

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

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****125.00 ****125.00

R (1999) Timberlands II LLC

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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|---------------------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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CHRIS AVERNA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**Sutherland
■ Asbill & ■
Brennan LLP**

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KATHERINE A. CERTICH
DIRECT LINE: 404.853.8728
Internet: kacertich@sablaw.com

October 13, 1999

Via Federal Express

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Application by Foreign Limited Liability Company for Authorization to transact
business: **R (1999) Timberlands II LLC**

Dear Sir or Madam:

Enclosed please find the following items in connection with the above referenced corporation:

1. One original executed Application by Foreign Limited Liability Company for Authorization to transact business;
2. One original executed Certificate of Designation of Registered Agent/Registered Office;
3. One original certificate of existence for the above referenced corporation, not more than 90 days old;
4. A check in the amount of \$125.00 made payable to the Florida Secretary of State for the filing fee.

Please issue a Certificate of Authority and return it to me using the enclosed self-addressed Federal Express label. Please call me at (404) 853-8728 if you have any questions.

Sincerely,

Katherine Certich

Katherine Certich
Legal Assistant

kac
enclosure
cc: Andrew Locker (w/enclosure)

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. R (1999) Timberlands II LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. October 8, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 21, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 8182 Maryland Avenue, Clayton, Missouri 63105
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐
9. The usual business addresses of the managing members or managers are as follows:

Jefferson Smurfit Corporation (U.S.)

8182 Maryland Avenue

Clayton, Missouri 63105

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Owning timberlands

Jefferson Smurfit Corporation (U.S.)

John Allgood
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

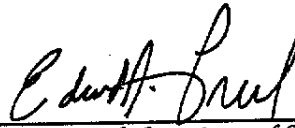
By: John Allgood, Assistant Secretary

Typed or printed name of signee

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "R (1999) TIMBERLANDS II LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF OCTOBER, A.D. 1999.




Edward J. Freel, Secretary of State

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991430116

AUTHENTICATION: 0020425

DATE: 10-12-99

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

R (1999) Timberlands II LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 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 as provided for in Chapter 608, F.S.

C T Corporation System

Dale W. Morris

(Signature)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)