

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM800255

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/31/2022
<b>RESUBMIT DOCUMENT ID:</b>	900751952

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
H-D U.S.A., LLC		12/31/2022	Limited Liability Company:

## RECEIVING PARTY DATA

<b>Name:</b>	Harley-Davidson Motor Company, Inc.
<b>Street Address:</b>	3700 W Juneau Ave
<b>City:</b>	Milwaukee
<b>State/Country:</b>	WISCONSIN
<b>Postal Code:</b>	53208
<b>Entity Type:</b>	Corporation: WISCONSIN

## PROPERTY NUMBERS Total: 297

Property Type	Number	Word Mark
Serial Number:	71531113	HARLEY-DAVIDSON
Serial Number:	71531114	HARLEY-DAVIDSON
Serial Number:	71531115	HARLEY-DAVIDSON
Serial Number:	71531117	HARLEY-DAVIDSON
Serial Number:	71531118	HARLEY-DAVIDSON
Serial Number:	71531119	HARLEY-DAVIDSON
Serial Number:	71531120	HARLEY-DAVIDSON
Serial Number:	71531121	HARLEY-DAVIDSON
Serial Number:	71531112	HARLEY-DAVIDSON
Serial Number:	72209855	ELECTRA GLIDE
Serial Number:	72319880	TOUR-PAK
Serial Number:	72350554	SPORTSTER
Serial Number:	72353015	HARLEY-DAVIDSON
Serial Number:	73122950	HARLEY-DAVIDSON
Serial Number:	73249533	WIDE GLIDE
Serial Number:	73320531	MOTOR HARLEY-DAVIDSON COMPANY
Serial Number:	73332012	HARLEY-DAVIDSON MOTOR CYCLES

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	73335963	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	73343427	HARLEY-DAVIDSON
Serial Number:	73345501	HARLEY-DAVIDSON
Serial Number:	73345526	HARLEY-DAVIDSON
Serial Number:	73345528	HARLEY-DAVIDSON
Serial Number:	73351678	HARLEY-DAVIDSON
Serial Number:	73358530	STURGIS
Serial Number:	73373047	HARLEY
Serial Number:	73373046	H-D
Serial Number:	73425163	H-D
Serial Number:	73429901	EAGLE IRON
Serial Number:	73429927	HARLEY-DAVIDSON MOTOR COMPANY
Serial Number:	73452016	SCREAMIN' EAGLE
Serial Number:	73454630	SOFTAIL
Serial Number:	73456443	HARLEY-DAVIDSON
Serial Number:	73458073	HARLEY-DAVIDSON
Serial Number:	73482261	SUPER GLIDE
Serial Number:	73558409	H.O.G.
Serial Number:	73558408	HARLEY OWNERS GROUP
Serial Number:	73582174	HARLEY
Serial Number:	73614294	LADIES OF HARLEY
Serial Number:	73615189	SOFTAIL
Serial Number:	73617495	WILLIE G
Serial Number:	73623412	HARLEY-DAVIDSON
Serial Number:	73626441	H D
Serial Number:	73634516	HARLEY-DAVIDSON
Serial Number:	73647407	EVOLUTION
Serial Number:	73691768	HD
Serial Number:	73713544	HARLEY-DAVIDSON
Serial Number:	73714305	
Serial Number:	73735665	HERITAGE SOFTAIL
Serial Number:	73736793	HD
Serial Number:	73737021	HD
Serial Number:	73737022	HD
Serial Number:	73772240	LOW RIDER
Serial Number:	73782613	MOTOR HARLEY-DAVIDSON CLOTHES
Serial Number:	73785797	HARLEY-DAVIDSON
Serial Number:	73809576	HARLEY-DAVIDSON

Property Type	Number	Word Mark
Serial Number:	73830269	FAT BOY
Serial Number:	73839374	HARLEY-DAVIDSON
Serial Number:	73839389	HARLEY-DAVIDSON
Serial Number:	73839791	HARLEY-DAVIDSON
Serial Number:	73839893	HARLEY-DAVIDSON
Serial Number:	73839896	HARLEY-DAVIDSON
Serial Number:	73839902	HARLEY-DAVIDSON
Serial Number:	73839784	ULTRA CLASSIC
Serial Number:	74008193	HD
Serial Number:	74008183	H-D
Serial Number:	74008188	HOG
Serial Number:	74012719	HARLEY
Serial Number:	74012497	HARLEY OWNERS GROUP
Serial Number:	74800051	HARLEY OWNERS GROUP
Serial Number:	74012496	HARLEY-DAVIDSON
Serial Number:	74012723	HD
Serial Number:	74012732	HD
Serial Number:	74012492	H-D
Serial Number:	74012775	HARLEY-DAVIDSON USA
Serial Number:	74012768	MOTOR HARLEY-DAVIDSON CYCLES
Serial Number:	74800065	HOG HARLEY OWNERS GROUP
Serial Number:	74012773	HOG LADIES OF HARLEY
Serial Number:	74217056	HARLEY
Serial Number:	74217057	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	74217058	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	74216807	HARLEY-DAVIDSON
Serial Number:	74256622	
Serial Number:	74292723	HOG
Serial Number:	74339596	TALON
Serial Number:	74376352	ROAD KING
Serial Number:	74423832	BADLANDER
Serial Number:	74452167	ALUMINATOR
Serial Number:	74540506	HARLEY DAVIDSON CAFE
Serial Number:	74555030	
Serial Number:	74647484	EVOLUTION
Serial Number:	74647485	HERITAGE
Serial Number:	74647482	HOG CLUB
Serial Number:	74647926	DRESSER

Property Type	Number	Word Mark
Serial Number:	74648443	DYNA
Serial Number:	74647936	LOW RIDER
Serial Number:	74658427	MILWAUKEE
Serial Number:	74647968	PANHEAD
Serial Number:	74647857	ROAD KING
Serial Number:	74648440	SCREAMIN' EAGLE CHILI
Serial Number:	74647965	SPORT GLIDE
Serial Number:	74648442	SPORTSTER
Serial Number:	74648441	STURGIS
Serial Number:	74680954	STURGIS
Serial Number:	75307725	ROAD GLIDE
Serial Number:	75358592	FXRG
Serial Number:	75358593	FXRG
Serial Number:	75374911	ROAD ZEPPELIN
Serial Number:	75416246	HARLEY DAVIDSON MOTOR CYCLES POLICE 1
Serial Number:	75430533	HARLEY-DAVIDSON.COM
Serial Number:	75507605	HARLEY-DAVIDSON USA
Serial Number:	75507626	H-DNET.COM
Serial Number:	75507628	SUNWASH
Serial Number:	75516136	HOG TIES
Serial Number:	75524896	HARLEY-DAVIDSON
Serial Number:	75536763	HARLEY-DAVIDSON
Serial Number:	75546388	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	75544970	HD
Serial Number:	75544928	PROFILE
Serial Number:	75560394	
Serial Number:	75577016	REVOLUTION
Serial Number:	75776385	MOTORCLOTHES
Serial Number:	75865882	HARLEY-DAVIDSON MOTOR CLOTHES AN AMERICA
Serial Number:	75917161	STEP INTO A LEGEND
Serial Number:	75918571	LIFE STARTS AT THE EDGE
Serial Number:	76111578	HARLEY-DAVIDSON
Serial Number:	76168258	V-ROD
Serial Number:	76492050	
Serial Number:	76495469	HARLEY-DAVIDSON
Serial Number:	76517733	MOTOR HARLEY-DAVIDSON CYCLES SHERIFF 1
Serial Number:	76517734	MOTOR HARLEY-DAVIDSON CYCLES SHERIFF 1
Serial Number:	76517735	MOTOR HARLEY-DAVIDSON CYCLES SHERIFF 1

Property Type	Number	Word Mark
Serial Number:	76517731	MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER
Serial Number:	76517736	MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER
Serial Number:	76517737	MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER
Serial Number:	78271661	1 HARLEY DAVIDSON
Serial Number:	78271588	1 HARLEY-DAVIDSON
Serial Number:	78271902	1 HARLEY-DAVIDSON
Serial Number:	78271946	1 HARLEY-DAVIDSON
Serial Number:	78275020	DETONATOR
Serial Number:	78377976	SYN3
Serial Number:	78392975	DEALLINK
Serial Number:	78396086	C.U.S.T.O.M.
Serial Number:	78415181	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	78415211	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	78414997	ROAD KING
Serial Number:	78414976	SPORTSTER
Serial Number:	78418319	BRAWLER
Serial Number:	78418356	RALLYRUNNER
Serial Number:	78418409	REACH
Serial Number:	78418407	TALLBOY
Serial Number:	78420075	SIDEKICK
Serial Number:	78432403	HARLEY-DAVIDSON MUSEUM
Serial Number:	78435149	FAT BOB
Serial Number:	78456580	HARLEY-DAVIDSON MOTORCYCLES
Serial Number:	78456392	HARLEY-DAVIDSON
Serial Number:	78462553	HARLEY-DAVIDSON MOTORCYCLES
Serial Number:	78462576	HARLEY-DAVIDSON MOTORCYCLES
Serial Number:	78462669	HARLEY-DAVIDSON MOTORCYCLES
Serial Number:	78462687	HARLEY-DAVIDSON MOTORCYCLES
Serial Number:	78463128	HARLEY-DAVIDSON MOTORCYCLES
Serial Number:	78472683	SUN RAY
Serial Number:	78572329	HD HARLEY-DAVIDSON ARCHIVES MILWAUKEE, W
Serial Number:	78589463	STREET GLIDE
Serial Number:	78592386	STREET BOB
Serial Number:	78593263	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	78613464	CRUISE DRIVE
Serial Number:	78616762	NIGHT ROD
Serial Number:	78626719	CUSTOM COVERAGE
Serial Number:	78656106	HARLEY-DAVIDSON MOTOR CYCLES

Property Type	Number	Word Mark
Serial Number:	78656566	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	78656578	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	76646246	DYNA
Serial Number:	78808674	HD HARLEY-DAVIDSON ARCHIVES MILWAUKEE. W
Serial Number:	78808594	HARLEY-DAVIDSON DEALER EXCHANGE
Serial Number:	78813927	PHD SERVICE HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	78973138	· HARLEY-DAVIDSON · MOTORCYCLES
Serial Number:	78973165	HARLEY-DAVIDSON MOTORCYCLES
Serial Number:	78973325	HARLEY-DAVIDSON MOTORCYCLES
Serial Number:	78973338	HARLEY-DAVIDSON MOTORCYCLES
Serial Number:	77026731	SIGNATURE SERIES
Serial Number:	77045373	HARLEY
Serial Number:	77056203	TRI GLIDE
Serial Number:	76670340	HARLEY-DAVIDSON
Serial Number:	76670351	HARLEY-DAVIDSON
Serial Number:	76670352	HARLEY-DAVIDSON MOTOR CLOTHES AN AMERICA
Serial Number:	76670341	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	76670350	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	76670549	H.O.G.
Serial Number:	76670907	HARLEY-DAVIDSON UNIVERSITY
Serial Number:	77076524	HARLEY HEROES
Serial Number:	77165136	SPORTSTER FAT BOY V-ROD AMERICAN LIFE WI
Serial Number:	77225437	EVOLUTION
Serial Number:	77331378	V-ROD MUSCLE
Serial Number:	77355370	FAT BOY
Serial Number:	77355384	HARLEY
Serial Number:	77355347	HARLEY-DAVIDSON
Serial Number:	77355388	HARLEY-DAVIDSON
Serial Number:	77355360	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	77355391	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	77355716	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	77355378	ROAD KING
Serial Number:	77368504	MOTOR
Serial Number:	77431526	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	77433958	HARLEY-DAVIDSON
Serial Number:	77582811	1 HARLEY-DAVIDSON
Serial Number:	77582846	1 HARLEY-DAVIDSON
Serial Number:	77752888	SCREAMIN' EAGLE

Property Type	Number	Word Mark
Serial Number:	77757043	
Serial Number:	76698061	SCREAMIN' EAGLE
Serial Number:	77935585	FORTY-EIGHT
Serial Number:	85022716	SUPERLOW
Serial Number:	85041485	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	85171234	SCREAMIN' EAGLE
Serial Number:	85318884	HARLEY-DAVIDSON
Serial Number:	85457854	BREAKOUT
Serial Number:	85457630	SEVENTY-TWO
Serial Number:	85462234	HARLEY-DAVIDSON CHC HARD CANDY CUSTOM
Serial Number:	85496103	SOFTAIL SLIM
Serial Number:	85513537	HARLEY-DAVIDSON STREET
Serial Number:	85547327	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	85830991	FREEWHEELER
Serial Number:	85883442	H-D
Serial Number:	85938158	HARLEY-DAVIDSON
Serial Number:	85944051	
Serial Number:	85944606	
Serial Number:	85947139	
Serial Number:	86089020	HOG HARLEY OWNERS GROUP
Serial Number:	86094300	HOG HARLEY OWNERS GROUP
Serial Number:	86094496	HOG HARLEY OWNERS GROUP
Serial Number:	86192923	·HARLEY-DAVIDSON· MOTORCYCLES
Serial Number:	86192858	MOTOR HARLEY-DAVIDSON CYCLES
Serial Number:	86277290	
Serial Number:	86278271	HARLEY-DAVIDSON
Serial Number:	86278479	HARLEY-DAVIDSON
Serial Number:	86278121	MOTOR HARLEY-DAVIDSON CYCLES
Serial Number:	86278134	MOTOR HARLEY-DAVIDSON CYCLES
Serial Number:	86321761	MILWAUKEE-EIGHT
Serial Number:	86410442	
Serial Number:	86498289	
Serial Number:	86505411	
Serial Number:	86591757	H O G
Serial Number:	86591761	H O G
Serial Number:	86591762	H O G
Serial Number:	86591771	H O G
Serial Number:	86621210	LADIES OF HARLEY

Property Type	Number	Word Mark
Serial Number:	86621215	LADIES OF HARLEY
Serial Number:	86667864	STREET ROD
Serial Number:	86758748	HARLEY
Serial Number:	86782038	HOOLOGAN DIRT DASH
Serial Number:	86816918	SCREAMIN' EAGLE PERFORMANCE
Serial Number:	86817469	SCREAMIN' EAGLE PERFORMANCE
Serial Number:	87039905	THE ENTHUSIAST
Serial Number:	87050476	SPORT GLIDE
Serial Number:	87297271	
Serial Number:	87440345	ALL FOR FREEDOM FREEDOM FOR ALL
Serial Number:	87451732	LADIES OF HARLEY HOG
Serial Number:	87506624	FXRG
Serial Number:	87507186	FXRG
Serial Number:	87507197	FXRG
Serial Number:	87540124	DAYMAKER
Serial Number:	87726401	PAN AMERICA
Serial Number:	87772570	HARLEY-DAVIDSON MOTOR COMPANY
Serial Number:	87772577	HDMC
Serial Number:	87774599	MILWAUKEE WISCONSIN USA THE HARLEY-DAVID
Serial Number:	87983646	H-D REVELATION
Serial Number:	87874584	HARLEY-DAVIDSON
Serial Number:	88335495	
Serial Number:	88335498	
Serial Number:	88335500	H-D
Serial Number:	88335501	H-D
Serial Number:	88385712	1903
Serial Number:	88387808	
Serial Number:	88387813	
Serial Number:	88387831	
Serial Number:	88387828	HARLEY
Serial Number:	88387848	HARLEY
Serial Number:	88387934	HARLEY
Serial Number:	88387820	HARLEY-DAVIDSON
Serial Number:	88387824	HARLEY-DAVIDSON
Serial Number:	88530878	REV-UP
Serial Number:	88588458	MILWAUKEE IRON
Serial Number:	88828684	HD
Serial Number:	88826110	HARLEY-DAVIDSON



Property Type	Number	Word Mark
Serial Number:	88827335	HD
Serial Number:	88869520	BAREKNUCKLE
Serial Number:	90076214	HARLEY-DAVIDSON HOMETOWN RALLY
Serial Number:	90076213	HOMETOWN RALLY
Serial Number:	90216919	1
Serial Number:	90295204	M-DEQ
Serial Number:	90555709	NIGHTSTER
Serial Number:	90640920	FREEDOM WITH PURPOSE
Serial Number:	90864520	48X
Serial Number:	97024837	BAR & SHIELD
Serial Number:	97040289	HARLEY-DAVIDSON HOMECOMING
Serial Number:	97040292	H-D HOMECOMING
Serial Number:	97175845	ULTRA LIMITED
Serial Number:	97361943	BRONX

**CORRESPONDENCE DATA**

**Fax Number:**

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 414-343-7313

**Email:** adraea.brown@harley-davidson.com,  
trademarkdocketing@harley-davidson.com

**Correspondent Name:** Adraea M. Brown

**Address Line 1:** 3700 W Juneau Ave

**Address Line 4:** Milwaukee, WISCONSIN 53208

<b>NAME OF SUBMITTER:</b>	Adraea M Brown
<b>SIGNATURE:</b>	/Adraea M Brown/
<b>DATE SIGNED:</b>	04/04/2023

**Total Attachments: 9**

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DFI/CORP/30  
DOCUMENT  
2022

United States of America  
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, Craig Heilman, Administrator, Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed the official seal  
of the Department.

A handwritten signature in black ink, appearing to read "Craig Heilman".

CRAIG HEILMAN, Administrator  
Division of Corporate and Consumer Services  
Department of Financial Institutions

Date: 02/13/2023

A handwritten signature in black ink, appearing to read "Manuela Francavilla".

By: Manuela Francavilla



For Office



**State of Wisconsin**  
**Department of Financial Institutions**

***Endorsement***

**ARTICLES OF MERGER - Ch. 180**

**HARLEY-DAVIDSON MOTOR COMPANY, INC.**

**Received Date: 12/20/2022**

**Filed Date: 12/20/2022**

**Filing Fee: \$150.00**

**Expedited Fee: \$250.00**

**Total Fee: \$400.00**

**Entity ID#: H032075**

Merges: 12 (H051747) H-D U.S.A., LLC

Into: 01 (H032075) HARLEY-DAVIDSON MOTOR COMPANY, INC.

Delayed eff date 12/31/2022



DO NOT STAPLE

FORM **2000**

Mandatory

**ARTICLES OF MERGER**

Wis. Stat. chs. 178, 179, 180, 181, 183

**1. Merging Entities** (i.e., entities that are parties to the merger and exist immediately before the merger takes effect):

Entity Name: <b>H-D U.S.A., LLC</b>		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <b>Wisconsin</b> (state or country)

Entity Name: <b>Harley-Davidson Motor Company, Inc.</b>		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <b>Wisconsin</b> (state or country)

Schedule more merging entities as an additional page

**2. Surviving Entity** (i.e., the entity that continues in existence after, or is created by, the merger):

Entity Name: <b>Harley-Davidson Motor Company, Inc.</b>		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <b>Wisconsin</b> (state or country)



3. In this question, "organizational documents" refers an entity's articles of incorporation, articles of organization, statements of qualification, certificates of limited partnership, and similar documents that create and govern the entity and must be filed as public records under applicable law. Select the applicable statement:

- The surviving entity preexists the merger, and it will be amending its organizational documents once the merger becomes effective. *If this box is checked, attach a copy of the amendments to the surviving entity's organizational documents that will be filed immediately following the merger.*
- The surviving entity preexists the merger, and it will not be amending its organizational documents immediately after the merger becomes effective.
- The surviving entity is being created in the merger. *If this box is checked, attach a copy of the organizational documents that will be filed to create the surviving entity.*

4. The Plan of Merger was approved and adopted by each party to the merger in accordance with its governing law. The Plan of Merger is on file at the principal office of the surviving entity. Upon request, a copy of the Plan of Merger will be provided to any interest holder of any merging entity or surviving entity. *For limited liability partnerships governed by ch. 179 and limited liability companies governed by ch. 183, attach a copy of the Plan of Merger.*

5. Effective date:

- Immediate.** This document shall be effective at the close of business on the date it is received for filing.
- Delayed.** These articles of merger shall be effective on 12/31/2022 (date) at 1:00 p.m. CST (time).

**NOTE:** The document may not specify a delayed effective date that is more than 90 days after the date it is received for filing by the department. If neither box is selected, the document will take effect at the close of business on the date it is received for filing.

6. Special provisions (select only if applicable):

- This is a merger of a parent corporation and its indirect wholly owned subsidiary pursuant to s. 180.11045, Wis. Stats. It was approved in accordance with that section, and the requirements of s. 180.11045 (2) have been satisfied.
- This merger includes a general partnership, a limited liability partnership, a limited partnership, or a limited liability limited partnership, and at least one partner did not vote for or consent to the transaction. *If this box is checked, choose one of the following:*
- The transaction will materially increase the current or potential obligations of the non-consenting partner with respect to any entity in the merger or treat the non-consenting partner's interests in a manner different from interests of the same class held by any other partner. *See ss. 178.1161, 179.1161 (eff. 1/1/23), Wis. Stats.*
- The transaction will not materially increase the current or potential obligations of the non-consenting partner with respect to any entity in the merger, nor treat the non-consenting partner's interests in a manner different from interests of the same class held by any other partner.

7. **OPTIONAL:** You may—but are not required—to include in a separate attachment any other provisions relating to the merger, as determined by the constituent entities in accordance with the plan of merger.

This document was drafted by Geralyn M. Fallon  
(Name the individual who drafted the document)

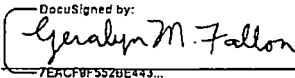
These Articles of Merger have been executed by the parties to the merger in accordance with applicable law on the dates indicated below:

Entity name: H-D U.S.A., LLC

Printed name of signer: Geralyn M. Fallon

Title of signer: Attorney-in-Fact

Attestation: The undersigned has been authorized under governing law to sign these articles on the entity's behalf.

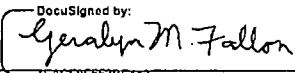
Signature:  7EACF9F552BE443...

Entity name: Harley-Davidson Motor Company, Inc.

Printed name of signer: Geralyn M. Fallon

Title of signer: Assistant Treasurer

Attestation: The undersigned has been authorized under governing law to sign these articles on the entity's behalf.

Signature:  7EACF9F552BE443...

Entity name: \_\_\_\_\_

Printed name of signer: \_\_\_\_\_

Title of signer: \_\_\_\_\_

Attestation: The undersigned has been authorized under governing law to sign these articles on the entity's behalf.

Signature: \_\_\_\_\_

If necessary, include more parties to the merger as an additional page

## PLAN OF MERGER

This PLAN OF MERGER (this "Agreement") is made by and between Harley-Davidson Motor Company, Inc., a Wisconsin corporation (the "Company"), and H-D U.S.A., LLC, a Wisconsin limited liability company (the "Target").

WHEREAS, the parties hereto desire to merge the Target with and into the Company, with the Company surviving (the "Merger");

WHEREAS, the Company has approved and adopted this Agreement providing for the Merger in accordance with Section 180.11031 of the Wisconsin Business Corporation Law;

WHEREAS, the Target has approved and adopted this Agreement providing for the Merger in accordance with Section 183.1023 of the Wisconsin Uniform Limited Liability Company Law; and

WHEREAS, solely for U.S. federal income tax purposes, the Merger is intended to qualify as a tax-free exchange under section 351 of the U.S. Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the Company and the Target hereby agree as follows:

Section 1. The Merger. At the Effective Time (as defined herein), and subject to and upon the terms and conditions of this Agreement and applicable law, the Target shall be merged with and into the Company, the separate legal existence of the Target shall cease, and the Company shall continue as the surviving company (hereinafter sometimes referred to as the "Surviving Company"), with the name "Harley-Davidson Motor Company, Inc."

Section 2. Effective Time. Unless this Agreement shall have been abandoned, the parties hereto shall cause the Merger to be consummated by filing articles of merger as contemplated by the laws of the State of Wisconsin (the "Articles of Merger"), together with any required related certificates, with the Secretary of State of the State of Wisconsin, as appropriate, in such forms as required by, and executed in accordance with, the laws of the State of Wisconsin. The Merger shall become effective (the "Effective Time") at 1:00 p.m. Central Standard Time on December 31, 2022, provided that the Articles of Merger have been duly filed on or prior to the Effective Time.

Section 3. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in this Agreement, the Articles of Merger and the provisions of applicable law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of the Company and the Target shall vest in the Surviving Company, and all debts, liabilities and duties of the Company and the Target shall become the debts, liabilities and duties of the Surviving Company.

Section 4. Effect on Securities, Etc. At the Effective Time, by virtue of the Merger and without any action on the part of the Company or the Target, the equity of the Target issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefor.

Section 5. Articles of Incorporation and Bylaws.

(a) At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Company.

(b) At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Company until thereafter amended.

Section 6. Directors and Officers. The directors of the Company immediately prior to the Effective Time shall be the initial directors of the Surviving Company, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Company, and the officers of the Company immediately prior to the Effective Time shall be the initial officers of the Surviving Company, in each case until their respective successors are duly elected or appointed and qualified.

Section 7. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of Wisconsin, without regard to conflicts of law principles.

Section 8. Taking of Necessary Action; Further Action. Each of the Company and the Target will take, and cause their affiliates to take, all such reasonable and lawful actions as may be necessary or appropriate in order to effectuate the Merger and the other transactions contemplated by this Agreement in accordance with this Agreement as promptly as possible. If, at any time after the Effective Time, any such further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Company with full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Company and the Target, the officers of the Company and the Target immediately prior to the Effective Time are fully authorized in the name of their respective companies to take, and will take, all such lawful and necessary action.

Section 9. Abandonment of Merger. At any time after filing of the Articles of Merger with the Secretary of State of the State of Wisconsin, but prior to the Effective Time, the Company and the Target may abandon the Merger by mutual agreement and the filing of a statement of abandonment in accordance with the laws of the State of Wisconsin.

*(signature page follows)*



IN WITNESS WHEREOF, the parties hereto have executed this Agreement to be effective as of the Effective Time.

H-D U.S.A., LLC

DocuSigned by:  
By: Geralyn M. Fallon  
7EACF9F5529E483...  
Name: Geralyn M. Fallon  
Title: Attorney-in-Fact

HARLEY-DAVIDSON MOTOR  
COMPANY, INC.

DocuSigned by:  
By: Geralyn M. Fallon  
7EACF9F5529E483...  
Name: Geralyn M. Fallon  
Title: Assistant Treasurer

[Signature Page to Plan of Merger]

**Contact Information:**

CT-CORP PICK UP BASKET  
Name

Mailing Address

City State Zip Code

Email Address Phone Number (608) 251-4712

**INSTRUCTIONS:** Use of this form is mandatory. Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together with a check for the filing fee, payable to the department. Please check box, and include additional \$25.00, if requesting optional expedited service. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, please mail to State of WI-Dept. of Financial Institutions, Division of Corporate and Consumer Services, 4822 Madison Yards Way, 4th Fl., North Tower, Madison WI, 53705.). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY.