

MRO  
9-27-99

TRADE

09-30-1999



101158965

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To the Honorable Commissioner of Patents and T

original documents or copy thereof.

1. Name of conveying party(ies):

Niagara of Wisconsin Paper Corporation  
1101 Mill Street  
Niagara, Wisconsin 54151

- Individual(s)
- General Partnership
- Corporation-State of Wisconsin
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 21, 1997

2. Name and address of receiving party(ies):

Name: Consolidated Papers, Inc.

Internal Address: \_\_\_\_\_

Street Address: 231 First Avenue North

City: Wisconsin Rapids State: WI ZIP: 54495

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Wisconsin
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached?  Yes  No

(Designations must be a separate document from Assignments)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,277,518; 1,912,491; 1,418,336;  
1,418,337; 1,890,526

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Paul G. Juettner

Internal Address: Juettner, Pyle & Piontek

Street Address: 221 N. LaSalle Street

Suite 850

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41):..... \$ 200.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

09/29/1999 DNGUYEN 00000236 1277518

DO NOT USE THIS SPACE

01 FC:481 40.00 DP  
02 FC:482 100.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a true copy of the original document.

Paul G. Juettner

Name of Person Signing

Signature

Dep'n. Ref: 0929/1999 DNGUYEN 4010560700  
PH: 101324 Fax/Number: 127518  
C: 784

September 24, 1999

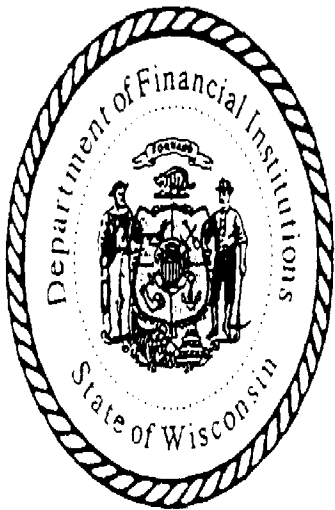
Date

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the document on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.



Richard L. Dean, Secretary

Department of Financial Institutions

DATE: SEP 21 1999

BY: Patricia Weber

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Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DFI/CCS Corp  
Form 50  
WISCONSIN  
7/96  
**ARTICLES**

**ARTICLES OF MERGER OF SUBSIDIARY CORPORATION**  
(sec. 180.1104, Wis. Stats.)

PLAN OF MERGER

01 1001857

1. Name of the PARENT and surviving corporation: Consolidated Papers, Inc.  
(Prior to any change effected by this merger)

01 1N06468

2. Name of the SUBSIDIARY corporation: Niagara of Wisconsin Paper Corporation

3. The Manner and Basis of Converting the Shares of the subsidiary into shares, obligations or other securities of the parent or any other corporation (or into cash or other property):

No securities will be issued by the parent, as subsidiary is wholly owned.

RECORDED

DEC 18 8:00

DEC 05 12:00PM  
#. #  
176732 DORP 50 50.00

4. (OPTIONAL) Amendments to the Articles of Incorporation of the parent corporation (pursuant to sec. 180.1002, Wis. Stats., [as limited by sec. 180.1104(5), Wis. Stats.]

None.

DEC 18 12:00PM  
#. #  
178361 DORP 50 50.00

5. The PLAN OF MERGER was approved in accordance with sec. 180.1104, Wis. Stats.

Executed on behalf of the corporation on

October 21, 1997

(date)

Gorton M. Evans

(signature)

Gorton M. Evans

(printed name)

President and Chief Executive Officer

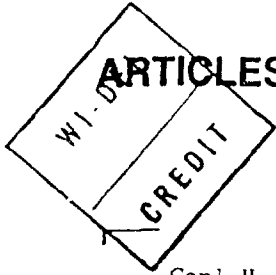
(title)

RECORDED

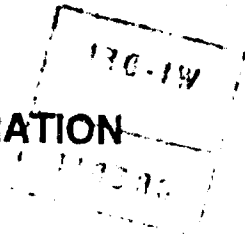
DEC 18 8:00

This document was drafted by Carl H. Wartman, Secretary and General Counsel  
(name of individual required by law)

See REVERSE for Instructions, Suggestions, FILING FEES and PROCEDURES



# ARTICLES OF MERGER OF SUBSIDIARY CORPORATION



Carl H. Wartman  
Secretary and General Counsel  
Consolidated Papers, Inc.  
P.O. Box 8050  
Wisconsin Rapids, WI 54495-8050

◀ Please indicate where you would like the acknowledgement copy of the filed document sent. Please include complete name and mailing address.

Your phone number during the day: ( 715 ) 422-3578

## INSTRUCTIONS (Ref. ss 180.1104 and 180.1105 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P.O. Box 7846, Madison, Wisconsin, 53707-7846. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave. 3rd Floor, Madison WI 53703). The original must include an original manual signature (sec. 180.0120(3)(c), Wis. Stats.)

1. & 2. Set forth the name of the surviving PARENT corporation and the name(s) of the subsidiary corporation that is merging into the parent.
3. & 4. Provide the appropriate information in articles 3 and 4. Attach additional pages if necessary.
4. For a merger under sec. 180.1104, the articles of incorporation of the survivor may be amended only as enumerated in sec. 180.1002, Wis. Stats.
5. Enter the date of execution of the document, and the name and title of the person signing the document. At least one copy must bear an original manual signature.

If the document is executed in Wisconsin, sec. 182.01(3) Wis. Stats. provides that it shall not be filed unless the name of the drafter (either an individual or a governmental agency) is printed in a legible manner.

## FILING FEES

Submit the document with a filing fee of \$50.00 for each domestic and each licensed foreign corporation that is a party to the merger. Make check payable to DEPT. OF FINANCIAL INSTITUTIONS.

PLAN OF MERGER  
OF  
NIAGARA OF WISCONSIN PAPER CORPORATION  
a Wisconsin corporation

WITH AND INTO

CONSOLIDATED PAPERS, INC.  
a Wisconsin corporation

PLAN OF MERGER by and among NIAGARA OF WISCONSIN PAPER CORPORATION, a Wisconsin corporation ("Niagara"), and CONSOLIDATED PAPERS, INC., a Wisconsin corporation (the "Company"), which corporations are hereinafter sometimes referred to jointly as the "Constituent Corporations."

WITNESSETH:

- A. The total number of shares which Niagara has authority to issue is 50,000 Common Shares, par value \$1.00 per share, 1,500 of which shares are issued and outstanding, and all of which are owned by the Company.
- B. The Board of Directors of the Company has determined that it is advisable that Niagara be merged with and into the Company, and has approved such merger on the terms and conditions hereinafter set forth.

NOW, THEREFORE, for the purposes of setting forth the terms and conditions of such merger, the mode of carrying the same into effect and such other details or provisions as are deemed necessary or desirable, the following Plan of Merger is hereby set forth:

ARTICLE I  
MERGER

Niagara and the Company shall be merged into a single corporation in accordance with the laws of the State of Wisconsin, by Niagara merging with and into the Company. Such merger shall be effective as of 12:00 midnight, December 31, 1997 (the "Effective Time").

ARTICLE II  
EFFECT OF THE MERGER

2.01 At the Effective Time:

- (a) The Company shall be the surviving corporation, and the separate existence of Niagara shall cease.
- (b) The Company shall, without further transfer, succeed to and thereafter possess and enjoy all of the rights, privileges, immunities, powers and franchises, of a public as well as a private nature, of each of the Constituent Corporations, and be subject to all of the restrictions, disabilities, and duties of each of the Constituent Corporations, and all property, real, personal and mixed, of and all debts due to each of the Constituent Corporations on whatever account, and all

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choses in action, and all and every other interest of, or belonging or due to, each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Company, as the surviving corporation, without further act or deed; and the title to any real estate, or any interest therein, vested by deed or otherwise in the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

- (c) All rights of creditors and all liens, if any, upon the property of the Constituent Corporations shall be preserved unimpaired by the merger, and all debts, liabilities, obligations and duties of the Constituent Corporations shall become the responsibility and liability of the Company, as the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.
- (d) All corporate acts, plans, policies, arrangements, approvals and authorizations of Niagara, its shareholder, Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, arrangements, approvals and authorizations of the Company, as the surviving corporation, and shall be effective and binding thereon as the same were with respect to Niagara.
- (e) Whereas the Company owns one hundred percent (100%) of the issued and outstanding shares of Niagara, each issued share (including treasury shares, if any) of Niagara, at the Effective Time, shall be canceled as of such date and no shares of the Company shall be issued therefor.

2.02 Prior to the Effective Time and subject to prior approval of the Federal Energy Regulatory Commission, Niagara shall take action to transfer ownership of its power generating facilities and related assets, including project lands, to the Company. The date of such transfer, the specific items of equipment and related project lands to be transferred, and such other matters as may be necessary to effect the transfer shall be accomplished by action of the officers and employees of Niagara and the Company.

### ARTICLE III ARTICLES OF INCORPORATION

The Articles of Incorporation of Consolidated Papers, Inc., as existing as of the Effective Time, shall continue in force without amendment or other change, subject always to the right of the Company to further amend its Articles of Incorporation in accordance with the laws of the State of Wisconsin.

### ARTICLE IV BYLAWS

The present Bylaws of Consolidated Papers, Inc., as existing as of the Effective Time, shall continue in force without amendment or other change until altered, amended, or repealed by the directors or shareholders of the Company.

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ARTICLE V

OFFICERS AND DIRECTORS

The officers and directors of Consolidated Papers, Inc. in office as of the Effective Time shall continue in office as, and be and constitute, the officers and directors of the Company, as the surviving corporation, each to hold office until his successor shall have been elected or until his earlier resignation or removal.

IN WITNESS WHEREOF, the Constituent Corporations have executed this Plan of Merger this 21st day of October 1997.

CONSOLIDATED PAPERS, INC.  
(a Wisconsin corporation)

Attest: Carl Wartman  
Secretary

By: Walter M. Coors  
President and Chief Executive Officer

(SEAL)

NIAGARA OF WISCONSIN PAPER CORPORATION  
(a Wisconsin corporation)

Attest: Carl Wartman  
Secretary

By: Walter M. Coors  
President

(SEAL)

This document prepared by Carl H. Wartman, Box 8050, Wisconsin Rapids, WI 54495-8050