

89845-A
23190-C
231899-I

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

AMENDED CERTIFICATE OF AUTHORITY

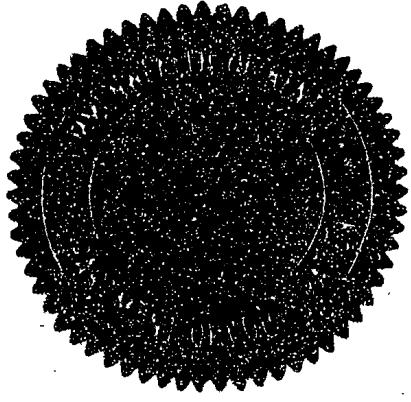
SOUTHWEST FOREST INDUSTRIES, INC.

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of SOUTHWEST FOREST INDUSTRIES, INC.

for an amended Certificate of Authority to transact business in this state, duly signed and verified pursuant to the provisions of the Kentucky Revised Statutes Chapter 271A, have been received in this office and are in conformance with the law.

Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I hereby issue this Amended Certificate of Authority to SOUTHWEST FOREST INDUSTRIES, INC.

to transact business in this state under the name of STONE CONTAINER CORPORATION RESOLUTION IN KY UNDER STONE SOUTHWEST CONTAINER CORPORATION for the purposes set forth in the application for an Amended Certificate of Authority.



SECRETARY OF STATE

Witness my official signature and seal of office this 23RD day of JULY, 1987, at Frankfort, Kentucky.

Drexell R. Davis
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

487411

Southwest Forest Industries, Inc. *plst*

Pursuant to the provisions of Kentucky Revised Statutes Chapter 271A the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Kentucky and for that purpose submits the following statement:

- First: A Certificate of Authority was issued to the above corporation by the Secretary of State of Kentucky on December 23, 19 74, authorizing said corporation to transact business in the state of Kentucky under the name of Southwest Forest Industries, Inc.
- Second: The corporate name of the corporation has been changed to Stone Container Corporation
- Third: The name which it elects to use hereafter in Kentucky is Stone Container Corporation *Revoked in Ky. Stone Southwest Container Corporation*
- Fourth: The corporation desires to pursue in the transaction of business in Kentucky other or additional purposes than those set forth in its prior application for a Certificate of Authority as follows:
No Change
- Fifth: A duly certified copy of the amendments to the articles of incorporation setting forth the above changes is attached, or has been submitted previously.

Dated May 27, 19 87

Verify by one officer.

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

JUL 23 1987

Drexell R. Davis
SECRETARY OF STATE

Stone Container Corporation

By *Arnold F. Brookstone*

Arnold F. Brookstone

By *Leslie T. Lederer*

Leslie T. Lederer

SECRETARY OF THE COMMONWEALTH OF KENTUCKY


CERTIFIED COPY OF RESOLUTION

**CORPORATION ADOPTING A FICTITIOUS NAME FOR USE
IN THE STATE OF KENTUCKY**

I, the undersigned Leslie T. Lederer, do hereby certify that the following is a true, complete and correct copy of a certain resolution of the Board of Directors of Stone Container Corporation, a corporation duly organized and existing under the laws of the State of Nevada, which resolution was duly adopted at a duly called meeting of the said Board, held on May 11 1987, a quorum being present, and is set forth in the minutes of the said meeting; that I am the keeper of the corporate seal and of the minutes and records of this corporation; and that the said resolution has not been rescinded or modified:

"RESOLVED that Stone Container Corporation, organized and existing in the State of Nevada, hereby adopts the name Stone Southwest Container Corporation for use in the State of Kentucky for all purposes; and further resolved that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the State of Kentucky under the name of Stone Container Corporation; and resolved further that all activities and business of the corporation within the State of Kentucky shall be carried out under the name Stone Southwest Container Corporation"

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation, on this the 10th day of June 1987.



Leslie T. Lederer, Secretary

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

MAY 20 1987

FRANKIE DUE DEL PAPA SECRETARY OF STATE

Frankie Due Del Papa

350-35

RECORDING FEE: \$ 50.00
BY: ST CORPORATION SYST
SUITE 1600
ONE EAST FIRST STRE
RENO, NEVADA 89501

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

Southwest Forest Industries, Inc., a corporation organized under the laws of the State of Nevada, by its president and secretary does hereby certify:

1. That the board of directors of said corporation by unanimous written consent dated May 11, 1987 adopted a resolution declaring that the following change and amendment in the articles of incorporation is advisable. Such resolution is as follows:

RESOLVED that Article First of said articles of incorporation be amended to read as follows:

"FIRST: That the name of the Corporation shall be STONE CONTAINER CORPORATION."

2. That the number of shares of the corporation outstanding and entitled to vote on an amendment to the articles of incorporation is 100 shares of Common Stock, par value \$1.00 per share; that the said change and amendment has been consented to and authorized by the written consent of stockholders holding all of the shares of capital stock outstanding and entitled to vote thereon.

IN WITNESS WHEREOF, the said Southwest Forest Industries, Inc. has caused this certificate to be signed by its president and its secretary and its corporate seal to be hereto affixed this 11th day of May, 1987.

Southwest Forest Industries, Inc.

By [Signature]
Roger W. Stone, President

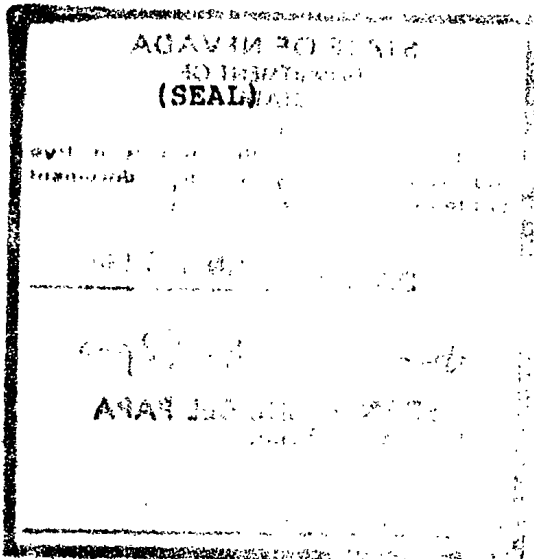
By [Signature]
Leslie T. Lederer, Secretary

(SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On May 11, 1987 personally appeared before me, a Notary Public, Roger W. Stone and Leslie T. Lederer, who acknowledge that they executed the above instrument.

[Signature]
(Notary Public)



CONSENT TO USE OF NAME

Stone Container Corporation

_____ a corporation

organized under the laws of the State of Delaware, hereby consents to

the ~~XXXXXX~~ qualification of Stone Container Corporation
(A Nevada Corporation)

in the State of Kentucky

IN WITNESS WHEREOF, the said Stone Container Corporation
(A Delaware Corporation)

_____ has caused this consent to be executed by its Vice- president

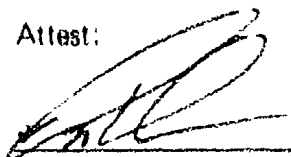
and attested under its corporate seal by its _____ secretary, this 13th day of

July 1987.

Stone Container Corporation
(A Delaware Corporation)

By 
Arnold F. Brookstone, Vice-President

Attest:



Leslie T. Lederer Secretary

(SEAL)

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company

208 SOUTH LA SALLE STREET CHICAGO, ILL. 60604 • (312) 263-1414

July 21, 1987

SECRETARY OF STATE
COMMONWEALTH OF KY

RE: STONE CONTAINER CORPORATION (NEV. DOM.)
Fmly: SOUTHWEST FOREST INDUSTRIES, INC.

COUNSEL: Bidley & Austin
Att: Kimberly Wojcik
One First National Plaza
Chicago, Illinois 60603

Secretary of State
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601

Dear Sir/Madam:

Pursuant to instructions of Counsel, we enclose for filing the documents identified below:

- | | |
|---|--|
| <input type="checkbox"/> Incorporation | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Qualification | <input type="checkbox"/> A. Domestic |
| <input type="checkbox"/> Change of Agent/Office | <input type="checkbox"/> B. Foreign |
| <input type="checkbox"/> A. Domestic | <input type="checkbox"/> Dissolution |
| <input type="checkbox"/> B. Foreign | <input type="checkbox"/> A. Statement of Intent |
| <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> B. Certificate of Dissolution |
| <input type="checkbox"/> A. Domestic | <input type="checkbox"/> Withdrawal |
| <input type="checkbox"/> B. Foreign | <input type="checkbox"/> Other |

Kindly send evidence to the undersigned. If there are any problems, please call at this toll free number: 800-621-1112.

Very truly yours,

C T CORPORATION SYSTEM

Ellen T. Coffey
Ellen T. Coffey
Service Representative

ETC/jr

SPECIAL INSTRUCTIONS: We re-submit the enclosed name change amendment with consent to use of name attached from STONE CONTAINER CORPORATION (DELAWARE DOMESTIC).