

ARTICLES OF INCORPORATION OF _____ KK

(A private company with one or more than one director, no board of directors and no auditor)

Chapter 1: General Provisions

(Trade name)

Article 1.

The company shall be referred to as _____ K.K.

(Purpose)

Article 2.

The purpose of the company shall be to operate the following businesses:

- (1) Planning and design _____
- (2) Development of _____
- (3) Market research & services related to _____
- (4) Marketing & and sales of _____
- (5) All businesses related to incidental to the preceding items

(Location of head office)

Article 3.

The company shall have its head office in _____

(Organization)

Article 4

The Company shall not establish the Board of Directors, Corporate Auditors and other institutions prescribed in Article 326, Paragraph 2 of the Companies Act.

(Method of public notice)

Article 5.

The public notice of the Company shall be published in the Official Gazette.

Chapter 2: Share

(Total number of authorized shares)

Article 6.

The total number of authorized shares of the company shall be 1,000 shares.

(Non-issuance of share certificate)

Article 7.

The company shall not issue share certificates.

(Restriction on transfer of shares)

Article 8.

Acquisition of the shares of the Company by assignment requires approval of the shareholders meeting.

(Request for sale to successors, etc.)

Article 9.

The Company shall inform the person who acquired the shares of the Company by inheritance or other general succession, and or transfer or sale to others.

(Request to state matters to be stated in the shareholder registry, etc.)

Article 10.

In order to request that shareholders record or record on the register of shareholders the items described in the register of shareholders, they shall sign or affix their name and seal to the form prescribed by the Company by the person who is listed or recorded on the register of shareholders as a shareholder and the shareholder of the acquired shares or his successor or other general successor, who have acquired it.

(2) Notwithstanding the provision of the preceding paragraph, as a matter not to harm the interests of interested persons, in the case where it is stipulated in the ordinance of the Ministry of Justice, the share acquirer separately posts the items described in the register of shareholders on the register of shareholders or to record it.

(Registration of pledge and the representation of trust property)

Article 11.

In order to request registration of pledge or display of trust property with respect to the shares of the Company, the parties must sign or affix the name and seal and submit the demand in the predetermined form of the company, the same shall apply to deletion of registration or display thereof.

(Fees)

Article 12.

In the case of making the request prescribed in the preceding two Articles, fees must be paid, the fees specified by the Company.

(Date of record)

Article 13

The Company has voting rights entered or recorded on the last shareholder registry as of the end of each business year; exercise the right at the ordinary general meeting of shareholders concerning the business year with shareholders to be a shareholder.

② In addition to the preceding paragraph, ensure that those who can exercise their rights as shareholders or registered stock pledgees when it is necessary to settle, the director may decide the reference date temporarily.

However, in this case, the co. will publicly announce that day two weeks in advance.

(Notification of address, etc. of shareholders)

Article 14

The shareholders, registered share pledgees or their legal representatives or representatives of the Company shall, if they do not notify the company of its name, name, address and seal, in company's predetermined fixed format it will not be valid. The same shall apply when a change has occurred in a notification matter etc.

② the documents to be submitted to the Company, the seal stamped in accordance with the preceding paragraph shall be used.

Chapter 3: General Meeting of Shareholders

(Period of calling)

Article 15

The general meeting of shareholders of the Company shall be convened within three months from the day after the end of each business year; shareholders meetings shall be convened as necessary. In the case of:

② unless otherwise stipulated in laws and regulations the general meeting of shareholders shall be convened by the president (Representative director).

③ to convene a general meeting of shareholders, notify the shareholders of the convocation notice three days before the date of the meeting. However, the convocation notice does not need to be written (in writing).

(Omission of convocation proceedings)

Article 16

Articles of Incorporation – KK Co - Sample

All shareholders who can exercise their voting rights at the general meeting shall agree the general meeting of shareholders.

In some cases, it can be held without going through the convocation procedure.

(Chairperson and Method of Resolution)

Article 17

The president of the general meeting of shareholders corresponds to this.

② Resolutions at the General Meeting of Shareholders shall be made with a view to attending, except where otherwise provided for by laws and regulations or these Articles of Incorporation Make a majority vote of shareholders who can exercise their voting rights.

③ the resolution of the general meeting of shareholders prescribed in Article 309, Paragraph 2 of the Companies Act can exercise voting rights. Shareholders who have a majority voting rights of the shareholders attended and 3 of the voting rights of the shareholders who attended with a large number equivalent to two or more.

(Omission of Resolution of General Meeting of Shareholders)

Article 18

When a director makes a proposal or a shareholder concerning matters that are the objectives of the resolution of the shareholders meeting, all the shareholders who can exercise their voting rights for that matter shall therefore, if shareholders agree with the proposal, there is a resolution of the shareholders meeting to the effect that the proposal will be passed.

(Proxy exercise of voting rights)

Article 19

Shareholders or their legal representatives shall use shareholders or relatives who hold voting rights of the Company as proxy can exercise the voting rights. Provided, however, that in this case, they must submit a document evidencing the right.

(Minutes of General Meeting of Shareholders)

Article 20

With regard to the proceedings of the general meeting of shareholders, prepare minutes stating the matters stipulated in laws and regulations and then preserve it at the head office for a period of 10 years after the date of holding such meeting.

Chapter 4 Directors and Representative Directors

(Number of Directors)

Article 21

The number of directors of the Company shall be one or more.

(Qualification)

Article 22

Directors of the Company shall be appointed from the shareholders of the Company.

②

Notwithstanding the provisions of the preceding paragraph and the following Article, it shall not preclude a majority of the voting rights of shareholders who can exercise voting rights from being appointed from anyone other than shareholders.

(Method of appointment and dismissal of directors)

Article 23

The appointment of directors of the Company shall be made with a majority of the voting rights of the shareholders present who attended by shareholders who hold one-third or more of the voting rights of shareholders who can exercise their voting rights at the shareholders meeting.

② regarding election of directors, cumulative voting is not required.

③ the dismissal of the directors shall be made by a resolution of the shareholders meeting prescribed in Article 17, Paragraph 3 of the Articles of Incorporation.

(Term of office of directors)

Article 24.

The term of office of a director shall be until the conclusion of the ordinary general meeting of shareholders concerning the last business year ending within two years after election.

② the term of office of a director appointed as a substitute for a director who retired before the expiration of the term of office or appointed by an increase is the same as the remaining term of the term of office of the predecessor or other office director.

(Representative Director and President)

Article 25

When multiple directors are to be placed, one or more of them shall be the Representative Directors and shall be determined by the mutual election of the Directors.

② one representative director shall be the president, and in the case of one director, the director shall be the president.

③ the president shall represent the company and shall supervise the business of the company.

(Remuneration etc.)

Article 26

The benefits on the assets received from the Company as consideration for the remuneration, bonuses and other duties of directors shall be determined by resolution of the general meeting of shareholders.

Chapter 5 Calculation

(Business year)

Article 27

The business year of the Company shall be the first year of the year from January 1st each year to December 31st of the same year.

(Dividend of surplus and period of repayment)
Article 28

Dividends of surplus shall be made to the shareholders or registered pledgees registered or recorded in the last shareholder registry as of the end of each business year.

② if the dividend of surplus is not received even after three (3) years from the date of payment commencement, the Company shall be relieved of its payment obligation.

Chapter 6 Supplementary Provisions

(Minimum amount of property to be contributed upon establishment)
Article 29

The minimum amount of property to be contributed upon establishment of the Company shall be 1,000,000 yen.

(First business year)
Article 30

The first business year of the Company shall be from the date of establishment of the Company to December 31st.

(Director at Incorporation and Representative Director)
Article 31

The director and the representative director at the time of incorporation of the Company shall be as follows.

Director at Incorporation: _____

Representative Director at Incorporation: _____

(Name or name and address of incorporator)
Article 32

The name or address and name of the incorporator shall be as follows.

Address: _____
Founder (Name): _____

Address: _____
Founder (Name): _____

(Matters not stipulated in the articles of incorporation)
Article 33

Matters not stipulated in the Articles of Incorporation shall be as stipulated by the Companies Act and other relevant laws and regulations.

For the purpose of establishing _____ Founder / incorporator,
_____ Attorney _____, who is a proxy outside the company,
created an electronic memorandum of this Articles of Incorporation, Signed.

Year _____ Month _____ Day _____

Founder / incorporator (Name): _____

Founder / incorporator (Name): _____

The incorporation preparation agent of the incorporator:

Address: _____

Attorney: _____

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