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Articles OF Amendment Filed 9-2-64

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Ž, ST. REGIS PAPER COMPANY FILED IN OFFICE OF SECRETARY
OF SALTE SEATING OF STATE

TOW ADAMS
SECRETARY OF STATE



TOM ADAMS

SCCRETARY OF STATE

## Secretary of State

## State of Florida

## Tallahassee

32304

September 4, 1964

In reply refer to: corp-pjt

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

Attention: Mr. John F. Byrid, 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 CEPTIFICATE OF AMENDMENT

ad the

CERTIFICATE OF INCORPORATION

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ST. REGIS PAPER COMPANY

Under Section 805 of the Business Corporation Law RECEIVED
SEP 2 10 49 AH 64
SECRETARY OF STATE
SECRETARY OF STATE

We. WILLIAM R. ADAMS and HOMER GRAWFORD, intropressions respectively, the President and Secretary of ST. REGIS PAPER TOMPANY (hereinafter sometimes called the "Corporation"), hereby certify:

- The name of the Corporation is St. Regis
  Paper Company.
- 2. The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on February 4, 1899.
- 3. The amendments effected by this Certificate are as follows:
  - (a) The capital stock of the Corporation is reduced from one hundred and thirty million dollars (\$130,000,000) divided into twenty-five million, fifty thousand (25,050,000) shares, of which fifty thousand

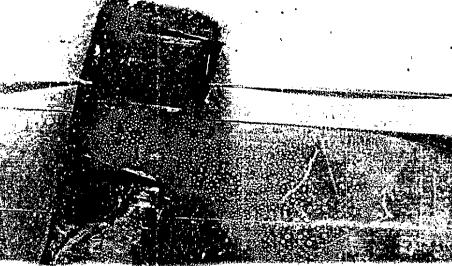
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(50,000) shares are classified as First Preferred Stock of the par value of \$100 each and twenty-five million (25,000,000) shares are classified as Common Stock of the par value of \$5 each, to one hundred and twenty-five million dollars (\$125,000,000) divided into twenty-five million (25,000,000) shares classified as Common Stock of the par value of \$5 each. To accomplish such reduction, Article III of the Certificate of Incorporation of the Corporation, as heretofore amended, is further amended to read and be as follows:

"III. The amount of the capital stock of the Corporation shall be one hundred and twenty-five million dollars (\$125,000,000) divided into 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."

- (b) Article IV, setting forth provisions relating to First Preferred Stock of the Corporation, is eliminated from the Certificate of Incorporation of the Corporation; and
- (c) Articles V to X, inclusive, of the Certificate of Incorporation of the Corporation are renumbered to be Articles IV to IX, respectively.
- 4. The foregoing amendments of the Certificate of Incorporation of the Corporation were authorized by the vote of the holders of more than a majority of the outstanding shares of the Corporation's Common Stock at the Annual Meeting of such



holders held April 23, 1964. IN WITNESS WHEREOF, we have made and subscribed this Certificate this 18th day of June, 1964. President State of New York DEPARTMENT OF STATE 44841 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 24th day of and that such copy is a correct transcript therefrom and of the whole of such original. Exitness my hand and the official seal of the Department of State at the City of Albany, this twentieth of August, sixty-four. one thousand nine hundred John P. Lomenzo Secretary of State

A STATE OF THE STA holders held April 23, 1964.\_\_\_\_ IN WITNESS WHEREOF, we have made and subscribed this Certificate this 18th day of June, 1964. President : Secretary STATE OF NEW YORK COUNTY OF NEW YORK HOMER CRAWFORD, being duly sworn, deposes and says: that he is one of the persons who signed the foregoing "Certificate of Amendment; that he signed said Certificate in iar tri 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. Secretary Subscribed and sworn to before me this loth day of June, 1964 Notary Public JOHN J. BUSKS Notary Public, State of New York No 60 5529221 Qualified in Westcherter County Cert, filed in New York County Commission Expires March 30, 1966