PLAINTIFF'S EXHIBIT
GP-298

FILED

DEC 31 1984

SECRETARY OF STATE

AGREEMENT OF MERGER
OF
GEORGIA-PACIFIC CHEMICALS, INC.
AND
GEORGIA GULF CORPORATION

This Agreement of Merger is made as of this 31st day of December, 1984, by and between Georgia-Pacific Chemicals, Inc. ("GPC") and Georgia Gulf Corporation ("Georgia Gulf") (GPC and Georgia Gulf being referred to collectively herein as the "Corporations"), both Delaware corporations.

W I T N E S S E T H:

WHEREAS, the respective Boards of Directors of the Corporations deem it advisable that the Corporations merge into a single corporation as hereinafter specified pursuant to Section 251 of the General Corporation Law of the State of Delaware; and

WHEREAS, GPC, by its Certificate of Incorporation as currently in effect has an authorized capital stock consisting of 50,000 shares of common stock, $100.00 par value, of which 25,000 shares of such common stock are presently issued and outstanding; and

WHEREAS, Georgia Gulf, by its certificate of incorporation as currently in effect has an authorized capital stock consisting of 6,000,000 shares of common stock, $1.00 par value, and 2,000,000 shares of preferred stock, $25.00 par value, of which 1,000,000 shares of such common stock and 2,000,000 shares of such preferred stock are presently issued and outstanding; and

WHEREAS, the registered office of GPC in the State of Delaware is located in the city of Wilmington, County of New Castle, and the name and address of its registered agent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware; and

WHEREAS, the registered office of Georgia Gulf in the State of Delaware is located in the city of Wilmington, County of New Castle, and the name and address of its registered agent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware;

NOW, THEREFORE, the Corporations, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

1. GPC hereby merges Georgia Gulf into itself, and Georgia Gulf hereby merges into GPC, and GPC shall be the surviving corporation.

2. The Certificate of Incorporation of GPC shall be amended to read as set forth in Exhibit A hereto.

3. Upon the effectiveness of the merger, (a) each share of common stock of Georgia Gulf issued and outstanding immediately prior thereto shall be converted into one share of the common stock of the surviving corporation; (b) each share of preferred stock of Georgia Gulf issued and outstanding immediately prior thereto shall be converted into one share of the preferred stock of the surviving corporation; (c) each warrant or other option to purchase shares of common stock of Georgia Gulf shall be converted into a like warrant or other option to purchase an equal number of shares of common stock of the surviving corporation; and (d) all of the shares of capital stock of GPC issued and outstanding or held in treasury immediately prior to the merger shall be cancelled. No cash or shares or other securities or obligations will be distributed or issued upon cancellation of the shares of GPC.

4. The terms and conditions of the merger are as follows:

(a) The Bylaws of Georgia Gulf as the same shall exist immediately prior to the merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The Directors and officers of GPC shall continue in office as the Directors and officers of the surviving corporation, until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon the filing of this Agreement of Merger with the Secretary of State of Delaware, on December 31, 1984.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of GPC and Georgia Gulf shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of GPC and Georgia Gulf shall be as effectively the property of the surviving corporation as they were of GPC and Georgia Gulf respectively. Georgia Gulf hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of Georgia Gulf acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and Directors of Georgia Gulf and the proper officers and Directors of the surviving corporation are fully authorized in the name of Georgia Gulf or otherwise to take any and all such action.

(e) Upon the merger becoming effective, the surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Corporations, and any claim existing or action or proceeding pending by or against either of the Corporations may be prosecuted as if such merger had not taken place or the surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the properties of the Corporations shall be impaired by such merger.

IN WITNESS WHEREOF, the Corporations, pursuant to authority duly given by their respective Boards of Directors, have caused these presents to be executed on their behalf, and their respective corporate seals affixed.

[CORPORATE SEAL]

GEORGIA-PACIFIC CHEMICALS, INC.

Attest: [signature]
Title: Secretary

By: James R. Kuse
Title: President

[CORPORATE SEAL]

GEORGIA GULF CORPORATION

Attest: [signature]
Title: Secretary

By: James R. Kuse
Title: President