

SECRETARY'S CERTIFICATE

I, _____, of legal age, _____ citizen, single/married, and a resident of _____, after being duly sworn in accordance with law, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of _____, a corporation/cooperative duly organized and existing under the laws of the Philippines (the 'CORPORATION/COOPERATIVE'), with principal office at _____.
2. At the regular meeting of the Board of Directors of the CORPORATION/COOPERATIVE held on _____, the following resolutions were unanimously approved, a legal quorum being present and voting:

RESOLUTION

RESOLVED, that **PARTNER RURAL BANK (COTABATO), INC.** (hereinafter called "**PARTNER RURAL BANK**") be, and is hereby, designated a depository of the funds/monies of the CORPORATION/COOPERATIVE and that the CORPORATION/COOPERATIVE be, and is hereby, authorized to open savings, time, current and/or trust accounts with **PARTNER RURAL BANK**, Head Office, and/or any of its branches.

RESOLVED, FURTHER, that any _____ () of the following be authorized **(i)** to sign, execute and/or deliver any and all documents in connection with the opening of any account(s) with or investment of any funds through PARTNER RURAL BANK; **(ii)** to withdraw or transfer the funds/monies of the CORPORATION/COOPERATIVE by checks, receipts, drafts, bills of exchange, withdrawal slips, orders for payment or otherwise, and **(iii)** to sign, endorse, draw, accept, make, execute and/or deliver, for negotiation, payment, deposit or collection, checks, receipts, drafts, bills of exchange, orders for payment and/or other similar instruments in connection with the account(s), including the authority to avail of all other banking services, apply for and enroll in electronic banking channels and appoint its authorized users:

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

RESOLVED, FURTHERMORE, that PARTNER RURAL BANK its directors, officers, employees, agents or authorized representatives are each entitled and authorized to rely on these instructions as valid, binding, and effective upon the CORPORATION/COOPERATIVE and that PARTNER RURAL BANK, its directors, officers, employees, agents or authorized representatives 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/COOPERATIVE's sole and exclusive account.

RESOLVED, FINALLY, that all things/acts done and documents executed and entered into by the aforementioned signatories pursuant to and in accordance with the foregoing authorities are hereby confirmed, affirmed and ratified. Likewise, all things/acts done and documents executed and entered into prior to this Resolution are hereby affirmed, confirmed and ratified.

RESOLUTION

RESOLVED, that the CORPORATION/COOPERATIVE be, as it is hereby authorized to borrow from and/or enter into loans/credit accommodations and trust receipt agreements with **PARTNER RURAL BANK (COTABATO), INC. ("PARTNER RURAL BANK")**, Head Office and/or any of its branches up to the aggregate principal amount of PESOS ₱ _____ under such terms and conditions as may be imposed by **PARTNER RURAL BANK**;

RESOLVED, FURTHER, that any _____ () of the following be authorized **(i)** to sign, execute and/or deliver applications for loan/credit accommodations, credit line/loan agreements, promissory notes, drafts, letters of credit, trust receipts, indemnity agreements, undertakings, and any all documents/agreements in connection therewith, including the amendments, renewals or extensions thereof; **(ii)** to discount and/or negotiate checks, drafts and/or commercial papers/instruments; and **(iii)** to assign, transfer, pledge, mortgage and/or encumber the CORPORATION's/COOPERATIVE's savings/current/time/trust accounts, shares of stocks, bonds, securities, real or personal properties, rights and/or other assets as security for the above mentioned loans/credit accommodations and to sign, execute and/or deliver the corresponding deeds of assignment, real estate mortgages, chattel mortgages, pledge agreements, and such other document/agreements/deeds related or connected therewith; and **(iv)** to sign, execute and/or deliver debt restructuring agreements, assignments of properties (real and personal) in payment of the loans/credit accommodations ("Dacion en Pago") and all other documents/agreements/deeds for the settlement/payment of the loans/credit accommodations of the CORPORATION/COOPERATIVE with **PARTNER RURAL BANK**.

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

RESOLVED, FURTHERMORE, that PARTNER RURAL BANK, its directors, officers, employees, agents or authorized representatives are each entitled and authorized to rely on these instructions as valid, binding, and effective upon the CORPORATION/COOPERATIVE and that PARTNER RURAL BANK, its directors, officers, employees, agents or authorized representative 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 my/our sole and exclusive account.

RESOLVED, FINALLY, that all things/acts done and documents executed and entered into by the aforementioned signatories pursuant to and in accordance with the foregoing authorities are hereby confirmed, affirmed and ratified. Likewise all things/acts done and documents executed and entered into prior to this Resolution are hereby affirmed, confirmed and ratified.

3. That the CORPORATION/COOPERATIVE has a Board of Directors composed of _____ () members and the following are the current members of the Board of Directors elected in the Annual Meeting of Stockholders held on _____.

<u>Name</u>	<u>Position</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

4. That the principal officers of the Corporation/Cooperative elected in the Organizational Meeting of the Board of Directors held on _____ are as follows:

<u>Name</u>	<u>Position</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

5. That the foregoing information is in accordance with the records of the CORPORATION/COOPERATIVE and Securities and Exchange Commission/Cooperative Development Authority.

6. That the above Resolutions are valid, binding and subsisting and shall continue to be the valid, binding and subsisting instruction of the CORPORATION/COOPERATIVE such that PARTNER RURAL BANK, its directors, officers, employees, agents or authorized representatives have the right to rely upon said Resolutions until and unless PARTNER RURAL BANK has received original copy of subsequent Secretary's Certificate or Board Resolution expressly superseding/invalidating the above referred Resolutions.

IN WITNESS WHEREOF, I have hereunto affixed my signature at _____,
on _____.

Corporate Secretary/Secretary

Attested by:

President

REPUBLIC OF THE PHILIPPINES) S.S.
_____,)

SUBSCRIBED AND SWORN TO BEFORE ME in _____, this _____,
Affiant(s) exhibiting to me his/her/their ID/s:

<u>NAME</u>	<u>ID NO.</u>	<u>DATE AND PLACE OF ISSUE</u>	<u>EXPIRY DATE</u>

NOTARY PUBLIC

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