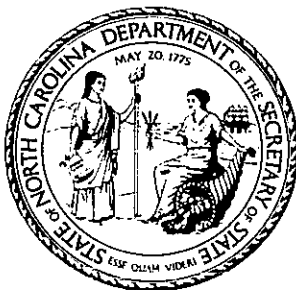


Bailey, Thoma Box



39

# State of North Carolina

Department  
of the  
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached ( 3 sheets) to be a true copy of

ARTICLES OF INCORPORATION

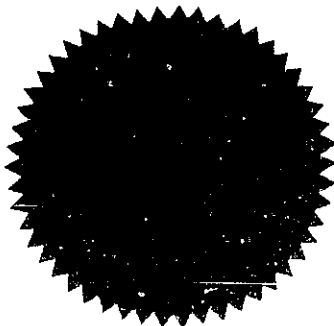
OF

H & H CYCLES, INC.

and the probates thereon, the original of which was filed in this office on the 21st day of May, 1980, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 21st day of May in the year of our Lord 1980.



Secretary of State

By

Deputy Secretary of State

11K1304P0106

268727

MAY 21 10 34 AM

FILED  
CLERK OF STATE  
NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

H & H CYCLES, INC.

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina:

I

The name of the corporation is H & H Cycles, Inc.

II

The period of duration of the corporation is perpetual.

III

The purposes for which the corporation is organized are:

- (a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used motorcycles and other motor bikes and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motorcycles.
- (b) To engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina.

IV

The corporation shall have the authority to issue One Hundred Thousand (100,000) shares, with a par value of One Dollar (\$1.00) per share of stock.

V

The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is Three Hundred Dollars (\$300.00), in cash or property of equivalent value.

VI

The shareholders of the corporation shall have preemptive right to acquire additional or treasury shares of the corporation.

1304P0107

The address of the initial registered office of the corporation in the State of North Carolina is 2644 Lewisville-Clemmons Road, Clemmons, Forsyth County, North Carolina; and the name of its initial registered agent is B. Howard Spangler, Jr., whose address is 2644 Lewisville-Clemmons Road, Clemmons, North Carolina.

VIII


The number of directors constituting the initial Board of Directors shall be two (2); and the names and addresses of the persons who are to serve as directors until the first meeting of shareholders, or until their successors be elected and qualify, are:

B. Howard Spangler, Jr.	2644 Lewisville-Clemmons Road Clemmons, Forsyth County, North Carolina.
Howard William Hutchens	2644 Lewisville-Clemmons Road Clemmons, Forsyth County, North Carolina.

IX

The name and address of the incorporator is Thomas G. Jacobs, 2332 Wachovia Building, Winston-Salem, Forsyth County, North Carolina.

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of May, 1980.

  
Thomas G. Jacobs, Incorporator

BOOK 1304P0108

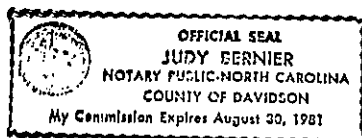
NORTH CAROLINA )  
FORSYTH COUNTY )

I, Judy Bernier, a Notary  
Public, do hereby certify that Thomas G. Jacobs personally  
appeared before me this 20 day of May, 1980, and  
acknowledged the due execution of the foregoing Articles  
of Incorporation.

Judy Bernier  
Notary Public

My commission expires:

8-30-81



PRESENTED FOR  
REGISTRATION  
AND RECORDED

MAY 28 1 46 PM '80

CLERK'S  
REGISTER OF DEEDS  
FORSYTH CO., N.C.

6.0000  
COP

1304P0109