

RECEIVED

CERTIFICATE OF AMENDMENT

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CERTIFICATE OF INCORPORATION

of

SECRETARY OF
STATE

CHAMPION INTERNATIONAL CORPORATION

Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, PHILIP R. O'CONNELL and LESTER M. GROTZ, being respectively a Vice President and an Assistant Secretary of CHAMPION INTERNATIONAL CORPORATION, hereby certify:

FIRST: That the name of the Corporation is CHAMPION INTERNATIONAL CORPORATION and the name under which it was formed was United States Plywood Corporation.

SECOND: That the Certificate of Consolidation forming the Corporation was filed by the Department of State of New York on April 28, 1937.

THIRD: That the amendments to the Certificate of Incorporation effected by this Certificate are as follows:

1. The second paragraph of Article C, relating to the shares of Preference Stock which the Corporation shall have the authority to issue, is hereby amended to add the following Section XVI A:

XVI A. The number of shares constituting the second series of Preference Stock, and the designation, relative rights, preferences and limitations of such series, are as set forth in this Certificate and, in addition, as follows:

(a) the distinctive serial designation of the second series of Preference Stock is "Preference Stock, \$4.60 Cumulative Convertible Series" (hereinafter called "\$4.60 Preference Stock").

(b) the number of shares constituting the \$4.60 Preference Stock (which number of shares may be increased or decreased in accordance with the authority contained in Section XII hereof from time to time by the Board of Directors in respect of any shares of such series not theretofore issued) is three million (3,000,000) shares.

(c) The holders of \$4.60 Preference Stock shall be entitled to receive, when and as declared by the Board of Directors, but only out of surplus legally available for the payment of dividends, cumulative cash dividends at the annual rate of \$4.60, and no more, payable quarterly, on the first day of January, April, July and October in each year, commencing January 1, 1981, to shareholders of record on the respective dates, not exceeding fifty days preceding such dividend payments, fixed for the purpose by the Board of Directors in advance of payment of each particular dividend. Dividends on the \$4.60 Preference Stock shall accrue and be cumulative from and after the date of original issue.

Any arrearages in the payment of dividends shall not bear interest.

(d) Subject to the provisions of subdivision (e) of this Section XVI A, the Corporation at the option of the Board of Directors may redeem the whole or any part of the

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\$4.60 Preference Stock at any time upon notice duly given as hereinafter specified, at the following redemption prices:

If redeemed during the twelve-month period beginning October 1 of the year indicated:

1980.....	\$54.60	1985.....	\$52.30
1981.....	\$54.14	1986.....	\$51.84
1982.....	\$53.68	1987.....	\$51.38
1983.....	\$53.22	1988.....	\$50.92
1984.....	\$52.76	1989.....	\$50.46

and thereafter at \$50 per share, together in each case with accrued and unpaid dividends to the redemption date.

Notice of every redemption of the \$4.60 Preference Stock shall be given by publication at least once in a newspaper printed in the English language customarily published on each business day and of general circulation in the Borough of Manhattan, The City of New York, such publication to be at least thirty days but no more than ninety days prior to the redemption date. Notice of every such redemption shall also be mailed at least thirty days but no more than ninety days prior to the redemption date to the holders of record of the shares so to be redeemed at their respective addresses as the same shall appear on the books of the Corporation; but no failure to mail such notice nor any defect therein or in the mailing thereof shall affect the validity of the proceeding for the redemption of any shares so to be redeemed.

In the case of redemption of a part only of the \$4.60 Preference Stock at the time outstanding, the redemption may be either pro rata or by lot. The Board of Directors shall have full power and authority to prescribe the manner in which the drawings by lot or the pro rata redemption shall be conducted and, subject to the provisions herein contained, the terms and conditions upon which the \$4.60 Preference Stock shall be redeemed from time to time.

In case of redemption of the whole or any part of the \$4.60 Preference Stock, such notice shall also include a statement to the effect that the right of the holders of the shares to be redeemed to convert the same, according to their terms, will cease at 3:00 P.M., New York City business time, on the date specified therein, which date shall not be earlier than 3:00 P.M., New York City business time, on the third full business day prior to the date of redemption specified in such notice (excluding in such computation of time the redemption day) and shall state the conversion terms at the time applicable to the shares to be redeemed.

If such notice of redemption shall have been duly given by publication, and if, on or before the redemption date specified therein, all funds necessary for such redemption shall have been set aside by the Corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the shares so called for redemption, so as to be and continue to be available therefor, then, notwithstanding that any certificate for shares so called for redemption shall not have been surrendered for cancellation, all shares so called for redemption shall no longer be deemed outstanding on and after such redemption date, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on redemption thereof, without interest.

If such notice of redemption shall have been duly given by publication or if the Corporation shall have given to the bank or trust company hereinafter referred to

irrevocable authorization promptly to give or complete such notice by publication, and if on or before the redemption date specified therein the funds necessary for such redemption shall have been deposited by the Corporation with a bank or trust company in good standing, designated in such notice, organized under the laws of the United States of America or of the State of New York, doing business in the Borough of Manhattan, The City of New York, having a capital, surplus and undivided profits aggregating at least \$5,000,000 according to its last published statement of condition, in trust for the pro rata benefit of the holders of the shares so called for redemption, then, notwithstanding that any certificate for shares so called for redemption shall not have been surrendered for cancellation, from and after the time of such deposit all shares of the \$4.60 Preference Stock so called for redemption shall no longer be deemed to be outstanding and all rights with respect to such shares shall forthwith cease and terminate, except only the right of the holders thereof to receive from such bank or trust company at any time after the time of such deposit the funds so deposited, without interest, and the right to convert such shares on or prior to the date specified in the notice of redemption as the expiration date for the conversion rights. Any interest accrued on such funds shall be paid to the Corporation from time to time.

Any funds so set aside or deposited by the Corporation which shall not be required for such redemption because of the exercise of any such conversion right subsequent to the date of such deposit shall be released or repaid to the Corporation forthwith. Any funds so set aside or deposited, as the case may be, and unclaimed at the end of three years from such redemption date shall be released or repaid to the Corporation, after which the holders of the shares so called for redemption shall look only to the Corporation for payment thereof.

Shares of \$4.60 Preference Stock so redeemed shall not be reissued.

(e) If at any time the Corporation shall fail to pay dividends in full on the \$4.60 Preference Stock, thereafter and until all accrued dividends shall have been paid or declared and funds set aside for their payment, the Corporation shall not redeem less than all of the \$4.60 Preference Stock at the time outstanding, and neither the Corporation nor any subsidiary shall purchase less than all of the \$4.60 Preference Stock unless such purchase shall be pursuant to tenders called for on at least twenty days previous notice by mail to the holders of record of the \$4.60 Preference Stock at their respective addresses as the same shall appear on the books of the Corporation, and the shares so purchased shall be those tendered at the lowest prices, pursuant to such call for tenders.

(f) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the \$4.60 Preference Stock then outstanding shall be entitled to receive out of the assets of the Corporation, before any distribution or payment shall be made to the holders of any junior stock, an amount equal to \$50 per share, plus accrued and unpaid dividends. The merger or consolidation of the Corporation with or into any other corporation or the merger or consolidation of any other corporation with or into the Corporation, or the sale, transfer, exchange or conveyance by the Corporation of all or substantially all the assets of the Corporation as an entirety, shall not be deemed to be a liquidation for purposes of this subdivision (f).

(g)(i) So long as any shares of \$4.60 Preference Stock are outstanding, the consent of the holders of at least two-thirds ($\frac{2}{3}$) of the outstanding shares of \$4.60 Preference Stock, given in person or by proxy, either in writing without a meeting or at a special or annual meeting of shareholders called for the purpose, at which the holders of \$4.60 Preference Stock shall vote separately as a group, shall be necessary for effecting or validating the amendment, alteration or repeal of any provision of the Certificate of Incorporation of the Corporation which materially and adversely affects the rights,

preferences or powers of the Preference Stock or of the \$4.60 Preference Stock. The creation of any new series of the Preference Stock shall not be deemed to constitute such an amendment, alteration or repeal.

(ii) So long as any shares of \$4.60 Preference Stock are outstanding, the consent of the holders of at least a majority of the outstanding shares of \$4.60 Preference Stock, given in person or by proxy, either in writing without a meeting or at a special or annual meeting of shareholders called for the purpose, at which the holders of \$4.60 Preference Stock shall vote separately as a group, shall be necessary for effecting the consolidation of the Corporation with, or merger of the Corporation into, any other corporation, unless the corporation resulting from such merger or consolidation shall have thereafter no class of shares, either authorized or outstanding, ranking prior to any shares which may be issued in exchange for the \$4.60 Preference Stock, and unless each holder of the \$4.60 Preference Stock immediately preceding such consolidation or merger shall receive the same number of shares, with substantially the same rights and preferences, of the resulting corporation; provided, however, that the resulting corporation may have authorized and outstanding such additional shares having preferences or priorities over the \$4.60 Preference Stock as are issued in replacement of shares which the holders of \$4.60 Preference Stock of the Corporation may have previously authorized pursuant to the Certificate of Incorporation.

(h) No vote of the holders of the \$4.60 Preference Stock shall be required under the provisions of subdivisions (b) and (c) of Section XV or subdivision (g) of this Section XVI A if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, provision is to be made in accordance with the terms of subdivision (d) of this Section XVI A for the redemption of all shares of \$4.60 Preference Stock at the time outstanding.

(i) The \$4.60 Preference Stock is not entitled to any sinking fund.

(j) The \$4.60 Preference Stock shall be convertible at the option of the holder thereof, at any time, upon surrender to any office or agency maintained by the Corporation from time to time for the purpose, of the certificate of the shares so to be converted, into fully paid and nonassessable shares of Common Stock of the Corporation at the conversion rate in effect at the time of conversion determined as hereinafter provided. Each share of \$4.60 Preference Stock shall initially be convertible into 1.667 shares of Common Stock.

The right, if any, to convert shares of the \$4.60 Preference Stock called for redemption shall terminate at the time specified in the notice of redemption given pursuant to the provisions of subdivision (d) of this Section XVI A. Upon conversion, no payment or adjustment shall be made for dividends on any class of shares.

The number of shares of Common Stock and the number of shares of stock of other classes of the Corporation, if any, into which each share of the \$4.60 Preference Stock is convertible shall be subject to adjustment from time to time as follows:

(1) In case the Corporation shall (A) take a record of the holders of its Common Stock for the purpose of entitling them to receive a dividend or distribution declared and payable in shares of its capital stock, (B) subdivide or split its outstanding shares of Common Stock into a larger number of shares, or (C) combine its outstanding shares of Common Stock into a smaller number of shares, the holder of each share of \$4.60 Preference Stock shall thereafter be entitled to receive, upon the conversion of such share, the number of shares of the Corporation which he would have owned or have been entitled to receive after the happening of

any of the events described above had such share been converted immediately prior to the happening of such event.

(2) In case the Corporation shall take a record of the holders of its Common Stock for the purpose of issuing any rights or warrants entitling them to subscribe for or purchase shares of Common Stock at a price per share less than the "applicable average market price per share of Common Stock" (as defined in paragraph (5) of this subdivision (j)) for the date at which such record is taken, in each such case, the number of shares of Common Stock into which each share of \$4.60 Preference Stock shall thereafter be convertible shall be determined by multiplying the number of shares of Common Stock into which such share of \$4.60 Preference Stock was immediately theretofore convertible by a fraction, of which the numerator shall be the sum of the number of shares of Common Stock outstanding at the time of the taking of such record plus the number of additional shares of Common Stock so offered for subscription or purchase, and of which the denominator shall be the sum of the number of shares of Common Stock outstanding at the time of the taking of such record plus the number of shares of Common Stock which the aggregate offering price of the total number of shares so offered would purchase at such average market price per share for such date.

(3) In case the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to receive any distribution of evidences of its indebtedness or assets (excluding cash dividends or distributions not exceeding the greater of the aggregate net earnings or the aggregate retained earnings of the Corporation and its subsidiaries on a consolidated basis less dividends paid on shares other than Common Stock, all determined in accordance with generally accepted accounting principles), then in each such case the number of shares of Common Stock into which each share of \$4.60 Preference Stock shall thereafter be convertible shall be determined by multiplying the number of shares of Common Stock into which such share of \$4.60 Preference Stock was immediately theretofore convertible by a fraction of which the numerator shall be the "applicable average market price per share of Common Stock" (as defined in paragraph (5) of this subdivision (j)) for the date at which such record is taken, and of which the denominator shall be the "applicable average market price per share of Common Stock" for such date, less the fair market value (as determined by the Board of Directors of the Corporation, whose determination shall be conclusive, and described in a statement filed with the Transfer Agent or Transfer Agents for the \$4.60 Preference Stock and for the Common Stock) of the portion of the assets or evidences of indebtedness so distributed applicable to one of the outstanding shares of the Common Stock.

(4) In case of any reorganization, recapitalization, consolidation or merger of the Corporation as a result of which the holders of Common Stock shall be entitled to receive stock, other securities, cash or other assets with respect to or in exchange for Common Stock, or in case of any sale, transfer, exchange or conveyance of all or substantially all of the property or assets of the Corporation as an entirety, the holder of a share of \$4.60 Preference Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities or other assets receivable upon such reorganization, recapitalization, consolidation, merger, sale, transfer, exchange or conveyance by a holder of the number of shares of Common Stock into which such share of \$4.60 Preference Stock might have been converted immediately prior to such reorganization, recapitalization, consolidation, merger, sale, transfer, exchange or conveyance and shall have no other conversion rights with regard to such share of \$4.60 Preference Stock. The provisions of this

subparagraph shall similarly apply to successive reorganizations, recapitalizations, consolidations, mergers, sales, transfers, exchanges or conveyances.

(5) The term "applicable average market price per share of Common Stock" for any date shall mean the average of the daily closing prices for the thirty consecutive business days commencing forty-five business days before the date in question. The closing price for each day shall be the last sales price regular way or, in case no such sale takes place on such day, the average of the closing bid and asked prices regular way, in either case on the New York Stock Exchange, or, if the Common Stock is not listed or admitted to trading on such exchange, then those on such exchange as shall have been selected from time to time by the Corporation for the purpose or, if not listed or admitted to trading on any exchange, then the average of the closing bid and asked prices as furnished by the trading department of any New York Stock Exchange member firm selected from time to time by the Corporation for the purpose and deemed by it to be reliable.

(6) No adjustment in the number of shares of Common Stock into which any share of \$4.60 Preference Stock is convertible shall be required unless such adjustment would require an increase or decrease of at least one percent (1%) in the number of shares of Common Stock into which a share of \$4.60 Preference Stock is then convertible; provided, however, that any adjustments which by reason of this paragraph (6) are not required to be made shall be carried forward and taken into account in any subsequent adjustment; and provided, further, that notwithstanding the foregoing, adjustments shall be made not later than three years after the occurrence of any of the events specified in paragraphs (1), (2) and (3) of this subdivision (j). All calculations under this subdivision (j) shall be made to the nearest cent or to the nearest one-hundredth of a share, as the case may be.

No adjustment of the conversion rate shall be made by reason of the issuance of shares of Common Stock in exchange for cash, property or services.

(7) If the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to receive any dividend, distribution, rights or warrants and shall, thereafter and before delivery to shareholders of any such dividend, distribution, rights or warrants, legally abandon its plan to pay or deliver such dividend, distribution, rights or warrants, then no adjustment in the number of shares of Common Stock, or of other shares of the Corporation into which any share of \$4.60 Preference Stock is convertible, shall be required by reason of the taking of such record.

(8) Whenever any adjustment is required in the shares into which any share of \$4.60 Preference Stock is convertible, the Corporation shall forthwith (i) file with the Transfer Agent or Transfer Agents for the \$4.60 Preference Stock and for the Common Stock a statement describing in reasonable detail the adjustment and the method of calculation used, (ii) cause a notice stating the nature and amount of such adjustment to be published at least once in a newspaper printed in the English language and customarily published on each business day and of general circulation in the Borough of Manhattan, The City of New York, and (iii) cause a copy of such notice to be mailed to the holders of record of shares of \$4.60 Preference Stock.

No fractional shares or scrip representing fractional shares shall be issued upon the conversion of any \$4.60 Preference Stock. If the conversion of any \$4.60 Preference Stock results in a fraction, an amount equal to such fraction multiplied by the closing price (determined as provided in paragraph (5) of this subdivision (j)) of the Common Stock on the day of conversion shall be paid to such holder in cash by the Corporation.

The Corporation shall at all times reserve and keep available out of its authorized but unissued shares the full number of shares into which all shares of \$4.60 Preference Stock from time to time outstanding are convertible.

Shares of \$4.60 Preference Stock surrendered for conversion shall not be reissued.

(k) So long as any of the \$4.60 Preference Stock remains outstanding, no dividend whatever (other than a dividend payable in junior stock) shall be paid or declared, and no distribution shall be made, on any junior stock, nor shall any shares of junior stock be acquired for a consideration by the Corporation or by any subsidiary nor shall the Corporation or any subsidiary pay any moneys or set aside or make available any moneys for any sinking fund for any such acquisition unless all dividends on the \$4.60 Preference Stock accrued for all past quarter-yearly dividend periods shall have been paid and the full dividends thereon for the then current quarter-yearly dividend period shall have been paid or declared.

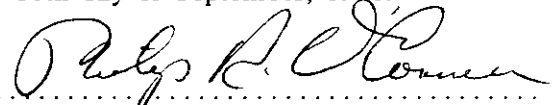
(l) For the purposes of this Section XVI A:

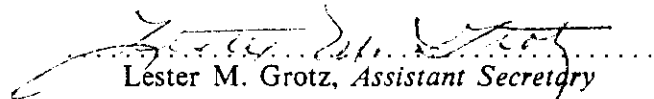
(1) The term "junior stock" shall mean the Common Stock and any other class of stock of the Corporation hereinafter authorized over which the \$4.60 Preference Stock has preference or priority in the payment of dividends or the distribution of assets on any dissolution, liquidation or winding up of the Corporation.

(2) The term "subsidiary" shall mean any corporation of which a specified corporation and/or one or more of its subsidiaries own more than 50% of the outstanding stock having by its terms ordinary voting power to elect a majority of the board of directors of such corporation, irrespective of whether at the time stock of any other class or classes of such corporation shall have or might have voting power by reason of the happening of any contingency.

FOURTH: That this amendment of the Certificate of Incorporation was authorized by the unanimous vote of the directors present at a meeting of the Board of Directors at which a quorum was present and acting throughout.

IN WITNESS WHEREOF, we hereunto sign our respective names and affirm that the statements made herein are true under the penalties of perjury, this 16th day of September, 1980.


Philip R. O'Connell, Vice President


Lester M. Grotz, Assistant Secretary