

# P0200013228

Florida Department of State  
Division of Corporations  
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Fax Number : (850) 205-0380

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Account Name : YOUR CAPITAL CONNECTION, INC.  
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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

RIO GRANDE VALLEY HARLEY DAVIDSON, INC.

Certificate of Status	0
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Page Count	05
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FILED  
02 DEC 30 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*merger*

Electronic Filing Menu

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12/30/02

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

RIO GRANDE VALLEY HARLEY-DAVIDSON, INC., a non qualified Texas corp.

INTO

**RIO GRANDE VALLEY HARLEY DAVIDSON, INC.,** a Florida entity,  
P02000132283.

File date: December 30, 2002 , effective December 31, 2002

Corporate Specialist: Susan Payne

CAPITAL CONNECTION

850 222 1222

12/30 '02 10:59 NO.605 02/06

FILED

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## ARTICLES OF MERGER

(Profit Corporations)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

EFFECTIVE DATE  
12/31/02

Name

Jurisdiction

RIO GRANDE VALLEY HARLEY-DAVIDSON, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

RIO GRANDE VALLEY HARLEY-DAVIDSON, INC.

TEXAS

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 02 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on

December 15, 2002 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

December 15, 2002 and shareholder approval was not required.

(Attach additional sheets if necessary)

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CAPITAL CONNECTION

850 222 1222

12/30 '02 10:59 NO.605 03/06

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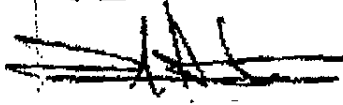
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Rio Grande Valley  
Harley-Davidson, Inc.



TED CURETON, PRESIDENT

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**PLAN OF MERGER**  
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

RIO GRANDE VALLEY HARLEY-DAVIDSON,  
INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

RIO GRANDE VALLEY HARLEY-DAVIDSON,  
INC.

TEXAS

Third: The terms and conditions of the merger are as follows:

SHARES OF THE MERGING CORPORATION SHALL  
BE ACQUIRED WHOLLY BY SHAREHOLDERS OF THE  
SURVIVING CORPORATION.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

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ARTICLES OF INCORPORATION  
OF  
RIO GRANDE VALLEY HARLEY DAVIDSON, INC.

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FILED  
In the Office of the  
Secretary of State of Tex  
JUN 21 1994  
Corporations Section

ARTICLE ONE

The name of the Corporation is RIO GRANDE VALLEY HARLEY DAVIDSON, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000). The shares shall have a par value of One Dollar (\$1.00).

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00, consisting of money, labor done or property actually received.

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ARTICLES OF INCORPORATION OF  
RIO GRANDE VALLEY HARLEY DAVIDSON, INC., PAGE 1

**ARTICLE SIX**

The street address of its initial Registered Office, and the name of its initial Registered Agent at this address, is as follows:

Ted Curston  
701 Beech Street  
McAllen, Texas 78501

**ARTICLE SEVEN**

The number of initial Directors is one. The name and address of the initial director is:

Ted Curston  
701 Beech Street  
McAllen, Texas 78501

**ARTICLE EIGHT**

The name and address of the Incorporator is:

Marilyn S. Hershtman  
408 W. 17th Street, Suite 101  
Austin, Texas 78701-1207  
(512) 474-2002

IN WITNESS WHEREOF: I have hereunto set my hand this 21st day of June,  
1994.

*Marilyn S. Hershtman*

Marilyn S. Hershtman, Incorporator