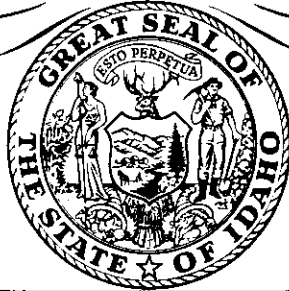


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

BONNEVILLE CYCLE, INCORPORATED

was filed in the office of the Secretary of State on the **First** day of **July** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **124** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Pocatello** in the County of **Bannock.**

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 **1st** day of **July**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
BONNEVILLE CYCLE, INCORPORATED

KNOWN ALL MEN BY THESE PRESENTS:

That we, the undersigned, have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho,

AND WE DO HEREBY CERTIFY:

First: That the name of this corporation is -

BONNEVILLE CYCLE, INCORPORATED

Second: That the purposes for which this corporation are formed are as follows:

1. To operate and maintain a business for the general repair, sale, purchase and distribution of motorcycles, together with all accessories, parts and everything incidental thereto; that said corporation shall advertise and make use of other commercial medium to make known to the general public that the corporation is holding itself out as such and selling merchandise above described; to own real estate, execute contracts and issue promissory notes and all business activities incidental thereto and essential in the operation of said business.
2. To acquire by bequest, device, gift, purchase or lease, either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation as to the amount or value, except such limitation, if any, as may be imposed by law.
3. To do any and all acts in the line of its business which it may deem necessary, profitable or desirable for the due promotion thereof, to conduct and carry on any other similar business which may be capable of being profitable carried on in connection with this company's business, or to carry on any similar business that is adapted directly or indirectly, to add to the value of the company's property and the profits of its authorized business.

4. In general, to have and exercise all powers, rights and privileges necessary and incidental to carrying out properly the objectives and objects herein mentioned.

5. It is the intention that each of the powers specified in each of the paragraphs herein, except where otherwise specified, shall not be limited or restricted by reference to or inference from the terms of any other paragraph, or of any other article, but that the powers and the enumerations of specific powers shall not be construed to restrict, in any manner, the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

Third: That the principal office for the transaction of business of this corporation shall be located at 1645 North Main Street in the City of Pocatello, County of Bannock, State of Idaho; that the Post Office mailing address of said corporation shall also be the same.

Fourth: That the number of shares which may be issued by the corporation is Twenty-five Hundred (2,500) shares and that the par value of each share is Ten Dollars (\$10.00) and the aggregate par value of all shares is Twenty-five Thousand Dollars (\$25,000.00); the amount subscribed by each of the three (3) incorporators is as follows:

1. Raymond K. Stites, President, 70 shares.
2. Troy Leland Taylor, Vice-President, 70 shares.
3. Martin W. Frasure, Secretary-Treasurer, 70 shares.

Fifth: That all of the shares of this corporation shall be classified as Common Shares.

Sixth: That all of the incorporators are of full age and are all citizens of the United States of America and of Pocatello, Idaho.

Seventh: That the number of directors which this corporation may have may be fixed by the by-laws of the corporation, that the names of those who are appointed to act until the election and qualification of their successors are as follows:

1. Raymond K. Stites, 746 Balsum Street, Pocatello, Idaho
2. Troy Leland Taylor, 1297 LaVene Drive, Pocatello, Idaho
3. Martin W. Frasure, 3549 Valley Road, Pocatello, Idaho

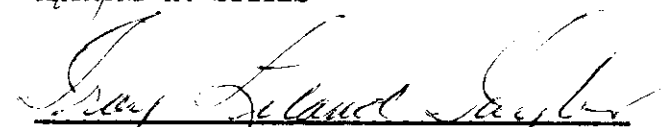
Eighth: That the stock of this corporation may be transferred only by operation of law or sale of process after the same has been offered to the stockholders of this corporation; that the then existing stockholders shall have a period of thirty (30) days in which to purchase said stock; that in the event said stock is transferred by operation of law or by sale and process of law, the same amount of stock so transferred shall be offered to the other stockholders of this corporation for their purchase. Said stock will be offered from the treasury stock of said corporation. Price of said stock so offered shall be determined by the then existing book value of the corporation stock as set forth in the books of said corporation as of the date of transfer.

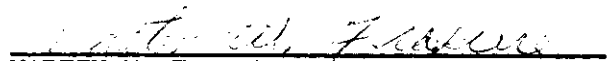
Ninth: No proxies may be voted by non-stockholders. All proxies to be voted must be held by stockholders present at any meeting at which the proxies are voted.

Tenth: The term and existence of this corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26 day of June, 1963.


RAYMOND K. STITES


TROY LELAND TAYLOR


MARTIN W. FRASURE

STATE OF IDAHO)
 : ss
County of Bannock)

On this day of June, 1963, before me the undersigned, a
Notary Public in and for said County and State personally appeared

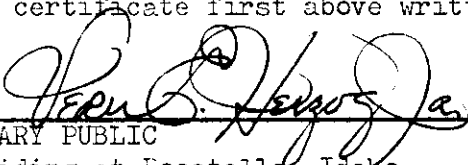
Raymond K. Stites

Troy Leland Taylor

Martin W. Frasure

known to me to be the persons whose names are subscribed to the within
instrument, and acknowledged to me that they executed the same in the
capacity of individuals and for the purpose of incorporating said Articles
of Incorporation of Bonneville Cycle, Incorporated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year in this certificate first above written.



NOTARY PUBLIC
Residing at Pocatello, Idaho