

PLAN OF MERGER

ROBERT ALLEN AUTO GROUP, INC. (SURVIVING ENTITY)
ROBERT ALLEN NISSAN OF HELENA, INC. (NON-SURVIVING ENTITY)
ALLEN FAMILY HOLDINGS, L.L.C. (NON-SURVIVING ENTITY)

This Plan of Merger is between Robert Allen Auto Group, Inc., (“RAAG”) hereinafter sometimes called the surviving entity, and Robert Allen Nissan of Helena, Inc., and Allen Family Holdings, L.L.C., hereinafter sometimes called the non-surviving entities.

RECITALS

A. Robert Allen Auto Group, Inc. is a corporation duly organized and existing under the laws of the State of Idaho, with its principal place of business in Bannock County, Idaho. Robert Allen Auto Group, Inc. was incorporated on March 27, 2003 and is identified by the Idaho Secretary of State by filing number 451628.

B. Robert Allen Nissan of Helena, Inc. is a corporation duly organized and existing under the laws of the State of Idaho, with its principal place of business in Lewis and Clark County, Montana. Robert Allen Nissan of Helena, Inc., was formed on May 23, 2008 and is identified by the Idaho Secretary of State by filing number 540619.

C. Allen Family Holdings, L.L.C. is a limited liability company organized and existing under the laws of the State of Idaho, with its principal place of business in Lewis and Clark County, Montana. Allen Family Holdings, L.L.C. was organized on April 19, 2006 and is identified by the Idaho Secretary of State by filing number 161087.

D. The board of directors, shareholders, members and managers of the respective entities deem it desirable and in the best interests of the corporation and its shareholders and the limited liability companies and their members that Robert Allen Nissan of Helena, Inc. and Allen Family Holdings, L.L.C. be merged into Robert Allen Auto Group, Inc. in accordance with the provisions of the Idaho Entity Transaction Act, Title 30, Chapter 22, Parts 2 and 4 of the Idaho Code.

NOW THEREFORE IN CONSIDERATION OF THE MUTUAL COVENANTS, AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, ROBERT ALLEN AUTO GROUP, INC., ROBERT ALLEN NISSAN OF HELENA, INC., AND ALLEN FAMILY HOLDINGS, L.L.C. AGREE AS FOLLOWS:

1. MERGER

Robert Allen Nissan of Helena, Inc., and Allen Family Holdings, L.L.C. shall merge with and into Robert Allen Auto Group, Inc., which shall be the surviving corporation.

2. TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed, non-surviving entities shall cease, and the surviving corporation shall succeed to all the rights, privileges, and immunities, and all real and personal property of the absorbed, non-surviving entities, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed, non-surviving entities, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. CONVERSION OF SHARES/MEMBERSHIP INTERESTS

The undersigned acknowledges and certifies that Robert T. Allen is the president of Robert Allen Nissan of Helena, Inc. and Robert T. Allen is the sole manager/member of Allen Family Holdings, L.L.C. The manner and basis of converting the membership interests of the non-surviving entities into shares of the surviving corporation are as follows:

- (a) The sole manager/member of and his respective membership interest in Allen Family Holdings, L.L.C. is currently:
 - i. Robert T. Allen Manager/member 100%
- (b) The sole officer and director of and his respective membership interest in Robert Allen Nissan of Helena, Inc., is currently:
 - i. Robert T. Allen President 100%
- (c) After the effective date of the merger, each former member of the non-surviving entities shall hold all (100%) of the common stock in the surviving corporation, Robert Allen Auto Group, Inc.

4. ARTICLES OF INCORPORATION

The articles of incorporation of Robert Allen Auto Group, Inc., the surviving corporation, shall be and hereby are amended, to the extent necessary to comport with this Plan of Merger.

5. RESTATEMENT OF BYLAWS

Upon effectiveness of the Merger, the non-surviving entities shall cease to exist and shall be governed by the surviving entity's Articles of Incorporation and corporate bylaws.

6. DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. APPROVAL OF SHAREHOLDERS/MEMBERS

The undersigned, constituting all of the shareholders and/or members of the surviving and non-surviving entities hereby approve this Plan of Merger and direct the officers to file the Plan of Merger with the Idaho Secretary of State.

8. EFFECTIVE DATE

The effective date of this merger shall be the date when this Plan of Merger is filed with the Secretary of State of the State of Idaho.

DATED: Feb 25th 2020

ROBERT ALLEN AUTO GROUP, INC.

BY: [Signature]
ITS: Robert T. Allen, President

DATED: Feb 25th 2020

ROBERT ALLEN NISSAN OF HELENA, INC.

BY: [Signature]
ITS: Robert T. Allen, President

DATED: Feb 25th 2020

ALLEN FAMILY HOLDINGS, L.L.C.

BY: [Signature]
ITS: Robert T. Allen, Manager/Member

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SHAREHOLDER/MEMBER APPROVALS

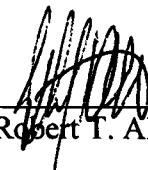
The undersigned, constituting all of the shareholders and/or members of the surviving and non-surviving entities hereby approve this Plan of Merger and direct the officers to file the Plan of Merger with the Idaho Secretary of State.

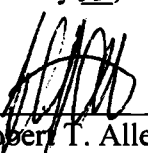
SHAREHOLDER OF ROBERT ALLEN AUTO GROUP, INC.

MEMBERS OF ALLEN FAMILY HOLDINGS, L.L.C.

Date: February 25th, 2020


Date: February 25th, 2020

BY: 
Robert T. Allen, President

BY: 
Robert T. Allen, Member

SHAREHOLDER OF ROBERT ALLEN NISSAN OF HELENA, INC.

Date: February 25th, 2020

BY: 
Robert T. Allen, President