

(In the case of setting up a business office for the first time)

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APPLICATION FOR REGISTRATION OF THE ESTABLISHMENT OF A BUSINESS OFFICE OF A FOREIGN COMPANY

1. Corporate name: _____
1. Head office: _____
1. Place of business office: _____
1. Reason for registration: Establishment of business office
1. Date of receipt of notice relating to establishment of business office: _____, 20XX

The reading of trade name shall be written in katakana at a left-aligned position.
The characters after deleting any space in the trade name shall be registered as the reading.
The reading is not shown in the certificate of registered information.

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 (登記・供託オンライン申請システムによる登記すべき事項の提出について)" 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) 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 (登記すべき事項を記録した電磁的記録媒体 (CD-R 等) の提出について)" 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) in the website of the Ministry of Justice.

1. Registration tax: 90,000 yen

(Note) 90,000 yen per one business office. These amounts shall be paid in the form of a revenue stamp or receipt. (Attach them to a revenue stamp sheet)

1. Attached documents

Document sufficiently evidencing the existence of the head office: 1 copy

(Note) Attach the written instruments (such as the articles of incorporation and certificates of the home country's competent authority of the foreign company) that certify that your head office is located at the location stated in this application.

Document evidencing the capacity of the representative in Japan: 1 copy

(Note) Attach the written instruments (commission or agreements, affidavit of the person who represents the foreign company, etc.) evidencing that the above-mentioned representative in Japan of a foreign company was duly elected.

Articles of incorporation or written instruments that sufficiently characterizing the nature of the foreign company: _____ copy (copies)

(Note) If the articles of incorporation cannot sufficiently characterize the nature and type of company, attachment of a "statement of operational procedures" etc. of the foreign company is required.

The written instrument certifying the provision of the method of public notice: _____ copy (copies)

(Note) If there is no provision concerning the method of public notice, placement in the official gazette will be deemed to be registered and it is not necessary to attach any documents.

Japanese translations of the above documents: _____ copy (copies)

Power of Attorney: _____ 1 copy

* This is necessary only if an application has been delegated to an attorney-in-fact.

(Note) 1. Except for the Power of Attorney, Japanese translations, and the certificate of the home country's authority of the foreign company, above-mentioned articles of incorporation, commission or agreements or other documents should be authorized by the home country's authority or by a consul and other authorities in Japan. (Attachment of the affidavit in which the representative of Japan declares the above-mentioned matters and authorization has been granted by the home country's consul etc. and its translation is an acceptable practice).

(Note) 2. If a foreign company that has established a business office in Japan establishes additional business offices in Japan, and you attach the certificate of registered information issued by the registration office in which your existing business office is already registered and the establishment of the new business office has also been stated, it is not necessary to attach the above-mentioned documents other than the Power of Attorney. The attachment of the certificate of registered information may also be omitted by stating the corporation identification number of such company in the application.

In this case, fill out the application as follows:

The omission of attachment of a certificate of registered information

(Corporation identification number: 1111-11-111111)

As described above, we hereby apply for registration.



_____, _____, _____(m/d/y)

Address: _____*1
Applicant: _____ (Corporate name) *2
Address: _____*3
Representative in Japan: Taro Homu [seal]

Address: _____ *4
Attorney-in-fact of above-mentioned person:
Saburo Homu [seal]

To: XX branch office (local office) of the XX
Legal Affairs Bureau
Contact telephone number:
____—____—____

This must be filled out if the attorney-in-fact submits an application. In this case, it is not necessary to affix the seal impression of the representative in Japan.

Fill out *1-4, respectively

*1→Head office

*2→Corporate name

*3→Address of representative in Japan

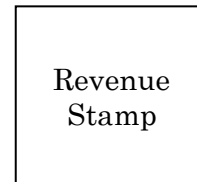
*4→Address of attorney-in-fact

Because the person who has to affix a seal on the application form of registration shall submit the seal impression to a Registry office in advance (or simultaneously with this application), the "registration form of seal impression" of the person who represents the company in Japan is to be submitted.

Such registration form of the seal-impression must be attached with the certificate of the seal-impression issued within 3 months by the mayor of the relevant municipality. Such registration form of seal-impression can be obtained at the nearest Registry office for free, or by downloading it from the "Application Form of Commercial and Corporation Registration" (http://houmukyoku.moj.go.jp/homu/COMMERCE_11-1.html) in the website of the Ministry of Justice.

(Note) Submit an application to the jurisdictional administration office at the location where the new business office is established.

Revenue stamp sheet



(Note) Do not affix a tally impression

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



(Note) When the application for registration (including a revenue stamp sheet) exceeds more than one page, affix a joint seal where the two pages overlap.
The same seal impression must be used on the application for registration (the seal impression submitted to the Legal Affairs Bureau by the representative in Japan or his attorney-in-fact's seal impression).

Example of attached sheet in the case registration matters are provided online.

(Input example for submitting an electromagnetic record medium with registration matters is similar.)

Corporate name: _____

Head office: _____

Method of public notice: Publication in official gazette.

(Public notice pursuant to the governing law)

The public notice pursuant to the governing laws shall be performed by placing such notice in the ○○○ • Post issued at ____.

Governing law for incorporation of the company: Companies Act at ____

Date of incorporation: _____, _____, _____(m/d/y).

Purpose:

1 Production and distribution of ○○

2 Export/Import and broker business of ○○

3 All businesses contingent to the preceding items

Total number of authorized shares: _____ shares

Total number of issued shares: _____ shares

Amount of stated capital: _____ U.S. dollars

[Matters relating to officers]

Entitlement: Director

Name: _____

[Matters relating to officers]

Entitlement: Director

Name: _____

[Matters relating to officers]

Entitlement: Director

Name: _____

[Matters relating to officers]

Entitlement: Representative executive officer

Address: _____

Name: _____

[Matters relating to officers]

Entitlement: Representative in Japan

Address: _____

Name: Taro Homu

Branch number: 1

Place of branch office: _____

[Matters relating to the registration records]: Establishment of business office as of _____, _____, _____
(m/d/y).

As the representative of the home country, fill out the entitlements of either the representative director or representative executive officer according to the actual condition of each country (If a director or other similar person has the representation right, describe such person as the representative director. If a director or other similar person does not have such representative right and there is another person who represents the foreign company, representative executive officer, for example, might be filled out).

- (Note) 1. Please fill out the matters according to the same or most similar registration matters for incorporation of the same kind of a company or the most similar company in Japan, as well as the matters provided for in Article 933, paragraph (2), for each item of the Companies Act.
- (Note) 2. 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 the registration matters using online application system for registration and deposit (登記・供託オンライン申請システムによる登記すべき事項の提出について)” 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) in the website of the Ministry of Justice.
- (Note) 3. If you submit CD-R that records the registration matters, you must record the registration matters in the text format by utilizing a “Memo” function, 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 (登記すべき事項を記録した電磁的記録媒体 (CD-R 等) の提出について)” 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) in the website of the Ministry of Justice.

EXAMPLE OF ARTICLES OF INCORPORATION

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

Example of the Articles of Incorporation

Article 1. The corporate name of our company shall be ____.

Article 2. The head office of our company shall be at _____, the address and name of the resident agent is _____(address, state, country), _____(name).

Article 3. The public notice pursuant to the governing law shall be performed by placing such notice in the _____ • Post issued at ____ state.

Article 4. The purpose of our company shall be to perform the following businesses:

- (a) Production and distribution of _____
- (b) Import-export business and brokerage of _____
- (c) All businesses contingent to the preceding items

Article 5. The authorized capital is _____ U.S. dollars, and is divided into ____ shares per share as ____ U.S. dollars.

Article 6. The stated capital used for our company's business commencement is ____ U.S. dollars.

Article 7. The name and address of a promoter are as follows:

_____(address, state, country)
_____(name)

Article 8. The duration of our company shall not be determined.

Article 9. The shareholders of our company after the payment of nominal value shall not be surcharged for the payment of the liability of our company. The personal properties that shareholders possess shall not be collected by any reason for the payment of liability of the company.

Article 10. Unless otherwise provided for by the laws and regulations, the board of directors has the following authorities:

- (a) Our company implements a private contract for the payment of business management that is performed partially by other corporations, stock corporation, trust corporation, partnership or individual.
- (b) Pursuant to the Companies Act of __(country), the number of directors shall be decided by internal regulations but shall always be not less than __ persons.

Article 11. In the case that there is a claim of reconciliation or mediation between our company and a creditor, or our company and shareholders, the equity court of __ (state) pursuant to the company, creditor, shareholder or such country's provisions of Article __ of the Companies Act of such country, in accordance with the liquidator selected for our company or the provisions of Article __ of the Companies Act, by the application of such liquidator, by means of the method designated by the court, may order the calling of a creditor or shareholders' meeting.

Three quarters of the creditors or shareholders must agree to a reconciliation, mediation and arrangement, subject to the authorization of the court, and such reconciliation, mediation and arrangement will bind the creditors, shareholders and company.

Article 12. Shareholders and directors shall hold assembly in and out of __(state), __(country) according to the internal regulations, situate branches and other business offices, and preserve the company books.

Article 13. Our company reserves the right to modify or alter of these articles of incorporation pursuant to the provisions of the articles of incorporation. All of the rights granted to shareholders under these articles of incorporation are subject to the above mentioned right to reserve.

The following three persons are promoters who establish a corporation for conducting business in and out of this state pursuant to Article __ of the Companies Act of __ (country). They hereby prepare these articles of incorporation and verify that its are valid by affixing their signatures.

____, ____, _____, (m/d/y)

Signed by

.....

Signed by

.....

Signed by

Witness: _____ (Signature)

At __ (State) __ (Country)

as of ____, ____, _____ (m/d/y) with the notary of ____ (state, name of the notary), _____ (name), _____ (name), and _____ (name) in attendance as the person who prepared these articles of incorporation assert that they have prepared said articles of incorporation and its contents are valid.

On the date written above, affix the signature as follows:

Notary: _____ (Signature)
(Stamp of the notary)

Office of the secretary of ____ (state, country)

As the office of the secretary of ____ (state, country), I _____ (name) hereby attest to the following matters:

The above inserted document is the (certified) copy of the ____ (corporate name) of the articles of incorporation submitted to the government office at __ a.m. on ____, ____, _____ (m/d/y).

Under such testimony, on ____, ____, _____ (m/d/y), _____ hereby affixes the signature and seal of the government of __ (country).

Secretary: _____ (Signature)

Deputy Secretary: _____ (Signature)
(The government seal)

Example of a Translated Affidavit

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

Certificate

I _____(name), resident of _____(address, state, country), hereby declare as follows:

I am the CEO of _____(corporate name) (hereinafter referred to as "Our Company"), and have been delegated the authorization to declare such statement. Our Company was duly incorporated according to the Companies Act of _____(country) as of _____, _____, _____(m/d/y), and has its registered office at _____(address, state, country). Our Company shall situate our Japan business office at _____(address), Japan as of _____, _____, _____(m/d/y). Our Company has appointed Taro Homu as the representative in Japan whose address is _____, Japan. Taro Homu has been delegated every necessary authority relating to the registration application of the establishment of our business office in Japan (including the right to elect his or her attorney-in-fact).

Details of Our Company are as follows:

- (1) Amount of stated capital: _____ U.S. dollars
- (2) Total number of authorized shares: _____ shares
- (3) Total number of issued shares: _____ shares
- (4) Objective
 - 1 Production and distribution of _____
 - 2 Buying and selling of _____
 - 3 All businesses contingent to the preceding items
- (5) The name and address of the representative executive officer and directors of Our Company are as follows:
Representative executive officer: _____
_____ (address)
Director: _____
_____ (address)
Director: _____
_____ (address)
Director: _____
_____ (address)
- (6) The public notice of Our Company in Japan shall be performed by means of placing such notice in an official gazette.
- (7) The public notice pursuant to the governing law shall be performed by placing such notice in the _____ • Post issued at _____(state).
- (8) The business year of Our Company shall be annually from _____, _____ (m/d) to _____, _____ (m/d).

_____, _____, _____ (m/d/y)
_____(Signature)

As of _____, _____, _____ (m/d/y), _____(name), who administered an oath with the presence of the required authorities, asserts that he/she has signed this certificate pursuant to the fact that his/her address is _____, and that he/she is a CEO of _____(corporate name) that has been delegated the powers of a director of Our Company.

_____(state, country) Notary
_____, _____, _____ (m/d/y)
_____(Signature of Notary)

Example of Power of Attorney

Power of Attorney

I hereby delegate the following authorities to Saburo Homu as an attorney-in-fact whose address is _____.

The date of arrival of the notice relating to the appointment of the representative of Japan to such representative (person) is ____, ____, _____ (m/d/y).

1. All matters relating to application for establishment of business offices at Japan for our company.
1. Receipt and request of the return of the original.

(Note) Please state when requesting the return of the original.

END

____, ____, ____ (m/d/y)

_____ (Address)
(Corporate name)
Representative in Japan:
Taro Homu (Note)

(Note) Affix the seal impression registered to a registration office by the representative in Japan. When the representative in Japan is a foreigner, such stamp may not be necessary, but in that case, sign and attach the certificate verifying that such signature is affixed by such representative by the home country's authority.

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, Ministry of Justice
URL: <http://houmukyoku.moj.go.jp/homu/content/001252981.pdf>