

**Certificate of Adoption of Agreement of Merger by Stockholders of  
Gaylord Container Corporation**

I, CLAIR S. CULLENBINE, Secretary of Gaylord Container Corporation, a corporation of the State of Maryland (hereinafter referred to as the "Corporation"), hereby certify that the foregoing Agreement of Merger [Articles of Merger], after first being duly signed, under the corporate seal of the Corporation, by its President and a majority of its Directors, and attested by its Secretary, and also signed under the corporate seal of Crown Zellerbach Corporation, a corporation of the State of Nevada, by the President and a majority of the directors of Crown Zellerbach Corporation, and attested by the Secretary of Crown Zellerbach Corporation, was duly submitted to the stockholders of the Corporation at an Extraordinary [Special] Meeting of said stockholders called for the purpose of considering and taking action upon said Agreement of Merger [Articles of Merger], held on the 22nd day of November, 1955, at the office of the Corporation, No. 111 North Fourth Street, St. Louis, Missouri, at one o'clock P.M., Central Standard Time; that said Meeting was held separately from any meeting of stockholders of Crown Zellerbach Corporation; that notice of the time, place and object of said Meeting was duly given to each stockholder of the Corporation in the manner required by the laws of the State of Maryland and the By-laws of the Corporation; that a copy of such notice was mailed, in a sealed envelope with postage thereon fully prepaid, after October 20, 1955 and on or prior to October 25, 1955, to each stockholder of the Corporation who was a stockholder of the Corporation of record at the close of business on October 24, 1955 (the date fixed by the Board of Directors of the Corporation as the record date as of which the stockholders of the Corporation entitled to notice of, and to vote at, said Meeting of stockholders should be determined); that all of such notices were duly mailed to each and every stockholder of the Corporation of record at the close of business on October 24, 1955, directed to each such stockholder at his address as it appears upon the records of the Corporation, not less than ten nor more than ninety days prior to the date of said Meeting; that at said Meeting said Agreement of Merger [Articles of Merger] was considered and a vote of the stockholders of the Corporation by ballot, in person or by proxy, was taken for the approval or disapproval of said Agreement of Merger [Articles of Merger]; that the total number of shares of the Corporation issued and outstanding at the close of business on October 24, 1955 was 2,695,519 shares of Common Stock, par value \$1.66<sup>2</sup>/<sub>3</sub> per share; that the votes, in person or by proxy, of stockholders of the Corporation representing 2,395,825 shares of said Common Stock of the Corporation, being more than a majority of the total number of issued and outstanding shares of the capital stock of the Corporation, were cast by ballot for the approval of said Agreement of Merger [Articles of Merger]; and that, under the Charter of the Corporation, said vote was sufficient for the approval of said Agreement of Merger [Articles of Merger].

WITNESS my hand and the seal of the Corporation this 25 day of November, 1955.

CLAIR S. CULLENBINE  
(CLAIR S. CULLENBINE)  
Secretary, GAYLORD CONTAINER CORPORATION

[CORPORATE SEAL]

STATE OF MISSOURI  
CITY OF ST. LOUIS—ss.

I HEREBY CERTIFY that on this 25th day of November, in the year 1955, before me, the subscriber, a Notary Public of the State of Missouri in and for the City of St. Louis aforesaid, personally appeared EDWIN J. SPIEGEL, President of GAYLORD CONTAINER CORPORATION, a corporation organized and existing under the laws of the State of Maryland, and in the name and on behalf of said corporation acknowledged the foregoing Agreement of Merger [Articles of Merger] to be the corporate act of said corporation; and at the same time personally appeared CLAIR S. CULLENBINE and made oath in due form of law that he was secretary of the Extraordinary (Special) Meeting of stockholders of said corporation, held in St. Louis, Missouri, on November 22, 1955, in accordance with the By-laws of said corporation, at which said Agreement of Merger [Articles of Merger] was approved, and that the matters and facts set forth in said Agreement of Merger [Articles of Merger] with respect to the authorization and approval by said corporation, are true to the best of his knowledge, information and belief, and that said Agreement of Merger [Articles of Merger] was duly advised, authorized and approved by said corporation in the manner and by the vote required by the laws of said State of Maryland, the Charter and the By-laws of said corporation.

IN TESTIMONY WHEREOF, I have affixed my official seal at my office in the City of St. Louis, State of Missouri, on the day and year in this certificate first above written.

E. G. GARDNER  
(E. G. GARDNER)  
Notary Public of the State of Missouri, in and  
for the City of St. Louis  
My Commission expires Aug. 26, 1957

[SEAL]