

807350

600003290696--2

Amendment

Filed 8-24-50

7pgs.

7.7350.8
St. Regis Paper
Company

Amendment
to Charter

Filed in Office Secretary
of State, of the State of
Tennessee this 24th of

Aug A. D. 1900

L. A. GRAY
Secretary of State

By

RECORDED IN BOOK

22

PAGE

115

DATE

Aug 24, 1900

(ENDORSED)

CERTIFICATE
of
REDUCTION OF CAPITAL
of
ST. REGIS PAPER COMPANY

Pursuant to Section 28 of the
Stock Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

Filed Jul. 31, 1950
Tax None
Filing Fee \$25

THOMAS J. CURRAN
Secretary of State

By A. D. BORDEN

FILED	200
RECEIVED	
FILED	200
RECEIVED	
FILED	200
RECEIVED	
FILED	200
RECEIVED	

RECEIVED
NSD AUG 24 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE
of
REDUCTION OF CAPITAL
of
ST. REGIS PAPER COMPANY

Pursuant to Section 23 of the Stock Corporation Law

We, ROY K. FERGUSON and WILLARD J. DIXON, being respectively the President and Secretary of ST. REGIS PAPER COMPANY (hereinafter sometimes called the "Corporation"), hereby certify:

1. The name of the Corporation is "St. Regis Paper Company."
2. The Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of the State of New York on February 4, 1899 and in the office of the Clerk of Jefferson County, State of New York, on February 6, 1899.
3. The Corporation has heretofore purchased or redeemed and has heretofore retired 16,000 shares of First Preferred Stock, 4.40% Series A (having a par value of \$100 per share) having an aggregate par value of \$1,600,000 and has applied capital to such purchase in the amount of \$1,600,000, the aggregate par value of such shares. The Certificate of Incorporation of the Corporation is hereby amended to eliminate such 16,000 shares of First Preferred Stock from the authorized capital stock of the Corporation and to reduce the capital of the Corporation by \$1,600,000, the aggregate par value of such shares of First Preferred Stock.
4. The provision added to the Corporation's Certificate of Incorporation by certificate filed pursuant to law setting forth the amount of the capital stock of the Corporation is hereby amended to read as follows:
"The amount of the capital stock which the Corporation may hereafter have is \$59,878,570, the capital stock of the Corporation being reduced to such amount by this certificate. The amount of capital of the Corporation is hereby reduced to \$43,253,570."
5. The provision added to the Corporation's Certificate of Incorporation by certificate filed pursuant to law setting forth the total number of shares which the Corporation may henceforth have is hereby amended to read as follows:
"The total number of shares, including those previously authorized, which the Corporation may henceforth have is 7,719,714 shares, of which 224,000 shares classified as First Preferred Stock shall be of the par value of \$100 each and 7,495,714 shares classified as Common Stock shall be of the par value of \$5 each. None of the shares which the Corporation may henceforth have shall be without par value."
6. The capital of the Corporation is hereby reduced from \$44,853,570 to \$43,253,570 by a charge against capital in the amount of \$1,600,000, the aggregate par value of, and the capital represented by, the above-mentioned 16,000 shares of the Corporation's First Preferred Stock, 4.40% Series A of the par value of \$100 per share, such shares being hereby eliminated from the enumeration and description of shares which the Corporation is authorized to issue.

7. The surplus, if any, resulting from such reduction of the amount of the capital shall be available to be used for any purpose for which surplus may be used.

IN WITNESS WHEREOF we have made and subscribed this certificate this 26th day of July, 1950.

ROY K. FERGUSON

Roy K. Ferguson, President

WILLARD J. DIXON

Willard J. Dixon, Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK

On this 26th day of July, 1950, WILLARD J. DIXON, to me known who executed the foregoing certificate to me that they executed the same.

(STAMP)

(SEAL)

STATE OF NEW YORK
COUNTY OF NEW YORK

ROY K. FERGUSON and WILLARD J. DIXON, himself deposes and says: That he, the said WILLARD J. DIXON, has been authorized to execute and Directors of St. Regis Paper Company held on the 19th day of July, 1950.

Subscribed and sworn to before me this 26th day of July, 1950.

JAMES J. SHEPHERD
Notary Public

(STAMP)

(SEAL)

JAMES J. SHEPHERD
Notary Public,
No. 30-365424, Qual.
Cert. filed with N.Y.
Commissioner of State

STATE OF NEW YORK } ss.:
COUNTY OF NEW YORK }

On this 26th day of July, 1950, before me personally came ROY K. FERGUSON and WILLARD J. DIXON, to me known and known to me to be the persons described in and who executed the foregoing certificate, and they thereupon severally duly acknowledged to me that they executed the same.

(STAMP)

(SEAL)

JAMES J. SHEEHY
Notary Public

(Seal)

JAMES J. SHEEHY
Notary Public, State of New York
No. 30-3626550. Qualified in Nassau County
Cert. filed with N. Y. Co. Clk. & Reg.
Commission expires March 30, 1951

STATE OF NEW YORK } ss.:
COUNTY OF NEW YORK }

ROY K. FERGUSON and WILLARD J. DIXON, being duly and severally sworn, each for himself deposes and says: That he, the said ROY K. FERGUSON, is the President and that he, the said WILLARD J. DIXON, is Secretary of ST. REGIS PAPER COMPANY; that they have been authorized to execute and file the foregoing certificate by resolution of the Board of Directors of St. Regis Paper Company, adopted at a directors' meeting duly called and held on the 19th day of July, 1950.

ROY K. FERGUSON

.....
Roy K. Ferguson

WILLARD J. DIXON

.....
Willard J. Dixon

Subscribed and sworn to before me
this 26th day of July, 1950.

JAMES J. SHEEHY
Notary Public

(STAMP)

(SEAL)

JAMES J. SHEEHY
Notary Public, State of New York
No. 30-3626550. Qualified in Nassau County
Cert. filed with N. Y. Co. Clk. & Reg.
Commission expires March 30, 1951

(Seal)

STATE OF NEW YORK } ss.:
COUNTY OF NEW YORK }

ROY K. FERGUSON and WILLIAM H. VERSFELT, being duly and severally sworn, each for himself deposes and says: That he, the said ROY K. FERGUSON, is the President and that he, the said WILLIAM H. VERSFELT, is the Treasurer of ST. REGIS PAPER COMPANY; that the actual value of the assets of ST. REGIS PAPER COMPANY is not less than the total amount of the debts and liabilities of said Corporation plus the reduced amount of its capital as reduced by the foregoing certificate.

ROY K. FERGUSON

Roy K. Ferguson

WILLIAM H. VERSFELT

William H. Versfelt

Subscribed and sworn to before me
this 26th day of July, 1950.

JAMES J. SHEEHY
Notary Public

(STAMP)

(SEAL)

JAMES J. SHEEHY
Notary Public, State of New York
No. 30-3626550. Qualified in Nassau County
Cert. filed with N. Y. Co. Clk. & Reg.
Commission expires March 30, 1951

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

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 31st day of July, 1950 and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this ninth day
of August, one thousand nine hundred
and fifty.

Robert W. Mason
Deputy Secretary of State