



Form Revision Date 07/2016

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by DOMESTIC NONPROFIT CORPORATION

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Certificate:

The identification number assigned by the Bureau is:

802289462

The name of the corporation is:

CHEMICAL CITY PAPER, INC.

The Articles of Incorporation is hereby amended to read as follows:

Article IV

The street address of the registered office of the corporation and the name of the resident agent at the registered office (P.O. Boxes are not acceptable):

1. Agent Name: MICHAEL WESTENDORF

2. Street Address: 206 W WACKERLY ST

Apt/Suite/Other:

City: MIDLAND

State: MI

Zip Code: 48640

3. Registered Office Mailing Address:

P.O. Box or Street Address: 206 W. WACKERLY ST

Apt/Suite/Other:

City: MIDLAND

State: MI

Zip Code: 48640

Use the space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added.

I. REPLACE ARTICLE VI WITH THE FOLLOWING:

ARTICLE VI

THE CORPORATION SHALL BE GOVERNED BY A BOARD OF DIRECTORS. ANY ACTION REQUIRED OR PERMITTED BY THE ACT TO BE TAKEN AT AN ANNUAL OR SPECIAL MEETING OF THE BOARD OF DIRECTORS MAY BE TAKEN WITHOUT A MEETING, PRIOR NOTICE, OR A VOTE IF A CONSENT IN WRITING SETTING FORTH THE ACTION SO TAKEN IS SIGNED BY ALL OF THE DIRECTORS OF THE CORPORATION.

II. ADD NEW ARTICLES VII THROUGH XI:

ARTICLE VII

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS. HOWEVER, THE CORPORATION SHALL BE AUTHORIZED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE II. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION. THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING AND DISTRIBUTION OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (1) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER IRC 501(C)(3) OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE OR (2) BY A CORPORATION WHOSE CONTRIBUTIONS ARE DEDUCTIBLE UNDER IRC 170(C)(2) OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE VIII

ON DISSOLUTION OF THE CORPORATION, AFTER PAYING OR PROVIDING FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE

CORPORATION, THE CORPORATION'S ASSETS SHALL BE DISTRIBUTED (1) FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF IRC 501(C)(3), OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE OR (2) TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY ASSETS NOT DISPOSED OF SHALL BE DISPOSED OF BY THE CIRCUIT COURT OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS THAT THE COURT SHALL DETERMINE AND THAT ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

ARTICLE IX

WHEN A COMPROMISE, AN ARRANGEMENT, OR A PLAN OF REORGANIZATION IS PROPOSED BETWEEN THIS CORPORATION AND ITS CREDITORS OR MEMBERS, A COURT OF EQUITY JURISDICTION WITHIN THIS STATE MAY ORDER A MEETING OF THE AFFECTED CREDITORS OR MEMBERS. THE CORPORATION, A CREDITOR OR MEMBER OF THE CORPORATION, OR A RECEIVER APPOINTED FOR THE CORPORATION MAY APPLY TO THE COURT FOR A MEETING. THE MEETING SHALL BE SUMMONED IN SUCH MANNER AS THE COURT DIRECTS. IF A MAJORITY IN NUMBER REPRESENTING 3/4 IN VALUE OF THE AFFECTED CREDITORS OR 3/4 OF THE AFFECTED MEMBERS AGREE TO A COMPROMISE OR ARRANGEMENT, THE COMPROMISE, ARRANGEMENT, OR REORGANIZATION OF THIS CORPORATION RESULTING FROM THE COMPROMISE OR ARRANGEMENT, IF APPROVED BY THE COURT, SHALL BE BINDING ON ALL THE CREDITORS AND MEMBERS, AND ALSO ON THIS CORPORATION.

ARTICLE X

NO MEMBER OF THE BOARD OF DIRECTORS OF THE CORPORATION WHO IS A VOLUNTEER DIRECTOR, AS THAT TERM IS DEFINED IN THE MICHIGAN NONPROFIT CORPORATION ACT (THE ACT), OR A VOLUNTEER OFFICER SHALL BE PERSONALLY LIABLE TO THIS CORPORATION OR ITS MEMBERS FOR MONEY DAMAGES FOR ANY ACTION TAKEN OR ANY FAILURE TO TAKE ACTION AS A DIRECTOR OR VOLUNTEER OFFICER, EXCEPT LIABILITY FOR ANY OF THE FOLLOWING:

1. THE AMOUNT OF A FINANCIAL BENEFIT RECEIVED BY A VOLUNTEER DIRECTOR OR VOLUNTEER OFFICER TO WHICH HE OR SHE IS NOT ENTITLED
2. INTENTIONAL INFLICTION OF HARM ON THE CORPORATION OR ITS SHAREHOLDERS OR MEMBERS
3. A VIOLATION OF SECTION 551 OF THE ACT
4. AN INTENTIONAL CRIMINAL ACT
5. A LIABILITY IMPOSED UNDER SECTION 497(A) OF THE ACT

THE CORPORATION ASSUMES ALL LIABILITY TO ANY PERSON, OTHER THAN THE CORPORATION OR ITS MEMBERS, FOR ALL ACTS OR OMISSIONS OF A VOLUNTEER DIRECTOR INCURRED IN THE GOOD-FAITH PERFORMANCE OF THE DIRECTOR'S DUTIES. HOWEVER, THE CORPORATION SHALL NOT BE CONSIDERED TO HAVE ASSUMED ANY LIABILITY TO THE EXTENT THAT SUCH ASSUMPTION IS INCONSISTENT WITH THE STATUS OF THE CORPORATION AS AN ORGANIZATION DESCRIBED IN IRC 501(C)(3) OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

IF THE ACT IS AMENDED AFTER THE FILING OF THESE ARTICLES OF INCORPORATION TO AUTHORIZE THE FURTHER ELIMINATION OR LIMITATION OF THE LIABILITY OF DIRECTORS OR OFFICERS OF NONPROFIT CORPORATIONS, THE LIABILITY OF MEMBERS OF THE BOARD OF DIRECTORS OR OFFICERS, IN ADDITION TO THAT DESCRIBED IN ARTICLE X, SHALL BE ASSUMED BY THE CORPORATION OR ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE ACT AS SO AMENDED. SUCH AN ELIMINATION, LIMITATION, OR ASSUMPTION OF LIABILITY IS NOT EFFECTIVE TO THE EXTENT THAT IT IS INCONSISTENT WITH THE STATUS OF THE CORPORATION AS AN ORGANIZATION DESCRIBED IN IRC 501(C)(3) OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. NO AMENDMENT OR REPEAL OF ARTICLE X SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY MEMBER OF THE BOARD OF DIRECTORS OR OFFICER OF THIS CORPORATION FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OCCURRING BEFORE THE EFFECTIVE DATE OF ANY SUCH AMENDMENT OR REPEAL.

ARTICLE XI

THE CORPORATION ASSUMES THE LIABILITY FOR ALL ACTS OR OMISSIONS OF A VOLUNTEER IF ALL OF THE FOLLOWING CONDITIONS ARE MET:

1. THE VOLUNTEER WAS ACTING OR REASONABLY BELIEVED HE OR SHE WAS ACTING WITHIN THE SCOPE OF HIS OR HER AUTHORITY.
2. THE VOLUNTEER WAS ACTING IN GOOD FAITH.
3. THE VOLUNTEER'S CONDUCT DID NOT AMOUNT TO GROSS NEGLIGENCE OR WILLFUL AND WANTON MISCONDUCT.
4. THE VOLUNTEER'S CONDUCT WAS NOT AN INTENTIONAL TORT.
5. THE VOLUNTEER'S CONDUCT WAS NOT A TORT ARISING OUT OF THE OWNERSHIP, MAINTENANCE, OR USE OF A MOTOR VEHICLE FOR WHICH TORT LIABILITY MAY BE IMPOSED UNDER SECTION 3135 OF THE INSURANCE CODE OF 1956, 1956 PA 218, MCL 500.3135.

directors at a meeting in accordance with Section 611(3) of the Act.

This document must be signed by an authorized officer or agent:

Signed this 14th Day of September, 2020 by:

Signature	Title	Title if "Other" was selected
Michael Westendorf	Authorized Agent	

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

Decline Accept

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

FILING ENDORSEMENT

This is to Certify that the CERTIFICATE OF AMENDMENT TO THE ARTICLES OF
INCORPORATION

for

CHEMICAL CITY PAPER, INC.

ID Number: 802289462

received by electronic transmission on September 14, 2020 , ***is hereby endorsed.***

Filed on September 21, 2020, ***by the Administrator.***

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 21st day of September, 2020.

Linda Clegg

Linda Clegg, Interim Director

Corporations, Securities & Commercial Licensing Bureau