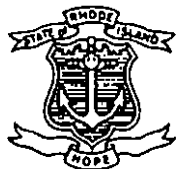


Filing Fee: See Instructions



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
FEB 18 02-056 2609
1680861

PLANTATIONS: 11

ARTICLES OF MERGER OR CONSOLIDATION INTO

Alliance Paper Company, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (**check one box only**) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
Alliance Paper Company, Inc.	business corporation	Massachusetts
Alliance Paper Company, Inc. 1680861	business corporation	Rhode Island

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
- c. The full name of the surviving or new entity is Alliance Paper Company, Inc.
which is to be governed by the laws of the state of Rhode Island
- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (**Attach Plan of Merger or Consolidation**)
- e. If the surviving entity's name has been amended via the merger, please state the new name:
- f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:
- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing May 1, 2018

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

FILED
APR 25 2018
BY [Signature] 329372

b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....
SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Alliance Paper Company, Inc.

Print Entity Name

By: Harvey B. Michel Attorney
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Alliance Paper Company, Inc.

Print Entity Name

By: Harvey B. Michel Attorney
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

MERGER AGREEMENT
ALLIANCE PAPER COMPANY, INC. (MA)
AND
ALLIANCE PAPER COMPANY, INC. (RI)

Agreement of merger made this 24th day of April, 2018 by and between Alliance Paper Company, Inc. a Massachusetts corporation hereinafter called "Alliance MA" and Alliance Paper Company, Inc., a Rhode Island business corporation hereinafter called "Alliance RI".

WHEREAS Alliance MA has an authorized capital stock consisting of 20,000 common stock no par value of which 1,000 shares have been issued and are now outstanding and

WHEREAS Alliance RI has an authorized capital stock consisting of 1,000 shares of common stock no par value of which 100 shares have been duly issued and are now outstanding.

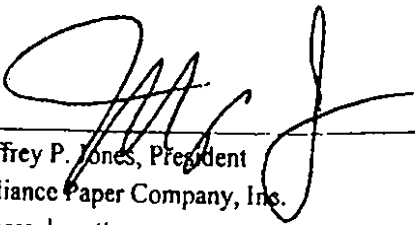
WHEREAS the directors of Alliance MA and Alliance RI respectively deem it advisable and generally to the advantage and welfare of the parties hereto and their stockholders that the Alliance MA merge with Alliance RI under the terms and provisions of Title 7 of the Rhode Island General Laws 1956 as amended.

Now therefore in consideration of the premises and mutual agreements herein contained and of the mutual benefits hereby provided it is agreed by and between the parties hereto as follows:

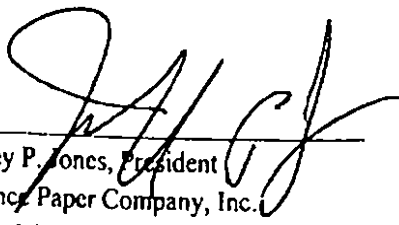
1. Merger – Alliance MA shall be and it hereby is merged into Alliance RI.
2. Effective Date – This agreement of merger shall become effective immediately upon compliance with the laws of the state of Rhode Island and Massachusetts, the date of such effectiveness hereby called the effective date.
3. Surviving Corporation – Alliance RI shall survive the merger herein contemplated and shall continue to be governed by the laws of the state of Rhode Island but the separate corporate existence of Alliance MA shall cease forthwith upon the effective date.
4. Authorized Capital – The authorized capital stock of Alliance RI following the effective date shall be 1,000 shares of common stock no par value unless and until the same shall be changed in accordance with the laws of Rhode Island.
5. Certificate of Incorporation – The Certificate of Incorporation issued by the State of Rhode Island shall be the Certificate of Incorporation of Alliance RI following the effective date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved and all rights or powers conferred in such Certificate of Incorporation or herein upon any shareholder or director or officer of Alliance RI or upon any person whomsoever are subject to this reserve power. Such Certificate of Incorporation shall constitute the Certificate of Incorporation of Alliance RI separate and apart from this Agreement of Merger and may be separately certified as the Certificate of Incorporation of Alliance RI.
6. Bylaws – The Bylaws of Alliance MA shall be the bylaws of Alliance RI following the effective date and until the same shall be amended or repealed in accordance with the provisions thereof.

7. Retirement of Stock – Forthwith upon the effective date each of the 1,000 shares presently issued and outstanding shall be retired and no shares of common stock or other securities of Alliance RI shall be issued in respect thereof.
8. Conversion of Outstanding Stock – Forthwith upon the effective date each of the issued and outstanding shares of common stock of Alliance MA and all rights and respect thereof shall be converted into one fully paid and non-assessable share of common stock of Alliance RI and each certificate nominally representing shares of Alliance MA shall for all purposes be deemed to evidence the ownership of a like number of shares of common stock of Alliance RI. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of common stock of Alliance RI but as certificates nominally representing shares of common stock of Alliance MA are surrendered for transfer, Alliance RI will cause to be issued certificates representing shares of common stock of Alliance RI and at any time upon surrender by any holder of certificates nominally representing shares of common stock of Alliance MA, Alliance RI will cause to be issued therefore certificates for a like number of shares of common stock of Alliance RI.
9. Treasury Stock – Neither of the parties hereto have issued an outstanding treasury stock or any other securities outstanding except for those acknowledged herein.
10. Book Entries – The merger contemplated hereby shall be treated as a pooling of interests and as of the effective date entries shall be made upon the books of Alliance RI in accordance with the following:
 - a. The assets and liabilities of Alliance MA shall be recorded at the amounts at which they are carried on the books of Alliance MA immediately prior to the effective date with appropriate adjustment to reflect the retirement of the 100 shares of the common stock of Alliance RI presently issued and outstanding.
 - b. Appropriate adjustments shall be made to any accounts of Alliance RI that are required pursuant to generally acceptable accounting procedures to reflect the intentions of this F Reorganization pursuant to Section 368 of the Internal Revenue Act as amended.
11. Directors – The names and addresses of the first directors of Alliance RI shall hold office from the effective date until the annual meeting of the shareholders of Alliance RI held in 2019 or until their successors shall otherwise be elected and they are as follows:
 - a. Jeffrey P. Jones, 6 Hemlock Shore Rd., Lakeville, MA 02347.
12. Officers – The names and addresses of the first officers of Alliance RI shall hold office from the effective date until the annual meeting of the shareholders of Alliance RI held in 2019 or until their successors shall otherwise be elected and they are as follows:
 - a. President - Jeffrey P. Jones, 6 Hemlock Shore Rd., Lakeville, MA 02347.
 - b. Treasurer - Jeffrey P. Jones, 6 Hemlock Shore Rd., Lakeville, MA 02347.
 - c. Secretary - Jeffrey P. Jones, 6 Hemlock Shore Rd., Lakeville, MA 02347.
13. Stockholder and Director Authorizations – This merger agreement and reorganization has been authorized by the respective directors and stockholders of each of the parties hereto at meetings appropriately called and unanimously attended on April 17, 2018.

IN WITNESS WHEREOF the parties hereto pursuant to the authority required has caused this agreement of merger and reorganization to be entered into and executed by their respective President this 24th day of April, 2018.



Jeffrey P. Jones, President
Alliance Paper Company, Inc.
Massachusetts



Jeffrey P. Jones, President
Alliance Paper Company, Inc.
Rhode Island



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

April 25, 2018 11:11 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

