

Republic of the Philippines)
City of _____) S.S.

SECRETARY'S CERTIFICATE

I, *(Name of Corporate Secretary)*, of legal age, Filipino, with business address at *(Complete Business Address of Corporate Secretary)*, after being sworn in accordance with law hereby depose and state:

1. I am the duly elected Corporate Secretary of *(Complete Name of Corporate Applicant)*, a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office at *(Complete Business Address of Corporate Applicant)*, (the "Corporation");

2. At the special/regular meeting of the Board of Directors held at its principal office on *(Date of Special/Regular Board Meeting)*, at which meeting a quorum was present, the following resolutions were regularly passed and approved by the Board of Directors, to wit:

"RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation be authorized, as it is hereby authorized, to avail of a credit line facility amounting to up to PESOS: *(Amount in words)* (Php_____) (the "Loan") with **UNICAPITAL, INC./UNICAPITAL FINANCE & INVESTMENTS, INC.**("UNICAPITAL") and to enter into a credit line facility agreement, such other agreements covering the aforesaid Loan, and any and all agreements related, connected, antecedent, supplemental, consequential or amendatory thereto, and any other document that may be executed and/or delivered in accordance with, or pursuant to, the Loan (collectively, the "Loan Agreements");

"RESOLVED, FURTHER, that the Board of Directors designate and authorize []¹ of the following officers (the "Authorized Representatives"):

Name	Position	Specimen Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____

to act for and on behalf of the Corporation to negotiate, sign, execute and deliver any of the Loan Agreements, promissory notes, as well as any ancillary documents as may be necessary or proper to enable the Corporation to obtain the Loan under such terms and conditions as the Authorized Representatives may deem beneficial to the Corporation and to do all acts and deeds as may be necessary to give effects to these resolutions;

"RESOLVED, FURTHER, that all things/acts done and documents executed and entered into by the Authorized Representatives pursuant to and in accordance with the foregoing authorities are hereby affirmed, confirmed and ratified. Likewise all things/acts done and documents executed and entered into on behalf of the Corporation prior to this Resolution are hereby affirmed, confirmed and ratified.

"RESOLVED, FURTHER, that UNICAPITAL, its directors, officers, employees, agents or authorized representatives are each entitled and authorized to rely on these

¹ Indicate the specific authority of signatories (e.g. Any One, Any Two, Any Two of Class "A", Any One of Class "A" and Any One of Class "B", etc.)

instructions as valid, binding and effective upon the Corporation and that UNICAPITAL shall not be liable for any act done or suffered by them in reliance of the above instructions, it being understood that any and all risks and costs arising from the above instructions shall be for Corporation's sole and exclusive account.

“RESOLVED FINALLY, that the foregoing authorities shall remain in full force and effect and binding of the Corporation until repealed and/or amended by subsequent resolutions of the Board of Directors and appropriate copies thereof served upon and received by the UNICAPITAL.”

3. I hereby further certify that the foregoing resolutions are in accordance with the records of the Corporation, and that the same has not been amended, superseded, or repealed.

IN WITNESS WHEREOF, I hereunto affix my signature this ____ day of _____ 20__ at _____.

(Complete Name of Corporate Secretary)
Corporate Secretary

SUBSCRIBED AND SWORN to before me this ____ day of _____ 20__ at _____ affiant exhibiting his/her/their (Valid ID Number e.g. Passport, etc.) issued on _____ at _____.

NOTARY PUBLIC

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