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DIVISION OF CORPORATION

J. Shivers APR 26 2006

59261-903



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 977875 4364216
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 40.00

ORDER DATE : April 11, 2006
ORDER TIME : 3:47 PM
ORDER NO. : 977875-025
CUSTOMER NO: 4364216

FOREIGN FILINGS

NAME: TOYOTA MOTOR NORTH AMERICA,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

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**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. Toyota Motor North America, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Not applicable

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California 3. 95-3141669
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 1, 1977 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification approval
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 19001 So. Western Ave., Torrance, CA 90501
(Principal office address)
c/o Corporate Tax Department, - 19001 So. Western Ave., Torrance, CA 90501
(Current mailing address)

8. Public relations and corporate communications
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. 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.

Corporation Service Company
By: Laura R. Dunlap
(Registered agent's signature)

Laura R. Dunlap
as its agent

11. 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.

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

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A. DIRECTORS

Chairman: Please see attached list.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: Please see attached list.

Address:

Vice President:

Address:

Secretary:

Address:

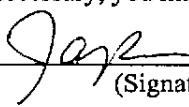
Treasurer:

Address:

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

13.



(Signature of Director or Officer listed in number 12 of the application)

14.

James Press- Senior Vice President

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

TOYOTA MOTOR NORTH AMERICA, Inc.			
LIST OF OFFICERS AND DIRECTORS			
NAME		TITLE	
Hideaki Otake		President/CEO/Director	
Gary L. Convis		Senior Vice President	
Dennis C. Cuneo		Secretary/Senior Vice President	
Yasuhiro Ichihashi		Senior Vice President	
Yulitoshi Funo		Senior Vice President	
James Press		Senior Vice President	
Seiichi Sudo		Senior Vice President	
Real Tanguay		Senior Vice President	
Kenji Tomikawa		Senior Vice President	
Mitsuo Kinoshita		Chief Financial Officer	
Fujio Cho		Director	
Katsuhiro Nakagawa		Director	
Hiroshi Okuda		Director	
Hideaki Otake		Director	
Shoichiro Toyoda		Director	
Tokuichi Uranishi		Director	
Karsuaki Watanabe		Director	

**State of California
Secretary of State**

CERTIFICATE OF FILING

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **27th day of March, 2006**, there was filed in this office a(n) **Agreement of Merger** merging **TOYOTA MOTOR NORTH AMERICA, INC.**, a California corporation, into **TOYOTA TECHNICAL CENTER, U.S.A., INC.**, a California corporation, and the surviving corporation, by the terms of said agreement.

Further, that the name of the surviving corporation was changed to **TOYOTA MOTOR NORTH AMERICA, INC.** by terms of said Certificate of Ownership.

Further, that according to the records of this office, said merged California corporation will cease to exist upon the **1st day of April, 2006**, the effective date.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
April 20, 2006.



BRUCE McPHERSON
Secretary of State