

## ARTICLES OF INCORPORATION OF \_\_\_\_ STOCK COMPANY (SAMPLE)

### Chapter 1: General Provisions

(Trade name)

Article 1. Our company shall be called \_\_\_\_ stock company.

(Purpose)

Article 2. The purpose of our company shall be to perform the following businesses:

- (1) Manufacturing and selling of \_\_\_\_
- (2) Importing and selling of xx
- (3) (Omitted)
- (4) (Omitted)
- (5) All businesses contingent on or related to the preceding items

(Location of head office)

Article 3. Our company has its head office in \_\_\_\_-ku, Tokyo.

(Method of public notice)

Article 4. The public notice of our company shall be done by running such notice in the official gazette.

### Chapter 2: Shares

(Total number of authorized shares)

Article 5. The total number of authorized shares of our company shall be 1,000 shares.

(Non-issuance of share certificate)

Article 6. Concerning the shares that our company issues, we will not issue share certificates.

(Restriction on transfer of shares)

Article 7. Concerning the acquisition of shares of our company by the method of transfer, it must be approved by the directors. However, in the case that a transfer is conducted by and between the shareholders of our company, it shall be deemed to have been approved.

(Request to sell against successors, etc.)

Article 8. Our company may request those who have acquired the shares of our company by inheritance, merger, or other general succession with restriction of transfer to sell such shares to our company.

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

Article 9. Where those who have acquired the shares of our company request to state or record the matters to be stated in the shareholder registry such as their name, etc. in the shareholder registry, they shall sign or affix their name and seal to our predetermined form's written demand, collectively with those who have already been stated or recorded into the shareholder registry as shareholders of the same shares so acquired, or with general successor including the heirs. However, in the case that it is prescribed by an ordinance of Ministry of Justice, the acquirer of such share may individually demand the above-mentioned request.

(Request for registration of the right of pledge and the representation of trust property)

Article 10. In order to request the registration, modification, or cancellation of the right of pledge, or the representation or cancellation of trust property on the shares of our company, the requester must sign or affix the name or seal to our predetermined form.

(Fees)

Article 11. If the request mentioned in Article 9 and 10 is demanded, fees that are predetermined by our company must be paid to our company.

(Record Date)

Article 12. Our company deems shareholders whose voting right are stated or recorded in the final shareholder registry as of the last date of March of each year to be persons who may execute their right at the ordinary general meeting of shareholders relating to each business year.

2 In addition to the first section of this article, if it is necessary, by making public notice in advance, we may deem shareholders or registered pledgees of shares to be those who may execute their rights, subject to being stated or recorded in the final shareholder registry on a certain day.

(Notification of address, etc. of shareholders)

Article 13. The shareholders and registered pledgees of shares or their legal representatives shall submit their address, name, and seal impression to our company using our company's predetermined form.

2 The previous section shall apply when changing the above-mentioned matters.

### **Chapter 3: Shareholders' Meeting**

(Period of calling)

Article 14. An ordinary general meeting of shareholders of our company shall be called within three months after the termination of each business year, and an extraordinary general meeting shall be called whenever it is necessary.

(Person who may call a shareholders' meeting)

Article 15. Unless otherwise provided for by laws and regulations, a general shareholders' meeting shall be called by the director president of our company.

(Notice of Convocation)

Article 16. The notice of convocation of the general shareholders' meeting shall be issued no later than five days prior to such meeting to the shareholders who may exercise their voting rights at such meeting; provided, however, the said notice shall be issued no later than two weeks prior to such meeting in the event that voting in writing or electronic voting is permitted.

(Chairperson of a general shareholders' meeting)

Article 17. The chairperson of a general shareholders' meeting shall be the director president of our company.

- 2 Where such director president of our company may not become a chairperson due to accident, the chairperson shall be elected by such general shareholders' meeting.

(Resolution of a general shareholders' meeting)

Article 18. Unless otherwise provided for by laws and regulations or the Articles of Incorporation, the resolution of a general shareholders' meeting shall be passed by a majority of the votes of the shareholders who attend the meeting and may exercise their voting rights.

(Omission of resolution)

Article 19. In the case that the directors or shareholders submit a proposal with respect to a matter that is the purpose of a general shareholders' meeting, if all shareholders who may exercise their voting rights concerning such proposal have expressed their agreement in writing or by electronic or magnetic record, such proposal shall be deemed to have been approved as a resolution by a general shareholders' meeting.

(Minutes)

Article 20. As for the proceedings of a general shareholders' meeting, the minutes shall be prepared containing its date and time of holding, place, directors and officers who attended, a summary of the procedure and the result of the meeting, and other matters provided for by the ordinance of the Ministry of Justice. The chairperson and the directors who attended the meeting shall sign or affix their name and seal or make an electronic signature to it, and then preserve it at the head office for a period of 10 years after the date of holding such meeting.

#### **Chapter 4: Director and Representative Director**

(Number of directors)

Article 21. The directors of our company shall be three persons or less.

(Qualification of a director)

Article 22. The director shall be elected from the shareholders of our company; this is provided, however, that the election of a person who is not such shareholder shall not be prohibited, if it is necessary.

(Election of a director)

Article 23. The director shall be elected by a majority of voting rights, at the general shareholders' meeting where shareholders who have one-third or more of voting rights attend.

- 2 The election of directors shall not be conducted by cumulative voting.

(Term of office of a director)

Article 24. The term of office of a director shall be terminated as of the termination of an ordinary general meeting of shareholders relating the final meeting within five business years after the said election.

- 2 The term of office of the director as an alternative for the directors who have resigned before the termination of their term of office, or newly elected directors by increasing the number of directors shall be the same as its remaining period of predecessors or other incumbent directors.

(Representative director and president)

Article 25. In case of appointing more than one director, a representative director shall be appointed among from the directors by the method of mutual voting.

- 2 Representative director shall be the president and be representative of our company.

- 3 Most of the business of our company shall be executed by the director president of our company.

(Remuneration and retirement benefits of directors)

Article 26. The remuneration and retirement benefits of directors shall be decided by a resolution at a general shareholders' meeting.

## **Chapter 5: Accounts**

(Business year)

Article 27. The business year of our company shall be a one-year period that commences from the first day of April of every year and ends at the last day of March of the next year.

(Dividend of surplus)

Article 28. The person eligible for the dividend of surplus shall be the shareholders or registered pledgees of shares who are stated or recorded in the final shareholder registry as of the end of each business year.

(Period of Exclusion)

Article 29. In the case that the dividend of surplus shall not be received for three years from its date of tender of payment, our company may be exempted from obligation of such payment.

## **Chapter 6: Supplementary Provisions**

(Minimum amount of property contributed at the incorporation)

Article 30. The minimum amount of property contributed at the incorporation of our company shall be 3,000,000 yen.

(Amount of stated capital after incorporation)

Article 31. The total amount of property contributed at the incorporation of our company shall become the amount of stated capital after incorporation.

(First business year)

Article 32. The first business year of our company shall commence from the date of incorporation of our company and ends at the last date of March 20\_\_\_\_.

(Director at incorporation, etc.)

Article 33. The director and representative director at incorporation shall be as follows:  
The director at incorporation: \_\_\_\_\_  
The director at incorporation: \_\_\_\_\_  
The representative director at incorporation: \_\_\_\_\_

(Name of incorporater, etc.)

Article 34. The name and address of the incorporator, and the number of allotted shares in the incorporation and the amount to be paid in exchange for the shares are as follows:

\_\_\_\_-\_\_, \_\_\_\_-chou \_\_\_\_-chome, \_\_\_\_-ku, Tokyo  
Incorporater: \_\_\_\_\_ 180 shares, 1,800,000 yen  
contribution in kind 20 shares (as provided for in Article 35)

\_\_\_\_-\_\_, \_\_\_\_-chou \_\_\_\_-chome, \_\_\_\_-ku,, Tokyo  
Incorporater: \_\_\_\_\_ 100 shares, 1,000,000 yen

(Contribution in kind)

Article 35. The name of the person who invests in kind at the incorporation of our company, the property as the purpose of such contribution, its value, and the number of shares allotted to such value shall be as follows:

- (1) Contributor incorporater \_\_\_\_\_
- (2) Property contributed in kind and its value  
one personal computer (\_\_\_\_ stock company, manufactured in 1996,  
FH-RARUGO, production number: \_\_\_\_\_)  
200,000 yen
- (3) Number of allotted shares:  
20 shares

(Applicable laws and regulations)

Article 36. All matters not provided for in these Articles of Incorporation shall comply with the Companies Act and other laws and regulations.

As stated above, we hereby prepare the Articles of Incorporation for the incorporation of \_\_\_\_\_ stock company, and the incorporators then affix respective name and seal.

20\_\_\_\_,\_\_\_\_,\_\_\_\_ (y/m/d)

Incorporater: \_\_\_\_\_ Seal

Incorporater: \_\_\_\_\_ Seal

These materials contain samples of documents regarding registration, visa, taxation, personnel and labor matters that are necessary when a foreign company establishes a corporation or other entity in Japan as well as descriptive examples of how to fill them out. A portion of the English content has been updated through a provisional translation. These documents are not published by competent authorities and therefore are not official. For those who are going through the actual procedures, please download the latest official documents from the competent authorities and related bodies or consult a person who specializes in advising on such information and procedures.

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