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August 22, 1997

FILED  
97 AUG 29 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Attorneys Title*  
The FUND  
660 East Jefferson Street, Suite 200  
Tallahassee, FL 32301

Re: HARLEY-DAVIDSON OF ST. AUGUSTINE, INC.  
Our Account #: 18320

Enclosures:

1. Original and one copy of the Articles of Incorporation.
2. Check to the FUND in the amount of \$10.00.
3. Check to Secretary of State in the amount of \$122.50, for filing fees, charter tax, certified copy and resident agent fee.

As always, thanks for your help.

Sincerely,

*Jeffrey R. Bankston*  
Jeffrey R. Bankston

JRB/lpk  
Enclosures

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K. R. R. AUG 29 1997

ARTICLES OF INCORPORATION  
OF  
HARLEY-DAVIDSON OF ST. AUGUSTINE, INC.

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ARTICLE I: The name of this corporation is HARLEY-DAVIDSON OF ST. AUGUSTINE, INC.

ARTICLE II: This corporation shall have perpetual existence.

ARTICLE III: This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV: The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is one hundred (100) shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V: The initial principal office of this corporation shall be at 3956 North Ponce de Leon Boulevard, St. Augustine, FL 32095, and the name of the corporation's initial registered agent is JEFFREY R. BANKSTON, at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250.

ARTICLE VI: Initially, this corporation shall have two (2) members on the Board of Directors, and the corporation shall have the authority to operate with not less than one member on the Board of Directors. The following are the names and addresses of the initial members of the Board of Directors:

James Albert Hollingsworth, Jr.  
3956 North Ponce de Leon Boulevard  
St. Augustine, Florida 32095

Myrtle E. Hollingsworth  
3956 North Ponce de Leon Boulevard  
St. Augustine, Florida 32095

ARTICLE VII: The name and street address of the person signing these Articles of Incorporation as a subscriber are as follows:

JEFFREY R. BANKSTON  
2215 South Third Street, Suite 101  
Jacksonville Beach, Florida 32202

ARTICLE VIII: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX: The Directors of this corporation shall take

action by written consent, as provided by law.

**ARTICLE X:** The Board of Directors is authorized, with the approval of the Shareholders, to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

**ARTICLE XI:** 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 Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and, accordingly, has hereunto set his hand and seal this 22 day of August, 1997.

 (SEAL)  
JEFFREY R. BANKSTON

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by JEFFREY R. BANKSTON, who is personally known to me and acknowledged to and before me that he signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 22nd day of August, 1997.

NOTARY PUBLIC





LINDA P. KILIS  
Comm. No. CC 474728  
My Comm. Exp. Aug. 30, 1999  
Bonded thru Pichard Ins. Agcy.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
AND ACCEPTANCE AND ACKNOWLEDGMENT

IN COMPLIANCE WITH SECTION 48-091, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that HARLEY-DAVIDSON OF ST. AUGUSTINE, INC., desiring to organize or qualify under the Laws of the State of Florida as a corporation, with its principal place of business at 3956 North Ponce de Leon Boulevard, St. Augustine, FL 32095, County of St. Johns, State of Florida, as indicated in the Articles of Incorporation, has named JEFFREY R. BANKSTON, located at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250, as its agent to accept service of process within the State of Florida.

Dated August 22, 1997.

  
JEFFREY R. BANKSTON

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes and acts relative to keeping open said office and with all provisions of all statutes and acts relative to the proper and complete performance of my duties.

Dated August 22, 1997.

  
JEFFREY R. BANKSTON

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