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Articles of merger

Filed 7-22-57

(St. Regis Container Corporation, non-qualified
Ohio corp. into above)

7 pgs.

7-7150-nh

Target of -

ST. JOSEPH CONTAINER CORPORATION

into

ST. JOSEPH PAPER COMPANY

FILED: JULY 22, 1937

BOOK: 34

PAGE: 506

CERTIFICATE OF MEMOR
of
ST. REGIS CONTAINER CORPORATION
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 of this Certificate all of the issued and outstanding Common Stock, constituting the only class of capital stock outstanding, of St. Regis Container Corporation, a foreign stock corporation duly organized and existing under the laws of the State of Ohio, authorized to do

business in the State of New York and authorized to engage in business similar or incidental to that of the Company.

3. At a meeting of the Board of Directors of the Company duly called and held on the 13th day of May, 1957, the following preambles and resolutions were duly adopted:

WHEREAS this Company is the owner and holder of all of the issued and outstanding common shares of St. Regis Container Corporation, an Ohio corporation, the only outstanding class of stock of such corporation, a corporation authorized to engage in business similar or incidental to the business in which this Company is authorized to engage; and

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WHEREAS this Company desires to merge said St. Regis Container Corporation with and into the 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 said St. Regis Container Corporation with and into the Company and assume all of the respective obligations of said St. Regis Container Corporation; 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 issued and outstanding shares of said St. Regis Container Corporation 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 the said St. Regis Container Corporation, so that no shares of such corporation shall be converted into shares of this Company;

(c) Upon the filing of a proper Certificate of Merger as aforesaid, this Company shall be and become the owner of and possessed of all of the assets, business and properties, as well as the rights, privileges, immunities, powers, franchises and authority of said St. Regis Container Corporation, subject to all of the debts, liabilities, obligations and duties of said St. Regis Container Corporation then validly due and owing or thereafter to become lawfully due and owing by said St. Regis Container Corporation, and to be paid, performed or discharged by this Company, and all of such assets, business, properties, rights, privileges, immunities, powers, franchises and authority of said St. Regis Container Corporation theretofore owned or held by it shall be transferred, conveyed, assigned, distributed to and received by this Company without the necessity of any further acts, deeds, bills of sale or other instruments of transfer, conveyance, or assignment whatsoever;

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 on the advice of counsel to this Company the said officers may deem necessary, desirable or proper to carry out the foregoing resolution, including, 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 its President and its Secretary and its corporate seal to be hereunto affixed this 29th day of May, 1957.

ST. REGIS PAPER COMPANY

By

William R. ...
President

By

Home ...
Secretary

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STATE OF NEW YORK)

COUNTY OF NEW YORK)

ss.:

On this 29th day of May, 1957, before me personally came William R. Adams and Homer Crawford, to me known, who being by me duly sworn, did depose and say and each for himself deposes and says that he, the said William R. Adams, is the President of St. Regis Paper Company, the corporation described in and which executed the foregoing instrument; that he, the said Homer Crawford, 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 affixes

State of New York
DEPARTMENT OF STATE

8304

copy with the original Certificate of Merger of

St. Regis Container Corporation
(an Ohio corporation)

with

St. Regis Paper Company
(a New York corporation)

filed in this department on the

1st day of

July, 1957

copy is a correct transcript therefrom and of the whole of such original.

In witness my hand and the official seal of the Department of State at the City of Albany, this fifteenth day of July, one thousand nine hundred fifty-seven.

Carmine S. Delapio
Secretary of State

By *Samuel London*
Deputy Secretary of State

STATE OF NEW YORK)
COUNTY OF NEW YORK)

On this 27th day of May, 1957, before me personally came William R. Adams and Homer Crawford, ~~known to me~~ who being by me duly sworn, did depose and say and each for himself depose and says that he, the said William R. Adams, is the President of St. Regis Paper Company, the corporation described in and which executed the foregoing instrument; that he, the said Homer Crawford, 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.

Notary Public

JAMES J. GREENE
Notary Public, State of New York
No. 25,342,030
Qualified in Albany County
Certificate filed in New York County
Term Expires March 30, 1960

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