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Articles of Merger

Filed 11-19-70

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14 pgs.



STATE OF FLORIDA
Department of State
THE CAPITOL
TALLAHASSEE 32304

TOM ADAMS
SECRETARY OF STATE

November 20, 1970

The Prentice-Hall Corporation
System, Inc.
521 Fifth Avenue
New York, New York 10017

Attention: John F. Bryne

Gentlemen:

Subject: ST. REGIS PAPER COMPANY

This will acknowledge receipt of the following documents for the above captioned corporation:

- ☒ 1. Check in the amount of \$10.
- ☐ 2. Articles of Incorporation
- ☐ 3. Amendment to Articles of Incorporation
- ☒ 4. Articles of Merger ~~XXXXXXXXXXXX~~ merging McARTHUR GEORGIA COMPANY, a Fla corporation, into above.
- ☐ 5. Certificate of Withdrawal received and filed.
- ☐ 6. Limited Partnership

Enclosed please find:

- ☐ 1. Invoice No. in the amount of \$
- ☐ 2. Resident Agent Form (to be completed and returned for filing).
- ☐ 3. Certified copy(s)
- ☐ 4. Certificate Under Seal
- ☐ 5. Photocopy(s)
- ☐ 6. A refund of \$ will be forwarded later
- ☒ 7. Enclosures or details of filing: McARTHUR GEORGIA COMPANY is no longer qualified in Florida.
Filed: November 19, 1970

Sincerely,

TOM ADAMS
Secretary of State

By
Roy L. Allen, Chief
Bureau of Corporation Records

corp-2
2-25-70

RLA/lid
Enclosures

625 FIFTH AVENUE NEW YORK NEW YORK 10017

CABLE PRENSYSTEM

November 12, 1976

Mrs. Nettie Simms
c/o Secretary of State
State of Florida
The Capitol
Tallahassee, Florida 32304

RE: Agreement of Merger
of
McARTHUR GEORGIA COMPANY
(A Florida Corporation)
with and into
ST. REGIS PAPER COMPANY
(A New York Corporation, the Survivor)

NOV 18 1 37160 *****5.00
NOV 18 2 37000 *****10.00

Dear Mrs. Simms:

I return herewith the above Agreement of Merger which was presented at your office for the purpose of filing on November 9th by Miss Marcia Robinson of the firm of Henderson & Buchanan, Esqs., our correspondents in Tallahassee, Florida, together with a carbon copy of same to be certified and returned to us.

I also enclose our check in the total amount of \$15.00 to cover the filing fee and the certification charge of our office.

I trust that you will now be able to provide me with the official evidence of filing of this enclosure and the copy duly certified, as requested.

It is our understanding that the filing had been concluded on said November 9th and, as a matter of fact, we passed that information along to Counsel who has undoubtedly relied upon our report and who has in all probability taken important action upon the basis of our assurance. It is therefore very important to us that November 9th be considered the official filing date of this Agreement of Merger in your office.

We thank you for your very kind assistance, in connection with this, and all of our other various corporate matters.

Sincerely,

John F. Byrne, Jr.
Vice-President

Miss Marcia Robinson
c/o Henderson & Buchanan, Esqs.

C. TAX	
FILING	10.00
C. COPY	5.00
R. A. FEE	
P. COPY	
S. A. CH	
TOTAL	15.00
BALANCE DUE	
REFUND	

FOREIGN SECTION

FILED

NOV 19 4 32 PM '76

all
for
David

including the right to vote all of the
capital stock of McArthur Georgia
of the
McArthur

AGREEMENT OF MERGER

of

McARTHUR GEORGIA COMPANY
(A Florida Corporation)

with and into

ST. REGIS PAPER COMPANY
(A New York Corporation)

FILED
NOV 19 4 32 PM '70
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT OF MERGER made and entered into this 28th day of October, 1970, by and between ST. REGIS PAPER COMPANY, a corporation organized and existing under and by virtue of the laws of the State of New York with its principal office therein located at 150 East 42nd Street, in the City and County of New York (hereinafter sometimes referred to as "St. Regis") and McARTHUR GEORGIA COMPANY, a corporation of the State of Florida with its principal office therein located at 705 Florida Title Building, City of Jacksonville, and County of Duval (hereinafter sometimes referred to as "McArthur Georgia").

WITNESSETH, THAT:

WHEREAS, McArthur Georgia was incorporated on June 15, 1965, and has a presently authorized capital stock consisting of five thousand (5,000) shares of common stock, having a par value of one dollar (\$1.00) per share, of which five thousand (5,000) shares are issued and outstanding; and

WHEREAS, St. Regis now owns and holds all of the issued and outstanding shares of the capital stock of McArthur Georgia and as such holder is entitled to exercise all of the rights, privileges and powers of the shareholders of McArthur Georgia, including the right to vote all of the outstanding shares of the capital stock of McArthur Georgia on a proposal to merge McArthur

Georgia with or into another corporation; and

WHEREAS, St. Regis, as a foreign corporation, is duly authorized to transact business in the State of Florida, having received a permit therefor on the 26th day of May, 1947, and

WHEREAS, the laws of the State of New York and the laws of the State of Florida permit the merger of McArthur Georgia with and into St. Regis; and

WHEREAS, St. Regis desires to merge McArthur Georgia with and into St. Regis under and pursuant to the provisions of Section 905 and Section 907(c) of the Business Corporation Law of the State of New York and Section 608.21 of the Florida Statutes, 1961;

NOW, THEREFORE, the parties hereto agree as follows:

FIRST: Subject to the terms and conditions hereinafter set forth, McArthur Georgia shall be and is hereby merged with and into St. Regis, and upon the filing of this Agreement, duly signed and acknowledged, in the office of the Secretary of State of the State of Florida, as required by the laws of the State of Florida, the separate existence of McArthur Georgia shall cease.

SECOND: St. Regis is hereby specified as the single existing corporation to survive the merger.

THIRD: The laws of the State of New York shall govern the surviving corporation, St. Regis.

FOURTH: The terms and conditions of the merger and the mode of carrying the merger into effect are as follows:

(A) Concurrently with or prior to the execution, acknowledgement and delivery of this Agreement by St. Regis, St. Regis shall cause to be executed and filed in the Department of State of the State of New York a certificate of merger pursuant to

Section 905 of the Business Corporation Law of the State of New York substantially in the form annexed hereto marked "Exhibit A" and made a part hereof.

(B) Upon the filing of this Agreement by the office of the Secretary of State of the State of Florida, all of the issued and outstanding shares of the capital stock of McArthur Georgia shall be retired and cancelled and no additional shares of the capital stock of St. Regis shall be issued in exchange for the previously issued and outstanding shares of McArthur Georgia and no shares of the capital stock of McArthur Georgia shall be converted into shares of any class of capital stock of St. Regis.

FIFTH: St. Regis hereby certifies that under the laws of the State of New York, which govern St. Regis as the surviving corporation, no other facts are required or can be set forth to effect the merger of McArthur Georgia with and into St. Regis.

IN WITNESS WHEREOF, St. Regis Paper Company has caused this Agreement of Merger to be executed in its behalf by its President and its Secretary and its corporate seal to be hereunto affixed, and McArthur Georgia Company has caused this Agreement of Merger to be executed by not less than a majority

of its directors and its corporate seal to be hereunto affixed,
attested by its Secretary or an Assistant Secretary, the day
and year first hereinabove written.

ST. REGIS PAPER COMPANY

By: William R. Adams
William R. Adams, President

Homer Crawford
Homer Crawford, Secretary

McARTHUR GEORGIA COMPANY

By: William E. Caldwell
William E. Caldwell

Homer Crawford
Homer Crawford

William R. Haselton
William R. Haselton

T. Cecil Davis
T. Cecil Davis

Constituting not less than a
majority of the Board of
Directors of McArthur Georgia
Company.

(SEAL)

ATTEST:

Joseph E. Gore
Joseph E. Gore, Secretary

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

Homer Crawford, being duly sworn, deposes and says that he is one of the persons who signed the foregoing Agreement of Merger on behalf of St. Regis Paper Company, the surviving corporation; that he signed said agreement in the capacity set beneath his signature thereon; that he has read the foregoing agreement and knows the contents thereof; and that the statements contained therein are true to his own knowledge.

Homer Crawford
Homer Crawford
Secretary

Subscribed and sworn to before me
this 28 day of October, 1970.

John J. Burke
Notary Public

JOHN J. BURKE
NOTARY PUBLIC, State of New York
No. 60-5529201
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires March 30, 1972

Certificate of the Secretary
or

McArthur Georgia Company
(a Florida Corporation)

The undersigned, being the Secretary of McArthur Georgia Company does hereby certify under the seal of said corporation that the foregoing Agreement of Merger was submitted to the stockholders entitled to vote of McArthur Georgia Company at a special meeting thereof for the purpose of acting on the Agreement of Merger; that at said meeting there was represented by proxy the holder of all of the issued and outstanding shares of the capital stock of said McArthur Georgia Company; that at said meeting the votes of all of the said shares were cast by ballot in favor of the approval of the said Agreement of Merger and that said Agreement of Merger was at said meeting duly approved.

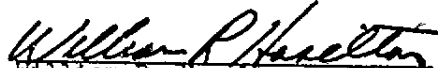
Signed on October 28, 1970.

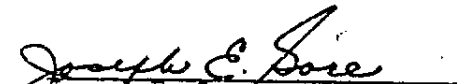

Joseph E. Gore
Secretary

(SEAL)

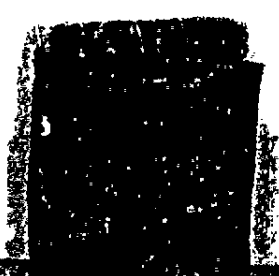
The foregoing Agreement of Merger of St. Regis Paper Company and of McArthur Georgia Company, as executed upon behalf or by the parties thereto, and as certified by the Secretary of McArthur Georgia Company is hereby signed by the President and by the Secretary of McArthur Georgia Company.

Signed at New York, New York, on October 28, 1970.


William R. Haselton
President


Joseph E. Gore
Secretary

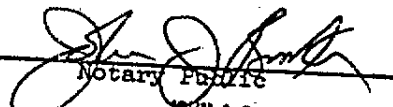
(SEAL)



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

On the 28 day of October, 1970, before me personally came William R. Haselton and Joseph E. Gore, President and Secretary, respectively, of McArthur Georgia Company who well known to me duly signed before me the foregoing Agreement of Merger, as theretofore signed, adopted, and certified, and acknowledged that such signing is their act and deed, and that said Agreement of Merger is the act, deed and agreement of said corporation.

(SEAL)


Notary Public
JOHN J. BURKE
NOTARY PUBLIC, State of New York
No. 60-5529201
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires March 30, 1972

(CONFORMED COPY)

EXHIBIT A

CERTIFICATE OF MERGER

of

McARTHUR GEORGIA COMPANY and THE N. G. WADE COMPANY

into

ST. REGIS PAPER COMPANY

Under Section 905 of the Business Corporation Law

The undersigned, William R. Adams and Homer Crawford, being, respectively, the President and the Secretary of St. Regis Paper Company, a domestic corporation duly organized and existing under and by virtue of the laws of the State of New York, said St. Regis Paper Company owning all of the issued and outstanding shares of the capital stock of both McArthur Georgia Company and The N. G. Wade Company, foreign corporations duly organized and existing under and by virtue of the laws of the States of Florida and Georgia, respectively, do hereby certify and set forth:

FIRST: The name of each constituent corporation is as follows:

ST. REGIS PAPER COMPANY
McARTHUR GEORGIA COMPANY
THE N. G. WADE COMPANY

SECOND: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on the 4th day of February, 1899, is St. Regis Paper Company.

THIRD: The designation and number of outstanding shares of each class of McArthur Georgia Company and The N. G. Wade Company, all of which are owned by St. Regis Paper Company, the surviving corporation, are as follows:

	<u>Designation of Outstanding Shares</u>	<u>Number of Outstanding Shares</u>
McArthur Georgia Company	Common Stock, \$1 Par	5,000
The N. G. Wade Company	Capital Stock, No Par	30

FOURTH: (A) McArthur Georgia Company was organized under the laws of the State of Florida on June 15, 1965.

(B) No Application for Authority in the State of New York of said McArthur Georgia Company to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FIFTH: (A) The N. G. Wade Company was organized under the laws of the State of Georgia on May 10, 1949.

(B) No Application for Authority in the State of New York of said The N. G. Wade Company to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

SIXTH: The laws of the States of Florida and Georgia, the jurisdictions of incorporation of the subsidiary corporations named herein, permit a merger of the kind certified herein.

SEVENTH: (A) The merger of McArthur Georgia Company and The N. G. Wade Company into St. Regis Paper Company, in accordance with Section 905 and Section 907(c) of the Business Corporation Law of the State of New York, were authorized by the board of directors of St. Regis Paper Company at a meeting held on the 23rd day of September, 1970, at which a quorum was present and acted throughout.

(B) The mergers of the subsidiary corporations named herein into the surviving corporation have been authorized

under the laws of the jurisdiction of incorporation of the said subsidiary corporations.

IN WITNESS WHEREOF, St. Regis Paper Company has caused this Certificate of Merger to be signed in its behalf by its President and its Secretary and its corporate seal to be hereunto affixed this 30th day of October, 1970.

ST. REGIS PAPER COMPANY

By: /s/ WILLIAM R. ADAMS
William R. Adams
President

By: /s/ HOMER CRAWFORD
Homer Crawford
Secretary

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

Homer Crawford, being duly sworn, deposes and says that he is one of the persons who signed the foregoing Certificate of Merger on behalf of St. Regis Paper Company, the surviving corporation; that he signed said certificate in the capacity set beneath his signature thereon; that he has read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.

/s/ HOMER CRAWFORD
Homer Crawford
Secretary

Subscribed and sworn to before me
this 30th day of October, 1970.

/s/ JOSEPH E. GORE
Notary Public