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Articles of Merger
Filed 3-1-72

10 pgs.

ST. REGIS PAPER COMPANY

Merge, selling ST. REGIS
PULP AND PAPER CORPORATION
into above

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by bc on March 1, 1972.

RICHARD (DICK) STONE
SECRETARY OF STATE



DEPARTMENT OF STATE

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

RICHARD (DICK) STONE
SECRETARY OF STATE

ROY L. ALLEN, DIRECTOR
DIVISION OF CORPORATIONS

March 2, 1972.

THE PRENTICE-HALL CORPORATION SYSTEM
541 Fifth Avenue
New York, New York 10017

Attention: John F. Bryne, Jr.

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 or Consolidation merging ST. REGIS PAPER AND PAPER CORPORATION into above corporation filed March 1, 1972.
- ☐ 5. Certificate of Withdrawal received and filed
- ☐ 6. Limited Partnership

Enclosure please find:

- ☒ 1. Invoice No. 86184 in the amount of \$ 5
- ☐ 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:

Filed:

March 1, 1972.

Sincerely,

RICHARD (DICK) STONE
Secretary of State

By
Murray McLaughlin, Chief
Bureau of Corporation Records

MM/

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1-5-71

Enclosures

STATE OF FLORIDA)
OFFICE SECRETARY OF STATE)

I, RICHARD (DICK) STONE, 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 ST. REGIS PULP AND PAPER CORPORATION, a Delaware 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 1st day of March,
A. D., 1972.

SECRETARY OF STATE.

(A)

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
521 FIFTH AVENUE, NEW YORK, NEW YORK 10017

TO: John D. Buchanan, Jr., Esq.
FROM: John F. Byrne, Jr., Vice-President NEW YORK OFFICE
DATE: February 17, 1972

RE: Certificate of Merger
of
ST. REGIS PULP AND PAPER CORPORATION
(A Delaware Corporation, qualified as
a Foreign Corporation in your Jurisdiction,
the Non-Survivor)
into
ST. REGIS PAPER COMPANY
(A New York Corporation, the Survivor, which
is qualified as a Foreign Corporation in your
Jurisdiction) -
1. Supplementation of record in your state
of ST. REGIS PAPER COMPANY, the Surviving
New York Corporation; and
2. "AUTOMATIC" extinguishment of record in
your state, in lieu of formal withdrawal,
of Non-Surviving Delaware Corporation,
ST. REGIS PULP AND PAPER CORPORATION.

Dear Sir:

Please file the enclosed with your authorities, thus completing the two (2) procedures noted above, and thereafter provide me with official evidence (separately, if possible) that the two (2) procedures have been completed as of a given legal effective date in your jurisdiction.

We enclose our check in the amount set forth below together with estimated official disbursements.

We thank you for your very kind assistance.

es
Check No. 55
Amount: \$ 10.00

PRIVILEGE TAX	
C. TAX	
FEES	10
C. COPY	
R. COPY	
SEARCH	10
TOTAL	500
REFUND	

Sincerely,

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

FILED
MAR 2 1972
CLERK OF STATE
TALLAHASSEE, FLORIDA

Total 31
OK
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Invoice

284200 *****10.00

State of New York }
Department of State }

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MAR 1 1 52 PM '72
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3528

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.

WITNES my hand and seal of the Department of State on

JAN 27 1972

John P. Lorenzo
Secretary of State

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CERTIFICATE OF MERGER

OF

ST. REGIS PULP AND PAPER CORPORATION

INTO

ST. REGIS PAPER COMPANY

Under Section 905 of the Business Corporation Law

The undersigned, William E. Caldwell and Homer Crawford, being, respectively, the President and the Secretary of St. Regis Paper Company, a domestic corporation duly organized and existing under and by virtue of the laws of the State of New York, said St. Regis Paper Company owning all of the said and outstanding shares of the capital stock of St. Regis Pulp and Paper Corporation, a foreign corporation duly organized and existing under and by virtue of the laws of the State of Delaware, do hereby certify and set forth as follows:

FIRST: The name of each constituent corporation is as follows:

ST. REGIS PAPER COMPANY
ST. REGIS PULP AND PAPER CORPORATION

SECOND: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on the 4th day of February, 1899, is St. Regis Paper Company.

THIRD: The designation and number of outstanding shares of each class of St. Regis Pulp and Paper Corporation, the subsidiary corporation, all of which are owned by St. Regis Paper Company, the surviving corporation, is as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Designation Of
Outstanding Shares

Number Of
Outstanding Shares

Preferred Stock, no par value

857,143

Common Stock, \$100 par value

566,300

FOURTH: (A) St. Regis Pulp and Paper Corporation was organized under the laws of the State of Delaware on December 26, 1952.

(B) The Application for Authority in the State of New York of St. Regis Pulp and Paper Corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on February 18, 1953.

FIFTH: The laws of the State of Delaware, the jurisdiction of incorporation of the subsidiary corporation named herein, permit a merger of the kind certified herein.

SIXTH: (A) The merger of St. Regis Pulp and Paper Corporation into St. Regis Paper Company, in accordance with Section 905 and Section 907(c) of the Business Corporation Law of the State of New York, was authorized by the Board of Directors of St. Regis Paper Company at a meeting held on the 22nd day of September, 1971, at which a quorum was present and acted throughout.

(B) The merger of the subsidiary corporation named herein into the surviving corporation has been authorized under the laws of the jurisdiction of incorporation of the said subsidiary corporation.

SEVEN: The effective date of the merger herein certified, insofar as the provisions of the New York Business

Corporation Law govern such effective date, shall be the 2nd day of October, 1971.

IN WITNESS WHEREOF, St. Regis Paper Company has caused this Certificate of Merger to be signed in its behalf by its President and its Secretary and its corporate seal to be hereunto affixed this 29th day of September, 1971.

ST. REGIS PAPER COMPANY

By:

William E. Caldwell
William E. Caldwell
President

By:

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

Homer Crawford
Homer Crawford, Secretary of
St. Regis Paper Company

Subscribed and sworn to before me
this 29th day of September, 1971.

Joseph E. Gore
JOSEPH E. GORE
Notary Public State of New York
No. 31-1513820
Qualified in New York County
Commission Expires March 30, 1973

CERTIFICATE OF MERGER

①

ST. REGIS PULP AND PAPER
CORPORATION

into

②

ST. REGIS PAPER COMPANY

Under Section 905 of the
Business Corporation Law

Joseph E. Gore, Esq.
Attorney-at-Law
150 East 42nd Street
New York, New York 10017

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED 52301971
TAX 1. 2. 3.
FILING DATE 3. 4.

John P. Emery

Secretary of State

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