807350

Restated Articles
Filed 9-2-64

9pgs.

F-7350-fff

ST. REGIS PAPER COMPANY

AMENDMENT

Restated Articles

FILED IN OFFICE OF SECRETARY OF STATE, STATE OF FLORIDA, by pjt, on 5/2/84

TOM ADAMS
SECRETARY OF STATE

corp—1

Office of the
Secretary of State
State of Florida
Tallahassee
32304

TOM ADAMS
SECRETARY OF STATE

September 4, 1964

In reply refer to:
corp-pjt

The Prentice-Hall Corporation System, Inc.
90 Broad Street
New York 4, New York

ttention: Mr. John F. Byrne, Jr.

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 2, 1964. A certificate to that effect is enclosed.

Sincerely,

TOM ADAMS
Secretary of State

By
(Mrs.) Ruby E. Smith
Foreign Supervisor
Corporations Division

RES/pjt

Enclosure

corp-28
7-6-64

C. ... 10.00
10.00
10.00

RECEIVED
SEP 2 10 41 AM '64
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED CERTIFICATE OF INCORPORATION

OF

ST. REGIS PAPER COMPANY

Under Section 807 of the Business Corporation Law

We, 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 in the office of the Department of State of the State of New York on February 4, 1899.

Third: The text of the Certificate of Incorporation as heretofore amended is hereby restated without further amendment or change to read as follows:

APPROVED AND FILED

CERTIFICATE OF INCORPORATION

OF THE

ST. REGIS PAPER COMPANY

I. The name of the proposed Corporation is the St. Regis Paper Company.

II. The purposes for which said Corporation is formed are:

To conduct the business of manufacturing, producing, purchasing, selling and dealing in paper, paper products, any and all ingredients thereof and any and all materials that now or may hereafter be used in connection therewith, both within and without the State of New York;

To purchase, lease or otherwise acquire woodlands and to develop them; to sell and dispose of any products whatsoever of said woodlands, and with the right, in connection with its general business, to purchase or acquire any patents, inventions or processes or machinery connected therewith;

To purchase, acquire, build, own and rent or sell dwellings and other buildings, and to purchase, own or lease such real and personal estate and property as may be necessary or proper for the business of the Corporation; and to mine any minerals or make use of any materials found upon lands purchased or owned for the general purposes hereinbefore expressed;

To purchase, acquire, hold and dispose of the stock, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and issue in exchange therefor, its stock, bonds or other obligations, if authorized to do so by the provisions in the certificate of incorporation of such other stock corporation, or any certificate amendatory thereof or supplemental thereto, filed in pursuance of law, or, if the corporation, whose stock is so to be purchased, acquired, held or disposed of, is engaged in a business similar to that of such stock corporation, or engaged in the manufacture, use or sale of the property, or in the construction or operation of works necessary or useful in the business of such stock corporation, or in which, or in connection with which the manufactured articles, product or property of such corporation are or may be used or is a corporation with which

*10.00

said stock corporation is or may be authorized to consolidate. When any such corporation shall be a stockholder in any other corporation, as herein provided, its president or other officers shall be eligible to the office of Director of such corporation, the same as if they were individually stockholders therein and the corporation holding such stock shall possess and exercise in respect thereof all the rights, powers and privileges of individuals holders or owners of such stock;

To conduct the business of the Corporation in all or any of its branches, so far as permitted by law, in all states, territories, dependencies and colonies of the United States and its insular possessions, the District of Columbia and in foreign countries; to maintain offices and agencies, either within or without the State of New York; and, as may be requisite in the convenient transaction of its business, or conduct of its operations, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, territories, dependencies, colonies or insular possessions of the United States, the District of Columbia, and in any and all foreign countries, subject always to the law of such state, district, territory, dependency, colony, insular possession or foreign country;

To conduct the business of logging, lumbering and all businesses incidental or related thereto; to operate logging camps, saw mills, lumber mills or other plants or facilities for the conversion, utilization, manufacture and production of lumber and wood products of every character;

To own, hold, lease, license occupy, use and exercise rights in respect of forest lands and woodlands, including the rights to cut and remove timber and forest products therefrom, and all rights-of-way, easements, permits and all other grants and rights of every name and nature necessary or incidental thereto;

To acquire, own, lease, hold, construct, operate and maintain trails, roadways, log roads, auto-truck roads and logging railroads of every type and all vehicles, cars, motors, tractors, locomotives, auto-trucks, repair shops garages, tools, supplies, machinery, materials and equipment of every name and nature necessary, convenient or incidental thereto;

To buy, sell, exchange and generally deal in logs, lumber, timber, standing timber, forest lands, woodlands, wood, forest products and all by-products, compounds and derivatives thereof, together with all supplies, materials and commodities which may be manufactured therefrom or used or useful in connection therewith;

To construct, operate and maintain pulp and paper mills and to engage in the manufacture and sale of pulp and paper or any product in which pulp or paper or any derivative therefrom or by-product thereof or any material used in the manufacture thereof may be used;

To purchase, construct, charter, navigate, operate and maintain steam, sailing or motor vessels of every type and description and to construct, operate and maintain docks, wharves, tramways, log dumps, warehouses, storage houses, loading facilities, ramps and all machinery, equipment, supplies and materials necessary or incidental thereto;

To conduct the business of manufacturing, producing, developing, purchasing, selling and dealing in any way in all kinds of products derived from wood or other vegetable matter and other materials, including (without limitation) cellulose, cellulose compounds and derivatives and by-products of cellulose, rayon, rayon products, chemicals, chemical products and derivatives thereof, including any and all kinds of plastics, plastic material, and any and all materials that may now or hereafter be manufactured therefrom or used or useful in connection therewith;

To conduct the business of manufacturing, producing, developing, purchasing, selling and dealing in rayon, rayon products and cellulose in any form, including (without limitation) fibres, threads, yarns, textiles, fabrics, cloths and products manufactured therefrom or used or useful in the manufacture thereof;

To conduct the business of manufacturing, producing, developing, purchasing, selling and dealing in any and all kinds of containers, including, without limiting the generality of the foregoing, bags, boxes, crates, packages, barrels, cans, kegs and utensils in the manufacture of which paper, paper board, wood, metal, plastics or glass are used either in whole or in part, and any and all materials that now or may hereafter be used or useful in connection therewith;

To conduct the business of manufacturing, selling, leasing, licensing and generally dealing in machines, engines, tools, apparatus, equipment, devices, spare parts and repair parts for any purpose connected with or relating to any of the purposes and powers of the Corporation and for other purposes and to provide engineering, installation, repair and maintenance services in connection therewith;

To manufacture, sell, lease, license and generally deal in machinery, apparatus, equipment and parts and supplies for the filling of bags, packages and other containers, as well as for the weighing of materials to be put into bags, packages and other containers and for the sealing of bags, packages or other containers;

To conduct the business of manufacturing, selling and generally dealing in wire ties for the tying or closing of bags, packages and other containers and for joining metals or materials of every character or description; to manufacture, sell and generally deal in machinery, apparatus and equipment for the manufacture of seals for the sealing of bags, packages and other containers and for the sewing or the manufacture of cloth or paper into tubes, bags, packages and containers and other related products;

To conduct the business of manufacturing, producing, developing, purchasing, selling and dealing in any and all kinds of goods, wares, foods, potables, drugs, merchandise, manufactures, commodities, furniture, machinery, tools, supplies and products and generally to engage in and conduct any form of manufacturing or mercantile enterprise not contrary to law;

To invest and deal with the moneys of the Corporation in any manner, and to acquire by purchase, by the exchange of stocks, bonds or other obligations or securities of the Corporation, by subscription, or otherwise and to invest in, to hold for investment or for any other purpose and to deal in and to use, sell, pledge or otherwise dispose of any stocks, bonds, notes, debentures and other securities and obligations of any Government, State, municipality, corporation, association or partnership, domestic or foreign, and while owner or holder of any such stocks, bonds, notes, debentures or other securities or obligations, to possess and exercise in respect thereof all the rights, powers and privileges of individual owners or holders thereof;

To do each and every thing necessary, suitable or proper for the accomplishment or attainment of any of the purposes enumerated herein or in the Certificate of Incorporation or in any other certificate, enlarging the powers and purposes of the Corporation, filed pursuant to law, or which shall at any time appear conducive to, or expedient for, the protection or benefit of the Corporation;

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power or to do any act which a corporation formed under Article 2 of the Stock Corporation Law may not lawfully carry on or do;

To carry on the business, either alone or jointly with others, of purchasing or otherwise acquiring, owning, holding, investing or dealing in, administering, managing, and selling, mortgaging, pledging, hypothecating or otherwise disposing of, petroleum, oil, gas, or other mineral lands, properties, rights, royalties, licenses, leases, or fractional interests therein, or certificates of interest in or participation in, or contracting with respect to, such lands, properties, rights, royalties, licenses, leases, or fractional interests; provided, however, that the Corporation shall not have power to manufacture, produce or otherwise acquire and to supply for public use artificial or natural gas or a mixture of both gasses for light, heat or power and for lighting the streets and public and private buildings of cities, villages and towns in the State of New York;

To buy, exchange, contract for, lease, and in any and all other ways, acquire, take, hold and own, and to deal in, sell, mortgage, lease or otherwise dispose of lands, claims, mineral rights, oil wells, gas wells, oil lands, gas lands and other real and personal property, and rights and interests in and to real and personal property, both for its own account and as agent, operator or manager for the account of others, and, either alone or jointly with others, to manage, operate, maintain, improve, and develop the said properties, and each and all of them;

To enter into, maintain, operate or carry on in all of its branches the business of exploring and drilling for, extracting, producing, refining, treating, distilling, manufacturing, handling and dealing in, and buying and selling, petroleum, oil, gas, coal and any and all other mineral and hydrocarbon substances, and any and all products or by-products which may be derived from said substances or any of them; and for such or any of such purposes to buy, exchange, contract for, lease and in any and all other ways, acquire, take, hold and own, and to sell, mortgage, lease and otherwise dispose of, and to construct, manage, maintain, deal in and operate plants, refineries, tanks, trucks, cars, pipes, pumps and machinery, equipment, facilities and apparatus of every kind, character and description.

III. The amount of the capital stock of the Corporation shall be one hundred twenty-five million dollars ($125,000,000) divided into twenty-five million (25,000,000) shares classified as Common Stock of the par value of five dollars ($5) each. None of the shares of the Corporation shall be without par value.

IV. The principal office of the Corporation is to be located in the City of New York, in the County of New York, in the State of New York.

V. The Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process in any action or proceeding against it may be served within the State of New York. The address to which the Secretary of State shall mail a copy of any process against the Corporation, which may be served upon him pursuant to law, is No. 150 East 42nd Street, New York, N. Y. 10017.

VI. The duration of the Corporation is perpetual.

VII. The Board of Directors shall consist of twenty-one members. Directors need not be stockholders of the Corporation. Effective at the annual meeting of stockholders of the Corporation to be held in the year 1963, and thereafter, all of the directors shall be elected to hold office until the next succeeding annual meeting of stockholders and until their respective successors have been elected and shall qualify. Vacancies in the board of directors may be filled as provided in the by-laws of the Corporation.

FOURTH: The foregoing restatement of the Certificate of Incorporation was authorized by resolution of the Board of Directors of the Corporation duly adopted at a meeting held April 23, 1964.

IN WITNESS WHEREOF, we have made and signed this Certificate this 29th day of June, 1964.

William R. Adams

William R. Adams, *President*

Homer Crawford

Homer Crawford, *Secretary*

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

HOMER CRAWFORD, being duly sworn, deposes and says: that he is one of the persons who signed the foregoing certificate; that he signed said certificate in the capacity set beneath his signature thereon; that he has read the foregoing certificate and knows the contents thereof, and that the statements contained therein are true to his own knowledge.

Homer Crawford
Homer Crawford, Secretary

Subscribed and sworn to before me
this 8th day of July, 1964.

47785

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

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

St. Regis Paper Company,

filed in this department on the 10th day of July, 1964, 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 twentieth day of August, one thousand nine hundred sixty-four.

John P. Lomenzo
Secretary of State

Form CO–504

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

HOMER CRAWFORD, being duly sworn, deposes and says: that he is one of the persons who signed the foregoing certificate, that he signed said certificate in the capacity set beneath his signature thereon; that he has read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.

Homer Crawford

Homer Crawford, Secretary

Subscribed and sworn to before me
this 8th day of July, 1964.

James J. Sheehy

Notary Public

JAMES J. SHEEHY
Notary Public, State of New York
No. 30-[illegible]
Qualified in [illegible] County
Cert. Filed in [illegible] County
Commission Expires [illegible] 30, 1965