
CONFIRMATORY DEED

THE LONG-BELL LUMBER COMPANY

TO

INTERNATIONAL PAPER COMPANY

Dated: November 5, 1956

Properties in the State of Washington

CONFIRMATORY DEED

KNOW ALL MEN BY THESE PRESENTS, THAT

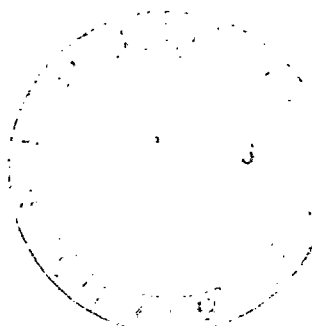
WHEREAS there has this day been executed an instrument constituting both (i) a Certificate of Consolidation of International Paper Company, a New York corporation (hereinafter called "International Paper"), The Long-Bell Lumber Corporation, a Maryland corporation (hereinafter called "Long-Bell Corporation") and The Long-Bell Lumber Company, a Missouri corporation (hereinafter called "Long-Bell Company") into International Paper pursuant to Section 91 of the Stock Corporation Law of New York, and (ii) Articles of Merger of Long-Bell Corporation and Long-Bell Company with and into International Paper pursuant to Section 61 et seq. of Article 23 of the Maryland Code and Section 351.410 et seq. of the General Business Corporation Law of Missouri; and

WHEREAS said Certificate of Consolidation and Articles of Merger is to be filed forthwith in the appropriate State offices in the States of New York, Maryland and Missouri and in other States including Washington; and

WHEREAS by operation of said General Business Corporation Law of Missouri all property, real, personal and mixed, of Long-Bell Company, and all and every interest of or belonging to Long-Bell Company, will, when said consolidation and merger shall have become effective under the said General Business Corporation Law, be taken and deemed without further act or deed to be transferred to and vested in International Paper, which is to be the surviving corporation under said consolidation and merger; and

WHEREAS it is considered desirable, as evidence of such transfer and vesting of title with respect to Long-Bell Company's properties in Washington and in furtherance of such consolidation and merger to execute this confirmatory deed and to place the same of record in the various Counties in Washington in which said properties are located;

NOW THEREFORE, in consideration of the premises, and to confirm such transfer and vesting of title in International Paper, Long-Bell



Company does hereby convey and quitclaim unto International Paper, its successors and assigns, forever all right, title, interest and estate at any time owned or held by Long-Bell Company, and not heretofore conveyed by it, in and to lands, timber, buildings, improvements, fixtures, minerals and oil and gas in place, water and other property, real, personal or mixed, situated in the State of Washington, including but not by way of limitation, fee title, leasehold interests, rights to cut and remove timber, rights to explore for, extract and remove minerals, oil, gas, earth, rock, sand and gravel, water rights, easements, rights of way and rights of any kind acquired by prescription or in the process of acquisition by prescription or otherwise.

TO HAVE AND TO HOLD the same with the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining, unto International Paper and its successors and assigns forever with subrogation of such rights and actions of warranty against former owners and vendors as Long-Bell Company may have.

IN WITNESS WHEREOF said The Long-Bell Lumber Company has caused these presents to be executed in its behalf by its officers thereunto duly authorized and its corporate seal to be hereunto affixed this 5th day of November, 1956

THE LONG-BELL LUMBER COMPANY

By H. Kelsy
Vice President

Attest:

[Signature]
Assistant Secretary

STATE OF WASHINGTON }
COUNTY OF COWLITZ } ss.

On this 5 day of November, 1956, before me personally appeared H. H. Kelsey, to me known to be a Vice President of the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of the corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument and that the seal affixed is the corporate seal of the corporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year first above written.

James C. Houston
Notary Public in and for the State of
Washington, residing at Longview.
My Commission expires: 9-6-58

No.

TRANSACTION EXCISE TAX

L.L. - 4 1956

Amount Paid T. Lone
Mabel G. Lister
State of Washington County Treasurer

CERTIFICATE OF CONSOLIDATION
OF
INTERNATIONAL PAPER COMPANY,
THE LONG-BELL LUMBER CORPORATION
AND
THE LONG-BELL LUMBER COMPANY
INTO
INTERNATIONAL PAPER COMPANY

Pursuant to Section 91 of the
Stock Corporation Law of New York

ARTICLES OF MERGER
OF
THE LONG-BELL LUMBER CORPORATION
AND
THE LONG-BELL LUMBER COMPANY
WITH AND INTO
INTERNATIONAL PAPER COMPANY

(Filed in the State of Maryland pursuant
to Section 61 et seq. of Article 23 of the
Maryland Code and filed in the State of
Missouri pursuant to Section 351.410
et seq. of the General and Business
Corporation Law of Missouri)

CERTIFICATE NO. 34704

BOOK 43 PAGE 51

United States of America
State of Washington

DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I,

EARL COE

Secretary of State of the

State of Washington, and custodian of the Seal of said State, do hereby

certify that the annexed is a true and correct copy of the Certificate of Consolidation of INTERNATIONAL PAPER COMPANY, THE LONG-BELL LUMBER CORPORATION and THE LONG-BELL LUMBER COMPANY into INTERNATIONAL PAPER COMPANY as certified by the Secretary of State of New York and the Secretary of State of Missouri and as received and filed in this office on November 30, 1956.



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the State of
Washington. Done at the Capitol, at Olympia,
this 30th day of November A.D. 19 56

Earl Coe

Secretary of State

By *Ray J. Jeoman*
Assistant Secretary of State

CERTIFICATE OF CONSOLIDATION
OF
INTERNATIONAL PAPER COMPANY,
THE LONG-BELL LUMBER CORPORATION
AND
THE LONG-BELL LUMBER COMPANY
INTO
INTERNATIONAL PAPER COMPANY

Pursuant to Section 91 of the Stock Corporation Law of New York

ARTICLES OF MERGER
OF
THE LONG-BELL LUMBER CORPORATION
AND
THE LONG-BELL LUMBER COMPANY
WITH AND INTO
INTERNATIONAL PAPER COMPANY

(Filed in the State of Maryland pursuant to Section 61 et seq. of Article 23 of the Maryland Code and filed in the State of Missouri pursuant to Section 351.410 et seq. of the General and Business Corporation Law of Missouri)

INTERNATIONAL PAPER COMPANY (hereinafter sometimes called "the Corporation"), a New York corporation, THE LONG-BELL LUMBER CORPORATION (hereinafter sometimes called "Long Bell (Maryland)"), a Maryland corporation, and THE LONG-BELL LUMBER COMPANY (hereinafter sometimes called "Long Bell (Missouri)"), a Missouri corporation, desiring to effect the consolidation of Long Bell (Maryland) and Long Bell (Missouri) with the Corporation pursuant to the provisions of Section 91 of the Stock Corporation Law of New York, and the merger of Long Bell (Maryland) and Long Bell (Missouri) into the Corporation pursuant to the provisions of Section 61 et seq. of Article 23 of the



Maryland Code and pursuant to the provisions of Section 351.410 et seq. of the General and Business Corporation Law of Missouri, their respective Presidents or one of their respective Vice Presidents and their respective Secretaries or one of their respective Assistant Secretaries, do hereby certify:

I. The names of the corporations to be included in the merger and consolidation are International Paper Company, a New York corporation, The Long-Bell Lumber Corporation, a Maryland corporation, and The Long-Bell Lumber Company, a Missouri corporation, each of which agrees to effect the merger and consolidation herein provided for.

The Certificate of Incorporation of International Paper Company, which was incorporated under the general laws of New York, to wit: the Stock Corporation Law of said State, was filed in the office of the Secretary of State of New York on June 23, 1941.

The Long-Bell Lumber Corporation was incorporated under the General Laws of Maryland on November 21, 1924.

The Long-Bell Lumber Company was incorporated under the general laws of Missouri, to wit., Chapter XXI, Article VIII of the revised statutes of said State, on April 5, 1884.

II. The total number of shares of stock of all classes, including those previously authorized, which the Corporation is authorized to issue is 24,400,000 shares, of which 24,000,000 shares have a par value of \$7.50 each and an aggregate par value of \$180,000,000, and 400,000 shares are without par value.

The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus \$100 in respect of every issued share without par value, plus such amounts as, from time to time, by resolution of the Board of Directors may be transferred thereto.

The total number of shares of stock of all classes which Long Bell (Maryland) is authorized to issue is 1,300,000 shares, of which 750,000 shares are Class A Common Stock, without par value, and 550,000 shares are Class B Common Stock, without par value.

The total number of shares of stock of all classes which Long Bell (Missouri) is authorized to issue is 7,000,000 shares, all of which are of

one class having a par value of \$5 per share and an aggregate par value of \$35,000,000.

III. International Paper Company, one of the constituent corporations, a corporation formed under the laws of the State of New York, shall survive the merger and consolidation and the name of the surviving corporation shall continue to be "International Paper Company".

IV. The purposes of the Corporation are:

1. To maintain, conduct and manage the business of manufacturing, producing, purchasing, selling and dealing in any and all kinds of pulp and paper, and any and all ingredients, products and compounds thereof or articles consisting or partly consisting thereof, and any and all materials that now are or hereafter may be used in or in connection with any such manufacture, including any fibres.

2. To manufacture lumber, timber and any and all articles consisting, or partly consisting of lumber, wood or other forest products, and any and all products, or by-products, of any of the foregoing.

To acquire, own, lease, occupy, use or develop, or to sell, exchange or otherwise to dispose of timber lands, timber, timber rights, cutover lands, or other lands or interests in lands for any purpose of the Corporation.

To cut, saw, log, or otherwise to obtain or remove timber, logs, and other forest products, and to drill for, mine, quarry, or otherwise to obtain and remove oil, coal, ores, stone, iron-pyrites, clay, sulphur, agolite and any other mineral or minerals.

To buy, sell, exchange, or otherwise deal in lumber, timber, wood, or other forest products, or other products or by-products of any kind which it may manufacture, and in building material of every kind and description and in oil, coal, ores, stone, iron-pyrites, clay, sulphur, agolite and any other mineral or minerals.

3. To such extent as a corporation organized under the Stock Corporation Law of the State of New York may at the time lawfully do, but not otherwise: to own, develop and use any and all kinds of water power and water rights and to do any and all acts and things necessary, convenient or proper therefor, or in any way pertaining thereto.

4. To such extent as a corporation organized under the Stock Corporation Law of the State of New York may at the time lawfully do, but not otherwise: to purchase, construct, lease or otherwise acquire and operate ships, boats, ferries, docks, slips, elevators, engines, cars, tramroads, railroads and any other means of transportation which may be useful, necessary or convenient for the purposes of the Corporation, and to transport by land or water any materials, supplies or other products of the Corporation or goods useful in connection with the operation or conduct of its business.

5. To such extent as a corporation organized under the Stock Corporation Law of the State of New York may at the time lawfully do, but not otherwise: to manufacture, buy or otherwise acquire, hold, use, sell or otherwise dispose of, import, export, distribute, deal in and deal with, either as principal or agent, goods, wares, merchandise and personal property of every kind and description; to acquire, use, hold, pledge or dispose of and generally deal in and deal with any and all grants, options, concessions, franchises and contracts of any and all kinds.

6. To apply for, obtain, register, purchase, lease or otherwise acquire, hold, own, use, introduce, develop or control, sell, assign or otherwise dispose of, take or grant licenses or other rights with respect to and in any and all ways to exploit or turn to account inventions, improvements, processes, copyrights, patents, trademarks, formulae, trade names and distinctive marks and similar rights of any and all kinds; and whether granted, registered or established by or under the laws of the United States of America or of any state, country, authority or place.

7. To conduct its business in any and all of its branches and maintain offices both within and without the State of New York and in any and all other States of the United States of America and in any and all territories, dependencies, colonies or possessions thereof, in the District of Columbia, and in any and all foreign countries and places; to acquire, buy, purchase or otherwise hold, possess, use, mortgage, transfer, sell, convey or otherwise dispose of real and personal property without limitation in all thereof to the extent that the same may be permissible under their laws.

8. To such extent as a corporation organized under the Stock Corporation Law of the State of New York may at the time lawfully do, but

not otherwise, the Corporation shall have the right and is hereby authorized to subscribe for, purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of or interest in or other securities of any corporation or association, domestic or foreign, and in exchange therefor to issue its own stock, bonds or other obligations, and to aid or assist in any manner, whether by loan, subsidy, guaranty or otherwise, any corporation or association issuing any of such securities or any person, firm, corporation or association in whose business affairs this Corporation shall have any interest, and in connection therewith to guarantee the performance of any undertaking or obligation or the payment of dividends on stock. The Corporation may use and apply its surplus property, earnings or accumulated profits in the discretion of the directors to the creation and maintenance of a surplus fund, and to the purchase and acquisition of its own capital stock, and may take said stock in payment or satisfaction of any debt due to the Corporation from time to time, and to such extent and manner and upon such terms as the directors shall determine, and may issue or sell any stock so acquired.

9. To do each and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or all of the objects hereinbefore enumerated or incidental to the powers herein named or which at any time shall appear conducive thereto or expedient for the protection or benefit of the Corporation either as a holder of or as interested in any property or otherwise. To have all of the rights, powers and privileges now or hereafter conferred by the laws of the State of New York upon corporations organized under the Stock Corporation Law of such State or under any act amendatory thereof, supplemental thereto or substituted therefor, but nothing herein contained is to be construed as authorizing the Corporation to carry on the business of discounting bills, notes or other evidences of debt, of receiving deposits of money or foreign coins or of buying and selling bills of exchange, or of issuing bills, notes or other evidences of debt for circulation as money, or shall be deemed to authorize or permit the Corporation to carry on any business, or exercise any power or do any act which a corporation organized under the Stock Corporation Law of the State of New York may not at the time lawfully do.

10. The foregoing clauses shall be construed both as objects and powers, in furtherance and not in limitation of the general powers conferred by the laws of the State of New York; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any way the general powers of the Corporation, and that the Corporation may do all and everything reasonably necessary for the accomplishment of any of the objects or powers hereinbefore enumerated, either alone or in association with other corporations, associations, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

V. The total number of shares of capital stock which the Corporation may henceforth have is 24,400,000, of which 24,000,000 shares shall have a par value of \$7.50 each and 400,000 shares shall be without par value. The shares of the Corporation shall be classified. The number of shares in each class shall be as follows:

400,000 shares without par value shall be Cumulative \$4 Preferred Stock (hereinafter referred to as the "Preferred Stock"); and

24,000,000 shares, having a par value of \$7.50 each, shall be Common Stock.

The whole or any part of the shares of Common Stock of the Corporation may be issued as partly paid, subject to calls thereon until the whole thereof shall have been paid in.

The designations, preferences, privileges and voting powers of the shares of each class, and the restrictions or qualifications thereof, are to be as follows:

PREFERRED STOCK

1. The Preferred Stock shall be issued in one series.

2. All shares of the Preferred Stock shall be identical with each other in all respects, except that shares issued at different times may differ as to dates from which dividends thereon shall accumulate.

3.1. The holders of the Preferred Stock shall be entitled to receive, but only when and as declared by the Board of Directors, dividends from the surplus or net profits of the Corporation at the rate of \$4 per share per annum, and no more, payable quarterly in each year on such dates as from time to time may be fixed by the Board of Directors. Dividends on the Preferred Stock shall be cumulative. On shares of the Preferred Stock issued prior to October 1, 1946 dividends shall commence to accrue from July 1, 1946. Any other shares of the Preferred Stock shall be issued with accruals of dividends uniform with the unpaid accruals of dividends, if any, on the Preferred Stock outstanding at the time of each such issue. Accumulations of dividends shall not bear interest.

3.2. If dividends in full on all outstanding shares of the Preferred Stock for all past quarterly dividend periods and for the then current quarterly dividend period shall not have been paid or been declared and set apart for payment, no dividends (other than dividends payable in stock ranking junior to the Preferred Stock) shall be declared or paid or set apart for payment on, nor shall any distribution be made to, any class of stock ranking junior to the Preferred Stock.

3.3. So long as any shares of the Preferred Stock are outstanding, the Corporation, without first obtaining the affirmative vote of the holders of record of at least a majority of the outstanding shares of the Preferred Stock, given in person or by proxy, either in writing or by resolution adopted at any meeting called for the purpose, shall not declare or pay any dividend or make any distribution on any stock ranking junior to the Preferred Stock (other than a dividend payable in stock ranking junior to the Preferred Stock), or purchase, redeem or otherwise acquire for value any stock ranking junior to the Preferred Stock, or pay, set aside or make available any monies to or for a sinking fund for the purchase or redemption of any stock ranking junior to the Preferred Stock, except to the extent that the sum of

- (i) \$5,000,000, plus
- (ii) the aggregate net earnings of the Corporation since December 31, 1945, as determined annually by the independent

public accountants employed by the Corporation and, pending such determination for any particular year, as determined by the accounting staff of the Corporation, plus

(iii) the aggregate net proceeds received by the Corporation from the issuance, exchange or sale, subsequent to December 31, 1945, of stock ranking junior to the Preferred Stock (except any such stock issued on conversion of, or as consideration for exchange of, or to provide funds for redemption or purchase of Cumulative Convertible 5% Preferred Stock formerly authorized and outstanding),

exceeds the sum of

(iv) all dividends (other than dividends payable in stock ranking junior to the Preferred Stock) and distributions declared, paid or made subsequent to December 31, 1945 on any stock of the Corporation, plus

(v) the cost to the Corporation of the acquisition for value (by purchase, redemption, exchange, or otherwise) of all stock, other than the Cumulative Convertible 5% Preferred Stock formerly authorized and outstanding, ranking junior to the Preferred Stock acquired by the Corporation subsequent to December 31, 1945, including in such cost all monies set apart for any such purpose.

3.4. If dividends in full on all outstanding shares of the Preferred Stock for all past quarterly dividend periods shall not have been paid or been declared and set apart for payment:

(i) the Corporation shall not call for redemption any shares of the Preferred Stock unless either:

(a) all shares of the Preferred Stock outstanding are called for simultaneous redemption, or

(b) if less than all shares of the Preferred Stock outstanding are called for redemption at any time, the number of shares called for redemption from each registered holder at that time shall be that number which bears the same proportion to the total number of shares of such stock registered in the name of such holder as the number of shares

called for redemption at that time bears to the total number of shares of the Preferred Stock then outstanding, except that in so determining the number of shares called, fractions of less than one-half shall be disregarded and fractions of one-half or more shall be treated as one whole share;

(ii) neither the Corporation nor any subsidiary shall purchase any shares of the Preferred Stock except in accordance with an invitation for tenders or a purchase offer made in writing to all holders of the Preferred Stock on the same terms; and

(iii) the Corporation shall not call for redemption, and neither the Corporation nor any subsidiary shall purchase or otherwise acquire for valuable consideration, any shares of any class of stock ranking junior to the Preferred Stock, nor shall the Corporation or any subsidiary pay or make available any moneys for any such redemption, purchase or acquisition.

4. Upon the dissolution, liquidation or winding up of the Corporation, the holders of the Preferred Stock shall be entitled to receive out of the net assets of the Corporation (whether represented by capital or surplus), (i) if such dissolution, liquidation or winding up is voluntary, cash in an amount per share as follows: if the date fixed for the distribution upon such dissolution, liquidation or winding up shall occur between July 1, 1946 and June 30, 1952 inclusive, \$115; if said date shall occur between July 1, 1952 and June 30, 1955 inclusive, \$112.50; if said date shall occur between July 1, 1955 and June 30, 1958 inclusive, \$110; if said date shall occur between July 1, 1958 and June 30, 1961 inclusive, \$107.50; and thereafter, \$105; and (ii) if such dissolution, liquidation or winding up is involuntary, cash in the amount of \$100 per share, plus in each case an amount equal to all dividends accrued and unpaid on such share up to and including the date fixed for distribution, whether or not earned or declared, and no more, in either case before any distribution of the assets to be distributed shall be made to the holders of stock ranking junior to the Preferred Stock. If, upon any dissolution, liquidation or winding up, the assets of the Corporation distributable among the holders of the Preferred Stock shall be insufficient to pay in

full the preferential amount aforesaid, then such assets, or the proceeds thereof, shall be distributed among the holders of the Preferred Stock ratably in accordance with the sums which would be payable on such distribution if all sums payable were discharged in full.

5.1. Except as herein or by law expressly provided, the holders of the Preferred Stock shall not be entitled to vote in any proceeding or to be represented at or to receive notice of any meeting of stockholders, and there is hereby specifically excluded any right of the holders of the Preferred Stock to vote (i) for mortgaging the property and franchises of the Corporation pursuant to Section Sixteen of the Stock Corporation Law of the State of New York, (ii) for authorizing any guaranty pursuant to Section Nineteen of the said Law, (iii) for sale of the franchises and property of the Corporation pursuant to Section Twenty of the said Law, other than as provided in subdivision 8 hereof, (iv) for consolidation pursuant to Section Eighty-six of the said Law, (v) for voluntary dissolution pursuant to Section One Hundred and Five of the said Law, or (vi) for change of name pursuant to the General Corporation Law of the State of New York; provided, however, that if at the time of any annual meeting of stockholders the Corporation shall be in arrears in dividends on the Preferred Stock in an amount equal to four full quarterly dividends thereon, then at such annual meeting and thereafter at all meetings for the election of directors until all arrearages of dividends accumulated on the Preferred Stock for all preceding dividend periods shall have been paid or declared and set apart for payment, and no longer, the holders of the Preferred Stock shall have the sole right, to the exclusion of all other classes of stock, to vote for and elect one-third (or the nearest whole number thereto) of the total number of directors to be elected at the meeting. At all meetings for the election of directors, so long as such right to elect directors shall continue, the holders of the Preferred Stock, voting separately as a class, shall first vote for and elect the total number of directors which they are entitled to elect as aforesaid, and thereafter the holders of the Common Stock and any other stock having voting powers shall, in accordance with their respective voting rights, vote for and elect the remaining directors.

5.2. At any meeting of the stockholders at which the holders of the Preferred Stock shall have the right to vote they shall have one vote for each share. The holders of the Preferred Stock shall be entitled to notice of any meeting of the stockholders called for the election of directors at which such holders shall be entitled to vote as in subdivision 5.1 provided (as well as to notice of any other meeting at which such holders shall be entitled to vote), and at any such election the holders of the shares of the Preferred Stock represented at the meeting shall constitute a quorum for the election of such directors, and a plurality of all votes of the Preferred Stock cast at the meeting shall be sufficient to elect such directors.

5.3. Whenever all arrearages of dividends on the Preferred Stock as aforesaid shall have been paid or declared and set apart for payment, all powers of the holders of the Preferred Stock to vote for directors shall terminate, and the tenure of office of all Directors elected by them shall forthwith automatically come to an end.

6.1. On and after July 1, 1949, the Preferred Stock may be redeemed, in whole or in part, at the option of the Corporation, by resolution of its Board of Directors, at any time or from time to time, at the redemption price per share as follows: if the date fixed for redemption shall occur between July 1, 1949 and June 30, 1952 inclusive, \$115; if said date shall occur between July 1, 1952 and June 30, 1955 inclusive, \$112.50; if said date shall occur between July 1, 1955 and June 30, 1958 inclusive, \$110; if said date shall occur between July 1, 1958 and June 30, 1961 inclusive, \$107.50; and thereafter, \$105; plus in each case an amount equal to all dividends accrued and unpaid on such share up to and including the date fixed for redemption, whether or not earned or declared. If less than all shares of the Preferred Stock outstanding are to be redeemed, the shares to be redeemed shall be chosen by lot in such manner as the Board of Directors may determine, provided that, if dividends in full on all outstanding shares of the Preferred Stock for all past quarterly dividend periods shall not have been paid or been declared and set apart for payment, the shares to be redeemed shall be determined as provided in subdivision 3.4(i) (b) hereof.

6.2. Not less than thirty (30) nor more than sixty (60) days previous to the date fixed for redemption, a notice specifying the time and place thereof shall be given to the holders of record of the Preferred Stock to be redeemed by mail at their respective addresses as the same shall appear on the books of the Corporation and by publication at least once in at least one newspaper printed in the English language of general circulation in the Borough of Manhattan, The City of New York, but no failure to mail such notice, nor any defect therein or in the mailing thereof, shall affect the validity of the proceedings for the redemption of any shares of the Preferred Stock so to be redeemed. At any time after notice of redemption has been given by publication in the manner prescribed above to the holders of stock so to be redeemed, the Corporation may deposit the aggregate redemption price in trust with a bank or trust company (in good standing, organized under the laws of the United States of America or of the State of New York, doing business in The City of New York, and having capital, surplus and undivided profits aggregating at least \$5,000,000) named in such notice, for payment on the date fixed for redemption as aforesaid (or prior to such date if so determined by the Board of Directors) to the holders of the shares so to be redeemed, on endorsement, if required by the Board of Directors, and upon surrender of the certificates for such shares. Upon the deposit of such money as aforesaid or, if no such deposit is made, upon said redemption date (unless the Corporation shall default in making payment of the redemption price as set forth in such notice), such holders shall cease to be stockholders with respect to said shares and from and after the making of said deposit, or, if no such deposit is made, after the redemption date (the Corporation not having defaulted in making payment of the redemption price as set forth in such notice), the said holders shall have no interest in or claim against the Corporation and shall have no voting or other rights with respect to said shares, except the right to receive said monies on the date fixed for redemption as aforesaid (or earlier if so determined as aforesaid) from said bank or trust company or from the Corporation, without interest thereon, upon endorsement, if required, and surrender of the certificates as aforesaid; and the shares represented thereby

shall no longer be outstanding. In case the holder of any such shares of the Preferred Stock shall not, within six years after said deposit, claim the amount deposited as above stated for the redemption thereof, the depositary shall, upon demand, pay over to the Corporation such unclaimed amount so deposited, and the depositary shall thereupon be relieved of all responsibility therefor to such holder.

6.3. Shares of the Preferred Stock which have been redeemed shall be cancelled and shall not be reissued, and the Corporation shall from time to time take appropriate action to reduce the authorized amount of the Preferred Stock accordingly.

6.4. Nothing contained in subdivision 6.1 or 6.2 hereof shall limit the right of the Corporation to make purchases of shares of the Preferred Stock at any price.

7. So long as any shares of the Preferred Stock are outstanding, the Corporation, without first obtaining the affirmative vote of the holders of record of at least two-thirds of the outstanding shares of the Preferred Stock, given in person or by proxy, either in writing or by resolution adopted at any meeting called for the purpose, shall not

(i) authorize, create or issue stock of any class, or any security convertible into stock of any class, ranking, as to the payment of dividends or as to distribution upon dissolution, liquidation or winding up, prior to the Preferred Stock; or

(ii) amend, alter, change or repeal any of the express provisions of (a) the Certificate of Authorization of new shares without par value and of the issuance of such new shares from time to time in one series, and change of previously authorized unissued shares with par value into the same number of shares without par value of a new class and reclassification of shares, pursuant to Section 36 of the Stock Corporation Law of the State of New York, filed in the Department of State in the State of New York on May 31, 1946, or (b) any certificate filed pursuant to Section 11 of the Stock Corporation Law of the State of New York (including particularly the certificate so filed on July 3, 1946) applicable to the Preferred Stock then outstanding, in a manner which is in any material respect

prejudicial to the holders thereof, provided, however, that the provisions of this subdivision 7(ii) shall not apply to any such amendment, alteration, change or repeal resulting from a merger or consolidation.

8. So long as any shares of the Preferred Stock are outstanding, the Corporation, without first obtaining the affirmative vote of the holders of record of at least a majority of the outstanding shares of the Preferred Stock, given in person or by proxy, either in writing or by resolution adopted at any meeting called for the purpose, shall not

(i) increase the authorized number of shares of the Preferred Stock;

(ii) authorize, create or issue stock of any class, or any security convertible into stock of any class, ranking, as to the payment of dividends or as to distribution upon dissolution, liquidation or winding up, on a parity with the Preferred Stock; or

(iii) sell, lease or otherwise dispose of (otherwise than by merger or consolidation) all or substantially all of the assets of the Corporation.

9. If at the time of any merger or consolidation to which the Corporation shall become a party any holder of the Preferred Stock does not have the right to demand and receive payment in cash of the then value of his shares of the Preferred Stock as determined by appraisal in the manner provided in the Stock Corporation Law of the State of New York, such holder shall be entitled (if he so elects within 20 days after the Corporation shall have mailed to him notice of such merger or consolidation) to receive payment in cash of an amount equal to that to which he would then be entitled upon a voluntary liquidation of the Corporation under the provisions of subdivision 4 hereof, unless by the terms of the merger or consolidation he is entitled to shares or securities (which may be his shares of the Preferred Stock) of the Corporation resulting from the merger or consolidation which have a relative position and priority in the capital stock structure of said Corporation, and rights and preferences, at least

equal to those of his shares of the Preferred Stock immediately prior to the merger or consolidation.

10. No holder of shares of the Preferred Stock shall, as such holder, have any preemptive or preferential right of subscription to or purchase of any shares or securities of any class which at any time may be sold or offered for sale by the Corporation.

11. When full cumulative dividends to which each share of the Preferred Stock at the time outstanding is entitled for all prior dividend periods and for the then current dividend period shall have been paid or declared and set apart for payment, but not otherwise, the Board of Directors may, subject to the respective terms and provisions hereof, if any, applying thereto, declare and pay dividends on any other class or classes of stock ranking junior to the Preferred Stock, and the Preferred Stock shall not be entitled to share therein.

12. Upon the dissolution, liquidation or winding up of the Corporation, after payment shall have been made in full to the holders of the Preferred Stock as provided in subdivision 4 hereof, but not prior thereto, the holders of the class or classes of stock ranking junior to the Preferred Stock shall, subject to the respective terms and provisions hereof, if any, applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Preferred Stock shall not be entitled to share therein.

13. When used in subdivisions 1 through 12 above, the term "stock ranking junior to the Preferred Stock" shall mean the Common Stock and any other class of stock which ranks junior to the Preferred Stock as to the payment of dividends or as to distribution upon dissolution, liquidation or winding up of the Corporation.

14. Subject to the provisions hereof, shares of the Preferred Stock may be issued from time to time as determined by the Board of Directors for such consideration as from time to time may be fixed by the Board of Directors.

15. The Common Stock shall be subject to the prior rights of the Preferred Stock as hereinabove declared.

COMMON STOCK

16. Subject to any exclusive voting rights which may vest in holders of the Preferred Stock under the provisions of subdivision 5.1 above, the shares of the Common Stock shall entitle the holders thereof to one vote for each share upon all matters upon which stockholders have the right to vote.

17.1. No holder of bonds or other obligations or securities convertible into shares of any class shall as such holder have any preemptive or preferential right of subscription to or purchase of any shares or securities of any class which at any time may be sold or offered for sale by the Corporation.

17.2. The shares of the Common Stock shall entitle the holders thereof to such preemptive rights as are defined in Section 39 of the Stock Corporation Law of the State of New York, or any statute amendatory thereof or supplemental thereto, except that neither (i) the granting or proposed granting of options under the Incentive Stock Option Plan for Key Employees consented to at the annual meeting of stockholders of the Corporation held on May 14, 1952, as said Plan has been or may be amended from time to time by the Board of Directors within the scope permitted by the terms of said Plan, or has been amended with the consent of stockholders given at the annual meeting of stockholders of the Corporation held on May 12, 1954, nor (ii) the issuance or proposed issuance of any securities upon exercise of any such options, shall entitle the holders of the Common Stock to purchase any securities covered by any of such options.

MISCELLANEOUS

18. The Board of Directors may from time to time issue scrip in lieu of fractional shares of any class or classes or any rights in respect of fractional shares and upon such terms and with such provisions as may be determined by the Board of Directors. Such scrip shall not confer upon the holder thereof any right to dividends, except in so far as may be specifically provided by the Board of Directors at the time of issuance thereof or thereafter, or any voting or other rights as a stockholder of the Corporation,

but the Corporation shall from time to time, within such time as the Board of Directors may determine, or without limit of time if the Board of Directors so determines, issue certificates for one or more whole shares upon the surrender of scrip for fractional shares aggregating the number of whole shares represented by the scrip so surrendered, provided that the scrip so surrendered shall be properly endorsed for transfer if in registered form.

19. The Board of Directors shall have power, in its absolute discretion, at any time, and from time to time, without any action by the stockholders of the Corporation and whether or not in connection with the issue or sale of any shares of stock or other securities of the Corporation, to grant rights entitling the holders thereof to purchase from the Corporation any shares of its capital stock. Any such rights shall be evidenced by such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which, the time or times at or within which, and the price or prices, not less than the par value thereof, at which any such shares may be purchased or subscribed for upon the exercise of any such rights and the price or other consideration, if any, for which such rights shall be granted shall be such as shall be fixed and stated in the resolution or resolutions adopted by the Board of Directors providing for the granting thereof.

VI. The principal office of the Corporation shall be located in the Borough of Manhattan, City, County and State of New York. The address to which the Secretary of State of New York shall mail a copy of process in any action or proceeding against the Corporation which may be served upon him is 220 East 42nd Street, New York 17, N. Y.

The principal office of The Long-Bell Lumber Corporation in Maryland is located at No. 10 Light Street, Baltimore, Maryland.

The principal office of The Long-Bell Lumber Company is located at R. A. Long Building, 10th Street and Grand Avenue, Kansas City, Missouri.

VII. The duration of the corporate existence of the Corporation shall be perpetual.

VIII. The number of directors of the Corporation shall not be less than 7 nor more than 18. Directors need not be stockholders.

The term of office of each Director shall be from the time of his election and qualification until the annual meeting next succeeding his election and until his successor shall have been duly elected and shall have qualified.

No contract or other transaction entered into by the Corporation shall be affected by the fact that any Director of the Corporation is in any way interested in or connected with any party to such contract or transaction or himself is a party to such contract or transaction, provided that such contract or transaction shall be approved by a majority of the Directors present at the meeting authorizing or confirming such contract or transaction, which majority shall consist of Directors not so interested or connected.

Each Director of the Corporation shall be indemnified by the Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a Director of the Corporation, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such Director; provided that such right of indemnification shall not be deemed exclusive of any other rights to which a Director of the Corporation may be entitled, under any by-law, agreement, vote of stockholders or otherwise.

IX. The shares of Cumulative \$4 Preferred Stock of International Paper Company and the shares of Common Stock of International Paper Company outstanding immediately prior to the time of this certificate and these articles becoming effective shall not be converted or changed in any way by this certificate and these articles.

The terms and conditions of the merger and consolidation, the mode of carrying the same into effect and the manner of converting the shares of Long Bell (Maryland) and the shares of Long Bell (Missouri), two of the constituent corporations, into shares and Certificates of Contingent Interest in respect of shares of the Corporation, one of the constituent corporations, are as follows:

(i) Each of the 593,877 issued and outstanding shares of Class A Common Stock of The Long-Bell Lumber Corporation and each of the 44 shares of such Class A Common Stock reserved for issuance in respect of outstanding scrip of The Long-Bell Lumber Corporation and all rights in respect thereof, including all rights in respect of dividends accrued and unpaid thereon, shall, upon this certificate and these articles becoming effective, automatically and without any action on the part of the holder thereof be converted into and be deemed to be (a) .65085 of one fully paid and non-assessable share of Common Stock, par value \$7.50 per share, of International Paper Company and (b) a Contingent Interest in .03829 of one share of said Common Stock of International Paper Company, to be represented by a "Certificate of Contingent Interest" in the form annexed hereto as Annex 1. Each outstanding certificate representing shares of Class A Common Stock of The Long-Bell Lumber Corporation shall thereupon be deemed for all corporate purposes (other than the voting of fractional shares and subject, as regards payment of dividends, to the provisions of clause (v) below and, as to Contingent Interests, subject to the provisions of said Certificate of Contingent Interest) to evidence ownership of the number of fully paid, non-assessable shares of Common Stock and of the Contingent Interests in shares of Common Stock of International Paper Company into which such shares of Class A Common Stock shall have been so converted.

(ii) Each of the 542,417 issued and outstanding shares of Class B Common Stock of The Long-Bell Lumber Corporation and each of the 152 shares of such Class B Common Stock reserved for issuance in respect of outstanding scrip of The Long-Bell Lumber Corporation and all rights in respect thereof shall, upon this certificate and these articles becoming effective, automatically and without any action on the part of the holder thereof be converted into and be deemed to be (a) .08134 of one fully paid and non-assessable share of Common Stock, par value \$7.50 per share, of International Paper Company and (b) a Contingent Interest in .00478 of one share of said Common Stock of International Paper Company, to be represented by a "Certificate of Contingent Interest" in the form annexed hereto as Annex 1. Each outstanding certificate representing shares of Class B Common

Stock of The Long-Bell Lumber Corporation shall thereupon be deemed for all corporate purposes (other than the voting of fractional shares and subject, as regards payment of dividends, to the provisions of clause (v) below and, as to Contingent Interests, subject to the provisions of said Certificate of Contingent Interest) to evidence ownership of the number of fully paid, non-assessable shares of Common Stock and of the Contingent Interests in shares of Common Stock of International Paper Company into which such shares of Class B Common Stock shall have been so converted.

(iii) Each of the 983,329 issued and outstanding shares of Capital Stock of The Long-Bell Lumber Company held otherwise than by The Long-Bell Lumber Corporation and all rights in respect thereof shall, upon this certificate and these articles becoming effective, automatically and without any action on the part of the holder thereof be converted into and be deemed to be (a) .42642 of one fully paid and non-assessable share of Common Stock, par value \$7.50 per share of International Paper Company and (b) a Contingent Interest in .02508 of one share of said Common Stock of International Paper Company, to be represented by a "Certificate of Contingent Interest" in the form annexed hereto as Annex 1. Each outstanding certificate representing shares of Capital Stock of The Long-Bell Lumber Company, other than the certificates representing the 1,007,801 shares of such Capital Stock held by The Long-Bell Lumber Corporation, shall thereupon be deemed for all corporate purposes (other than the voting of fractional shares and subject, as regards payment of dividends, to the provisions of clause (v) below and, as to Contingent Interests, subject to the provisions of said Certificate of Contingent Interest) to evidence ownership of the number of fully paid, non-assessable shares of Common Stock and of the Contingent Interests in shares of Common Stock of International Paper Company into which such shares of Capital Stock shall have been so converted.

(iv) Each of the 1,007,801 shares of Capital Stock of The Long-Bell Lumber Company held by The Long-Bell Lumber Corporation shall, upon this certificate and these articles becoming effective, cease to exist and be cancelled, retired and eliminated and no shares of stock and no Contingent Interests with respect to stock of International Paper Company shall be issued in respect thereof.

(v) After this certificate and these articles shall become effective, each holder of an outstanding certificate or certificates theretofore representing Class A or Class B Common Stock of The Long-Bell Lumber Corporation and each holder (other than The Long-Bell Lumber Corporation) of an outstanding certificate or certificates theretofore representing Capital Stock of The Long-Bell Lumber Company shall surrender the same to such agent or agents as International Paper Company shall designate and such holder shall thereupon be entitled to receive a certificate or certificates representing the number of whole shares of Common Stock of International Paper Company and a Certificate or Certificates of Contingent Interest representing the Contingent Interests in shares of such Common Stock into which the shares of stock theretofore represented by the certificate or certificates so surrendered shall have been converted as provided in clause (i), (ii) or (iii) above. Until the holder of such an outstanding certificate or certificates shall have surrendered the same, no dividends payable to holders of record of Common Stock of International Paper Company as of any date subsequent to the effective date of this certificate and these articles shall be paid to such holder with respect to the Common Stock of International Paper Company represented by such outstanding certificate or certificates, but upon surrender of such outstanding certificate or certificates there shall be paid to the person or persons in whose name or names a certificate or certificates for Common Stock of International Paper Company are issued therefor the amount of dividends which have theretofore become payable with respect to the number of shares of Common Stock of International Paper Company represented by the certificate or certificates so issued. No cash dividends will be paid on the Certificates of Contingent Interest or upon the shares of Common Stock of International Paper Company reserved in respect thereof but certain cash payments in lieu of dividends will be made upon the distribution, if any, of such reserved shares, but only to the extent provided in said Certificates.

(vi) No certificates for fractional shares of Common Stock of International Paper Company will be issued in connection with the conversion of their shares into shares of such Common Stock, but stockholders of The Long-Bell Lumber Company and The Long-Bell

Lumber Corporation will be afforded an opportunity for approximately 90 days after the effective date of the merger, upon surrender of their respective stock certificates, to sell their fractional interests not represented by Certificates of Contingent Interest or to purchase sufficient additional fractional interests to make up a full share of Common Stock of International Paper Company. As soon as practicable after the expiration of said period, all shares of such Common Stock held to cover fractional interests (other than shares reserved in respect of Certificates of Contingent Interest) for which buy or sell instructions have not been received by that time will be sold for the account of the holders of such fractional interests. Thereafter the holders will be entitled to receive their pro rata portions of the proceeds of such sale upon surrender of their certificates of The Long-Bell Lumber Corporation stock or The Long-Bell Lumber Company stock, as the case may be.

(vii) Dissent from the merger and demand for appraisal and payment for his shares by any stockholder of The Long-Bell Lumber Corporation or The Long-Bell Lumber Company shall not affect the conversion of such shares into shares of Common Stock and Contingent Interests with respect to shares of Common Stock of International Paper Company pursuant to clause (i), (ii) or (iii), as the case may be, of this Article IX; such shares of Common Stock and Contingent Interests shall, upon this certificate and these articles becoming effective, be deemed to have been duly issued and reacquired by International Paper Company.

(viii) The shares of Common Stock and Contingent Interests with respect to shares of Common Stock of International Paper Company into which the 7,133 shares of Class B Common Stock of The Long-Bell Lumber Corporation held by The Long-Bell Lumber Company shall be converted pursuant to clause (ii) of this Article IX shall be deemed to have been duly issued and reacquired by International Paper Company.

(ix) Holders of Certificates of Contingent Interest shall be bound by all the terms and provisions of said Certificates as set forth in Annex 1 hereto, which terms and provisions are hereby incorporated by reference as if set forth fully herein.

X. The Secretary of State of the State of New York is designated as the agent of International Paper Company upon whom process in any action or proceeding against International Paper Company may be served.

International Paper Company was registered to do interstate and foreign business in the State of Maryland on April 11, 1956.

The name and post office address of the resident agent of International Paper Company in the State of Maryland appointed solely to accept service of process upon International Paper Company in any action, suit or proceeding hereafter instituted or filed against it under the provisions of Sections 61 to 69, inclusive, of Article 23 of the Maryland Code is Herbert M. Brune, Jr., 10 Light Street, Baltimore 2, Maryland.

XI. None of the corporations party to this certificate and these articles owns property in the State of Maryland the title to which could be affected by the recording of an instrument among the land records.

XII. For all purposes of the laws of the State of Maryland, this certificate and these articles and the merger and consolidation herein provided for shall become effective and the separate existence of The Long-Bell Lumber Corporation, a Maryland corporation, except in so far as it may be continued by statute, shall cease as soon as this certificate and these articles have been accepted for record by the State Tax Commission of Maryland.

For all purposes of the laws of the State of Missouri, this certificate and these articles and the merger and consolidation herein provided for shall become effective and the separate existence of The Long-Bell Lumber Company, a Missouri corporation, except in so far as it may be continued by statute, shall cease when such merger and consolidation become effective under the laws of the State of New York.

For all purposes of the laws of the State of New York this certificate and these articles and the merger and consolidation herein provided for shall become effective and the separate existence of said The Long-Bell Lumber Corporation and of said The Long-Bell Lumber Company, except in so far as they may be continued by statute, shall cease

when this certificate and the accompanying affidavits shall have been filed in the office of the Department of State of the State of New York.

XIII. This certificate and these articles were duly advised by the Board of Directors and approved by the stockholders of The Long-Bell Lumber Corporation in the manner and by the vote required by Section 62 of Article 23 of the Maryland Code and by the charter of said Corporation as follows:

(i) 491,081 shares out of a total of 593,877 shares of the Class A Common Stock of said Corporation outstanding voted for the plan of merger contained herein and 25,959 shares of said Class A Common Stock voted against said plan.

(ii) 519,277 shares out of a total of 542,417 shares of the Class B Common Stock of said Corporation outstanding voted for the plan of merger contained herein and 19 shares of said Class B Common Stock voted against said plan.

The merger to be effected in accordance with this certificate and these articles was duly advised, authorized and approved in the manner and by the vote required by the charter of The Long-Bell Lumber Company and by the laws of the State of Missouri under which said Company was organized, said vote being as follows:

1,890,917 shares out of a total of 1,991,130 shares of the Capital Stock of said Company outstanding voted for the plan of merger contained herein and 13,765 shares of said Common Stock voted against said plan.

The merger to be effected in accordance with this certificate and these articles was duly advised, authorized and approved in the manner and by the vote required by the charter of International Paper Company and by the laws of the State of New York under which said Company was organized, said vote being as follows:

9,468,793 shares out of a total of 10,944,185 shares of the Common Stock of said Company outstanding voted for the plan of merger contained herein and 28,771 shares of said Common Stock voted against said plan.

IN WITNESS WHEREOF we have subscribed and acknowledged this certificate and these articles and the same have been signed in the name and on behalf of each Corporation party thereto this 5th day of November, 1956.

RICHARD C. DOANE

President of International Paper Company

Attest: WILLIAM A. HANWAY

Secretary of International Paper Company

(SEAL)

JOHN D. LELAND

President of The Long-Bell Lumber Corporation

Attest: ROBERT A. L. ELLIS

Secretary of The Long-Bell Lumber Corporation

(SEAL)

JOHN D. LELAND

President of The Long-Bell Lumber Company

Attest: K. G. HANSON

Secretary of The Long-Bell Lumber Company

(SEAL)

ANNEX 1 TO CERTIFICATE OF CONSOLIDATION AND
ARTICLES OF MERGER

THIS CERTIFICATE DOES NOT REPRESENT A RIGHT TO ANY
FIXED AMOUNT OF COMMON STOCK OF INTERNATIONAL
PAPER COMPANY. READ THIS CERTIFICATE CAREFULLY.

THIS CERTIFICATE IS VOID 10 YEARS AFTER NOTICE OF
DISTRIBUTION REFERRED TO ON BACK HEREOF.

No. _____

_____ Units
of Contingent
Interest

Certificate of
CONTINGENT INTEREST

issued pursuant to Certificate of Consolidation and
Articles of Merger whereby

THE LONG-BELL LUMBER CORPORATION and
THE LONG-BELL LUMBER COMPANY

were merged into

INTERNATIONAL PAPER COMPANY

THIS IS TO CERTIFY that
or registered assigns, holds 0.000 Units of Contingent Interest with
respect to certain shares of Common Stock of INTERNATIONAL
PAPER COMPANY, a New York corporation, reserved pursuant to the
Certificate of Consolidation and Articles of Merger referred to above.
One Unit of Contingent Interest is being issued for each share of Com-
mon Stock (par value \$7.50) of said Company initially so reserved and
represents the right to receive one fifty-thousandth of such, IF ANY,
of the Reserved Shares (as defined on the back hereof) as may be
distributable ultimately to all registered holders of Certificates of Con-
tingent Interest upon the terms and subject to the conditions set forth
on the back hereof.

Certificates of Contingent Interest may be transferred on the books of International Paper Company or may be exchanged for other Certificates representing a larger or smaller number of Units equal to the aggregate number of Units represented by the Certificates surrendered. Such transfers and exchanges may be made, upon surrender hereof, by the registered holder hereof in person, or by his attorney duly authorized in writing, at the office of Bankers Trust Company, Agent, 46 Wall Street, New York 15, N. Y.

International Paper Company and said Agent may deem and treat the registered holder hereof as the absolute owner hereof for the purpose of receiving distribution of the Reserved Shares and for all other purposes and neither said Company nor said Agent shall be affected by any notice to the contrary.

Dated:

INTERNATIONAL PAPER COMPANY

By

Vice President

Countersigned:

BANKERS TRUST COMPANY, Agent

By

Asst. Secretary

(Reverse side of Certificate of Contingent Interest)

This Certificate is one of the Certificates of Contingent Interest (hereinafter called the "Certificates") issued pursuant to the Certificate of Consolidation and Articles of Merger dated 1956, whereby The Long-Bell Lumber Corporation, hereinafter called "Long-Bell (Maryland)", and The Long-Bell Lumber Company, hereinafter called "Long-Bell (Missouri)", were merged into International Paper Company, hereinafter called the "Corporation".

There are possible liabilities of Long-Bell (Missouri) to the United States Government for Federal income or excess profits taxes or both for the years 1942 to 1949, both inclusive, and for the year 1951, and interest thereon, hereinafter referred to as "Federal Taxes", and there is a lawsuit pending in the United States District Court for the Western District of Washington, Northern Division, styled "Harbor Plywood Corporation vs. The Long-Bell Lumber Company", filed February 23, 1956. The term "Harbor Lawsuit" as herein used shall mean the aforementioned lawsuit and shall also include any action or suit filed against Long-Bell (Missouri) or the Corporation founded in substance on the matters and things complained of in the aforementioned lawsuit and instituted prior to the date of the notice of distribution of Reserved Shares provided for in paragraph 11 below. The Corporation lacks complete knowledge concerning the Federal Taxes and the Harbor Lawsuit. Therefore, to protect it against expense and loss on account of either, there have been in effect withheld from the shares which it would otherwise have issued pursuant to the merger 50,000 shares (par value \$7.50 a share) of the Corporation's Common Stock. (Said 50,000 shares or, in the event that the provisions of paragraph 9 hereof come into operation, the shares into which said 50,000 shares of Common Stock are adjusted, changed, converted or exchanged pursuant to said paragraph 9, are hereinafter referred to as "Reserved Shares".) This Certificate is issued to evidence the contingent interest which the registered holder hereof has in such number, if any, of the Reserved Shares as may be distributable ultimately.

The terms and conditions upon which the Reserved Shares are reserved and are to be dealt with are as follows:

1. The legal matters relating to the Federal Taxes and to the defense of the Harbor Lawsuit shall be handled jointly and exclusively by the law firms of Baker, Botts, Andrews & Shepherd, Esperson Building, Houston, Texas, or any successor firm, and Davis Polk Wardwell Sunderland & Kiendl, 15 Broad Street, New York City, or any successor firm, hereinafter referred to as "Counsel". Counsel shall have general charge of said legal matters, taking such steps and pursuing such methods relating to the Federal Taxes or to the defense of the Harbor Lawsuit as are in their judgment desirable and expedient, including authority to employ other attorneys, accountants, other technical personnel, clerks, or others to assist in the proper discharge of

their duties, to fix the compensation of those so employed and to incur such expense in the discharge of their duties as in their judgment is necessary or desirable. Counsel shall not, however, have authority to compromise or settle either the Federal Taxes or the Harbor Lawsuit.

2. The files, records and offices of the Corporation and the services of its officers and employees shall be available to Counsel or to other attorneys employed by them in handling the Federal Taxes or in handling the Harbor Lawsuit without charge by the Corporation except for out-of-pocket expenses incurred directly by the Corporation in connection therewith. The fact that any person or attorney is an employee of the Corporation or retained by it shall not render him ineligible to be employed or retained by Counsel.

3. The Committee described in paragraph 4 hereof shall have authority to join with the Corporation in a compromise or settlement of the Federal Taxes (or any of them) or the Harbor Lawsuit, or both. Neither the Corporation nor said Committee shall have authority alone to make such a compromise or settlement, but the two acting together may do so on such terms as they approve. If, by any final judgment or as a part of any such compromise or settlement in the Harbor Lawsuit, the contract dated September 6, 1950 between Long-Bell (Missouri) and Harbor Plywood Corporation is terminated or modified, then in order to measure the detriment or loss accruing to the Corporation from such termination or modification for the purpose of deducting Reserved Shares under paragraph 8 hereof there shall be assigned to the contractual or other rights of Long-Bell (Missouri) or of the Corporation adversely affected by such termination or modification such value as may be fixed in respect thereof by the Corporation and the Committee. If the Corporation and the Committee cannot agree, the determination of such value shall be submitted to an independent arbitrator, who shall be Mr. Bruce Hoffman of Portland, Oregon or, if he shall be disqualified or unable or unwilling to act, Mr. William H. Thomas of said Portland or, if he shall be disqualified or unable or unwilling to act, to the American Arbitration Association which shall appoint a single arbitrator, experienced in forest management and operations in the State of Washington or Oregon. Any proceedings to arbitrate such value shall be conducted in accordance with the rules of said Association, and the Committee is authorized to act in all respects for the holders of the Certifi-

cates in connection with such proceedings. In fixing such value the loss or detriment resulting from any termination or change in the right of Long-Bell (Missouri) or of the Corporation to receive repayment of the advances made by Long-Bell (Missouri) to Harbor Plywood Corporation as shown by its balance sheet at December 31, 1955, and the loss or detriment resulting from termination or change in other rights under said contract shall be separately considered and separately valued, provided that in the event of termination or cancellation of the contract as a whole, including termination and cancellation of all right to receive repayment of such advances, the total loss sustained by the Corporation shall in no event be less than the unpaid face amount of such advances. Any such determination shall be conclusive and binding on the Committee, the Corporation and all holders of Certificates.

4. A committee, herein referred to as the "Committee", composed of the following persons, who have been designated by the Boards of Directors of Long-Bell (Maryland) and Long-Bell (Missouri): Jesse Andrews, Esperson Building, Houston, Texas; Leslie G. Everitt, R. A. Long Building, Kansas City, Missouri; J. D. Leland, Longview, Washington; H. Malcolm Lovett, Esperson Building, Houston, Texas and Joseph C. Williams, c/o Commerce Trust Company, Kansas City, Missouri, and their successors, shall have power to act on behalf of all holders of Certificates as provided for herein. The Committee shall be self-perpetuating and vacancies arising from any cause shall be filled by the remaining members. Action by the Committee shall be by the favorable vote of not less than four members taken at a meeting, reasonable notice of the time and place of which has been given to the members by any member. The Committee may adopt such rules for the conduct of its proceedings as it may determine.

5. Neither Counsel nor any member of the Committee shall be liable for any mistake of judgment or for any action or other matter except for wilful neglect or default.

6. Counsel and Committee members shall be entitled to receive reasonable compensation for their services and reimbursement of their expenses. The amount of compensation of Counsel shall be fixed by the General Solicitor of the Corporation and the amount of compensation of the Committee members shall be fixed by Counsel.

The fees and disbursements of those employed by Counsel and all other expenses of Counsel in connection with the Federal Taxes and the Harbor Lawsuit, the compensation and expenses of Committee members and the fees and expenses of any arbitrator, upon being certified to the Corporation by Counsel or their duly authorized representative shall be paid by the Corporation. The compensation fixed for Counsel shall be paid by the Corporation upon submission of an appropriate statement in respect thereof. For the purposes of paragraph 8 hereof (i) any fees and expenses incurred by Long-Bell (Missouri) in preparation for the defense of the Harbor Lawsuit prior to the effective date of the merger shall be deemed to have been incurred by Counsel hereunder and (ii) all other fees and expenses incurred, and the compensation earned, by Baker, Botts, Andrews & Shepherd and Davis Polk Wardwell Sunderland & Kiendl, in connection with the Federal Taxes or the Harbor Lawsuit after August 17, 1956 and prior to the effective date of the merger shall be deemed to have been incurred and earned by Counsel hereunder. Any of the items referred to in (i) and (ii), if paid prior to the effective date of the merger, shall be deemed to have been paid by the Corporation on the effective date of the merger.

7. When and as the Federal Taxes or the Harbor Lawsuit are settled or otherwise finally disposed of, the Corporation shall pay all amounts required to be paid by such settlement or other disposition; provided, however, that the Corporation may at the request of the Committee pay any part of the Federal Taxes prior to their final disposition in order to eliminate interest charges on the amount so paid. With respect to the final disposition of the Federal Taxes, (i) final disallowance of any portion of the refund of federal income and excess profits taxes recorded on the books of Long-Bell (Missouri) as a receivable at December 31, 1955 shall be treated as a payment of Federal Taxes in the amount so disallowed for the purposes of paragraph 8 hereof, and (ii) any refunds in respect of United States income or excess profit taxes and interest thereon due for years other than 1942 to 1949, both inclusive, and 1952 applied by the United States Treasury Department against deficiencies of Long-Bell (Missouri) for the years 1942 to 1949 and 1952 shall be treated as payments of Federal Taxes for the purposes of paragraph 8 hereof. Any payment on account of the Federal Taxes or on account of possible liability under the Harbor Lawsuit made by Long-Bell (Missouri) after December

31, 1955 and prior to the effective date of the merger shall, for the purposes of paragraph 8 hereof, be deemed to have been paid by the Corporation on the effective date of the merger.

8. Within 20 days after the close of each calendar month following the effective date of the merger, the Corporation shall compute the payments made by it (or deemed to have been made by it) during such month pursuant to paragraph 2, 6 or 7 hereof and shall deduct from the Reserved Shares a number thereof equal in value to the aggregate of the amounts so paid; provided, that no such deduction shall be made with respect to payments of Federal Taxes until within 20 days after the close of the calendar month in which determination of all Federal Taxes became final. For the purpose of such deductions each share to be deducted from the Reserved Shares shall be deemed to represent a value equal to the average of the closing prices for sales, regular way, on the New York Stock Exchange of the Corporation's Common Stock (as then constituted) during the particular calendar month.

In addition to any Reserved Shares deducted pursuant to the foregoing provisions of this paragraph 8, if the Harbor Lawsuit is disposed of in whole or in part by final judgment, compromise or settlement terminating or modifying the contract dated September 6, 1950 between Long-Bell (Missouri) and Harbor Plywood Corporation, there shall be deducted from the Reserved Shares a number of shares equal in value to the value assigned, in accordance with the provisions of paragraph 3 hereof, to the contractual or other rights of Long-Bell (Missouri) or of the Corporation adversely affected by such termination or modification. For such purpose each share to be deducted from the Reserved Shares shall be deemed to represent a value equal to the average of the closing prices for sales, regular way, on the New York Stock Exchange of the Corporation's Common Stock (as then constituted) during the calendar month in which such disposition of the Harbor Lawsuit is made.

9. In the event that prior to any distribution of Reserved Shares (i) there are any changes in the Common Stock of the Corporation through subdivision of shares, stock dividends, or combinations or reclassifications or changes in or elimination of par value of shares, or (ii) as a result of any other recapitalization, merger or consolidation said Common Stock is converted into or exchangeable for any other shares, then in each such case the Reserved Shares then remaining, after all previous deductions made pursuant to paragraph 8 hereof,

will be proportionately adjusted, changed, converted or exchanged, as the case may be.

10. Holders of Certificates will have no rights, by reason of their ownership thereof, as stockholders of the Corporation, including, without limitation, no right to receive notices of any meetings of stockholders of the Corporation and no right to vote at any such meetings in respect of the Reserved Shares or otherwise.

11. Distribution of such of the Reserved Shares as remain after all deductions made pursuant to paragraph 8 hereof shall be made by the latest of the following: (a) 12 months after judgment in the Harbor Lawsuit becomes final or after such Lawsuit is compromised or settled (b) 60 days after the determination of value of contractual or other rights pursuant to the provisions of paragraph 3 hereof, or (c) 60 days after the final disposition of the Federal Taxes. Notice will be given to registered holders of Certificates of the time, place and manner of the distribution, not more than 60 nor less than 30 days prior to the date fixed for such distribution, by mailing such notice to the last address of each registered holder on the books to be maintained for such purpose and by publication of such notice at least once in a daily newspaper published and of general circulation in the Borough of Manhattan, The City of New York.

12. Subject to the further provisions of this paragraph, the distribution provided for in paragraph 11 hereof shall be made pro rata to the registered holders of all outstanding Certificates upon surrender thereof. Upon such distribution each registered holder will be entitled to receive the number of whole shares distributable in respect of the Certificate or Certificates surrendered by him. No fractional shares will be issued on such distribution. In lieu thereof the Corporation will pay a sum in cash equal to the value of the fractional share, determined by multiplying such fraction by the average of the closing prices for sales, regular way, on the New York Stock Exchange of the Corporation's Common Stock (as then constituted) during the five trading days next preceding the date of the notice of distribution.

At the time of distribution of Reserved Shares, the Corporation will pay to each registered holder of a Certificate, upon surrender thereof, cash in an amount equal to the cash dividends which would have been paid in respect of the number of whole shares then distributed to him had such shares been issued to him on the effective date of the merger.

Any Certificates issued (i) in respect of shares of stock of Long-Bell (Maryland) held by Long-Bell (Missouri) on the effective date of the merger or (ii) in respect of shares of stock of either Long-Bell (Maryland) or Long-Bell (Missouri) to the holders of which the Corporation shall have paid in cash the value thereof determined in appraisal proceedings under the applicable provisions of Maryland law or Missouri law, as the case may be, shall, even though held by the Corporation, entitle the Corporation to share in any distribution of Reserved Shares *pari passu* with all the other outstanding Certificates.

13. All Certificates must be surrendered, for exchange for any shares and cash distributable pursuant to the provisions of paragraph 12 hereof, within six years after the date of the notice of distribution. At the expiration of such time, the Corporation will set aside funds equal to the sum of (i) the market value of any undistributed Reserved Shares and (ii) an amount equal to the cash dividends which would have been paid in respect of such shares before the expiration of such period had such shares been issued on the effective date of the merger. Such market value shall be the average of the closing prices for sales, regular way, on the New York Stock Exchange of the Corporation's Common Stock (as then constituted) during the five trading days immediately preceding the expiration of said six-year period. Thereafter, upon surrender of their Certificates the registered holders thereof will be entitled to receive their proper proportion of such funds, but without interest thereon, and said holders shall be entitled to no other rights in respect of said Certificates. If all said Certificates shall not have been surrendered within ten years after the date of the aforesaid notice of distribution, the undistributed funds so set aside will be returned to the general funds of the Corporation, free of any and all claims whatsoever, and all outstanding Certificates shall thereafter be null and void.

14. The Board of Directors of the Corporation and the Committee acting jointly shall have the sole power and discretion to determine all matters relating to or arising out of the Certificates, except as otherwise provided herein, and any such determination shall be final and binding on all holders of such Certificates.

15. The Certificates shall be governed by and be construed in accordance with the laws of the State of New York.

[End of Annex 1 to Certificate of Consolidation and Articles of Merger.]

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On the 5th day of November, 1956, before me personally came RICHARD C. DOANE and WILLIAM A. HANWAY, to me known and known to me to be the persons described in and who executed the foregoing Certificate and Articles on behalf of INTERNATIONAL PAPER COMPANY, and they severally duly acknowledged that they executed the same.

FREDERICK A. AUFFERMAN, JR.
Notary Public

Frederick A. Auffermann, Jr.
Notary Public, State of New York
No. 41-5,124,400
Qualified in Queens County
Certificate Filed in New York County
Term Expires March 30, 1958

(SEAL)

STATE OF MISSOURI }
COUNTY OF JACKSON } ss.:

On the 5th day of November, 1956, before me personally came JOHN D. LELAND and ROBERT A. L. ELLIS, to me known and known to me to be the persons described in and who executed the foregoing Certificate and Articles on behalf of THE LONG-BELL LUMBER CORPORATION, and they severally duly acknowledged that they executed the same.

LEE HOPKINS
Notary Public

My Commission Expires March 15, 1958

(SEAL)

BOOK 43 PAGE 87

STATE OF MISSOURI }
COUNTY OF JACKSON } ss.:

On the 5th day of November, 1956, before me personally came JOHN D. LELAND and K. G. HANSON, to me known and known to me to be the persons described in and who executed the foregoing Certificate and Articles on behalf of THE LONG-BELL LUMBER COMPANY, and they severally duly acknowledged that they executed the same.

LEE HOPKINS
Notary Public

My Commission Expires March 15, 1958
(SEAL)

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

RICHARD C. DOANE and WILLIAM A. HANWAY, being duly sworn, depose and say, and each for himself deposes and says: that he, RICHARD C. DOANE, is the President, and that he, WILLIAM A. HANWAY, is the Secretary, of INTERNATIONAL PAPER COMPANY, one of the constituent corporations named in the foregoing Certificate of Consolidation and Articles of Merger; that they have been authorized to execute and file such Certificate and Articles by the votes, cast in person or by proxy, of the holders of record of two-thirds of the outstanding shares of such corporation entitled to vote on such consolidation; that such votes were cast at a stockholders meeting held in the City of New York, State of New York, on the 5th day of November, 1956, upon notice as prescribed in Section 45 of the Stock Corporation Law to every stockholder of record of said corporation entitled to vote thereon.

RICHARD C. DOANE
WILLIAM A. HANWAY

Subscribed and sworn to before me }
this 5th day of November, 1956. }

FREDERICK A. AUFFERMANN, JR.
Notary Public

Frederick A. Aufermann, Jr.
Notary Public, State of New York
No. 41-5,124,400

Qualified in Queens County
Certificate Filed in New York County
Term Expires March 30, 1958

(SEAL)

STATE OF MISSOURI }
COUNTY OF JACKSON } ss.:

JOHN D. LELAND and ROBERT A. L. ELLIS, being duly sworn, depose and say, and each for himself deposes and says: that he, JOHN D. LELAND, is the President, and that he, ROBERT A. L. ELLIS, is the Secretary, of THE LONG-BELL LUMBER CORPORATION, one of the constituent corporations named in the foregoing Certificate of Consolidation and Articles of Merger; that they have been authorized to execute and file such Certificate and Articles by the votes, cast in person or by proxy, of the holders of record of two-thirds of the outstanding shares of such corporation entitled to vote on such consolidation; that such votes were cast at a stockholders meeting held in Kansas City, State of Missouri, on the 5th day of November, 1956, upon notice as prescribed by the laws of the State of Maryland to every stockholder of record of said corporation entitled to vote thereon.

JOHN D. LELAND
ROBERT A. L. ELLIS

Subscribed and sworn to before me }
this 5th day of November, 1956. }

LEE HOPKINS
Notary Public

My Commission Expires March 15, 1958

(SEAL)

BOOK 43 p. 89

STATE OF MISSOURI }
COUNTY OF JACKSON } ss.:

I hereby certify that on November 5, 1956, before me, the subscriber, a Notary Public of the State of Missouri in and for the County of Jackson, personally appeared JOHN D. LELAND, President of The Long-Bell Lumber Corporation, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Certificate of Consolidation and Articles of Merger to be the corporate act of said corporation; and at the same time personally appeared ROBERT A. L. ELLIS and made oath in due form of law that he was Secretary of the meeting of the stockholders of said corporation at which the merger provided for in said Certificate of Consolidation and Articles of Merger was finally approved, and that the matters and facts set forth in said Certificate and Articles are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal the day and year last above written.

LEE HOPKINS
Notary Public

My Commission Expires March 15, 1958.

(SEAL)

STATE OF MISSOURI }
COUNTY OF JACKSON } ss.:

JOHN D. LELAND and K. G. HANSON, being duly sworn, depose and say, and each for himself deposes and says: that he, JOHN D. LELAND, is the President, and that he, K. G. HANSON, is the Secretary, of THE LONG-BELL LUMBER COMPANY, one of the constituent corporations named in the foregoing Certificate of Consolidation and Articles of Merger; that they have been authorized to execute and file such Certificate and Articles by the votes, cast in person or by proxy, of the holders of record of two-thirds of the outstanding shares of such corporation entitled to vote on such consolidation; that such votes were cast at a stockholders' meeting held in Kansas City, State of Missouri, on the 5th day of November, 1956, upon notice as prescribed by the laws of the State of Missouri to every stockholder of record of said corporation entitled to vote thereon.

JOHN D. LELAND
K. G. HANSON

Subscribed and sworn to before me }
this 5th day of November, 1956. }

LEE HOPKINS
Notary Public

My Commission Expires March 15, 1958

(SEAL)