

**Certificate of Adoption of Agreement of Merger by Stockholders of
Crown Zellerbach Corporation**

I, D. R. SCHMIDT, Secretary of Crown Zellerbach Corporation, a corporation of the State of Nevada (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 Gaylord Container Corporation, a corporation of the State of Maryland, by the President and a majority of the Directors of Gaylord Container Corporation, and attested by the Secretary of Gaylord Container Corporation, was duly submitted to the stockholders of the Corporation at a 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 Concert Room of the Sheraton-Palace Hotel, 639 Market Street, San Francisco, California, at 11:00 o'clock A.M., Pacific Standard Time; that said Meeting was held separately from any meeting of stockholders of Gaylord Container Corporation; that notice of the time, place and objects of said Meeting was duly given to each stockholder of each class of the Corporation (regardless of the limitations or restrictions otherwise imposed upon the voting power thereof), in the manner required by Section 27 of an act of the State of Nevada entitled "An Act providing a general corporation law," approved March 21, 1925, as amended; 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 28, 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 Special Meeting 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 sixty days before said Meeting; that neither the certificate or articles of incorporation, nor any amendment thereof, nor the by-laws of the Corporation require that such notice be also published in any newspaper; that at said Meeting said Agreement of Merger [Articles of Merger] was considered and a vote of the stockholders of each class of the Corporation (even though their right to vote is otherwise restricted or denied) was taken by ballot, in person or by proxy, for the adoption or rejection 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 11,381,991, consisting of 309,860 shares of the initial series of Preferred Stock, without nominal or par value, of the Corporation, designated \$4.20 Cumulative Preferred Stock, and 11,072,131 shares of Common Stock, par value \$5 per share, of the Corporation; that the votes, in person or by proxy, of stockholders of the Corporation representing 271,972 shares of said \$4.20 Cumulative Preferred Stock of the Corporation, being more than two-thirds of the issued and outstanding shares of said \$4.20 Cumulative Preferred Stock, and of stockholders representing 9,737,814 shares of said Common Stock of the Corporation, being more than a majority of the issued and outstanding shares of said Common Stock, were cast by ballot for the adoption of said Agreement of Merger [Articles of Merger]; and that the certificate or articles of incorporation of the Corporation do not require a larger vote of stockholders for the approval of said Agreement of Merger [Articles of Merger] than the said vote cast for adoption thereof at said Meeting.

WITNESS my hand and the seal of the Corporation this 22nd day of November, 1955.

[CORPORATE SEAL]

D. R. SCHMIDT
(D. R. SCHMIDT)
Secretary, CROWN ZELLERBACH CORPORATION

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO—ss.

I HEREBY CERTIFY that on this 22d day of November, 1955, before me, the subscriber, a Notary Public in and for the City and County of San Francisco, State of California, residing therein, duly commissioned and sworn, personally appeared J. D. ZELLERBACH, President of CROWN ZELLERBACH CORPORATION, a corporation organized and existing under the laws of the State of Nevada, 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 D. R. SCHMIDT and made oath in due form of law that he was secretary of the Special Meeting of stockholders of said corporation, held in San Francisco, California, 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 the State of Nevada and by the articles of incorporation and by-laws of said corporation.

IN TESTIMONY WHEREOF, I have affixed my official seal at my office in the City and County of San Francisco, State of California, on the day and year in this certificate first above written.

[SEAL]

LUCIE M. REINCKE
(LUCIE M. REINCKE)
Notary Public in and for the City and County of
San Francisco, State of California
My commission expires November 19, 1958.