

807350

Articles of Merger
Filed 4-5-78

800003330418--1

12 pgs.

M E R G E R

ST. REGIS PAPER COMPANY

807350

MERGER MERGING:

SOUTHLAND PAPER MILLS, INC., A Texas corp. not qual.
into the above.

FILED: 4-5-78

MR
4/13/78

807350

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
277 PARK AVENUE, NEW YORK, N.Y. 10017 • (212) 826-1800

March 20, 1978

COUNSEL: John J. Blanchard, Atty.
St. Regis Paper Company
150 East 42nd Street
New York, New York 10017

24 2 - 904 ***15.

Secretary of State
Division of Corporation
The Capitol
Tallahassee, Florida 32304

Dear Sir:

RE: ST. REGIS PAPER COMPANY (N.Y. Dom.)
Merging: SOUTHLAND PAPER MILLS, INC. (Tex. Dom.)
Job #AA 42792-0

Per your request of February 10, 1978 (copy attached),
enclosed is our check in the amount of \$15. Please
complete filing as originally requested, forwarding the
usual evidence to the undersigned.

Very truly yours,

C T CORPORATION SYSTEM

Joseph Mirrione
Joseph Mirrione
Service Representative

FILED
APR 5 10 46 AM '78
TALLAHASSEE, FLA

Enclosures

PRIVILEGE TAX	
C. TAX	
FILING	15
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	15
BALANCE DUE	

RECEIVED
MAR 24 9 53 AM 1978
DEPARTMENT OF STATE
HALL OF RECORDS
TALLAHASSEE, FLA

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
277 PARK AVENUE, NEW YORK, N.Y. 10017 • (212) 826-1800

January 26, 1978

SECRETARY OF STATE
Division of Corporations
The Capitol
Tallahassee, Florida 32304

JAN 30 2 - 627 ****15.

Gentlemen:

RE: ST. REGIS PAPER COMPANY (N.Y. DOM.) #AA 42792-0
Merged: SOUTHLAND PAPER MILLS, INC. (TEX. DOM.) *non*

Pursuant to the instructions of counsel, we enclose the following for filing on behalf of the above corporation, which is authorized to do business in your state:
Certified copy of Certificate of Merger

Please forward the usual evidence of filing to this office.
Check in payment of the required fees is enclosed.

Very truly yours,

C T CORPORATION SYSTEM

Joseph Mirrione
Joseph Mirrione
Service Representative

JM/al
Enc.

COUNSEL: John J. Blanchard, Atty.
St. Regis Paper Company
150 East 42nd Street
New York, New York 10017

SPECIAL INSTRUCTIONS

PRIVILEGE TAX	
C. TAX	
FILING	15.00
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	15.00
BALANCE DUE	

RECEIVED
JAN 30 2 55 PM 1978



BRUCE A. SMATHERS
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

April 5, 1978
F. R. RITTER, Director
Division of Corporations
904/488-3140

DAVID C. MACNAMARA
ASSISTANT SECRETARY OF STATE

C T Corporation System
277 Park Ave.
NY, NY 10017
Attn: Joseph Mirrione

SUBJECT: ST. REGIS PAPER COMPANY

DOCUMENT NUMBER: 807350

This will acknowledge receipt of the following:

1. XX Check(s) totalling \$0.00
2. Articles of Incorporation filed
3. Amendments to Articles of Incorporation filed
4. XX Articles of Merger or Consolidation filed 4-5-78; merger merging Southland Paper Mills, Inc., a Texas corp. not qual., into the above.
5. Certificate of Withdrawal filed
6. Limited Partnership filed
7. Limited Partnership Annual Report filed
8. Trademark Application filed
9. Application for qualification filed . It is no longer required to issue a permit. A certificate under seal to this effect may be obtained for \$5.
10. Reinstatement filed
11. Articles of Dissolution filed
12. OTHER:

ENCLOSED:

1. Certified Copy(ies).
2. Certificate(s) Under Seal.
3. Photocopy(ies).
4. OTHER:

Corp. 100
1/1/77
cac



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304
904/488 3916

BRUCE A. SMATHERS
SECRETARY OF STATE

February 10, 1978

Telephone Number: 904/488-4830

C T CORPORATION SYSTEM
277 PARK AVENUE
NEW YORK, N.Y. 10017
ATTN: JOSEPH MIRRIONE

SUBJECT: ST. REGIS PAPER COMPANY (A NEW YORK CORP.)

CHECK ACKNOWLEDGED \$15.00 ; BALANCE DUE \$15.00 ; RETURNED _____
PENDING XX FF-\$15.00 per corporation
involved in the merger.

1. _____ NAME IS NOT AVAILABLE.
2. _____ A current certified copy of your Articles of Incorporation and any amendments is required. The copy must be certified by the proper official who has custody of the records pertaining to corporations in your State (WITHIN THE PAST NINE MONTHS).
3. _____ The certified copy must be legible. It must be a positive copy, black print with white background.
4. _____ Number(s) _____ must be completed on our attached Corp. Form 31.
5. _____ Letters "G" and "H" should be corrected as follows, "G" SHOULD BE: _____
"H" SHOULD BE: _____. Please check your calculations.
6. _____ The attached must be completed for _____.
7. _____ A resolution of the Board of Directors adopting a fictitious name for the use in Florida must be submitted.
8. _____ Registered Agent must be designated. Registered Agent failed to sign.
9. _____ The attached annual report must be completed and returned.
10. _____ Section 620.02, F. S., requires that Limited Partnerships be sworn to. The words "SWEAR TO or SWORN TO" must be in the document.
11. _____ Original signatures of all partners must be obtained or we must have a copy of the power of attorney.
12. _____ The exact amount of invested capital must be listed on line 3. The report must be signed by the general partner or the preparer.
13. _____ The above limited partnership was cancelled _____, for failure to file the annual report(s) for the year(s) _____.
14. _____ To Reinstate the above L. P., 620.31, F. S., requires that all delinquent reports and fees must be filed and paid prior to the issuance of a preliminary certificate. Please complete and return the attached report(s) with the proper filing fee(s).
15. _____ We have no record of the above document(s) in our files.
16. _____ OTHER: _____

Please return this letter with all Correspondence to:

SECRETARY OF STATE'S OFFICE
DIVISION OF CORPORATIONS
THE CAPITOL
TALLAHASSEE, FLORIDA 32304

CHA. 103 (Corp. 118)
05/10/76

A-1132

State of New York
Department of State

FILED
APR 5 10 34 AM '78
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

304

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State
and that the same is a correct transcript of said original.*

Witness my hand and seal of the Department of State on JAN 4 1978

Frank M. Lyons
Secretary of State

G020-504 (10/76)

447028

CERTIFICATE OF MERGER
OF
ST. REGIS PAPER COMPANY
AND
SOUTHLAND PAPER MILLS, INC.
INTO
ST. REGIS PAPER COMPANY

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned GEORGE J. KNEELAND and HOMER CRAWFORD being respectively the Chairman of the Board of Directors and Chief Executive Officer, and the Vice President and Secretary of ST. REGIS PAPER COMPANY ("St. Regis"), and MELVIN E. KURTH, JR. and D. E. WHITTY being respectively the Chairman of the Board of Directors, President and Chief Executive Officer, and the Secretary of SOUTHLAND PAPER MILLS, INC. ("Southland") do hereby certify:

1. (a) The name of each constituent corporation is as follows:

St. Regis Paper Company
Southland Paper Mills, Inc.

(b) The name of the surviving corporation is
ST. REGIS PAPER COMPANY.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding (as of Nov. 7, 1977)</u>	<u>Class or Series of Shares en- titled to Vote</u>	<u>Shares entitled to vote as a class or series</u>
St. Regis	23,900,088 Shares	Common	Each entitled to one vote
St. Regis	112,500 Shares	Series A \$5.50 Cumulative Preferred	Each entitled to one vote
Southland	10,719,025 Shares	Common	Each entitled to one vote

2

The number of shares of St. Regis Common Stock outstanding, as of November 7, 1977, is subject to change prior to the effective date of the merger since St. Regis has reserved an amount of its Common Stock for future issuances pursuant to two employee benefit plans: its 1970 Employee Stock Option Plan and its Management Incentive Compensation Plan, and to satisfy conversion rights of its Cumulative Preferred Stock, \$5.50 Series A, and its 4-7/8% Convertible Subordinate Debentures. The number of shares of St. Regis Cumulative Preferred Stock and Southland common stock will not change prior to the effective date of the merger.

3. No amendments or changes in the Certificate of Incorporation of St. Regis are to be made as a result of the merger.

4. The date when the certificate of incorporation of St. Regis was filed with the Department of State of the State of New York was February 4, 1899.

Southland was organized under the laws of the State of Texas on June 4, 1938 and it is not qualified to do business in the State of New York.

5. The merger was adopted by each constituent corporation as follows:

As to ST. REGIS, by the affirmative vote of at least two-thirds of the issued and outstanding shares entitled to vote thereon.

SOUTHLAND has complied with the applicable provisions of the laws of the State of Texas in which it is incorporated and this merger is permitted by such laws. The manner in which the merger was authorized with respect to said corporation was by the affirmative vote of at least two-thirds of the issued and outstanding shares entitled to vote thereon.

6. The merger shall be effective on the 1st day of December, 1977.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 30th day of NOVEMBER, 1977 and we affirm the statements contained therein as true under penalties of perjury.

ST. REGIS PAPER COMPANY

By: George J. Kneeland
George J. Kneeland
Chairman of the Board of Directors
and Chief Executive Officer

By: Homer Crawford
Homer Crawford
Vice President and Secretary

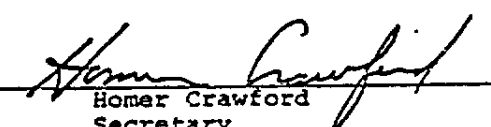
SOUTHLAND PAPER MILLS, INC.

By: Melvin E. Kurth, Jr.
Melvin E. Kurth, Jr.
Chairman of the Board of Directors,
President and Chief Executive Officer

By: D. E. Whitty
D. E. Whitty
Secretary

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

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 had read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.


Homer Crawford
Secretary

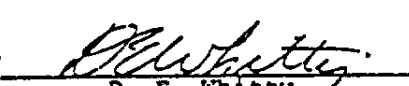
Subscribed and sworn to before me
this 30th day of NOVEMBER, 1977.


Notary Public

JOSEPH E. GORE
Notary Public, State of New York
No. 21-1512620
Qualified in New York County
Commission Expires March 30, 1979

STATE OF TEXAS)
) ss:
COUNTY OF HARRIS)

D. E. Whitty, being duly sworn, deposes and says that he is one of the persons who signed the foregoing Certificate of Merger on behalf of Southland Paper Mills, Inc.; 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.


D. E. Whitty
Secretary

Subscribed and sworn to before me
this 30th day of November, 1977.


Notary Public

VALRIE B. CANSLER
My Commission Expires MAY 21, 1978

NEW YORK, NEW YORK 10017