

F97000003046

Requestor's Name	
Address	
City/State/Zip	Phone #

Office Use Only

FILED
98 OCT 27 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

700002654617--9
-10/02/98--01072--006
*****35.00 *****35.00

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

N.C.
10-28-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 7, 1998

GOLDEN STATE CONTAINER, INC.
3555 TIMMONS LANE
STE. 1440
HOUSTON, TX 77027

SUBJECT: GOLDEN STATE CONTAINER, INC.
Ref. Number: F97000003046

We have received your document for GOLDEN STATE CONTAINER, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The certified copy of your amendment was not included, only the cover sheet (A) was sent. Please send in both so that we may get this filed for you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 498A00049883

(A)

10/22/98

Attached

SH

RECEIVED
90 OCT 26 AM 8:20
DIVISION OF CORPORATIONS

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
98 OCT 27 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Golden State Container, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Texas
Incorporated under laws of
3. 6/11/1997
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/24/97
5. Victory Packagings, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction

J. Victor Samuels
Signature

10-1-98
Date

J. Victor Samuels
Typed or printed name

Chairman
Title



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

**VICTORY PACKAGING, INC.
FORMERLY: GOLDEN STATE CONTAINER, INC.
FILE NO. 380385**

AMENDED AND RESTATED ARTICLES

NOVEMBER 24, 1997



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on September 21, 1998.

Alberto R. Gonzales
Secretary of State

BAM

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GOLDEN STATE CONTAINER, INC.

FILED
In the Office of the
Secretary of State of Texas

NOV 24 1997

Corporations Section

ARTICLE I

Golden State Container, Inc. (the "Corporation"), pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts Amended and Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and is further amended by such Amended and Restated Articles of Incorporation as hereinafter set forth which contain no other change in any provision thereof.

ARTICLE II

The Articles of Incorporation of the Corporation are amended by the Amended and Restated Articles of Incorporation as follows:

(A) Article I of the Articles of Incorporation is hereby amended and restated to read as set forth in the Amended and Restated Articles of Incorporation; and

(B) Article VI of the Articles of Incorporation is hereby amended and restated to read as set forth in the Amended and Restated Articles of Incorporation.

ARTICLE III

Each such amendment made by the Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act and such Amended and Restated Articles of Incorporation and each such amendment made by the Amended and Restated Articles of Incorporation were duly adopted by the shareholders of the Corporation on the 11th day of November, 1997.

ARTICLE IV

The number of shares outstanding was 52,000, and the number of shares entitled to vote on the Amended and Restated Articles of Incorporation as so amended was 40,000. All the shareholders have signed a written consent to the adoption of such Amended and Restated Articles of Incorporation as so amended pursuant to Article 9.10 and any written notice required by Article 9.10 has been given.

ARTICLE V

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Amended and Restated Articles of Incorporation which accurately copy the entire text thereof and is amended as above set forth:

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

GOLDEN STATE CONTAINER, INC.

The undersigned natural person of the age of at least 18 years, who is a citizen of the State of Texas, acting as incorporator of the Corporation under the Texas Business Corporation Act, does hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is Victory Packaging, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are: to transact any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act, in general, to have and exercise all the powers conferred by the laws of Texas upon corporations formed under the Texas Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is one million (1,000,000) divided into the following two classes, with the number of authorized shares in each class and the rights of each class being set forth below:

- (a) 500,000 shares of Class A voting common stock, \$1.00 par value per share. The Class A voting common stock shall be entitled to vote on all matters and shall be entitled to elect all directors of the corporation.

- (b) 500,000 shares of Class B non-voting common stock, \$1.00 par value per share. The holders of the Class B nonvoting common stock shall not be entitled to elect any directors of the corporation and shall not be entitled to vote on any matters (except as expressly mandated by law). Except as set forth above with respect to voting rights, the preferences and rights of the Class A and Class B common stock shall be identical in all respects.

No shareholder shall have a preemptive right to acquire any shares or securities of any class, whether now or hereafter authorized, which may at any time be issued, sold or offered for sale by the corporation.

The Corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate of its unrestricted capital surplus and unrestricted reduction surplus available therefor.

ARTICLE V

The Corporation will not commence business until there is received for the issuance of its shares consideration of the value of One Thousand and no Dollars (\$1,000.00), consisting of money paid, labor done or property actually received.

ARTICLE VI

The post office address of its registered office is Five Waverly Court, Houston, Texas 77005, and the name of its registered agent at such address is J. Victor Samuels.

ARTICLE VII

The number of directors constituting the board of directors is five and the name and address of the persons who are the directors until the next annual meeting of shareholders or until their successors are elected and qualified are:

Mike King
3555 Timmons Lane, Suite 1440
Houston, Texas 77027

J. Victor Samuels
3555 Timmons Lane, Suite 1440
Houston, Texas 77027

Benjamin Samuels
3555 Timmons Lane, Suite 1440
Houston, Texas 77027

Joshua Samuels
3555 Timmons Lane, Suite 1440
Houston, Texas 77027

Jeremy Samuels
3555 Timmons Lane, Suite 1440
Houston, Texas 77027

The right to cumulate votes in the election of directors is expressly prohibited.

ARTICLE VIII

The name and address of the incorporator was:

Marc E. Grossberg
1415 Fannin Street
Houston, Texas 77002

ARTICLE IX

Except as may be provided in the By-Laws, the Board of Directors of this Corporation is expressly authorized to alter, amend or repeal the By-Laws of this Corporation or adopt new By-Laws, without any action on the part of the shareholders; but the By-Laws made by the directors and the power so conferred may be altered or repealed by the shareholders.

ARTICLE X

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damage for an act or omission in the director's capacity as a director, except this Article X does not eliminate or limit the liability of a director for (i) a breach of a director's duty of loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; (iv) an act or omission for which the liability of a director is expressly provided for by statute; or (v) for an act related to an unlawful stock repurchase or payment of a dividend. If the Texas Miscellaneous Corporation Laws Act or any other statute is amended subsequently to the filing of the effective date of this Article X to authorize corporate action further eliminating or limiting the personal liability of the directors, then the liability of a director of the Corporation shall be eliminated or limited to the full extent permitted by such statute, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any

right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XI

INDEMNIFICATION

11.1 Right to Indemnification. Each person who was or is made a party to or is threatened to be made a party to, or is otherwise involved in any action, suit or proceedings, whether civil, criminal, arbitrative, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceedings is alleged action in an official capacity as a director, officer or agent or in any other capacity while serving as a director, officer or agent, shall be indemnified and held harmless by the Corporation to the full extent authorized by the Texas Business Corporation Act (the "Corporation Act"), as the same exists or may hereafter be amended (provided that no such amendment shall adversely affect any right or protection of a director of the Corporation existing at the time of such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in paragraph 11.2 hereof with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation, in its sole discretion. The right to indemnification conferred in this Article XI shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that an advancement of expenses incurred by a director or officer who is an indemnitee shall be made only upon delivery to the Corporation of a written affirmation by the director or officer of his good faith belief that he has met the standard of conduct necessary for indemnification under the Corporation Act (hereinafter an "affirmation") and a written undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such person is not entitled to be indemnified for such expenses under this Article XI or otherwise (hereinafter an "undertaking").

11.2 Right of Indemnatee to Bring Suit. If a claim under paragraph 11.1 of this article is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnatee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an affirmation and an undertaking, the indemnatee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (a) any suit brought by the indemnatee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnatee to enforce a right to an advancement of expenses) it shall be a defense that, and (b) any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnatee has not met the applicable standard of conduct set forth in the Corporation Act. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnatee is proper in the circumstances because the indemnatee has met the applicable standard of conduct set forth in the Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the indemnatee has not met such applicable standard of conduct, shall create a presumption that the indemnatee has not met the applicable standard of conduct or in the case of such a suit brought by the indemnatee, be a defense to such suit. In any suit brought by the indemnatee to enforce a right hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an affirmation and undertaking, the burden of proving that the indemnatee is not entitled to be indemnified or to such advancement of expenses under this Article XI or otherwise shall be on the Corporation.

11.3 Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Article XI shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, these Articles of Incorporation, bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

11.4 Insurance. The Corporation may, in its sole discretion, purchase and maintain insurance or another arrangement, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or person who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss,

whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Corporation Act.

11.5 Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, in their sole discretion, grant rights to indemnification and to the advancement of expenses, to any employee or agent of the Corporation to the full extent of the provisions of this Article XI with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE XII

Any action required by the Texas Business Corporation Act to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holder of all shares entitled to vote on the action were present and voted.

GOLDEN STATE CONTAINER, INC.

By: J. Victor Samuels
Name: J. Victor Samuels
Title: Chairman

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