

FILED EFFECTIVE

IDAHO SECRETARY OF STATE
06/18/2009 05:00
CK: 273384 CT: 4268 BH: 1175297
1 @ 30.00 = 30.00 MERGER # 4
1 @ 20.00 = 20.00 EXPEDITE C # 5

PLAN OF MERGER

09 JUN 18 AM 8:23

SECRETARY OF STATE
STATE OF IDAHO

THIS PLAN OF MERGER ("PLAN") is entered into by and between BOAT WORKS, INC., a California corporation (hereinafter "BBW California"), and BREWSTER BOAT WORKS, INC., currently a California corporation licensed to do business in the state of Idaho but as the result of this merger, a newly formed Idaho corporation (hereinafter "Brewster Idaho").

A. As the result of the merger, Brewster Idaho will be a newly created corporation organized and existing under the laws of the state of Idaho, having an authorized capitalization of one million (1,000,000) shares of common stock with no par value. One thousand (1,000) shares will be issued and outstanding as a result of the incorporation in Idaho, all of which will be owned by JOHN M. BREWSTER (hereinafter referred to as "Shareholder").

B. BBW California is a corporation organized and existing under the laws of the state of California, having an authorized capitalization of one million (1,000,000) shares of common stock with no par value per share. One thousand (1,000) shares are issued and outstanding, all of which are owned by the Shareholder. BBW California is currently licensed to do business in the state of Idaho as Brewster Boat Works, Inc..

C. The Directors of Brewster Idaho and BBW California believe it to be in the best interests of the corporations and the Shareholder that BBW California be merged into Brewster Idaho for the following reasons:

1. BBW California does not maintain an office or transact business in California. BBW California does maintain an office and conduct business in Idaho.
2. The principal office and place of business of Brewster Idaho is located in Idaho, its officers and directors are residents of Idaho, and prior to this merger it conducted no business. Therefore, it would be preferable for BBW California to merge into Brewster Idaho in order to save costs and expenses and for the convenience of the parties.

THEREFORE, in consideration of the foregoing and the mutual promises and covenants contained herein, the parties agree as follows:

1. The corporations shall be merged into a single corporation by BBW California merging into and with Brewster Idaho, which shall survive the merger, pursuant to the provisions

C183527

of California Corporations Code §1100 et. seq. BBW California surrenders its right to do business in Idaho as a result of the merger. Upon such merger, the separate corporate existence of BBW California shall cease and Brewster Idaho shall become the owner, without other transfer, of all the rights and property of BBW California, and Brewster Idaho shall become subject to all debts and liabilities of BBW California in the same manner as if Brewster Idaho had itself incurred them. Similarly, pursuant to I.R.C. §368(a)(1)(F) and the regulations and rulings promulgated thereunder, Brewster Idaho shall assume all the tax attributes of BBW California as though there had been no merger or corporate reorganization and, without limiting the generality of the forgoing, will use BBW's federal Tax Identification Number and will continue to be an S Corporation pursuant to I.R.C. §1361(a).

2. The name and the Articles of Incorporation of the Brewster Idaho and the names and addresses of its officers and directors are set forth in the Articles of Incorporation filed herewith and shall remain the same and in no way be affected or changed as a result of the merger.

3. The outstanding shares of BBW California shall be canceled and shares of Brewster Idaho shall be issued in exchange therefor as the result of the creation of Brewster Idaho as the surviving corporation in the merger.

4. Neither BBW California nor Brewster Idaho shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan.


5. This Plan of Merger was approved by a vote of the Directors and the Shareholders of not less than two-thirds (2/3) of the issued and outstanding shares of each of the corporations entitled to vote thereon, of the merging corporations, all in the manner provided by the applicable laws of the states of California and § 30-18-205 of the Idaho Code. The President and/or Secretary shall execute and deliver this Plan of Merger and Certificates of Officers to the California Secretary of State for filing. The President and/or Secretary shall deliver the Plan of Merger and the Articles of Incorporation to the Idaho Secretary of State for filing..

6. The effective date of the merger shall be the date this document is accepted for filing by the office of the Idaho Secretary of State.


8. This Plan may be executed in counterparts, and all counterparts shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be executed by their respective officers thereunto duly authorized on this 12 day of June, 2009.

BREWSTER BOAT WORKS, INC., an Idaho corporation

By 
JOHN M. BREWSTER
Its President and Secretary
"Brewster Idaho"

BREWSTER BOAT WORKS, INC., a California corporation

By 
JOHN M. BREWSTER
Its President and Secretary
"BBW California"