

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 Nintendo of America Inc.
2. It is incorporated under the laws of Washington
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:*
 - (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:*
4. The date of its incorporation is 02/23/1982 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
4820 150th Ave NE, Redmond, WA 98052
6. The address of its proposed registered office in Rhode Island is 155 South Main Street, Suite 301
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (ZIP Code)
that address is C T Corporation System
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Nintendo sales and distribution for Western hemisphere.
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 ATTACHMENT</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</u>	<u></u>
Vice President	<u></u>	<u></u>
Treasurer	<u></u>	<u></u>
Secretary	<u></u>	<u></u>

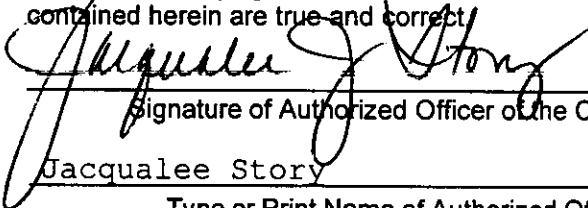
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>20,000,000</u>	<u>Common</u>	<u></u>	<u>10.00</u>
<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
\$ 3,000,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 0.
- (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 0.0000 %. [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
\$ 7,000,000,000.
- (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 \$ 3,300,000.
- (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 0.0471 % [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 90th 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: August 26, 2009


 Signature of Authorized Officer of the Corporation
Jacqualee Story
 Type or Print Name of Authorized Officer

ATTACHMENT
Nintendo of America Inc.

OFFICER(S):

Name	Title	Address
Tatsumi Kimishima	Chief Executive Officer Treasurer	4820 – 150 th Ave NE Redmond, WA 98052
Reginald Fils-Aime	President Chief Operations Officer	4820 – 150 th Ave NE Redmond, WA 98052
James Cannataro	Executive Vice President	4820 – 150 th Ave NE Redmond, WA 98052
Don James	Executive Vice President	4820 – 150 th Ave NE Redmond, WA 98052
Jacqualee Story	Executive Vice President Secretary	4820 – 150 th Ave NE Redmond, WA 98052
Mike Fukuda	Executive Vice President	4820 – 150 th Ave NE Redmond, WA 98052
Cammie Dunaway	Executive Vice President	4820 – 150 th Ave NE Redmond, WA 98052
Shigeyuki Takahashi	Executive Vice President	4820 – 150 th Ave NE Redmond, WA 98052

DIRECTOR(S):

Name	Address
Tatsumi Kimishima	4820 – 150 th Ave NE Redmond, WA 98052
Howard Lincoln	4820 – 150 th Ave NE Redmond, WA 98052

UNITED STATES OF AMERICA

The State of Washington

Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

NINTENDO OF AMERICA INC.

I FURTHER CERTIFY that the records on file in this office show that the above named Profit Corporation was formed under the laws of the State of WA and was issued a Certificate Of Incorporation in Washington on 2/23/1982.

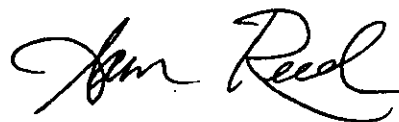
I FURTHER CERTIFY that as of the date of this certificate, NINTENDO OF AMERICA INC. remains active and has complied with the filing requirements of this office.

Date: October 1, 2009

UBI: 600-407-726



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State