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STATEMENT AND DESIGNATION - OUT-OF-STATE STOCK CORPORATION California Secretary of State 1500 11th Street Sacramento, California 95814 (916) 657-5448

Office of the Secretary of State

**STATE OF CALIFORNIA** 

File No.: 6439719						
Date Filed: 10/28/2024	1					

Corporation Name Corporation Name	NEXUS HD JAPAN Co., Ltd.				
Jurisdiction This Corporation is Formed in	Japan				
Street Address of Principal Office of Corporation Principal Address	Japan 212-1 SHIMANOMACHI TAKASAKI-CITY, GUNMA 370-0015				
Mailing Address of Corporation Mailing Address	Japan 212-1 SHIMANOMACHI TAKASAKI-CITY, GUNMA 370-0015				
Attention					
Street Address of California Office of Corporation Street Address of California Office	None				
Agent for Service of Process California Registered Corporate Agent (1505)	REGISTERED AGENTS INC Registered Corporate 1505 Agent				
Consent to Service of Process The corporation irrevocably consents to service of process directed to the corporation upon the agent designated and to service of process on the Secretary of State if the agent designated or the agent's successor is no longer authorized to act or cannot be found at the address given. Consent under this paragraph extends to service of process directed to the out-of-state corporation's agent in this state for a search warrant issued pursuant to California Penal Code section 1524.2, or for any other validly issued and properly served search warrant, for records or documents that are in the possession of the out-of-state corporation and are located inside or outside of this state. This shall apply to a out-of-state corporation that is a party or a nonparty to the matter for which the search warrant is sought. "Properly served" means delivered by hand, or in a manner reasonably allowing for proof of delivery if delivered by United States mail, overnight delivery service, or facsimile to a person or entity listed in California Corporations Code section 2110, or any other means specified by the out-of-state corporation, including, but not limited to, email or submission via an Internet Web portal that the out-of- state corporation has designated for the purpose of service of process.					
Electronic Signature	If of the out of state comparation				
I am a corporate officer and am authorized to sign on beha	an or the out-of-state corporation.				
Satoshi Hoshino, President	10/28/2024				
Signature	Date				



## **Certificate of Translation**

I, Kiyomi Tabuki do hereby solemnly and sincerely declare;

- 1. that I am well acquainted with the Japanese and English languages, and
- 2. that the document attached is a true and faithful English translation of the Certified Copy of the Commercial Register (the Japanese document name is "Rireki Jiko Zenbu Shomeisho"; the literal translation of it is "Certificate of All Registered Matters which is Including Recent Historical Records" or simply "Certificate of All Historical Matters") of NEXUS HD JAPAN Co., Ltd. as issued by the registrar of Maebashi District Legal Affairs Bureau, Ministry of Justice, Government of Japan, and
- 3. that I performed the translation of the said document and I have the sole responsibility for this translation.

I make this declaration conscientiously believing it to be true and knowing it is of the same force and effect as if made under Oath.

Date: October 25, 2024

Translator's Signature:



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SoluTec Co., Ltd.

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Kiyomi TABUKI CEO and Chief Translator SoluTec Co., Ltd.

3-41-20, Sumiyoshi-cho, Fuchu-shi, Tokyo 183-0034 JAPAN Tel +81-42-336-6801 / Fax +81-42-336-6802 Email: tabuki@solutec.co.jp



#### CERTIFICATE OF ALL REGISTERED MATTERS CURRENTLY IN EFFECT

NEXUS HD JAPAN Co., Ltd. 212-1 Shimanomachi, Takasaki-shi, Gunma

Company Registration No.	0700-01-023130				
Trade name	KATAUN Co., Ltd.	Altered : December 16, 2002			
	NEXUS HD JAPAN Co., Ltd.	Altered : September 1, 2010 Registered : September 6, 2010			
Head office	129-3 Oaza Sukagawa, Katashina-mura, Tone-gun, Gunma				
	212-1 Shimanomachi, Takasaki-shi, Gunma	Relocated : September 1, 2010 Registered : September 6, 2010			
Method of public notice	Public notices shall be given in the Official Gazette published by the Japanese Government.				
Date of incorporation	May 16, 1955				
Objectives	<ol> <li>Conducting management control of companies and other legal entities engaged in various types of business through the holding of shares or equity capital.</li> <li>Lease of real properties.</li> <li>Conducting businesses related to non-life insurance agency activities and life insurance solicitation activities.</li> <li>Provision of rental and leasing services.</li> <li>Management of fitness clubs.</li> <li>Management of thermal bath facilities.</li> <li>Planning and sales of motor vehicles, motor vehicle parts, and motor vehicle accessories.</li> <li>Conducting any and all activities related to the organization and operation of auto racing teams.</li> <li>Holding, providing, and arranging auto races and/or events related to motor vehicles.</li> <li>Training and management of professional car drivers.</li> <li>Management of Auto Museums.</li> <li>Conducting secondhand goods dealing under the Secondhand Goods Business Act.</li> <li>Conducting any and all activities incidental to any of the foregoing items.</li> <li>Altered: December 7, 2021 Registered: December 20, 2021</li> </ol>				
Total number of authorized	450,000 shares	Altered : March 7, 2023			
shares		Registered : March 13, 2023			

Ref. number: (A) 926365 \*Any underlined entries show they were deregistered. 1 of 3

I hereby confirm the completeness and accuracy of the above translation.

Kiyomi TABUKI, Chief Translator



### NEXUS HD JAPAN Co., Ltd. 212-1 Shimanomachi, Takasaki-shi, Gunma

Total number of issued shares, and type and number of	The number of shares issued. 202,480 shares The number of shares in each class.	Altered : March 8, 2023			
shares in each class	Ordinary Shares: 480 shares Class A Preferred Shares: 50,000 shares Class B Preferred Shares: 152,000 shares	Registered :March 13, 2023			
Amount of capital	20,248,000 yen	Altered : September 1, 2010			
Capital		Registered : September 6, 2010			
Total number of class shares authorized to be issued and details of each class of shares to be issued	<ul> <li>Ordinary Shares: 200,000 shares</li> <li>Class A Preferred Shares: 50,000 shares</li> <li>Class B Preferred Shares: 200,000 shares</li> <li>(Details of Class A Preferred Shares)</li> <li>The Class A Preferred Shares to be issued by the Company shall be as follows: <ol> <li>When the Company pays a dividend of surplus in cash, it shall pay to the shareholders holding Class A Preferred Shares (the "Class A Preferred Dividend") for each fiscal year before paying a dividend to the holders of Ordinary Shares (the "Ordinary Shareholders").</li> </ol> </li> <li>If the amount of cash dividends of surplus paid to Class A Preferred Shareholders in a business year does not reach the amount of Class A Preferred Shareholders in the preceding item, such shortfall will not be accumulated from the following business year onward.</li> <li>The Company shall not pay dividends to Class A Preferred Shareholders in excess of the amount of Class A Preferred Shareholders in excess of the amount of Class A Preferred Dividends.</li> <li>Class A Preferred Shareholders shall not have voting rights at general meetings of shareholders.</li> <li>A resolution of a general meeting of class shareholders by the Class A Preferred Shareholders.</li> <li>If the Company pays a dividend of surplus in cash in addition to the Class A Preferred Shareholders.</li> <li>If the Company pays a dividend of surplus in cash in addition to the Class A Preferred Shareholders.</li> <li>If the Company pays a dividend of surplus in cash in addition to the Class A Preferred Shareholders in the same order of priority as the Ordinary Shares bares and the dividend to the paid shall be limited to 100 yen per one (1) share of Class B Preferred Shares for each fiscal year.</li> <li>Class B Preferred Shareholders shall not have voting rights at general meetings of shareholders.</li> <li>A resolution of a General Meeting of Class Shareholders by the Class B Preferred Shareholders in the same order of priority as the Ordinary Shareholders, a dividend equal to the amou</li></ul>				
Restrictions on transfer of shares	Transfer of share of the company requires approval at the General Shareholders Meeting.				
Mathag	Altered: November 22, 2010	Registered: November 30, 2010			
Matters concerning officers	Director: Satoshi HOSHINO	Reappointed: September 29, 2015			
	Director: Teterre HOCHINO	Registered : September 30, 2016			
	Director: Tatsuya HOSHINO	Reappointed: September 29, 2015			
		Registered : September 30, 2016			

Ref. number: (A) 926365 \*Any underlined entries show they were deregistered. 2 of 3

I hereby confirm the completeness and accuracy of the above translation.

Kiyomi TABUKI, Chief Translator



### NEXUS HD JAPAN Co., Ltd. 212-1 Shimanomachi, Takasaki-shi, Gunma

		T			
Director:	Masashi HOSHINO	Reappointed: September 29, 2015			
		Registered September 30, 2016			
Director:	Hitoshi SAITO	Appointed : April 1, 2020			
		Registered : April 1, 2020			
Director:	Hiroyuki ASE	Appointed : April 1, 2020			
		Registered : April 1, 2020			
Director:	Masahiro FUJIZUKA	Appointed : April 1, 2020			
		Registered : April 1, 2020			
Director:	Director: Banri HOSHINO	Appointed : June 9, 2020			
		Registered : June 9, 2020			
Director:	Ryuji OGURO	Appointed : July 1, 2021			
		Registered : July 1, 2021			
Director:	Toshifumi IIZUKA	Appointed : January 15, 2024			
		Registered : January 15, 2024			
Director:	Kento HOSHINO	Appointed : September 17, 2024			
		Registered : September 27, 2024			
	ative Director: Satoshi HOSHINO	Reappointed: September 29, 2015			
329-7 Toka	amimachi, Numata-shi, Gunma	Registered : September 30, 2016			

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(QR Code)

This document evidences all of the currently effective entries made in the registry. October 17, 2024 Maebashi District Legal Affairs Bureau Registrar Masahiro WADA

Ref. number: (A) 926365 \*Any underlined entries show they were deregistered. 3 of 3

I hereby confirm the completeness and accuracy of the above translation.

Kiyomi TABUKI, Chief Translator

# 現在事項全部証明書

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#### 群馬県高崎市島野町212番地1 NEVH2トールゴントメラサキシ

NEXUSホールディングス株式会社

			-		
会社法人等番号	0700-01-023130				
商号	株式会社カタウン	平成1	4年l 	2月1 ———	6日変更
	NEXUSホールディングス株式会社	平成2	2年	9月	1日変更
		平成 2	2年	9月	6日登記
本店	群馬県利根郡片品村大字須賀川129番地3		·		•
	群馬県高崎市島野町212番地1	平成2	2年	9月	1日移転
		平成2	 2年	 9月	6日登記
公告をする方法	官報に掲載してする				
会社成立の年月日	昭和30年5月16日				
目的	<ol> <li>各種事業を営む会社その他の法人等の株式 る当該法人等の経営管理</li> <li>不動産賃貸業</li> <li>損害保険代理業及び生命保険の募集に関す</li> <li>レンタル及びリース業</li> <li>フィットネスクラブの経営</li> <li>温浴施設の経営</li> <li>自動車、自動車部品及び自動車用品の企画</li> <li>自動車レーシングチームの組織、運営に関</li> <li>自動車レース又は自動車に関する催物の開</li> <li>プロカードライバーの育成及び管理</li> <li>自動車博物館の経営</li> <li>主物営業法に基づく古物営業</li> <li>建築設計及び施工</li> <li>前記各号に附帯する一切の業務 令和 3年12月 7日変更</li> </ol>	る 業務 び る び し で に		び斡旋	
発行可能株式総数	45万株	令和	5年	3月	7日変更
		令和	5年	3月1	3日登記

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群馬県高崎市島野町212番地1

NEXUSホールディングス株式会社

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発行済株式の総数 並びに 種類及び数	発行済株式の総数 20万2480株 各種の株式の数 普通株式 480株 A種優先株式 5万株 B種優先株式 15万2000株	令和 5年 3月 8日変更 , 今和 5年 3月13日登記
資本金の額	金2024万8000円	平成22年 9月 1日変更  平成22年 9月 6日登記
発行可能種類株式 総数及び発行する 各種類の株式の内 容	<ul> <li>普通株式 20万株</li> <li>A種優先株式 5万株</li> <li>B種優先株式 20万株</li> <li>(A種優先株式の内容)</li> <li>当会社の発行するA種優先株式の内容は次のとお</li> <li>1. 当会社が金銭による剰余金の配当を行うとき( 主(以下「A種優先株主」という)に対して、 下「普通株主」という)及びB種優先株式を: 株主」という)に先立ち、事業年度毎に、A3 0円を優先配当金(以下「A種優先配当金」</li> <li>2. ある事業年度において、A種優先株主に対して 配当の額が前号に定めるA種優先配当金の額( 額は翌事業年度以降に累積しない。</li> <li>3. A種優先株主に対しては、A種優先転当金の額( 額は翌事業年度以降に累積しない。</li> <li>3. A種優先株主に対しては、A種優先配当金の額( 額は翌事業年度以降に累積しない。</li> <li>3. A種優先株主に太子による会社法第322条第1項( の決議については、法令に別段の定めがある:</li> <li>(B種優先株主に対して、普通株主と同順位にて、 金の額に1.5を乗じて得た額の配当金を支: 1株につき事業年度毎に100円を限度とす</li> <li>2. B種優先株主は、株主総会において議決権を:</li> <li>3. B種優先株主に、株主総会において議決権を:</li> <li>3. B種優先株主に、株主総会において議決権を:</li> </ul>	は、A種優先株式を有する株 普通株式を有する株主(以 有する株主(以下「B種優先 種優先株式1株につき金20 という)として支払う。 て支払った金銭による剰余金 に達しないときは、当該不足 類を超えて配当しない。 有しない。 の規定に基づく種類株主総会 い。 の規定に基づく種類株主総会 る。 有しない。 の規定に基づく種類株主総会 場合を除き、これを要しない。
株式の譲渡制限に 関する規定	当会社の株式を譲渡するには、株主総会の承認を 平成22年11月22日変更	
役員に関する事項	取締役 星 野 敏	平成27年 9月29日重任
	取締役 星野 辰 也	平成28年 9月30日登記 平成27年 9月29日重任
		 平成28年 9月30日登記

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群馬県高崎市島野町212番地1

NEXUSホールディングス株式会社

	取締役	星野正	史	平成2	7年	9月2	9日重任
			平成 2:	8年	9月3	0日登記	
	取締役	齊藤人	藤人志	令和	2年	4月	1日就任
				令和	 2年	4月	1日 <u>登</u> 記
	取締役	 阿施浩行	令和	2年	4月	1日就任	
				令和	2年	 4月	1日登記
	取締役	藤塚正	広	令和	2年	4月	1日就任
				令和	 2年	 4月	1日登記
	取締役	星野万	里	令和	2年	6月	9日就任
				令和	2年	6月	9日登記
	取締役	大黒龍二	令和	3年	7月	1日就任	
				 令和	 3年	 7月	 1 口登記
	取締役	飯塚敏	文	令和	6年	1月1	5日就任
				令和	 6年	 1月1	5日登記
	取締役	星野鱼	· 과	令和	6年	9月1	7日就任
				 令和	 6年	9月2	 7日登記
		群馬県沼田市戸神町329番地7		平成2	7年	9月2	9日重任
	代表取締役	星野	敏 平成28年 9月30	0日登記			

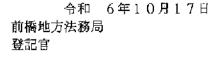
B3149-6321 10/28/2024 12:49 AM Received by California Secretary of State



これは登記簿に記録されている現に効力を有する事項の全部であることを証明 した書面である。

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