



4655 State of Maine

Department of State

I, the Secretary of State of the State of Maine, do hereby Certify that the paper to which this is attached is a true copy from the records of this office.

In Testimony Whereof, I have caused the Great Seal of the State to be hereunto affixed. GIVEN under my hand at Augusta, this sixteenth day of May in the year of our Lord one thousand nine hundred and eighty-five.

[Signature] Secretary of State

SS-C7-75

TANCOCK

State of New York }
Department of State } ss.:

14039

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State

and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

MAR 6 1985

[Signature]
Secretary of State

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CERTIFICATE OF MERGER
OF
ST. REGIS CORPORATION
INTO
CHAMPION INTERNATIONAL CORPORATION

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

Pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, the undersigned, Philip R. O'Connell and Laurie Cawley, being respectively a Senior Vice President and an Assistant Secretary of Champion International Corporation, the surviving corporation, hereby certify as follows:

1. Champion International Corporation, a corporation of the State of New York and the surviving corporation, owns all of the outstanding shares of Common Stock, \$1.00 par value, of St. Regis Corporation, a corporation of the State of New York and the subsidiary corporation. The name under which Champion International Corporation was formed was United States Plywood Corporation. The name under which St. Regis Corporation was formed was St. Regis Paper Company.

2. As to the subsidiary corporation, the designation and number of outstanding shares and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
St. Regis Corporation	1,000 shares of Common Stock, \$1.00 par value	1,000

3. The certificate of consolidation forming Champion International Corporation (then named United States Plywood Corporation), the surviving corporation, was filed by the Department of State on the 28th day of April, 1937.

The certificate of incorporation of St. Regis Corporation (then named St. Regis Paper Company) was filed by the Department of State on the 4th day of February, 1899.

4. The surviving corporation owns all of the outstanding shares of the subsidiary corporation to be merged.

5. The merger shall be effective on the filing of this certificate of merger by the Department of State.

6. The plan of liquidation by merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 28th day of January, 1985.

CHAMPION INTERNATIONAL CORPORATION

By: Philip F. O'Connell
Philip F. O'Connell
Senior Vice President

By: Laurie Cawley
Laurie Cawley
Assistant Secretary

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HANCOCK

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CERTIFICATE OF MERGER OF
ST. REGIS CORPORATION INTO
CHAMPION INTERNATIONAL CORPORATION

Under Section 905 of the Business
Corporation Law

CHAMPION INTERNATIONAL CORPORATION

SMITHSON AND STATE MACHIN & FLOW

4751

FILED JAN 31 1985
STATE OF NEW YORK
DEPARTMENT OF STATE

AMT. OF CHECK \$ 92
FILING FEE \$ 60
TAX \$
COUNTY FEE \$
COPY \$
CERT \$
REFUND \$
SPEC. HANDLE \$
BY man

BILLED

540002F
460006F
\$20.00

FILED JAN 31 1985

MAINE
SECRETARY OF STATE
FILED
April 1, 1985
AGENT

HANCOCK, SS REC'D MAY 21, 1985 at 8h. 50m. A.M. and entered by
B. Joanne Dorety
REGISTER

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