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Articles of Merger

Filed 3-27-59

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8 pgs.

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ST. REGIS PAPER COMPANY

MERIER

FILED: MARCH 27, 1959

BOOK: 39

PAGE: 188

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 CHESTER PACKAGING PRODUCTS CORP., 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

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CERTIFICATE OF MERGER

CHESTER PACKAGING PRODUCTS CORP.

WITH AND INTO

ST. REGIS PAPER COMPANY

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

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

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

2. This Company owns at the date of this certificate all of the capital stock of Chester Packaging Products Corp., a stock corporation duly organized and existing under the laws of the State of New York, and which is authorized to engage in business similar or incidental to the business in which this Company is authorized to engage.

3. At a meeting of the board of directors of this Company, duly called and held on the 10th day of December, 1956, the following preambles and resolutions were duly adopted:

WHEREAS, this Company is the owner and holder of all of the capital stock of Chester Packaging Products Corp., a stock corporation duly organized and existing under the laws of the State of New York, and which is authorized to engage in business similar or incidental to the business which this Company is authorized to engage in; and

WHEREAS, this Company desires to merge said Chester Packaging Products Corp. with and into this Company pursuant to the provisions of Section 85 of the Stock Corporation Law of New York, as amended.

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RESOLVE, that this corporation merge with
Master Packaging Products Corp. with and into this
company and assume all of the obligations of said
corporation unit.

WHEREAS RESOLVE, that the terms and conditions
of the merger are as follows:

- (a) This Company shall survive the merger and the new
corporation shall be formed by virtue thereof.
- (b) Upon the filing of a proper certificate of merger,
as hereinafter provided, this Company shall succeed to
and become possessed of all the estate, rights, powers,
purposes, privileges, franchises, properties, businesses
and assets of said Master Packaging Products Corp.
subject to all liabilities and obligations and the
rights of creditors of said corporation 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
corporation and shall be liable thereon in the same
manner as if this Company had itself incurred said
liabilities and obligations, and

WHEREAS RESOLVE, that the proper officers of
this Company be and they hereby are authorized, well
powered 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
execution and filing of a proper certificate pursuant
to Section 25 of the Stock Corporation Law of New York,
as amended, in the Department of State of 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 its President and its Secretary and its corporate

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William R. Wilson

President

John Langford

Secretary

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on this 22 day of December 1907
before me personally came William R. Adams and Homer
Crawford, to me known, who being by me duly sworn, did
depose and say and each for himself depose and say
that he, the said William R. Adams, is the President
of St. Heater Paper Company, the corporation herein
in and which executed the foregoing instrument; and
he, the said Homer Crawford, 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.

James H. [Signature]
Notary Public

Notary Public for the State of New York
Commission Expires July 1, 1909

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State of New York
DEPARTMENT OF STATE

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copy with the original Certificate of Merger of

I Certify That I have compared the proceeding

Chester Packaging Products Corp.

with

St. Regis Paper Company,

filed in this department on the 5th day of December, 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 K. Simon

Secretary of State

Valerie Rose

Executive Deputy Secretary of State