

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

一、
 二、
 三、
 四、
 五、
 六、
 七、
 八、
 九、
 十、

64-1113 FRI:49

1-10-1944

AL MAR 13 1961

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	AAP	_____	

WALK-IN
Will Pick Up 3/13/11

RE: Harley Davidson
of Ocala Inc

	C.C. FEE.	DISBURSED
Capital Express SM		
Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
() Cert. Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Filing		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

RECEIVED
 97 MAR 13 AM 10:55
 DIVISION OF CORPORATIONS

TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED

97 MAR 13 PM 1:50

ARTICLES OF INCORPORATION

OF

HARLEY DAVIDSON OF OCALA, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

HARLEY DAVIDSON OF OCALA, INC.

ARTICLE II

NATURE OF BUSINESS

The nature of business to be transacted by this corporation is the repair and sale of new and used motorcycles, parts and accessories, together with any and all lawful business pursuant to the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of the authorized capital stock of the Corporation, being the maximum number and the classes of shares of stock that the Corporation is authorized to have outstanding at any one time, shall be Seven Thousand Five Hundred (7,500) shares of common voting stock, having a par value of Ten Dollars (\$10.00) per share. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor

or services which, in the judgment of the Board of Directors, shall be the valuation equivalent to the value of the stock to be issued. Any of such stock may be passed and sold in whole or fractional shares.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than \$1,000.00.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

ADDRESS OF PRINCIPAL OFFICE AND DESIGNATION OF REGISTERED AGENT

The initial address of the principal office of the corporation is to be 4046 Newberry Road, Gainesville, Florida, 32607, and the name of the initial Registered Agent at such address is BRENT G. SIEGEL. The Board of Directors may from time to time designate such other address in the State of Florida for the principal office of the corporation as it may see fit.

ARTICLE VII

DIRECTORS AND OFFICERS

The names and post office addresses of the officers and members of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall

hold office until the first annual meeting of the stockholders of the Corporation or until their successors are elected and have qualified, are as follows:

DEREK D. KELLEY
7705 Desert Rose Cove
Bartlett, Tennessee 38134

who shall serve as a Director and will also serve as President;

ROBERT A. GOODWYN
562 Hackney Drive
Marietta, Georgia 30067

who shall serve as Vice President; and

BARBARA D. GOODWYN
562 Hackney Drive
Marietta, Georgia 30067

who shall serve as Secretary/Treasurer.

The number of directors may be increased from time to time by the By-Laws, but shall never be less than one.

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator of these Articles of Incorporation is as follows:

DEREK D. KELLEY
7705 Desert Rose Cove
Bartlett, Tennessee 38134

ARTICLE IX

SHARES

The name and address of the initial shareholders, the number of shares of stock subscribed, and the value of the consideration therefore is as follows:

DEREK D. KELLEY
7705 Desert Rose Cove
Bartlett, Tennessee 38134

51 shares for consideration of \$510.00, and

ROBERT A. GOODWYN
562 Hackney Drive
Marietta, Georgia 30067

49 shares for consideration of \$490.00.

ARTICLE X

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator have set my hand and seal this 12TH day of March, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


WITNESSES:

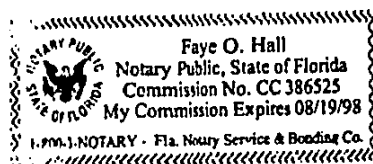
Gwendolyn S. Wilson
Faye O. Hall

 (SEAL)
DEREK D. KELLEY, PRESIDENT

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Articles of Incorporation were acknowledged before me this 12th day of March, 1997, by DEREK D. KELLEY, who is personally known to me.


(Type name) Faye O. Hall
Notary Public
Commission Number:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESS OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, Florida Statutes:

HARLEY DAVIDSON OF OCALA, INC., a Corporation organized under the laws of the State of Florida with its principal office at:

HARLEY DAVIDSON OF OCALA, INC., has named **BRENT G. SIEGEL**, located at **4046 Newberry Road, Gainesville, Florida, 32607**, as its agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

NAME & TITLE

ADDRESS

DEREK D. KELLEY
President

7705 Desert Rose Cove
Bartlett, Tennessee 38134

ROBERT A. GOODWYN
Vice President

562 Hackney Drive
Marietta, Georgia 30067

BARBARA D. GOODWYN
Secretary

562 Hackney Drive
Marietta, Georgia 30067

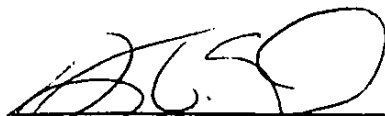
NEWLY APPOINTED DIRECTORS:

NAME

ADDRESS

DEREK D. KELLEY

7705 Desert Rose Cove
Bartlett, Tennessee 38134



BRENT G. SIEGEL

FILED

97 MAR 13 PM 1:50

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I agree as Registered Agent to accept service of process, to keep the office open during prescribed hours, and to post my name in some conspicuous place in the office as required by law.

ADDRESS:

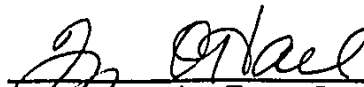
4046 Newberry Road
Gainesville, FL 32607



BRENT G. SIEGEL
Registered Agent

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing was acknowledged before me this 12th day of March, 1997, by BRENT G. SIEGEL, who is personally known to me and who did not take an oath.



(Type name) Faye O. Hall
Notary Public
Commission Number:

