

12-30-02
01-07-2003

Docket No.: 30222/20:28 US

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



102329464

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To the Honorable Commissioner of Patents

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Huntsman Film Products Corporation

12-27-02

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

3. Nature of conveyance:

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

Execution Date: September 29, 1997

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

Name: Huntsman Packaging Corporation

Internal Address:

Street Address: 500 Huntsman Way

City: Salt Lake City State: UT ZIP: 84108

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

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

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

B. Patent No.(s)

4,923,750

Additional numbers attached? ☐ Yes ☒ No

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

Name: Scott F. Young

Internal Address: STOEL RIVES LLP

Street Address: One Utah Center

201 So. Main Street, Suite 1100

City: Salt Lake City State: UT ZIP: 84111

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

☒ Enclosed - Any excess or insufficiency should be credited or debited to deposit account

☐ Authorized to be charged to deposit account

8. Deposit account number:

502375

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9. Statement and signature.

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

Scott F. Young

Name of Person Signing

Signature

December 27, 2002

Date

Total number of pages including cover sheet, attachments, and document:

6

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and recorded on the 29 day of September 1997
in the office of this Division and hereby issue
this Certificate thereof.

Examiner



BS Date 9/30/97
Korla S. Woods
KORLA T. WOODS
Division Director

ARTICLES OF MERGER
OF

HUNTSMAN FILM PRODUCTS CORPORATION

INTO

HUNTSMAN PACKAGING CORPORATION #160586

RECEIVED

SEP 29 1997

Utah Div. of Corp.
& Comm. Code

#128427

Effective September 29, 1997 at 4:31 p.m.

In accordance with Section 16-10a-1104 of the Utah Revised Business Corporation Act (the "URBCA"), Huntsman Packaging Corporation, a Utah corporation (the "Company"), hereby declares and certifies as follows:

ARTICLE ONE

Plan of Merger

The Plan of Merger, dated September 26, 1997 (the "Plan of Merger"), with respect to the merger of Huntsman Film Products Corporation, a Utah corporation ("Film Products"), into the Company is attached hereto as Exhibit A and is incorporated herein by this reference.

ARTICLE TWO

No Shareholder Approval Required

Pursuant to Section 16-10a-1104(3) of the URBCA, no shareholder of either the Company or Film Products is required to approve the Plan of Merger.

ARTICLE THREE

Share Ownership

The merger of Film Products into the Company (the "Merger") is being effected pursuant to Section 16-10a-1104 of the URBCA. Immediately prior to the Merger, the Company owned all of the outstanding shares of each class of stock of Film Products.

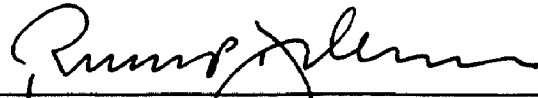
ARTICLE FOUR

Effective Date

The effective date of the Merger is September 29, 1997 at 4:31 p.m. local time, and the effective date complies with Section 16-10a-1104(5) of the URBCA.

IN WITNESS WHEREOF, the Company hereby certifies to the truth of the facts stated herein and executes and delivers these Articles of Merger this 26th day of September, 1997.

Huntsman Packaging Corporation,
a Utah corporation



Richard P. Durham
President and Chief Executive Officer

ATTEST:



Ronald G. Moffitt
Secretary

MAILING ADDRESS

If, upon completion of the filing of the above Articles of Merger, the Division elects to send a copy of the Articles of Merger to the Company by mail, the address to which the copy should be mailed is:

Huntsman Packaging Corporation
500 Huntsman Way
Salt Lake City, Utah 84108
Attention: Legal Department

Exhibit A

PLAN OF MERGER

(Merger of Huntsman Film Products Corporation into
Huntsman Packaging Corporation)

September 26, 1997

The Board of Directors of Huntsman Packaging Corporation (the "Company") has determined that its wholly-owned subsidiary, Huntsman Film Products Corporation, a Utah corporation ("Film Products"), should be merged with and into the Company (the "Merger") in accordance with the applicable provisions of the Utah Revised Business Corporation Act (the "URBCA") and the Internal Revenue Code of 1986, as amended (the "Code").

I. Merger

1.1 Names and States of Incorporation. The name and state of incorporation of each of the Constituent Corporations is as follows:

(a) Huntsman Packaging Corporation, a Utah corporation, and

(b) Huntsman Film Products Corporation, a Utah corporation.

1.2 Effective Time. In accordance with the URBCA, the Merger shall be effective on September 29, 1997 at 4:31 p.m. local time as specified in the Articles of Merger (the "Effective Time").

1.3 Merger. At the Effective Time, the following shall occur:

(a) Film Products shall be merged with and into the Company, and the separate existence of Film Products shall cease.

(b) The Company shall be the surviving corporation and shall continue its corporate existence in accordance with the laws of the State of Utah and under the name "Huntsman Packaging Corporation."

(c) The Merger shall have the effects set forth in Section 16-10a-1106 of the URBCA.

(d) All of the assets and liabilities of Film Products (collectively, the "Assets and Liabilities") shall become assets and liabilities of the Company.

1.4 Articles of Incorporation. The Articles of Incorporation of the Company shall continue to be the Articles of Incorporation of the Company after the Effective Time, until amended or repealed in accordance with the URBCA.

1.5 Bylaws. The Bylaws of the Company shall continue to be the Bylaws of the Company after the Effective Time, until amended or repealed in the manner provided by such Bylaws and the URBCA.

1.6 Directors. The directors of the Company immediately prior to the Effective Time shall continue to serve as the directors of the Company for the term specified in the Bylaws of the Company.

1.7 Officers. The officers of the Company immediately prior to the Effective Time shall continue to be officers of the Company until otherwise provided in accordance with the Bylaws of the Company.

II. Shares of the Constituent Corporations

2.1 Film Products Stock. As of the date of this Agreement, (a) Film Products has an authorized capital structure consisting of 50,000 shares of Class A Voting Common Stock ("Class A Stock") and 15,000 shares of Class B Nonvoting Common Stock ("Class B Stock"), and (b) 2,000 shares of the Class A Stock are issued and outstanding and no shares of the Class B Stock are issued or outstanding.

2.2 Company Stock. As of the date of this Agreement, (a) the Company has an authorized capital structure consisting of 50,000 shares of Common Stock, and (b) 1,000 shares of the Common Stock of the Company are issued and outstanding.

2.3 Conversion of Outstanding Shares. As of the Effective Time, by virtue of the Merger and without any further action, the following shall occur:

(a) The issued and outstanding shares of the capital stock of the Company shall not be affected by the Merger and each such issued and outstanding share of the capital stock of the Company shall continue to be one (1) share of fully paid and nonassessable stock of the same class.

(b) Each issued and outstanding share of Class A Stock shall be canceled (and, because Film Products is a wholly-owned subsidiary of the Company, no

consideration shall be paid by the Company to itself for the cancellation of the Class A Stock).

2.4 Certificates. As soon after the Effective Time as practicable, each certificate nominally representing shares of the Class A Stock shall be marked canceled in accordance with Section 2.3 above.

2.5 Options, Warrants or Other Rights. At the Effective Time, any options, warrants or other rights to purchase shares of Film Products, without any further action, shall be terminated.

III. General Provisions

3.1 Approval. This Agreement has been approved by the Board of Directors of the Company as required by the URBCA.

3.2 Accounting Records. As of the Effective Time, the Assets and Liabilities shall be recorded in the accounting records of the Company at the amounts at which they shall be carried at that time in the accounting records of Film Products, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles.

3.3 Issuance of Shares. Between the date of this Agreement and the Effective Time, Film Products shall not issue or cause to be issued any additional shares of stock.

3.4 Tax Matters. Film Products and the Company intend that the transaction contemplated by this Agreement shall constitute a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Code. Therefore, all of the terms and provisions of this Agreement shall be interpreted so that such terms and provisions are in accordance with Section 368(a)(1)(A) of the Code.

3.5 Additional Actions. The officers of the Constituent Corporations shall execute all such other documents and shall take all such other actions as may be necessary or advisable to make this Agreement and the Merger effective.