

Filing and License Fee: \$310.00 minimum

ID Number: \_\_\_\_\_



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is American Suzuki Motor Corporation
2. It is incorporated under the laws of California
3. The name, if different, which it elects to use in Rhode Island is:
  - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:  
N/A
  - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:  
n/a
4. The date of its incorporation is March 24, 1986 and the period of its duration is SINCE INCORPORATION PERPETUAL
5. The address of its principal office in the state or country under the laws of which it is incorporated is 3251 E. Imperial Hwy Brea, Ca 92821-6795
6. The address of its proposed registered office in Rhode Island is 155 S. Main St Ste 301  
(Street Address, not P.O. Box)  
Providence, RI 02903-2963 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is CT Corporation System  
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Wholesale distribution of automobiles, motorcycles, outboard motors, and related parts and accessories  
shipped from outside of the State to independent dealers in Rhode Island.
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>See attached list</u>	
Director		
Director		
Director		

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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>See attached list</u>	<u></u>
Vice President	<u></u>	<u></u>
Treasurer	<u></u>	<u></u>
Secretary	<u></u>	<u></u>

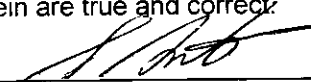
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100,000	Common	N/A	No Par Value
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is  
\$ 500,000,000 .
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is  
\$ 3,500 .
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is .0007 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is  
\$ 2,000,000,000 .
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1,800,000 .
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .09 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct:

Date: 03-23-09

  
Signature of Authorized Officer of the Corporation

Seiji Ando

Type or Print Name of Authorized Officer



AMERICAN SUZUKI MOTOR CORPORATION

RHODE ISLAND

ATTACHMENT

EFFECTIVE DATE: February 1, 2009

LIST OF OFFICERS

Takashi Iwatsuki Chairman

Suzuki Motor Corporation  
300 Takatsuka, Hamamatsu City  
Shizuoka 432-91, Japan

Kinji Saito President

American Suzuki Motor Corporation  
3251 E. Imperial Highway  
Brea, CA 92821-6795

Koichi Suzuki Executive Vice President  
Automotive Operations

Same as above

Masaaki Kato Executive Vice President  
Motorcycle and Marine Operations

Same as above

Seijiro Ando Chief Financial Officer

Same as above

John Walsh Secretary

Same as above

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AMERICAN SUZUKI MOTOR CORPORATION

RHODE ISLAND

ATTACHMENT

EFFECTIVE DATE: February 1, 2009

**LIST OF DIRECTORS**

Takashi Iwatsuki

Suzuki Motor Corporation  
300 Takatsuka, Hamamatsu City  
Shizuoka 432-91, Japan

Kinji Saito

American Suzuki Motor Corporation  
3251 E. Imperial Highway  
Brea, CA 92821-6795

Koichi Suzuki

American Suzuki Motor Corporation  
3251 E. Imperial Highway  
Brea, CA 92821-6795

Masaaki Kato

American Suzuki Motor Corporation  
3251 E. Imperial Highway  
Brea, CA 92821-6795

Seijiro Ando

American Suzuki Motor Corporation  
3251 E. Imperial Highway  
Brea, CA 92821-6795

**State of California**  
**Secretary of State**

**CERTIFICATE OF STATUS**

**ENTITY NAME:**

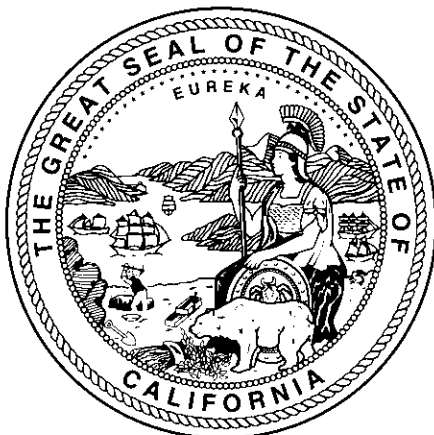
AMERICAN SUZUKI MOTOR CORPORATION

FILE NUMBER: C1369197  
FORMATION DATE: 03/24/1986  
TYPE: DOMESTIC CORPORATION  
JURISDICTION: CALIFORNIA  
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,  
hereby certify:

The records of this office indicate the entity is authorized to exercise  
all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial  
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate  
and affix the Great Seal of the State of  
California this day of February 26, 2009.

*Debra Bowen*

**DEBRA BOWEN**  
Secretary of State



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

*Secretary of State*

