

**FILED EFFECTIVE****EXHIBIT A:  
PLAN AND STATEMENT OF MERGER**2012 MAY 18 PM 3:20  
SECRETARY OF STATE  
STATE OF IDAHO

This Plan and Statement of Merger ("Agreement") is between Cook Motorsports, Inc. ("Surviving Entity") and Six Star Automotive, Inc. ("Merging Entity").

**Background.**

- A. The Merging Entity, Six Star Automotive, Inc. is an Idaho corporation, in good standing, incorporated on March 3, 1999, Idaho Secretary of State number C127806.
- B. Under Section V of the Articles of Incorporation for the Merging Entity, 100 shares are authorized with a par value of \$100 per share.
- C. The Surviving Entity, Cook Motorsports, Inc. is an Idaho corporation, in good standing, incorporated on March 29, 2012.
- D. Under Article 2 of the Articles of Incorporation, the Surviving Entity is authorized to issue 1,000,000 shares with no par value.

The parties agree as follows:

**Agreement.**

1. **Plan of Merger.** Cook Motorsports, Inc. and Six Star Automotive, Inc. have entered into this Agreement to merge Six Star Automotive, Inc. into Cook Motorsports, Inc.
  - a) **Merging Entity Board and Approval.** The Board of Directors of the Merging Entity have approved the merger under the terms and conditions specified in this Agreement and pursuant to the Idaho Entity Transaction Act.
  - b) **Surviving Entity Board and Approval.** The Board of Directors of the Surviving Entity have approved the merger under the terms and conditions specified in this Agreement and pursuant to the Idaho Entity Transaction Act.
2. **Merger.** The Merging Entity shall be merged into the Surviving Entity. The separate existence of the Merging Entity shall cease upon merger. The Surviving Entity shall be the sole corporation surviving the merger.
  - a) **Effective Time.** The merger shall become effective at 12:01 AM, Pacific Time on the date a copy of the Agreement and any other document necessary to effectuate the merger are filed with the Idaho Secretary of State.
  - b) **Effects of Merger.** The merger shall have the effects set forth in Section 30-18-206 of Idaho Code.

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IDAHO SECRETARY OF STATE  
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C127806

**3. Surviving Corporation.**

- a) **Articles.** The articles of incorporation of the surviving corporation shall be those of the Surviving Entity. No amendments to the original Articles of Incorporation are necessary and none shall be made by the merger.
- b) **Bylaws.** The surviving bylaws shall be those of the Surviving Entity. No amendments to the original Bylaws are necessary and none shall be made by the merger.
- c) **Liabilities.** Upon the Effective Time, the Surviving Entity shall have all the liabilities of both the Merging Entity and the Surviving Entity.
- d) **Rights and Privileges.** Upon the Effective Time, the Surviving Entity shall have all the rights privileges, claims, authorities, powers, assets and properties of the Merging Entity.

**4. Stock.**

- a) **Conversion of Merging Entity's Stock.** Upon the Effective Time, the Merging Entity's stock certificates shall be surrendered and cancelled.
- b) **No Change To Surviving Entity's Stock.** Upon the Effective Time, each shareholder of the Surviving Entity will hold ownership in the Surviving Entity as held immediately prior to the merger. The number of shares of the Surviving Entity shall not change, nor the percentages of ownership.

**5. Certification.**

- a) **Merging Entity.** By signing below, the President and Secretary of the Merging Entity certify that they are respectively, the duly elected and acting President and Secretary and that the necessary number of total votes cast by the Board of Directors and the shareholders approved this Plan of Merger / Agreement.
- b) **Surviving Entity.** By signing below, the President and Secretary of the Surviving Entity certify that they are respectively, the duly elected and acting President and Secretary and that the necessary number of total votes cast by the Board of Directors and the shareholders approved this Plan of Merger / Agreement.

EXECUTED by the parties on the date below written.

**SURVIVING ENTITY:** Cook Motorsports, Inc.

Dated this 12 day of May, 2012

By: 

Chris Cook, President

Dated this 12 day of May, 2012

By: 

Dione Cook, Secretary

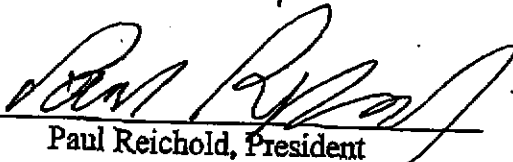
Notice Address: 480 Gypsy Bay Rd. Sagle, ID 83860

With a copy to: Stephen T. Snedden, Berg & McLaughlin, 414 Church St., Ste. 203 Sandpoint, ID 83864

PLAN AND STATEMENT OF MERGER: 3

MERGING ENTITY: Six Star Automotive, Inc.

Dated this 17 day of MAY, 2012

By:   
Paul Reichold, President

By:   
Robert Repp, Secretary

Notice Address: 909 Highway 2 West, Sandpoint, ID 83864

With a copy to: Terry Jensen, 218 Cedar St., Ste. 203, Sandpoint, ID 83864