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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
REPAPERS CORPORATION

FILED
2018 MAY 16 AM 11:00
SECRETARY OF STATE
ALBUQUERQUE, NEW MEXICO

Pursuant to Sections 607.0604, 607.1001, 607.10025, 607.1003, and 607.0207 of the Florida Business Corporation Act (the "Act"), the undersigned, being all of the directors of Repapers Corporation, a Florida corporation (the "Corporation"), certify that:

1. The Corporation was organized and its initial Articles of Incorporation were filed with the Florida Department of State on November 26, 2003 (the "Initial Articles"). The document number of the Corporation is P03000139936.

2. The amended and restated articles of incorporation of the Corporation set forth herein (the "Restated Articles") contain an amendment requiring shareholder approval. The Corporation has fewer than 35 shareholders, there being only one class or series of shares of the Corporation authorized, issued and outstanding (the "Shares").

3. These Restated Articles, and the amendments set forth herein, were considered, approved and duly authorized and directed by the Unanimous Written Consent of the Board of Directors and a Majority of Shareholders of the Corporation (the "Joint Written Consent"), dated May 15, 2018.

4. The Joint Written Consent was sufficient for the approval of the amendment and restatement of the Initial Articles under Florida law. In accordance with Florida Statutes, Section 607.1003(5)(a), the shareholders holding the number of shares consenting to the Restated Articles was sufficient for their approval by the shareholders, with a majority of the holders of the Corporation's issued and outstanding shares consenting to the Restated Articles.

5. ARTICLE III of the Initial Articles is amended to eliminate the par value of each Share, so that the Shares shall become Shares without par value, and to reduce the number of authorized Shares of the Corporation.

6. ARTICLE IV of the Initial Articles is amended to provide for (i) the conversion, by means of a reverse stock split, of every three hundred twenty-five (325) issued and outstanding Shares into one (1) Share without par value per Share, and (ii) the Corporation's right of redemption with respect to any fractional shares created as a result of the reverse stock split.

7. In addition to the foregoing, these Restated Articles provide for certain other amendments to the Initial Articles, as approved by the Joint Written Consent.

8. The amendments set forth in these Restated Articles do not adversely affect the rights or preferences of the holders of outstanding Shares of any class or series and do not result in the percentage of authorized Shares that remain unissued after the division exceeding the percentage of authorized Shares that were unissued before the division.

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9. These Restated Articles supersede the Initial Articles and all amendments thereto effected prior to the date of these Restated Articles.

10. Effective as of the date of filing of these Restated Articles with the Florida Department of State, the text of the Articles of Incorporation of the Corporation is amended and restated in its entirety to read in full as follows:

ARTICLE I

The name of the Corporation is REPAPERS CORPORATION.

ARTICLE II

The general nature of the business and the objects and purposes to be performed and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, to wit:

(a) to recycle all grades of papers; to manufacture, produce, prepare, finish, buy, sell, trade and deal in any and all kinds of woodpulp, pulp, paper and other cellulose fiber products, and any and all products and by-products of such manufacture; to manufacture, produce, prepare, buy, sell, trade and deal in any and all materials, chemical and other substances which now or hereafter may be used or manufactured or dealt in, in connection with the manufacture or use of woodpulp, pulp paper and other cellulose fiber products.

(b) to manufacture, produce, prepare, process, convert, coat, laminate, print, lithograph, finish, buy, sell, trade and deal in any and all types of packaging materials, packages, bags, envelopes, pouches and other containers, whether or not the same are made of or use or incorporate woodpulp, pulp, paper or cellulose fiber products.

(c) to export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with, at wholesale and retail, merchandise of every kind and nature for exportation from and importation into the United States of America, and to and from all countries foreign thereto, and for exportation from and importation into any foreign country, to and from any other country foreign thereto and to purchase and sell domestic and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business; to carry on and conduct a general purchase and sale business; to distribute, deliver, purchase and sell goods, wares, merchandise, property, commodities and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising and introducing, and contracting for the sale, introduction, advertisement and use of, services of all kinds, relating to any and all kinds of businesses for any and all purposes.

(d) to carry out any or more of the purposes and objects herein enumerated as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, partnership, association or corporation.

(e) to carry on its operations and conduct business in any State, in the District of

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Columbia, and in any territory, dependency or possession of the United States, and in any foreign country.

(f) to such extent as a corporation organized under the laws of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent, and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishments of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws of the State of Florida or under any act amendatory thereof, supplemental thereto, or substituted therefore.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no ways limited by reference to or in reference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

The Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the laws of the State of Florida to corporations organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory or supplemental to that statute, and the enumeration of certain powers, rights or privileges granted or conferred by the statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

ARTICLE III

Upon the consummation of the reverse stock split authorized in ARTICLE IV, the total number of Shares that the Corporation is authorized to issue is three and seventy-seven thousandths ($3\frac{77}{1000}$) Shares, without par value.

ARTICLE IV

(a) The Corporation has authorized a reverse stock split, effective upon the filing of these Restated Articles, pursuant to which one (1) Share will be issued in exchange for every three hundred twenty-five (325) pre-reverse split Shares held by a Shareholder.

(b) The reverse stock split will result in the issuance of fractions of Shares ("Fractional Shares") to any shareholder that holds less than three hundred twenty-five (325) Shares at the time of the reverse stock split. With respect to Fractional Shares, the Board of Directors of the Corporation on behalf of the Corporation may, in its discretion, exercisable upon written notice to each shareholder that holds or is entitled to hold a Fractional Share:

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(i) Issue Fractional Shares which shall entitle the holder to exercise voting rights, to receive dividends thereon, and to participate in any of the assets of the Corporation in the event of liquidation;

(ii) Pay in cash the estimated fair market value of Fractional Shares as of the time when those entitled to receive such Fractional Shares are determined, and thereby redeem such Fractional Shares, provided, however, that the Company adheres to the mandatory notice provisions of the Act with respect to the redemption of Fractional Shares and to all other mandatory provisions of the Act with respect to the redemption of Fractional Shares by a corporation; or

(iii) Issue scrip in registered or bearer form, which shall entitle the holder to receive a certificate for one (1) full Share upon surrender of such scrip aggregating a full Share.

(c) Each person or entity who, as of the date of the filing of these Restated Articles, held of record any issued and outstanding Shares shall receive, upon surrender of such person's or entity's certificate(s) for such Shares to the Corporation's president, secretary or other authorized agent, a new stock certificate or certificates to evidence and represent the number of post-reverse split Shares to which such person or entity is entitled after the filing of these Restated Articles. Stock certificates evidencing Shares that are not exchanged will, after this reverse stock split, represent the number of post-reverse split Shares into which the pre-reverse split Shares represented by such certificate(s) were divided. The holders of unexchanged stock certificates will not be entitled to receive any dividends or other distributions, if any, payable by the Corporation after the date of filing of these Restated Articles with respect to their post-reverse split Shares until they surrender their certificates representing pre-reverse split Shares; and such dividends and distributions, if any, will be accumulated and, at the time of such surrender, all such unpaid dividends and distributions, if any, will be paid without interest.

ARTICLE V

The address of the principal office of the Corporation is 3645 NW 74th Street, Miami, FL 33147.

ARTICLE VI

The Corporation shall exist perpetually.

ARTICLE VII

The Registered Agent of the Corporation is Alonso & Garcia PA, and the Registered Office is located at 5805 Blue Lagoon Drive, Suite 200, Miami, Florida 33126.

ARTICLE VIII

The Corporation shall have at least one (1) and no more than three (3) directors. As of the date of filing of these Restated Articles with the Florida Secretary of State, the number of directors shall be two (2), subject to increase up to three (3) or decrease at any time, or from time to time, by the Board of Directors; provided that the Board of Directors shall never comprise less than one director (the "Board").

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ARTICLE IX

To the fullest extent permitted under the Act and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision, action or failure to act, regarding corporate management or policy, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the Act (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the Act and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the Act (or a successor provision of such law) as the same exists or may hereafter be amended. If the Act is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the Act, as so amended. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE X

The Corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director (or his or her heirs, executors, administrators or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article X shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article X.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and/or to the advancement of expenses to officers, employees and agents of the Corporation similar to those conferred in this Article X to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article X shall not be exclusive of any other right(s) which any person may have or hereafter acquire under these Amended Articles, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article X shall not adversely affect any rights to indemnification and/or to the advancement of expenses of a director of the Corporation existing

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at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, director's and officer's liability insurance and errors and omissions insurance) on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability or expenses asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article X.

ARTICLE XI

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board of Directors and the shareholders of the Corporation is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Restated Articles. For the shareholders to make, alter, amend or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Amended Articles) must be approved by the affirmative vote of the holders of a majority of the outstanding shares of capital stock entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend or repeal the Bylaws of the Corporation unless (a) these Restated Articles or the Act (as the same exists or may hereafter be amended) reserves the power to alter, amend or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders, or (b) the shareholders of the Corporation, in altering, amending or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board of Directors may not alter, amend or repeal the Bylaws or that particular Bylaw provision.

ARTICLE XII

The Corporation reserves the right to alter, amend or repeal any provision contained in these Restated Articles, or any amendment thereto, in the manner provided in the Act (as the same exists or may hereafter be amended), and any and all rights conferred upon the shareholders is subject to this reservation.

ARTICLE XIII


The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

[Signature page follows]

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IN WITNESS WHEREOF, the undersigned directors have caused these Amended and Restated Articles of Incorporation to be executed this 15th day of May, 2018.


Andres Patino, Director


Paula Maddux, Director

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