

UNITED STATES OF AMERICA

The State of Wisconsin



DATE: JULY 23, 1993

CORP. I.D.
HO26693

OFFICE OF THE SECRETARY OF STATE

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

DOUGLAS La FOLLETTE
Secretary of State

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Secretary of State
WISCONSIN
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REGISTER'S OFFICE }
MILWAUKEE COUNTY, WI } ss
RECORDED

United States of America

State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

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Walter C. Burzynski REGISTER OF DEEDS

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.

RECORD 6801571
18.00



Douglas La Follette

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:

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;

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23 JUL 03

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	The Address for each initial director is: 3700 W. Juneau Ave. Milwaukee, WI 53208
Jeffrey L. Bleustein	
James L. Ziemer	
Timothy K. Hoelter	
James M. Brostowitz	
C. William Gray	
John H. Campbell, Jr.	

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

