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Articles of Merger

Filed 8-8-66

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Southern Plywood Corporation (252540)

11 pgs.

F-7350-ggg

ST. REGIS PAPER COMPANY

Merger of SOUTHERN PLYWOOD
CORPORATION, a Fla. corp.
into above corp.

5-26-1947

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FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA.
by res...on... 8-8-66.....

TOM ADAMS
SECRETARY OF STATE

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STATE OF FLORIDA)
: SS
OFFICE SECRETARY OF STATE)

I, TOM ADAMS, Secretary of State of the State of
Florida, do hereby certify that I have on this day filed
in this office duly executed copy of the Agreement for
CO B-52540
the Merger of SOUTHERN PLYWOOD CORPORATION, a Florida
corporation, into ST. REGIS PAPER COMPANY, a New York
CO F-7350
corporation.

(SEAL)

GIVEN UNDER my hand and the Great
Seal of the State of Florida,
at Tallahassee, the Capital,
this the Eighth day of August,
A. D., 1966.

SECRETARY OF STATE

ME 10-66

05800

AGREEMENT FOR THE MERGER
OF
SOUTHERN PLYWOOD CORPORATION
WITH AND INTO
ST. REGIS PAPER COMPANY

RECORDED
JUL 13 - 3 PM 5:27
CLERK OF STATE
FLORIDA

THIS AGREEMENT made and entered into this thirteenth day of July, 1966, by and between

ST. REGIS PAPER COMPANY (hereinafter sometimes called "St. Regis"), a corporation organized and existing under and by virtue of the laws of the State of New York and having its principal office and place of business at Number 150 East 42nd Street in the Borough of Manhattan, City, County and State of New York, party of the first part, and

SOUTHERN PLYWOOD CORPORATION (hereinafter sometimes called "Southern"), a corporation of the State of Florida and having its principal office and place of business at Cantonment, County of Escambia, State of Florida, party of the second part,

WITNESSETH, THAT

WHEREAS, St. Regis now owns and holds all of the issued shares of the capital stock of Southern and as such holder is entitled to exercise all of the rights, privileges and powers of the stockholders of Southern, including the right to vote all of the outstanding shares of the capital stock of Southern on a proposal to merge Southern with or into another corporation; and

WHEREAS, St. Regis, as a foreign corporation, is duly authorized to transact business in the State of Florida; and

WHEREAS, Southern is authorized to engage in business which is similar and incidental to the business in which St. Regis is authorized to engage; and

WHEREAS, the laws of the State of New York and the laws of the State of Florida permit the merger of Southern with and into St. Regis; and

WHEREAS, St. Regis desires to merge Southern with and into St. Regis under and pursuant to the provisions of Section 905 of the Business Corporation Law of New York and Section 608.21 of the General Corporation Law of Florida,

NOW, THEREFORE, in consideration of the premises and of good and valuable considerations by each of the parties to the other in hand paid, the receipt whereof is hereby acknowledged, the parties hereto have agreed and do hereby agree as follows:

FIRST: Subject to the terms and conditions herein-after set forth, Southern shall be and is hereby merged with and into St. Regis, and upon the filing of this agreement, duly signed and acknowledged, in the office of the Secretary of State of the State of Florida, as required by the laws of Florida, the separate existence of Southern 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, acknowledgement 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 New York.

(B) All of the issued and outstanding shares of the capital stock of Southern shall be and hereby are 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 Southern, so that the shares of the capital stock of Southern shall not be converted into shares of St. Regis.

(C) The properties, as well as the rights, privileges, powers and franchises of Southern, which shall pass to and become owned, held and possessed by St. Regis, subject to all of the liabilities, obligations and duties of Southern, upon the merger of Southern with and into St. Regis as the possessor of all of the combined voting power of all of the shares of the capital stock of Southern outstanding and entitled to vote, shall be and hereby are distributed to and received by St. Regis in complete liquidation of Southern and in complete cancellation of all of the outstanding shares of the capital stock of Southern.

(D) All of the costs, charges, fees and expenses of or incidental to the merger shall be paid by St. Regis.

FIFTH: The articles of incorporation, by-laws and capitalization of the surviving corporation shall be those of St. Regis with no amendment until the same shall be altered, amended or repealed as therein and by law respectively provided.

IN WITNESS WHEREOF, St. Regis Paper Company has caused this agreement of merger to be executed by its President or Vice President thereunto duly authorized and its corporate seal to be hereunto affixed, attested by its Secretary or an Assistant Secretary, and Southern Plywood Corporation has caused this agreement to be executed by not less than a majority of its Directors and its corporate seal to be hereunto affixed, attested by its Secretary or an Assistant Secretary, the day and year first hereinabove written.

ST. REGIS PAPER COMPANY

By William R. Adams
William R. Adams
President

Attest:

Clyde H. Haynes
Clyde H. Haynes
Assistant Secretary

SOUTHERN PLYWOOD CORPORATION

By James M. Dunn
J. G. Davis
J. G. Davis
William R. Adams

Attest:

Homer Crawford
Homer Crawford
Secretary

Constituting not less than a majority of the Board of Directors of Southern Plywood Corporation.

I, Clyde H. Haynes, Assistant Secretary of St. Regis Paper Company, a corporation of the State of New York, do hereby certify as such Assistant Secretary and under the corporate seal of said Company that, pursuant to Section 905 of the Business Corporation Law of the State of New York, the merger of Southern Plywood Corporation into St. Regis Paper Company was duly and sufficiently authorized on behalf of said St. Regis Paper Company, and that execution by St. Regis Paper Company of an Agreement of Merger, pursuant to Section 608.01 of the General Corporation Law of the State of Florida, to which said Agreement of Merger this Certificate is attached, was duly and sufficiently authorized on behalf of said St. Regis Paper Company at a meeting of its Board of Directors held Thursday, April 28, 1966, without the necessity for any action on the part of the stockholders of said Company.

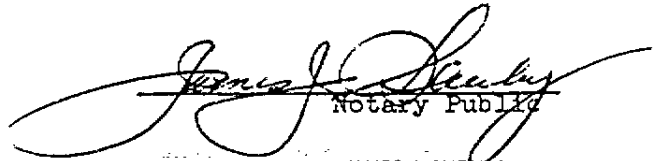
IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said St. Regis Paper Company this thirteenth day of July, 1966.

Clyde H. Haynes
Clyde H. Haynes
Assistant Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK

SS.:

On this thirteenth day of July, 1966, before me personally came William R. Adams and Clyde H. Haynes, 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 resides in New Canaan, Connecticut, and is the President of St. Regis Paper Company, the corporation described in and which executed the foregoing instrument; that he, the said Clyde H. Haynes resides in Pelham Manor, New York, and is the Assistant Secretary of said corporation; that he, the said William R. Adams and he, the said Clyde H. Haynes, 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.

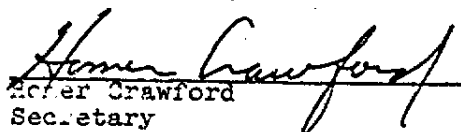


JAMES J. SHEEHY
Notary Public, State of New York
No. 30-3626550
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1967

I, Homer Crawford, Secretary of Southern Plywood Corporation, do hereby certify, under seal of said corporation, as follows:

That a meeting of the stockholders of record of said Southern Plywood Corporation was duly held on July 13, 1966, to consider and vote for the adoption or rejection of the annexed agreement of merger, pursuant to notice of the time, place and objects of said meeting duly given in accordance with the provisions of Section 603.21 of the General Corporation Law of Florida; that at said meeting there were represented by proxy the holders of all of the outstanding shares of the capital stock of said Southern Plywood Corporation; that at said meeting the votes of all of the said shares were cast by ballot in favor of the approval of the said agreement of merger and that said agreement of merger was at said meeting duly approved.

WITNESS MY HAND and the seal of Southern Plywood Corporation this thirteenth day of July, 1966.


Homer Crawford
Secretary
Southern Plywood Corporation

The above and foregoing agreement of merger, duly signed by not less than a majority of the Directors of Southern Plywood Corporation over the corporate seal of such corporation, having been duly submitted and considered by the stockholders of such corporation at a special meeting duly called and held in accordance with the laws of the State of Florida, and having been approved by the votes cast by ballot by the holders of all of the outstanding capital stock, and such fact having been duly certified on said agreement of merger by the Secretary of said corporation over the corporate seal of said corporation, the Vice President and Secretary of said corporation do now sign the said agreement of merger over the seal of said corporation by authority of the Board of Directors and stockholders thereof, as the representative act, deed and agreement of said corporation on this the thirteenth day of July, 1966.

SOUTHERN PLYWOOD CORPORATION

By J. E. Cowles
J. E. Cowles
Vice President

Attest:

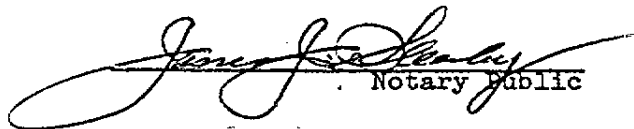
Homer Crawford
Homer Crawford
Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK

} SS.:

This day personally appeared before me J. E. Cowles and Homer Crawford, Vice President and Secretary, respectively, of Southern Plywood Corporation, well known to me to be the individuals described in and who executed the foregoing agreement of merger and they did acknowledge, under oath, that the foregoing agreement of merger is the act, deed and agreement of Southern Plywood Corporation, a corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this thirteenth day of July, 1966.


Notary Public

JAMES J. SHEEHY
Notary Public, State of New York
No. 30-3626550
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1967