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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Honda North America, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kathy Dill-Antle, HNA Law Division

Name of Person

Honda North America, Inc.

Firm/Company

24025 Honda Parkway

Address

Marysville, Ohio 43040

City/State and Zip code

tony_long@hna.honda.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kathy Dill-Antle at (937) 644-6447

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

HONDA

Honda North America, Inc.
24000 Honda Parkway
Marysville, Ohio 43040-9251

Florida Department of State
Divisions of Corporations
New Filing Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Subj: Application by Foreign Corporation for Authorization to Transact Business in Florida for
Honda North America, Inc. (formerly Honda North American Purchasing, Inc.)

Dear Sir or Madam:

In regards to the subject above, please note the following:

1. Honda North America, Inc., a corporation under the laws of the State of California (CA Entity ID: C1400637, hereinafter referred to as the "Merged Company"), was merged with and into Honda North American Purchasing, Inc., a corporation under the laws of the State of California (CA Entity ID: C3640948, hereinafter referred to as the "Surviving Company").
 - *Documentation provided:*
Agreement of Merger filed with the Secretary of State in the State of California dated March 27, 2014 and stamped document number A0753441. Per Section 2.2, the effective time of the merger was 12:25a.m. Pacific Time on April 1, 2014.
2. Following the merger, the Merging Entity released the name of "Honda North America, Inc." to the Incorporator of the Surviving Entity for use by the Surviving Entity.
 - *Documentation provided:*
Articles of Incorporation of Honda North American Purchasing, Inc. filed with the Secretary of State in the State of California dated January 29, 2014 and stamped document number 3640948.
3. Following the merger, the Surviving Entity adopted the name of the Merged Entity.
 - *Documentation provided:*
Item 2 of the Agreement of Merger Exhibit A: Certificate of Amendment of The Articles of Incorporation of Honda North American Purchasing, Inc. filed with the Secretary of State in the State of California dated March 27, 2014 and stamped document number A0753441.


4. In addition to the completed Cover Letter and Application enclosed, the following documents are also provided:

- a. To comply with Item 10 of the Application, a copy Certificate of Status issued by the State of California Secretary of State, dated October 27, 2014, for the Surviving Entity that reflects the entity's existence as active and in good standing with the Secretary of State of the State of California; and
- b. To comply with Item 11, a current listing of the Officers and Directors; and
- c. The filing fee (Check No. 1027 in the amount of \$70.00).

After reviewing the application and supporting documentation, please process the Application by Foreign Corporation for Authorization to Transact Business in Florida for Honda North America, Inc.

Should you have any questions or require further documentation, please feel free to contact me directly.

Respectfully submitted,



Kathy L. Dill-Antle
Legal Assistant
HNA Law Division

937.644.6647 Direct
kathy_dill_antle@hna.honda.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 23, 2015

KATHY DILL-ANTLE, HNA LAW DIVISION
24025 HONDA PARKWAY
MARYSVILLE, OH 43040

SUBJECT: HONDA NORTH AMERICA, INC.
Ref. Number: W15000004849

We have received your document for HONDA NORTH AMERICA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The entity's date of incorporation/organization must be listed in the document.

Correct #4 to match the date on the Certificate of Status.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Maryanne Dickey
Regulatory Specialist II

Letter Number: 215A00001426

HONDA

Honda North America, Inc.
HNA Law Division
24025 Honda Parkway
Marysville, OH 43040
Telephone 937-642-5000
Fax 937-644-6583

February 20, 2015

Maryanne Dickey, Regulatory Specialist II
Florida Department of State
Division of Corporations
New Filing Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Subj: Honda North America, Inc.
Reference Number: W15000004849

To Whom It May Concern:

The deficient items identified in your correspondence, dated January 23, 2015, have been corrected and the application for the above referenced entity is being resubmitted. Please note that the following items are enclosed:

- A copy of the aforementioned correspondence;
- A Certificate of Existence from the Secretary of State of the State of California, dated February 10, 2015; and
- The original Application by Foreign Corporation for Authorization to Transact Business in Florida with the revised incorporation date and that is executed by both the Registered Agent and an Officer of the Corporation;

Should you have any questions or require further documentation, please feel free to contact me directly.

Respectfully submitted,



Kathy L. Dill-Antle
Legal Assistant
HNA Law Division

937.644.6647 Direct
kathy_dill_antle@hna.honda.com

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Honda North America, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. California 3. 46-4684045
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 29, 2014 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1919 Torrance Blvd; Torrance, CA 90501
(Principal office address)
- Attn: T. Long, HNA Law Division; 24025 Honda Parkway; Marysville, OH 43040
(Current mailing address)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: InCorp Services, Inc.

Office Address: 17888 67th Court North

Loxahatchee, Florida 33470
(City) (Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please refer to attached addendum.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: Please refer to attached addendum.

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. Catherine M. McEvilly

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Catherine McEvilly, VP & General Counsel

(Typed or printed name and capacity of person signing application)

HONDA NORTH AMERICA, INC.
OFFICERS AND DIRECTORS
AS OF APRIL 1, 2014

Takuji Yamada	President and Chief Executive Officer Director	1919 Torrance Blvd. Torrance, CA 90501-2746
Chitoshi Yokota	Senior Executive Vice President – NA Auto Director	24025 Honda Parkway Marysville, OH 43040-9251
Tomomi Kosaka	Executive Vice President – Production Planning Director	24025 Honda Parkway Marysville, OH 43040-9251
Erik Berkman	Executive Vice President – Acura Director	24025 Honda Parkway Marysville, OH 43040-9251
Richard Schostek	Executive Vice President, and Risk Management Officer Director	24025 Honda Parkway Marysville, OH 43040-9251
John Mendel	Director	1919 Torrance Blvd Torrance, CA 90501-2746
Frank Paluch	Director	24025 Honda Parkway Marysville, OH 43040-9251
Jon Minto	Senior Vice President – Engineering Planning	24025 Honda Parkway Marysville, OH 43040-9251
Katsuhiko Suzuki	Senior Vice President – Quality	24025 Honda Parkway Marysville, OH 43040-9251
Naoki Kominami	Treasurer	24025 Honda Parkway Marysville, OH 43040-9251
Naoji Ono	Secretary	1919 Torrance Blvd Torrance, CA 90501-2746
Hirofumi Kosaka	Vice President – Governance	24025 Honda Parkway Marysville, OH 43040-9251
Tom Lake	Vice President – Cost / Purchasing	24000 Honda Parkway Marysville, OH 43040-9251
Catherine McEvilly	Vice President & General Counsel Compliance Officer	700 Van Ness Avenue Torrance, CA 90501-1490
Edward Cohen	Vice President – Government & Industry Relations	1001 G Street, NW #950 Washington, DC 20001

State of California

Secretary of State

CERTIFICATE OF STATUS

15 FEB 24 AM 8:54
FILE
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15 FEB 24 AM 8:54

ENTITY NAME:

HONDA NORTH AMERICA, INC.

FILE NUMBER: C3640948
FORMATION DATE: 01/29/2014
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to
exercise all of its powers, rights and privileges in the State of
California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of February 10, 2015.

A handwritten signature in black ink, appearing to read "Alex Padilla", is written over a horizontal line.

ALEX PADILLA
Secretary of State