

Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

YAMAHA MOTOR CORPORATION, U.S.A.
a corporation duly organized and existing under the laws of **California** has fully
complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502,
Idaho Code, by filing in this office on the **3rd** day of **January**
19 **77**, a properly authenticated copy of its articles of incorporation, and on the **3rd**
day of **January** 19 **77**, a designation of **T.H. EBERLE or**
R.B. KADING or in
the County of **Ada** **J.R. GILLESPIE**
as statutory agent for said corporation within the State of
Idaho, upon whom process issued by authority of, or under any law of this State, may be
served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the
State of Idaho, relating to corporations not created under the laws of the State, as contained
in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a cor-
poration in Idaho, having the same rights and privileges, and being subject to the same
laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **3rd** day of **January**,
A.D., 19 **77**.

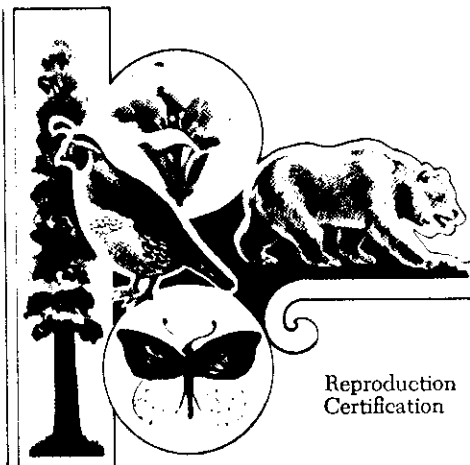
Pete T. Cenarrusa
Secretary of State

Corporation Clerk



State of California

OFFICE OF THE SECRETARY OF STATE



Reproduction
Certification

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this



March Fong Eu

Secretary of State

Byc
corrected

750910
FILED
to the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

00121070

OF

MARION HUBBARD, Secretary of State

YAMAHA MOTOR CORPORATION, U.S.A.

Deputy

Received from the
to amend articles
Yes

ONE: The name of this corporation is YAMAHA
MOTOR CORPORATION, U S.A.

TWO: The purposes for which this corporation is
formed are:

(a) To primarily engage in the specific
business of import, export and sale of motorized products
and other related activities;

(b) To engage in any one or more other
businesses or transactions which the Board or Directors of
this corporation may from time to time authorize or approve,
whether related or unrelated to the business described in
(a) above or to any other business then or theretofore done
by this corporation;

(c) To exercise any and all rights and
powers which a corporation may now or hereafter exercise;

(d) To act as principal, agent, joint
venturer, partner, or in any other capacity which may be
authorized or approved by the Board of Directors of this
corporation; and

(e) To transact business in the State of California or in any other jurisdiction of the United States of America or elsewhere in the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall not, except where otherwise expressed, be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

THREE: The principal office for the transaction of the business of this corporation is to be located in Orange County.

FOUR: This corporation is authorized to issue only one class of shares of stock; the total number of shares which this corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000); the aggregate par value of all such shares shall be TEN MILLION DOLLARS (\$10,000,000.00); and the par value of each of said shares shall be ONE HUNDRED DOLLARS (\$100.00).

FIVE: The number of directors of this corporation shall be five (5). The names and addresses of the persons hereby appointed to act as the first directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
AILEEN NISHIMURA	700 South Flower Street, #410 Los Angeles, California 90017
PAULINE TAKARASHI	700 South Flower Street, #410 Los Angeles, California 90017
GAIL SEKINE	700 South Flower Street, #410 Los Angeles, California 90017
ANNE MATSUMOTO	700 South Flower Street, #410 Los Angeles, California 90017
ESTHER NUMAMOTO	700 South Flower Street, #410 Los Angeles, California 90017

SIX: The Board of Directors of the corporation shall be permitted to take any action authorized by Division 1 (Sections 160-6804) of the Corporations Code without a meeting, provided all members of the Board consent in writing to such action and such consent or consents are filed with the minutes of the proceedings of the Board. Any action of the Board taken pursuant to such written consent or consents shall have the same force and effect as a unanimous vote of the directors.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the

first directors of this corporation, have executed these
Articles of Incorporation on this 20th day of October, 1976.

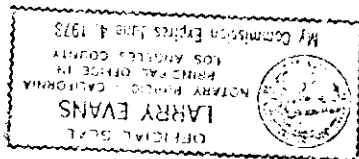
Aileen Nishimura
AILEEN NISHIMURA

Pauline Takahashi
PAULINE TAKAHASHI

Gail Sekine
GAIL SEKINE

Anne Matsumoto
ANNE MATSUMOTO

Esther Numamoto
ESTHER NUMAMOTO



Notary Public in and for
said County and State

WITNESS my hand and official seal.

On this 26th day of October, 1976, before me, a
Notary Public in and for said County and State, residing
therein, duly commissioned and sworn, personally appeared
AILEEN NISHIMURA, PAULINE TAKAHASHI, GAIL SEKINE, ANNE
MATSUMOTO, and ESTHER NUNAMOTO, known to me to be the
persons whose names are subscribed to the foregoing ARTICLES
OF INCORPORATION, and acknowledged to me that they executed
the same.


STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)
ss.)

CONSENT TO USE OF NAME

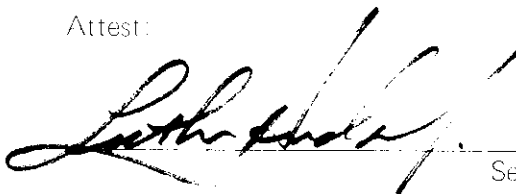
YAMAHA INTERNATIONAL CORPORATION, a corporation
organized under the laws of the State of California, hereby consents to
the ~~organization~~ qualification of YAMAHA MOTOR CORPORATION, U.S.A.
in the State of Idaho

IN WITNESS WHEREOF, the said YAMAHA INTERNATIONAL CORPORATION
_____ has caused this consent to be executed by its VICE president
and attested under its corporate seal by its _____ secretary, this 27 day of
December 19 76

YAMAHA INTERNATIONAL CORPORATION

By  Takuya V. V. V.
VICE President

Attest:


Secretary

(SEAL)