807350

200003330382--5

Articles of Merger
Filed 3-27-59

(Rhinelander Paper Company, non-qualified WI Corp. into above)

9 pgs.

F-7350-gq

ST. REGIS PAPER COMPANY

MERGER

FILED: MARCH 27, 1959
BOOK: 39
PAGE: 190

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

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.

F-7350-99
B-39
P-190

CERTIFICATE OF MERGER

OF

RHINELANDER PAPER COMPANY

WITH AND INTO

ST. REGIS PAPER COMPANY

(Pursuant to Section 85 of the Stock Corporation Law)

The undersigned, St. Regis Paper Company (hereinafter called "St. Regis"), pursuant to Section 85 of the Stock Corporation Law, hereby certifies as follows:

1. St. Regis is a stock corporation duly organized and existing under the laws of the State of New York. 138062

2. St. Regis owns as at the date of this certificate 544,185 shares, being more than 95% of the total of 544,265 shares of the issued and outstanding common stock (the only outstanding class of stock) of Rhinelander Paper Company (hereinafter called "Rhinelander"), a foreign stock corporation duly organized and existing under the laws of the State of Wisconsin and authorized to do business in the State of New York and authorized to engage in business similar or incidental to the business in which St. Regis is authorized to engage.

3. At a meeting of the board of directors of St. Regis, duly called and held on the 19th day of November, 1958, the following preambles and resolutions were duly adopted:

"WHEREAS, this Company is the owner and holder of 544,185 shares, constituting more than ninety-nine and nine-tenths percent (99.9%) of the issued and outstanding shares of common stock (the

138062-1

only outstanding class of stock) of Rhinelander Paper Company, a corporation organized and existing under the laws of the State of Wisconsin and authorized to engage in business similar or incidental to the business in which this Company is authorized to engage; and

WHEREAS, this Company desires to merge said Rhinelander Paper Company with and into this Company, pursuant to the provisions of Section 85 of the Stock Corporation Law of New York,

NOW, THEREFORE, BE IT

RESOLVED, that this Company merge Rhinelander Paper Company with and into this Company and assume all of the obligations of said Rhinelander Paper Company; and

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

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

(b) Upon the filing of a proper certificate of merger, as hereinafter provided, all of the business, properties and assets of Rhinelander of every name and nature and wheresoever situated and all of the estate, rights, privileges and franchises of Rhinelander shall vest in and be held and enjoyed by this Company as fully and entirely and without change or diminution as the same were held and enjoyed by Rhinelander and be managed and controlled by this Company, as the surviving corporation, and in the name of this Company, but subject to all liabilities and obligations of Rhinelander and the rights of all creditors thereof, provided, however, that this Company shall not thereby acquire the power to engage in any business or to exercise any right, privilege or franchise of a kind which it could not lawfully engage in or exercise under the provisions of the Laws of New York by or pursuant to

56.2-2

which this Company is organized, and this Company shall be deemed to have assumed all of the liabilities and obligations of Rhinelander and shall be liable in the same manner as if it had itself incurred such liabilities and obligations;

(c) The issued and outstanding shares of the common stock of Rhinelander, held by others than this Company, shall be converted into shares of the issued and outstanding common stock of this Company, the surviving corporation, at the rate of one full share of such issued and outstanding common stock of this Company for each outstanding share of the common stock of Rhinelander, held by others than this Company, upon the filing of the Articles of Merger and the Certificate of Merger, as provided in the plan. Upon the delivery by each of the respective holders thereof to this Company, at its office, No. 150 East 42nd Street, in the City, County and State of New York, of proper certificates for outstanding shares of Rhinelander common stock duly endorsed in blank or accompanied by a proper instrument of transfer duly executed in blank, and accompanied by requisite documentary stamp taxes payable on the transfer of such shares to this Company and with such other and additional instruments, if any, as this Company may reasonably require, this Company will cause certificates for such issued and outstanding shares of common stock of this Company, registered in the name of the party surrendering certificates for shares of Rhinelander common stock, to be mailed to the party entitled thereto by registered mail, postage prepaid at the address furnished by the party entitled thereto.

(d) No change in the certificate of incorporation of this Company, the surviving corporation, shall be effected by the merger;

(e) As and when the merger has become effective, all certificates for shares of Rhinelander theretofore outstanding shall thereafter be cancelled and destroyed; and

FURTHER RESOLVED, that the proper officers of this Company be and they hereby are authorized, empowered and directed to do all acts and things and to take such proceedings as the said officers, on the advice of counsel to this Company, may deem necessary, desirable or proper to carry out the foregoing resolutions, including, without limiting the generality of the foregoing, the mailing to each holder of record of the common stock of said Rhinelander Paper Company, other than this Company, a copy of the foregoing resolutions with proper written

132062 - 3

notice of the adoption thereof, the execution and filing of a proper certificate pursuant to Section 85 of the Stock Corporation Law of New York, in the Department of State of New York, and to pay all the filing fees, charges, costs and other expenses incidental thereto."

4. St. Regis mailed on or about December [illegible], 19[illegible], a copy of the foregoing resolutions and notice of the adoption thereof to each stockholder of record of said Rhinelander Paper Company, other than St. Regis.

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.

ST. REGIS PAPER COMPANY

By William R. Adams
President

and

By Homer Crawford
Secretary

138062-4

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

On this [illegible]th day of December, 1958, before me personally came William R. Adams and Homer Crawford, to me known, who, having been sworn, did depose and say, and each for himself deposes and says, that he, the said William R. Adams, resides in New Canaan, Connecticut, and is the President of St. Regis Paper Company, the corporation described in and which executed the foregoing instrument; that he, the said Homer Crawford, resides in the City of New York, New York, and 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.

[signature]
Notary Public

JAMES J. SHEEHY
Notary Public, State of New York
No. [illegible]
Qualified in Nassau County
Cert. filed in New York County
Term Expires March 30, 1959

13600-5L

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

On this [illegible] day of December, 1958, before me personally came William R. Adams and Homer Crawford, to me known, who, having been sworn, did depose and say, and each for himself deposes and says, that he, the said William R. Adams, resides in New Canaan, Connecticut, and is the President of St. Regis Paper Company, the corporation described in and which executed the foregoing instrument; that the said Homer Crawford, resides in the City of New York, New York, and is the Secretary of said corporation; [illegible]

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

2889

APPROVED AND FILED

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

Rhinelander Paper Company
(a Wisconsin corporation)
with
St. Regis Paper Company,
(a New York corporation),

RECEIVED
MAR 27 9 48 AM '59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

filed in this department on the 30th day of December 1958, and that such 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

By [signature]

Deputy Secretary of State