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Articles of Merger
Filed 7-22-57

6 pgs.

MAKER OF

ST. HELEN CONTAINER CORPORATION

into

ST. HELEN PAPER COMPANY

FILED: JULY 22, 1957

BOOK: 34

PAGE: 506

CERTIFICATE OF MERGER
of
ST. REGIS CONTAINER CORPORATION
with and into
ST. REGIS PAPER COMPANY

Pursuant to Section 85 of the Stock Corporation Law, as amended

The undersigned, St. Regis Paper Company (hereinafter called "the Company"), pursuant to Section 85 of the Stock Corporation Law of New York, hereby certifies as follows:

1. The Company is a stock corporation duly organized and existing under the Laws of the State of New York.

2. The Company owns at the date of this Certificate all of the issued and outstanding Common Stock, constituting the only class of capital stock outstanding, of St. Regis Container Corporation, a foreign stock corporation duly organized and existing under the Laws of the State of Ohio, authorized to do

business in the State of New York and authorized to engage 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 May, 1957, the following preambles and resolutions were duly adopted:

WHEREAS this Company is the owner and holder of all of the issued and outstanding common shares of St. Regis Container Corporation, an Ohio corporation, the only outstanding class of stock of such corporation, a corporation authorized to engage in business similar or incidental to the business in which this Company is authorized to engage; and

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WHEREAS this Company desires to merge said St. Regis Container Corporation with and into the 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 St. Regis Container Corporation with and into the Company and assume all of the obligations of said St. Regis Container Corporation; and

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

(a) This Company shall survive the merger and no new corporation shall be formed by virtue thereof;

(b) Upon the filing of a proper Certificate of Merger, as hereinafter provided, all of the issued and outstanding shares of said St. Regis Container Corporation shall be retired, extinguished and cancelled and no additional shares of any class of stock of this Company shall be issued in exchange or substitution for the previously issued and outstanding shares of the said St. Regis Container Corporation, so that no shares of such corporation shall be converted into shares of this Company;

(c) Upon the filing of a proper Certificate of Merger as aforesaid, this Company shall be and become the owner of and possessed of all of the assets, business and properties, as well as the rights and interests of

St. Regis Container Corporation, subject to all of the debts, liabilities, obligations and claims of said St. Regis Container Corporation then validly due and owing or thereafter to become lawfully due and owing by said St. Regis Container Corporation, and to be paid, performed or discharged by this Company, and all of such assets, business, properties, rights, privileges, immunities, powers, franchises and authority of said St. Regis Container Corporation theretofore owned or held by it shall be transferred, conveyed, assigned, distributed to, and received by this Company without the necessity of any further acts, deeds, bills of sale or other instruments of transfer, conveyance, or assignment whatsoever;

and

Company FURTHER RESOLVED, that the proper officers of this be and they hereby are authorized, empowered and

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STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 29th day of May, 1957, before me personally came William R. Adams and Homer Crawford, to me known, who being by me duly sworn, did depose and say and each for himself deposes and says that he, the said William R. Adams, is the President of St. Regis Paper Company, the corporation described in and which executed the foregoing instrument; that he, the said Homer Crawford, is the Secretary of said corporation; that he, the said William R. Adams, and he, the said Homer Crawford, both know the seal of said corporation; that the seal affixed to said instrument is such that it was so affixed by order of the board of directors of said corporation.

State of New York }
DEPARTMENT OF STATE } ss.:

8304

copy with the original Certificate of Merger of

St. Regis Container Corporation
(an Ohio corporation)

with

St. Regis Paper Company
(a New York corporation)

Filed in this document on the

I CERTIFY That I have compared the preceding

FILED
MAY 29 1957
CLERK OF THE COURT
NEW YORK

Carroll E. Delger



CONFIDENTIAL

CONFIDENTIAL

CONFIDENTIAL