

H67305

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000151305 3)))



H100001513053ABQC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

RE-SUBMIT

Please retain original filing
date of submission 6/29/10

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
Smurfit-Stone Container Enterprises, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	9 000
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 JUN 29 PM 1:23

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

C. COULLIETTE

JUL 09 2010

EXAMINER



July 2, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations
SMURFIT-STONE CONTAINER ENTERPRISES, INC.
TAX DEPARTMENT
SIX CITYPLACE DRIVE
CREVE COEUR, MO 63141US

SUBJECT: SMURFIT-STONE CONTAINER ENTERPRISES, INC.
REF: P14309

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

THE MERGING CORPORATE NAME STILL NEEDS TO BE CORRECTED IN FOUR PLACES WITHIN THE AGREEMENT AND PLAN OF MERGER.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H10000151305
Letter Number: 110A00016246

RECEIVED
2010 JUL -9 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



July 1, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SMURFIT-STONE CONTAINER ENTERPRISES, INC.

TAX DEPARTMENT

SIX CITYPLACE DRIVE

CREVE COEUR, MO 63141US

SUBJECT: SMURFIT-STONE CONTAINER ENTERPRISES, INC.

REF: P14309

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE NAME OF THE MERGING CORPORATION IS: Atlanta & Saint Andrews Bay Railway Company. PLEASE CORRECT THE CORPORATE NAME THROUGHOUT THE MERGER DOCUMENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H10000151305
Letter Number: 810A00016083

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Smurfit-Stone Container Enterprises, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Tim Holstein

Contact Person

Smurfit-Stone Container Enterprises, Inc.

Firm/Company

Six CityPlace Drive

Address

Creve Coeur, MO 63141

City/State and Zip Code

tholstein@smurfit.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tim Holstein

Name of Contact Person

At (314)

656-5363

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75. (Please send an additional copy of your document if a certified copy is requested).

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Smurfitt Stone Container Enterprises, Inc.</u>	<u>Delaware</u>	<u>2123437</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Atlanta & Saint Andrews</u> <u>Bay Railway Company</u>	<u>Florida</u>	

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 JUNE 29 PM 1:22

FILED

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date, NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 3-1-10

~~The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.~~

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 3-1-10

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

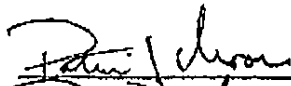
Typed or Printed Name of Individual & Title

Smurfit-Stone

Container Enterprises, Inc.

Atlanta & Savannah Bay

Railroad Company



Patrick J. Moore, CEO

Patrick J. Moore, CEO

AGREEMENT OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated this 1st day of March, 2010, pursuant to Sections 252 and 253 of the General Corporation Law of the State of Delaware and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act, between SMURFIT-STONE CONTAINER ENTERPRISES, INC. ("SSCE"), a Delaware corporation, and ATLANTA & SAINT ANDREWS BAY RAILWAY COMPANY ("ASABRCO"), a Florida corporation.

WHEREAS, ASABRCO is a wholly owned subsidiary of SSCE; and

WHEREAS, SSCE and ASABRCO desire to merge into a single corporation, as hereinafter specified; and

WHEREAS, the registered office of SSCE in the State of Delaware is located at 1209 Orange Street, Corporation Trust Center in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is THE CORPORATION TRUST COMPANY; and

WHEREAS, the registered office of ASABR in the State of Florida is located at 1200 S. Pine Island Rd. in the City of Plantation, County of Broward, and the name of its registered agent at such address is CT CORPORATION SYSTEM.

NOW, THEREFORE, the corporations party to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Smurfit-Stone Container Enterprises, Inc. hereby merges into itself Atlanta & Saint Andrews Bay Railway Company and said Atlanta & Saint Andrews Bay Railway Company shall be and hereby is merged into Smurfit-Stone Container Enterprises, Inc., which shall be the surviving corporation (the "Merger").

SECOND: The certificate of incorporation of Smurfit-Stone Container Enterprises, Inc., which is the surviving corporation, as in effect on the Effective Date (as defined below) of the Merger, shall continue in full force and effect as the certificate of incorporation of the corporation surviving the Merger.

THIRD: The capital stock of Atlanta & Saint Andrews Bay Railway Company and all rights in respect thereof shall forthwith, effective as of the Effective Date of the Merger, be cancelled.

FOURTH: The additional terms and conditions of the Merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the Effective Date of the Merger shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) The Merger shall become effective upon the later to occur of the (i) filing by and in the offices of the Florida Secretary of State of executed Articles of Merger and (ii) filing of a copy of this Agreement or of a Certificate of Merger with the Delaware Secretary of State. The date upon which the Merger becomes effective as provided in the preceding sentence is referred to herein as the "Effective Date".

(d) Upon the Merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors,

have caused these presents to be executed by the Chief Executive Officer of each party hereto as the respective act, deed and agreement of each of said parties on this 1st day of March, 2010.

SMURFIT-STONE CONTAINER
ENTERPRISES, INC.

By: 

Patrick J. Moore

ATLANTA & SAINT ANDREWS BAY RAILWAY
COMPANY

By: 

Patrick J. Moore