

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "VICTORY MOTORCYCLE CLUB, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINTH DAY OF APRIL, A.D. 2003, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3646399 8100H

AUTHENTICATION: 2581771

030528688

DATE: 08-13-03

STATE of DELAWARE  
CERTIFICATE of INCORPORATION  
A NON-STOCK CORPORATION

- First: The name of this Corporation is VICTORY MOTORCYCLE CLUB, INC.
- Second: Its Registered Office in the State of Delaware is to be located at 32 W  
LOOKERMAN STREET SUITE 109 Street, in the City of DOVER  
County of KENT Zip Code 19901. The registered agent in charge  
thereof is FIRST STATE CORPORATE SERVICES, INC.
- Third: The purpose of the corporation is to engage in any lawful act of activity for  
which corporations may be organized under the General Corporation Law of  
Delaware. (If the corporation is to be a nonprofit corporation, please add: "This  
Corporation shall be a nonprofit corporation.")  
THIS CORPORATION SHALL BE A NONPROFIT CORPORATION
- Fourth: The corporation shall not have any capital stock, and the conditions of  
membership shall be (In lieu of setting out the conditions of membership in the  
Certificate of Incorporation, a statement may be inserted that the conditions of  
membership shall be stated in the By-Laws.) as follows:  
THE CONDITIONS OF MEMBERSHIP SHALL BE STATED IN THE  
BY-LAWS.
- Fifth: The name and mailing address of the incorporator are as follows:  
Name RAYMOND N. DURKIN  
Mailing Address P.O. BOX 70356  
SUNNYVALE, CA Zip Code 94086
- I, The Undersigned, for the purpose of forming a corporation under the laws of the  
State of Delaware, do make, file and record this Certificate, and do certify that the  
facts herein stated are true, and I have accordingly hereunto set my hand this  
9TH day of APRIL, A.D. 2003.

BY: 

(Incorporator)

NAME: RAYMOND N. DURKIN II  
(type or print)