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Articles of Merger

Filed 6-6-57

9 pgs.

MERGER

FILED: JUNE 6, 1957

BOOK: 34

PAGE: 205

June 6th 1957

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

Attention Mr. John F. Byrne, Jr

Dear Sir:

I have your letter of the 4th instant, enclosing Certificate of Merger of J. NEILS LUMBER COMPANY, a Minnesota corporation, with and into ST. REGIS PAPER COMPANY, a New York corporation, with check in the sum of $10.00 to cover the filing fee.

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

Yours very truly,

Secretary of State

/LA
ENCLS.

F-7350-ee
B-32
P-205

DATE:

TO: George G. Crawford, Esq.

FROM: The Prentice-Hall Corporation System, Inc.
90 Broad St. New York, N.Y.

By: **John F. Byrne, Jr.**

RE:

☐ Qualification

☐ Change of Agent

☐ Withdrawal

☐ Dissolution

☒ MERGER ~~xxxxxxxxx~~ (Foreign) (~~xxxxxxxx~~)

Certificate of Merger of J. NEILS LUMBER COMPANY (Not Qualified in your state) with and into ST. REGIS PAPEr company (A New York ~~Corporation Qualified in your state)~~

Please file and/or record the enclosures relating to the above and forward official evidence of compliance.

Please advise by ☐ TELEGRAM ☐ TELEPHONE ☒ AIR MAIL ☐ REGULAR MAIL

A check covering estimated disbursements is enclosed for the following amount $10.00

COMMENTS:

CERTIFICATE OF MERGER

of

J. NEILS LUMBER COMPANY

with and into

ST. REGIS PAPER COMPANY

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

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

1. The Company is a stock corporation duly organized and existing under the laws of the State of New York. 62755

2. The Company owns as at the date of this certificate two hundred ninety-nine thousand seven hundred (299,700) shares, being more than ninety-five per centum (95%) of the total of three hundred thousand (300,000) of the issued and outstanding shares of the common stock of the par value of ten dollars ($10) per share (the only outstanding class of stock) of J. Neils Lumber Company (hereinafter called "Neils"), a foreign stock corporation duly organized and existing under the laws of the State of Minnesota, authorized to do business in the State of New York and 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 23rd day of January, 1957, the following

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preambles and resolutions were duly adopted:

WHEREAS, the Company is the owner and holder of more than ninety-five per centum (95%) of the issued and outstanding shares of the common stock, being the only outstanding class of stock, of J. Neils Lumber Company, a corporation organized and existing under the laws of the State of Minnesota, and which is authorized to engage in business similar or incidental to the business in which this Company is authorized to engage; and

WHEREAS, the Company desires to merge said J. Neils Lumber Company with and into the Company pursuant to the provisions of Section 85 of the Stock Corporation Law of New York, as amended,

NOW, THEREFORE, BE IT

RESOLVED, that the Company merge said J. Neils Lumber Company with and into the Company and assume all of the obligations of said J. Neils Lumber Company; and

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

Each outstanding share of the common stock of said J. Neils Lumber Company held by the holders thereof, other than the outstanding shares held by the Company, shall be and become converted into two and one-half (2 1/2) shares of the authorized and unissued common stock of the par value of five dollars ($5) per share of the Company on the basis of two and one-half (2 1/2) shares of such common stock of the Company for each share of the said common stock of J. Neils Lumber Company; provided, however, that each such holder of shares of the common stock of said J. Neils Lumber Company, other than the Company, upon surrender to the Company at its office, Number 150 East 42nd Street, New York, New York, of proper certificates for such shares of common stock of J. Neils Lumber Company duly endorsed in blank or accompanied by a proper stock power executed in blank, together with such additional documents, if any, as may be necessary to effect a valid surrender of the shares represented by such certificates, shall be entitled to receive certificates for the respective number of shares of the said common stock of the Company into which each such share of common stock of Neils shall have been converted, and all of the outstanding shares of the common stock of said J. Neils Lumber Company shall thereupon be deemed to be surrendered and cancelled and no longer outstanding. In such conversion, no fractional interest in full shares of the common stock of the Company will be issued.

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The Company shall survive the merger and no new corporation shall be formed by virtue thereof.

Upon the filing of a proper certificate of merger, as hereinafter provided, the Company shall succeed to and become possessed of all the estate, rights, powers, purposes, privileges, franchises, properties, business and assets of said J. Neils Lumber Company, subject to all liabilities and obligations and the rights of creditors of said J. Neils Lumber Company, without any further act, deed, or other conveyance or assignment whatsoever, and this Company shall be deemed to have assumed all the liabilities and obligations of said J. Neils Lumber Company and shall be liable thereon in the same manner as if this Company had itself incurred such liabilities and 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 counsel to the Company, may be necessary, desirable or proper to carry out the foregoing resolutions, including, without limiting the generality of the foregoing, the mailing to each holder of record of the common stock of said J. Neils Lumber Company, other than the Company, a copy of the foregoing resolutions with proper written notice of the adoption thereof, the execution and filing of a proper certificate pursuant to Section 85 of the Stock Corporation Law of New York, as amended, in the Department of State of the State of New York, and the payment of all filing fees, charges, costs and other expenses incidental thereto.

4. The Company mailed on or about May 3, 1957, 1957, a copy of the foregoing resolution and notice of the adoption thereof to each stockholder of record of said J. Neils Lumber Company, other than the Company.

IN WITNESS WHEREOF, St. Regis Paper Company has caused this certificate to be executed in its name and to be signed by its President and its Secretary and its corporate seal to be hereunto affixed.

ST. REGIS PAPER COMPANY

By W. R. Ferguson
President

[signature]

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

On this 28th day of February, 1957, before me personally came Roy K. Ferguson 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 Roy K. Ferguson 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 Roy K. Ferguson, 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

[illegible]
Notary Public, State of New York
No. [illegible]
Qualified in [illegible] County
Certificate filed in the following Offices
County Clerk New York County
Term Expires March [illegible], 19[illegible]

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Re

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

On this 28th day of February, 1957, before me personally came Roy K. Ferguson 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 Roy K. Ferguson 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 Roy K. Ferguson, and

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

I CERTIFY That I have compared the preceding copy with the original Certificate of Merger of

J. Neils Lumber Company
(a Minnesota corporation)
with
St. Regis Paper Company
(a New York corporation)

filed in this department on the 9th day of May 1957, and that such copy is a correct transcript therefrom and of the whole of such original.

RECEIVED
JUN 6 2 17 PM '57
SECRETARY OF STATE
FLORIDA

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

Carmine G. DeSapio
Secretary of State

By Samuel London
Deputy Secretary of State

Form 88 (Printed by the Department of St