

## ARTICLE I

Except as hereinafter otherwise specifically set forth, the corporate name of the Surviving Corporation, to wit, Crown Zellerbach Corporation, and its identity, existence, purposes, powers, objects, franchises, rights and immunities shall continue unaffected or unimpaired by the Merger and the corporate franchises, existence and rights of the other corporation party hereto, to wit, Gaylord, shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The existence of Gaylord, except in so far as it may be continued by statute, shall cease as soon as this Agreement shall have been adopted or approved by the requisite votes of the holders of the capital stock of each of the Constituent Corporations in accordance with the provisions of this Agreement and the requirements of the respective Articles of Incorporation and Charter of each of the Constituent Corporations, and of the laws of the States of Nevada and Maryland, and, as soon as the certificate in each case required by said laws shall have been duly executed, and this Agreement so adopted or approved and certified shall have been signed, acknowledged and/or verified, filed and recorded as required by the applicable provisions of the laws of the State of Nevada and of the State of Maryland, as respectively amended and supplemented; and thereupon the Constituent Corporations shall be merged into one of the Constituent Corporations, to wit, said Crown Zellerbach Corporation, one of the parties of the first part hereto; and the date upon which the Constituent Corporations shall so be merged is hereinafter referred to as "the effective date of this Agreement."

## ARTICLE II

The laws of the State of Nevada are hereby selected as the laws which shall govern the Surviving Corporation. The Articles of Incorporation of the Surviving Corporation, as amended prior to the date of this Agreement, shall upon the effective date of this Agreement continue in full force and effect, except that, as part of the Merger, Subdivision I of Article *Fourth* of the Articles of Incorporation of the Surviving Corporation, as heretofore amended, shall be, and the same is hereby, amended to read as follows:

"FOURTH: I. The total number of shares of stock of all classes that may be issued by the Corporation shall be 30,556,887 shares, divided into two classes as follows: 556,887 shares of Cumulative Preferred Stock, without nominal or par value (hereinafter called 'Preferred Stock'), issuable in one or more series as hereinafter provided; and 30,000,000 shares of Common Stock of the par value of Five Dollars (\$5) per share (hereinafter called 'Common Stock')."

## ARTICLE III

The By-laws of the Surviving Corporation as in effect at the date of this Agreement shall continue to be the By-laws of the Surviving Corporation, unless and until altered, amended or repealed in the manner provided in such By-laws, except that Section 2 of Article II of said By-laws is hereby amended, as of the effective date of this Agreement, to read as follows:

## "ARTICLE II

## DIRECTORS

"Section 2. The Board of Directors shall consist of nineteen members. Directors shall be stockholders. Except as otherwise provided in paragraph 2 of Sub-division II of Article Fourth of the Articles of Incorporation, as amended, the Directors shall be elected at the annual meeting of the stockholders and each Director shall be elected to serve until his successor shall be elected and shall qualify.

"All vacancies, including those caused by an increase in the number of Directors, may be filled by a majority of the remaining Directors, though less than a quorum, unless it is otherwise provided in the Articles of Incorporation or an amendment thereof. Unless otherwise provided in the Articles of Incorporation, or an amendment thereof, when one or more Directors shall give notice of his or their resignation to the board, effective at a future date, the board shall have power to fill such vacancy or vacancies to take effect when such resignation or resignations shall become effective, each Director so appointed to hold office during the remainder of the term of office of the resigning Director or Directors."

## ARTICLE IV

Upon the effective date of this Agreement, the number of Directors of the Surviving Corporation shall be nineteen and the respective names and post office addresses of the persons who shall be Directors of the Surviv-