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Articles of Merger
Filed 3-27-59

8 pgs.

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ST. REGIS PAPER COMPANY

MERGER

FILED: MARCH 27, 1959

BOOK: 39

PAGE: 191

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March 27th 1939

The Prentice-Hall Corporation System, Inc
90 Broad Street
New York 4, NEW YORK

Attention Mr. John F. Byrne, Jr

Dear Mr. Byrne:

I am in receipt of your letter of the 25th instant, enclosing certified copy of Certificate of Merger of F. J. KRESS BOX COMPANY, a Pennsylvania corporation, into ST. REGIS PAPER COMPANY, a New York corporation, with check for \$10.00 to cover the filing fee.

Above Merger has been duly filed as of this date, and Certificate to that effect is enclosed, together with receipt showing payment of the filing fee.

Yours very truly,

Secretary of State

/LA
ENCLS.

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10-10-59

CERTIFICATE OF MERGER

OF

F.J. KRESS BOX COMPANY

WITH AND INTO

ST. REGIS PAPER COMPANY

(Pursuant to Section 85 of the Stock Corporation Law)

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

1. St. Regis is a stock corporation duly organized and existing under the laws of the State of New York. 144663

2. St. Regis owns as at the date of this certificate all of the outstanding shares of stock of F.J. Kress Box Company, a foreign stock corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania and authorized to do business in the State of New York and authorized to engage in business similar or incidental to the business in which St. Regis is authorized to engage.

3. At a meeting of the board of directors of St. Regis, duly called and held on the 28th day of January, 1959, the following preamble and resolutions were duly adopted:

"WHEREAS, this Company is the owner and holder of all of the outstanding shares of stock of F.J. Kress Box Company, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania and 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 P.J. Kress Box Company with and into this Company, pursuant to the provisions of Section 85 of the Stock Corporation Law of New York,

Now KNOWING, BE IT

RESOLVED, that this Company merge P.J. Kress Box Company with and into this Company and assume all of the obligations of said P.J. Kress Box Company; and

FURTHER KNOWING, 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 business, properties and assets of P.J. Kress Box Company of every name and nature and wherever situated and all of the estate, rights, privileges and franchises of P.J. Kress Box Company shall vest in and be held and enjoyed by this Company as fully and entirely and without change or diminution as the same were held and enjoyed by P.J. Kress Box Company and be managed and controlled by this Company, as the surviving corporation, and in the name of this Company, but subject to all liabilities and obligations of P.J. Kress Box Company and the rights of all creditors thereof; provided, however, that this Company shall not thereby acquire the power to engage in any business or to exercise any right, privilege or franchise of a kind which it could not lawfully engage in or exercise under the provisions of the Laws of New York by or pursuant to which this Company is organized; and this Company shall be deemed to have assumed all of the liabilities and obligations of P.J. Kress Box Company and shall be liable in the same manner as if it had itself incurred such liabilities and obligations;

(c) As and when the merger has become effective, all certificates for shares of P.J. Kress Box Company theretofore outstanding shall thereafter be cancelled and destroyed; 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 to take such proceedings as the said officers, on the advice of counsel

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to this Company, may deem necessary, desirable or proper to carry out the foregoing resolution, including, without limiting the generality of the foregoing, the execution and filing of a proper certificate pursuant to Section 67 of the Stock Corporation Law of New York, in the State of New York, and to pay all filing fees, charges, costs and other expenses incidental thereto."

IN WITNESS WHEREOF, St. Regis Paper Company has caused this Certificate to be executed in its name and to be signed by William R. Adams, its President and Homer Crawford, its Secretary, and its corporate seal to be hereunto affixed.

ST. REGIS PAPER COMPANY

By 
.....
President

and
By 
.....
Secretary



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

On this 28th day of January, 1959, before me personally came William R. Adams and Homer Crawford to me known, who, having been sworn, did depose and say, and each for himself deposes and says, that he, the said William R. Adams, resides in New Canaan, Conn., and is President of St. Regis Paper Company, the corporation described in and which executed the foregoing instrument; that he, the said Homer Crawford, resides in New York City, and 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 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.


Notary Public

JAMES J. SHEEHY
Notary Public, State of New York
No. 3060559
Qualified in Nassau County
Certificate filed in New York County
Term Expires March 30, 1960

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STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.: 1

On this 28th day of January, 1959, before me personally came William F. Adams and Homer Crawford to me known, who, having been sworn, did depose and say, and each for himself deposes and says, that he, the said William F. Adams, resides in New Canaan, Conn., and

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

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copy with the original Certificate of Merger of

F. J. Kress Box Company
(a Pennsylvania corporation)
with

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

filed in this department on the

2nd day of February, 1959

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

Witness my hand and the official seal of the Department of State at the City of Albany, this sixteenth day of March, one thousand nine hundred fifty-nine.

Caroline R. Simon
Secretary of State

By

Robert H. Brown

Executive Deputy Secretary