

NOV-20-2007 TUE 11:57 AM FRESE HANSEN

FAX NO. 321 951 3741

P. 01

Division of Corporations

Page 1 of 1

668716

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000283291 3))



H070002832913ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6380  
From: Account Name : FRESE HANSEN  
Account Number : I20000000258  
Phone : (321) 984-3300  
Fax Number : (321) 951-3741

07 NOV 20 AM 8:29

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RECEIVED  
2007 NOV 20 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

HARLEY-DAVIDSON OF MELBOURNE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$96.25

66875  
#78:25

JB

Electronic Filing Menu

Corporate Filing Menu

Help

NOV-20-2007 TUE 11:57 AM FRESE HANSEN

FAX NO. 321 951 3741

P. 02

H07000283291

**ARTICLES OF MERGER  
OF  
STEDEE, LLC #L03000029220  
INTO  
HARLEY-DAVIDSON OF MELBOURNE, INC. #668716**

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 07 NOV 20 AM 8:29

**ARTICLES OF MERGER** between STEDEE, LLC, a Florida limited liability company and HARLEY-DAVIDSON OF MELBOURNE, INC., a Florida corporation.

Pursuant to §607.1109 and 608.4382, Florida Statutes, Harley-Davidson of Melbourne, Inc. and SteDee, LLC adopt the following Articles of Merger.

**ARTICLE I**

The Agreement and Plan of Merger dated 11-16, 2007, (the "Plan of Merger") between SteDee, LLC, and Harley-Davidson of Melbourne, Inc., was approved and adopted by the members of SteDee, LLC, on 11-16, 2007, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes, and was approved and adopted by the shareholders of Harley-Davidson of Melbourne, Inc., on 11-16, 2007, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

**ARTICLE II**

Pursuant to the Plan of Merger, all issued and outstanding membership interests in SteDee, LLC will be acquired by means of a merger of SteDee, LLC into Harley-Davidson of Melbourne, Inc., the surviving entity (the "Merger").

**ARTICLE III**

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth.

**ARTICLE IV**

Pursuant to §607.1109(1)(f) and 608.4382(1)(f) of the Florida Statutes, the effective date of the Merger shall be the date of filing of these Articles of Merger.

IN WITNESS WHEREOF, the parties have set their hands this 16<sup>th</sup> day of November, 2007.

HARLEY-DAVIDSON  
OF MELBOURNE, INC.

By: Steven L. Oktela  
Steven L. Oktela, President

STEDEE, LLC

By: Steven L. Oktela  
Steven L. Oktela, Manager

H07000283291

NOV-20-2007 TUE 11:58 AM FRESE HANSEN

FAX NO. 321 951 3741

P. 03

H07000283291

EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER  
OF  
STEDEE, LLC  
INTO  
HARLEY-DAVIDSON OF MELBOURNE, INC.**

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 07 NOV 20 AM 8:29

THIS AGREEMENT AND PLAN OF MERGER is made this 16<sup>th</sup> day of November, 2007, by and between HARLEY-DAVIDSON OF MELBOURNE, INC., a Florida corporation (the "Surviving Entity") and STEDEE, LLC, a Florida limited liability company (the "Disappearing Entity") (collectively, the "Constituent Entities").

**WITNESSETH:**

WHEREAS, the Members of the Disappearing Entity have determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity (the "Merger") upon the terms, and subject to the conditions set forth in this Plan of Merger (the "Plan");

WHEREAS, the Board of Directors of the Surviving Entity has determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity, on the terms and conditions herein set forth; and

WHEREAS, this Merger is being effected pursuant to this Plan and in accordance with Sections 607.1108 and 608.438 of the Florida Statutes.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties hereto agree as follows:

1. **Articles of Organization.** The Articles of Incorporation of the Surviving Entity, in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

2. **Conversion of Shares.** Upon the Effective Date, each membership interest in the Disappearing Entity existing at that time shall without more be converted into one (1) previously issued and outstanding share of the Surviving Entity's common stock in accordance with this Plan. Each share of the Surviving Entity's common stock that is issued and outstanding on the Effective Date shall continue as an outstanding share of the Surviving Entity's common stock.

NOV-20-2007 TUE 11:58 AM FRESE HANSEN

FAX NO. 321 951 3741

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 NOV 20 AM 8:29

H07000283291

3. **Satisfaction of Rights of the Disappearing Entity's Shareholders.** All shares of the Surviving Entity's common stock into which membership interests in Disappearing Entity shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted membership interests.

4. **Fractional Shares.** Fractional shares of the Surviving Entity's common stock will not be issued.

5. **Management.** The Surviving Entity is a Florida corporation and management thereof is vested in one or more directors. The name and business address of such director are as follows:

Steven L. Oksela  
1440 Executive Circle N.E.  
Palm Bay, FL 32905

6. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Entity shall cease, and the Surviving Entity shall be fully vested in the Disappearing Entity's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §§607.11101 and 608.4383 of the Florida Statutes.

7. **Supplemental Action.** If at any time after the Effective Date the Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate authorized representatives of the Surviving Entity or the Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Entity, or to otherwise carry out the provisions of this Plan.

8. **Filing with the Florida Department of State and Effective Date.** Upon execution of this Plan, the Disappearing Entity and the Surviving Entity shall cause their respective authorized representatives to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Entity to the Florida Department of State. In accordance with §§607.1109(1)(f) and 608.4382(1)(f) of the Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing of the Articles of Merger.

9. **Termination.** At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the Members of the Disappearing Entity and the Board of Directors of the Surviving Entity, notwithstanding favorable action by the shareholders of the Surviving Entity.

NOV-20-2007 TUE 11:58 AM FRESE HANSEN

FAX NO. 321 951 3741

P. 05

H07000283291

IN WITNESS WHEREOF, the parties have set their hands this 16<sup>th</sup> day of November 2007.

HARLEY-DAVIDSON OF  
MELBOURNE, INC.

By:   
Steven L. Ohtela, President

STEDDEE, LLC

By:   
Steven L. Ohtela, Manager

INCORPORATION HARLEY-DAVIDSON MLB INC - STEDDEE LLC MERGER.doc

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 NOV 20 AM 8:29