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Articles of merger

Filed 3-27-59

(St. Paul Tacoma Lumber Company -
(non-qualified WA corp into above)

6 pgs.

F-7350-kk

ST. REGIS PAPER COMPANY

MERGER

FILED: MARCH 27, 1959

BOOK: 39

PAGE: 184

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 Certificate of Merger of ST. PAUL AND TACOMA LUMBER COMPANY, a Washington 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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ENCLS.

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CERTIFICATE OF MERGER
ST. PAUL AND TACOMA LUMBER COMPANY
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 hereof 15,000 shares, being all of the issued and outstanding shares of the common capital stock (the only outstanding class of stock) of St. Paul and Tacoma Lumber Company (hereinafter called "St. Paul"), a foreign stock corporation duly organized and existing under the laws of the State of Washington, which is engaged in business similar or incidental to that of the Company and is authorized to do business in the State of New York.

3. At the meeting of the Board of Directors of the Company, duly called and held on the 19th day of March, 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 capital stock of St. Paul and Tacoma Lumber Company (hereinafter referred to as "St. Paul"), a corporation of the State of Washington, such common capital stock being the only outstanding class of stock of St. Paul, and

Whereas, St. Paul is authorized to engage in business similar or incidental to the business in which the Company is authorized to engage; and 1165

Whereas, the Company desires to merge St. Paul with and into the Company pursuant to the provisions of Section 85 of the Stock Corporation Law of the State of New York and Title 23, Chapter 40, of the Revised Code of Washington,

Now, Therefore, be it

Resolved, that this Company merge St. Paul with and into the Company and assume all of the obligations of St. Paul, 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 capital stock of St. Paul 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 St. Paul, and no shares of St. Paul shall be converted into shares of the Company.

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(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 St. Paul, subject to all liabilities and obligations and the rights of creditors of St. Paul, without any further act, deed or other conveyance or assignment whatsoever, and the Company shall be deemed to have assumed all of the liabilities and obligations of said St. Paul 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 William R. Adams, its President and Homer Crawford its Secretary and its corporate seal to be hereunto affixed this day of June, 1958.

ST. REGIS PAPER COMPANY

By William R. Adams
President

By Homer Crawford
Secretary

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State of New York }
County of New York } ss.

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

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APPROVED AND FILED

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

St. Paul and Tacoma Lumber Company
(a Washington corporation)
with
St. Regis Paper Company,
(a New York corporation)

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

RECEIVED
MAR 27 9 47 AM '59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Form 83. (Printed by the Department of State)