

# F13000001102

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

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(Business Entity Name)

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*K 03/13/13*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 565226 7667839

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$ 70.00

ORDER DATE : March 11, 2013

ORDER TIME : 9:08 AM

ORDER NO. : 565226-005

CUSTOMER NO: 7667839

FOREIGN FILINGS

NAME: KAPSTONE PAPER AND PACKAGING  
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: \_\_\_\_\_

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. KapStone Paper and Packaging Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-2699372

(FEI number, if applicable)

4. April 15, 2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)

Suite 300, 1101 Skokie Blvd

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Northbrook, IL 60062

(Principal office address)

Suite 300, 1101 Skokie Blvd, Northbrook, IL 60062

(Current mailing address)

To engage in any lawful act or activity for which corporations may be organized.

8.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation in the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

By: John H. Kellner

(Registered agent's signature)

Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

By: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

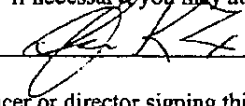
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Andrea K. Tarbox, Vice President

(Typed or printed name and capacity of person signing application)

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## OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

KapStone Paper and Packaging Corporation

### List of Officers

Name: Roger W. Stone Title: Chairman and CEO  
Bus. Addr.: 1101 Skokie Blvd, Suite 300, Northbrook, IL 60062

Name: Matthew Kaplan Title: President and COO  
Bus. Addr.: 1101 Skokie Blvd., Suite 300, Northbrook, IL 60062

Name: Andrea K. Tarbox Title: VP and CFO  
Bus. Addr.: 1101 Skokie Blvd., Suite 300, Northbrook, IL 60062

Name: Timothy P. Keneally Title: VP and GM  
Bus. Addr.: 1101 Skokie Blvd., Suite 300, Northbrook, IL 60062

Name: Timothy P. Davisson Title: VP and Secretary  
Bus. Addr.: 1101 Skokie Blvd., Suite 300, Northbrook, IL 60062

### List of Directors

Name: John M. Chapman Term: May 16, 2014  
Bus. Addr.: 1101 Skokie Blvd., Suite 300, Northbrook, IL 60062

Name: Jonathan R. Furer Term: May 16, 2015  
Bus. Addr.: 1101 Skokie Blvd., Suite 300, Northbrook, IL 60062

Name: Brian R. Gamache Term: May 16, 2013  
Bus. Addr.: 1101 Skokie Blvd., Suite 300, Northbrook, IL 60062

Name: Ronald J. Gidwitz Term: May 16, 2014  
Bus. Addr.: 1101 Skokie Blvd., Suite 300, Northbrook, IL 60062

Name: Matthew Kaplan Term: May 16, 2014  
Bus. Addr.: 1101 Skokie Blvd., Suite 300, Northbrook, IL 60062

Name: Matthew H. Paull Term: May 16, 2015  
Bus. Addr.: 1101 Skokie Blvd., Suite 300, Northbrook, IL 60062

Name: S. Jay Stewart Term: May 16, 2013  
Bus. Addr.: 1101 Skokie Blvd., Suite 300, Northbrook, IL 60062

Name: Roger W. Stone Term: May 16, 2015  
Bus. Addr.: 1101 Skokie Blvd., Suite 300, Northbrook, IL 60062

Name: David P. Storch Term: May 16, 2013  
Bus. Addr.: 1101 Skokie Blvd., Suite 300, Northbrook, IL 60062

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KAPSTONE PAPER AND PACKAGING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF MARCH, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KAPSTONE PAPER AND PACKAGING CORPORATION" WAS INCORPORATED ON THE FIFTEENTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0271772

DATE: 03-11-13