

CERTIFICATE CONCERNING RESTATED ARTICLES OF INCORPORATION

NON-PROFIT CORPORATION

ENTITY INFORMATION

ENTITY NAME: JAPANESE CHAMBER OF COMMERCE AND INDUSTRY OF
ARIZONA
ENTITY ID: 23662791
ENTITY TYPE: Domestic Nonprofit Corporation

ADOPTION AND VOTE

ADOPTION DATE: 01/23/2025
The restated Articles were approved by the board of directors without member or third person action, and the approval of member of any other persons not required. YES
The restated Articles contain one or more amendments that required approval by members and/or other persons
Approved by members NO
Approved by other person(s) as required by the articles of incorporation NO

SIGNATURE

CEO (Chief Executive Officer): Christopher Masuyama - 03/18/2025

Clear Form

Print Form

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

Read the Instructions [C013i](#)

1. ENTITY NAME – give the exact name of the corporation as currently shown in A.C.C. records:
Japanese Chamber of Commerce and Industry of Arizona

2. DATE OF ADOPTION - date on which the restated Articles were adopted: 01/23/2025

3. APPROVAL OF RESTATED ARTICLES – check 3.1 or 3.2 (not both) and follow instructions:

3.1 ☒ The restated Articles were approved by the **board of directors without member or third person action**, and the approval of members or any other persons was not required – go to number 5.

3.2 ☐ The restated Articles contain one or more **amendments that required approval by members and/or other persons** – continue with number 4.

4. APPROVAL OF AMENDMENTS – if 3.2 is checked, check all that apply concerning member or other person approval of the restated Articles with amendments:

☐ Approved by members.

☐ Approved by other person(s) as required by the Articles of Incorporation.

5. The Restated Articles or Amended and Restated Articles must be attached to this Certificate.

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT



Christopher Masuyama

01/23/2025

Signature

Printed Name

Date (mm/dd/yyyy)

REQUIRED – check only one:

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
I am the Chairman of the Board of Director of the corporation filing this document.	I am a duly-authorized Officer of the corporation filing this document.	I am a duly authorized Bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document.	I am a incorporator , directors have not been selected or the corporation has not been formed.

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: \$25.00 (regular processing)
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Examination Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax (for Regular or Expedite Service ONLY): 602-542-4100
Fax (for Same Day/Next Day Service ONLY): 602-542-0900

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

JAPANESE CHAMBER OF COMMERCE AND INDUSTRY OF ARIZONA

Pursuant to the provisions of Sections 10-11002, 10-11006 and 10-11007 of the Arizona Revised Statutes, the undersigned corporation adopts the following amendments and restatement of its Articles of Incorporation:

FIRST: The name of the corporation is Japanese Chamber of Commerce and Industry of Arizona.

SECOND: The document attached hereto as Exhibit "A" sets forth a restatement of the Articles of Incorporation, which contain amendments to the Articles of Incorporation.

THIRD: The document attached hereto as Exhibit "A" was duly adopted by an act of the Board of Directors on January 23rd, 2025. There is no other group or person whose approval is required.

DATED: January 23rd, 2025.



By: Christopher Masuyama, CEO

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JAPANESE CHAMBER OF COMMERCE AND INDUSTRY OF ARIZONA

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and any amendments or restatements thereof of Japanese Chamber of Commerce and Industry of Arizona, all pursuant to the Arizona Nonprofit Corporation Act, Sections 10-3101 through 10-11702 of the Arizona Revised Statutes (“ANCA”).

ARTICLE I
NAME

The name of the corporation is Japanese Chamber of Commerce and Industry of Arizona. The corporation is hereafter referred to as the “Corporation”.

ARTICLE II
PURPOSE AND CHARACTER OF AFFAIRS

The Corporation is organized and shall be operated exclusively to promote business and the mutual understanding and cooperation between Japanese and Arizona business and business professionals within the meaning of I.R.C. § 501(c)(6). The Corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualified organizations. In these Articles, the term “I.R.C.” means the Internal Revenue Code of 1986 and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III
MEMBERS

The Corporation shall have one or more classes of members; provided, however, that the Board of Directors shall be self-perpetuating such that members will not have the power to vote for the Board of Directors. If the Corporation authorizes members, their respective qualifications, rights, and methods of acceptance shall be as specified in the Bylaws.

ARTICLE IV
BOARD OF DIRECTORS

The Corporation’s affairs shall be managed by its Board of Directors, which currently consist of nine (9) directors, and shall in the future consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required

by the ANCA which is one (1). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws. The names and addresses of the current directors are:

Youngil Kim
3133 W. Frye Road, Suite 101
Chandler, Arizona 85226

Christopher Masuyama
3133 W. Frye Road, Suite 101
Chandler, Arizona 85226

Yoji Nakajima
3133 W. Frye Road, Suite 101
Chandler, Arizona 85226

Hiroshi Sekiguchi
3133 W. Frye Road, Suite 101
Chandler, Arizona 85226

Tsuyoshi Yoneyama
3133 W. Frye Road, Suite 101
Chandler, Arizona 85226

Hirono Sekiguchi
3133 W. Frye Road, Suite 101
Chandler, Arizona 85226

Motoki Nakahara
3133 W. Frye Road, Suite 101
Chandler, Arizona 85226

Akito Yoshida
3133 W. Frye Road, Suite 101
Chandler, Arizona 85226

Tadashi Kamewada
3133 W. Frye Road, Suite 101
Chandler, Arizona 85226

ARTICLE V OFFICERS

The names and addresses of the current officers are:

Christopher Masuyama, CEO (Chief Executive Officer)
3133 W. Frye Road, Suite 101

Chandler, Arizona 85226

Youngil Kim, CFO (Chief Financial Officer)
3133 W. Frye Road, Suite 101
Chandler, Arizona 85226

Hirono Sekiguchi, Secretary
3133 W. Frye Road, Suite 101
Chandler, Arizona 85226

ARTICLE VI ACTIVITIES AND RESTRICTIONS

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the Corporation's activities shall consist of participating in, or intervening in, any political campaign on behalf of, or in opposition to, any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. § 501(c)(6).

ARTICLE VII AMENDMENT

These Articles of Incorporation may be amended by vote of a majority (51%) of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

ARTICLE VIII DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more organizations then described in I.R.C. §§ 501(c)(3), 501(c)(4) or 501(c)(6) having purposes substantially similar to those of the Corporation or to one or more units or agencies of federal, state, or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not

so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Corporation is then located.

ARTICLE IX PRINCIPAL OFFICE; AGENT'S OFFICE; STATUTORY AGENT

The street address of the principal office is 3133 W. Frye Road, Suite 101, Chandler, Arizona 85226. The mailing and street address of the Corporation's statutory agent office is 6720 N Scottsdale Road, Suite 305, Scottsdale, Arizona 85253. The statutory agent at such address is Galbut Beabeau P.C.

ARTICLE X DIRECTOR LIABILITY

To the fullest extent permitted by the ANCA as the same exist or may be hereafter amended, no director of the Corporation shall be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the Corporation occurring prior to such repeal, amendment or modification.

ARTICLE XI INDEMNIFICATION

The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its current and former Directors, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation; provided, however, that the Corporation's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the members, the ANCA or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

CERTIFICATION

The undersigned officer of Japanese Chamber of Commerce and Industry of Arizona hereby certifies that the foregoing Amended and Restated Articles of Incorporation do not contain amendments to the Articles of Incorporation requiring member approval, and that said Amended

and Restated Articles of Incorporation were adopted by an act of the Corporation's Board of Directors in accordance with Section 10-11002 of the ANCA.

Dated: _January 23rd, 2025_.

A handwritten signature in dark ink, appearing to read 'Christopher Masuyama', written over a horizontal line.

Christopher Masuyama, CEO