



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

MAZDA MOTORS OF AMERICA, INC.

a corporation duly organized and existing under the laws of **Maine** 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 **8th** day of **May**

19 **72**, a properly authenticated copy of its articles of incorporation, and on the **8th** day of **May** 19 **72**, a designation of **T.H. Eberle** or **R.B. Kading or J.R. Gillespie** the County of **Ad.** 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.

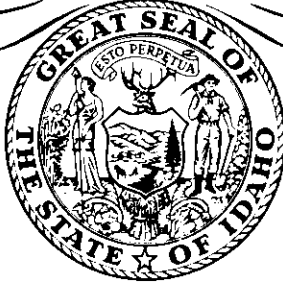
AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same 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 **8th** day of **May**, A.D., 19 **72**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

State of Idaho



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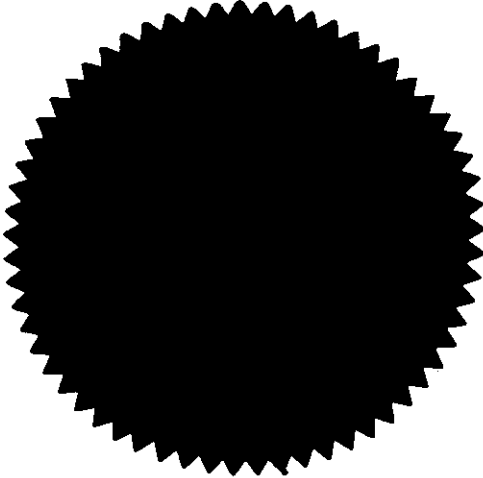
Pete T. Cenarrusa
Secretary of State

Corporation Clerk

State of Maine

Department of State

I, Joseph T. Edgar, Secretary of State, certify that the paper to which this is attached, is a true copy from the records of this office.



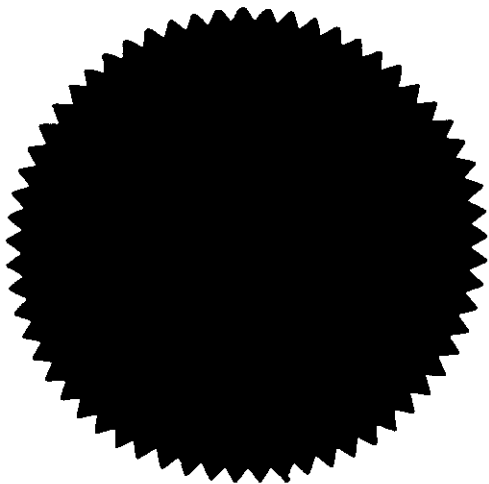
In Testimony Whereof, I have caused the Great Seal of the State to be hereunto affixed. GIVEN under my hand at Augusta, this twenty-seventh day of April in the year of our Lord one thousand nine hundred and seventy-two and in the one hundred and ninety-sixth year of the Independence of the United States of America.

Joseph T. Edgar Secretary of State

State of Maine

Department of State

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Joseph T. Edgar Secretary of State

For Use By The
Secretary of State

STATE OF MAINE

ARTICLES OF INCORPORATION

OF

MAZDA MOTORS OF AMERICA, INC.

(insert corporate name)

MAINE
SECRETARY OF STATE
FILED

April 20, 19 72

Joseph T. Edgar
Secretary of State
AGENT

File No. 72D357
Fee Paid. \$30.00
C. B. 1010
Date. 4-20-72

Pursuant to 13-A MRSA §403, the undersigned, acting as incorporator(s) of a corporation, adopt(s) the following Articles of Incorporation:

FIRST: The name of the corporation is MAZDA MOTORS OF AMERICA, INC. and
the municipality where it is located is Portland, Maine

SECOND: The name of its Clerk and the address of its registered office shall be:

Name Robert B. Williamson, Jr.
Street & Number 57 Exchange Street
City Portland, Maine 04 111

THIRD: ("X" one box only)

- ☒ a. The number of directors constituting the initial board of directors of the corporation is three (3)
- b. If the initial directors have been selected, the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Name	Address
<u>E. K. Wax</u>	<u>277 Park Avenue</u> <u>New York, New York 10017</u>
<u>Joseph A. Barbera</u>	<u>277 Park Avenue</u> <u>New York, New York 10017</u>
<u>E. A. Moll</u>	<u>277 Park Avenue</u> <u>New York, New York 10017</u>

- ☐ There shall be no directors initially; the shares of the corporation will not be sold to more than twenty (20) persons; the business of the corporation will be managed by the shareholders.

FOURTH: ("X" one box only)

The board of directors is ☒ is not ☐ authorized to increase or decrease the number of directors.

If the board is so authorized, the minimum number, if any, shall be three (3) directors,

and the maximum number, if any, shall be five (5) directors.

For Use By The
Secretary of State

STATE OF MAINE

ARTICLES OF INCORPORATION

OF

MAZDA MOTORS OF AMERICA, INC.

(insert corporate name)

MAINE
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and the maximum number, if any, shall be five (5) directors.

FIFTH: ("X" one box only)

☒ There shall be only one class of shares:
Par value of each share (if none, so state) \$100.00

Number of shares authorized Ten (10)

☐ There shall be two or more classes of shares
The information required by §403 concerning each such class is set out in Exhibit _____ attached hereto and made a part hereof

SUMMARY

The aggregate par value of all authorized shares (of all classes) having a par value is \$ 1,000.00

The total number of authorized shares (of all classes) without par value is _____ shares.

SIXTH: ("X" one box only)

Meetings of the shareholders may ☒ may not ☐ be held outside the State of Maine.

SEVENTH: Other provisions of these articles, if any, including provisions for the regulation of the internal affairs of the corporation, are set out in Exhibit _____ attached hereto, and made a part hereof.

Dated: April 18, 1972

INCORPORATORS

A. P. Parise

S. P. Parise

(type or print name)

T. J. Sloman

T. J. Sloman

(type or print name)

S. Zlatin

S. Zlatin

(type or print name)

RESIDENCE ADDRESSES

Street 7232 No. Lotus Ave.

San Gabriel, California 91775

(city, state and zip code)

Street 249 So. Lafayette Park Pl.

Los Angeles, California 90057

(city, state and zip code)

Street 1601 Bluffhill Drive

Monterey Park, California 91754

(city, state and zip code)

For Corporate Incorporators

By _____

(type or print name and capacity)

Street _____

(city, state and zip code)

Articles are to be executed as follows:

If a corporation is an incorporator (§402), the name of the corporation should be typed and signed on its behalf by an officer of the corporation. The address of the principal place of business of the incorporator corporation should be given. The articles of incorporation must be accompanied by a certificate of an appropriate officer of the corporation certifying that the person executing the articles on behalf of the corporation was duly authorized to do so.

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October 15, 1973

FOR PURPOSE OF NOTICE OF CHANGE OF ADDRESS OF THE DESIGNATED AGENT

The address of T. H. Eberle, R. B. Kading, Jr., and James R. Gillespie, statutory agents for this corporation, has been changed and now is 300 North Sixth Street, Boise, Idaho.

Designation of Agent and Acceptance of the Provisions of the Constitution of the State of Idaho

KNOW ALL MEN BY THESE PRESENTS:

That MAZDA MOTORS OF AMERICA, INC.

a Corporation organized and existing under the laws of the state of Maine having filed in the office of the Secretary of State of the State of Idaho a duly authenticated copy of its Articles of Incorporation, does hereby, in pursuance of the laws of the State of Idaho, make this certificate, and does hereby designate ADA County, in the State of Idaho, as the County in which the principal place of business of said Corporation in said State of Idaho shall be located, and does hereby designate T. H. EBERLE OR R. B. KADING OR J. R. GILLESPIE

residing at 711 1/2 BANNOCK STREET, BOISE, in said ADA County, as authorized Agent of said Corporation in said State of Idaho, upon whom process issued by authority of, or under any law of the State of Idaho, may be served, as provided by the Constitution and laws of said State of Idaho.

And the said MAZDA MOTORS OF AMERICA, INC. desiring and intending to conform in all respects to the Constitution and laws of said State, and to avail itself of the rights, privileges and immunities guaranteed by said Constitution and laws, does hereby accept the provisions of the Constitution of the State of Idaho for all the intents and purposes contemplated by the provisions thereof, relating to such acceptance by other than municipal corporations.

IN WITNESS WHEREOF, The said MAZDA MOTORS OF AMERICA, INC.

has caused this Certificate and Acceptance to be executed, acknowledged and delivered in its name and on its behalf, by its Vice President, and to be attested by its Assistant Secretary, and has caused its corporate seal to be hereunto affixed at Los Angeles in the County of Los Angeles, State of California this first day of May, 1972.

Attest:

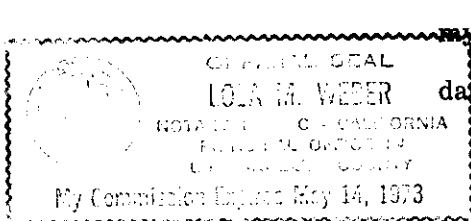
D. R. Quarstrom, Asst. Secretary. MAZDA MOTORS OF AMERICA, INC.
(Name of Corporation)
By J. H. Costello, Jr., Vice President.

STATE OF CALIFORNIA } ss.
County of Los Angeles

On this first day of May in the year 1972, before me Lola M. Weber, a Notary Public in and for said

County, in the State aforesaid, personally appeared J. H. Costello, Jr. known to me to be the Vice President of the Corporation that executed the within and foregoing instrument, and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed



my Notarial seal this first day of May, A. D. 1972.

Lola M. Weber

Notary Public

Official Title.

My commission expires on the 14 day of May, 1973.

NOTE—One copy to be filed for record with the Secretary of State, Boise, Idaho; one copy duly certified by the Secretary of State to be filed with the County Recorder in the county where the principal place of business is located.