

**SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, Corporate Secretary of \_\_\_\_\_  
\_\_\_\_\_, after having duly sworn to in accordance with law, hereby certify:

1. That I am the duly elected, qualified and incumbent Corporate Secretary of \_\_\_\_\_ (the "Corporation"), a corporation duly organized and existing under and by virtue the laws of the Republic of the Philippines, with principal office and place of business at \_\_\_\_\_.

2. That in a meeting of the Board of Directors of the Corporation which was held last \_\_\_\_\_ at \_\_\_\_\_ which a quorum was present and acting throughout, the following resolutions were unanimously approved to wit:

"RESOLVED, that the Corporation be as it is hereby authorized to apply with BDO Unibank, Inc. ("**BDO**") for merchant affiliation, whether by submitting the application in its original or scanned form or thru online channel, pursuant to which, the Corporation will honor and accept credit cards and/or ATM/debit cards and/or other types of card or digital wallets, for transactions that will pass thru BDO's Point-of-Sale (POS) terminal/s installed at the Corporation's establishments/outlets, and/or for transactions via the internet and/or other payment platforms;

"RESOLVED, that the Corporation be as it is hereby authorized, in relation to its merchant affiliation, to participate in the various marketing promotions conducted by BDO from time to time;

"RESOLVED, further, that BDO shall be authorized to accept, honor and implement scanned applications, contracts, documents, forms, and email instructions, correspondences and other similar writings sent electronically (collectively, the "Documents") coming from the Corporation or Documents submitted online, which shall constitute final and conclusive evidence of such Documents and may be admitted as evidence in a court of law, whether or not the originals of such Documents has been received, pertaining to its merchant affiliation and related transactions with BDO.

"RESOLVED, further, that BDO shall be authorized, at its sole and absolute discretion, to accept, rely or honor any Documents and act on such Documents without further inquiry, and consider the Documents as conclusively and fully authorized by, valid and binding upon the Corporation, provided that the Documents come from the Email Address specified herein and/or nominated by any of the Corporation's authorized officers identified herein, following the signing rule, or such other Email Address nominated by the aforestated officers, or submitted online to BDO.

"RESOLVED, further, that BDO shall be authorized, at its sole and absolute discretion, without need to state any grounds and give notice thereof, to decline to accept, rely on or honor the Documents or any part thereof without incurring any liability whatsoever to the Corporation in respect of any delay, failure or refusal to honor the Documents or any part thereof.

"RESOLVED, further, that BDO shall not be held liable for any corruption or modification of any Document arising from any electronic medium used, the disruption of such electronic medium, or the effects of any computer viruses and similar programs nor for any hacking or unauthorized use or access of the Email Address specified above or such other Email Address nominated by the Corporation's authorized officers identified herein.

"RESOLVED, further, that the Corporation warrants on the genuineness of any Document submitted online or via electronic mail from the Email Address specified herein or such other Email Address nominated by the Corporation's authorized officers identified herein and BDO may rely on the same without need of validating the identity of the sender of such electronic mail or identity of the person submitting or the authenticity of the Document.

"RESOLVED, further, that the Corporation hereby appoints and designates any  one  two  all  \_\_\_\_\_ of the following officers of the Corporation, namely:

NAME	POSITION/TITLE	SPECIMEN SIGNATURE	EMAIL ADDRESS
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

To sign, execute, submit and deliver any and all applications, contracts, documents, forms and other similar writings with BDO under such terms and conditions as he/she/they may deem fit for the Corporation, in connection with the Corporation's merchant affiliation and related transactions with BDO, and participation in the various marketing promotions of BDO, and to confirm BDO's authority as provided herein;

"RESOLVED, further, that all transactions, warranties, covenants, dealings and agreements (whether sent in the original form or via scanned ) with BDO by the aforesated officer(s) with respect to the enforcement and/or implementation of the foregoing transactions, for and in behalf of the Corporation, prior to the approval of these Resolutions and properly thereafter, are hereby approved, confirmed and ratified to be the valid and binding acts, representations, warranties and covenants of the Corporation."

"RESOLVED, further, that for application submitted to BDO via online channel, the submission of the Corporation's application, and the agreement to the terms and conditions of the Merchant Agreement given thru BDO online application and kept in BDO's records, are hereby approved, confirmed and ratified to be valid and binding acts, representations, warranties and covenants of the Corporation."

"RESOLVED, finally, that the foregoing resolution shall remain valid and effective unless otherwise notified in writing to BDO.

IN WITNESS WHEREOF, I have hereto set my hands this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, in \_\_\_\_\_, Philippines.

\_\_\_\_\_  
Signature Over Printed Name  
**CORPORATE SECRETARY**

**If Corporate Secretary is an authorized signatory:  
(ATTESTED BY)**

\_\_\_\_\_  
Signature Over Printed Name  
**CHAIRMAN, PRESIDENT or TREASURER**

SUBSCRIBED AND SWORN to before me on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

The Affiants exhibiting to me the following:

Name	Competent Evidence of Identity	Date/Place of Issue
1.		
2.		
3.		
4.		
5.		

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