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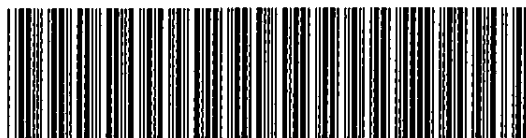
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**DATE: 04-04-12**

**NAME: SUNBELT PAPER & PACKAGING OF PANAMA CITY LLC**

**TYPE OF FILING: ARTICLES OF ORGANIZATION**

**COST: \$125**

**RETURN: CERTIFIED COPY**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE PAUL HODGE**



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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Sunbelt Paper & Packaging of Panama City, LLC  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Greg Aldridge

Name of Person

Sunbelt Paper & Packaging of Panama City, LLC

Firm/Company

700 E. Aberdeen Loop

Address

Panama City, Florida 32405

City/State and Zip Code

connie@sunbeltpaper-packaging.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Greg Mixon

Name of Person

at ( 205 ) 572-4111

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

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

**Street/Courier Address**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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**ARTICLES OF ORGANIZATION  
OF  
SUNBELT PAPER & PACKAGING OF PANAMA CITY, LLC**

For the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit, the undersigned does hereby sign and adopt these Articles of Organization, which shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Sunbelt Paper & Packaging of Panama City, LLC (the "Company"), and its principal office shall be located at 700 E. Aberdeen Loop in the City of Panama City, County of Bay, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II  
PERIOD OF DURATION**

The duration of the Company shall be perpetual.

**ARTICLE III  
OPERATING AGREEMENT**

The business of the Company and the relationship of its Members shall be subject to the terms and conditions of the Operating Agreement of the Company dated as of the date hereof and as amended or restated from time to time (the "Operating Agreement").

**ARTICLE IV  
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited

liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### ARTICLE V INITIAL MEMBERS

The name and mailing address of the initial Members of the Company is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sunbelt Paper & Packaging, Inc.	109 Airpark Industrial Road, Alabaster, Alabama 35007
A Converting Inc.	700 E. Aberdeen Loop Panama City, Florida 32405

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**ARTICLE VI**  
**MANAGEMENT**

The Company shall be managed by one (1) manager. The name of the initial Manager and its address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sunbelt Paper & Packaging, Inc.	109 Airpark Industrial Road, Alabaster, Alabama 35007

**ARTICLE VII**  
**ADMISSION OF ADDITIONAL MEMBERS**

Additional Members shall be admitted to the Company only in accordance with the provisions of the Operating Agreement.

**ARTICLE VIII**  
**CONTINUATION OF BUSINESS**

In the event of the death, retirement, resignation, expulsion or dissolution of a Member, the remaining Member or Members shall automatically continue the business of the Company.

**ARTICLE IX**  
**INDEMNIFICATION**

The Company may indemnify its Members, officers, agents and employees to the maximum extent permitted by law.

**ARTICLE X**  
**AMENDMENT**

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter provided by law, and all rights conferred herein upon holders of membership interests are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without obtaining the approval of the Manager(s) and/or the Member(s) (as the case may be) pursuant to the terms of the Operating Agreement in effect on the date of any such amendment.

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**ARTICLE XI**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

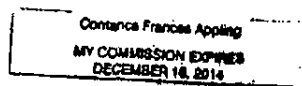
The address of the initial registered office of the Company is 700 E. Aberdeen Loop, City of Panama City, County of Bay, State of Florida, and the name of the company's initial registered agent at that address is Greg Aldridge.

The undersigned, being an original member of the Company, certifies that this instrument constitutes the Articles of Organization of Sunbelt Paper & Packaging of Panama City, LLC. In Testimony Whereof, witness the hand and seal of the undersigned on this the 30<sup>th</sup> day of March, 2012.

SUNBELT PAPER & PACKAGING, INC.

By: William A. Rivers  
Name: WILLIAM A. RIVERS  
Title: President

This instrument prepared by:  
Gregory K. Mixon, Esq.  
RICHARDSONCLEMENT PC  
200 Cahaba Park Circle, Suite 125  
Birmingham, Alabama 35242  
(205) 572-4100



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STATEMENT OF REGISTERED AGENT

State of Florida )  
County of Bay )

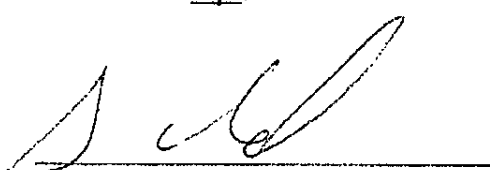
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Sunbelt Paper & Packaging of Panama City, LLC.

The name of the registered agent for Sunbelt Paper & Packaging of Panama City, LLC is Greg Aldridge and the street address of the principal office where the agent is located is 700 E. Aberdeen Loop, Panama City, Florida 32405.

This statement is to acknowledge that, as indicated above, Sunbelt Paper & Packaging of Panama City, LLC has appointed me, Greg Aldridge, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: March 31, 2012

  
Greg Aldridge  
700 E. Aberdeen Loop  
Panama City, FL 32405

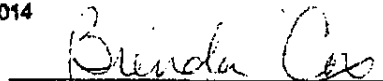
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SWORN TO AND SUBSCRIBED before me this 1<sup>st</sup> day of April, 2012.

My Commission Expires: \_\_\_\_\_



BRENDA COX  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# EE045456  
Expires 11/28/2014

  
Notary Public