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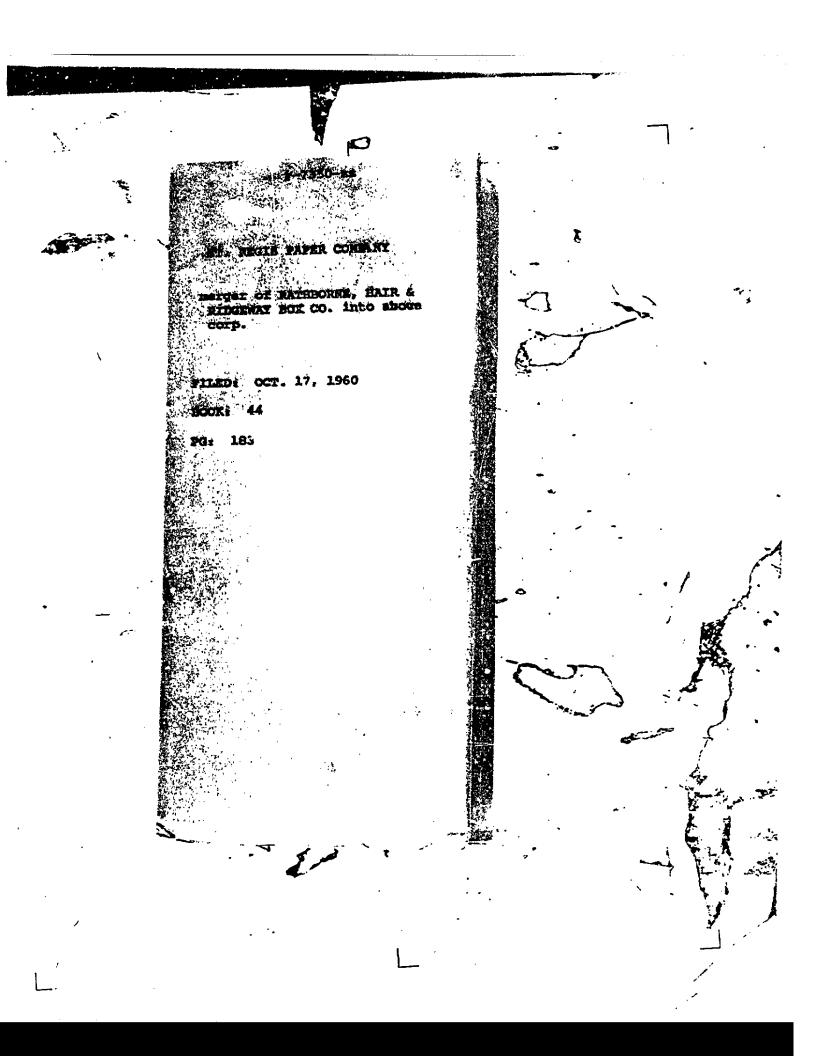
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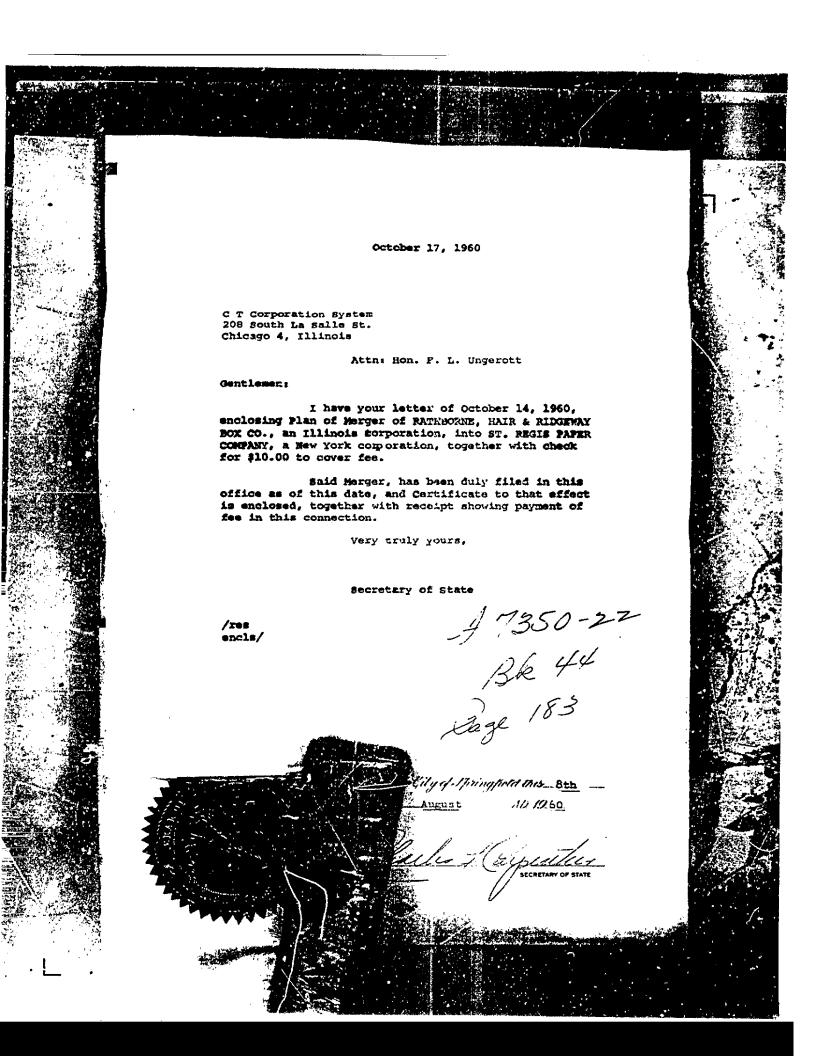
Articles of Merger

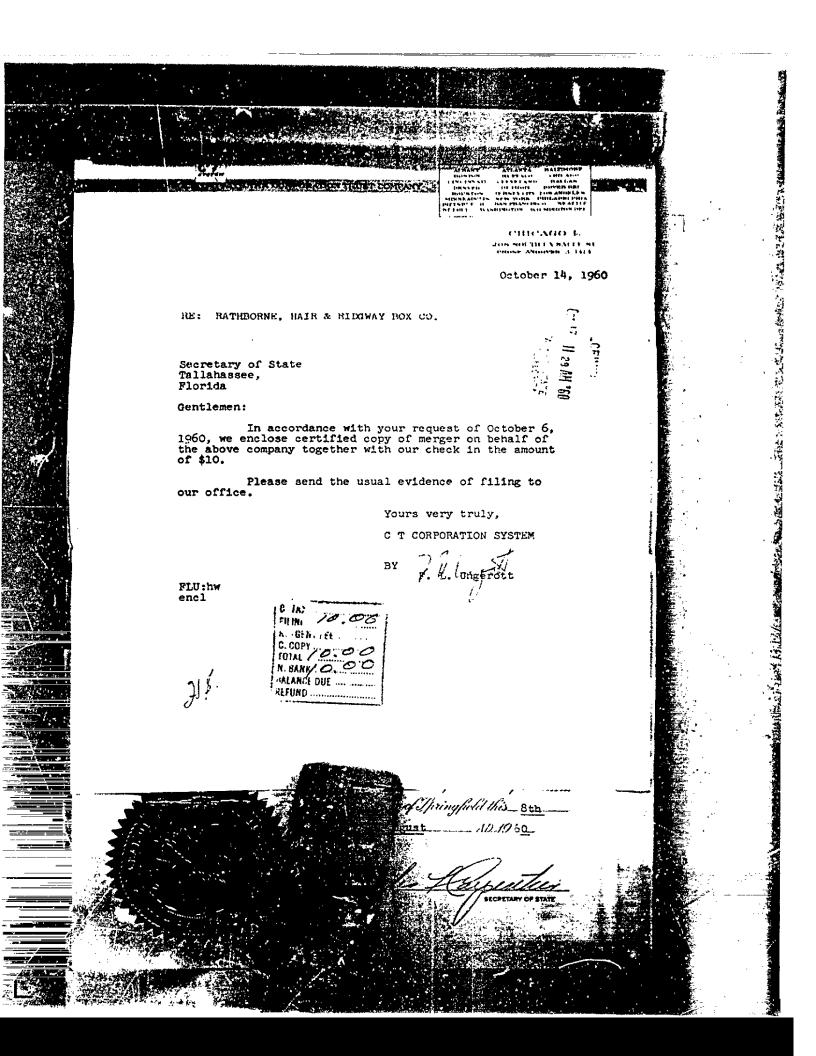
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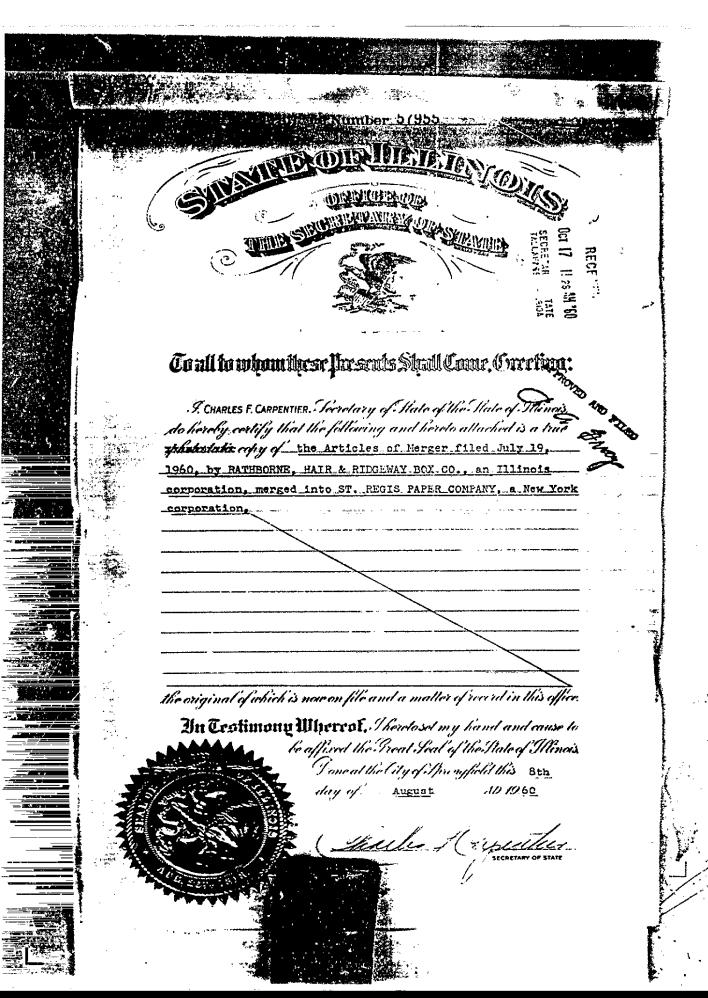
(Rathborne, Hair & Ridgeway Box Co., IL (808103)

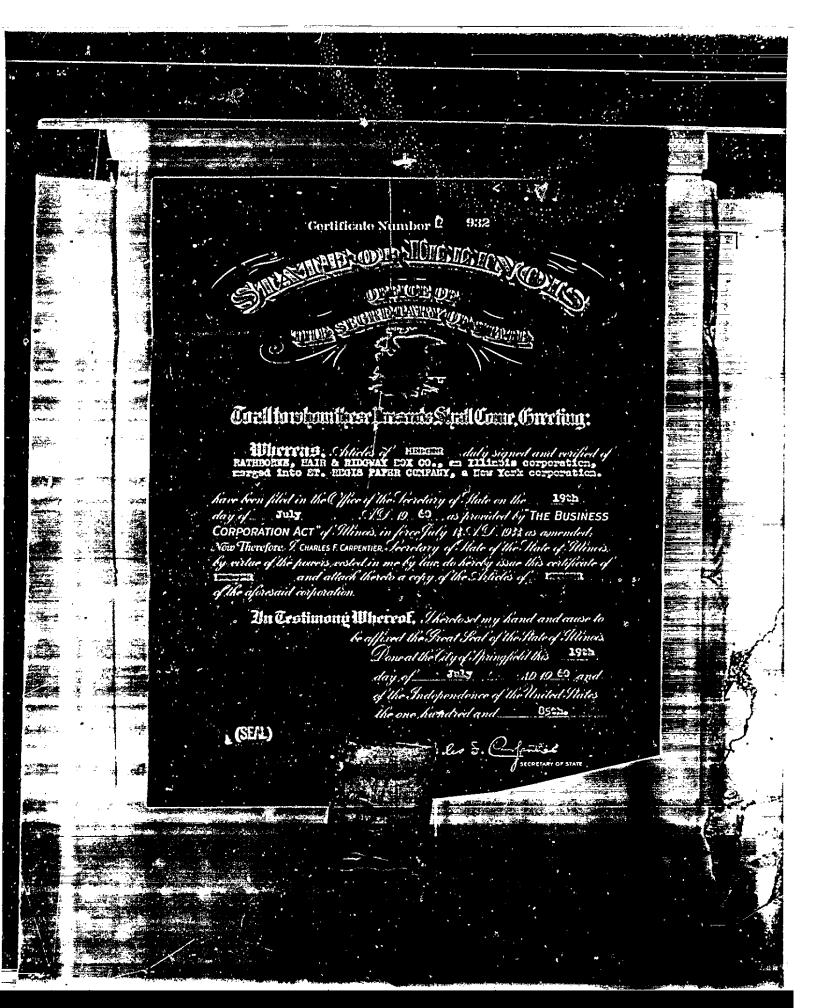
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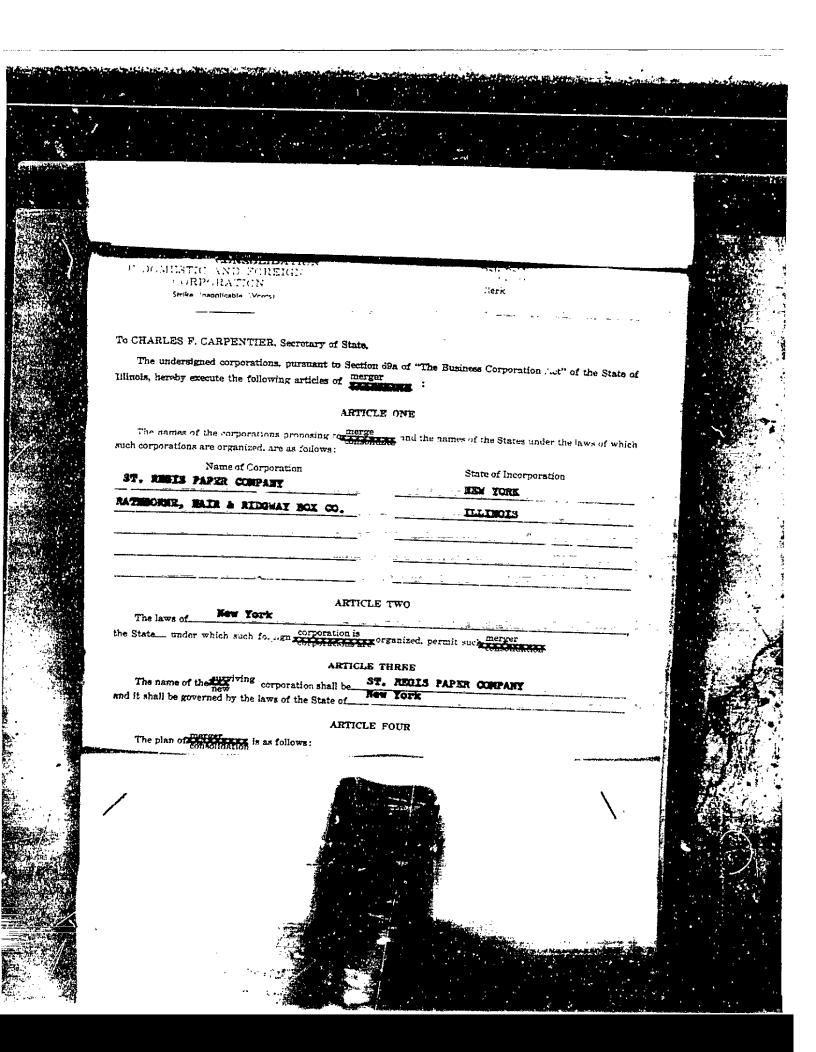


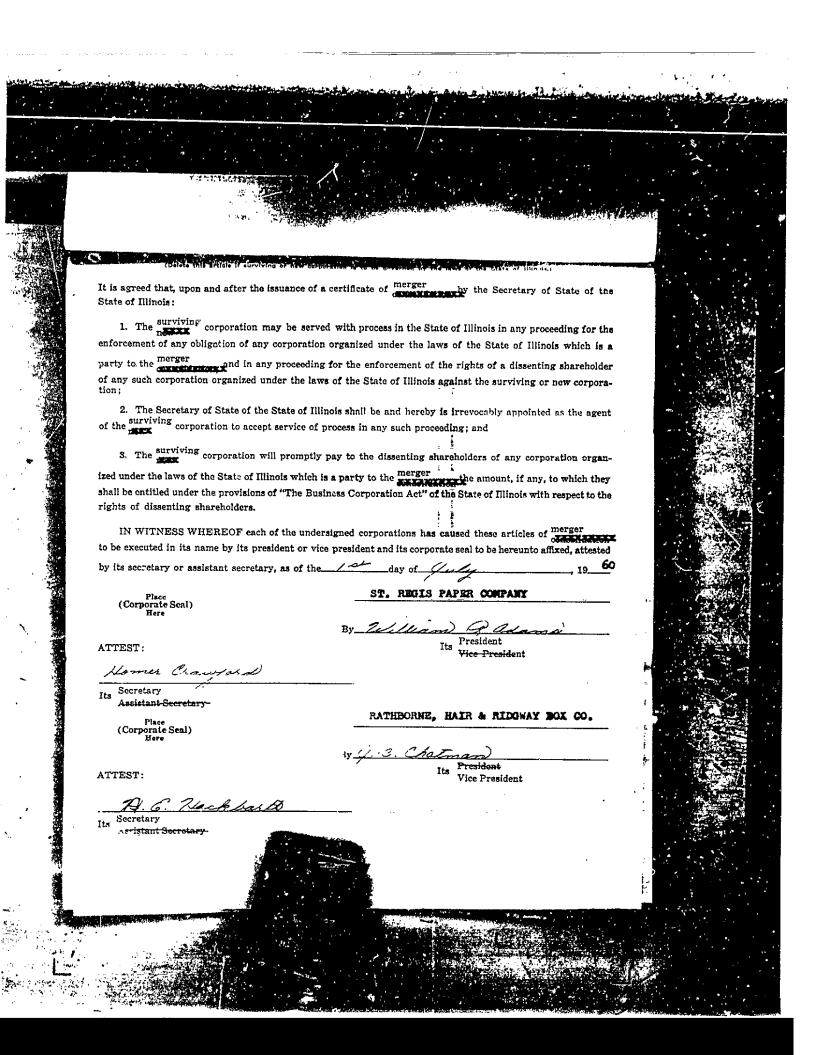












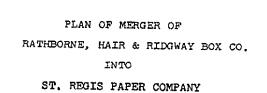


Name of Corporation	Total Number of Shares Out- standing	standing, the number titled to vote as a class, Total Number of Shares Entitled to Vote	Designation of Class Entitled	Number of Shares of
ST, REGIS PAPER COMPANY	10.059.499	Common Stock		Such Class (if any)
		= = = -		
RATEBORNE, HAIR &	48,500	48,500		
RIDGWAY BOX CO.				
		_		
As to each corporation, the num of shares of any class entitled to vot	. h e	ICLE SIX ted for and against	the plan, respectively,	and the number
As to each corporation, the num of shares of any class entitled to vot Name of Corporation	nber of shares vo e as a class voted Total Shares 7 Voted for V	ted for and against for and against the lotal Shares oted Against	Class Shares Voted for	Shares
As to each corporation, the num of shares of any class entitled to vot. Name of Corporation ST. REGIS PAPER COMPANY the stockholders of the where the parent ones 9	ber of shares voted Total Shares Voted for V - Under the parent comp	ted for and against for and against the Cotal Shares of the Sany to author of the Sany to author for sore of the	class Shares Voted for itate of New Yor itae a merger is voting stock of	Shares Voted Against
As to each corporation, the num of shares of any class entitled to vot. Name of Corporation ST. REGIS PAPER COMPANY the stockholders of the	ber of shares voted Total Shares Voted for V - Under the parent comp	ted for and against for and against the Cotal Shares of the Sany to author of the Sany to author for sore of the	class Shares Voted for itate of New Yor itae a merger is voting stock of	Shares Voted Against

(Delete this article if surviving or new corporation is to be governed by the laws of the State of Illinois.)

It is agreed that, upon and after the issuance of a certificate of merger the Secretary of State of the

STATE OF MEW YORK COUNTY OF A.D. 19 60, personally appeared before me Alliams & Asla who declares that he is the __ President of ST. RESIS PAPER COMPANIES of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger in the capacity therein set forth and declared that the statements therein contained are true. IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written. James G. Skacky Notary Public (Notarial Seal) Here STATE OF ILLINOIS COUNTY OF C C O K a Notary Public, do hereby certify that on the A.D. 19 50, personally appeared before me . C. Chatman, RATHEORNE, HAIR & HIDGWAY BOX CO. ent of the corporations executing who declares that he is the the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger in the capacity therein set forth and declared that the statements therein contained are true. IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written. Viginia Vallic Notery Public Place (Notarial Seal) DUIS PAPER COMPANY MERGER KONSOLIHATION (File in Duplicate) Filing Fee \$20.00 AITTICLES OF



I. The Names of the Corporations Proposing to Merge

The name of the corporation proposing to merge is mathborne, Hair & Ridgway Box Co., a corporation organized and existing under and by virtue of the laws of the State of Illinois, having its principal office and place of business in Chicago, Illinois (hereinafter sometimes called "Rathborne"), and the name of the corporation into which Rathborne proposes to merge is St. Regis Paper Company, a corporation organized and existing under and by virtue of the laws of the State of New York, having its principal office and place of business at 150 East 42nd Street, New York 17, New York (hereinafter sometimes called "St. Regis"), which is herein designated as the surviving corporation.

II. Qualification to do Business in the States of New York and Illinois

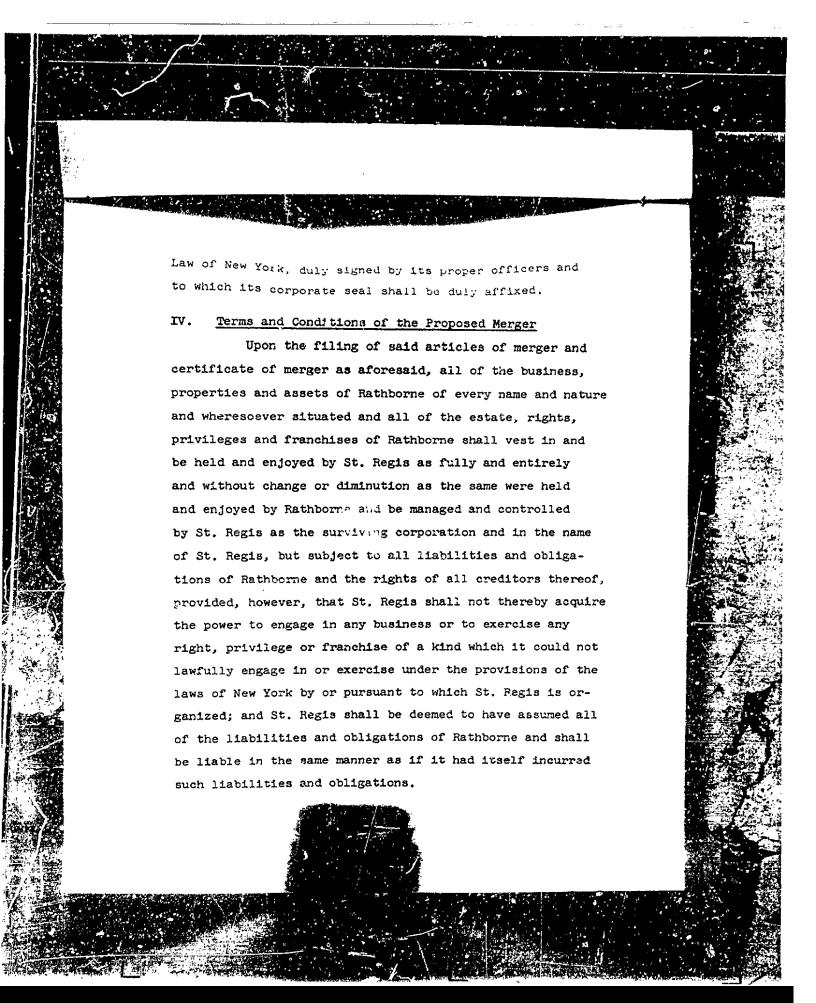
St. Regis is duly qualified to transact business as a foreign corporation in the State of Illinois and is or will be qualified to transact business as a foreign corporation in all other states in which Rathborne is doing business or owns property.

Rathborne will present to the Secretary of the State of New York a statement and decignation, pursuant to Section 210 of the General Corporation Law of New York, executed by the proper officers of Rathborne, to which there shall be annexed a certificate of the Secretary of the Stat: of Illinois to the effect that Rathborne is an existing cor. poration in such state, being the state of its incorporation, in order that Rathborne may be duly authorized to do business in New York and authorized to engage in business similar or incidental to the business in which St. Regis is authorized to engage.

III. Proceedings to Effect the Merger

In the event that this plan shall be consented to in writing by St. Regis, the holder of all of the capital stock of Rathborne, pursuant to Section 147 of the Business Corporation Act of Illinois, articles of merger shall thereafter be executed by the proper officers of Rathborne and St. Regis and sealed with the respective corporate seals of Rathborne and St. Regis, and thereafter shall be file! in the office of the Secretary of the State of Illinois.

In addition, pursuant to resolutions duly adopted by its Board of Directors, St. Regis shall cause to be filed in the Department of State of New York a certifica;e of merger pursuant to Section 85 of the Stock Corporation



V. Cancellation of Outstanding Shares of Rathlorne

The shares of capital stock of Rathborne presently outstanding, all of which are cuned by St. Regis, shall be cancelled.

The aggregate amount of the net assets of the merging corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by St. Regis.

VI. Other Provisions

No change in the certificate of incorporation or the by-laws of St. Regis, the surviving corporation, shall be effected by the merger.

Notwithstanding the approval of this plan by the Board of Directors of Rathborne and of St. Regis and by the written consent of the shareholders of Rathborne, as herein provided, at any time prior to the filling of the articles of merger or of the certificate of merger, as herein provided, this plan and the merger of Rathborne into St. Regis may be abandoned, which right is hereby expressly reserved to Rathborne and St. Regis.

DATED: June 14, 1960.