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Articles of Merger
Filed 6-27-49
(non-qualified Maryland Corp. into above)

7 pgs.

F-7350-3

ST. REGIS PAPER COMPANY

Merging TAGGART CORPORATION,
a Maryland Corporation

RECORDED IN BOOK 70

PAGE 447

DATE June 27, 1949

Filed in Office Secretary of State of the State of Florida, this 27th day of June A.D. 1949

R. A. GRAY
Secretary of State

By HT

ALGONQUIN 4-9200

90 Broad Street • New York 4, N.Y.

June 24, 1949

Evans Hinson
J. W. S. Butler
George G. Crawford
Allen W. Clapp
Brown, Bay & Stephens
H. M. Robinson
Sanford L. Fogg
Sargent H. Wellman
Byron L. Ballard
Wayne C. Gilbert
Russell T. Keyes
Richard V. Willcox
McNees, Wallace & Nurick
Harry Henke, Jr.

RECE...
1949 JUN 2...
SECR...

Dear Sir:

Re: St. Regis Paper Company — Merger

Enclosed you will find a certified copy of the certificate merging Taggart Corporation, a Maryland corporation, into St. Regis Paper Company, a New York corporation duly qualified to transact business in your state.

Will you be good enough to file the certified copy of the Certificate of Merger referred to above with the Secretary of State, advance the filing fees for our account, and send us the usual receipts and other evidence of filing.

Your early cooperation will be gratefully appreciated.

Very truly yours,

John F. Byrne, Jr.

JFB:dh
Enc.

P. S. Our check for $2.00 to cover estimated fees is enclosed.

C. TAX	
FILING	2 00
... FEE	
C. COPY	
TOTAL	2 00
IN BANK	2 00
BALANCE DUE	
REFUND	

6/23/58
7 ...
...

230 ...
77 ...
609-10

7530
79

CERTIFICATE OF MERGER

of

TAGGART CORPORATION

into

ST. REGIS PAPER COMPANY

Pursuant to Section 85 of the Stock Corporation Law of New York, as amended.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 16 1949
TAX $ none
FILING FEE $ 25 —
Thomas J. Curran
Secretary of State
... Keenan

Filed in the Department of State of the State of New York

.... 1949.

... Street
New York N.Y. 7535-79-1

CERTIFICATE OF MERGER
OF
TAGGART CORPORATION
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, as amended, 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 as at the date of this certificate 777,320 out of a total of 816,633 of the issued and outstanding shares of the common stock, being the only outstanding class of stock, of Taggart Corporation, a foreign stock corporation duly organized and existing under the laws of the State of Maryland, authorized to do business in the State of New York and engaged in business similar or incidental to that of the Company. The Company therefore owns more than ninety-five per centum (95%) of the said outstanding shares of the common stock of said Taggart Corporation.

3. At a meeting of the board of directors of the Company, duly called and held on the 18th day of May, 1949, the following preambles and resolutions were duly adopted:

> WHEREAS, the Company is the owner and holder of more than ninety-five per centum (95%) of the issued and outstanding shares of the common stock, being the only outstanding class of stock, of Taggart Corporation, a corporation organized and existing under the laws of the State of Maryland, authorized to do business in the State of New York and authorized to engage in business similar or incidental to the business which this Company is authorized to engage in; and 79
>
> WHEREAS, the Company desires to merge said Taggart Corporation with and into the Company pursuant to the provisions of Section 85 of the Stock Corporation Law of New York, as amended,
>
> NOW, THEREFORE, BE IT
>
> RESOLVED, that the Company merge said Taggart Corporation with and into the Company and assume all of the obligations of said Taggart Corporation; and
>
> FURTHER RESOLVED, that the terms and conditions of the merger are as follows:
>
> (a) The Company shall pay to each holder of record of the outstanding shares of the common stock of said Taggart Corporation, not owned by the Company, the sum of eleven dollars ($11) in cash for each full share of said common stock upon surrender to the Company at its office, Number 230 Park Avenue, New York, New York, of proper certificates for such common stock

registered in the name of such holder and duly endorsed in blank or accompanied by a proper stock power executed in blank (with such additional documents, if any, as may be necessary to effect a valid surrender of the shares represented by such certificates).

Holders of shares of the common stock of Taggart Corporation may receive payment of the said sum upon surrender of certificates as aforesaid, at any time after mailing to such stockholders a copy of this resolution with notice of the adoption thereof.

(b) The Company shall survive the merger and no new corporation shall be formed by virtue thereof.

(c) Upon the filing of a proper certificate of merger, as hereinafter provided, the Company shall succeed to and become possessed of all the estate, rights, powers, purposes, privileges, franchises (except the right of Taggart Corporation to be a corporation), properties, business and assets of said Taggart Corporation, subject to all liabilities and obligations and the rights of creditors of said Taggart Corporation, without any further act, deed, or other conveyance or assignment whatsoever, and this Company shall be deemed to have assumed all the liabilities and obligations of said Taggart Corporation and shall be liable thereon in the same manner as if this Company had itself incurred such liabilities and obligations, 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 take such proceedings as, on the advice of counsel to the Company, may be necessary, desirable or proper to carry out the foregoing resolutions, including, without limiting the generality of the foregoing, the mailing to each holder of record of the common stock of said Taggart Corporation, other than the Company, a copy of the foregoing resolutions with proper written notice of the adoption thereof, the execution and filing of a proper certificate pursuant to Section 85 of the Stock Corporation Law of New York, as amended, in the Department of State of the State of New York, and to pay all filing fees, charges, costs and other expenses incidental thereto.

4. The Company mailed on or about May 24, 1949 a copy of the foregoing resolution and notice of the adoption thereof to each stockholder of record of said Taggart Corporation, other than the Company.

IN WITNESS WHEREOF, St. Regis Paper Company has caused this certificate to be executed in its name and to be signed by Edward R. Gay, its vice president, and William H. Versfelt, its treasurer and its corporate seal to be hereunto affixed this 25th day of May, 1949.

ST. REGIS PAPER COMPANY

By [signature]
Vice President

and

By [signature]
Treasurer

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

On this 27th day of May, 1949 before me personally came Edward R. Gay and William H. Versfelt, to me known, who, being by me duly sworn, did depose and say and each for himself deposes and says that he, the said Edward R. Gay resides in the City of New York, New York, and is a vice president of St. Regis Paper Company, the corporation described in and which executed the foregoing instrument; that he, the said William H. Versfelt resides in Garden City, New York, and is the treasurer of said corporation; that he, the said Edward R. Gay, and he, the said William H. Versfelt both knew 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

State of New York }
DEPARTMENT OF STATE } ss.:

6928

I CERTIFY That I have compared the preceding copy with the original Certificate of Merger of

Taggart Corporation
(a Maryland Corporation)
with
St. Regis Paper Company,
(a New York Corporation)

filed in this department on the 10th day of June, 1949, and that such 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 fifteenth day of June, one thousand nine hundred and forty-nine.

[signature]