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Articles of Merger
Filed 10-17-60
(Rathborne, Hair & Ridgeway Box Co., IL (808103)

14 pgs.

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ST. REGIS PAPER COMPANY

merger of RATHBORNE, HAIR &
RIDGEWAY BOX CO. into above
corp.

FILED: OCT. 17, 1960

BOOK: 44

PG: 183

October 17, 1960

C T Corporation System
208 South La Salle St.
Chicago 4, Illinois

Attn: Hon. F. L. Ungerott

Gentlemen:

I have your letter of October 14, 1960, enclosing Plan of Merger of RATHBORNE, HAIR & RIDGEWAY BOX CO., an Illinois corporation, into ST. REGIS PAPER COMPANY, a New York corporation, together with check for $10.00 to cover fee.

Said Merger, has been duly filed in this office as of this date, and Certificate to that effect is enclosed, together with receipt showing payment of fee in this connection.

Very truly yours,

Secretary of State

/res
encls/

4 7350-22
Bk 44
Page 183

City of Springfield this 8th
August AD 1960

SECRETARY OF STATE

THE CORPORATION TRUST COMPANY

October 14, 1960

RE: RATHBORNE, HAIR & RIDGWAY BOX CO.

11 29 AM '60

Secretary of State
Tallahassee,
Florida

Gentlemen:

In accordance with your request of October 6, 1960, we enclose certified copy of merger on behalf of the above company together with our check in the amount of $10.

Please send the usual evidence of filing to our office.

Yours very truly,

C T CORPORATION SYSTEM

BY F. L. Ungerott

FLU:hw
encl

C. INC.	
FILING	10.00
A. GEN. FEE	
C. COPY	
TOTAL	10.00
N. BANK	10.00
BALANCE DUE	
REFUND	

JH

of Springfield this 8th
ust A.D. 1960

SECRETARY OF STATE

File Number 57955

STATE OF ILLINOIS

OFFICE OF

THE SECRETARY OF STATE

RECEIVED
OCT 17 11 28 AM '60
SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

APPROVED AND FILED

I, CHARLES F. CARPENTIER, Secretary of State of the State of Illinois, do hereby certify that the following and hereto attached is a true ~~photostatic~~ copy of the Articles of Merger filed July 19, 1960, by RATHBORNE, HAIR & RIDGEWAY BOX CO., an Illinois corporation, merged into ST. REGIS PAPER COMPANY, a New York corporation.

the original of which is now on file and a matter of record in this office.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois

Done at the City of Springfield this 8th day of August AD 1960

Charles F. Carpentier

SECRETARY OF STATE

Certificate Number 12932

State of Illinois

Office of the Secretary of State

To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of MERGER duly signed and verified of RATHBORNE, HAIR & RIDGWAY BOX CO., an Illinois corporation, merged into ST. REGIS PAPER COMPANY, a New York corporation.

have been filed in the Office of the Secretary of State on the 19th day of July A.D. 19 60 as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13 A.D. 1933 as amended; Now Therefore, I, CHARLES F. CARPENTIER, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of [illegible] and attach thereto a copy of the Articles of [illegible] of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield this 19th day of July AD 19 60 and of the Independence of the United States the one hundred and 85th.

(SEAL)

Chas. F. Carpentier
SECRETARY OF STATE

CONSOLIDATION
OF DOMESTIC AND FOREIGN
CORPORATION
Strike Inapplicable Words

Clerk

To CHARLES F. CARPENTIER, Secretary of State,

The undersigned corporations, pursuant to Section 69a of "The Business Corporation Act" of the State of Illinois, hereby execute the following articles of merger ~~consolidation~~ :

ARTICLE ONE

The names of the corporations proposing to merge ~~consolidate~~ and the names of the States under the laws of which such corporations are organized, are as follows:

Name of Corporation	State of Incorporation
ST. REGIS PAPER COMPANY	NEW YORK
RATHBORNE, HAIR & RIDGWAY BOX CO.	ILLINOIS

ARTICLE TWO

The laws of New York

the State under which such foreign corporation is ~~corporations are~~ organized, permit such merger ~~consolidation~~

ARTICLE THREE

The name of the surviving ~~new~~ corporation shall be ST. REGIS PAPER COMPANY
and it shall be governed by the laws of the State of New York

ARTICLE FOUR

The plan of merger ~~consolidation~~ is as follows:

(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 by the Secretary of State of the State of Illinois:

1. The surviving corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving or new corporation;

2. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; and

3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act" of the State of Illinois with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of merger to be executed in its name by its president or vice president and its corporate seal to be hereunto affixed, attested by its secretary or assistant secretary, as of the 1st day of July, 1960

Place (Corporate Seal) Here

ST. REGIS PAPER COMPANY

By William R. Adams

Its President ~~Vice President~~

ATTEST:

Homer Crawford

Its Secretary ~~Assistant Secretary~~

Place (Corporate Seal) Here

RATHBORNE, HAIR & RIDGWAY BOX CO.

By J. S. Chatman

Its ~~President~~ Vice President

ATTEST:

H. C. Hackbarth

Its Secretary ~~Assistant Secretary~~

ARTICLE FIVE

As to each corporation, the number of shares outstanding, the number of shares entitled to vote, and the number and designation of the shares of any class entitled to vote as a class, are:

Name of Corporation	Total Number of Shares Outstanding	Total Number of Shares Entitled to Vote	Designation of Class Entitled to Vote as a Class (if any)	Number of Shares of Such Class (if any)
ST. REGIS PAPER COMPANY	10,059,495	Common Stock		
	92,020	First Preferred Stock		
RATHBORNE, HAIR & RIDGWAY BOX CO.	48,500	48,500	-	-

ARTICLE SIX

As to each corporation, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan, are:

Name of Corporation	Total Shares Voted for	Total Shares Voted Against	Class	Shares Voted for	Shares Voted Against
ST. REGIS PAPER COMPANY - Under the laws of the State of New York, no vote of the stockholders of the parent company to authorize a merger is required where the parent owns 95 per cent or more of the voting stock of the subsidiary. St. Regis owns all of the capital stock of Rathborne. Therefore, action of the Board of Directors only is required.					
RATHBORNE, HAIR & RIDGWAY BOX CO.	48,500	NONE	-	-	-

ARTICLE SEVEN

All provisions of the laws of the State of Illinois and the State of New York applicable to the proposed merger have been complied with.

(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 by the Secretary of State of the

STATE OF NEW YORK
COUNTY OF } ss.

I, James J. Sheehy, a Notary Public, do hereby certify that on the 14th day of June, A.D. 1960, personally appeared before me William R. Adams who declares that he is the _____ President of ST. REGIS PAPER COMPANY one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger ~~XXXXXXXX~~ 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.

Place
(Notarial Seal)
Here

James J. Sheehy
Notary Public

STATE OF ILLINOIS
COUNTY OF C O O K } ss.

I, Virginia Ladd, a Notary Public, do hereby certify that on the 1st day of July, A.D. 1960, personally appeared before me J. O. Chatman, who declares that he is the _____ President of RATHBORNE, HAIR & RIDGWAY BOX CO., one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger consolidation 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.

Place
(Notarial Seal)
Here

Virginia Ladd
Notary Public

Form F-D

File _____

ARTICLES OF

MERGER
~~CONSOLIDATION~~

OF

...EGIS PAPER COMPANY and

...ORNE, HAIR & RIDGWAY BOX

(File in Duplicate)
Filing Fee $20.00

(15030—5M—10-56)

PLAN OF MERGER OF

RATHBORNE, HAIR & RIDGWAY BOX CO.

INTO

ST. REGIS PAPER COMPANY

I. The Names of the Corporations Proposing to Merge

The name of the corporation proposing to merge is Rathborne, 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 designation, 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 State of Illinois to the effect that Rathborne is an existing corporation 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 filed 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 certificate of merger pursuant to Section 85 of the Stock Corporation

Law of New York, duly signed by its proper officers and to which its corporate seal shall be duly affixed.

IV. Terms and Conditions of the Proposed Merger

Upon the filing of said articles of merger and certificate of merger as aforesaid, all of the business, properties and assets of Rathborne of every name and nature and wheresoever situated and all of the estate, rights, privileges and franchises of Rathborne shall vest in and be held and enjoyed by St. Regis as fully and entirely and without change or diminution as the same were held and enjoyed by Rathborne and be managed and controlled by St. Regis as the surviving corporation and in the name of St. Regis, but subject to all liabilities and obligations of Rathborne and the rights of all creditors thereof, provided, however, that St. Regis 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 which St. Regis is organized; and St. Regis shall be deemed to have assumed all of the liabilities and obligations of Rathborne and shall be liable in the same manner as if it had itself incurred such liabilities and obligations.

V. Cancellation of Outstanding Shares of Rathborne

The shares of capital stock of Rathborne presently outstanding, all of which are owned 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 filing 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.