

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### **DIXON PAPER COMPANY**

a corporation duly organized and existing under the laws of **Ohio** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-fifth** day of **September** **1961**, a properly authenticated copy of its articles of incorporation, and on the **25th** day of **September** **1961**, a designation of **J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **25th** day of **September**, A.D. **1961**.

Secretary of State.

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.

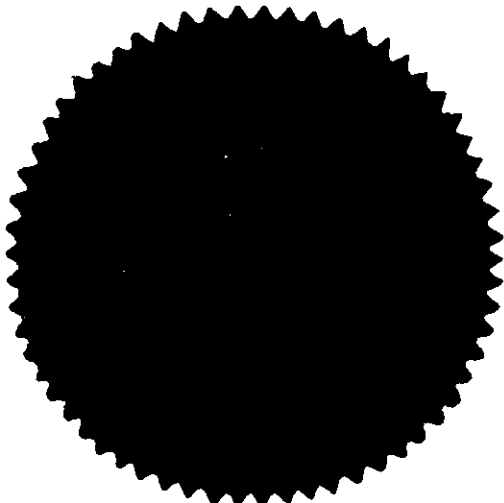
I, TED W. BROWN,

Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the  
Articles of Incorporation

of

DIXON PAPER COMPANY

filed in this office on the 15th day of September A. D. 1961  
and recorded on ~~(ix)~~ Roll ~~(Volume)~~ B 227, Frame ~~(Page)~~ 1269 of  
the Records of Incorporations.



WITNESS my hand and official seal at  
Columbus, Ohio, this 15th day  
of September A.D. 19 61

*Ted W. Brown*

TED W. BROWN  
Secretary of State



ARTICLES OF INCORPORATION

- of -

DIXON PAPER COMPANY

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation for profit, under the General Corporation Law of Ohio, do hereby certify:

FIRST: The name of this corporation shall be Dixon Paper Company.

SECOND: The place in Ohio where its principal office is to be located is Dayton, Montgomery County, Ohio.

THIRD: The purpose or purposes for which the corporation is formed are:

A. To manufacture, purchase or otherwise acquire, import, export, sell, assign and transfer, exchange or otherwise dispose of, and to invest, trade, deal in or with, at wholesale or retail, either as principals, agents, brokers, dealers, jobbers, manufacturers, commission agents, or otherwise, paper, paper products and materials entering into the same; paper substitutes of all kinds, paper packaging products and supplies; paper product dispensers; twine and cordage, cloth ribbon; plastic products and supplies; metal products, cleaning compounds, supplies and equipment; cordage, cutting, binding and stapling machine and equipment; specialties and novelties; stationery store and school supplies and equipment; lighting bulbs and supplies; building materials; and printing machines and supplies.

B. To manufacture, purchase or otherwise acquire, sell, assign and transfer, exchange or otherwise dispose of, and to invest, trade, deal in or deal with goods, wares and merchandise and personal property of every class and description.

C. To purchase or otherwise acquire, construct, hold, maintain, work, develop, sell, lease, exchange, convey, transfer, mortgage, pledge, hypothecate, loan money upon, or in any manner dispose of and deal in, within and without the State of Ohio, wherever situated, real property of every kind, character and description whatsoever and any interest therein, and personal or mixed property of every kind, character and description whatsoever, including the shares of stock and other securities or obligations of other corporations, and any franchises, rights, licenses, or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

D. To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association, corporation, municipality, state or government, or any political or other subdivision of any of the same.

E. To apply for, obtain, purchase, take licenses in respect of or otherwise acquire, and to hold, own, use, grant, pledge or otherwise dispose of, and in any manner deal with, any and all inventions, devices, processes and any improvement and modifications thereof; and any and all letters patent of the United States or of any other country, state, territory, or locality, and all rights connected therewith or appertaining thereunto; any and all copyrights granted by the United States or any other country, state, territory, or locality; and any and all trade-marks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other country, state, territory or locality.

F. To purchase or otherwise acquire the whole or any part of the property, assets, business, good will and rights, and to undertake and assume the whole or any part of the liabilities and obligations, of any person, firm, association or corporation, and to pay for the same in cash or in shares of any class or series, or in bonds, debentures, notes or other obligations of the

corporation, or otherwise; to hold or in any manner to dispose of the whole or any part of the property or assets so acquired, and to conduct the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of any such business.

G. To do any and all things necessary, convenient, or expedient for the accomplishment of any of the purposes or the furtherance of any of the powers hereinbefore set forth either alone or in association with other corporations, firms or individuals, and in general to carry on any other business not forbidden by the General Corporation Law of the State of Ohio.

Each purpose specified in any clause or paragraph contained in this Article THIRD shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is Two Hundred and Fifty (250), all of which shall be designated Common Shares and shall be without par value.

FIFTH: The amount of stated capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

SIXTH: By not less than a majority of all shareholders entitled to vote at a meeting duly called and held for the purpose, appropriate provisions may be incorporated in the Code of Regulations of this corporation giving to this corporation the option, for such period of time and upon such terms and conditions as may be set forth therein, to purchase, and enter into contracts and agreements to purchase, the shares of any shareholders for the purpose of resale to other shareholders or others (a) before such shareholder can sell or otherwise transfer his shares, (b) upon his death or the sale or assignment of any of his shares on execution or other legal process or the passing of title by operation of law and (c) upon any attempt to assign his shares in violation of such restrictions.

ARTICLE III The shareholder of this corporation shall not, directly or indirectly, as a matter of right to subscribe for or purchase shares of any class now or hereafter authorized, or to purchase or subscribe for securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares, except such rights of subscription or purchase, if any, at such price or prices and upon such terms and conditions as the Board of Directors, in its discretion, from time to time may determine.

ARTICLE IV This corporation may amend its articles of incorporation in any respect in the manner provided by law, and may make amendments substantially changing the purposes for which the corporation is formed.

ARTICLE V The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the corporation, to determine to the extent permitted by the General Corporation Law of Ohio whether any, and, if any, what part, of its surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders.

ARTICLE VI The Board of Directors is hereby authorized, without action by the shareholders, to purchase, at any time or from time to time, shares of any class issued by this corporation, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of this corporation or other securities of this corporation unless after such purchase the assets of this corporation would be less than its liabilities plus stated capital or if it is insolvent as defined in the General Corporation Law of Ohio or if there is reasonable ground to believe that by such purchase it would be rendered insolvent.

ARTICLE VII Notwithstanding any provision of the General Corporation Law of Ohio, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds, or any other proportion, of the voting power of the corporation or of any class or

shareholders thereof, such action, unless otherwise expressly required by statute may be taken by the vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

ARTICLE III: Every statute of the State of Ohio hereafter enacted which the rights or privileges of shareholders of a corporation organized under the General Corporation Law of said State are increased, diminished or in any way affected, or whereby effect is given to any action authorized, ratified or approved or less than all the shareholders of any such corporation, shall apply to this corporation and shall be binding upon every shareholder thereof to the same extent as if such statute had been in force at the date of the filing of these Articles of Incorporation.

SECTION 1: A director of this Corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise, nor shall any transaction or contract or act of this corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder or director is in any way interested in such transaction or contract or act, provided the fact that such director or such firm or such corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors to which action upon any such contract or transaction or act shall be taken; nor shall any such director be accountable or responsible to the corporation for or in respect to any such transaction or contract or act of this corporation or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder or director is interested in such transaction or contract or act, and any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect to any such contract or transaction or act, and his vote thereat to authorize, ratify or approve any such contract or transaction or act, with like force

in office or in the or any firm of which he is a mem-  
ber or any corporation of which he is a shareholder or  
director shall not be interested in such transaction or  
contract or act.

The Board of Directors shall have the power  
to fix the compensation of directors or officers or both and  
to direct the manner of conducting the business of the  
company and any meeting of the Board of Directors  
and to determine the validity of any vote thereto in  
the case of any such director or officer or not, such director  
shall be interested in the same as to such.

IN WITNESS WHEREOF, we have hereunto sub-  
scribed our names this \_\_\_\_\_ day of \_\_\_\_\_,  
1901.

/s/ William H. Smith, Sr.  
Director  
/s/ Howard H. Taylor, Sr.  
Director  
/s/ John W. Taylor, Jr.  
Director  
/s/ John W. Taylor  
Director