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Articles of Amendment 100002565291--7

Filed 9-13-67

12 pgs.

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ST. REGIS PAPER COMPANY

AMENDMENT

FILED IN OFFICE OF SECRETARY OF STATE, STATE OF FLORIDA,
by. . ms . . , on. . Septe 13, 1967

TOM ADAMS
SECRETARY OF STATE

corp—1

Secretary of State
State of Florida
Tallahassee
32304

TOM ADAMS
SECRETARY OF STATE

September 13, 1967

In reply refer to:
Corp-ns

The Prentice-Hall Corporation System
90 Broad Street
New York, New York 10004

Attention: Miss Beverly Shulkes

Gentlemen:

This will acknowledge your letter enclosing an amendment to the certificate of incorporation of ST. REGIS PAPER COMPANY, a New York corporation and check for $ 10.

The amendment has been filed in this office on September 13, 1967. A certificate to that effect is enclosed.

Sincerely,

TOM ADAMS
Secretary of State

By
(Mrs.) Nottie Sims
Foreign Supervisor
Corporations Division

NS/ms
RS/

Enclosure

orp-28
-10-64

Thanks
Crawford

FROM: . . . . Beverly Shulkes . . . . NEW YORK OFFICE

DATE: September 7, 1967

SUBJECT: ST. REGIS PAPER COMPANY - Increase in capital stock - Florida

FILED

Dear Mr. Crawford:

Please find enclosed one certified copy of the certificate of amendment of certificate of incorporation for the above, and our check in the amount of $10.00.

Please do that which is necessary to effectuate such filing in your jurisdiction.

Thank you very much.

Sincerely yours,

Beverly Shulkes

Beverly Shulkes

Check No. 8542

SEP 12-67 •2

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

ST. REGIS PAPER COMPANY

Under Section 805 of the Business Corporation Law

FILED

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, William R. Adams, and Homer Crawford, being respectively the President and Secretary of St. Regis Paper Company (hereinafter sometimes referred to as the "Corporation") hereby certify:

First. The name of the Corporation is St. Regis Paper Company.

Second. The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on February 4, 1899.

Third. This Certificate of Amendment hereby amends the Certificate of Incorporation of the Corporation (i) to authorize the Corporation to issue a new class of Preferred Stock, to consist of one million shares of the par value of $1 each, (ii) to authorize the Board of Directors of the Corporation to provide for the issue of the Preferred Stock and (iii) to eliminate

No. 31-15138
Qualified in New York Co
Commission Expires March

Article VII of the Certificate of Incorporation providing for the number, qualification and election of Directors. To accomplish such amendments

1. Article III of the Certificate of Incorporation, relating to the capital stock of the Corporation is hereby amended to read as follows:

> III. The aggregate number of shares which the Corporation shall have authority to issue is 26,000,000 of which 1,000,000 shares shall be Preferred Stock, issuable in series of the par value of $1 per share and 25,000,000 shares shall be Common Stock of the par value of $5 per share.

2. There is hereby added to the Certificate of Incorporation a new Article IV to read as follows:

> IV. Subject to limitations prescribed by law, the Board of Directors is authorized to provide for the issue of shares of the Preferred Stock in one or more series, to establish the number of shares in each series, to fix the designation, relative rights, preferences and limitations of the shares of each such series and to cause to be filed in the Department of State of the

No. 31-1313[illegible]
Qualified in New York C[illegible]
Commission Expires March [illegible]

State of New York, such certificates as may be required in connection therewith by the Business Corporation Law. The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

(a) The number of shares constituting the series and its designation;

(b) The dividend rate and payment dates for shares of the series, whether such dividends shall be cumulative, and, if so, from which date or dates;

(c) Whether shares of the series shall have voting rights in addition to those provided by law, and, if so, the terms of such rights;

(d) Whether shares of the series shall be convertible into or exchangeable for other securities of the Corporation, and, if so, the price or prices or the rate or rates of such conversion or exchange and the adjustments, if any, at which such conversaion or exchange may be made;

(e) Whether the shares of the series shall be redeemable, and, if so, the terms and conditions of such redemption, including the redemption price or prices per share during any specified period or periods;

(f) The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(g) Any other relative, participating, optional or other rights, preferences or limitations of the shares of the series.

No holder of shares of Preferred Stock of the Corporation of any series, shall have any preferential or preemptive right to subscribe for, purchase or receive any shares of the Corporation of any class, now or hereafter authorized, or any options or warrants or any rights to subscribe to or purchase, any securities convertible into or

exchangeable for any shares of
the Corporation of any class, now or
hereafter authorized, which may at
any time be issued, sold or offered
for sale by the Corporation.

3. Article VII of the Certificate of Incorporation, relating to Directors, is hereby deleted in its entirety.

4. The present Articles IV, V, and VI of the Certificate of Incorporation are hereby renumbered to be Articles V, VII and VII respectively.

Fourth. The amendments to the Certificate of Incorporation effected by this Certificate were authorized by the affirmative vote of the holders of a majority of all outstanding shares entitled to vote on amendments to the Certificate of Incorporation at a meeting of such holders held April 27, 1967.

IN WITNESS WHEREOF, this Certificate has been signed this 29th day of April, 1967.

William R. Adams

William R. Adams, President

Homer Crawford

Homer Crawford, Secretary

5

STATE OF NEW YORK)
:ss:
COUNTY OF NEW YORK)

HOMER CRAWFORD, being duly sworn, deposes and says that he is Secretary of St. Regis Paper Company, the corporation mentioned and described in the foregoing instrument; that he has read and signed the same and that the statements contained therein are true.

Homer Crawford

Homer Crawford, Secretary

Joseph E. Gore

Sworn to before me this
29th day of April, 1967

JOSEPH E. GORE
Notary Public, State of New York
No. [illegible]
Qualified in New York County
Commission Expires March 30, 1969

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County
30, 1969

STATE OF NEW YORK)
:ss:
COUNTY OF NEW YORK)

HOMER CRAWFORD, being duly sworn, deposes and says that he is Secretary of St. Regis Paper Company, the corporation mentioned and described in the foregoing instrument; that he has read and signed the same and that the statements contained therein are true.

ses

State of New York }
DEPARTMENT OF STATE } ss.:

26512

I CERTIFY That I have compared the preceding copy with the original Certificate of Amendment of Certificate of Incorporation of

ST. REGIS PAPER COMPANY,

filed in this department on the 8th day of ay , 1967 , and that such copy is a correct transcript therefrom and of the whole of such ...al.

Witness my hand and the official seal of the Department of State at the City of Albany, this sixteenth day of August, one thousand nine hundred sixty-seven.

John P. Lomenzo
Secretary of State

Form CO-504

Qualified in New York County
Commission Expires March 30, 1969

STATE OF New York } SS.:
COUNTY OF New York }

Homer Crawford, being duly sworn deposes and says that he is the Secretary of St. Regis Paper Company, a corporation duly organized under the laws of the State of New York, that said company is duly qualified to carry on an intrastate business in the State of Florida, having received a permit therefor on the 26th day of May, 1947. That by an amendment duly adopted by its directors and stockholders and filed with the Secretary of State of New York on the 8th day of May, 1967, the authorized capital stock of the corporation was increased, providing for an additional 1,000,000 shares to be known as Preferred stock with a nominal or par value of $1.00. ~~That no~~ It is not presently intended that any part of the increased capital stock so provided by said amendment will be used or employed in the State of Florida.

Homer Crawford
Secretary

SUBSCRIBED AND SWORN To before me
this 23rd day of August, 1967.

Joseph E. Gore New York
Notary Public, County

My Commission expires

JOSEPH E. GORE
Notary Public, State of New York
No. 31-1513820
Qualified in New York County
Commission Expires March 30, 1969