

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

**SECRETARY’S CERTIFICATE**

I, \_\_\_\_\_, of legal age, Filipino, with office address at \_\_\_\_\_, after having been duly sworn in accordance with law, do hereby certify that:

1. I am the incumbent Corporate Secretary of \_\_\_\_\_, a corporation duly organized and existing under and by virtue of Philippine laws, with principal office address at \_\_\_\_\_ (the “Corporation”);

2. As such Corporate Secretary, I have custody of the books and records of the Corporation, including the minutes of meetings of its board of directors and stockholders.

3. At the Regular/Special Meeting of the Board of Directors of the Corporation held on \_\_\_\_\_ at \_\_\_\_\_, during which a quorum was present and acting 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:

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

**“RESOLVED**, as it is hereby resolved, that (Name of Corporation) (the “Corporation”) be authorized to enter into Treasury and deposit products with ROBINSONS BANK CORPORATION (the “Bank”), including but not limited to financial and investment products, funding mechanisms, foreign exchange transactions, option contracts, forward contracts, interest rate swaps, cross-currency swaps or any combination of these transactions (the “Transactions”);

**“RESOLVED FURTHER**, as it is hereby resolved, that the Corporation be authorized as it is hereby authorized to maintain market placement/s, including, without limitation, T-Bills, ROP’s, Time Deposit/s and Fixed-Income Instruments (such as but not limited to sovereign and corporate bonds), with the Bank;

**“RESOLVED FURTHER**, that any [insert specific signing authority] of the following signatories (the “Authorized Signatories”):

<u>Name</u>	<u>Position</u>	<u>Specimen Signature</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

be as they are hereby authorized to:

- a. Negotiate, conclude, sign, execute, and deliver for and on behalf of the Corporation such documents, including but not limited to, the International Swap and Derivatives Association (ISDA) FX Master Agreement, documents and papers (the “Agreements”) as may be

required or necessary to implement and carry into effect the authorities herein granted, including any amendments/supplements thereto.

- b. Give written and/or oral instructions (whether over the telephone or otherwise) to the Bank in regard to the Agreements or the Transactions, including but not limited to, confirmations and settlement instructions.
- c. Appoint and designate the traders to conduct foreign exchange, derivatives and fixed income transactions (the "Authorized Traders") on behalf of the Corporation, which Authorized Traders have the authority to coordinate with the Bank with respect to the aforementioned transactions of the Corporation.
- d. Give written instructions to the Bank with respect to the appointment, or any change in such Authorized Traders.
- e. Receive and to acknowledge / sign receipt for and in behalf of the Corporation such documents in regard to the Agreements or the Transactions.

**“RESOLVED, FINALLY,** that all the foregoing authorities shall continue to be in full force and effect until revoked or modified by a resolution to that effect adopted by the board of directors of the Corporation, duly attested in a notarized certificate, issued by its duly-appointed Corporate Secretary or Assistant Corporate Secretary and conveyed in a written notice actually received by the Bank at its office where the account/s of the Corporation is/are then maintained, provided that such notice shall not be effective with respect to any exercise of the foregoing authorities prior to the receipt thereof, nor with respect to any transactions implemented pursuant to instructions dated to the date of such notice, but presented to the Bank prior to the receipt of such notice; and said Bank is hereby authorized at all times to rely upon the latest notice, certificate or written communication received by it when so authenticated by the Corporate Secretary or Assistant Secretary of the Corporation.”

- 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
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- 5. The foregoing resolutions are in accordance with the records of the Corporation, have not been amended, revoked or revised, and continue to be valid and in full force and effect as of the date hereof.
- 6. This certification is being issued to attest to the truth of the foregoing statements and for whatever purpose it may serve.

**IN WITNESS WHEREOF,** I have hereunto set my hand on these presents this \_\_\_\_\_ day of \_\_\_\_\_ in \_\_\_\_\_.

\_\_\_\_\_  
Corporate Secretary  
*Affiant*

**SUBSCRIBED AND SWORN TO BEFORE ME**, a duly authorized notary public for and in the above-named jurisdiction, on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_, affiant exhibiting to me competent evidence of identity and community tax certificate (“CTC”), with details as follows:

Name	CTC No.	Date/Place Issued	Competent Evidence of Identity (Type of I.D./I.D. No.)	Issued on/at and/or Valid Until

Doc. No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of \_\_\_\_\_.