

REPUBLIC OF THE PHILIPPINES)
) S.S.

SECRETARY’S CERTIFICATE

I, _____, of legal age, Filipino, and with office address at _____, after being duly sworn to, in accordance with law, hereby certifies that:

1. I am the duly elected and qualified _____ (e.g. *Corporate Secretary or other appropriate officer or director*) of _____ (name of corporation or partnership) (the “Company”) a corporation/ partnership (*delete as appropriate*) duly organized and existing under the laws of _____, with principal office address at _____.
2. At the duly constituted meeting of the Board of Directors/ Partners (*delete as appropriate*) of the Company held on _____, at which a quorum was present and acting throughout, the following resolutions were passed and approved:

“RESOLVED, that _____ (the “Company”) be authorized to open a securities trading account (“Account”) with COL Financial Group, Inc. (“COL”);

RESOLVED FURTHER, that the Company is authorized to purchase and/or sell shares, subscribe and/or redeem mutual funds and/or unit investment trust funds, and perform other transactions in relation to securities through the Account;

RESOLVED FURTHER, that the Company is authorized to avail of margin, postpaid, advisory, and/or discretionary services of COL, and such other services that may be offered by COL;

RESOLVED FURTHER, that the Company is authorized to perform all other actions offered or made available to the Account, including but not limited to: (a) the participation in corporate actions such as, among others, stock rights offerings, tender offers, initial / secondary/ follow-on offerings, conversion of shares, or other corporate actions of registered issuers; (b) participation in stockholders’ meetings whether through attendance or by proxy; (c) receipt of dividends; (d) request for the lodgment and/or upliftment of securities; and (e) authorize the withdrawal and/or transfer of assets in the Account;

RESOLVED, FURTHER, that any one/ two (*delete as appropriate*) of the following signatories whose specimen signature appears below:

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

be, as they are hereby authorized, for and on behalf of the Company, to execute and deliver any and all documents in connection with the Account and execute any of the aforementioned transactions in relation to the Account;

RESOLVED FINALLY, that the Company represents and warrants that all legal, regulatory, and corporate requirements incidental or necessary in relation to the issuance

the above resolutions have been complied with.”

3. By virtue of the foregoing resolutions, COL Financial Group, Inc. is hereby authorized to open a securities trading account in the name of the Company and execute the transactions authorized by the same.
4. The foregoing resolutions are not in conflict with the corporate documents of the Company, including, among others, its Articles of Incorporation, By-laws, Articles of Association, Partnership/Memorandum Agreement.
5. The foregoing resolutions have not been amended or rescinded and are in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have hereunto set my hand, this _____ at _____, Philippines.

Signature over Printed Name

SUBSCRIBED AND SWORN TO before me, this _____ at _____, Philippines, affiant exhibited to me his/ her _____ issued on _____ at _____.

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