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Articles of merger

Filed 11-19-70

(McArthur Georgia Company)-293941

12 pgs.



STATE OF FLORIDA
Department of State
THE CAPITOL
TALLAHASSEE 32304

TOM ADAMS
SECRETARY OF STATE

November 20, 1970

The Prentice-Hall Corporation
System, Inc.
521 Fifth Avenue
New York, New York 10017

Attention: John F. Byrne

Gentlemen:

Subject: ST. REGIS PAPER COMPANY

This will acknowledge receipt of the following documents for the above captioned corporation:

- ☒ 1. Check in the amount of \$10.
- ☐ 2. Articles of Incorporation
- ☐ 3. Amendment to Articles of Incorporation
- ☒ 4. Articles of Merger ~~XXXXXXXXXXXX~~ merging McARTHUR GEORGIA COMPANY, a Fla corporation, into above.
- ☐ 5. Certificate of Withdrawal received and filed
- ☐ 6. Limited Partnership

Enclosed please find:

- ☐ 1. Invoice No. _____ in the amount of \$ _____
- ☐ 2. Resident Agent Form (to be completed and returned for filing).
- ☐ 3. Certified copy(s)
- ☐ 4. Certificate Under Seal
- ☐ 5. Photocopy(s)
- ☐ 6. A refund of \$ _____ will be forwarded later
- ☒ 7. Enclosures or details of filing: McARTHUR GEORGIA COMPANY is no longer qualified in Florida.
Filed: November 19, 1970

Sincerely,

TOM ADAMS
Secretary of State

By
Roy L. Allen, Chief
Bureau of Corporation Records

RLA/ld

corp-2
2-25-70

Enclosures

STATE OF FLORIDA)
OFFICE SECRETARY OF STATE)

I, TOM ADAMS, Secretary of State of the State of Florida, do hereby certify that I have on this day filed in this office duly authenticated copy of Agreement of Merger merging McARTHUR GEORGIA COMPANY, a Florida corporation, into ST. REGIS PAPER COMPANY, a New York corporation. Said merger has been perfected under the Laws of the State of New York,

GIVEN UNDER my hand and the Great
Seal of the State of Florida
at Tallahassee, the Capital,
this the 19th day of November,
A. D., 1970.

SECRETARY OF STATE

GOLF PRENSYSTE

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NOV 18 1964 37100 *****5.00

NOV 18 9 37000 ***+10.00

[Handwritten signature]

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 to your
 the co

FILED

4:32 PM '78

FOREIGN SECTION

We thank you for your very kind assistance, in connection with this, and all of our other various corporate matters.

Sincerely,
John F. Byrne, Jr.
Vice-President

all
- tort
- David

including the right to vote all of the shares of the capital stock of McArthur Georgia on the large McArthur

AGREEMENT OF MERGER

of

McARTHUR GEORGIA COMPANY
(A Florida Corporation)

with and into

ST. REGIS PAPER COMPANY
(A New York Corporation)

FILED
Nov 19 4 32 PM '70
ST. REGIS PAPER COMPANY
JACKSONVILLE, FLORIDA

AGREEMENT OF MERGER made and entered into this 28th day of October, 1970, by and between ST. REGIS PAPER COMPANY, a corporation organized and existing under and by virtue of the laws of the State of New York with its principal office therein located at 150 East 42nd Street, in the City and County of New York (hereinafter sometimes referred to as "St. Regis") and McARTHUR GEORGIA COMPANY, a corporation of the State of Florida with its principal office therein located at 705 Florida Title Building, City of Jacksonville, and County of Duval (hereinafter sometimes referred to as "McArthur Georgia").

WITNESSETH, THAT:

WHEREAS, McArthur Georgia was incorporated on June 15, 1965, and has a presently authorized capital stock consisting of five thousand (5,000) shares of common stock, having a par value of one dollar (\$1.00) per share, of which five thousand (5,000) shares are issued and outstanding; and

WHEREAS, St. Regis now owns and holds all of the issued and outstanding shares of the capital stock of McArthur Georgia and as such holder is entitled to exercise all of the rights, privileges and powers of the shareholders of McArthur Georgia, including the right to vote all of the outstanding shares of the capital stock of McArthur Georgia on a proposal to merge McArthur

Georgia with or into another corporation; and

WHEREAS, St. Regis, as a foreign corporation, is duly authorized to transact business in the State of Florida having received a permit therefor on the 26th day of May, 1947, and

WHEREAS, the laws of the State of New York and the laws of the State of Florida permit the merger of McArthur Georgia with and into St. Regis; and

WHEREAS, St. Regis desires to merge McArthur Georgia with and into St. Regis under and pursuant to the provisions of Section 905 and Section 907(c) of the Business Corporation Law of the State of New York and Section 608.21 of the Florida Statutes, 1961;

NOW, THEREFORE, the parties hereto agree as follows:

FIRST: Subject to the terms and conditions hereinafter set forth, McArthur Georgia shall be and is hereby merged with and into St. Regis, and upon the filing of this Agreement, duly signed and acknowledged, in the office of the Secretary of State of the State of Florida, as required by the laws of the State of Florida, the separate existence of McArthur Georgia shall cease.

SECOND: St. Regis is hereby specified as the single existing corporation to survive the merger.

THIRD: The laws of the State of New York shall govern the surviving corporation, St. Regis.

FOURTH: The terms and conditions of the merger and the mode of carrying the merger into effect are as follows:

(A) Concurrently with or prior to the execution, acknowledgement and delivery of this Agreement by St. Regis, St. Regis shall cause to be executed and filed in the Department of State of the State of New York a certificate of merger pursuant to

Section 905 of the Business Corporation Law of the State of New York substantially in the form annexed hereto marked "Exhibit A" and made a part hereof.

(B) Upon the filing of this Agreement by the office of the Secretary of State of the State of Florida, all of the issued and outstanding shares of the capital stock of McArthur Georgia shall be retired and cancelled and no additional shares of the capital stock of St. Regis shall be issued in exchange for the previously issued and outstanding shares of McArthur Georgia and no shares of the capital stock of McArthur Georgia shall be converted into shares of any class of capital stock of St. Regis.

FIFTH: St. Regis hereby certifies that under the laws of the State of New York, which govern St. Regis as the surviving corporation, no other facts are required or can be set forth to effect the merger of McArthur Georgia with and into St. Regis.

IN WITNESS WHEREOF, St. Regis Paper Company has caused this Agreement of Merger to be executed in its behalf by its President and its Secretary and its corporate seal to be hereunto affixed, and McArthur Georgia Company has caused this Agreement of Merger to be executed by not less than a majority

of its directors and its corporate seal to be hereunto affixed,
attested by its Secretary or an Assistant Secretary, the day
and year first hereinabove written.

ST. REGIS PAPER COMPANY

By: William R. Adams
William R. Adams, President

Homer Crawford
Homer Crawford, Secretary

McARTHUR GEORGIA COMPANY

By: William E. Caldwell
William E. Caldwell

Homer Crawford
Homer Crawford

William R. Haselton
William R. Haselton

T. Cecil Davis
T. Cecil Davis

Constituting not less than a
majority of the Board of
Directors of McArthur Georgia
Company.

(SEAL)

ATTEST:

Joseph E. Gore
Joseph E. Gore, Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK

} ss.:

Homer Crawford, being duly sworn, deposes and says that he is one of the persons who signed the foregoing Agreement of Merger on behalf of St. Regis Paper Company, the surviving corporation; that he signed said agreement in the capacity set beneath his signature thereon; that he has read the foregoing agreement and knows the contents thereof; and that the statements contained therein are true to his own knowledge.

Homer Crawford
Homer Crawford
Secretary

Subscribed and sworn to before me
this 28 day of October, 1970.

John J. Burke
Notary Public

JOHN J. BURKE
NOTARY PUBLIC, State of New York
No. 60-55292G1
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires March 30, 1972

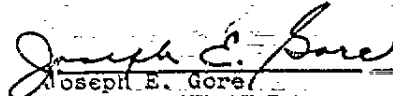
Certificate of the Secretary

of

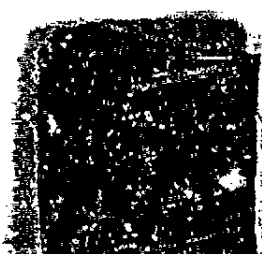
McArthur Georgia Company
(a Florida Corporation)

The undersigned, being the Secretary of McArthur Georgia Company does hereby certify under the seal of said corporation that the foregoing Agreement of Merger was submitted to the stockholders entitled to vote of McArthur Georgia Company at a special meeting thereof for the purpose of acting on the Agreement of Merger; that at said meeting there was represented by proxy the holder of all of the issued and outstanding shares of the capital stock of said McArthur Georgia Company; that at said meeting the votes of all of the said shares were cast by ballot in favor of the approval of the said Agreement of Merger and that said Agreement of Merger was at said meeting duly approved.

Signed on October 28, 1970.


Joseph E. Gore
Secretary

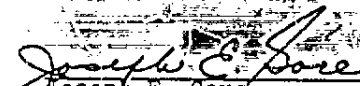
(SEAL)



The foregoing Agreement of Merger of Star Regis Paper Company and of McArthur Georgia Company, as executed upon behalf or by the parties thereto, and as certified by the Secretary of McArthur Georgia Company is hereby signed by the President and by the Secretary of McArthur Georgia Company.

Signed at New York, New York, on October 28, 1970.


William R. Haselton
President

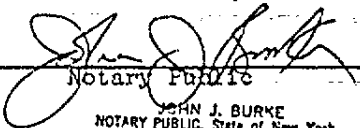

Joseph E. Gore
Secretary

(SEAL)

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

On the 28 day of October, 1970, before me personally came William R. Haselton and Joseph E. Gore, President and Secretary, respectively, of McArthur Georgia Company who well known to me duly signed before me the foregoing Agreement of Merger, as theretofore signed, adopted, and certified, and acknowledged that such signing is their act and deed, and that said Agreement of Merger is the act, deed and agreement of said corporation.

(SEAL)


Notary Public
JOHN J. BURKE
NOTARY PUBLIC, State of New York
No. 60-5529201
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires March 30, 1972