

8/24/2018

Division of Corporations

Florida Department of State

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REPAPERS CORPORATION

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SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
REPAPERS CORPORATION

Pursuant to Sections 607.1001, 607.10025, 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned members of the board of directors (the "Board") of Repapers Corporation, a Florida corporation (the "Corporation"), comprising all of the directors of the Corporation, certify as follows, and adopt the following amendments to and restatement of the Articles of Incorporation of the Corporation, as previously amended and restated:

Preliminary Statement

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

B. The Initial Articles were amended and restated by Amended and Restated Articles of Incorporation filed with the Florida Department of State on May 16, 2018 (the "First Restated Articles").

C. The members of the Board and the sole shareholder of the Corporation unanimously determined to amend and restate the First Restated Articles by this instrument (the "Second Restated Articles") to (among other things) effectuate a division of the shares of stock of the Corporation pursuant to Section 607.10025 of the Act, and to confirm the resulting authorized number of shares of the Corporation's common stock, as set forth below. The adoption of the Second Restated Articles was effectuated and ratified by unanimous written consent of the members of the Board and by the sole shareholder, dated as of August 23, 2018.

D. For purposes of Section 607.10025 and Section 607.1007 of the Act, the Second Restated Articles do not contain an amendment requiring shareholder approval, although the sole shareholder of the Corporation nevertheless authorized and ratified the Second Restated Articles along with all of the members of the Board. The Second Restated Articles were duly adopted by the Board and by the sole shareholder of the Corporation and supersede the Initial Articles and the First Restated Articles.

E. Accordingly, based on the unanimous written consent of the Board and the sole shareholder of the Corporation, each effectuated in a manner consistent with the relevant provisions of the Act and the First Restated Articles, effective as of the date of filing of these Second Restated Articles with the Florida Department of State (the "Restatement Effective Date"), the First Restated Articles are amended and restated in their entirety to read in full as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I
NAME

The name of the Corporation is REPAPERS CORPORATION.

ARTICLE II
PURPOSE

The general nature of the business and the objects and purposes to be performed and carried on by the Corporation are to do any and all things allowed and permitted to be done by corporations under the Act and other laws of the State of Florida as in effect from time to time, and to do any and all of the things hereinafter mentioned, 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 or in any capacity, merchandise of every kind and nature, and to purchase, sell and deal in and with, at wholesale and retail or otherwise, 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 Columbia, and in any territory, dependency or possession of the United States, and in any foreign country.

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(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 or in any capacity, and either alone or in connection with other corporations, firms, entities or natural persons, 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 therefor.

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.

ARTICLE III CAPITAL STOCK

(a) Pursuant to Section 607.10025 of the Act and consistent with the provisions of the First Restated Articles, the Board and sole shareholder have authorized and ratified a division of the Corporation's shares effective on the Restatement Effective Date (the "Forward Split"), with the result that (a) three hundred twenty-five (325) shares of the Corporation's common stock will be issued in exchange for every one (1) share issued and outstanding immediately prior to the Restatement Effective Date, and (b) the total number of the Corporation's authorized shares is one thousand (1,000) shares, without par value.

(b) Giving effect to the Forward Split, as of the Restatement Effective Date, the aggregate number of shares of capital stock that the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock, no par value (the "Common Stock"). Common Stock is the only class of stock authorized. Classes of stock other than Common Stock may be authorized only if provided for in subsequent amendments to these Second Restated Articles.

(c) Each person who, as of the Restatement Effective Date, owned and held of record any issued and outstanding shares of Common Stock shall receive, upon surrender of such person'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 shares of Common Stock to which such person or entity is entitled on the Restatement Effective

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Date. Stock certificates evidencing shares that are not exchanged will, after the Restatement Effective Date, represent the number of shares resulting from the Forward Split.

ARTICLE IV PRINCIPAL OFFICE

The street and mailing address of the current principal place of business and registered office of the Corporation is 3645 N.W. 74th Street, Miami, Florida 33147. Such principal place of business of the Corporation may be relocated to another address and city within or without the State of Florida as may be designated by the Board from time to time. The name and address of the Corporation's registered agent in the State of Florida is Alonso & Garcia P.A., and the registered office is located at 5805 Blue Lagoon Drive, Suite 200, Miami, Florida 33126.

ARTICLE V DURATION

The Corporation shall exist perpetually.

ARTICLE VI REGISTERED AGENT

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 VII DIRECTORS

The Corporation shall have at least one (1) and no more than three (3) directors. As of the Restatement Effective Date, the number of directors is two (2).

ARTICLE VIII DIRECTOR ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board (or of a committee of the Board) may be taken without a meeting, without prior notice and without a vote if the action is taken by the written consent of all members of the Board (or of such committee of the Board). The action must be evidenced by one or more written consents describing the action taken and signed by each director (or committee member), which consent(s) shall be filed in the official minute books of the Corporation in which proceedings of meetings of the Board are recorded. Any action taken by written consent under this Article VIII shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise, and shall have the same effect as a meeting vote and may be described as such in any document.

ARTICLE IX CALL OF SPECIAL SHAREHOLDERS MEETING

Except as otherwise required by law or by or pursuant to these Second Restated Articles, the Corporation shall not be required to call or hold a special meeting of shareholders of the

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Corporation unless (in addition to any other requirement(s) of applicable law or elsewhere in these Second Restated Articles): (a) the holders of not less than twenty percent (20%) of all the votes entitled to be cast on any issue proposed to be considered at the special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; or (b) the meeting is called by (i) the Board pursuant to a resolution approved by a majority of the Board, or (ii) the Corporation's Chairman of the Board or Chief Executive Officer. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the Act (or a successor provision of such law) may be conducted at a special shareholders' meeting.

ARTICLE X SHAREHOLDER ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken at any annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote if such action is taken by the unanimous written consent of all shareholders entitled to vote on such action. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by the approving shareholders and delivered to the Secretary or other officer or agent of the Corporation having custody of the official minute books of the Corporation in which proceedings of meetings of the shareholders are recorded. Whenever action is taken pursuant to this Article X, the written consent(s) of shareholders shall be filed in the Corporation's minute book. No written consent of shareholders shall be effective to take the corporate action referred to therein unless, within 60 days of the date of the earliest dated consent delivered in the manner provided in this Article X, written consents executed and delivered by all shareholders are delivered to the Corporation by delivery as required in this Article X. Any action taken by written consent under this Article X shall have the effect of a meeting vote and may be described as such in any document.

ARTICLE XI LIMITATION OF LIABILITY

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 be 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 XI 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.

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ARTICLE XII INDEMNIFICATION

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. The right to indemnification conferred by this Article XII 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 XII.

The Corporation may, to the extent authorized from time to time in the Bylaws of the Corporation (the "Bylaws") or otherwise by resolution of the Board, 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 XII to directors of the Corporation.

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

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

ARTICLE XIII AMENDMENTS TO BYLAWS

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In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board and the shareholders of the Corporation are expressly authorized and empowered to make, alter, amend and repeal the Bylaws in any respect not inconsistent with the laws of the State of Florida or with these Second Restated Articles. For the shareholders to make, alter, amend or repeal the Bylaws in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Second Restated 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 Board may freely alter, amend or repeal the Bylaws unless (a) these Second 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 may not alter, amend or repeal the Bylaws or that particular Bylaw provision.

ARTICLE XIV AMENDMENTS

The Corporation reserves the right to alter, amend or repeal any provision contained in these Second Restated Articles, or any amendment to it, 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 are subject to this reservation.

ARTICLE XV AFFILIATED TRANSACTIONS AND CONTROL SHARE ACQUISITIONS

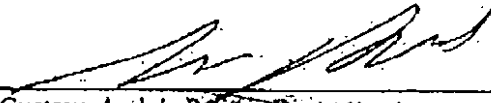
The Corporation elects not to be governed by Section 607.0901 of the Act.

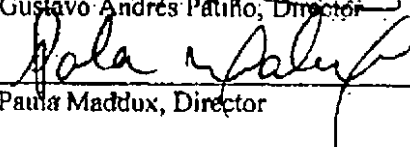
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IN WITNESS WHEREOF, the undersigned directors, comprising all of the directors of the Corporation, have executed these Second Amended and Restated Articles of Incorporation effective as of August 24, 2018.



Gustavo Andrés Patiño, Director


Paula Maddux, Director

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