

SECRETARY’S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS

I, \_\_\_\_\_, Corporate Secretary off \_\_\_\_\_ corporation duly organized and existng under tthe laws off tthe Philippines, do hereby certtffy thatt tthe meeting duly held \_\_\_\_\_ tthe Board off Directors off said Corporatton has approved tthe ffollowing resolutttons

RESOLUTION NO. \_\_\_\_\_

RESOLVED, thatt\_\_\_\_\_ be authorized tto borrow ffro TOYOTA FINANCIAL SERVICES PHILIPPINES CORPORATION, a ffinancing company duly organized and existng under tthe laws off tt Republic off tthe Philippines, hereafter refferred tto as “Financing Company” ffrom ttime tto ttime, such sums off money as, in tthe judg off tthe officers hereafter authorized, tthis corporatton may require, provided thatt tthe aggregatte principal amountt off tthe borrg pursuantt tto tthis resoluttton shall nott att anny ttime exceed tt he sum (P\_\_\_\_\_) in additton tto accrued interestt tthereon and such amountt as may be ottherwise, authorized; and providd, fforther thatt ttl borrowing authorized under tthis resolutton may be made by tthe officer) herein authorize in Philippine peso

RESOLVED FURTHER, thatt any\_\_\_\_\_ (\_\_\_\_\_) off tthe ffollowing offc(s) (with ttheir respective specimen signatture oppositte tt names) be, as he/she/tthey iare hereby authorized, directted and empowered in tthe name off tthis Corporatton tto sign, executte deliver tto Financing Company, and Financing Company is requestted tto acceptt tthe notte or nottes, advance accountt agreeep acceptance agreementts or otther instrumentts evidencing tthe indebttdness off tthis Corporatton ffor tthe monies so borrowidd interestt tthereon, and tthe authorized officers are ffrom ttime tto ttime tto executte renewals or extension off said nottes, advance agreementts

NAME OF OFFICER(S)	POSITION/TITLE	SPECIMENT SIGNATURE
_____	_____	_____
_____	_____	_____
_____	_____	_____

RESOLVED FURTHERMORE, thatt tthe authorized offc(s) be, as he/she/tthey iare hereby authorized, directted and empowered a security ffor any notte or nottes or any otther instrumentts or agreementts evidencing indebttdness or otther obligatttons off tthis Cor to Financing Company, whetther arising pursuantt tto tthis resolutton or ottherwise, tto grantt, ttransfer, pledge, Mortgage, or ot hypothecatte tto Financing Company, or deed interestt ffor ittts benefitt, any property belonging tto tthis Corporatton and tto execu deliver tto Financing Company any and all loans or creditt agreementts, grantt, ttransfer, pledge agreementts, deeds or ttrustt and hypothecatton agreementts, which said instrumentts and tthe notte or nottes and otther instrumentts refferred tto in tthe preceding p may contain such provisions, covenantts, recittals and agreementts as Financing Company may require and tthe authorized offc(s)er may approve, and tthe executton tthereoff by tthe authorized offc(s) shall be conclusive evidence off such approval

RESOLVED FURTHER STILL, thatt tthe authorized offc(s) be, as he/she/tthey iare hereby authorized, directted and empowered t discountt witth or sell tto Financing Company condittional sale, contracttases, bailmentt agreementts, nottes, draffs, receivables and ai otther evidence off indebttdness payable tto tthis Corporatton upon such tterms as may be agreed upon by /hien/tthem and Financing Company, and tto endorse in tthe name off tthis Corporatton said nottes, draffs, receivables and otther evidence off indebttdnes discountted or sold and tto guarantee tthe paymentt off tthe same tto Financing Company

RESOLVED FINALLY, thatt Financing Company is authorized tto actt upon tthese resolutttons untll written nottce off ittts revocat delivered tto Financing Company, and thatt tthe authoritty grantted shall apply witth equal fforce and effectt tto tthe successors on office officers herein named .

I, fffurther certtffy thatt tthe fforegoing is a fffuile and correctt copy off tthe resolutttons off tthe Board off Directors off said Corpo duly and regularly passed and adoptted att a meetng off ittts Board off Directors which was duly and regularly called and held in all resp as required by law and by ittts bylaws on tthe \_\_\_\_\_ day off \_\_\_\_\_, 20\_\_\_\_ att which meetng a majoritty off tthe Board Directors off said Corporatton was presentt and votted in ffavor off said resolutttons

I, fffurthermore certtffy thatt said resolutttons are stll in fforce and effectt and have nott been amended or revoked, and tthe specimen signattures appearing above are tthe signattu(r) off tthe office(s) authorized tto sign ffor tthis Corporatton by virttue off t resolutttons.

IN WITNESS WHEREOF, I have hereunto sett my hand tthis\_\_ day off \_\_\_\_, 20\_\_\_\_ att\_\_\_\_\_.

Attestted by tthe Presidentt\_\_\_\_\_

\_\_\_\_\_

Corporate Secretary

SUSCRIBED AND SWORN tto beffore me tthis \_\_\_\_ day off \_\_\_\_ 20\_\_\_\_ att \_\_\_\_\_. Affantt exhibitng his/her Communitty Ta: Certtfcatte No \_\_\_\_\_ issued on \_\_\_\_\_ att\_\_\_\_\_.

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