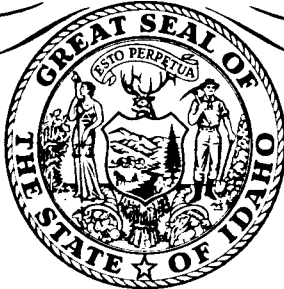


State of Idaho



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

HARLEY-DAVIDSON OF BOISE, INC.

was filed in the office of the Secretary of State on the **Fifth** day
of **March** A.D. One Thousand Nine Hundred **Sixty-five** and
~~will be~~ duly recorded on ~~Film~~ **microfilm** 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

Boise

in the County of

Ada.

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 **5th** day of **March**,
A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
HARLEY-DAVIDSON OF BOISE, INC.

* * * * *

We, the undersigned, all of whom are of full age, and citizens of the United States of America, hereby sign and acknowledge the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho:

FIRST: The name of the corporation is
HARLEY-DAVIDSON OF BOISE, INC.

SECOND: The purposes are:

To purchase, lease as lessee, take, acquire, manufacture, build, assemble, own, hold, deal in, maintain, improve, service, clean, equip, repair use, operate, lease as lessor, rent, hire, charter, loan, grant the use of, sell, mortgage, pledge, encumber and otherwise dispose of automobiles, cars, trucks, busses, motor vehicles, trailers, motorcycles, boats, aircraft and vehicles of all kinds, and to manufacture, purchase, acquire, own, hold, use, deal in, sell, mortgage, pledge, encumber and dispose of any articles, materials, parts, supplies, tools, fuels, oils, greases, devices, appliances, apparatus, machinery, equipment and property related or incidental to or useful, necessary or convenient in connection with any property or business of the corporation.

To devise, establish, purchase, acquire, own, use, improve and operate systems and plans for the renting, leasing, hiring and chartering of vehicles of all kinds owned or controlled by the corporation; to rent, lease, hire and charter vehicles of all kinds singly and in fleets and with or without drivers furnished by this corporation; to grant and license the use of such systems and plans to others, and to engage in any activity or business related or incidental to the foregoing or useful, necessary or convenient in connection therewith.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise of every class and description.

To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease, and to sell, assign and transfer, any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation.

To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To conduct business in this state, other states, District of Columbia, territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire

receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate out of this state.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the Business Corporation Act of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

THIRD: The duration is to be perpetual.

FOURTH: The location and post office address of its registered office in the State of Idaho is 711½ Bannock Street, Boise, Idaho.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue shall be ten (10), of which stock ten (10) shares of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to One Thousand Dollars (\$1,000.00) shall be common stock.

SIXTH: The names and post office addresses of the incorporators and the number of shares and class of stock subscriber for by each, are as follows:

NAMES	POST OFFICE ADDRESSES	NUMBER OF SHARES Common
F. L. Ungerott	208 South LaSalle Street, Chicago 4, Illinois	Three
D. L. Hannum	208 South LaSalle Street, Chicago 4, Illinois	Three
E. N. Sajewski	208 South LaSalle Street, Chicago 4, Illinois	Four

SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:


To repeal and amend the by-laws of the corporation and to adopt new by-laws subject to the right of the shareholders to alter or repeal said by-laws.

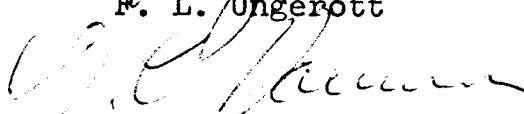
By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the board of directors in the management of the business of the corporation.

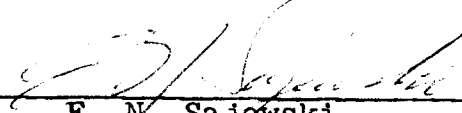
When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the board of directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

EIGHTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

In Witness Whereof, we do make and execute this certificate in triplicate, this 7th day of MARCH, 1965.



F. L. Ungerott


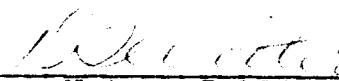
D. L. Hannum


E. N. Sajewski

STATE OF ILLINOIS }
COUNTY OF COOK } SS:

On this 7th day of MARCH, A. D. 1965, before me, a Notary Public, personally appeared F. L. Ungerott, D. L. Hannum and E. N. Sajewski, 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 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

(SEAL)