

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

FEB 17 2012

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1966, 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 KTM North America, Inc.
2. It is incorporated under the laws of Ohio
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 January 23, 1992 and the period of its duration is perpetual 20 years
5. The address of its principal office is 1119 Milan Avenue, Amherst Ohio 44001
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island
(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:
To distribute KTM branded motorcycles to to an authorized KTM dealer network for retail sale.
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).

Name	Address
Director	
Director	
Director	
Director	

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SECRETARY OF STATE
CORPORATIONS DIV
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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	Jon-Erik Burleson	38429 Innovation Court, Murrieta CA 92563
Vice President	Robert Pearce	1119 Milan Avenue, Amherst OH 44001
Treasurer	Jon-Erik Burleson	38429 Innovation Court, Murrieta CA 92563
Secretary	Cheryl Webb	38429 Innovation Court, Murrieta CA 92563

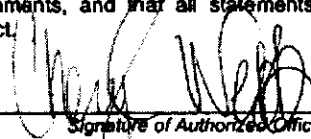
9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
See attached			

10. (a) \$6,300,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) 0% = 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. {divide (b) by (a) and multiply by 100 to obtain the percentage}
11. (a) \$131,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$580,000 = 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.
- (c) 0.44% = 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. {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 _____.

Date: 2.15.2012

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.



Signature of Authorized Officer of the Corporation

Cheryl Webb, Corporate Secretary

Type or Print Name of Authorized Officer

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show KTM NORTH AMERICA, INC., an Ohio corporation, Charter No. 811327, having its principal location in Lorain, County of Lorain, was incorporated on January 23, 1992 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 14th day of February, A.D. 2012*

Jon Husted

Ohio Secretary of State

Validation Number: V201243F2E38A

Denise Sepe

From: Casale, Joanne (Rhode Island) [Joanne.Casale@wolterskluwer.com]
Sent: Wednesday, February 22, 2012 4:33 PM
To: Denise Sepe
Subject: FW: KTM North

Does this work??

Thank You!

Joanne Casale
Rhode Island Rep
CT Corporation System
10 Weybosset Street, 8th Floor
Providence, RI 02903
Phone: 401-649-4108
Fax: 401-454-3997
Email: joanne.casale@wolterskluwer.com

From: Jaimes, Mayra
Sent: Wednesday, February 22, 2012 4:29 PM
To: Casale, Joanne (Rhode Island)
Subject: RE: KTM North

Joanne,

I went on the Secretary of State of the entities home state and saw this on the site

Share Information			
	Type	Par Value	Total
	NO PAR COMMON	0.00	750

Does that help?

Thank you for choosing CT.

Mayra Jaimes

Associate Customer Specialist, Team 2
CT Corporation System, a Wolters Kluwer Business
818 W. 7th Street, Suite 200
Los Angeles, CA 90017
Direct Line: (213) 337-4602
Team Phone: (866) 539-8692
Fax: (213) 614-7903
Team Email: cls-losangelesteam2@WoltersKluwer.com



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

