

ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
JAMES RIVER-DIXIE/NORTHERN, INC.

1. The directors at a meeting held on June 26, 1982 adopted a resolution finding that the following proposed amendment of the Articles of Incorporation of the corporation was in the best interest of the corporation and directing that such proposed amendment be submitted to a vote of the sole stockholder:

RESOLVED, that the Board of Directors of this corporation finds that it is in the best interest of this corporation that paragraphs A and I of Article III of the Articles of Incorporation of this corporation be amended to read, in their entirety, as follows:

A. Authorized Stock. The aggregate number of shares of stock which the corporation shall have the authority to issue and the par value per share are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	1,000	\$ .10
Preferred	5,000,000	\$45.00

I. Preferred Shares Issuable in Series. Authority is expressly vested in the Board of Directors to divide the Preferred Stock into, and to issue the Preferred Stock in, series, to fix and determine the relative rights and preferences of the shares of any series as established and to provide for the issuance thereof. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes.

Prior to the issuance of any shares of a series of Preferred Stock the Board of Directors shall establish such series by adopting a resolution setting forth the

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designation and number of shares of the series and the relative rights and preferences thereof, and the corporation shall file in the Office of the State Corporation Commission of Virginia articles of serial designation, as required by law, and the Commission shall have issued a certificate of serial designation.

All shares of the Preferred Stock shall be preferred over the Common Stock as to both dividends and amounts distributable upon any voluntary or involuntary liquidation of the corporation to the extent provided in any articles of serial designation applicable thereto.

RESOLVED, that the foregoing resolutions shall be presented to the sole stockholder of this corporation for its approval.

2. On June 28, 1961, by a consent in writing signed by the sole stockholder of the corporation, setting forth the proposed amendment of the corporation's Articles of Incorporation, such stockholder adopted such amendment.

3. The number of shares of stock of the corporation outstanding on the record date, the number of shares entitled to vote on the proposed amendment, the number of shares voted for and against the amendment, the number of shares of each class or series entitled to vote as a class, and the number of shares of each such class or series voted for or against the amendment were as follows:

Shares outstanding, all classes: 1000.

Shares entitled to vote, all classes, 1000.

Shares, all classes, voted: FOR 1000, AGAINST 0.

Shares entitled to vote and voted as a class, if any: None.

4. Such amendment effected no change in the amount of stated capital of the corporation.

Executed in the name of the corporation by its Vice President  
and by its Assistant Secretary who declare under the penalties  
of perjury that the facts stated therein are true.

Dated as of this 28th day of June, 1982.

JAMES RIVER-DIXIE/NORTHERN, INC.

By: *David J. McKittrick*  
David J. McKittrick  
Vice President

By: *Clifford A. Cutchins, IV*  
Clifford A. Cutchins, IV  
Assistant Secretary

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DOC 34-24-10-14-88

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND,  
June 30, 1982

The accompanying articles having been delivered to the State Corporation Commission on behalf of

James River-Dixie/Northern, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be submitted to record in the office of the Commissioner, and that the corporation have the authority conferred on it by law in accordance with the articles subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By Thomas P. Harrison  
Commissioner

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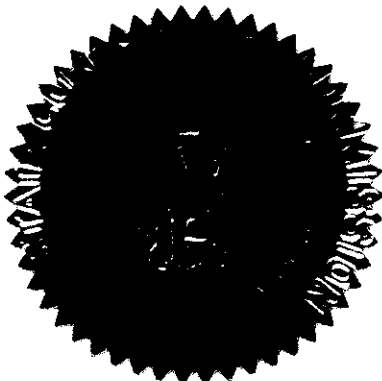
# Commonwealth of Virginia



## State Corporation Commission

I, George M. Bryant, Jr., First Assistant Clerk of the State Corporation Commission, do hereby certify that the foregoing is a true copy of a Certificate of Amendment issued June 30, 1982, amending the articles of incorporation of James River-Dixie Northern, Inc.

*In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond, this 20th day of July A. D. 1982*



*George M. Bryant, Jr.*  
First Assistant Clerk of the Commission