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Articles of Merger
Filed 3-27-59

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ST. REGIS PAPER COMPANY

MERGER

FILED: MARCH 27, 1959

BOOK: 39

PAGE: 187

March 27th 1959

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 HARRISVILLE PAPER CORPORATION, a New York corporation, into ST. REGIS PAPER COMPANY, a New York corporation, with check for $10.00 to cover the filing fee.

The 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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CERTIFICATE OF MERGER

OF

HARRISVILLE PAPER 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 and Preferred Stock, constituting the only classes of capital stock outstanding, of Harrisville Paper Corporation, a corporation organized and existing under the Laws of the State of New York, authorized to engage in business similar or incidental [illegible]

3. At a meeting of the Board of Directors of the Company, duly called and held on the 17th day of September, 1958, the following preambles and resolutions were duly adopted:

WHEREAS, St. Regis Paper Company (hereinafter referred to as the "Company") is the owner and holder of all of the issued and outstanding shares of the common and preferred capital stock of Harrisville Paper Corporation (hereinafter referred to as "Harrisville"), a corporation of the State of New York, such common and preferred capital stock being the only outstanding classes of stock of Harrisville; and

WHEREAS, Harrisville is authorized to engage in business similar or incidental to the business in which the Company is authorized to engage; and

WHEREAS, the Company desires to merge Harrisville with and into the Company pursuant to the provisions of Section 85 of the Stock Corporation Law of the State of New York,

NOW, THEREFORE, BE IT

RESOLVED, that this Company merge Harrisville with and into the Company and assume all of the obligations of Harrisville; and

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

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

(b) On the filing of a proper certificate of merger, as hereinafter provided, all of the issued and outstanding shares of the common and preferred capital stock of Harrisville 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 Harrisville, and no shares of Harrisville shall be converted into shares of the Company;

(c) Upon the filing of a proper certificate of merger, as aforesaid, the Company shall succeed to and become possessed of all of the estate, property, rights, privileges and franchises of Harrisville, subject to all liabilities and obligations and the rights of creditors of Harrisville, without any further act, deed or other [illegible] assignment whatsoever, and the Company shall be deemed to have assumed all of the liabilities and obligations of said Harrisville and shall be liable thereon in the same manner as if the Company had itself incurred such liabilities and obligations; and

FURTHER RESOLVED, that the proper officers of the Company be and they hereby are authorized, empowered and directed to do all acts and things and to take such proceedings as on the advice of counsel to this Company the said officers may deem necessary, advisable or proper to carry out the foregoing resolutions, including, and without limiting the generality of the foregoing, the execution of a proper certificate pursuant to Section 85 of the Stock Corporation Law of New York, and the filing of such certificate 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.

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 this [illegible] day of [illegible], 1958.

ST. REGIS PAPER COMPANY

By: [illegible signature]

By: [illegible signature]

Secretary

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

On this 26th day of September, 1958, before me personally came WILLIAM R. ADAMS and OSCAR R. JOHNSON, 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 OSCAR R. JOHNSON, is the Asst. Secretary of said corporation, that he, the said WILLIAM R. ADAMS, and he, the said OSCAR R. JOHNSON, 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. [illegible]
Qualified in Nassau County
Certificate filed in New York County
Term Expires March 30, 1959

STATE OF NEW YORK } SS.:
[illegible]

On this [illegible] day of [illegible], 1958, before me personally came WILLIAM R. ADAMS and [illegible] 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 [illegible]

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

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

HARRISVILLE PAPER CORPORATION
with
ST. REGIS PAPER COMPANY,

filed in this department on the 30th day of September, 1958, and that such copy is a correct transcript therefrom and of the whole of such original.

RECEIVED MAR 27 9 40 AM '59

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 K. Simon
Secretary of State

By [signature]
Executive Deputy Secretary of State

Form 83. (Printed by the Department of State)