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## APPLICATION FORM FOR REGISTRATION OF INCORPORATION OF STOCK COMPANY

1. Corporate name: \_\_\_\_\_Shoji Kabushiki Kaisha

1. Head office: \_\_\_\_-\_\_\_\_  
\_\_\_\_-chou\_\_-chome\_\_\_\_-shi\_\_\_\_-ken

1. Grounds for registration: Completion of the procedure for incorporation as of 20\_\_\_\_,\_\_\_\_,\_\_\_\_ (y/m/d)

1. Matters to be registered: As submitted online

Submit the matters to be registered using online system. For more information, please refer to the related link "on submission of the registration matters using online application system for registration and deposit" in the "Application Form of Commercial and Corporation Registration" ([http://houmukyoku.moj.go.jp/homu/COMMERCE\\_11-1.html](http://houmukyoku.moj.go.jp/homu/COMMERCE_11-1.html)) in the website of the Ministry of Justice.

You can record the registration matters on CD-R (or DVD-R). When you choose this method, state "as in the attached CD-R" or the like, and submit the application form with the said CD-R, etc. with the application form. For more information, please refer to the related link "on submission of the electromagnetic recording medium (CD-R, etc.) that records the registration matters" in the "Application Form of Commercial and Corporation Registration (商業・法人登記の申請書様式)" ([http://houmukyoku.moj.go.jp/homu/COMMERCE\\_11-1.html](http://houmukyoku.moj.go.jp/homu/COMMERCE_11-1.html)) in the website of the Ministry of Justice.

1. Amount of Tax Base : 10,000,000 yen

Equivalent to the amount of stated capital

1. Registration Tax : 150,000 yen

This amount is seven-thousandths of the amount of stated capital. However, when such amount is below 150,000 yen, it shall be 150,000 yen.

If there are fractions less than 100 yen, such amount is to be rounded down.

These amounts shall be paid in the form of a revenue stamp or receipt (attach them to a revenue stamp sheet).

1. Attached documents:

Articles of Incorporation

1 copy

Written consent(s) of the incorporator(s)  
\_\_\_\_\_ copy (copies)

\* In the incorporation, the document immediately above is necessary if the following particulars are not stated in the Articles of Incorporation: the number of shares that shall be allotted to an incorporator; the amount that the incorporator shall contribute; and the matters relating to issuance of shares or the contents of the total number of authorized shares. In addition, such document is necessary if the amount of the stated capital and capital reserve are not stated in the Articles of Incorporation:

Document that certifies that the representative director at incorporation was elected 1 copy

Acceptance of office by the director and the company auditor at incorporation

\_\_\_\_\_ copy (copies)

Certificate of a Seal-Impression

\_\_\_\_\_ copy (copies)

Certificates for identity verification

\_\_\_\_\_ copy (copies)

\* When a company auditor at incorporation is elected, attach a certificate of identity verification of the person, such as a certificate of entry in the resident card, a copy of driver's license (the rear side shall be copied, an explanation that it is the same as the original shall be given by the person, and it shall be signed or the print name and seal affixed to it; if there are two (2) sheets or more, bind them together and seal the seal impression that is the same as used in this application.) For more information, please refer to the related link "on certificate for identity verification (添付書面としての本人確認証明書について)" in the "Application Form of Commercial and Corporation Registration (商業・法人登記の申請書様式)" ([http://houmukyoku.moj.go.jp/homu/COMMERCE\\_11-1.html](http://houmukyoku.moj.go.jp/homu/COMMERCE_11-1.html)) in the website of the Ministry of Justice.

Report on an investigation and its annexed document by the director (and company auditor) at incorporation 1 copy

\* Only if the provisions relating to rare incorporation matters provided for in each item of Article 28 of the Companies Act are prescribed in the Articles of Incorporation.

Certificate evidencing the completion of a contribution in money

1 copy

\* This includes, for example, a certificate of receipt of contribution or a document combined with a copy of bankbook or a bank statement made by representative director at incorporation, which states the fact that the payment of the full amount of money to be paid upon the incorporation has been made, etc.

The certificate by the representative director at incorporation evidencing that the amount of stated capital has been recorded: 1 copy

Power of attorney: 1 copy

Only if application for registration is delegated to an attorney-in fact and agents.

Example of other attached documents

(Written certificate evidencing execution of a contract with a shareholder register administrator)

(Note) Necessary if you elect a shareholder register administrator. In this case, a certificate that proves that such shareholder register administrator was elected by a majority of incorporators is also necessary.

A report on an investigation and its annexed documents of the inspector.

(Note) Necessary if there was a contribution in kind (there is an exemption).

A certificate and its annexed document of the lawyer, etc.

(Note) Necessary if there was a contribution in kind. Where the contribution in kind is real property, attachment of a document describing the appraisal by a real estate appraiser is also necessary.

A document evidencing the market price of securities.

(Note) Necessary when making a contribution when the contribution is a security having a marketable price.

Attachment of a transcript of a judicial decision relating to the report of an inspector.

(Note) Necessary when a decision by court is made regarding the report of an inspector.

As described above, we hereby apply for registration.

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

\_\_-\_\_-\_\_-chou\_\_-chome\_\_-shi\_\_-ken \*1  
Applicant: \_\_\_\_Shoji Kabushiki Kaisha \*2

Head office: \_\_-\_\_-\_\_-chou\_\_-chome\_\_-shi\_\_-ken \*3  
Representative director: Taro Homu [seal]

\_\_-\_\_-\_\_-chou\_\_-chome\_\_-shi\_\_-ken \*4  
Agent mentioned above: Saburo Homu [seal]

Contact telephone number:

To: \_\_\_\_ branch bureau (or office) of \_\_\_\_ (District) Legal Affairs Bureau

※Fill respectively in\*

\*1→Head office, \*2→Trade name,  
\*3→Address of representative  
director at incorporation

Stamp the seal impression  
submitted to a registry office.

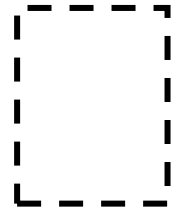
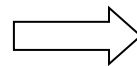


You must fill here and have it  
stamped with seal impression  
(mitome-in) by the agent only if  
the agent applies for an application.  
In this case, you do not have to  
stamp the seal impression of  
representative director at  
incorporation.

## Revenue stamp sheet



### REVENUE STAMP



(Note) Put a stamp without a tally impression.

For the obligation work of the revenue stamp, please paste it to the right side.

When the application form (including the revenue stamp sheet) of the registration is more than one page, you must stamp a joint seal on each of the two page's overlap line. You must use the same seal impression as used on the application form for registration (the seal impression submitted to the Legal Affairs Bureau by the director at incorporation or his agent).

Because the person who has to stamp the application form of the registration shall submit the seal impression to a Legal Affairs Bureau in advance, the "registration form of seal impression" of the person who shall represent a company is also to be submitted (you can submit the seal impression to Legal Affairs Bureau together with this application). (You can obtain the "registration form of seal impression" from the nearby Legal Affairs Bureau for free). In addition, you can refer to it on the website of the Ministry of Justice.

Input example in case of submitting registration matters by recording on a magnetic disk

(The same applies in the case of submitting the registration matters by electromagnetic record)

[Trade name]: \_\_\_\_Shoji Kabushiki Kaisha

[Head office]: \_\_-\_\_ \_\_-chou\_\_-chome\_\_-shi\_\_-ken

[Method of public notice]: Publication in an official gazette

[Purpose]:

1. Production and distribution of \_\_\_\_;
2. Buying and selling of \_\_\_\_;
3. All business contingent on the preceding items

[Total number of authorized shares]: 800 shares

[Total number of issued shares, and class and number thereof]

[Total number of issued shares]: 200 shares

[Amount of stated capital]: 10,000,000 yen

[Provisions relating to the restriction on transfer of shares]:

In order to acquire the shares of the company by transfer, the approval of the company must be obtained.

[Matters relating to officer]:

[Qualification]: director

[Name]: ○○○○

[Matters relating to officer]:

[Qualification]: director

[Name]: ○○○○

[Matters relating to officer]:

[Qualification]: Representative director

[Address]: \_\_-\_\_ \_\_-chou\_\_-chome\_\_-shi\_\_-ken

[Name]: ○○○○

[Matters relating to registration record]: Incorporation

(Note)

1. If you submit the registration matters online beforehand, you can easily prepare an application form by utilizing the information that you prepared when submitting the registration matters, and you can confirm the progress of procedure online. For more information, please refer to the related link "on submission of registration matters by using online application system for registration and deposit" in the "Application Form of Commercial and Corporation Registration" ([http://houmukyoku.moj.go.jp/homu/COMMERCE\\_11-1.html](http://houmukyoku.moj.go.jp/homu/COMMERCE_11-1.html)) in the website of the Ministry of Justice.
2. If you submit CD-R that records the registered information, you record the registration matters in the text format by utilizing the "Memo" format, etc. and name the file "[Discretionary name].txt".  
For detailed preparation method of electromagnetic recording medium, please refer to the related link "on submission of electromagnetic recording medium (CD-R, etc.) recording the registration matters" in the "Application Form of Commercial and Corporation Registration" ([http://houmukyoku.moj.go.jp/homu/COMMERCE\\_11-1.html](http://houmukyoku.moj.go.jp/homu/COMMERCE_11-1.html)) in the website of the Ministry of Justice.

## Example of an Article of Incorporation

(Some matters may not be necessary, so you need to prepare this article according to the situation of your company.)

### Articles of Incorporation of \_\_\_\_Shoji Kabushiki Kaisha

#### Chapter 1 General Provisions

(Trade name)

Article 1. The name of our company shall be \_\_\_\_Shoji Kabushiki Kaisha.

(Note) You cannot register the incorporation of your company if the trade name and head office is identical to any other company which is already registered. So, you must confirm whether any company has already been registered before authorization of the Articles of Incorporation. You can implement the said confirmation for free. For more information, please refer to the related link "on the investigation method of the same trade name or the same head office" in the " Application Form of Commercial and Incorporation Registration " ([http://houmukyoku.moj.go.jp/homu/COMMERCE\\_11-1.html](http://houmukyoku.moj.go.jp/homu/COMMERCE_11-1.html)) in the website of the Ministry of Justice.

(Purpose)

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

- (1) Production and distribution of \_\_\_\_
- (2) Buying and selling of \_\_\_\_
- (3) All businesses contingent on the preceding items

(Note) Be careful when you use words with Roman characters, jargon, etc. that are not known to the public (such as the term not being found in dictionaries generally available) because your registration application will not be accepted. In that case, you must be careful about making such terms easy to be understood by additional description in parentheses, etc. for the person who will receive the certificate of registered information.  
In the case that approval and license, enrollment, registration by public office, etc. (hereinafter collectively referred to as "Approvals, etc.") are necessary, or the submission of a certificate of registered information for performing business is necessary, please contact such public office, etc. beforehand to confirm whether there is any problem in the purpose provided in the Articles of Incorporation. Even if your registration application is accepted, it may cause problems with relation to approvals, etc.

(Place of head office)

Article 3. The head office of our company shall be located at \_\_-shi\_\_-ken.

(Note) The place of the head office stated in the Articles of Incorporation can be in the minimum administrative district. However, in that case, you must decide such place as precise as "\_\_-\_\_-chou\_\_-chome" (in the case of an unadministered region, up to "banchi") by a majority of incorporators.

(Method of public notice)

Article 4. Public notices of our company shall be conducted by means of 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 \_\_\_\_shares.

(Non-issuance of share certificate)

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

(Restriction on transfer of shares)

Article 7. In order to acquire the shares of our company by means of transfer, the approval of the company must be obtained.

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

Article 8.

1. Where those who have acquired the shares of our company request to state or record the matters to be

- stated in the shareholder registry, they shall sign or affix the name and seal to our predetermined form's written demand, jointly with those who have already been stated or recorded in the shareholder registry as shareholders of the same share so acquired, or with their heir and other general successor.
2. However, notwithstanding the provisions of the preceding paragraph, if it is prescribed by an ordinance of the Ministry of Justice as there is no likelihood of detriment to interested parties, those who acquired such share may independently demand the above-mentioned request.

(Representation of registration of the right of pledge and the representation of trust property)

Article 9. Concerning the shares issued by our company, in order to request representation of the registration of the right of pledge or trust property, the requester shall sign or affix name and seal to our predetermined request form and then submit it to our company. The same applies to its cancellation of registration or representation.

(Fees)

Article 10. If the request mentioned in Articles 8 and 9 is demanded, fees that are predetermined by our company shall be paid to our company.

(Record Date)

Article 11.

1. Our company deems shareholders whose voting right are stated or recorded in the final shareholder registry as of the last day of March of each year (hereinafter referred to as "Shareholders as of Record Date") to be persons who shall execute their right at the ordinary general meeting of shareholders relating to each business year; this is provided, however, that, where the benefit of such Shareholders as of Record Date is not harmed, our company may prescribe some or all persons who have acquired the shares of our company by issuing shares for subscription, merger, share exchange, absorption-type company split, etc. after the Record Date, as shareholders who may exercise their rights in such ordinary general meeting of stockholders.
2. In addition to the preceding paragraph of this article, if it is necessary to decide the person who shall exercise right as a shareholder or the registered pledgee of shares, we can decide the Record Date temporarily by the decision of directors; this is provided, however, that, in such case, such date shall be publically announced two (2) weeks in advance.

(Notification of address, etc. of shareholders)

Article 12. The shareholders and registered pledgees of shares or their legal representatives or representatives shall submit their name, address, and seal impression to our company using our company's predetermined form. The same applies to matters when there is modification to the matters of submission.

### **Chapter 3 General Shareholders' Meeting**

(Calling)

Article 13.

1. The ordinary general meeting of shareholders of our company shall be called within three (3) months after the day following the last day of each business year, and an extraordinary general meeting of shareholders shall be called when it is necessary.
2. When calling a general shareholders' meeting, our company shall send a notice of calling one (1) week in advance of such meeting to the shareholders who can exercise their voting rights.

(Chairperson)

Article 14. The chairperson of a general shareholders' meeting shall be the representative director president of our company. Where such president of a company may not become a chairperson due to an accident, other directors shall take that place according to the order decided by the representative director president in advance.

(Resolution)

Article 15.

1. 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 vote of the shareholders who attend the meeting and have voting rights.
2. The resolution as provided for in Article 309, Paragraph (2) of the Companies Act shall be made by two-thirds or more of voting rights of the shareholders who attend the meeting where the shareholders holding one-third or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present.

(Voting by proxy)

Article 16. Shareholders and their legal representatives can exercise their voting rights by appointing



other shareholders who have voting rights of our company or relatives as agents; this is provided, however, that, in such case, a document evidencing the authority of proxy shall be submitted at each general meeting of shareholders.

#### **Chapter 4 Director**

(Number of directors)

Article 17. The directors of our company shall be not more than two (2) persons.

(Election of directors)

Article 18.

1. The director of our company shall be elected by a majority of voting rights at the 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)

Article 19.

1. The term of office of a director shall expire at the close of an ordinary general meeting of shareholders relating the final meeting within ten (10) business years after the said election.
2. The term of office of a director as an alternative or newly elected directors by increasing the number of directors shall be the same as its remaining period of the predecessors or other incumbent directors.

(Representative director and president)

Article 20.

1. In case that two (2) directors are elected, our company will appoint a representative director by means of mutual voting by such directors.
2. Such representative director shall be the president and be representative of our company.
3. The business of our company shall be executed by the president of our company.

(Remuneration and retirement benefits of directors)

Article 21. Either the remuneration or retirement benefits of directors shall be decided by a resolution at general shareholders' meeting.

#### **Chapter 5 Accounts**

(Business year)

Article 22. The business year of our company shall be one-year period that commences from the first day of April every year and ends on the last day of March of the following year.

(Dividend of surplus)

Article 23. The persons eligible for the dividend of surplus shall be the shareholders or registered pledgees of shares who are stated or recorded in the shareholder registry as of the end of each business year.

(Period of Exclusion)

Article 24. In the case that the dividend of surplus shall not be received for three (3) 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 incorporation)

Article 25. The minimum amount of property contributed at the incorporation of our company shall be \_\_\_ yen.

(First business year)

Article 26. The first business year of our company shall commence from the date of the incorporation of our company and ends on the last day of March 20\_\_\_\_.

(Incorporator)

Article 27. The name and address of the incorporators and the number of shares received by them at incorporation are as follows:

\_\_-\_\_ \_\_-chou\_\_-chome \_\_-shi \_\_-ken \_\_ \_\_ \_\_ shares

\_\_-\_\_ \_\_-chou\_\_-chome \_\_-shi \_\_-ken \_\_ \_\_ \_\_ shares

(Note) You do not have to attach the written consent of the incorporator relating to matters as provided for in Article 32, Paragraph (1), Item (i) of the Companies Act with this application if the number of shares allotted to the incorporator is stated in the Articles of Incorporation. In this case, you must describe in the application "\_\_\_\_ cites the statement in the Articles of Incorporation."

(Applicable laws and regulations)

Article 28. All matters not provided for in this article shall entirely comply with the Companies Act and other laws and regulations.

NOW we hereby prepare these Articles of Incorporation for the incorporation of \_\_\_\_Shoji Kabushiki Kaisha, and the incorporator then affixes the name and seal.

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

Incorporator: \_\_\_\_\_ [Seal]

Incorporator: \_\_\_\_\_ [Seal]

(Note) The Articles of Incorporation must be authorized by a notary.

(Reference) Matters to be stated in the Articles of Incorporation;

Mandatory matters to be stated in the Articles of Incorporation (matters that must be stated)

- 1 Purpose
- 2 Trade name
- 3 Place of head office
- 4 Value and minimum amount of property contributed at incorporation)
- 5 Name and address of the incorporator

Relative matters to be stated (It shall be stated in the Articles of Incorporation to be effective.)

[example]

- 1 The name of a person making a contribution in kind, property subject to contribution and its value of, and type and number of shares issued at incorporation allotted to those persons
- 2 The property, its value contracted to be transferred after the incorporation, and the name of such person who will transfer these property
- 3 Remuneration, other special benefit, etc. that the incorporator will receive at the incorporation, and the name of such incorporator
- 4 The cost borne by the Kabushiki Kaisha relating to incorporation

Discretionary matters to be stated (You can state matters that will not be effective unless provided for in the Articles of Incorporation, and other matters that do not breach the provisions of the Companies Act.)

Written consent of the incorporator relating to the shares issued at incorporation

(This is a sample. Please prepare it pursuant to the actual situation of the company.)

Written consent

Today, by the consent of all incorporators, we will decide the matters relating to the shares issued at the incorporation of the company as follows.

- 1 Number of shares to be allotted and amount to be paid-in by the incorporator:  
Shares of \_\_\_\_Shoji Kabushiki Kaisha: \_\_ common shares  
Amount to be paid-in in exchange: \_\_ yen
  
1. Number of shares to be allotted and amount to be paid-in by the incorporator:  
Shares of \_\_\_\_Shoji Kabushiki Kaisha: \_\_ common shares  
Amount to be paid-in in exchange: \_\_ yen

In witness of the above-mentioned matters, all of the incorporators shall affix their name and seal (or sign).

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

\_\_\_\_Shoji Kabushiki Kaisha

\_\_ - \_\_ - \_\_ -chou \_\_ -chome \_\_ -shi \_\_ -ken

Incorporator: \_\_\_\_\_ [Seal]

\_\_ - \_\_ - \_\_ -chou \_\_ -chome \_\_ -shi \_\_ -ken

Incorporator: \_\_\_\_\_ [Seal]

In the case that the amount of stated capital and capital reserve are determined by the consent of all incorporators

Written consent

Today, by the consent of all incorporators, we will decide the amount of stated capital as follows:

- 1 Amount of stated capital: \_\_ yen
- 1 Amount of capital reserve: \_\_ yen

In witness of the above-mentioned matters, all of the incorporators shall affix their name and seal (or sign).

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

\_\_\_\_Shoji Kabushiki Kaisha

\_\_ - \_\_ - \_\_ -chou \_\_ -chome \_\_ -shi \_\_ -ken

Incorporator: \_\_\_\_\_ [Seal]

\_\_ - \_\_ - \_\_ -chou \_\_ -chome \_\_ -shi \_\_ -ken

Incorporator: \_\_\_\_\_ [Seal]

## Written resolution of the election of a director at incorporation and place of head office

(This is an example. Please prepare it pursuant to the actual situation of the company.)

### Written resolution of the election of a director at incorporation and place of head office

On 20\_\_\_\_,\_\_\_\_,\_\_\_\_ (y/m/d), at the organization office of \_\_\_\_Shoji Kabushiki Kaisha, with all incorporators who attended (or with the attendance of incorporators who have the majority of voting rights), by a unanimous consent of all incorporators' consensus, directors at incorporation were elected and the place of head office was decided as follows:

Directors at incorporation: \_\_\_\_-\_\_\_\_, \_\_\_\_-chou\_\_\_\_-chome, \_\_\_\_-shi, \_\_\_\_-ken Taro Homu,  
\_\_\_\_-\_\_\_\_, \_\_\_\_-chou\_\_\_\_-chome, \_\_\_\_-shi, \_\_\_\_-ken Ichiro Homu

Head office: \_\_\_\_-\_\_\_\_-chou\_\_\_\_-chome\_\_\_\_-shi\_\_\_\_-ken

To prove the above-decided matters, all of the incorporators (or incorporators present) shall affix their name and seal (or sign) as follows:

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

\_\_\_\_Shoji Kabushiki Kaisha

Incorporator: \_\_\_\_\_ [Seal]

Incorporator: \_\_\_\_\_ [Seal]

(Note 1) When the written resolution is more than one page, you must stamp a joint seal on each of the two page's overlapping line. The joint seal can be the seal impression of one person among the incorporators.

(Note 2) There is no need to attach an acceptance of office to the application form separately, if (i) a director at incorporation elected from among the incorporators accepts the appointment at the meeting, (ii) such fact and the address of the elected person are set forth in the resolution, and (iii) it bears the name and seal of the elected person.

Even if an acceptance of office may be omitted to be attached (to the application), a company is required to attach a certificate of the seal impression of director at incorporation prepared by the mayor. A company having appointed company auditor, a certificate of identity verification such as a certificate of entry on the resident card of company auditor must be attached to the application.

Note that, in this case, you must describe in the application "acceptance of office cites the statement from the written resolution of election for director at incorporation."

(Note 3) If any director at incorporation or company auditor at incorporation is elected from among others than the incorporators, an acceptance of office by the person shall be attached separately.

## Document that proves that the representative director at incorporation was appointed

(This is a sample. Please prepare it pursuant to the actual situation of the company.)

### Written resolution of appointment for the representative director at incorporation

On 20\_\_, \_\_, \_\_ (y/m/d), at the organization office of \_\_\_\_Shoji Kabushiki Kaisha, with all incorporators who attended (or the majority of incorporators present), by the unanimous consent of all incorporators, a representative director at incorporation was appointed as follows: (The appointed person accepted such appointment immediately.)

Representative director at incorporation: \_\_-\_\_ \_\_-chou\_\_-chome\_\_-shi\_\_-ken Taro Homu

In witness of the above-decided matters, all of the incorporators (or incorporators present) shall affix their names and seals as follows:

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

\_\_\_\_Shoji Kabushiki Kaisha

Incorporator: \_\_\_\_\_ [Seal]

Incorporator: \_\_\_\_\_ [Seal]

(Note) 1. In the cases where a person elected from among the incorporators accepts the appointment as the representative director at incorporation at the meeting, and the resolution describes the fact and bears the name and seal of the elected person, there is no need to attach an acceptance of office to the application form separately.

2. If the representative director at incorporation is appointed from among others than the incorporators, an acceptance of office shall be attached separately.

## Report on an investigation

(This is a sample. Please prepare it pursuant to the actual situation of the company.)

### Report on an investigation

By the reason of appointment as director of \_\_\_\_Shoji Kabushiki Kaisha (during incorporation) as of 20 \_\_, \_\_, \_\_ (y/m/d), we performed investigation pursuant to the provision of Article 46 of the Companies Act. The result is as follows:

#### Matters for investigation

1: Matters relating to the value of property contributed in kind stated in the Articles of Incorporation (matters outlined in Article 33, Paragraph (10), Items (i) and (ii) of the Companies Act)

The person who makes a contribution in kind stated in the Articles of Incorporation is incorporator \_\_\_\_, and the property subject to contributions the type and number of issued shares at incorporation allotted to the person are as follows:

(Note) When the total amount of the value of the property (following (a) and (b)) relating to contribution in kind stated in the Articles of Incorporation is less than 5,000,000 yen

(a) The housing lot (\_\_\_\_ m<sup>2</sup>) at \_\_-\_\_-\_\_-chou\_\_-chome\_\_-shi \_\_-ken (The stated value in the Articles of Incorporation is \_\_\_\_yen.)

\_\_\_\_ common shares issued at incorporation allotted against it

(b) \_\_\_\_ common shares of \_\_\_\_Kabushiki Kaisha  
value: \_\_\_\_yen

\_\_\_\_ common shares issued at incorporation allotted against it

(1) Concerning above (a), the estimated value of the property is \_\_ yen and the value stated in the Articles of Incorporation is three-quarters of it (\_\_ yen), and the number of allotted shares issued at incorporation is \_\_\_\_ shares, so the statement in the Articles of Incorporation is deemed to be appropriate.

(2) Concerning above (b), the value of such securities is \_\_ yen or more, so the value stated in the Articles of Incorporation is deemed to be appropriate.

(Note) If the value of following (c) is supported by lawyers,

(c) The housing lot (\_\_\_\_ m<sup>2</sup>) at \_\_-\_\_-\_\_-chou\_\_-chome\_\_-shi \_\_-ken (The stated value in the Articles of Incorporation is \_\_\_\_yen.)

\_\_\_\_ common shares issued at incorporation allotted against it.

Received the certificate of a lawyer and the evaluation document of appraisal of a real estate appraiser pursuant to Article 33, Paragraph (10), Item (iii) of the Companies Act, and the result of investigation of this fact is deemed to be appropriate.

2: Concerning \_\_ shares relating to the allotted to incorporator \_\_\_\_, the delivery of the property subject to contribution in kind as of 20 \_\_, \_\_, \_\_ (y/m/d) is deemed to be fact by the exhibit of a succession-of-property document.

3: The completion of payment no later than 20 \_\_, \_\_, \_\_ (y/m/d) is deemed to be fact by the deposit receipt of paid money of Kabushiki Kaisha \_\_\_\_ Bank.

4: We hereby affirm that the other procedures relating to the incorporation do not breach laws and regulations, or the Articles of Incorporation. As described above, we hereby report in accordance with the provisions of the Companies Act.

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

\_\_\_\_Shoji Kabushiki Kaisha

Directors at incorporation:

Taro Homu [Seal] and Ichoro Homu [Seal]

(Note) When the report is more than one page, you must stamp a joint seal on each of the two page's overlapping line. The joint seal can be the seal impression of one person among the people who have affixed their name and seal.

(If there are particular incorporation matters provided for in each item of Article 28 of the Companies Act, you must attach this document together with a report on the investigation.)

Exhibit of succession-of-property certificate

(This is a sample. Please prepare it pursuant to the actual situation of the company.)

To: \_\_\_\_Shoji Kabushiki Kaisha

Succession-of-property certificate

The representation of the property subject to contribution in kind

(Note) Describe the property relating to the Articles of Incorporation and the contribution in kind stated in the report on the investigation.

- (a) The housing lot (\_\_\_\_ m<sup>2</sup>) at \_\_\_\_-\_\_\_\_-chou\_\_-chome\_\_-shi\_\_-ken  
(The stated value in the Articles of Incorporation is \_\_\_\_yen.)
- (b) \_\_\_\_common shares of \_\_\_\_Kabushiki Kaisha  
value: \_\_\_\_yen or more  
Total amount: \_\_\_\_yen

I hereby deliver the above-mentioned private property as contribution in kind.

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

\_\_\_\_-\_\_\_\_-chou\_\_-chome\_\_-shi\_\_-ken  
Incorporator: \_\_\_\_\_ [Seal]

Example Certificate evidencing the completion of a contribution in money

Certificate

We hereby certify that there was the payment of full amount relating to the shares issued at incorporation of our company.

Number of shares issued at incorporation: \_\_\_\_ Shares

Payment amount: \_\_\_\_yen

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

\_\_\_\_Shoji Kabushiki Kaisha  
Representative director at incorporation: Taro Homu [Seal]

- (Notes)
1. You must stamp the seal impression to be submitted to a registry office by the representative of our company to this application form.
  2. Bind together a copy of the deposit passbook (including the part indicating an account holder), and stamp a joint seal using the seal impression used in this application form. Instead of a copy of the deposit passbook, schedule of transaction, reference sheet of transaction history, receipt of the paid-in money, print out of screen shot of transaction status of the Internet banking may suffice. In this case, name of the financial institution, name of the account holder, payment date, paid-in amount should be indicated in the screen.
  3. Make the date and amount of payment clear by using marker pen or underlining the section of payment or transfer of fund relating to the attached copies of schedule of transactions and deposit passbook.
  4. If the account holder is not the incorporator but the representative director at incorporation, attach a power of attorney.



Example certificate by the representative director at incorporation evidencing that the amount of stated capital has been recorded:

Certificate evidencing that the amount of stated capital has been recorded (Note 1)

(1) Payment amount (as provided for in Article 43, Paragraph (1), Item (i) of the Corporate Accounting Rules):

\_\_\_\_\_yen

(2) Value of the property if there is delivery of property other than the paid-in money

(As provided for in Article 43, Paragraph (1), Item (2) of the Corporate Accounting Rules) (Note 2):

\_\_\_\_\_yen

(3) (1) + (2)

\_\_\_\_\_yen

We certify that \_\_\_\_\_yen as the amount of stated capital is appropriated according to the provisions of Article 445 of the Companies Act and Article 43 of the Corporate Accounting Rules. (Note 3)

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

\_\_\_\_-\_\_\_\_-\_\_\_\_-chou\_\_\_\_-chome\_\_\_\_-shi\_\_\_\_-ken

\_\_\_\_Shoji Kabushiki Kaisha

Representative director: \_\_\_\_\_ [Seal] (Note 4)

- (Notes)
1. If the property contributed at incorporation is only money, you do not have to attach a certificate evidencing that the amount of stated capital has been recorded.
  2. If the book value for the person who contributed is to be allocated (as provided for in Article 43, Paragraph (1), Items (a) and (b) of the Corporate Accounting Rules), you must state the book value.
  3. If an amount no more than one-half of the amount paid or delivered by the person who is to be a shareholder (the amount of (3)) is not recorded as stated capital, you must so state in the above-mentioned certificate, and unless provided for in the Articles of Incorporation, you must attach a document that certifies that there is the unanimous consent of incorporators in deciding such amount.
  4. You must stamp the seal impression to be submitted to a registry office by the representative of your company at the time of registration of establishment.

## Example Acceptance of Office

### Acceptance of Office

I hereby accept the office of director at incorporation of your company on 20\_\_\_, \_\_, \_\_ (y/m/d) as I was so elected.

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

\_\_\_-\_\_\_-chou\_\_\_-chome\_\_\_-shi\_\_\_-ken

Taro Homu [Seal]

To: \_\_\_Shoji Kabushiki Kaisha

- (Note) 1. You must prepare such documents as for the representative director at incorporation and the company auditor at incorporation.
2. If the company has no board of directors, you must stamp the seal impression registered to the municipality on the acceptance of office of the director at incorporation.
3. You should attach a certificate of seal impression prepared by the mayor for the director at incorporation, and a certificate for identity verification such as a certificate of entry on the resident card for company auditor at incorporation respectively.

## (Sample) Power of attorney

### Power of attorney

\_\_\_-\_\_\_-chou\_\_\_-chome\_\_\_-shi\_\_\_-ken

Saburo Homu

I hereby appoint the above-stated person to be an agent, and delegate the following:

All matters relating to the application for registration of establishment of our company which necessary procedure has been completed as of 20\_\_\_, \_\_, \_\_ (y/m/d).

All matters relating to making a claim for a return of original documents and receipt thereof. (Note 1)

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

\_\_\_-\_\_\_-chou\_\_\_-chome\_\_\_-shi\_\_\_-ken

\_\_\_Shoji Kabushiki Kaisha

representative director: Taro Homu [Seal] (Note 2)

- (Notes) 1. You must describe it when requesting the return of the original.
2. You must stamp the seal impression to be submitted to a registry office by the representative of your company.

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 official 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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The competent authorities relating to these documents: Legal Affairs Bureau

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