

# 396682

Florida Department of State  
Division of Corporations  
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From: Account Name : TRIAD PROFESSIONAL SERVICES, LLC  
Account Number : I20020000094  
Phone : (770) 777-2091  
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## MERGER OR SHARE EXCHANGE Heritage Paper Company, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
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13 MAY - 7 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Resubmitting  
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*Merge  
5/1 or*



May 7, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

HERITAGE PAPER COMPANY, INC.  
4011 MORTON STREET  
JACKSONVILLE, FL 32217

SUBJECT: HERITAGE PAPER COMPANY, INC.  
REF: 396682

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please remove the Charter number from the GA. Corporation. This Corporation is not qualified in the State of Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain  
Regulatory Specialist II

FAX Aud. #: H13000102494  
Letter Number: 213A00011137

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13 MAY -7 AM 8:25

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
HERITAGE PAPER COMPANY, INC. OF ORLANDO,  
HERITAGE PAPER COMPANY, INC. OF TAMPA  
AND  
COLEMAN PAPER COMPANY, INC.  
WITH AND INTO  
HERITAGE PAPER COMPANY, INC.

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes, and the Georgia Business Corporation Code, pursuant to sections 14-2-1105.

ONE

The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Document Number:</u>
Heritage Paper Company, Inc.	Florida	396682

TWO

The name and jurisdiction of each merging corporation (the "Merging Corporations") are:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Document Number:</u>
Heritage Paper Company, Inc. of Orlando	Florida	652681
Heritage Paper Company, Inc. of Tampa	Florida	F84573
Coleman Paper Company, Inc.	Georgia	

THREE

The Agreement and Plan of Merger entered into by and among the Surviving Corporation and the Merging Corporations is attached hereto as Exhibit "A" (the "Plan of Merger").

FOUR

The merger shall become effective on May 7, 2013.

FIVE

The Plan of Merger was adopted by the sole shareholder of the Surviving Corporation on May 6, 2013.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SIX

The Plan of Merger was adopted by the board of directors of each of the Merging Corporations, and shareholder approval was not required, pursuant to Section 607.1104, Florida Statutes, and 14-2-1104 of the Georgia Business Corporation Code.

*[Signatures on following page]*

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IN WITNESS WHEREOF, these Articles of Merger are hereby executed and adopted by each of the undersigned by its duly authorized representative as of the 7<sup>th</sup> day of May, 2013. These Articles of Merger may be executed in counterparts which, when taken together, shall constitute the original hereof.

**SURVIVING CORPORATION:**

**HERITAGE PAPER COMPANY, INC.,**  
a Florida corporation

By: 

E. Lewis Miller, Jr., Chief Executive Officer

**MERGING CORPORATIONS:**

**HERITAGE PAPER COMPANY, INC. OF TAMPA,**  
a Florida corporation

By: 

E. Lewis Miller, Jr., Chief Executive Officer

**HERITAGE PAPER COMPANY, INC. OF ORLANDO,**  
a Florida corporation

By: 

E. Lewis Miller, Jr., Chief Executive Officer

**COLEMAN PAPER COMPANY, INC.,**  
a Georgia corporation

By: 

E. Lewis Miller, Jr., Chief Executive Officer

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Exhibit A

Agreement and Plan of Merger

(See attached)

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AGREEMENT AND  
PLAN OF MERGER  
OF  
HERITAGE PAPER COMPANY, INC. OF ORLANDO,  
HERITAGE PAPER COMPANY, INC. OF TAMPA  
AND  
COLEMAN PAPER COMPANY, INC.  
WITH AND INTO  
HERITAGE PAPER COMPANY, INC.

I.  
PARENT CORPORATION

The name and jurisdiction of the parent corporation owning one hundred percent (100%) of the outstanding shares of each class of the subsidiary corporations is Heritage Paper Company, Inc., a Florida corporation (the "Parent").

II.  
SUBSIDIARIES

The name and jurisdiction of each subsidiary corporation is Heritage Paper Company, Inc. of Orlando, a Florida corporation ("Orlando"), Heritage Paper Company, Inc. of Tampa, a Florida corporation ("Tampa") and Coleman Paper Company, Inc., a Georgia corporation ("Coleman"); together with Orlando and Tampa, the "Subsidiaries".

III.  
MERGER

The Parent and the Subsidiaries shall, pursuant to the provisions of the Florida Business Corporation Act (the "Act") and the Georgia Business Corporation Code (the "Code"), be merged (the "Merger") with and into a single corporation, to wit, the Parent, which shall be the surviving corporation of the Merger under the name "Heritage Paper Company, Inc." (the "Surviving Corporation") when the Merger takes effect (the "Effective Time") in accordance with this Agreement and Plan of Merger (this "Agreement") and the provisions of the Act and the Code. The separate corporate existence of each of the Subsidiaries, which is sometimes hereinafter referred to as the "Merging Corporations," shall cease as of the Effective Time in accordance with the provisions of the Act and the Code.

IV.  
CONVERSION OF SHARES

As of the Effective Time, each share of each of the Terminating Corporations outstanding as of the Effective Time shall be retired and will no longer be valid outstanding shares of stock.

V.  
GENERAL AUTHORITY

The directors and the officers of the Merging Corporations and the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents, which shall be or become

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necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or the Merger.

*[Signatures on following page]*

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IN WITNESS WHEREOF, the undersigned do hereby execute this Agreement as of the <sup>14<sup>th</sup></sup> day of May, 2013.

**PARENT:**

**HERITAGE PAPER COMPANY, INC.,**  
a Florida corporation

By: 

E. Lewis Miller, Jr., Chief Executive Officer

**SUBSIDIARIES:**

**HERITAGE PAPER COMPANY, INC. OF TAMPA,**  
a Florida corporation

By: 

E. Lewis Miller, Jr., Chief Executive Officer

**HERITAGE PAPER COMPANY, INC. OF ORLANDO,**  
a Florida corporation

By: 

E. Lewis Miller, Jr., Chief Executive Officer

**COLEMAN PAPER COMPANY, INC.,**  
a Georgia corporation

By: 

E. Lewis Miller, Jr., Chief Executive Officer