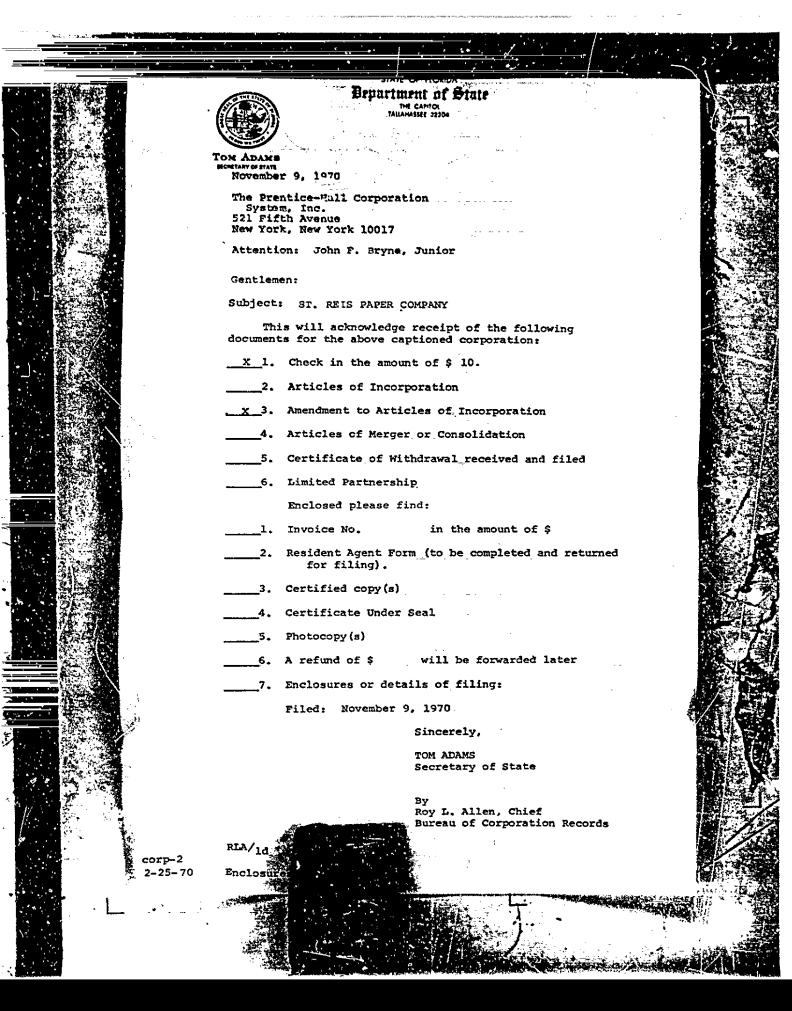
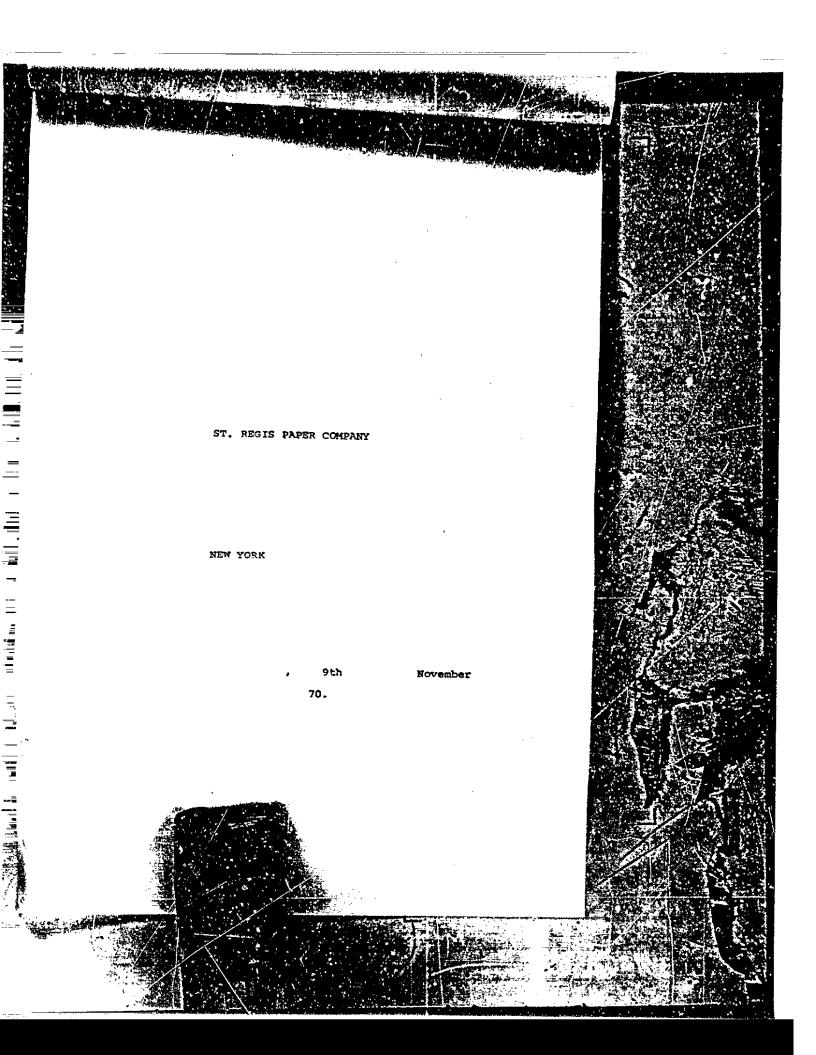
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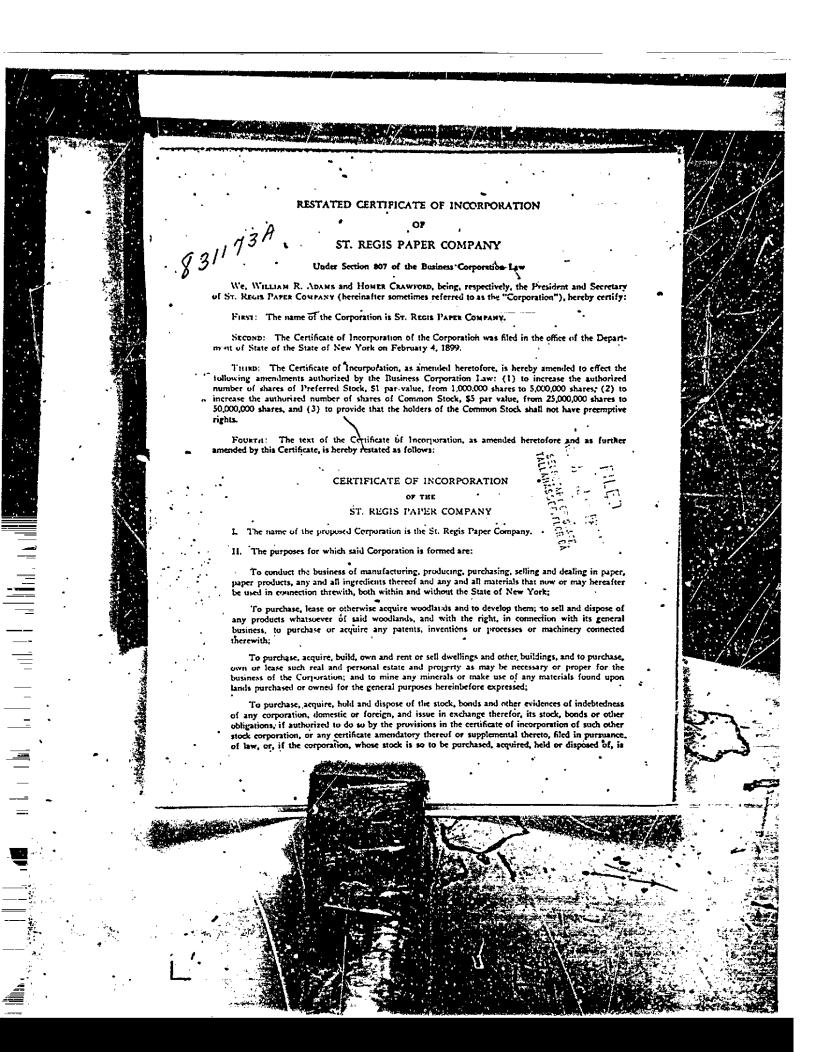
ST. REGUS PAPER COMPANY break FILED IN OFFICE OF SECRETARY OF STATE. STATE OF FLORIDA. by. . . . 1d., on. . 11-9-70. . . . . TOM ADAMS SECRETARY OF STATE

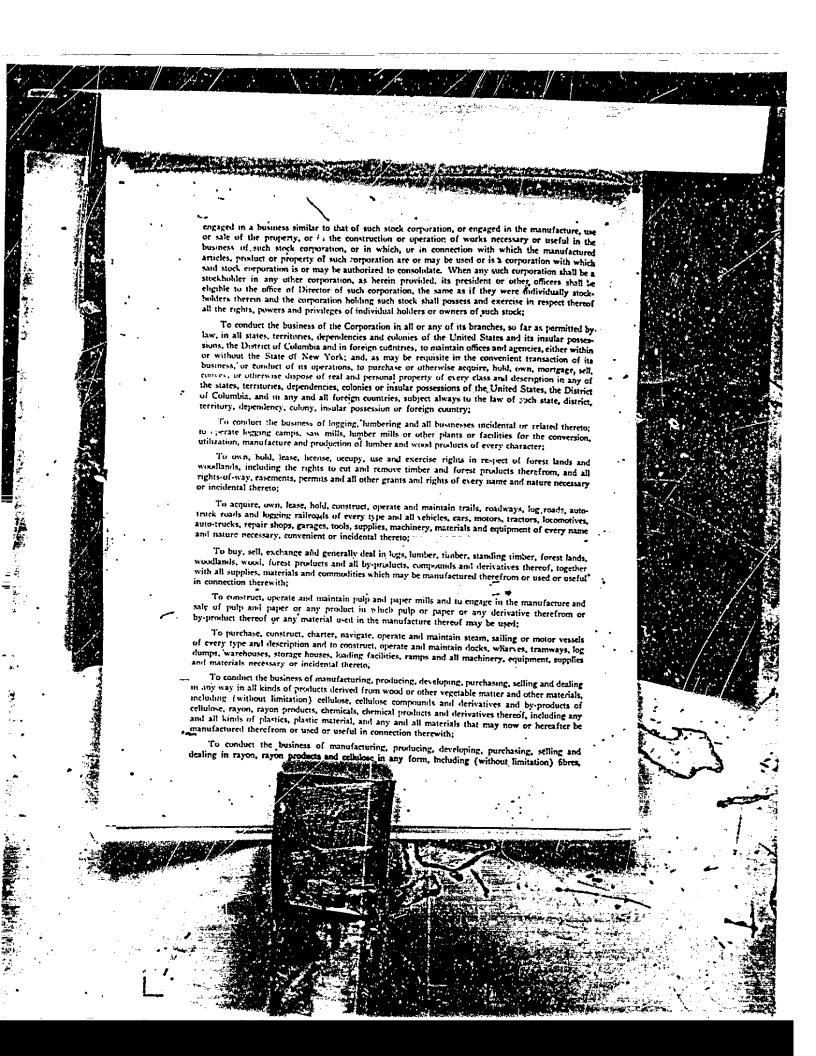


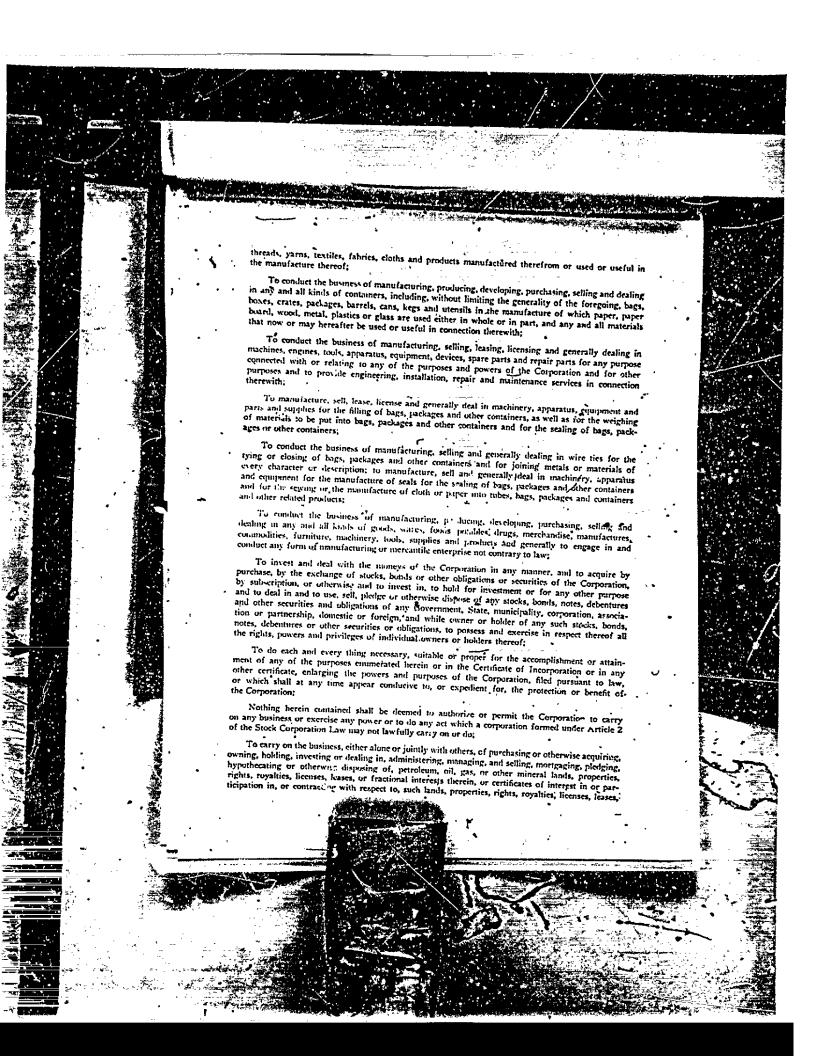


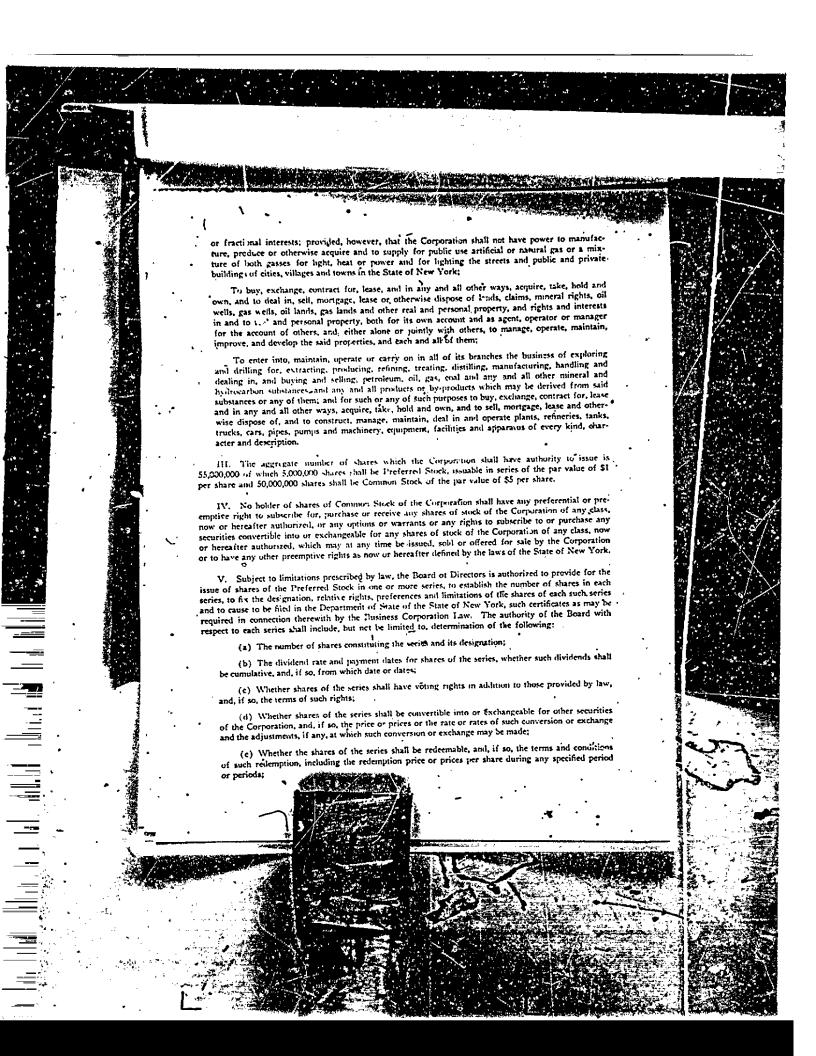
John D. Buchanan, Jr., TO: FROM: John F. Byrne, Jr. . . . . . . NEW YORK OFFICE DATE: November 4, 1970 SUBJECT: ST. REGIS PAPER COMPANY (A New York Corporation, qualified in your jurisdiction as a Foreign Corporation) - Sixth Restated Certificate of Incorporation, filed with New York Department of State on April 30, 1970. / Dear Sir: Please file the enclosed with your appropriate corporate authorities in connection with the above matter. I also enclose our check in the amount set forth below, to cover the <a href="mailto:basic">basic</a> official filing and/or recording fees. If, due to the increased authorized capitalization resulting from If, due to the increased authorized capitalization resulting from this Certificate, it will be necessary at this time, in order to file this document, for the corporation to pay to your authorities an additional filing or entrance fee, or tax, please hold the filings in abeyance until you have advised me regarding the extent of such additional charges, and I, in turn, have been able to obtain a check to cover same. Sincerely, John F. Byrne, Jr. Z. FOREIGH SECTION es 10.00 Amount: Check No. BYLANCE DUE

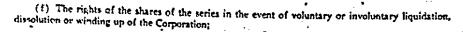
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(g) Any other relative, participating, uptional or other rights, preferences or limitations of the shares of the series.

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 tions or warrants or any rights to subscribe to or purchase, any securities convertible into ne 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.

## § 1. Provisions Relating to Cumulative Preferred Stock, \$5.50 Series A (\$1 Par Value)

- §1.1 Designation of Series Of the 1,000,000 authorized shares of Preferred Stock of the Corporation, 147,500 shares shall be issued in a series designated as Cumulative Preferred Stock, \$5.50 Series A (\$1 Par Value) (herein calks) the "Cumulative Preferred Stock").
- §1.2. Dividends. The holders of the Cumulative Preferred Stock shall be entitled to receive but only when, as and if declared by the Board of Directors out of funds legally available for the payment of dividents, dividents at the rate of \$5.50 per share per annum, cumulative whether or not earned or declared as to each such share from July 1, 1969, and such dividents shall be payable on the first days of January. April, July and October, respectively. All dividends payable on the Cumulative Preferred Stock shall be first paid, or declared and set apart for payment, before any dividends on the common stock, whether payable in cash, stock or otherwise, shall be paid or set apart for payment, so that if for all past dividend periods and for the then current dividend period, dividends on all outstanding shares of the Cumulative Preferred Stock at the rates fixed for the respective series shall not have been paid or set apart for payment, the deficiency shall be fully paid or set apart for payment before any dividends shall be paid or set apart for payment on the Common Stock. Accurals of dividends shall not bear interest.
- §1.3. Dissolution, Liquidation, Winding-up. Upon any dissolution, liquidation or winding-up of the Corporation, the holders of the Cumulative Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation legally available for distribution to stockholders, in case of voluntary liquidation, dissolution or winding-up, an amount equal to the relemption price per share applicable on the date of such voluntary liquidation, dissolution or winding-up and, in the case of involuntary liquidation, dissolution or winding-up, \$100 per share plus, in the case of each share (whether a voluntary or involuntary dissolution, liquidation or winding-up), an amount equal to the dividends accrued and unpaid thereon to the date fixed for final distribution, whether or not earned or declared, before any distribution of the assets of the Corporation shall be made to the holders of the common stock, as such.

After payment to the holders of the Cumulative Preferred Stock of the full amounts to which they respectively are entitled as aforesaid, the holders of the Cumulative Preferred Stock, as such, shall have no right or claim to any of the remaining assets of the Corporation.

The sale, conveyance, exchange or transfer of all or substantially all of the property of the Corporation, or the merger or consolidation into or with any other corporation, shall not be deemed a dissolution, liquidation or winding-up for the purposes of this §1.3.

§1.4. Redemption. At the option of the Board of Directors of the Corporation, the Corporation may redeem the Cumulative Preferred Stock, either as a whole or in part, at any time after July 1, 1974, without charge therefor to the holders of Cumulative Preferred Stock, at a redemption price of \$110 per share through June 30, 1986; \$106 per share thereafter through June 30, 1986; and \$100 per share thereafter, in each case plus accrued and unpaid dividends

thereon to the date fixed for redemption whether or not earned or declared. Not less than 30 nor more than 60 days prior to the date fixed for redemption a notice of the time and place thereof shall be mailed to the holders of record of the Cumulative Preferred Stock so to be redeemed. Notice of redemption having been so given, dividends shall cease to accuse on the shares therein designated for redemption after the date fixed for redemption (unless default be made in payment or deposit of the redemption price). In every case of redemption of less than all of the outstanding shares of Cumulative Preferred Stock, then, at the option of the Board of Directors, such redemption shall be made pro rata or the shares to be redeemed shall be chosen by lot in such manner as may be prescribed by resolution of the Board of Directors.

At any time after notice of redemption has been mailed as aforesaid to the holders of stock so to be redeemed, the Corporation may deposit the aggregate redemption price with a bank or trust company, named in such notice as the place of redemption, having its principal office in the State of New York and having, according to its last published statement, capital, surplus and undivided profits aggregating at least \$50,000,000, such redemption price to be payable, in clearing house funds of the city in which such bank or trust company shall have its office, on the date fixed for redemption as aforesaid, or on the date of deposit, as hereinafter provided, and in the amounts aforesaid to the respective orders of the holders of the shares so to be redeemed, upon endorsement to the Corporation or otherwise, as may be required, and upon surrender of the certificates for such shares. From and after the earlier of (i) the date fixed for redemption (provided that the Corporation shall not have failed to make payment of the redemption price as set forth in such notice) or (ii) the date of the deposit of said money as aforesaid in advance of the date fixed for redemption (provided in such case that such moneys shall be made available for immediate payment to the holders of the shares to be redeemed on and after such date of deposit and that the aforesaid notice of redemption shall have included a statement that such moneys are to be so available), such holders shall cease to be stockholders with respect to said shares, and said shares shall not be deemed to be outstanding and such holders shall have no interests in, or claim against, the Corporation with respect to said shares, but shall be entitled only to receive said moneys as aforesaid from said bank or trust company, or from the Corporation, as the case may be, without interest thereon, upon endorsement to the Corporation or otherwise, as may be required, and upon surrender of the certificates for such shares, as aforesaid.

In case the holder of any such Cumulative Preferred Stock which shall have been called for redemption shall not, within six years after said deposit, claim the amount deposited as above stated for the redemption thereof, such bank or trust company shall upon demand pay over to the Corporation such unclaimed amount and such lank or trust company shall thereupon be relieved from all responsibility to such holder, and such holder shall look only to the Corporation for the payment thereof. Any interest accrued on any funds so deposited shall belong to the Corporation.

All or any shares of Cumulative Preferred Stock at any time refleemed, purchased or acquired by the Corporation may thereafter, in the discretion of the Board of Directors, be reissued or otherwise disputed of at any time or from time to time to the extent and in the manner now or hereafter permitted by law, subject, however, to the limitations herein, or by action of the Board of Directors creating any series, imposed upon the issue or reissue of shares of the Cumulative Preferred Stock.

§1.5. Purchase or Other Acquisition. Nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Cumulative Preferral Stock. .

§1.6. Votin. At all meetings of shareholders of the Corporation, each holder of shares of Cumulative Preferred St. shall be entitled to one vote for each share of Cumulative Preferred Stock then outstanding and of the Corporation.

Whenever dividends upon any shares of Cumulative Preferred Stock shall be in arrears in an amount equal to six quarterly dividends thereon, then and in any such case the holders of all shares of Cumulative Preferred Stock shall become entitled, to the extent hereinafter provided, voting separately as a class, and

with each share entitling the holder thereof to one vote, to elect as a member of the Board of Directors, one director who shall be in addition to the number previously constituting the Board of Directors, and all other directors of the Corporation shall be elected by the holders of Common Stock, voting separately as a single class. Such voting rights of the holders of Cumulative Preferred Stock to elect a director shall continue until all the accumulated unpaid dividends thereon shall have been paid, whereupon all such voting rights to elect a director shall cease, subject to being revived from time to time upon the recurrence of the conditions described above as giving rise thereto.

At any time after the accrual to the holders of Cumulative Preferred Stock of such voting rights to elect a director, a special meeting of the holders of shares of Cumulative Preferred Stock for the purpose of electing a director shall be held upon not less then ten nor more than fifty days' notice by call of the Secretary of the Corporation at the written request of the holder of shares of Cumulative Preferred Stock at the time outstanding, or, if the Secretary should fail or neglect to call such meeting within fifty days after receipt of such request, then by call of any such holder.

So long as the holders of Cumulative Preferred Stock are entitled hereunder to such voting rights to elect a director, any vacancy in the Board of Directors caused by the death or resignation of any director elected by the holders of Cumulative Preferred Stock, shall be filled by the vote of the holders of Cumulative Preferred Stock at a meeting called for the purpose upon the notice and call as provided in the immediately preceding paragraph. Any vacancy in the Board of Directors caused by the death or resignation of any director elected by the holders of Common Stock, or elected by remaining directors as provided by the By-Laws of the Corporation, shall, until the next meeting of the stockholders and the election of directors, in each case be filled by the remaining directors elected by the holders of Common Stock.

Upon termination of such voting rights of the holders of Cumulative Preferred Stock to elect a director, the term of office of the person who shall have been elected a director of the Corporation by vote of the holders of Cumulative Preferred Stock shall forthwith terminate.

- §1.7. Conversion. The holders of shares of Cumulative Preferred Stock shall have the right, at their option, to convert such shares into shares of Common Stock of the Corporation at any time before 5 P.M., New York business time, (the "Close of business") on July 1, 1979, but not thereafter, on and subject to the following terms and conditions:
  - (1) The shares of Cumulative Preferred Stock shall be convertible at the office of the Corporation, and at such other office or offices, if any, as the Board of Director, may designate, into fully paid and non-assessable shares (calculated as to each conversion to the nearest 1/100th of a share) of Common Stock of the Corporation, at the conversion price, determined as hereinafter provided, in effect at the time of conversion, each share of Cumulative Preferred Stock being taken at \$100 for the purpose of such conversion. The price at which shares of Common Stock shall be delivered upon conversion (herein called the "conversion price") shall be (subject to adjustment as hereinafter provided) initially and until the close of business on July 1, 1974, \$55 per share of Common Stock; thereafter and until the close of business on July 1, 1979, \$60 per share of Common Stock. At the close of business on July 1, 1979, all rights of the holders of Cumulative Preferred Stock to convert such stock into Common Stock shall terminate. The conversion price shall be reduced or increased in certain instances as provided below. Upon conversion of the Cumulative Preferred Stock all dividends accrued and unpaid thereon shall be paid in cash, but no payment or adjustment shall be made upon any conversion on account of any dividends for the then current dividend period accrued on the shares of Cumulative Preferred Stock surrendered for conversion or on account of any dividends on the Common Stock issued upon such conversion.
  - (2) In order to convert shares of Cumulative Preferred Stock into Common Stock the holder thereof shall surrender at any office hereinabove mentioned in paragraph (1) the certificate or certificate or

cates therefore, duly endorsed to the Corporation or in blank, together with the aigned conversion notice (in the form provided on the certificates for shares of Cumulative Preferred Stock) at said J office. Shares of comulative Preferred Stock shall be deemed to have been converted immediately prior to the close of business on the day of the surrender of such shares for conversion as provided above and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be preated for all purposes as the record holder or holders of such Common Stock at such time. As prohiptly as practicable on or after the conversion date, the Corporation shall issue and shall deliver at said office a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion, together with cash in Jeu of any fraction of a share, as hereinafter provided, to the person or persons entitled to receive the same. In case shares of Cumulative Preferred Stock are called for redemption, the right to convert such shares shall cease and terminate at the close of business on the date fixed for redemption, unless default shall be made in payment of the redemption price. (3) In case the Corporation shall issue as a dividend or other distribution to all of its common stockholders any rights, options or warrants to subscribe for or to purchase additional shares of Common Stock, the conversion price in effect at the opening of business on the day following the date fixed for the determination of stockholders entitled to receive such dividend or other distribution shall be reduced by multiplying it by a fraction of which the numerator shall be the number of shares of Common Stock outstanding at the close of business on the date fixed for such determination and the denominator shall be the sum of that number of shares of Common Stock, plus the total number of shares of Common Stock which could be purchased by the immediate exercise of all such rights, options or warrants, minus the total number of shares of Common Stock which could be purchased at the average market price of the Common Stock on that date by the application of the total subscription price attributable to the rights, options or warrants plus any sum required to be paid for the exercise of such rights, options or warrants. (4) In case the Corporation shall issue as a dividend or other distribution to all of its common stockholders any security convertible into shares of Common Stock, the conversion price in effect at the opening of husiness on the day following the date fixed for the determination of stockholders entitled to receive such dividend or other distribution shall be reduced by multiplying it by a fraction of which the numerator shall be the number of shares of Common Stock outstanding at the close of business on the date fixed for such determination and the denorminator shall be the sum of that number of shares of Common Stock and the total number of shares of Common Stock which could be obtained by the immediate exercise of all the conversion privilege attributable to such convertible security. (5) In case a date is fixed after July 1, 1969, for the determination of stockholders entitled to receive additional shares of Common Stock as a dividend or other distribution on any class of capital stock of the Corporation, the conversion price in effect at the opening of business on the day following the date fixed for such determination shall be reduced by multiplying it by a fraction of which the numerator shall be the number of shares of Common Stock outstanding at the close of business on the date fixed for such determination and the denominator shall be the sum of such number of shares and the total number of shares constituting such dividend or other distribution, such resuction to become effective immediately after the opening of business on the day following the date fixed for such determination. For purposes of this paragraph, the number of shares of Common Stock at any time outstanding shall include shares held in the Treasury of the Corporation only if such shares held in the Treasury receive such dividend or other distribution. (6) In case outstanding shares of Common Stock shall be subdivided into a greater number of shares of Common Stock, the conversion price in effect at the opening of business on the day following the day upon which such subdivision becomes effective shall be proportionately reduced, and, consersely, in case outstanding shares of Common Stock shall be combined into a smaller number of shares of Common Stock, the conversion price in effect at the opening of business on the day following the day upon which such combination becomes effective shall be proportionately increased, such reduction or increase, as the case may be, to become effective immediately after the opening of business on the day following the day upon which such subdivision or combination becomes effective. Shares of Common Stock held in the Treasury of the Corporation shall be considered outstanding for the purposes of this paragraph (6), provided however such shares held in the Treasury of the Corporation are affected by such subdivision or combination.

- (7) In case of any capital reorganization of the Corporation, or in case of any consolidation or merger of the Corporation with or into another corporation, or in case of any sale or conveyance to another corporation of all or substantially all of the property of the Corporation, the holder of each share of Cumulative Preferred Stock then outstanding (or of the stock or other securities received in lieu of such shares) shall have the right thereafter to convert such share (or such other stock or securities) into the kind and amount or shares of stock and other securities and property receivable upon such consolulation, inerger, sale or conveyance by a holder of the number of shares of Common Stock (whether whole or fractional) of the Corporation into which such share of Cumulative Preferred Stock might have been converted immediately prior to such consolidation, merger, sale or conveyance, and shall have no other conversion rights under these provisions; and effective provision shall be made in the Certificate of Incorporation of the resultingsor surviving corporation or otherwise, so that the provisions set torth herein for the protection of the conversion rights of the Cumulative Preferred Stock shall thereafter be applicable, as nearly assreasonably may be, to any such other shares of stock and other securities and property deliverable upon conversion of the Cumulative Preferred Stock remaining outstanding or other convertible securities received by the holders in place thereof; and any such resulting or surviving corporation shall expressly assume the obligation to deliver, upon the exercise of the conversion privilege, such shares, securities or property as the holders of the Cumulative Preferred Stock remaining outstanding, or other convertible securities received by the holders in place thereof, shall be entitled to receive pursuant to the provisions hereof, and to make provisions for the protection of the conversion right as above provided. In case securities or property other than Common Stock shall be issuable or deliverable upon conversion as aforesaid, then all references in this paragraph (7) shall be deeffied to apply, so far as appropriate and as nearly as may be, to such other securities or property. Nothing in this paragraph (7) shall be deemed to diminish the conversion rights of the holders of the Cumulative Prein ferred Stock set forth in this Certificate. The obligations of the Corporation with respect to the Cumulative Preferred Stock shall be assumed by such resulting or surviving corporation. The provisions of this paragraph (7) shall similarly apply to successive reorganizations, consolidations, mergers, sales or conveyances.
  - (8) Whenever the conversion price is adjusted as herein provided:
  - (a) the Corporation shall compute the adjusted conversion price in accordance with this § 1.7 and shall prepare a certificate by the Treasurer of the Corporation setting forth the adjusted conversion price and showing in reasonable detail the facts upon which such adjustment is based, including a statement of the consideration received or to be received by the Corporation for, and the amount of, any additional shares of Common Stock issued since the last adjustment, and such certificate shall forthwith be kept on file by the Corporation and filed with any other Transfer Agent or Agents for Cumulative Preferred Stock; and
  - (b) a notice stating that the conversion price has been adjusted and setting forth the adjusted conversion price shall forthwith be required and as soon as practicable after it is required, such notice shall be mailed to the holders of record of the outstanding shares of Cumulative Preferred Stock; provided, however, that if within ten days after the completion of

mailing of such a notice, an additional notice is required, such additional notice shall be deemed to be required pursuant to this clause (b) as of the opening of business on the tenth limitation such completion of mailing and shall set forth the conversion price as adjusted at such opening of business, and upon the publication and mailing of such additional notice no other notice need be given of any adjustment in the conversion price occurring at or prior to such opening of business and after the time that the next preceding notice given by publication and mail became required.

## (9) In case:

- (a) the Corporation shall declare a dividend (or any other distribution) on its Common-Stock payable otherwise than in each out of its carned surplus; or
- (b) the Consoration shall authorize the granting to the holders of its Common Stock of rights to subscribe for or purchase any shares of capital stock of any class or of any other rights; or
- (c) of any resilication of the capital stock (other than a subdivision or combination of its outstanding shares of Common Stock), or of any consolidation or merger to which the Corporation is a party and for which approval of any stockholders of the Corporation is required, or of the sale or transfer of all or substantially all of the assets of the Corporation; or
- (d) of the voluntary or involuntary dissolution, liquidation or winding up of the Corporation, then the Corporation shall cause to be mailed to any Transfer Agent  $\varphi \circ \partial_K$  into for Cumulative Preferred Stock and to the holders of record of the out inding three of Cumulative Preferred Stock, at least twenty days (or ten days in any case specified chause (a) or (b) above) prior to the applicable record date hereinafter specified, a notice stating (x) the date on which a record is to be taken for the purpose of such dividend, distribution or rights, or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividend, distribution or rights are to be determined, or (y) the date on which such reclassification, consolidation, merger, sale, transfer, dissolution, liquidation or winding up is expected to become effective, and the date as of which it is expected that holders of Common Stock of recores shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, consolidation, merger, sale, transfer, dissolution, liquidation or winding-up.
- (10) The Corporation shall at all times reserve and keep available, free from preemptive rights, out of its authors of but unissued Common Stock, for the purpose of effecting the conversion of the shares of Cumulative Preferred Stock, the full number of shares of Common Stock then deliverable upon the conversion of all shares of Cumulative Preferred Stock then outstanding.
- (11) No fractional shares of Common Stock shall be issued upon conversion, but, instead of any fraction of a share-which would otherwise be issuable, the Corporation shall, at the option of the holder of Cumulative Preferred Stock, either
  - (a) arrange for the purchase of a fraction of a share of Common Stock so that in lieu of any fraction of a share of Common Stock the holder may receive the next highest whole number of shares of Common Stock, provided, however, that the holder shall pay to the Corporation the amount, computed on the basis of the market price per share of Common Stock (as determined by the Corporation) at the close of business on the day of conversion equal to the same purchased fraction of such market price; or
  - (b) pay to the holder a cash adjustment in respect of such fraction in an amount equal to the same fraction of the market price [er share of Common Stock (as determined by the Board of Directors) at the close of business on the day of conversion.

