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Articles of Merger

Filed 12-24-75

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15 pgs.

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

TO: Edgar M. Moore, Esq. - Florida
FROM: G. Dawson
DATE: December 18, 1975
RE: ALLIED TIMBER COMPANY, INC.
(a Florida corporation)
merging into
ST. REGIS PAPER COMPANY
(a New York company)

DEC 24-75 #2 73600 ****10.0'

Please file the enclosed Agreement of Merger and have
the extra copy certified.

GD/nr
Enc.

DEC 24-75 #2 73500 ****15.0'

*Return to
Gene*

C. TAX	
FILING	24.00
R. AGENT	
C. COPY	20.00
TOTAL	44.00
N. BANK	
BALANCE DUE	
REFUND	
PRINTING	



Bruce A. Smathers
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

Telephone Number
904/488-3140

JUL 14, 1975

Charter Number:

Subject: *THE FLORIDA RURAL COMPANY*

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

1. Check in the amount of \$ 100.00
2. Articles of Incorporation
3. Amendment to Articles of Incorporation
4. Articles of Merger or Consolidation, *including ALLIED TRUCK*
5. Certificate of Withdrawal received and filed *12-24-75*
6. Limited Partnership
7. Trademark Application

ENCLOSED:

1. Certified Copies of
2. Certificate of Incorporation
3. Photocopies of
4. Other

cc'd to: *1. To*

Sincerely,

Nettie F. Sims

Nettie F. Sims, Chief
Bureau of Corporation Records

NFS/

Enclosures:

AGREEMENT OF MERGER

OF

ALLIED TIMBER COMPANY, INC.
(A Florida Corporation)

with and into

ST. REGIS PAPER COMPANY
(A New York Corporation)

AGREEMENT OF MERGER made and entered into this 17th day of December, 1975, 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 ALLIED TIMBER COMPANY, INC., a corporation of the State of Florida with its principal office therein located in the City of Jacksonville, and County of Duval (hereinafter sometimes referred to as "Allied Timber").

WITNESSETH, THAT:

WHEREAS, Allied Timber was incorporated on September 21, 1965, and has a presently authorized capital stock consisting of twenty thousand (20,000) shares of common stock, having a par value of One Dollar (\$1.00) per share, of which ten thousand seven hundred and sixty (10,760) shares are issued and outstanding; and

WHEREAS, St. Regis now owns and holds all the issued and outstanding shares of Allied Timber and as such holder is entitled to exercise all the rights, privileges and powers of the

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shareholders of Allied Timber, including the right to vote all of the outstanding shares of the capital stock of Allied Timber on a proposal to merge Allied Timber with and 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 Allied Timber with and into St. Regis; and

WHEREAS, St. Regis desires to merge Allied Timber with and into St. Regis under and pursuant to 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 herein-after set forth, Allied Timber shall be and is hereby merged with and into St. Regis, and upon the effective date as stated in Paragraph SIXTH of this Agreement, duly signed and acknowledged and filed 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 Allied Timber 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, acknowledgment 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 effective date of this Agreement as filed 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 Allied Timber 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 Allied Timber and no shares of the capital stock of Allied Timber 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 Allied Timber with and into St. Regis.

SIXTH: The effective date of the merger herein

certified shall be the 1st day of January, 1976.

IN WITNESS WHEREOF, St. Regis Paper Company has caused this Agreement of Merger to be executed in its behalf by its President and its Vice President and Secretary and its corporate seal to be hereunto affixed, and Allied Timber Company, Inc. 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, the day and year first hereinabove written.

ST. REGIS PAPER COMPANY

By: W. R. Haselton
W. R. Haselton
President

By: Homer Crawford
Homer Crawford
Vice President and Secretary

ALLIED TIMBER COMPANY, INC.

By: W. R. Haselton
W. R. Haselton

By: Edward J. McMahon
Edward J. McMahon

Constituting not less than
a majority of the Board of
Directors of Allied Timber
Company, Inc.

(SEAL)

ATTEST:

Gerard F. Joyce
Gerard F. Joyce, Secretary of
Allied Timber Company, Inc.

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

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 forth 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
Vice President and Secretary

Subscribed and sworn to before me
this 17th day of December, 1975.

Joseph E. Bore
Notary Public

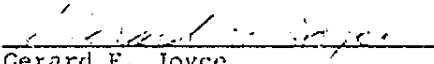
CERTIFICATE OF THE SECRETARY

OF

ALLIED TIMBER COMPANY, INC.
(A Florida Corporation)

The undersigned, being the Secretary of ALLIED TIMBER COMPANY, INC., does hereby certify under the seal of said corporation that the foregoing Agreement of Merger was submitted to the sole stockholder entitled to vote of ALLIED TIMBER COMPANY, INC. at a special meeting thereof for the purpose of acting on the Agreement of Merger; that said sole stockholder waived, in a writing signed by it, notice of the time, place, and purpose of said meeting; and that at said meeting, the Agreement of Merger was adopted by the said holder of all of the shares of the corporation.

Signed on December 17, 1975.


Gerard F. Joyce
Secretary

(SEAL)

The foregoing Agreement of Merger of ST. REGIS PAPER COMPANY and of ALLIED TIMBER COMPANY, INC., as executed upon behalf or by the parties thereto, and as certified by the Secretary of ALLIED TIMBER COMPANY, INC. is hereby signed by the Vice President and by the Secretary of ALLIED TIMBER COMPANY, INC.

Signed at New York, New York, on December 17, 1975.

Edward J. McMahon
Vice President

Gerard F. Joyce

Gerard F. Joyce
Secretary

(SEAL)

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

On the 17th day of December, 1975, before me came Edward J. McMahon and Gerard F. Joyce, Vice President and Secretary, respectively, of Allied Timber Company, Inc. 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)

Joseph C. Gore
Notary Public

CERTIFICATE OF
THE VICE PRESIDENT AND SECRETARY
OF

ST. REGIS PAPER COMPANY
(A New York Corporation)

The undersigned, being the Vice President and Secretary of ST. REGIS PAPER COMPANY, does hereby certify under the seal of said corporation that the foregoing Agreement of Merger was duly approved by the Board of Directors only of said corporation without the vote of any of its stockholders for the reason that (a) no amendment to the certificate of incorporation will be effected under the provisions of said Agreement of Merger; (b) that no authorized unissued or treasury shares of stock of said corporation will be issued for the issued shares of capital stock of the corporation named as the terminating corporation in said Agreement of Merger; and (c) that the certificate of incorporation of said corporation contains no provisions requiring its stockholders to approve the merger of a wholly owned subsidiary corporation of said corporation into said corporation.

Signed on December 17, 1975.

Homer Crawford
Vice President and Secretary

(SEAL)

EXHIBIT A

CERTIFICATE OF MERGER
OF
ALLIED TIMBER COMPANY, INC.
INTO

ST. REGIS PAPER COMPANY

Under Section 905 of the Business Corporation Law

The undersigned, W. R. Haselton and Homer Crawford, being, respectively, the President and the Vice President and 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 issued and outstanding shares of the capital stock of Allied Timber Company, Inc., a foreign corporation existing under and by virtue of the laws of the State of Florida, do hereby certify and set forth:

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

ST. REGIS PAPER COMPANY
ALLIED TIMBER COMPANY, INC.

SECOND: The name of the surviving corporation, the certificate 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 Allied Timber Company, Inc., all of which are owned by St. Regis Paper Company, the surviving corporation, are as follows:

11-10-27

	Number of
Outstanding Shares	Outstanding Shares
Allied Timber Company, Inc.	10,760

FOURTH: (A) Allied Timber Company, Inc. was organized under the laws of the State of Florida on September 21, 1965.

(B) No application for authority in the State of New York of said Allied Timber Company, Inc. to transact business as a foreign corporation therein was filed in the Department of State of the State of New York.

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

SIXTH: (A) The merger of Allied Timber Company, Inc. into St. Regis Paper Company, in accordance with Sections 905 and 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 17th day of December, 1975, 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.

SEVENTH: 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 1st day of June, 1976.

IN WITNESS WHEREOF, St. Regis Paper Company has caused this Certificate of Merger to be signed in its behalf by its President and its Vice President and Secretary, and its corporate seal to be hereunto affixed this 17th day of December, 1975.

ST. REGIS PAPER COMPANY

By: W. R. Haselton
W. R. Haselton
President

By: Homer Crawford
Homer Crawford
Vice President and 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 the corporation named therein as 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
Vice President and Secretary

Subscribed and sworn to before me
this 17th day of December, 1975.

Joseph E. Jones
Notary Public