

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
H-D Michigan, Inc.		11/26/2008	CORPORATION:

RECEIVING PARTY DATA

Name:	H-D MI, LLC
Street Address:	315 W. Huron Street
Internal Address:	Suite 400
City:	Ann Arbor
State/Country:	MICHIGAN
Postal Code:	48103
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 325

Property Type	Number	Word Mark
Registration Number:	3539093	1125R
Registration Number:	1924572	ALUMINATOR
Registration Number:	1933724	BADLANDER
Registration Number:	2376674	
Registration Number:	1913992	
Registration Number:	1741456	
Registration Number:	1511060	
Registration Number:	2520653	BLAST
Registration Number:	3014141	BRAWLER
Registration Number:	2113565	BUELL
Registration Number:	1465034	BUELL
Registration Number:	3040225	C.U.S.T.O.M.

CH \$8140.00 3539093

Registration Number:	3252987	CHROME COMING
Registration Number:	3353432	CRUISE DRIVE
Registration Number:	3166914	CUSTOM COVERAGE
Registration Number:	2756292	DASHINATOR
Registration Number:	2938208	DEALLINK
Registration Number:	3349571	DESTROYER
Registration Number:	2869571	DETONATOR
Registration Number:	2226972	DIAMOND BACK
Registration Number:	1956267	DRESSER
Registration Number:	1953344	DYNA
Registration Number:	3155818	DYNA
Registration Number:	2632484	DYNA DEFENDER
Registration Number:	1316576	EAGLE IRON
Registration Number:	799442	ELECTRA GLIDE
Registration Number:	1459152	EVOLUTION
Registration Number:	1963161	EVOLUTION
Registration Number:	3497890	EVOLUTION
Registration Number:	1542425	FAT BOB
Registration Number:	3412648	FAT BOB
Registration Number:	1594104	FAT BOY
Registration Number:	2657252	FIREBOLT
Registration Number:	3319257	FUEL FOR THE WIDE-OPEN ROAD
Registration Number:	2831713	FUELL
Registration Number:	2205489	FXRG
Registration Number:	2530093	FXRG
Registration Number:	1458778	H.O.G.
Registration Number:	3296168	H.O.G.
Registration Number:	3284962	HARLEY
Registration Number:	1352679	HARLEY
Registration Number:	1708362	HARLEY
Registration Number:	1406876	HARLEY
Registration Number:	1683455	HARLEY
Registration Number:	2118687	HARLEY
Registration Number:	2120748	HARLEY
Registration Number:	3054502	HARLEY CHROME

Registration Number:	2118685	HARLEY HOG
Registration Number:	2143093	HARLEY OWNERS GROUP
Registration Number:	1793137	HARLEY OWNERS GROUP
Registration Number:	1455825	HARLEY OWNERS GROUP
Registration Number:	522500	HARLEY-DAVIDSON
Registration Number:	508160	HARLEY-DAVIDSON
Registration Number:	518062	HARLEY-DAVIDSON
Registration Number:	539805	HARLEY-DAVIDSON
Registration Number:	522501	HARLEY-DAVIDSON
Registration Number:	947170	HARLEY-DAVIDSON
Registration Number:	507163	HARLEY-DAVIDSON
Registration Number:	1602474	HARLEY-DAVIDSON
Registration Number:	1590042	HARLEY-DAVIDSON
Registration Number:	1230734	HARLEY-DAVIDSON
Registration Number:	1234404	HARLEY-DAVIDSON
Registration Number:	1510786	HARLEY-DAVIDSON
Registration Number:	519875	HARLEY-DAVIDSON
Registration Number:	1621383	HARLEY-DAVIDSON
Registration Number:	1471644	HARLEY-DAVIDSON
Registration Number:	1603741	HARLEY-DAVIDSON
Registration Number:	1219955	HARLEY-DAVIDSON
Registration Number:	1450348	HARLEY-DAVIDSON
Registration Number:	508942	HARLEY-DAVIDSON
Registration Number:	1255091	HARLEY-DAVIDSON
Registration Number:	1610396	HARLEY-DAVIDSON
Registration Number:	1594879	HARLEY-DAVIDSON
Registration Number:	2921245	HARLEY-DAVIDSON
Registration Number:	2267283	HARLEY-DAVIDSON
Registration Number:	3485520	HARLEY-DAVIDSON
Registration Number:	3490890	HARLEY-DAVIDSON
Registration Number:	3393840	HARLEY-DAVIDSON
Registration Number:	1311457	HARLEY-DAVIDSON
Registration Number:	1708418	HARLEY-DAVIDSON
Registration Number:	1078871	HARLEY-DAVIDSON
Registration Number:	1610377	HARLEY-DAVIDSON

Registration Number:	1606282	HARLEY-DAVIDSON
Registration Number:	1716993	HARLEY-DAVIDSON
Registration Number:	1223355	HARLEY-DAVIDSON
Registration Number:	1578497	HARLEY-DAVIDSON
Registration Number:	2281489	HARLEY-DAVIDSON
Registration Number:	2496088	HARLEY-DAVIDSON
Registration Number:	1316538	HARLEY-DAVIDSON MOTOR COMPANY
Registration Number:	1205380	MOTOR HARLEY-DAVIDSON COMPANY
Registration Number:	1263936	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	1640258	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3082870	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3185946	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3082869	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	1571032	MOTOR HARLEY-DAVIDSON CLOTHES
Registration Number:	1541652	H-D
Registration Number:	2406156	HARLEY-DAVIDSON MOTOR CLOTHES AN AMERICAN LEGEND
Registration Number:	3447304	HARLEY-DAVIDSON MOTOR CLOTHES AN AMERICAN LEGEND
Registration Number:	2325715	HARLEY-DAVIDSON
Registration Number:	2328061	HARLEY-DAVIDSON USA
Registration Number:	1688264	HARLEY-DAVIDSON USA
Registration Number:	2011337	HARLEY DAVIDSON CAFE
Registration Number:	2071422	HARLEY-DAVIDSON CUSTOM AMERICAN BLEND
Registration Number:	2461419	HARLEY-DAVIDSON AUTHORIZED RENTALS
Registration Number:	2546583	HARLEY-DAVIDSON AUTHORIZED RENTALS
Registration Number:	2733054	1903 HARLEY-DAVIDSON MOTOR CYCLE 2003 100
Registration Number:	2755131	1903 HARLEY-DAVIDSON MOTOR CYCLE 2003 100
Registration Number:	2785428	1903 2003 100 HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	2725495	1903 HARLEY-DAVIDSON MOTOR CYCLE 2003 100
Registration Number:	2738276	1903 HARLEY-DAVIDSON MOTOR CYCLES 2003 100
Registration Number:	2759805	1903 HARLEY-DAVIDSON MOTOR CYCLE 2003 100
Registration Number:	2725496	1903 HARLEY-DAVIDSON MOTOR CYCLES 100 2003
Registration Number:	2730239	1903 HARLEY-DAVIDSON MOTOR CYCLES 2003 100
Registration Number:	2973501	1 HARLEY-DAVIDSON

Registration Number:	2958210	1 HARLEY DAVIDSON
Registration Number:	2955705	1 HARLEY-DAVIDSON
Registration Number:	3074276	1 HARLEY-DAVIDSON
Registration Number:	3018481	1 HARLEY DAVIDSON
Registration Number:	2979002	1 HARLEY-DAVIDSON
Registration Number:	3291620	HD HARLEY-DAVIDSON ARCHIVES MILWAUKEE, WIS.
Registration Number:	3529174	HD HARLEY-DAVIDSON ARCHIVES MILWAUKEE. WIS.
Registration Number:	2834099	MOTOR HARLEY-DAVIDSON CYCLES SHERIFF 1
Registration Number:	2834098	MOTOR HARLEY-DAVIDSON CYCLES SHERIFF 1
Registration Number:	2834100	MOTOR HARLEY-DAVIDSON CYCLES SHERIFF 1
Registration Number:	2868756	MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER
Registration Number:	2868754	MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER
Registration Number:	2873756	MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER
Registration Number:	2868755	MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER
Registration Number:	2868753	MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER
Registration Number:	3097410	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3092323	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3040629	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3089507	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3040628	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3065215	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3304863	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3358093	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3525970	· HARLEY-DAVIDSON · MOTORCYCLES
Registration Number:	3304864	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3037770	HARLEY-DAVIDSON
Registration Number:	1660539	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	1725918	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	1711882	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	2660205	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3058720	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3108661	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3046197	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3445749	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3393839	HARLEY-DAVIDSON MOTOR CYCLES

TRADEMARK

REEL: 003938 FRAME: 0495

Registration Number:	3455472	PHD SERVICE HARLEY-DAVIDSON MOTOR CYCLES TRAINED TECHNICIAN
Registration Number:	1692178	MOTOR HARLEY-DAVIDSON CYCLES
Registration Number:	1224868	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	2344680	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	1311460	HARLEY-DAVIDSON
Registration Number:	2230532	HARLEY DAVIDSON MOTOR CYCLES POLICE 1
Registration Number:	526750	HARLEY-DAVIDSON
Registration Number:	3215275	HARLEY-DAVIDSON DEALER EXCHANGE
Registration Number:	3333266	HARLEY-DAVIDSON UNIVERSITY
Registration Number:	2221687	HARLEY-DAVIDSON.COM
Registration Number:	3344909	HARLEY HEROES
Registration Number:	1735699	HD
Registration Number:	2042130	HD
Registration Number:	1597427	HD
Registration Number:	1490127	HD
Registration Number:	1714559	HD
Registration Number:	1524329	HD
Registration Number:	1534449	HD
Registration Number:	1654280	HD
Registration Number:	2315877	HD
Registration Number:	1596518	H D
Registration Number:	1317592	H-D
Registration Number:	2024190	H-D
Registration Number:	1775905	H-D
Registration Number:	1239313	H-D
Registration Number:	2444763	H-DNET.COM
Registration Number:	2021686	HERITAGE
Registration Number:	1531875	HERITAGE SOFTAIL
Registration Number:	2098299	HERITAGE SPRINGER
Registration Number:	1599492	HOG
Registration Number:	1716992	HOG
Registration Number:	2935210	HOG
Registration Number:	3015217	HOG
Registration Number:	3017452	HOG

Registration Number:	1455826	HOG HARLEY OWNERS GROUP
Registration Number:	1710653	HOG HARLEY OWNERS GROUP
Registration Number:	2305867	HOG HARLEY OWNERS GROUP
Registration Number:	1534200	HOG
Registration Number:	1810475	HOG
Registration Number:	1958775	HOG CLUB
Registration Number:	1710643	HOG LADIES OF HARLEY
Registration Number:	2084703	HOG LADIES OF HARLEY
Registration Number:	1477667	HOG TALES
Registration Number:	2386246	HOG TIES
Registration Number:	2367015	HOWITZER
Registration Number:	1548210	HUGGER
Registration Number:	3305358	I AM NOT A BACKREST
Registration Number:	3305359	I AM NOT A BACKREST
Registration Number:	3305360	I AM NOT A BACKREST
Registration Number:	3305361	I AM NOT A BACKREST
Registration Number:	1436034	LADIES OF HARLEY
Registration Number:	2675384	LIFE STARTS AT THE EDGE
Registration Number:	2067604	LIGHTNING
Registration Number:	1564334	LOW RIDER
Registration Number:	1953335	LOW RIDER
Registration Number:	2009573	MILWAUKEE
Registration Number:	2863893	MONOGLIDE
Registration Number:	3528897	MOTOR
Registration Number:	2817659	MOTORCLOTHES
Registration Number:	3199679	NIGHT ROD
Registration Number:	2559144	NIGHT TRAIN
Registration Number:	3344901	NIGHTSTER
Registration Number:	2892609	
Registration Number:	1956269	PANHEAD
Registration Number:	2351324	PROFILE
Registration Number:	2403456	PROTECTING THE EXPERIENCE
Registration Number:	3022069	RALLYRUNNER
Registration Number:	3012264	REACH
Registration Number:	2834717	REVOLUTION

Registration Number:	2534583	RIDER'S EDGE
Registration Number:	3284396	ROAD FOOD
Registration Number:	2250283	ROAD GLIDE
Registration Number:	1870474	ROAD KING
Registration Number:	1957763	ROAD KING
Registration Number:	2966933	ROAD KING
Registration Number:	2212815	ROAD ZEPPELIN
Registration Number:	3454356	ROCKERTAIL
Registration Number:	3528318	SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD
Registration Number:	2828761	S3 THUNDERBOLT
Registration Number:	1345492	SCREAMIN' EAGLE
Registration Number:	1953342	SCREAMIN' EAGLE CHILI
Registration Number:	3349572	SCREAMIN' EAGLE DESTROYER
Registration Number:	3127701	SIDEKICK
Registration Number:	3509187	SIGNATURE SERIES
Registration Number:	1995035	SOFT GLIDE
Registration Number:	1432866	SOFTAIL
Registration Number:	1344224	SOFTAIL
Registration Number:	1387456	SPORT GLIDE
Registration Number:	1953337	SPORT GLIDE
Registration Number:	912532	SPORTSTER
Registration Number:	1953343	SPORTSTER
Registration Number:	3044788	SPORTSTER
Registration Number:	2425963	SPRINGER
Registration Number:	3110597	STREET BOB
Registration Number:	3265923	STREET GLIDE
Registration Number:	3111452	STREET ROD
Registration Number:	2386959	STREET STALKER
Registration Number:	3099073	STRIPPER
Registration Number:	1260886	STURGIS
Registration Number:	1959099	STURGIS
Registration Number:	1963171	STURGIS

Registration Number:	2312842	STYLE GLIDE
Registration Number:	3101990	SUN RAY
Registration Number:	2309928	SUNWASH
Registration Number:	1315672	SUPER GLIDE
Registration Number:	2970310	SYN3
Registration Number:	3051722	TALLBOY
Registration Number:	1928870	TALON
Registration Number:	2835864	TALON2
Registration Number:	388621	THE ENTHUSIAST
Registration Number:	2560352	THE EXPERIENCE POLICY
Registration Number:	1940070	THE LEGEND ROLLS ON
Registration Number:	2836416	THUNDERSTORM
Registration Number:	879827	TOUR-PAK
Registration Number:	2535179	TWIN CAM 88
Registration Number:	1611159	ULTRA CLASSIC
Registration Number:	3098916	ULYSSES
Registration Number:	3121492	ULYSSES
Registration Number:	1573207	V2
Registration Number:	2602506	V-ROD
Registration Number:	2031564	V-TWIN
Registration Number:	1161806	WIDE GLIDE
Registration Number:	1582676	WILLIE G
Registration Number:	1434821	WILLIE G
Serial Number:	77095334	BLACK SHIELD
Serial Number:	78826155	BLACKLINE
Serial Number:	78826162	BLACKLINE
Serial Number:	78826149	BLACKLINE
Serial Number:	77355607	
Serial Number:	77378075	CAFE RACER
Serial Number:	77063125	DAGGER
Serial Number:	77068173	DECLARE YOUR INDEPENDENCE
Serial Number:	77068181	DECLARE YOUR INDEPENDENCE
Serial Number:	77068190	DECLARE YOUR INDEPENDENCE
Serial Number:	77355388	HARLEY-DAVIDSON
Serial Number:	77355408	HARLEY-DAVIDSON

Serial Number:	78808656	HD HARLEY-DAVIDSON ARCHIVES MILWAUKEE, WIS.
Serial Number:	77162809	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	77355391	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	77355418	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	77355437	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	77355716	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	78813915	PHD SERVICE HARLEY-DAVIDSON MOTOR CYCLES TRAINED TECHNICIAN
Serial Number:	78813425	PHD SERVICE HARLEY-DAVIDSON MOTOR CYCLES TRAINED TECHNICIAN
Serial Number:	78432403	HARLEY-DAVIDSON MUSEUM
Serial Number:	77201074	HARLEY-DAVIDSON ROADHOUSE
Serial Number:	78922906	HARLEY-DAVIDSON TRIHAWK
Serial Number:	77355399	H-D
Serial Number:	77206816	HELICON
Serial Number:	76492907	LEGENDARY HARLEY-DAVIDSON
Serial Number:	77165136	SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD
Serial Number:	77165110	SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD
Serial Number:	77164982	SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD
Serial Number:	77164947	SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD
Serial Number:	76526714	TRIHAWK
Serial Number:	78922894	TRIHAWK
Serial Number:	77331378	V-ROD MUSCLE

TRADEMARK

REEL: 003938 FRAME: 0500

Serial Number:	77095345	BLACK SHIELD
Serial Number:	77355428	CROSS BONES
Serial Number:	77355370	FAT BOY
Serial Number:	77355384	HARLEY
Serial Number:	77355347	HARLEY-DAVIDSON
Serial Number:	77433958	HARLEY-DAVIDSON
Serial Number:	77575590	HARLEY-DAVIDSON MOTOR COMPANY
Serial Number:	76670341	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	77355360	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	77431526	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	77582811	1 HARLEY-DAVIDSON
Serial Number:	77582846	1 HARLEY-DAVIDSON
Serial Number:	77078589	H-D
Serial Number:	77525732	MILLION MILE MONDAY
Serial Number:	77355378	ROAD KING
Serial Number:	77015853	ROCKER
Serial Number:	77015870	SOFTAIL ROCKER
Serial Number:	77056203	TRI GLIDE

CORRESPONDENCE DATA

Fax Number: (703)739-2815

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: iprecordals@cpaglobal.com

Correspondent Name: CPA Global

Address Line 1: Liberation House

Address Line 2: Castle Street

Address Line 4: St. Helier, JERSEY JE1 1BL

NAME OF SUBMITTER:	Michelle Teixeira
Signature:	M/J/TEIXEIRA
Date:	02/19/2009

Total Attachments: 6

source=Data - H-D Michigan Articles of Merger doc#page1.tif

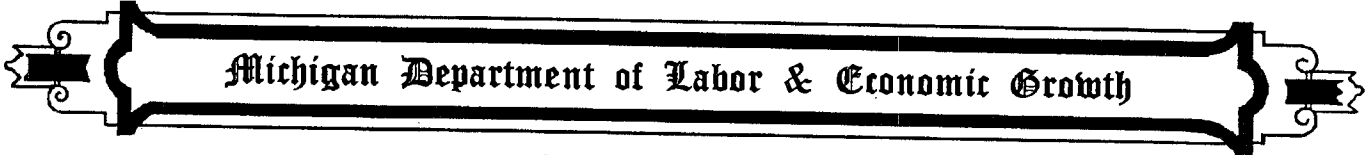
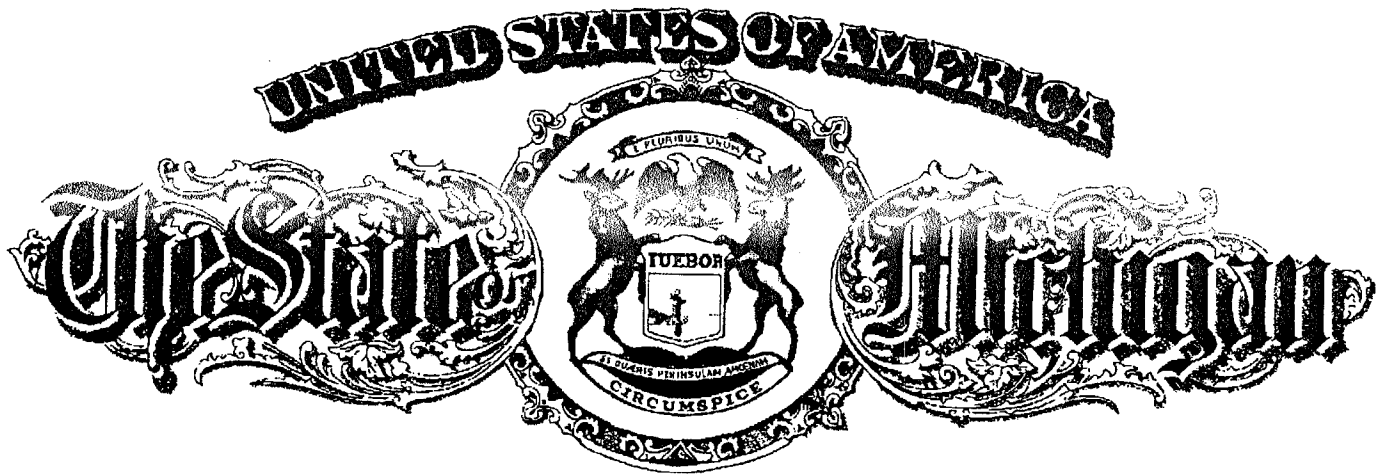
source=Data - H-D Michigan Articles of Merger doc#page2.tif

source=Data - H-D Michigan Articles of Merger doc#page3.tif

source=Data - H-D Michigan Articles of Merger doc#page4.tif

source=Data - H-D Michigan Articles of Merger doc#page5.tif

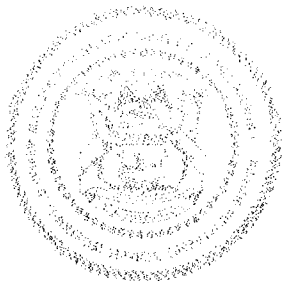
source=Data - H-D Michigan Articles of Merger doc#page6.tif



Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 1st day of December, 2008

Andrew S. Metcalfe, Director

Bureau of Commercial Services

GOLD SEAL APPEARS ONLY ON ORIGINAL

**TRADEMARK
REEL: 003938 FRAME: 0502**

550M

RECEIVED

DEC 01 2008

MI DEPT. OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

ARTICLES OF MERGER

MERGING

H-D MICHIGAN, INC.
(a Michigan corporation),

INTO

H-D MI, LLC
(a Michigan Limited Liability Company)

FILED

DEC 01 2008

Administrator
BUREAU OF COMMERCIAL SERVICES

Effective Date:
December 31, 2008
@ 11:53 PM EST

Pursuant to Section 705a of the Michigan Limited Liability Company Act and
Section 736 of the Michigan Business Corporation Act

The undersigned limited liability company, pursuant to the Michigan Business
Corporation Act,

DOES HEREBY CERTIFY THAT:

FIRST: The name and state of domicile of each of the constituent entities
to the merger are as follows:

- | | |
|--------------------|--------------------------|
| H-D Michigan, Inc. | Incorporated in Michigan |
| H-D MI, LLC | Formed in Michigan |

SECOND: The identification number of H-D MI, LLC is E16387, and the
identification number of H-D Michigan, Inc. is 187736.

THIRD: The surviving entity is H-D MI, LLC, a Michigan limited liability
company, with its principal place of business located at 315 W. Huron Street, Suite 400, Ann
Arbor, MI 48103.

FOURTH: The Articles of Organization of H-D MI, LLC in effect
immediately prior to the merger shall be the Articles of Organization of the surviving entity,
provided that the Articles of Organization shall be amended to provide that the name of the
surviving entity will be changed to H-D Michigan, LLC.

FIFTH: As of immediately prior to the merger, the issued and outstanding
equity interests of H-D Michigan, Inc. consists solely of 100 shares of common stock
(collectively, the "Stock") and there are no other equity interests in H-D Michigan, Inc. issued
and outstanding. By virtue of the Merger and without any action on the part of any holder of the
Stock, each share of the Stock issued and outstanding immediately prior to the merger shall no

\$120.00 VS/HJ/116067

MILW_7887367.2

GOLD SEAL APPEARS ONLY ON ORIGINAL

VSIB 116217

TRADEMARK
REEL: 003938 FRAME: 0503

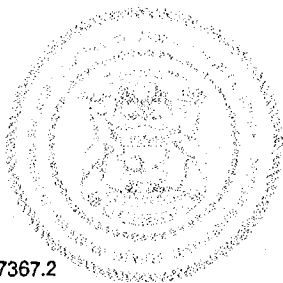
longer be issued or outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto. No membership interests of H-D MI, LLC or other consideration shall be issued in connection with such cancellation of the Stock pursuant to the merger.

SIXTH: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities to the merger in accordance with Section 705a(5) of the Michigan Limited Liability Company Act and Sections 736(4) and 736(5) of the Michigan Business Corporation Act.

SEVENTH: The Agreement and Plan of Merger will be furnished by the surviving entity, on request and without cost, to any shareholder of H-D Michigan, Inc.

EIGHT: These Articles of Merger shall be effective at 11:53 PM Eastern Standard Time on December 31, 2008.

[The next page is the signature page.]



MILW_7887367.2

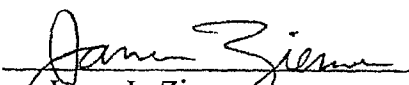
2

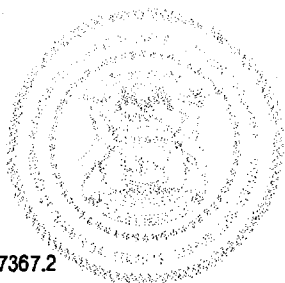
GOLD SEAL APPEARS ONLY ON ORIGINAL

TRADEMARK
REEL: 003938 FRAME: 0504

IN WITNESS WHEREOF, the undersigned corporation has authorized and caused these Articles of Merger to be executed as of this 26th day of November, 2008.

H-D MICHIGAN, INC.

By: 
Name: James L. Ziemer
Title: Chairman, Chief Executive Officer
and President



MILW_7887367.2

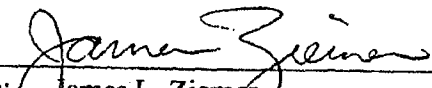
GOLD SEAL APPEARS ONLY ON ORIGINAL

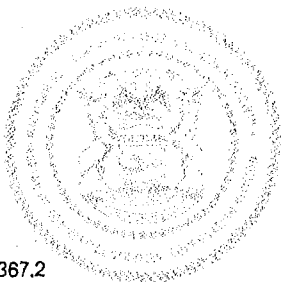
TRADEMARK
REEL: 003938 FRAME: 0505

IN WITNESS WHEREOF, the undersigned limited liability company has authorized and caused these Articles of Merger to be executed as of this 26th day of November, 2008.

H-D MI, LLC

By: Harley-Davidson, Inc., its sole member

By: 
Name: James L. Ziemer
Title: President and Chief Executive Officer

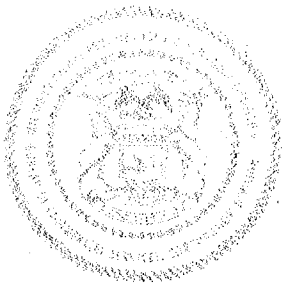


MILW_7887367.2

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS
INDICATED IN THE BOX BELOW. Include name, street and number
(or P.O. box), city, state and ZIP code.

CT Corporation System
208 South LaSalle Street Ste. 814
Chicago, IL 60604

7427650 SO



GOLD SEAL APPEARS ONLY ON ORIGINAL

RECORDED: 02/19/2009

TRADEMARK
REEL: 003938 FRAME: 0507