

**MINUTES OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF
GREELEY HARLEY OWNERS GROUP, CHAPTER 1462, INC.**

The organizational meeting of the Board of Directors of Greeley Harley Group, Chapter 1462, Inc., a Colorado non-profit corporation, was held on the ____ day of _____, 200__ at ____ .m. at _____.

The director present was Steve Larson . The meeting was properly convened, a quorum was present and the director was ready to transact business. The following persons were then nominated and thereafter elected to the Board of Directors: Ron McNeill, Kate McNeill, Andy Anderson, Tim Tideman, Lori Strasser and Steve Larson. Upon motion made, seconded and unanimously carried, Steve Larson was chosen chairman of the meeting and Lori Strasser was chosen recording secretary of the meeting.

The recording secretary presented written waiver of notice of the meeting, signed by the director of the corporation, Steve Larson. The recording secretary was instructed by the chairman to file the waiver with the minutes of the meeting.

The recording secretary next presented the Certificate and Articles of Incorporation of the Corporation and reported that the Articles had been filed with the Secretary of State on _____. The Board then reviewed and approved the Articles as filed.

The recording secretary then presented proposed By-Laws as prepared by counsel for the corporation. The By-Laws were reviewed and discussed, following which, on motion made, seconded and carried unanimously, it was:

RESOLVED, that the proposed By-Laws presented at this meeting are adopted as the By-Laws of the corporation and the recording secretary is directed to place them in the minute book of the corporation.

The chairman next called for the election of officers of the corporation. The following persons were nominated to be the officers of the corporation:

Office	Name
President	Tim Tideman
Vice President	Ron McNeill
Treasurer	Lori Strasser
Secretary	Kate McNeill

There were no further nominations and on motion made, seconded and carried unanimously, the nominees were elected to the offices stated beside their respective names.

ARTICLE 11

Incorporator

The name and address of the incorporator is as follows:

John J. Barry
822 7th Street, Suite 760
Greeley, CO 80631

Dated: _____

John J. Barry, Incorporator

STATE OF COLORADO)
)ss.
COUNTY OF W E L D)

I, _____, a Notary Public, hereby certify that on the ___ day of _____, 2005 personally appeared before me John J. Barry, who being by me first duly sworn, declare that he is the person who signed the foregoing document as incorporator, that he is a natural person eighteen years of age or more, and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this _____ day of _____, 2005.

Notary Public

My Commission Expires:

ACCEPTANCE

The undersigned hereby accepts the position of Registered Agent for Service of Process of Greeley, Colorado Harley Owners Group Chapter 1462, Inc.

Dated: _____

John J. Barry

The recording secretary presented a form of seal for the corporation. After discussion and on motion made, seconded, and carried unanimously, it was:

RESOLVED, that the seal presented at this meeting is adopted as the corporate seal of the corporation and an impression be made on the last page of the minutes of this meeting.

The chairman then submitted a bill for legal services that were rendered in forming and organizing the corporation at the request of the principal organizer of the corporation. Following discussion on the services so rendered, on motion made, seconded and carried unanimously, it was:

RESOLVED, that the statement for the legal services rendered by Witwer, Oldenburg, Barry & Johnson, LLP, Attorneys at Law, in connection with the incorporation and organization of the corporation, is approved for payment out of the funds of the corporation.

The director next discussed the organizational fees and expenses of the corporation. Upon motion made, second and carried unanimously, it was

RESOLVED, that the treasurer is authorized to pay all proper fees and expenses necessary for the organization of the corporation and to make reimbursement to any person who has made proper disbursements on behalf of the corporation.

There was no further business, and upon motion made, seconded and carried unanimously, the meeting was adjourned.

GREELEY HARLEY OWNERS GROUP,
CHAPTER 1462, INC.

Secretary

Attachments:

Waiver of Notice
Articles of Incorporation
By-Laws

BYLAWS OF

GREELEY HARLEY OWNERS GROUP, CHAPTER 1462, INC.

ARTICLE I - PURPOSE AND DECLARATION

The specific purpose for which the Corporation shall conduct business shall be that of a Harley Owners Group (H.O.G.) Chapter pursuant to an annual renewable license with the Harley Owners Group (H.O.G.). H.O.G. Chapter business operations shall be conducted in such a manner as to comply with the requirements of the Annual Charter For H.O.G. Chapters and with all rules, regulations and policies published from time to time by the Harley Owners Group. These By-Laws shall not replace, supersede or conflict with the Annual Charter For H.O.G. Chapters or Harley Owners Group Operating Policies.

ARTICLE II - OFFICES

2.1 **PRINCIPAL OFFICE.** The principal office of the Corporation shall be located at 3010 West 29th Street, Greeley, CO, 80631-8526 or such other location designated by the Board of Directors.

2.2 **REGISTERED OFFICE.** The registered office of the Corporation required by law to be maintained in the State of Colorado may be, but need not be, identical with the principal office.

2.3 **OTHER OFFICES.** The Corporation may have offices at such other places, either within or without the State of Colorado, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

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RESOLVED, that the treasurer is authorized to pay all proper fees and expenses necessary for the organization of the corporation and to make reimbursement to any person who has made proper disbursements on behalf of the corporation.

There was no further business, and upon motion made, seconded and carried unanimously, the meeting was adjourned.

GREELEY HARLEY OWNERS GROUP,
CHAPTER 1462, INC.

Secretary

Attachments:

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ARTICLE III – BOARD OF DIRECTORS

3.1 GENERAL POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the powers of the Corporation shall be vested in the Board of Directors.

3.2 NUMBER, TERM AND QUALIFICATIONS. The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than one. Eligibility for the position of Director(s) shall be limited to the Chapter's Sponsoring Dealer or Sponsoring Dealer's nominee. The Director(s) shall hold office until the Director's death, resignation, retirement, removal or disqualification or until such time as the Director's successor has been appointed and qualified. The Director(s) need not be a resident of the State of Colorado.

3.3 QUALIFICATION OF DIRECTORS. The Director(s) shall be appointed and qualified at any annual or special meeting of the Board of Directors by a vote of the Director(s) then in office. The appointment and qualification of the Director(s) shall be a part of the order of business at each annual meeting of the Board of Directors. The Director(s) so elected shall hold office until the next annual meeting of the Board of Directors and until the Director's successor is appointed and qualified.

3.4 REMOVAL. Directors may be removed from office at any time with or without cause by the directors by such vote as would be required to elect a member of the Board of Directors.

3.5 VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

3.6 COMPENSATION. The Board of Directors may not compensate Directors for their services as such but may provide for the payment of any and all expenses incurred by Directors in attending regular and special meetings of the Board of Directors.

ARTICLE IV - MEETING OF DIRECTORS

4.1 ANNUAL MEETINGS. A meeting of the Board of Directors shall be held annually, on the first _____ of January each calendar year. The purpose of the meeting shall be the selection of the Directors and the appointment of the Officers of the Corporation and for the transaction of any other business properly before the Board of Directors and the Corporation. If the day fixed for the annual meeting shall be a legal holiday, the meeting shall be held on the next succeeding business day that is not a legal holiday. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called by, or at the request of, the Board of Directors and such meeting shall be designated and treated for all purposes as the annual meeting.

4.2 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by, or at the request of, the Director(s).

4.3 PLACE OF MEETINGS. The annual, or any special, meeting of the Board of Directors may be held at the principal office of the Corporation or at such other place, either within or without the State of Colorado, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all directors then in office.

4.4 NOTICE OF MEETINGS. The Secretary shall give notice of each annual meeting of the Board of Directors by mailing such notice to each director at least ten days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors, except as otherwise provided by law or these Bylaws.

4.5 WAIVER OF NOTICE. Any director may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed by the Secretary with the corporate records or as part of the minutes of the meeting. The attendance by a Director(s) at a meeting shall constitute a waiver of notice of such meeting, except where a Director(s) attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 QUORUM. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

4.7 MANNER OF ACTING. Except as otherwise provided in these Bylaws, the action of the majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

4.8 PRESUMPTION OF ASSENT. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he either files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards his written dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

4.9 INFORMAL ACTION BY DIRECTORS. Action taken by a majority of the directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

4.10 PARTICIPATION BY TELEPHONE. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed presence in person at the meeting.

ARTICLE V - OFFICERS

5.1 OFFICERS OF THE CORPORATION. The officers of the Corporation shall be those persons defined as "Primary Officers" at Article V of the the "Annual Charter For H.O.G. Chapters" No officer may act in more than one capacity where the actions of two or more officers are required.

5.2 SELECTION AND TERM. The officers of the Corporation shall be appointed by the Board of Directors, and each officer shall hold office for an annual term or until the officer's death, resignation, retirement, removal or disqualification or until his successor has been elected and qualified.

5.3 REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

5.4 BONDS. The Board of Directors may, by resolution, require any officer or agent of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may, from time to time, be required by the Board of Directors.

5.5 DUTIES OF THE OFFICERS. The duties of the Corporation's Officers shall be such duties, responsibilities and powers as shall be consistent with those recited in "The Annual Charter For H.O.G. Chapters," the rules, regulations and policies published by H.O.G. from time to time and the directions of the Board of Directors.

5.6 VALIDITY OF SIGNATURES. In case any person whose signature shall appear on any bond, note or other evidence of indebtedness of the Corporation shall cease to be an officer or hold an office different from that held at the time of signature before the delivery of such instrument, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in such office until such delivery.

5.7 COMPENSATION. The officers of the Corporation shall not receive compensation for their services. However, such officers shall be reimbursed their reasonable and necessary ~~expenses incurred in the course of performing their duties and responsibilities for and on behalf of~~ the Corporation.

ARTICLE VI - INDEBTEDNESS

No indebtedness of the Corporation in excess of _____ shall be incurred other than in the normal course of business, except as may be approved by resolution adopted by a majority of the directors in office.

ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS

7.1 CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific instances.

7.2 LOANS. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.3 CHECKS AND DRAFTS. All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by two authorized representatives of the Corporation.

7.4 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

ARTICLE VIII GENERAL PROVISIONS

8.1 SEAL. The corporate seal of the Corporation shall contain the name of the Corporation and shall be in such form as approved by the Board of Directors.

8.2 WAIVER OF NOTICE. Whenever any notice is required to be given to any director by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the director or directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

8.3 MANDATORY INDEMNIFICATION. The Corporation shall, to the fullest extent provided by law, indemnify each Director(s) and Officer against any and all Liabilities, and advance any and all reasonable expenses incurred by a Director(s) or Officer, arising out of or in connection with any proceeding to which such Director(s) or Officer is a party because he is a Director(s) or Officer of the Corporation. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Director(s) and Officers. The rights to indemnification granted hereunder shall not be deemed exclusive or any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, board resolution, vote of members, statutes or common law. The Corporation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this Section by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section.

8.4 LIMITED LIABILITY OF VOLUNTEERS. Each individual (other than an employee of the Corporation) who provides service to or on behalf of the Corporation without compensation ("Volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by statutory or common law. For purposes of this Section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing service to or on behalf of the Corporation without compensation is ~~not acting within the scope of his or her professional practice under such license, certificate, permit~~ or registration unless otherwise expressly stated to the Corporation in writing.

8.5 FISCAL YEAR. The fiscal year of the Corporation shall be as fixed by the Board of Directors.

8.6 AMENDMENT OF BYLAWS. Except as otherwise provided by law, by the Articles of Incorporation, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors then holding office at any annual or special meeting of the Board of Directors; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

8.7 DISSOLUTION. The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the _____ Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code as determined in the plan to dissolve adopted in the manner set forth above.

ARTICLE IX

RULES OF ORDER

The most current edition of Robert's Rules of Order shall be the authority on all points not covered by the bylaws or the Annual Charter For H.O.G. Chapters.

DATE: _____, Secretary

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator, establishes a corporation pursuant to the provisions of the Colorado Non-Profit Corporation Act.

ARTICLE 1

Name Of Corporation and Principal Place of Business

The name of the corporation is Greeley Harley Owners Group, Chapter 1462, Inc. and the principal place of business is 3010 West 29th Street, Greeley, Co 80631.

ARTICLE 2

Period of Duration

The corporation shall have perpetual existence.

ARTICLE 3

Purposes and Powers

The Corporation's purposes and powers shall include but not be limited to the following:

- a. Those purposes for which a corporation may be formed under the non-profit corporation law;
- b. The Corporation shall have all powers conferred upon non-profit corporations organized under Colorado Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its stated purpose;
- c. The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Colorado Statutes. In the event of a dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the assets of the Corporation shall be distributed as follows:
 1. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefore;
 2. Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code as determined in the plan to dissolve adopted in the same manner set forth above;
- d. No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(7) of the Internal Revenue Code;

e. To engage in the lawful acts or activities for which non-profit corporation may be organized under Colorado Statutes, including, but not limited to the borrowing of money from time to time; making, accepting, endorsing, executing and issuing bonds, debentures, promissory notes, bills of exchange, etc., for moneys borrowed or in payment of property acquired or for any of the other objects or purposes of the Corporation or its business and to secure the payment of any such obligations by mortgage, pledge, security interest or otherwise;

f. To enter into, make, perform and carry out contracts of every kind, with any person, firm, corporation, public or private;

g. To make and accept donations;

h. To guarantee or assume liability for the payment of principal of, or dividends or interest on, in respect to evidences of indebtedness, or other securities or obligations of any kind whatsoever, by whomsoever issued; and to guarantee or assume liability for the performance of any other contract; and,

i. To do everything necessary, suitable and proper for the accomplishment, attainment or furtherance of the purposes of the Corporation and to do every other act or thing incidental to, appurtenant to, growing out of or connected with the purposes, objects or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all of the rights, powers and privileges now or hereafter conferred by the Laws of the State of Colorado upon a non-profit corporation organized under the laws of the State of Colorado and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a non-profit corporation organized under the Laws of the State of Colorado.

ARTICLE 4

Membership

4.1 Membership Qualification. The corporation shall have two classes of members and the qualifications and rights of such members shall be set forth in the bylaws.

4.2 Membership Voting. Each Class A member is entitled to one vote on each matter submitted to a vote of members.

4.3 Election of Directors. At the election of directors of the corporation, they shall be elected by a majority vote of the Class A members.

ARTICLE 5

Bylaws

The initial bylaws of the corporation shall be adopted by the board of directors. The board of directors may alter, amend or repeal the bylaws.

ARTICLE 6

Restriction on Transfer of Membership

The board of directors may adopt provisions in the bylaws which will impose reasonable restrictions on the transfer of membership.

ARTICLE 7

Initial Registered Office and Agent

The address of the initial registered office of the corporation and the name of the initial registered agent at that address is as follows:

Steve Larson
3010 West 29th Street
Greeley, Co 80631

ARTICLE 8

Board of Directors

8.1 Initial Directors. The names and addresses of the persons who are to serve as the initial directors and until a successor or successors are elected and qualified are as follows:

Steve Larson
3010 West 29th Street
Greeley, Co 80631

Kate McNeill
3010 West 29th Street
Greeley, Co 80631

Ron McNeill
3010 West 29th Street
Greeley, Co 80631

8.2 Increase or Decrease of Directors. The board of directors of the corporation may be increased or decreased at any time by adoption of or amendment to the bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of any provision in the bylaws fixing the number of directors, the number shall be the same as provided in these articles of incorporation.

ARTICLE 9

Indemnification of Directors

The corporation shall indemnify its directors to the full extent permitted by Colorado law.

ARTICLE 10

Limitation of Liability

10.1 Breach of Fiduciary Duty. The personal liability of a director to the corporation or its members for monetary damages for breach of fiduciary duty as a director is limited to the full extent provided by Colorado law.

10.2 Obligations of Corporation. The directors, officers, employees and members of the corporation shall not, as such, be liable on its obligations.

10.3 Wanton and Willful Acts. Directors shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions.

10.4 Mandatory Indemnification. The Corporation shall, to the fullest extent provided by law, indemnify each Director and Officer against any and all liabilities, and advance any and all reasonable expenses incurred by a Director or Officer, arising out of or in connection with any proceeding to which such Director or Officer is a party because such person is a Director or Officer of the Corporation. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors and Officers. The rights to indemnification granted hereunder shall not be deemed exclusive or any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, board resolution, vote of members, statutes or common law. The Corporation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this section by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this section.

10.5 Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides service to or on behalf of the Corporation without compensation ("volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, to the fullest extent provided by statutory or common law. For purposes of this section, it shall be conclusively presumed that any volunteer who is licensed, certified, permitted or registered under state law and who is performing service to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration unless otherwise expressly stated to the Corporation in writing.