

F06000000859

(Requestor's Name)

(Address)

(Address)

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PICK-UP     WAIT     MAIL

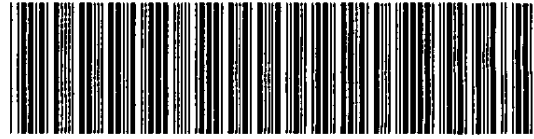
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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*Name  
Change  
Amend*

07/20/12--01017--014 \*\*52.50

FILED  
2012 JUL 20 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*DR*  
*7/23/12*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Saint-Gobain Calmar Inc.  
Name of Corporation

**DOCUMENT NUMBER:** F06000000859

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Adele Lasco  
Name of Contact Person

MeadWestvaco  
Firm/Company

299 Park Avenue  
Address

New York, NY 10171  
City/State and Zip Code

adele.lasco@mwv.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Adele Lasco at ( 212 ) 318-5714  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

\$52.50 Filing Fee.  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "MEADWESTVACO CALMAR, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE THIRTY-FIRST DAY OF JULY, A.D. 1998, AT 2:15 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CALMAR INC." TO "SAINT-GOBAIN CALMAR INC.", FILED THE THIRTEENTH DAY OF NOVEMBER, A.D. 2000, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SAINT-GOBAIN CALMAR INC." TO "MEADWESTVACO CALMAR, INC.", FILED THE SEVENTH DAY OF JULY, A.D. 2006, AT 4:51 O'CLOCK P.M.

2007307 8100X

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 6277692

DATE: 01-02-08

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CALMAR INC.

Pursuant to Sections 242 and 245 of the  
General Corporation Law of the State of Delaware

Calmar Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby amends and restates its Certificate of Incorporation, so that the same shall read, in its entirety, as follows:

**FIRST:** The name of the corporation is Calmar Inc. (the "Corporation").

**SECOND:** The address of its registered office in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended.

**FOURTH:** The total number of shares of stock which the Corporation shall have the authority to issue is One Thousand (1,000) and the par value of each of such shares is One Cent (\$.01) amounting in the aggregate to Ten Dollars and No Cents (\$10.00).


**FIFTH:** The board of directors is authorized to make, alter or repeal the bylaws of the corporation. Election of directors need not be by written ballot

**SIXTH:** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

**SEVENTH:** The Corporation shall indemnify its officers, directors, employees and agents to the extent permitted by the General Corporation Law of Delaware.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation, which restates, integrates, and amends the provisions of the Corporation's Certificate of Incorporation filed on April 22, 1983 in the office of the Secretary of State of the State of Delaware, having been duly adopted by the board of directors and the sole shareholder of the Corporation in accordance with the provisions of Sections 242 and 245 of Delaware Law, has been executed the 31<sup>st</sup> day of July, 1998.

Calmar Inc.

  
\_\_\_\_\_  
John R. Mesher  
Vice President and Assistant Secretary

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

\*\*\*\*\*

Calmar Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Calmar Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is Saint-Gobain Calmar Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.


THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:30 AM 11/13/2000  
001568957 - 2007307

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on November 10, 2000.

IN WITNESS WHEREOF, said Calmar Inc. has caused this certificate to be signed by John R. Mesher, its Vice President and Secretary, this 10<sup>th</sup> day of November, 2000.

Calmar Inc.

By:   
\_\_\_\_\_  
John R. Mesher  
Vice President and Secretary



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:51 PM 07/07/2006  
FILED 04:51 PM 07/07/2006  
SRV 060649893 - 2007307 FILE

CERTIFICATE OF AMENDMENT  
TO  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SAINT-GOBAIN CALMAR INC.

The undersigned duly authorized officer of SAINT-GOBAIN CALMAR INC., a Delaware corporation (the "Corporation"), hereby certifies, pursuant to Section 242 of the Delaware General Corporation Law, as follows:

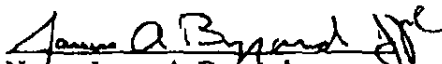
1. The Board of Directors of the Corporation, acting by unanimous written consent without meeting, duly adopted the following resolution proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation, as amended, of the Corporation:

RESOLVED, that the Amended and Restated Certificate of Incorporation, as amended, of the Corporation be amended by changing the First Article thereof so that, as amended, said Article shall read in its entirety as follows:

FIRST: The name of the corporation is MeadWestvaco Calmar, Inc.

2. The sole stockholder of the Corporation consented in writing to the foregoing amendment to the Amended and Restated Certificate of Incorporation, as amended, of the Corporation in accordance with Section 228(a) of the Delaware General Corporation Law and, therefore, the foregoing amendment was duly adopted in accordance with Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, this undersigned has executed this Certificate of Amendment as of the 5th day of July, 2006.

  
Name: James A. Buzzard  
Title: Chairman