



AMENDED CERTIFICATE OF AUTHORITY  
OF

BWN PRODUCTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BWN PRODUCTS for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to JAMES RIVER-DIXIE NORTHERN, INC. to transact business in this State under the name JAMES RIVER-DIXIE NORTHERN, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated April 2, 19 84.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

**APPLICATION FOR AMENDED CERTIFICATE  
OF AUTHORITY**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on September 27, 19 83, authorizing it to transact business in the State of Idaho under the name of BWN Products, Inc.  
By merger,  
2. Its corporate name has been changed to James River-Dixie/Northern, Inc.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is James River-Dixie/Northern, Inc.

*Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)*

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No change

(Note: If no additional purposes are proposed, insert "No change.")

Dated 2-8-, 19 84.

By ☒

David J. McKeithen

Its Sr. Vice President

And ☒

Richard H. Calkins

Its \_\_\_\_\_ Secretary

STATE OF VIRGINIA )

CITY \_\_\_\_\_ ) ss:

~~XXXXXX~~ OF RICHMOND )

I, Tan C. McGee, a notary public, do hereby certify that on this

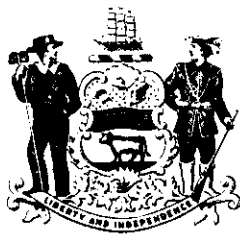
8 day of Feb, 19 84, personally appeared

(continued on reverse)

before me Richard H. Catlett, Jr., who being by me first duly sworn,  
declared that he is the Secretary of James River-Dixie/Northern, Inc.

that he signed the foregoing document as Secretary of the corporation and  
that the statements therein contained are true.

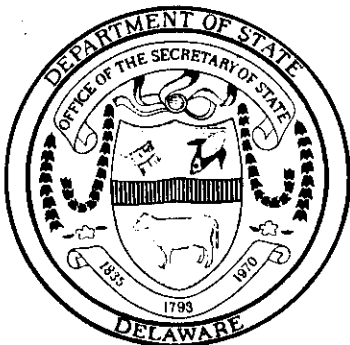
Jan C. McGee  
Notary Public



# State of DELAWARE

## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Ownership  
filed in this office on October 21, 1983.



*Glenn C. Kenton*

Glenn C. Kenton Secretary of State

BY:

*B. Akers*

DATE:

March 19, 1984

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
JAMES RIVER BOARD AND CARTON COMPANY  
INTO  
BWN PRODUCTS, INC.

\* \* \*

BWN PRODUCTS, INC., hereby certifies that:

FIRST: The name and state of incorporation of each of the Constituent Corporations is as follows:

<u>Name</u>	<u>State of Incorporation</u>
BWN Products, Inc.	Delaware
James River Board and Carton Company	Delaware

SECOND: All of the outstanding shares of capital stock of James River Board and Carton Company are owned by BWN Products, Inc., free and clear of all liens, charges, pledges, security interests or other encumbrances.

THIRD: Attached hereto as Exhibit I is a true and correct copy of a resolution of merger adopting the Agreement and Plan of Merger between the Constituent Corporations. The resolution was approved by the Board of Directors of BWN Products, Inc., on October 17, 1983, in accordance with the requirements of Section 253 of the General Corporation Law of the State of Delaware.

FOURTH: The Agreement and Plan of Merger was approved, adopted and executed by James River Board and Carton Company on October 18, 1983.

FIFTH: The name of the Surviving Corporation is to be changed upon the effective date of the Merger to James River-Dixie/Northern, Inc.

SIXTH: The Certificate of Incorporation of BWN Products, Inc. as in effect on the date of filing of this certificate and as amended hereby shall be the Certificate of Incorporation of the Surviving Corporation.

SEVENTH: The Merger shall be effective immediately upon the filing of this certificate with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, said BWN Products, Inc. has caused this certificate to be executed by its officers thereunto duly authorized this 18th day of October, 1983.

BWN PRODUCTS, INC.

By David J. McKittrick  
David J. McKittrick  
Senior Vice President,  
Chief Financial Officer

Attest:

Richard H. Catlett, Jr.  
Richard H. Catlett, Jr.  
Secretary

STATE OF VIRGINIA     )  
                             :  
City of Richmond        )

The foregoing instrument was acknowledged before me this  
19th day of October, 1983 by David J. McKittrick, Senior Vice  
President, Chief Financial Officer of BWN Products, Inc., a  
Delaware corporation, who stated that such instrument was the  
act and deed of such corporation and that the facts stated  
therein are true.

Jan C. McLee  
Notary Public

[SEAL]

UNANIMOUS CONSENT OF THE  
BOARD OF DIRECTORS OF  
BWN PRODUCTS, INC.

The undersigned, being all the members of the Board of Directors of BWN Products, Inc., hereby adopt the following resolutions for the corporation:

RESOLVED, that the Board of Directors of the corporation find the merger into the corporation of its wholly-owned subsidiary, James River Board and Carton Company, to be in the best interests of the corporation and its stockholder.

RESOLVED, that the Agreement and Plan of Merger (the "Agreement") is hereby approved and that the appropriate officers of the corporation be, and they hereby are, authorized in the name and on behalf of the corporation to execute and deliver the Agreement and such other documents, certificates, agreements, amendments or instruments and to make such filings with governmental bodies or agencies as may be necessary to effectuate the transactions contemplated by the Agreement in such form as shall be approved by the officers executing the same, such approval to be conclusively evidenced by the execution and delivery thereof.

RESOLVED, that the Secretary or any Assistant Secretary of the corporation is authorized to attach the corporate seal to and to attest to the same when attached to any document required in connection with the execution and delivery of any agreements, amendments, certificates or documents described above.

RESOLVED, that upon the effective date of the merger, the name of the corporation be changed to "James River-Dixie/Northern, Inc."

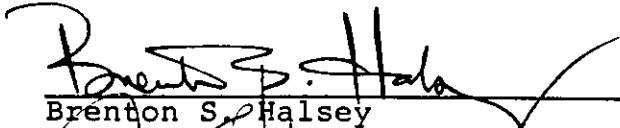
RESOLVED, that the Chairman of the Board, the President or any Vice President of the Corporation be, and each of them hereby is, authorized to execute an agreement relating to the purchase of certain assets and the assumption of certain obligations of James River Corporation of Virginia ("James River") acquired or assumed, as the case may be, by James River as a result of the merger of James River-Dixie/Northern, Inc., a Virginia corporation, into James River.

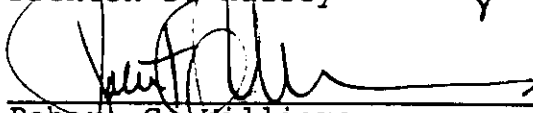
RESOLVED, that the proper officers of the corporation are authorized in its name and on its behalf to take all such action and execute and deliver all such certificates and instruments as they or any of them may consider necessary or

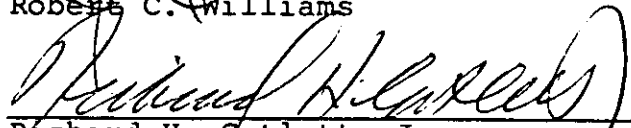


appropriate to enable the corporation to carry out the intent and purposes of the resolutions adopted above and the transactions contemplated thereby.

WITNESS the following signatures this 17th day of October, 1983.

  
Brenton S. Halsey

  
Robert C. Williams

  
Richard H. Catlett, Jr.