

Document Number Only

F00000004958

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

600003380756--5
-09/01/00--01079-025
*****70.00 *****70.00

CORPORATION(S) NAME

Morgan

Eastern Seaboard Packaging FLA, Inc.

merging into:

Eastern Seaboard Packaging, Inc.

- ☐ Profit ☐ Amendment ☒ Merge
☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
☐ Limited Liability Company
☐ Foreign ☐ Other
☐ Limited Partnership ☐ Annual Report ☐ Change of R.A.
☐ Reinstatement ☐ Reservation ☐ Fictitious Name
☐ Limited Liability Partnership ☐ Photo Copies ☐ CUS
☐ Certified Copy ☐ Call When Ready ☐ Call if Problem ☐ After 4:30
☒ Walk In ☐ Will Wait ☒ Pick Up
☐ Mail Out

Name	9/500
Availability	9/11
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Verifier	
Acknowledgment	
W.P. Verifier	

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS
CONNIE BRYAN

File 2nd

ARTICLES OF MERGER
Merger Sheet

MERGING:

EASTERN SEABOARD PACKAGING FLA, INC., a Fla corp. P94000073551

into

EASTERN SEABOARD PACKAGING, INC., a North Carolina entity
F00000004958

File date: September 1, 2000

Corporate Specialist: Annette Ramsey

State of Florida

**ARTICLES OF MERGER
(Profit Corporations)**

FILED
00 SEP -1 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

1. The name and jurisdiction of the surviving corporation is Eastern Seaboard Packaging, Inc., a corporation organized under the laws of North Carolina.
2. The name and jurisdiction of the merging corporation is Eastern Seaboard Packaging FLA, Inc., a corporation organized under the laws of Florida.
3. The Plan of Merger is attached.
4. The merger shall become effective at 12:01 a.m., September 1, 2000.
5. Adoption of Merger by surviving corporation:
 - a. X The Plan of Merger was adopted by the shareholders of the surviving corporation on August 24, 2000.
 - b. The Plan of Merger was adopted by the board of directors of the surviving corporation on and shareholder approval was not required.
6. Adoption of Merger by merging corporation:
 - a. X The Plan of Merger was adopted by the shareholders of the merging corporation on August 24, 2000.
 - b. The Plan of Merger was adopted by the board of directors of the merging corporation on and shareholder approval was not required.
7. Signatures of each corporation

EASTERN SEABOARD PACKAGING, INC.

By: Nikki C. Holcomb
Nikki C. Holcomb, Executive Vice President

EASTERN SEABOARD PACKAGING FLA, INC.

By: Nikki C. Holcomb
Nikki C. Holcomb, Executive Vice President

**PLAN OF MERGER
EASTERN SEABOARD PACKAGING, INC.**

A. Corporations Participating in Merger. The names of the corporations which will merge are Eastern Seaboard Packaging FLA, Inc., a Florida corporation (referred to as the "Merging Corporation"), and the name of the corporation into which the Merging Corporation will merge is Eastern Seaboard Packaging, Inc., a North Carolina corporation (the "Surviving Corporation"). The Merging Corporation and Surviving Corporation are hereinafter referred to collectively as the "Constituent Corporations."

B. Name of Surviving Corporation. After the merger, the Surviving Corporation will have the name Eastern Seaboard Packaging, Inc.

C. Merger.

1. The merger of the Merging Corporation into the Surviving Corporation shall be effective pursuant to the terms and conditions of this Plan at 12:01 a.m., September 1, 2000 (the "Effective Time").

2. At the Effective Time and subject to and upon the terms and conditions of this Plan of Merger, the applicable provisions of the North Carolina Business Corporation Act and any other agreement between the Constituent Corporations:

(i) The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the corporate existence of the Surviving Corporation shall continue as a North Carolina corporation established under the laws of the state of North Carolina; and

(ii) All liabilities and assets of every nature of the Merging Corporation shall become those of the Surviving Corporation by operation of law.

(iii) The Merger of the Merging Corporation into the Surviving Corporation shall be a change in the place of organization of the Merging Corporation which will qualify as a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code.

3. Until the Effective Time of the merger, each Constituent Corporation shall continue to conduct its business without material change and shall not make any distribution or other disposition of assets, capital or surplus, except in the ordinary course of business or with the consent of the other Constituent Corporation.

4. From and after the Effective Time, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of the Constituent Corporations; and all property real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging

to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of each of the Constituent Corporations; and any claim existing or action or proceeding, civil or criminal, pending by or against any of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place; and any judgment entered against any of the Constituent Corporations may be enforced against the Surviving Corporation. Neither the rights of creditors or any liens upon the property of any of the Constituent Corporations shall be impaired by reason of the Merger. The Merger of the Merging Corporation into the Surviving Corporation shall be a change in the place of organization of the Merging Corporation which will qualify as a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code.

D. Conversion and Exchange of Shares. At the Effective Time, the outstanding shares of the Constituent Corporations will be converted and exchanged as follows:

1. Constituent Corporations. Each outstanding share of each of the Constituent Corporations will be cancelled of record and no longer be issued and outstanding as of the Effective Time. Such shares will be exchanged for shares of the Surviving Corporation, to be issued as follows:

<u>Shareholder</u>	<u>Number of Shares</u>
Nikki C. Holcomb	7,600
Jeffrey P. Trelegan	700
Charles Capen	700
Robert T. O'Hara	700
Daniel J. Garvey	300

2. Surrender of Share Certificates. Each holder of a certificate representing shares to be converted or exchanged in the merger will surrender such certificate and after the Effective Time will be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation to which he is entitled under this Plan. Until so surrendered, each outstanding certificate that prior to the Effective Time represented shares of a Constituent Corporation will be deemed for all purposes to evidence ownership of the consideration to be issued for such shares under this Plan.

E. Directors. The Board of Directors of the Surviving Corporation as of the Effective Time shall consist of the following seven (7) persons, all of whom were selected by the shareholders of the Merging Corporations and the shareholders of the Surviving Corporation. Such persons shall serve as directors of the Surviving Corporation from the Effective Time until their respective successors are duly elected and appointed and qualified in the manner provided in the Restated Bylaws or as otherwise provided by law:

John M. Holcomb
Nikki C. Holcomb
Jeffrey P. Trelegan
Charles Capen
Daniel J. Garvey
Robert T. O'Hara
Paul Glasheen

F. Officers. As of the Effective Time, the following persons shall serve as the officers of the Surviving Corporation and each will hold the office set forth opposite his or her name from the Effective Time until his or her respective successor is duly appointed in the manner provided in the Restated Bylaws or as otherwise provided by law:

<u>Office</u>	<u>Officer</u>
President	Robert T. O'Hara
Executive Vice President	Nikki C. Holcomb
Secretary	Nikki C. Holcomb
Treasurer	Nikki C. Holcomb
Assistant Secretary	John M. Holcomb, Daniel J. Garvey
Assistant Treasurer	Paul Glasheen

G. Abandonment. After approval of this Plan by the shareholders of the Merging Corporations and the Surviving Corporation, and at any time prior to the merger's becoming effective, the Board of Directors of the Surviving Corporation may, in their discretion, abandon the merger.