

UNOFFICIAL COPY

File Number ~~5619 3286 4~~ 890564805 128



**Whereas,** APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF

ORIX USA CORPORATION

DELAWARE

INCORPORATED UNDER THE LAWS OF THE STATE OF HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.*

**In Testimony Whereof,** *I hereto set my hand, and cause to*

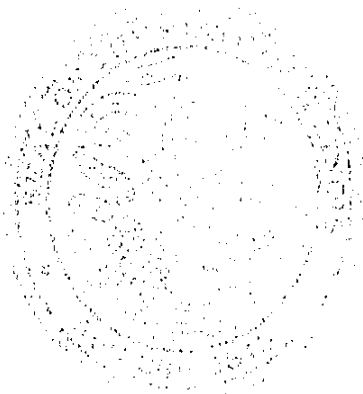
*be affixed the Great Seal of the State of Illinois,*

*at the City of Springfield, this* \_\_\_\_\_ <sup>9th</sup>

*day of* NOVEMBER *AD 19* <sup>90</sup> *and*

*of the Independence of the United States*

*the two hundred and* \_\_\_\_\_ <sup>15th</sup> *.*



*Jim Edgar*  
SECRETARY OF STATE

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Submit in Duplicate

Remit payment in Certified Check, Cashiers' Check or a Money Order, payable to "Secretary of State". DO NOT SEND CASH!

JIM EDGAR Secretary of State State of Illinois

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

Table with columns for Date, License Fee, Franchise Tax, Filing Fee, Penalties, and Clerk's Fee. Includes handwritten amounts and date 11/9/90.

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is ORIX USA CORPORATION (Shall contain the word "corporation", "company", "incorporated",

or "limited", or shall contain an abbreviation of one of such words)

(To be completed only if the corporate name is not available) and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is

2. State or Country of Incorporation Delaware; Date of Incorporation August 6, 1981; Period of Duration Perpetual

3. The address of its principal office, wherever located, is 780 3rd Avenue, 48th Floor, New York, New York 10017

and the address of its principal office in Illinois is None

4. The name and address of its registered agent and its registered office in Illinois are:

Registered Agent C T CORPORATION SYSTEM (First Name, Middle Name, Last Name) Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street (Number, Street, Suite #) Chicago 60604 Cook (City, Zip Code, County)

5. The states and countries in which it is admitted or qualified to transact business are: California - Concurrently qualifying in all states except Alaska.

6. The names and respective residential addresses of its officers and directors are:

Table with columns: Name, No. & Street, City, State, Zip. Rows for President, Secretary (SEE ATTACHED LIST), and multiple Director entries.

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7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:  
Equipment leasing and investments.

If not sufficient space to cover this point, add one or more sheets of this size

ORIX USA CORPORATION

Directors & Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Yoshihiko Miyauchi	Director & Chairman of the Board	780 3rd Avenue 48th Floor New York, New York 10017
Sachio Hata	Director	780 3rd Avenue 48th Floor New York, New York 10017
Takashi Koizumi	Director & President	780 3rd Avenue 48th Floor New York, New York 10017
Masaaki Tashiro	Director	780 3rd Avenue 48th Floor New York, New York 10017
Kazuhiko Naganuma	Director & Exec. Vice President	780 3rd Avenue 48th Floor New York, New York 10017
Kiyoshi Fushitani	Secretary	780 3rd Avenue 48th Floor New York, New York 10017
Byron Southey	Assistant Secretary	780 3rd Avenue 48th Floor New York, New York 10017
Junsuke Dai	Treasurer	780 3rd Avenue 48th Floor New York, New York 10017

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8. The number of shares which it is authorized to issue and which it has issued are: 5

Class	* Par. Value	Number of Shares Authorized	Number of Shares Issued
Common - Series A	\$1.00	1,000	1,000
- Series B	\$10,000	3,000	1,563
- Series C	\$5,000	3,000	2,767

\* A declaration as to a "par value" is optional, unless the articles of Incorporation make a declaration. When no reference to par value is desired, indicate "na".

9. The amount of paid-in capital\*\* is \$ 29,466,000

\*\* "Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

10. (a) —Give an estimate of the total value of all the property of the corporation for the following year \$ 90,000,000.
- (b) —Give an estimate of the total value of all the property of the corporation for the following year (if it will be located in Illinois) \$ (4,500,000)
- (c) —State the estimated total business of the corporation to be transacted by it everywhere for the following year \$ 75,000,000.
- (d) —State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois \$ 2,750,000.

11. INTERROGATORIES

- \*\*\* (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance?  
780 3rd Avenue, 48th Floor, New York, New York 10017
- (b) The number of shares of all classes owned by residents of Illinois is:  
None
- (c) The number of shares of all classes owned by non-residents of Illinois is:  
5,330
- (d) Is the corporation transacting business in this State at this time?  
No
- (e) If your answer is in the affirmative, state the exact date on which it commenced to transact business in Illinois:  
N/A

12. This application is accompanied by a copy of the articles of Incorporation, as amended, duly authenticated by the proper officer of the State or Country wherein it is incorporated, which certification is not more than ninety (90) days old.

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

90564505

File No. \_\_\_\_\_

**APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACT BUSINESS IN ILLINOIS**

Filing Fee \$75.00 plus applicable license fee  
and franchise tax

**FILED**

NOV 9 1990

**JIM EDGAR  
Secretary of State**

RETURN TO:

Corporation Department  
Secretary of State  
Springfield, Illinois 62756  
Telephone 217 — 782-6961


C-1713

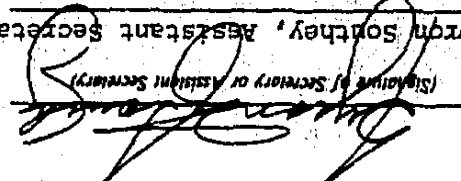
RECORDING DESK  
BOX 170

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DEPT-01 RECORDING \$17.00  
14:51:00 TRAN 1031 11/19/90  
#0786 #A \* -90-564805  
COOK COUNTY RECORDER

ORIX USA CORPORATION  
(Exact Name of Corporation)  
by   
(Signature of President or Vice President)  
Kazuhiko Nagayama, Executive Vice President  
(Type or Print Name and Title)

Byron Southey, Assistant Secretary  
(Signature of Secretary or Assistant Secretary)  
  
(Type or Print Name and Title)

attested by

Dated 9/5 19 90

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

302204202