby certify that at a meeting of the Corporation's Board of Directors held at **[place of meeting]** on **[date of meeting]** during which a quorum was present and acting throughout, the following resolutions were unanimously approved:

"RESOLVED, as it is hereby resolved, that the Corporation shall transact with **BDO UNIBANK, INC. or any of its branches and subsidiaries**, such as but not limited to BDO Finance Corporation (BDOFC), BDO Rental, Inc. (BDORI), BDO Capital & Investments Corporation, BDO Securities Corporation, BDO Insurance and Reinsurance Brokers, Inc., BDO Network Bank, Inc. (BDONB), and BDO Private Bank, Inc. (BDOPBI), [singularly or collectively referred to as "the Bank"] for the obtaining of loan, lease and rental facilities, and availment of banking, financial, insurance/reinsurance and other products and services;

RESOLVED, FURTHER, as it is hereby resolved, that in this regard, the Corporation shall be authorized to do the following:

1. **OPEN AND MAINTAIN DEPOSITORY ACCOUNTS.** To open, maintain and manage in the name of the Corporation, any number of peso or foreign currency savings / current / time and other accounts with the Bank ("Depository Accounts"), and in this regard, it may:
 - 1a. Deposit to and withdraw from the Depository Accounts, in whatever form and manner, and in such amount as the Corporation may deem appropriate or necessary;
 - 1b. Transfer funds from the Depository Accounts to other corporate, partnership, cooperative and/or individual accounts being maintained with the Bank and other banks.
 - 1c. Perform balance inquiries and bills payment.
 - 1d. Reactivate dormant Depository Accounts.
 - 1e. Close the Depository Account and ask, demand, sue for, collect, and receive the proceeds of the Depository Account in the name of the Corporation;
 - 1f. Receive, accept, endorse and negotiate all checks, drafts, or orders of payment payable to the Corporation or its order which may require the corporation's endorsement;
 - 1g. Request for information and/or issuance of bank certificates or statements containing information on deposits/placements/investments ("deposits", "placements", and "investments" respectively), credit and/or lease facilities obtained from the Bank including its respective security and/or collateral ("loan and security accounts") in favor of various institutions, or third parties, both government and/or private, relative to the Corporation's deposits, placements, investments, loans and security accounts, and authorizing the Bank to disclose any and all information relative thereto as requested by the addressee institution. For the foregoing purposes, the Corporation hereby waives its rights in favor of the Bank under Republic Act No. 1405 (The Bank Secrecy Act of 1955) as amended, Section 55 of Republic Act No. 8791 (The General Banking Law of 2000), as amended, Republic Act No. 6426 (Foreign Currency Deposit Act of the Philippines of 1974), as amended, and other laws/regulations, including all subsequent amendments or supplements thereto, relative to the confidentiality of secrecy of banks deposits/accounts, placements, investments, loans, securities, and similar or related assets in the custody of the Bank. The Corporation shall hold the Bank, its directors, officers, employees, representatives and agents, free and harmless from any liability arising from its exercise of its remedies and authorities hereunder, or from any action taken by it on the basis of and within the framework of the foregoing authority.
 - 1h. Consent to or allow the (a) enrollment, use, and aggregation of the Corporation's Depository Accounts with the Bank for purposes of compliance by the Corporation, its parent company, subsidiaries and/or affiliates, as may be identified by the Corporation, with any average daily balance requirement (ADB) of the Bank; and (b) enrollment and use of the Corporation's Depository Accounts with the Bank to serve as debit account/s to fund the needs/requirements of the Corporation, its parent company, subsidiaries and/or affiliates, as may be identified by the Corporation, subject to existing policies of the Bank thereon;
2. **OPEN AND MAINTAIN CORPORATE CARD ACCOUNT.** To apply, establish, maintain and manage in the name of the Corporation, any number of corporate card account of any card brand / product offered by the Bank, including but not limited to Purchasing, Distribution and Fleet Card, with the Bank or any of its branches (hereinafter to be referred to as "Corporate Card Accounts"), and in this regard, it may:
 - 2a. Authorize the Bank to issue corporate cards from said Corporate Card Accounts to the Corporation's qualified officers or employees ("Assignees");
 - 2b. Fully pay and settle any and all purchases made and/or expenses incurred by said Assignees through the use of the issued Corporate Cards, including interest and service charges that may accrue thereto, through any means, including the enrollment and use of the Corporation's Depository Accounts under automatic debit arrangement, if applicable;
3. **AVAIL OF PRODUCTS AND SERVICES.** To apply for, avail, and/or register for any and all products and services offered by the Bank, including but not limited to:
 - 3a. Product and services offered by the Bank's **Consumer Banking Group – Credit Card Merchant Partnerships Business Unit**, such as merchant affiliation to honor and accept credit cards and/or ATM / debit cards, mobile wallets and/or other types of cards and/or payment transactions that will pass through the Bank's Point-of-Sale (POS) terminals or device and/or for internet transactions and/or mobile application and/or other payment platforms, and to participate in the various marketing promotions conducted by BDO from time to time;
 - 3b. Products and services offered by the Bank's **Transaction Banking Group**, such as payment collection services, payroll services, cash card services, electronic banking services, Business Online Banking (BOB) services, collection and disbursement services, liquidity management, account services, remittance products and services, cash management services, retail products, and such other existing and future products and services and in this regard, it shall:
 - i. Designate System Administrators in BOB who are hereby authorized to perform the following:
 - Enroll, dis-enroll, re-enroll Depository Account/s in and from BOB;
 - Register, edit, delete users and define the respective roles, access rights and authorized acts and transactions of users in BOB Facility (system administrator, maker, approver, and/or verifier) with respect to the enrolled Depository Account/s as may be allowed under the Bank's terms and conditions governing BOB.
 - Set the approval limits of users.
 - 3c. Products and services offered by the Bank's **Trust and Investments Group** and in this regard, it may:
 - i. Open and maintain trust (including unit investment trust funds), investment management, custodianship and other fiduciary accounts, as well as other trust and investment products;
 - ii. Open and maintain trust or investment management accounts for retirements funds of its employees;
 - iii. Appoint the Bank as trustee, investment manager, agent, custodian, and/or fiduciary.
 - 3d. Products and services offered by **BDO Capital & Investments Corporation** and in this regard, it may:
 - i. Purchase and sell securities, as well as to invest in and other money market instruments and products such as but not limited to, government securities and corporate papers including those issued by BDO;

- ii. Appoint authorized trader/s of the Corporation to deal with BDO Capital & Investments Corporation, as well as execute, deliver and perform any and all agreements, instruments, contracts, documents as may be necessary to effect the foregoing transactions.

3e. Products and services offered by the Bank's **Treasury Group** and in this regard, it may:

- i. Purchase, sell and invest in debt securities and other money market instruments and products such as but not limited to, government securities and corporate papers including those issued by the Bank and to execute, deliver and perform any and all agreements, instruments, documents as may be necessary to effect such transactions;
- ii. Enter into foreign exchange dealings as well as derivative transactions and contracts with the Bank such as buying and selling of foreign exchange, under spot, swaps, options, and forwards transactions.
- iii. Allow the authorized representative/signatories of the Corporation to appoint authorized trader/s of the Corporation to deal with the Bank in relation to the foregoing transactions.

For the purpose of investments or dealings in or purchase/sale of securities or other documents of title, to appoint the Bank and/or its subsidiaries as the Corporation's true and lawful attorney, to act for its name and in its behalf in transacting business directly or indirectly with the appropriate government securities registry/custodian, a BSP accredited securities custodian/securities registry or a Securities Exchange and Commission (SEC) authorized central securities depository in accordance with the relevant BSP or SEC regulations, to do and perform every act necessary that the Corporation might or could do in reference to any and all corporate and government bonds, bills of exchange, certificates of deposits, convertible bonds, debentures, promissory notes, shares of stock, certificates of participation in any fund, and such other commercial paper, documents, and instruments of any kind or nature.

3f. Products and services offered by BDO Securities Corporation, including any of its branches, its subsidiaries and affiliates, for the availment of its securities brokerage trading, custody and related services and in this regard, it may:

- i. Open, maintain and manage in the name of the Corporation any number of securities brokerage trading, custody, investment or similar accounts with BDO Securities Corporation ("Securities Trading Account");
- ii. Purchase, sell, subscribe, redeem, transfer or withdraw acceptable securities from the Securities Trading Account/s, in whatever form and manner, and in such amount as the Corporation may deem appropriate or necessary;
- iii. Accept and/or transfer funds to/from the Securities Trading Account/s from/to other corporate, partnership, cooperative and/or individual accounts being maintained by the Corporation with BDO Securities Corporation and other banks.
- iv. Close the Securities Trading Account/s and ask, demand, sue for, collect, and receive the proceeds of the Securities Trading Account/s in the name of the Corporation;
- v. Appoint authorized trader/s and authorized officer/s of the Corporation to deal with BDO Securities Corporation as well as execute, sign, deliver and/or perform any and all agreements, instruments, contracts, documents or writings as may be necessary to effect the foregoing transactions.

3g. Products and services offered by BDO Insurance and Reinsurance Brokers, Inc., including any of its branches, for the availment of broking services in relation to insurance and reinsurance products, as well as risk management advisory services in relation to insurable assets and activities, and related services and in this regard, it may:

- i. Receive and accept instructions from the Corporation in relation to its insurance and/or reinsurance availments with BDO Insurance and Reinsurance Brokers, Inc.'s accredited insurers and/or reinsurers;
- ii. Receive and accept premium payments from the Corporation for remittance to the chosen insurer and/or reinsurer;
- iii. Assist the Corporation in filing a claim with the relevant insurer and/or reinsurer; and
- iv. Perform such other actions necessary in relation to the foregoing authorities.

4. **AVAIL OF CREDIT, LEASE AND RENTAL FACILITIES.** To apply for, negotiate and obtain loans, credit, lease and/or rental accommodations or facilities from time to time in amounts which may be required by the Corporation, which authority shall include extensions, renewals, re-availments, increases, excess / over-availments, roll-overs, restructurings, novations, amendments or conversions into other credit form or type, and in this regard, it may:

- 4a. Execute, sign and deliver from time to time the relevant loan and facility agreements, rental agreements, lease agreements, promissory note/s, disclosure statements, rental schedules, lease schedules, trust receipts, source of repayment agreements, and any and all other documents pertinent and necessary to implement the accommodations / facilities referred hereto;
- 4b. Lease from and/or sell to BDOFC and/or BDORI real and/or personal property (such as motor vehicle/s, vessels, aircraft, equipment and/or machineries) including availment of BDOFC facilities such as Finance Lease, Installment Paper Purchase, Factoring, Floor Stock Financing, Amortized Commercial Loan, assignment, sale or purchase of trade receivables and sale-and-lease back transactions; and availment of Operating Lease facility from BDORI.

5. **AVAILABILITY OF CREDIT FACILITY/IES TO CO-USER/S.** To allow the individual/s, subsidiary/ies, affiliate/s, entity/ies as indicated in any and all contracts, instruments, documents or writings relative to the credit facilities executed, signed, delivered by the Corporation to the Bank to share / use / avail / earmark against its credit/lease/rental facility/ies with the Bank.

6. **MORTGAGE, ASSIGNMENT, ENCUMBRANCE OF CORPORATION PROPERTY.** To mortgage, create security interest, assign or otherwise encumber properties of the Corporation, whether real or personal, as collaterals for credit accommodations extended by the Bank.

7. **APPOINT AND CONSTITUTE ATTORNEY-IN-FACT.** The Corporation appoints and constitutes the Bank as its attorney-in-fact, with full powers of substitution, to register the lease, rental, sale, mortgage, creation of security interest, assignment and/or encumbrance as well cancellation thereof, including the payment of any taxes such as but not limited to capital gains, creditable withholding tax(es), documentary stamp taxes, to receive the Certificate Authorizing Registration (CAR), transfer and/or reclassification of the necessary tax declarations(s), to file and request for the conversion of non-PHILARIS manually issued title over the mortgaged property(ies) to electronic PHILARIS title with any and all appropriate government offices / agencies; The power of attorney given by the Corporation is coupled with interest and is irrevocable until all obligations secured by the aforementioned properties of the Corporation are fully paid to the entire satisfaction of the Bank.

RESOLVED, that any [Please specify number of signature requirement] of the following, are designated as the Authorized Signatories of the Corporation and shall be authorized on behalf of the Corporation to enter into the above-specified arrangements with the Bank under such terms and conditions as the said individuals may deem necessary, including the authority to enter into compromise settlements, provide release, waiver and quitclaim, indemnity undertaking, account termination, and to accordingly execute, sign, deliver and/or perform any and all authorizations, instructions, contracts, instruments, documents or writings with or to the Bank that may be necessary for the implementation of the foregoing transactions. Provided, further, that the aforementioned officers are hereby authorized with full powers of substitution, to receive, for and on behalf of the Corporation any and all of the mortgaged / pledged / assigned and / encumbered property/ies of the Corporation upon full payment to the entire satisfaction of the Bank of the obligations secured thereby.

NAME	POSITION	SPECIMEN SIGNATURE	EMAIL ADDRESS
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(Please list down all signatories and any respective limits in amounts, if any, i.e. singly, jointly, one Class A with one Class B, etc. along with their specimen signature and official email address.)

RESOLVED, that all transactions, warranties, representations, covenants, dealing and agreements by the Corporation through the above named individuals with the Bank prior to the approval of this Resolution are all hereby approved, confirmed and ratified to be the valid and binding acts, representation, warranties and covenants of the Corporation as they may lawfully do or cause to be done by virtue of authorities given to them.

RESOLVED, FINALLY, that the foregoing Resolutions shall remain valid and subsisting unless otherwise revoked or amended in writing by the Corporation and duly served on and received by the Bank.”

After the adjournment of the meeting of the Board of Directors, a special meeting of all the Stockholders of record of the Corporation was also held on the aforesaid date, and by the unanimous vote of stockholders representing all of the outstanding capital stock, passed, ratified and adopted the aforesaid Board Resolutions and hereby acknowledge that these are necessary and essential to carry out the purposes of the Corporation and incidental to the exercise of the powers conferred to it.

IN WITNESS WHEREOF, this certification has been signed this day of _____ in _____.

CERTIFIED CORRECT:

Corporate Secretary

(If Corporate Secretary is an authorized signatory)
Attested by:

Chairman / President / Treasurer

SUBSCRIBED AND SWORN TO before me at _____ on _____; affiant exhibited to me the following:

Name	Valid ID/Competent Evidence of Identity	Date/Place Issued
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and is/are personally known to or identified by me to be the same person/s who executed the foregoing instrument and he/she/they further affirmed and made oath as to the said instrument.

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

(IF NOTARIZED IN THE PHILIPPINES, PLEASE AFFIX DOCUMENTARY STAMP TAX)