TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that, on the date above written, Articles of Incorporation (or Association) of

THE HARLEY-DAVIDSON FOUNDATION, INC.

were filed in my office under the provisions of the Wisconsin Statutes, and in particular under

CHAPTER 181—THE WISCONSIN NONSTOCK CORPORATION LAW

THE STATE OF WISCONSIN does hereby grant unto said organization the powers and privileges conferred upon such organization by the Wisconsin Statutes for the pursuit of any purposes lawful under the chapter or section, of the Wisconsin Statutes, of its organization except as such purposes may be further limited in said Articles. IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on 07/23/1993

DOUGLAS La FOLLETTE
Secretary of State
TO: REGISTER OF DEEDS

Attached please find a duplicate of a document filed in my office on the date endorsed therein. It is furnished in compliance with sec. 181.67(2)(b), 185.82(2)(b) or other section of the Wisconsin Statutes specifying the recording of the document in your office.

DOUGLAS LA FOLLETTE
Secretary of State
ARTICLES OF INCORPORATION
OF
THE HARLEY-DAVIDSON FOUNDATION, INC.

For the purposes of forming a corporation under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, I, Howard A. Sweet, execute the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is THE HARLEY-DAVIDSON FOUNDATION, INC.

ARTICLE II

The Corporation is organized exclusively for charitable, educational, and scientific purposes; to engage in activities related to the aforementioned purposes; to invest in, receive, hold, use, and dispose of property as may be necessary or desirable to carry into effect the aforementioned purposes; provided, however, that all of the above purposes are within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III

The Corporation shall have all powers now or in the future given by law to nonstock corporations organized under the laws of Wisconsin; provided, however, that such powers may be exercised only to further the purposes stated in Article II above, and further provided that:

1. no part of the net earnings of the Corporation inure to the benefit of any private individual, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes stated in Article II above;

2. no substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation;
the Corporation not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office;

the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code;

the Corporation will not engage in any act of self dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code;

the Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code;

the Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code;

the Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code; and

notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.
ARTICLE IV

The Corporation shall have no members.

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors. The initial directors of the Corporation are:

Richard F. Teerlink
Jeffrey L. Bleustein
James L. Ziemer
Timothy K. Hoelter
James M. Brostowitz
C. William Gray
John H. Campbell, Jr.

The Address for each initial director is: 3700 W. Juneau Ave.
Milwaukee, WI 53208

The method of electing directors of the Corporation shall be as provided in the bylaws of the Corporation. The number of directors shall be fixed by the bylaws of the Corporation, but the number of directors shall not be less than three.

ARTICLE VI

The principal office of the Corporation is in Milwaukee County, and its mailing address is:

3700 W. Juneau Avenue
Milwaukee, WI 53208

and the name and address of the initial Registered Agent of the Corporation is:

Michael Weiss
c/o Harley-Davidson, Inc
3700 W. Juneau Avenue
Milwaukee, WI 53208

ARTICLE VII

Upon 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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under
section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, as the Board of Directors shall determine.

ARTICLE VIII

The name and address of the incorporator, who is older than eighteen years, is:

Howard A. Sweet
P.O. Box 2719
Madison, WI 53701-2719

IN WITNESS WHEREOF, I execute these Articles in duplicate this 22nd day of July, 1993.

Howard A. Sweet

STATE OF WISCONSIN
COUNTY OF DANE

The foregoing instrument was acknowledged before me this 22nd day of July, 1993 by Howard A. Sweet.

Allan R. Phillips
Notary Public, State of Wisconsin
My Commission expires 4/17/97

This instrument was prepared by and after recording is to be returned to:

Howard A. Sweet
LaFollette & Sinykin
P.O. Box 2719
Madison, WI 53701-2719