

SECRETARY’S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

I, [NAME], Filipino, of legal age, with address at [address], after having been duly sworn in accordance with law, hereby certify, depose and state that:

1. I am the duly elected and incumbent Corporate Secretary of [NAME OF CORPORATION] (the “Corporation”), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with address at [address].
2. At the Meeting of the Board of Directors of the Corporation held on [date] at the principal office of the Corporation, at which meeting a quorum was present and acting through, the following resolutions were unanimously adopted and approved:

“RESOLVED, That [NAME OF CORPORATION] (the ‘Corporation’) be, as it is hereby, authorized and empowered to open/renew a Shell Fuel Card Account with and avail of the Shell Fuel Card Services (collectively the ‘Shell Fuel Card’) of **PILIPINAS SHELL PETROLEUM CORPORATION** (‘Shell’);

“RESOLVED, FURTHER, That any of the individuals from the Corporation, namely [NAME], acting singly, whose respective specimen signatures appear below, be, as it is hereby, authorized and empowered to negotiate the terms and conditions of the Shell Fuel Card, issue payments, as well as to sign, execute, deliver, receive and receipt, for and on behalf of the Corporation, any and all contracts, documents, certifications, waivers and quitclaim, and instruments required or necessary to carry out the foregoing resolution:

| <u>Name</u> | <u>Position</u> | <u>Specimen Signature</u> |
|-------------|-----------------|---------------------------|
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“RESOLVED, FURTHER, That the fuel purchases and any and all transactions pursuant to the availment by the Corporation of the Shell Fuel Card shall be used exclusively for the operational needs of the Corporation, and shall not be resold, transferred, conveyed, exchanged or disposed of by the Corporation in favor of any other party for any reason;

“RESOLVED, FURTHER, That none of the Corporation’s representatives shall be authorized to use the Corporation’s Shell Fuel Card/s for wholesale reselling and/or trading;

“RESOLVED, FURTHER, That none of the members of the Board of Directors and Stockholders of the Corporation is in any way related to an existing Shell retailer, contractor or employee;

“RESOLVED, FINALLY, That the foregoing resolutions shall remain valid and subsisting until the same are expressly revoked by the Board of Directors of the Corporation; and that any and all previous resolutions which are inconsistent with the foregoing relations be, as they are hereby, modified, amended, superseded or revoked accordingly.”

3. This certificate is being issued to attest to the truth of the foregoing statements and for whatever legal purpose it may serve. I further certify that the above-quoted resolutions are still in force and effect and have not been amended, revoked or modified.

IN WITNESS WHEREOF, I have hereunto affixed my signature this ____ day of _____ at Manila, Philippines.

[NAME]
Corporate Secretary

SUBSCRIBED AND SWORN to before me this __ day of _____ in _____, affiant exhibiting to me his/her Community Tax Certificate No. _____ issued on _____ in the City of _____ and presenting competent evidence of his identity, D_____ bearing his/her photograph and signature, issued by the _____.

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