



201702060104

Skagit County Auditor  
2/6/2017 Page

1 of 22 11:57AM  
\$94.00

**RECORDING REQUESTED BY AND  
WHEN RECORDED MAIL TO:**

Weyerhaeuser NR Company  
200 Occidental Avenue South  
Seattle, Washington 98290  
Attn: Law Department

ACCOMMODATION RECORDING

**CHICAGO TITLE**  
620030038

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<b>Type of Document:</b>	Affidavit of Merger
<b>Reference Number of Document Assigned/ Released:</b>	N/A
<b>Grantor/Owner:</b>	Plum Creek Timberlands, LP, which merged into Weyerhaeuser Company
<b>Grantee:</b>	N/A <i>Public</i>
<b>Abbreviated Legal Description:</b>	S25-33N-04E:NW4 S12-34N-04E:Pt

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<b>Assessor's Parcel Tax Numbers:</b>	P17258 P24563
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UNOFFICIAL DOCUMENT

STATE OF WASHINGTON )  
 ) ss.  
COUNTY OF KING )

**AFFIDAVIT OF MERGER**

WHEREAS, PLUM CREEK TIMBERLANDS, LP, a limited partnership organized and existing under the laws of the State of Delaware, successor in interest to Plum Creek Timber Company, L.P, a Delaware limited partnership (“Owner”), is the record owner of the real estate legally described on the attached **Exhibit A**, and other lands located in Skagit County, Washington, title to which is vested in Owner’s name (collectively, “Property”).

WHEREAS, PLUM CREEK TIMBERLANDS, LP merged with and into WEYERHAEUSER COMPANY, a corporation organized and existing under the laws of the State of Washington, effective December 31, 2016, as evidenced by the certified copy of the duly filed Articles of Merger from the Washington Secretary of State attached hereto as **Exhibit B**; and

NOW, THEREFORE, Weyerhaeuser Company files this Affidavit of Merger to provide record notice of the merger and name change and as evidence of record that Weyerhaeuser NR Company is the current owner of the Property.

[SIGNATURE PAGE FOLLOWS]

Witness the hand of the duly authorized officer of Weyerhaeuser Company this 30<sup>th</sup> day of January, 2017.

WEYERHAEUSER COMPANY, a  
Washington corporation

By:   
Name: James R. Johnston  
Title: Vice President

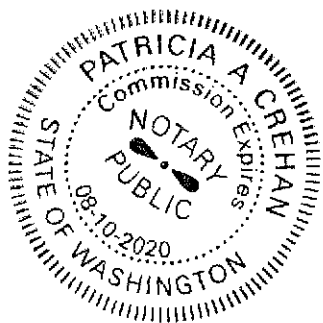


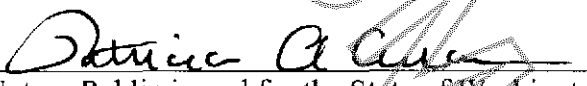
ACKNOWLEDGEMENT

STATE OF WASHINGTON )  
  )  
COUNTY OF KING        )

On this 30<sup>th</sup> day of January, 2017, before me personally appeared James R. Johnston to me known to be the Vice President of Weyerhaeuser Company, a Washington corporation, and acknowledged the said instrument to be the free and voluntary act and deed of said Company for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute said instrument on behalf of said Company.

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



  
Notary Public in and for the State of Washington  
Name: Patricia A. Crehan  
Residing at Snohomish, WA  
My Commission Expires: August 10, 2020

**EXHIBIT A**

A portion of the real property described in the Quit Claim Deed from Plum Creek Timber Company, Inc. to Plum Creek Timberlands, LP, a Delaware limited partnership, which merged into Plum Creek Timberlands, LP, a Delaware limited partnership, recorded October 17, 2001 as No. 200110170001, Skagit County, Washington records as follow:

NW $\frac{1}{4}$  of Section 25 of Township 33 North, Range 4 East, Willamette Meridian; beginning at section of SW $\frac{1}{4}$  NW $\frac{1}{4}$ ; then South 45 degrees West to south line of SW $\frac{1}{4}$  NW $\frac{1}{4}$ ; thence East to Point of Beginning (.3 acres); tax parcel #P17258.

Portion of Section 12 of Township 34 North, Range 4 East, Willamette Meridian, 50 foot right of way through Section 12 Less SW $\frac{1}{4}$  SW $\frac{1}{4}$  and except strip to County and Roll Tract #0-012-01 02 (3.160 acres); tax parcel #P24562.

**EXHIBIT B**

**Certificate of Plum Creek Timberlands, LP into Weyerhaeuser Company**

[see attached]

UNOFFICIAL DOCUMENT

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

I, Kim Wyman, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

WEYERHAEUSER NR COMPANY

WA Profit Corporation  
UBI: 602-865-829  
Filing Date: December 30, 2016  
Effective Date: December 31, 2016

Merging Entities:

Not Qualified in WA PLUM CREEK MANUFACTURING HOLDING COMPANY, INC.



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 12/30/2016

FILED

DEC 29 2016

WA SECRETARY OF STATE

CERTIFICATE OF MERGER OF

PLUM CREEK MANUFACTURING HOLDING COMPANY, INC.,  
A DELAWARE CORPORATION

WITH AND INTO

WEYERHAEUSER NR COMPANY,  
A WASHINGTON CORPORATION

In accordance with Section 252(c) of the Delaware General Corporation Law (the "DGCL"), Weyerhaeuser NR Company ("WNR"), a Washington corporation, having approved a plan and agreement of merger in accordance with the DGCL and the Revised Code of Washington ("RCW"), does hereby certify the following:

FIRST: The names and states of formation of the constituent entities to the Merger (the "Constituent Companies") are as follows:

<u>Name</u>	<u>State of Formation</u>
Plum Creek Manufacturing Holding Company, Inc.	Delaware
Weyerhaeuser NR Company	Washington

SECOND: A Plan and Agreement of Merger, effective as of December 31, 2016 (the "Agreement"), among the Constituent Companies has been approved, adopted, executed and acknowledged by each of the Constituent Companies.

THIRD: The name of the surviving entity shall be Weyerhaeuser NR Company, a Washington corporation (the "Surviving Corporation").

FOURTH: The Articles of Incorporation of the Surviving Corporation shall be its Articles of Incorporation.

FIFTH: The executed Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation 220 Occidental Avenue South, Seattle, Washington 98104.

SIXTH: A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any member of the Disappearing Company or any person holding an interest in either of the companies that are parties to this merger.

SEVENTH: The Merger shall be effective on December 31, 2016.

EIGHTH: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any action, suit, or proceeding for enforcement of any obligation of any Constituent Company or of any obligation of the Surviving Corporation arising from this merger,

including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at 220 Occidental Avenue South, Seattle, Washington 98104.

*[Signature page to follow]*

UNOFFICIAL DOCUMENT

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate to be signed by an authorized officer, the 27 day of December, 2016.

WEYERHAEUSER NR COMPANY,  
a Washington corporation

By:



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Devin W. Steckfish  
Senior Vice President, General Counsel  
and Secretary

UNOFFICIAL DOCUMENT

ARTICLES OF MERGER OF

PLUM CREEK MANUFACTURING HOLDING COMPANY, INC.,  
A DELAWARE CORPORATION

WITH AND INTO

WEYERHAEUSER NR COMPANY,  
A WASHINGTON CORPORATION

Pursuant to RCW § 23B.11.050, the undersigned officer of Weyerhaeuser NR Company (the "Company") hereby certifies as follows:


- FIRST: The Plan and Agreement of Merger as approved by the directors of each of the Company and Plum Creek Manufacturing Holding Company, Inc. (the "Merging Corporation") is attached hereto as Exhibit A.
- SECOND: The merger was duly approved by the sole stockholder of the Company pursuant to RCW § 23B.07.040 and RCW §23B.11.030, and there are no non-consenting stockholders.
- THIRD: The merger was duly approved by the sole stockholder of the Merging Corporation pursuant to Title 8, Section 252 of the Delaware General Corporation Law.
- FOURTH: The merger of the Merging Corporation with and into the Company shall be effective on December 31, 2016.

[Signature Page to follow]

IN WITNESS WHEREOF, these articles are signed this 27 day of December, 2016.

WEYERHAEUSER NR COMPANY,  
a Washington corporation

By:



\_\_\_\_\_  
Devin W. Stockfish  
Senior Vice President, General Counsel  
and Secretary

UNOFFICIAL DOCUMENT

## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement"), effective as of December 31, 2016, by and between PLUM CREEK MANUFACTURING HOLDING COMPANY, INC., a Delaware corporation ("PCMHC") and WEYERHAEUSER NR COMPANY, a Washington corporation ("WNR", and, together with PCMHC, the "Constituent Organizations" or the "Parties");

WHEREAS, PCMHC is a corporation organized and existing under the laws of Delaware and WNR is a corporation organized and existing under the laws of Washington; and

WHEREAS, the board of directors and stockholder of the PCMHC and the board of directors and sole stockholder of WNR deem it desirable, upon the terms and subject to the conditions herein stated, that PCMHC be merged with and into WNR and that WNR be the surviving entity.

NOW THEREFORE, the Parties, intending to be legally bound, do hereby agree as follows:

### Section 1 Terms of Merger.

1.1 Merger of PCMHC into WNR. At the Effective Date (as defined in Section 2.3), PCMHC shall be merged with and into WNR, and WNR shall be the surviving entity (the "Surviving Corporation").

1.2 Name. Following the merger, the name of the Surviving Corporation shall be Weyerhaeuser NR Company.

1.3 Ownership Interests. Upon the Effective Date, all common stock of PCMHC issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holders thereof, be automatically canceled and retired and shall cease to exist, and no cash or other consideration shall be delivered in exchange therefore. At the Effective Date, each holder of any common stock in PCMHC shall cease to have any rights with respect thereto.

1.4 Rights and Liabilities of WNR. At and after the Effective Date, WNR, as the Surviving Corporation, shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, all of the property, real and personal of each of PCMHC and WNR; all debts due PCMHC shall be vested in WNR, as the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of PCMHC or WNR shall be as effectively the property of WNR, as the Surviving Corporation, as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise of PCMHC shall not revert or be in any way impaired by reason of the merger, but shall be vested in WNR, as the Surviving Corporation; all rights of creditors and all liens upon any property of either of WNR or PCMHC shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Date; all debts,

liabilities and duties of PCMHC or WNR shall attach to WNR, as the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and WNR as the Surviving Corporation, shall indemnify and hold harmless the officers, directors and/or managing director of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

**Section 2 Closing.**

2.1 Closing Date. The closing of the merger contemplated hereby (the "Closing") shall occur on December 31, 2016 (the "Closing Date").

2.2 Actions at Closing. On the Closing Date, the Constituent Organizations shall cause Articles of Merger in the form of Exhibit A attached hereto (the "Articles of Merger") to be filed with the Corporations and Charities Division of the State of Washington and a Certificate of Merger in the form of Exhibit B attached hereto (the "Certificate of Merger") to be filed with the Secretary of State of the State of Delaware.

2.3 Effective Date. The merger shall become effective on December 31, 2016 (the "Effective Date").

**Section 3 Articles of Incorporation; Bylaws.**

3.1 Articles of Incorporation. From and after the Effective Date, until further amended as provided by law, the Articles of Incorporation of WNR shall be the Articles of Incorporation of the Surviving Corporation.

3.2. Bylaws. From and after the Effective Date, until further amended as provided by law, the bylaws of WNR shall be the bylaws of the Surviving Corporation.

**Section 4 Miscellaneous.**

4.1 Entire Agreement. This Agreement constitutes the complete agreement of the Constituent Organizations with respect to the subject matter hereof and supersedes all prior agreements, discussions and understandings with respect thereto.

4.2 Governing Law. This Agreement shall be governed by the laws of the State of Washington, without regard to the conflict of laws provisions thereof.

4.3 Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their successors and assigns. No party may assign its rights or obligations hereunder to any other person without the prior written consent of the other party.

4.4 Further Assurances. If at any time prior to the Effective Date WNR shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to WNR any right, title, or interest of Disappearing Company held immediately prior to the Effective Date, Disappearing

Company and its proper members/officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in WNR as shall be necessary to carry out the purposes of this Agreement, and PCMHC and the proper officers and directors thereof are fully authorized to take any and all such action in the name of PCMHC or otherwise.

4.5 Counterparts. This Agreement may be executed in counterparts, all of which together shall evidence a single agreement.

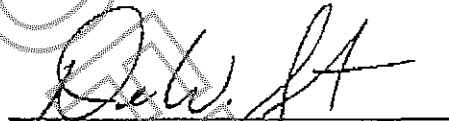
*[Signature Page Follows]*

UNOFFICIAL DOCUMENT

The parties hereto have duly executed and delivered this AGREEMENT AND PLAN OF MERGER as of December 27, 2016.

PLUM CREEK MANUFACTURING  
HOLDING COMPANY, INC.:

By:

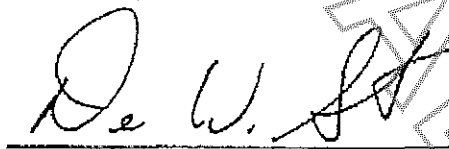


Devin W. Stockfish  
Senior Vice President, General  
Counsel and Secretary

SURVIVING COMPANY:

WEYEHAEUSER NR COMPANY,  
a Washington corporation

By:



Devin W. Stockfish  
Senior Vice President, General  
Counsel and Secretary

UNOFFICIAL DOCUMENT

**EXHIBIT A**  
Articles of Merger

UNOFFICIAL DOCUMENT

ARTICLES OF MERGER OF  
PLUM CREEK MANUFACTURING HOLDING COMPANY, INC.,  
A DELAWARE CORPORATION

WITH AND INTO

WEYERHAEUSER NR COMPANY,  
A WASHINGTON CORPORATION

Pursuant to RCW § 23B.11.050, the undersigned officer of Weyerhaeuser NR Company (the "Company") hereby certifies as follows:

- FIRST: The Plan and Agreement of Merger as approved by the directors of each of the Company and Plum Creek Manufacturing Holding Company, Inc. (the "Merging Corporation") is attached hereto as Exhibit A.
- SECOND: The merger was duly approved by the sole stockholder of the Company pursuant to RCW § 23B.07.040 and RCW § 23B.11.030, and there are no non-consenting stockholders.
- THIRD: The merger was duly approved by the sole stockholder of the Merging Corporation pursuant to Title 8, Section 252 of the Delaware General Corporation Law.
- FOURTH: The merger of the Merging Corporation with and into the Company shall be effective on December 31, 2016.

*[Signature Page to follow]*

IN WITNESS WHEREOF, these articles are signed this \_\_\_\_ day of December, 2016.

WEYERHAEUSER NR COMPANY,  
a Washington corporation

By:

\_\_\_\_\_  
Devin W. Stockfish  
Senior Vice President, General Counsel  
and Secretary

UNOFFICIAL DOCUMENT

**EXHIBIT B**

Certificate of Merger

UNOFFICIAL DOCUMENT

CERTIFICATE OF MERGER OF

PLUM CREEK MANUFACTURING HOLDING COMPANY, INC.,  
A DELAWARE CORPORATION

WITH AND INTO

WEYERHAEUSER NR COMPANY,  
A WASHINGTON CORPORATION

In accordance with Section 252(c) of the Delaware General Corporation Law (the "DGCL"), Weyerhaeuser NR Company ("WNR"), a Washington corporation, having approved a plan and agreement of merger in accordance with the DGCL and the Revised Code of Washington ("RCW"), does hereby certify the following:

FIRST: The names and states of formation of the constituent entities to the Merger (the "Constituent Companies") are as follows:

<u>Name</u>	<u>State of Formation</u>
Plum Creek Manufacturing Holding Company, Inc.	Delaware
Weyerhaeuser NR Company	Washington

SECOND: A Plan and Agreement of Merger, effective as of December 31, 2016 (the "Agreement"), among the Constituent Companies has been approved, adopted, executed and acknowledged by each of the Constituent Companies.

THIRD: The name of the surviving entity shall be Weyerhaeuser NR Company, a Washington corporation (the "Surviving Corporation").

FOURTH: The Articles of Incorporation of the Surviving Corporation shall be its Articles of Incorporation.

FIFTH: The executed Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation 220 Occidental Avenue South, Seattle, Washington 98104.

SIXTH: A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any member of the Disappearing Company or any person holding an interest in either of the companies that are parties to this merger.

SEVENTH: The Merger shall be effective on December 31, 2016.

EIGHTH: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any action, suit, or proceeding for enforcement of any obligation of any Constituent Company or of any obligation of the Surviving Corporation arising from this merger,

including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at 220 Occidental Avenue South, Seattle, Washington 98104.

*[Signature page to follow]*

UNOFFICIAL DOCUMENT

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate to be signed by an authorized officer, the \_\_\_\_\_ day of December, 2016.

WEYERHAEUSER NR COMPANY,  
a Washington corporation

By:

\_\_\_\_\_  
Devin W. Stockfish  
Senior Vice President, General Counsel  
and Secretary

UNOFFICIAL DOCUMENT