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Articles of Merger Filed 1-3-49

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3 erging FLORIDA FULP AND APER CONTOUNT, a Florida Portion. Facilia Office Secretary of State, of the State Thrida. this_ R. A. GRAY
Secretary of State

Janu ry 3rd 1949

Honorable J. McHenry Jones Florida National Bank Building Pensacola, Florida

Dear Mr. Jones:

I enclose herewith a Certificate showing Certificate of Herger of FLORIDA PULP AND PAPER COMPANY, a Florida corporation into ST. REGIS PAPER COMPANY, a Hew York Corporation has been duly filed in this office in accordance with Law.

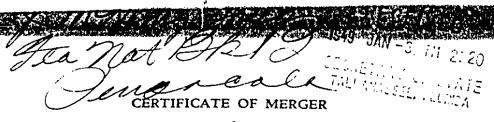
I have also prepared and enclose herewith eight (8) certified copies of the above instrument together with an invoice for \$21.07 covering the cost.

Assuring you it is .lways a pleasure to serve you and with best wishes for the New Year, I am

Cordially yours,

Secretary of State.

T/T Enc/



of

FLORIDA PULP AND PAPER COMPANY

into

ST. REGIS PAPER COMPANY

Pursuant to Section 85 of the Stock Corporation Law

2600 den

The undersigned, St. Regis Paper Company, pursuant to Section 85 of the Stock Corporation Law, hereby certifies as follows:

- 1. St. Regis Paper Company (hereinafter sometimes referred to as "the Company") is a stock corporation duly organized and existing under the laws of the State of New York.
- 2. The Company owns all of the issued and outstanding capital stock of Florida Pulp and Paper Company, which is a foreign stock corporation duly organized and existing under the laws of the State of Florida and which has executed an application for authority to do business in the State of New York, and which is engaged in business similar or incidental to that of the Company.
- 3. At a meeting of the Board of Directors of the Company, duly called and held on the 15th day of December, 1948, the following preambles and resolutions were duly adopted:

Whereas, this Company is the registered owner and holder of all of the issued and outstanding shares of the capital stock of Florida Pulp and Paper Company, a corporation organized and existing under the laws of the State of Florida, which has executed an application for authority to do business in the State of New York and which is authorized to engage in business similar or incidental to the business which this Company is authorized to engage in; and

WHEREAS, this Company desires to merge said Florida Pulp and Paper Company with and into this Company pursuant to the provisions of Section 85 of the Stock Corporation Law of New York,

Now, THEREFORE, BE IT

RESOLVED, that this Company merge said Florida Pulp and Paper Company with and into this Company and assume all of its obligations; and

FURTHER RESOLVED, that the proper officers of this Company be and they hereby are authorized, empowered and directed to do all acts and things and take such proceedings as on the advice of counse' may be necessary, desirable or proper to carry out the foregoing resolution, including, without limiting the generality of the foregoing, the execution and filing of a certificate pursuant to Section 85 of the Stock Corporation Law of New York and to cause the same to be filed in the Department of State of the State of New York and to pay all filing fees, charges, costs and other expenses incidental thereto.



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STATE OF NEW YORK SES.:

On this 15 day of December, 1948, before me personally came ROY K. FERGUSON and WILLARD J. DIXON, to me known, who, being by me duly sworn, did depose and say and each for himself deposes and says that he, the said ROY K. FERGUSON, resides in Oyster Bay, N. Y., and is the President of St. Regis Paper Company, the corporation described in and which executed the foregoing instrument; that he, the said WILLARD J. DIXON, resides in Montclair, N. J., and is the Secretary of said corporation; that he, the said ROY K. FERGUSON, and he, the said WILLARD J. DIXON, both know the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that they signed their names thereto by like order.

(NOTARIAL SEAL)

ERNEST F. STABERG Notary Public

ERNEST F. STABERG

Notary Public in the State of New York

Residing in Queens County

Queens Co. Clks No. 2562, Reg. No. 63-S-9

Cert. Filed in N. Y. Co. Clk. No. 845, Reg. No. 160-S-9

Commission Expires March 30, 1949

State of New York
DEPARTMENT OF STATE

opy with the coriginal Certificate of Verger of

Florida Pulp and Paper Company (a Florida corporation)

St. Regis Paper Company, (a New York corporation)

filed in this department on the 30th

day of

December

10).8 and that such

copy is a correct transcript therefrom and of the whole of such original

Althorns my hand and the official scal of the Department of State at the City of Albany this hand the City of Albany this can be constituted to the December one thousand nine hundred

Deputy Secretary of State

On this 15 day of December, 1948, before me personally came Roy K. FERGUSON and will.ARD J. DIXON, to me known, who, being by me duly sworn, did depose and say Oyster Bay, N. Y., and is the President of St. Price and Roy K. FERGUSON President described in and which is the President of St. Price and St. President of St. Price and St. Percuson President of St. Percuson Pres

STATE OF NEW YORK SS.:

IN WITNESS WHEREOF, St. Regis Paper Company has caused this Certificate to be executed in its name and to be signed by Rox K. FERGUSON, its President, and WILLARD J. DIXON, its Secretary, and its corporate seal to be hereunto affixed this 15th day of December, 1948.

ST. REGIS PAPER COMPANY

(SEAL)

By Roy K. FERGUSON President

and

By WILLARD J. DIXON
Secretary