

OFFICE OF  
WM. D. SWACKHAMER  
SECRETARY OF STATE

OCT 24 AM 8 38

THE STATE OF NEVADA



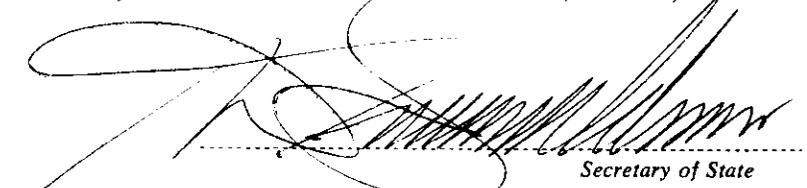
DEPARTMENT OF STATE

I, Wm. D. Swackhamer, the duly qualified and elected Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original certificate of Amendment of Articles of Incorporation of

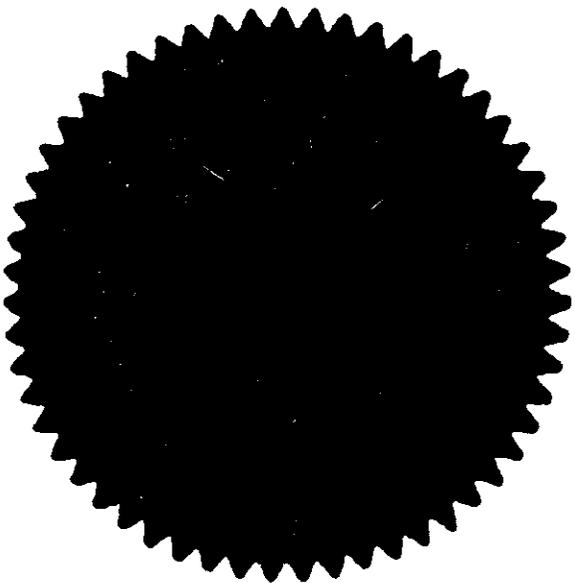
THE SUPERIOR PULP CORPORATION

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 13th day of October, A. D., 19 78

  
Secretary of State

By \_\_\_\_\_  
Deputy



FILED

IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

Filing fee: \$20.00  
By:

Woodburn, Forman, Wedge, Blakey, Folsom & Hua, Attys-at-Law  
One East First Street, Reno, Nevada

JUN 16 1978

WM. SWACKHAMER - SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF  
RESTATED ARTICLES OF INCORPORATION



No. 302-63

THE SUPERIOR OIL COMPANY, a corporation organized under the laws of the State of Nevada, by its Senior Vice President and Assistant Secretary, does hereby certify:

1. That the Board of Directors of said corporation at a meeting duly convened and held on the 20th day of March, 1978, passed a resolution declaring that the change and amendment in the Restated Articles of Incorporation hereinafter set forth is advisable and called the Annual Meeting of the Stockholders to take action thereon.

2. That thereafter, on the 17th day of May, 1978, pursuant to such call of the Board of Directors, and upon notice given to each stockholder of record entitled to vote on an amendment to the Restated Articles of Incorporation as provided by law, the Annual Meeting of the Stockholders of the company was held, at which meeting the holders of 3,361,932 shares, representing at least a majority of the voting power, were present in person or represented by proxy; that the number of shares of the corporation outstanding and entitled to vote on the adoption of said amendment was 4,003,300; that 495,818 shares voted against such change and amendment, and that 2,681,491 shares, constituting at least a majority of the shares outstanding and entitled to vote thereon, voted in favor of such change and amendment, such change and amendment being as follows:

RESOLVED that the Restated Articles of Incorporation of the Company be amended to add Article TWELFTH as follows:

TWELFTH: (1) Except as set forth in Section (2) of this Article Twelfth:

(a) any merger or consolidation of the Corporation or any of its subsidiaries with or into any other corporation, or

(b) any sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation or any of its subsidiaries to or with any other corporation, person or other entity, or

(c) any sale, lease, exchange or other disposition to the Corporation or any of its subsidiaries of any assets, cash or securities of any other corporation, person or other entity in exchange for securities of the Corporation or any of its subsidiaries,

shall require the affirmative vote of the holders of shares representing (i) at least seventy-five percent (75%) of all classes of stock of the Corporation entitled to vote in the election of directors, considered for the purposes of this Article Twelfth as one class, and (ii) at least a majority of all such classes of stock of the Corporation, considered for the purposes of this Article Twelfth as one class, which are not beneficially owned, directly or indirectly, by such other corporation, person or other entity, if as of the record date for the determination of stockholders entitled to notice thereof and to vote thereon, such other corporation, person or other entity is the beneficial owner, directly or indirectly, of shares possessing five percent (5%) or more of the votes of the outstanding shares of stock of the Corporation entitled to vote in the election of directors, considered for the purposes of this Article Twelfth as one class. Such affirmative vote, as provided in this Article Twelfth, shall be in lieu of any lesser vote of the holders of the stock of the Corporation otherwise provided by law or any agreement or contract to which the Corporation is a party, and shall be in addition to any class vote to which any class of stock of the Corporation may be entitled.

(2) The provisions of this Article Twelfth shall not apply to any transaction described in clauses (a), (b) or (c) of Section (1) of this Article Twelfth if:

(a) the Board of Directors of the Corporation shall have approved such transaction prior to the time that such corporation, person or other entity became the beneficial owner, directly or indirectly, of shares possessing five percent (5%) or more of the votes of all the outstanding shares of stock of the Corporation entitled to vote in the election of directors, or

(b) a majority of the outstanding shares of stock of such other corporation is owned of record or beneficially, directly or indirectly, by the Corporation or its subsidiaries.

(3) For the purpose of this Article Twelfth, and without limiting the definition of "beneficial owner" or "beneficially own", any corporation, person or other entity shall be deemed to be the "beneficial owner" of or to "beneficially own" any share of stock of the Corporation (a) which it has the right to acquire either immediately or at some future date pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, or (b) which is "beneficially owned," directly or indirectly (including shares deemed owned through application of the foregoing clause (a) of this Section (3)), by any other corporation, person or other entity either with which it or its "affiliate" or "associate" has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of stock of the Corporation, or which is its "affiliate" or "associate" as those terms are defined in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934 as in effect from time to time or any successor provision. Also for purposes of this Article Twelfth, the "outstanding" shares of any class of stock of the Corporation shall include shares deemed owned through application

of the foregoing clauses (a) and (b) of this Section (3), but shall not include any other shares which may be issuable either immediately or at some future date pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise; and the term "substantially all of the assets of the Corporation or any of its subsidiaries" shall mean those assets involved in any single transaction or series of related transactions having an aggregate fair market value of more than a majority of the total consolidated assets of the Corporation and its subsidiaries.

The Board of Directors of the Corporation shall have the power and duty to determine for the purposes of this Article Twelfth, on the basis of information known to the Corporation, whether (i) any corporation, person or other entity "beneficially owns", directly or indirectly, five percent (5%) or more of the shares of stock of the Corporation entitled to vote in the election of directors, and (ii) any corporation, person or other entity is an "affiliate" or "associate" of another. Any such determination made in good faith shall be conclusive and binding for all purposes of this Article Twelfth.

(4) No amendment to the Restated Articles of Incorporation of the Corporation shall amend, alter, change or repeal any of the provisions of this Article Twelfth unless the amendment effecting such amendment, alteration, change or repeal shall receive the affirmative vote of seventy-five percent (75%) of all classes of stock of the Corporation entitled to vote in the election of directors, considered for the purposes of this Article Twelfth as one class.

IN WITNESS WHEREOF, the said THE SUPERIOR OIL COMPANY has caused this certificate to be signed by its Senior Vice President and its Assistant Secretary and its corporate seal to be hereto affixed this 7th day of June, 1978.

THE SUPERIOR OIL COMPANY

By *Allan C. Durham*  
Senior Vice President

Allan C. Durham

By *Virginia Ezell*  
Assistant Secretary

Virginia Ezell

STATE OF TEXAS        )  
                          ) ss:  
COUNTY OF HARRIS    )

On June 7, 1978, personally appeared before me, a Notary Public, ALLAN C. DURHAM and VIRGINIA EZELL, who acknowledged that they executed the above instrument.

*Helen Delahoussaye*  
Notary Public in and for Harris  
County, Texas

HELEN DELAHOUSSEY

Notary Public in and for Harris County, Texas  
My Commission Expires