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Articles of Merger
Filed 3-27-59

(The Gummed Products Company, non-qualified OH,
into above)

8pgs.

F-7350-mm

ST. REGIS PAPER COMPANY

MERGER

FILED: MARCH 27, 1959

BOOK: 39

PAGE: 186

March 27, 1959

The Prentice-Hall Corporation System, Inc
90 Broad Street
New York 4, NEW YORK

Attention Mr. John F. Byrne, Jr

Dear Sir:

I am in receipt of your letter of the 25th instant, enclosing certified copy of Certificate of Merger of THE GUMMED PRODUCTS COMPANY, an Ohio corporation, into ST. REGIS PAPER COMPANY, a New York corporation, with check for \$10.00 to cover the filing fee.

The above Merger has been duly filed as of this date, and Certificate to that effect is enclosed, together with receipt showing payment of the filing fee.

Yours very truly,

Secretary of State

/LA
ENCLS.

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1000
N. BANK
SEAL

CERTIFICATE OF MERGER
of
THE GUMMED PRODUCTS COMPANY
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 The Gummed Products Company, 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. 124716

3. At a meeting of the Board of Directors of the Company duly called and held on the 15th 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 shares of the common stock (the only outstanding class of stock) of The Gummed Products Company, an Ohio corporation; and

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WHEREAS, The Gummed Products Company is authorized to engage in a business which is similar or incidental to the business in which this Company is authorized to engage; and

WHEREAS, this Company desires to merge with The Gummed Products Company with and into this 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 The Gummed Products Company with and into this Company and assume all of the respective obligations of said The Gummed Products Company; 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 The Gummed Products Company shall be retired, extinguished and cancelled and no additional shares of any class of stock of this Company shall be issued in exchange for or substitution of the previously issued and outstanding shares of the said The Gummed Products Company, so that no shares of said 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, powers and franchises of said The Gummed Products Company, subject to all of the liabilities, obligations and duties of said corporation then validly due and owing or thereafter to become lawfully due and owing by said The Gummed Products Company, and to be paid, performed or discharged by this Company, and all of such assets, business, properties, rights, privileges, powers and franchises of the said The Gummed Products Company theretofore owned or held

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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

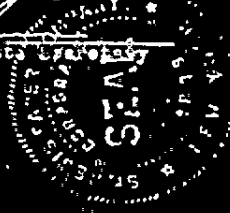
FURTHER RESOLVED, that the proper officers of this Company be and they hereby are authorized, empowered and directed to do all acts and things and to take such proceedings as, on the advice of counsel to this Company, may be necessary, desirable or proper to carry out the foregoing resolution, including, 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, 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 Asst. Secretary and its corporate seal to be hereunto affixed this 25th day of September, 1953.

ST. REGIS PAPER COMPANY

By [Signature]
President

By [Signature]
Asst. Secretary



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

On this 25th day of September, 1958, before me personally came WILLIAM R. ADAMS and OSCAR R. JOHNSON, 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 Oscar R. Johnson, is the Asst. Secretary of said corporation; that he, the said William R. Adams, and he, the said Oscar R. Johnson, 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. Greany
Notary Public

JAMES J. GREANY
Notary Public, State of New York
No. 120, 121, 122, 123, 124, 125
Qualified in New York County
Certificate filed in New York County
Term Expires March 30, 1960

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 26th day of September, 1958, before me personally came WILLIAM R. ADAMS and OSCAR R. JONES, 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 Oscar R. Jones,

State of New York
DEPARTMENT OF STATE

APPROVED

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copy with the original Certificate of Merger of

The Gummed Products Company
(an Ohio corporation)
with
St. Regis Paper Company,
(a New York corporation),

filed in this department on the 30th day of September, 1958
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this sixteenth day
of March, one thousand nine hundred
fifty-nine.

Caroline K. Linton
Secretary of State

By

Executive Deputy Secretary of State

RECEIVED
MAR 27 9 47 AM '59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA