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Shelby Cnty Judge of Probate, AL
03/18/2005 11:18:02AM FILED/CERT

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate and literal copy of articles of amendment to the articles of incorporation of Alliance Forest Products U.S. Corp., changing name to Bowater Alabama Inc., as received and filed in the Office of the Secretary of State of Alabama on December 5, 2001, showing date of amendment as November 30, 2001, the date said instrument was filed in the office of the Judge of Probate of Montgomery County.

RPB 149 323
Recorded In Above Book and Page
03/16/2005 09:39:35 AM
Jerry C. Pow
Probate Judge
Bibb County, Alabama
Recording Fee 111.50
TOTAL 111.50



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

03/11/05

Date

Nancy L. Worley

Secretary of State

STATE OF ALA

Filed by:

Checked by:



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I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Bowater Alabama Inc.

This domestic corporation name is proposed to be incorporated in Montgomery County and is for the exclusive use of Ethleen Bazell, pO Box 2069, Montgomery, AL 36102-2069 for a period of one hundred twenty days beginning November 28, 2001 and expiring March 29, 2002.

RECEIVED

DEC 05 2001

SECRETARY
OF STATE

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

November 28, 2001



Date

Jim Bennett

Secretary of State

RPB 149 325

STATE OF ALABAMA
 CERTIFICATE OF AMENDMENT OF
 CERTIFICATE OF INCORPORATION

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Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopts the following Articles of Amendment.

Article I: The name of the Corporation be changed from Alliance Forest Products U.S. Corp. to Bowater Alabama Inc.

Article II The following amendment was adopted in the manner provided for by the Alabama Business Corporation Act:

Article III The amendment was adopted by the sole shareholder by written consent dated as of September 24, 2001.

Dated as of September 25, 2001

BOWATER ALABAMA INC.

By: 

Anthony H. Barash
 Vice President and Secretary

CERTIFIED COPY

I hereby certify this document was filed in
 Montgomery County, Alabama on 11/30/01 in
 Book CORP-232
 Page 239


 Judge of Probate


State of Alabama Montgomery Co
 I Certify This Document

was filed on
 11/30/01 1:35:46 PM Abstract# 20917
 Reese McKinney, Jr.
 Judge of Probate

Corporation Amendment	\$ 15.00
1 Index Fee	\$5.00
1 00.00per page fee	\$0.00
1 Recording Fee	\$10.00

RFB

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Agreement and Plan of Merger

between

MAY 31 1962

Kimberly-Clark Corporation

SECRETARY OF
STATE

and

Coosa River Newsprint Company

AGREEMENT AND PLAN OF MERGER dated as of the 12th day of February, 1962 (hereinafter sometimes called "this agreement"), by and between KIMBERLY-CLARK CORPORATION, a corporation organized and existing under the laws of the State of Delaware and duly qualified to do business as a foreign corporation in the State of Alabama (hereinafter sometimes called "K-C" or the "surviving corporation") and a majority of the directors thereof, parties of the first part, and COOSA RIVER NEWSPRINT COMPANY, a corporation organized and existing under the laws of the State of Alabama (hereinafter sometimes called "Coosa River") party of the second part (K-C and Coosa River together being hereinafter sometimes called the "constituent corporations").

WHEREAS K-C manages the operations of and has a substantial stock interest in Coosa River, and the acquisition by K-C of the assets of Coosa River will promote more efficient and economical operation and will avail K-C of facilities in an area where it does not presently conduct operations, and

WHEREAS the respective Boards of Directors of the constituent corporations therefore deem it advisable that K-C merge into itself Coosa River, as authorized by the respective statutes of Delaware and Alabama, on the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements, covenants, conditions and grants herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the States of Delaware and Alabama, do hereby agree as follows:

1. **Merger.** On the effective date of the merger, Coosa River shall be merged pursuant to the General Corporation Law of the State of Delaware and the Alabama Business Corporation Act with and into K-C, and K-C on such date shall merge Coosa River with and into itself. K-C shall be the surviving corporation, and it shall continue and be deemed to continue for all purposes whatsoever after the merger of Coosa River with and into itself.

2. **Jurisdiction and Name.** The surviving corporation shall be governed by the laws of the State of Delaware and its name shall continue to be Kimberly-Clark Corporation.

3. **Certificate of Incorporation.** From and after the effective date of the merger, the Certificate of Incorporation of K-C attached hereto as Appendix A and incorporated herein with the same force and effect as if here set out in full shall be and become the Certificate of Incorporation of the surviving corporation. Appendix A attached hereto represents the Certificate of Incorporation of K-C filed in the Office of the Secretary of State of Delaware on June 29, 1928, and all amendments thereto now in force, together with further amendments thereto which shall become effective upon the effective date of the merger, the further amendments being to eliminate obsolete and unnecessary provisions from such Certificate of Incorporation. In addition to the powers conferred upon it by law, the surviving corporation shall have the powers set forth in Appendix A and be governed by the provisions thereof. From and after the effective date of the merger, and until further amended as provided by law, such Appendix A may be certified, separate and apart from this agreement, as the Certificate of Incorporation of the surviving corporation. The surviving corporation reserves the right to amend, alter, change or repeal its amended Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights or powers conferred in such amended Certificate of Incorporation on stockholders, directors and officers and on the corporation are subject to this reservation.

4. **By-laws.** The By-laws of the surviving corporation shall be the By-laws of K-C in the form attached hereto as Appendix B. Except as otherwise provided by law, and until altered, amended or repealed as provided in the By-laws set forth in Appendix B, the surviving corporation shall be governed by the provisions thereof.

5. **Directors and Officers of the Surviving Corporation.** The present directors and officers of K-C shall be and remain the directors and officers of the surviving corporation, and shall hold office until the annual meetings for their election and until their respective successors shall have been duly elected and shall have qualified. All persons who on the effective date of the merger shall be executive or administrative officers of K-C shall be and remain like officers of the surviving corporation until the Board of Directors of the surviving corporation shall otherwise determine.

6. **Conversion of Stock on Merger.** The manner and basis of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:

a. All shares of stock of K-C now authorized as set forth in Appendix A hereto (whether issued, unissued or held in the corporation's treasury) on the effective date of the merger shall be and shall be deemed to be shares of stock of the surviving corporation, and all such shares issued and outstanding immediately prior to the effective date of the merger shall be and be deemed to be full paid and nonassessable shares, shall remain outstanding, and shall not be affected by the merger.

b. Except as provided in paragraph c of this Section 6, each share of Common Stock of Coosa River issued and outstanding on the effective date of the merger, and all rights in respect thereof, shall forthwith be converted into 1.36 full paid and nonassessable shares of Common Stock, par value \$5 per share, of the surviving corporation, and each holder of Common Stock of Coosa River, upon presentation and surrender to The First National Bank of Chicago, as agent of the surviving corporation, of the certificate or certificates representing such Common Stock of Coosa River, shall be entitled to receive in exchange therefor certificates representing shares of Common Stock of the surviving corporation on the basis herein provided. No fractional shares of Common Stock, nor certificates therefor, shall be issued by the surviving corporation, but in lieu thereof The First National Bank of Chicago shall act as agent for the stockholders of Coosa River entitled to the resulting fractional interests in Common Stock of the surviving corporation, for the purpose of matching or combining and executing orders to buy or sell such fractional interests for such period of time and pursuant to such procedures as shall be approved by the president, executive vice president or treasurer of the surviving corporation. Fractional interests not so presented for matching or combining or not so ordered to be bought or sold within the period of time so approved shall be paid in cash.

c. Each share of Common Stock of Coosa River issued and outstanding and owned by K-C on the effective date of the merger shall be canceled and no shares of the capital stock of the surviving corporation shall be issued in respect thereof.

d. Each share of the capital stock of Coosa River issued and held by Coosa River as treasury stock at the effective date of the merger, if any, shall be canceled and no shares of the capital stock of K-C shall be issued in respect thereof.

7. Warranties and Agreements of K-C. K-C warrants and agrees as follows:

a. K-C has authorized capital stock as set forth in Appendix A hereto. Prior to the effective date of the merger or its abandonment, K-C will not split its shares of Common Stock or declare or pay any dividends on or make any other distribution in respect of its Common Stock other than (i) a dividend of 2% payable in such Common Stock and (ii) its regular quarterly cash dividends of 45 cents per share, and it will not do or omit any act which would constitute an event of default under any material contract or commitment binding upon it.

b. K-C will apply for, and use its best efforts to effect, the listing on the New York and Midwest Stock Exchanges of the shares of K-C Common Stock to be issued under this agreement.

8. Warranties and Agreements of Coosa River. Coosa River warrants and agrees as follows:

a. Coosa River has authorized capital stock consisting of 510,000 shares of Common Stock of the par value of \$50 each, and had outstanding 489,780 shares of such Common Stock as of November 24, 1961. Since November 24, 1961, Coosa River has not, and prior to the effective date of the merger or its abandonment it will not, increase the number of its outstanding shares of stock, other than through the issuance of shares of Common Stock upon the exercise of options outstanding on November 24, 1961 under its incentive stock option plans.

b. Prior to the effective date of the merger or its abandonment, Coosa River will not declare or pay any dividend on or make any other distribution in respect of its capital stock, other than its regular quarterly cash dividends of 50 cents per share on its Common Stock.

c. Without the consent of K-C, Coosa River will not, prior to the effective date of the merger or its abandonment, conduct its business or incur any contracts or commitments or sell, encumber or dispose of any of its property or assets other than in the ordinary course of business.

d. Coosa River and its directors and officers will cooperate with K-C in obtaining and furnishing information appropriate to the determination of the persons, if any, who are "affiliates" of Coosa River, as such term is defined by Rule 133 of the Securities and Exchange Commission of the United States under the Securities Act of 1933, as amended. If any shares of Common Stock of the surviving corporation issuable pursuant to Section 6 hereof are to be issued to any person who in the opinion of counsel for K-C is, or may be deemed to be, such an "affiliate," then such person, before becoming entitled to receive any certificate for such shares, will agree in writing with the surviving corporation (i) that he is taking shares of the surviving corporation with no present intention to distribute them and that, for a period of 24 months after the effective date of the merger or for such longer period as counsel for the surviving corporation deems necessary, such person will not offer, sell, transfer or otherwise dispose of shares of the surviving corporation received in the merger unless such person has first given written notice of the proposed transaction to K-C and has received written advice from it that in the opinion of its counsel the proposed transaction would not result in any violation of the Securities Act of 1933, as amended, (ii) that all certificates for shares of stock of the surviving corporation issued to such persons may be endorsed with appropriate notice of the foregoing provision, and (iii) that the surviving corporation may file appropriate stop orders with the transfer agents for its Common Stock in order to prevent any transfers in violation of such provision.

e. Prior to the effective date of the merger or its abandonment, Coosa River will not do or omit any act which would constitute an event of default under any material contract or commitment binding upon it.

9. Abandonment of the Merger. The merger contemplated hereby shall, at the option of the Board of Directors of either K-C or Coosa River, be abandoned unless within 120 days from the date hereof the votes of stockholders of K-C and of Coosa River representing at least two-thirds of the total number of shares of the respective capital stock entitled to vote of each of such corporations shall be for the adoption thereof, and unless within 30 days after said votes the filings and recording specified in paragraph a of Section 10 hereof shall have been effected. Anything herein to the contrary notwithstanding, this agreement, at any time prior to the filing and recording hereof as provided in paragraph a of Section 10, may be abandoned (a) by the mutual consent of the Boards of Directors of both the constituent corporations, or (b) by the Board of Directors of K-C if (i) either before or after favorable action thereon by the stockholders of either of the constituent corporations, the Board of K-C shall decide it would not be in the best interests of the surviving corporation, by reason of the number and amount of objections to the merger filed by stockholders of either of the constituent corporations, to proceed with the merger or (ii) K-C shall not have obtained the consent of the holders of the required amount of Coosa River's first mortgage bonds to the amendment of the indenture providing for such bonds to limit the lien thereof to property of Coosa River owned on the effective date of the merger and to conform the provisions of such indenture to the provisions of K-C's outstanding long-term debt, or (c) by the Board of Directors of either of the constituent corporations, at its option, if the warranties and agreements of the other constituent corporation set forth herein shall have been breached or shall not have been fulfilled in any material respect, or if within thirty days from the date hereof either of the constituent corporations shall have applied to the Commissioner of Internal Revenue of the United States for a ruling, and shall not have received a satisfactory ruling within ninety days after making such application, to the effect that the merger herein provided for constitutes a tax free reorganization. In case of any such abandonment provided for in this Section 9, the appropriate Board of Directors of either or both of the constituent corporations may direct its officers not to file this agreement, notwithstanding favorable action by the stockholders of such corporation. In the event of abandonment of this agreement by the Board of Directors of either of the constituent corporations, as above provided, notice shall forthwith be given to the other constituent corporation. In case of any such abandonment, this agreement shall be wholly void and of no effect and there shall be no liability on the part of either of the constituent corporations or its Board of Directors or stockholders hereunder, except that in such event each of the constituent corporations shall pay all of its expenses incurred hereunder pursuant hereto.

10. Submission to Stockholders; Effective Date and Certain Effects of the Merger.

a. This agreement shall be submitted to the vote of the stockholders of each of the constituent corporations, and upon (i) the adoption and approval thereof by the stockholders of each of the constituent corporations in accordance with the requirements of the applicable laws of the States of Delaware and Alabama and (ii) the filing of a copy thereof, together with a certificate executed by the secretary of each of the constituent corporations under their respective corporate seals stating the fact of such adoption and showing the manner thereof, in the offices of the Secretaries of State of the States of Delaware and Alabama and the recording thereof in the office of the Recorder of New Castle County, Delaware, this agreement shall be effective and shall thereupon be deemed and taken to be the act of merger of the constituent corporations with and into the surviving corporation, and thereupon the separate existence of Coosa River shall cease.

b. The "effective date of the merger," as referred to in this agreement, shall be the close of business on the day of completion of such filing and recording.

c. Upon the effective date of the merger, all and singular the rights, privileges, powers and franchises, as well of a public as of a private nature, of each of the constituent corporations shall be possessed by the surviving corporation, subject to all the restrictions, disabilities and duties of each of the constituent corporations and all and singular the rights, privileges, powers and franchises of each of the constituent corporations, and all property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account, as well for stock subscriptions as all other things in action or belonging

to each of the constituent corporations, shall be vested in the surviving corporation, and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real estate vested by deed or otherwise under the laws of the States of Delaware or Alabama or otherwise in either of the constituent corporations shall not revert or be in any way impaired by reason of the merger herein provided for; but all rights of creditors and all liens upon any property of either of the constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent corporations shall upon the effective date of the merger attach to the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

Without limiting the generality of the foregoing, upon the effective date of the merger, all domestic and foreign trademarks, trade names, trademark and trade name registrations, copyrights, patents and design patents and all applications for the foregoing of every description, the business and good will appertaining thereto, the formulae and trade secrets and all other similar rights, privileges, franchises, powers and property of each of the constituent corporations shall be vested in the surviving corporation and shall be thereafter as effectually the property of the surviving corporation as they were of the several and respective constituent corporations.

Further, without limiting the generality of the foregoing, upon the effective date of the merger, any and all stock option plans, outstanding stock options, pension and retirement trusts and plans and other employee plans, agreements or arrangements of K-C then in force shall be unimpaired and shall be effective in respect of and binding upon and enforceable against the surviving corporation as they would have been in the absence of the merger.

d. After the effective date of the merger, Coosa River shall from time to time execute and deliver or cause to be executed and delivered all such deeds and other instruments and shall take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of all the aforesaid rights, privileges, powers and franchises and property, and otherwise to carry out the intent and purpose of this agreement.

11. **Delaware Office and Resident Agent.** On the effective date of the merger, the principal office of the surviving corporation and the name and address of its resident agent in Delaware shall be as set forth in Article II of the Certificate of Incorporation of the surviving corporation, attached hereto as Appendix A.

12. **Amendments.** At any time before or after approval and adoption by the respective stockholders of the constituent corporations, this agreement may be amended, except with respect to the matters set forth in Sections 1 and 6 hereof, or may be supplemented by additional agreements, as may be mutually determined by the Boards of Directors of the constituent corporations to be necessary, desirable or expedient to clarify the intentions of the parties hereto or to effect or facilitate the filing, recording or official approval of this agreement or the consummation of the merger.

13. **Counterparts.** For the convenience of the parties and to facilitate the filing and recording of this agreement, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed an original, but all such counterparts together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Board of Directors of each constituent corporation having by resolution approved this agreement, at least a majority of the Board of Directors of K-C has entered into and signed this

agreement under the corporate seal of K-C, and K-C and Coosa River have entered into this agreement by their respective officers thereunto duly authorized, all as of the 12th day of February, 1962.

G. Kenneth Crowell
G. Kenneth Crowell

William R. Kellett
William R. Kellett

John R. Kimberly
John R. Kimberly

Ernst Mahler
Ernst Mahler

Lewis E. Phenner
Lewis E. Phenner

Louis Quarles
Louis Quarles

Directors of Kimberly-Clark Corporation

Roger A. Baird
Roger A. Baird, Secretary of
Kimberly-Clark Corporation

Attest:

Roger A. Baird
Roger A. Baird, Secretary

Attest:

W. G. Williams
W. G. Williams, Secretary

William F. Schweitzer
William F. Schweitzer

John S. Sensenbrenner
John S. Sensenbrenner

Andrew G. Sharp
Andrew G. Sharp

Donald C. Slichter
Donald C. Slichter

Arthur G. Wakeman
Arthur G. Wakeman

William M. Wright

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KIMBERLY-CLARK CORPORATION

By William R. Kellett
William R. Kellett, President

COOSA RIVER NEWSPRINT COMPANY

By P. A. Bachelder
P. A. Bachelder, President


Certificate of Secretaries of Kimberly-Clark Corporation
and Coosa River Newsprint Company

The undersigned, Roger A. Baird, Secretary of Kimberly-Clark Corporation, certifies that:


1. The within Agreement and Plan of Merger was submitted to the stockholders of Kimberly-Clark Corporation at a meeting thereof duly called, noticed and held, in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware, on May 22, 1962.

2. At such meeting the within Agreement and Plan of Merger was considered and a vote by ballot in person or by proxy was taken for the adoption or rejection of the Agreement and Plan of Merger, and the votes of stockholders representing at least two-thirds of the total number of shares of the corporation outstanding and entitled to vote were for the adoption of the Agreement and Plan of Merger, and voted therefor at the meeting.

IN WITNESS WHEREOF the undersigned hereby certifies to the foregoing under the corporate seal of Kimberly-Clark Corporation this 22nd day of May, 1962.



Roger A. Baird, Secretary


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The undersigned, W. R. Williams, Secretary of Coosa River Newsprint Company, certifies that:

1. The within Agreement and Plan of Merger was submitted to the stockholders of Coosa River Newsprint Company at a meeting thereof duly called, noticed and held, in accordance with the provisions of Section 66 of the Alabama Business Corporation Act, on the 22nd day of May, 1962.

2. At such meeting a vote of the stockholders was taken on the within Agreement and Plan of Merger, and such Agreement and Plan of Merger was adopted by receiving the affirmative votes of the holders of **466,269** shares of Common Stock of Coosa River Newsprint Company, being more than two-thirds of the outstanding shares of the only class of shares of such corporation.

IN WITNESS WHEREOF, the undersigned hereby certifies to the foregoing under the corporate seal of Coosa River Newsprint Company this 22nd day of May, 1962.



W. R. Williams, Secretary

The within Agreement and Plan of Merger, adopted by Kimberly-Clark Corporation and Coosa River Newsprint Company, is hereby executed by those respective corporations by their officers thereunto duly authorized and under their respective corporate seals.

KIMBERLY-CLARK CORPORATION

By William R. Kellett
William R. Kellett, *President*



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Attest:

Roger A. Baird
Roger A. Baird, *Secretary*

COOSA RIVER NEWSPRINT COMPANY

By P. A. Bachelder
P. A. Bachelder, *President*

Attest:

[Signature]
[Signature], *Secretary*

STATE OF WISCONSIN }
COUNTY OF WINNEBAGO } ss.

On this 22nd day of May, 1962, before me, a Notary Public in and for the County and State aforesaid, personally came William R. Kellett, the President of Kimberly-Clark Corporation, a corporation of the State of Delaware, party to the foregoing Agreement and Plan of Merger, to me personally known and personally known to be such President, and who, being by me duly sworn, did depose and say that he is the President of Kimberly-Clark Corporation, one of the corporations described in and which executed the foregoing Agreement and Plan of Merger; that he resides in Neenah, Wisconsin; that he knows the seal of said corporation; that the seal affixed to said Agreement and Plan of Merger is the corporate seal of said corporation; that it was affixed to said Agreement and Plan of Merger by authority of a majority of the directors, and by order and resolution adopted by the holders of at least two-thirds of the capital stock of said corporation entitled to vote, for the uses and purposes therein expressed, and that by like authority and order he signed and subscribed his name thereto as President of said corporation and executed and acknowledged the same; that the signature of the President is his own proper handwriting and said William R. Kellett then and there acknowledged said Agreement and Plan of Merger before me to be his own act, deed and agreement and the corporate act, deed and agreement of said corporation.

WITNESS my hand and notarial seal the day and year aforesaid.

Betty L. Wilson
Notary Public, Winnebago County, Wisconsin

My commission expires *May 10, 1964*

STATE OF ALABAMA }
COUNTY OF TALLADEGA } ss.

On this 22nd day of May, 1962, before me, a Notary Public in and for the County and State aforesaid, personally came P. A. Bachelder, the President of Coosa River Newsprint Company, a corporation of the State of Alabama, party to the foregoing Agreement and Plan of Merger, to me personally known and personally known to be such President, and who, being by me duly sworn, did depose and say that he is the President of Coosa River Newsprint Company, one of the corporations described in and which executed the foregoing Agreement and Plan of Merger; that he resides in ~~Coosa River~~ Alabama; that he knows the seal of said corporation; that the seal affixed to said Agreement and Plan of Merger is the corporate seal of said corporation; that it was affixed to said Agreement and Plan of Merger by authority of the Board of Directors, and by order and resolution adopted by the holders of at least two-thirds of the capital stock of said corporation entitled to vote, for the uses and purposes therein expressed, and that by like authority and order he signed and subscribed his name thereto as President of said corporation and executed and acknowledged the same; that the signature of the President is his own proper handwriting and said P. A. Bachelder then and there acknowledged said Agreement and Plan of Merger before me to be his own act, deed and agreement and the corporate act, deed and agreement of said corporation.

WITNESS my hand and notarial seal the day and year aforesaid.

Medina Morris
Notary Public, Talladega County, Alabama

My commission expires

Notary Public, State of Alabama at Large
My Commission Expires June 23, 1964

Certificate of Incorporation

RPB 149 335

of

Kimberly-Clark Corporation



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ARTICLE I

The name of this Corporation is KIMBERLY-CLARK CORPORATION.

ARTICLE II

Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

ARTICLE III

The nature of the business and the objects or purposes proposed to be transacted, promoted or carried on are—

(1) To buy, sell, import, export, and generally deal in, at wholesale or retail, either as principals, agents, brokers, dealers, jobbers, manufacturers, commission agents, or otherwise, and to manufacture paper, paper materials and paper substitutes of all kind, leather, card board, straw board, fabrics, wood and any and all ingredients, products and compounds thereof, and any and all materials, supplies, raw substances, pulp, fibre, wood, straw, leather, preparations, treatments, mixtures, solvents, water proofing materials, combinations, articles and things which now are or hereafter may be used in connection with such manufacture, and any and all things, articles and substances which now are or hereafter may be made wholly or partly from any and all kinds of paper, pulp, fibre, wood, leather, straw, preparations, mixtures, solvents, combinations, articles and things which now are or hereafter may be used in combination with such manufacture; and to do any and all things incidental to or in any wise connected with the said business or connected with the foregoing.

(2) To purchase or otherwise acquire, own, buy, sell, exchange, deal and traffic in, standing timber and timber lands, to buy, cut, haul, drive, exchange and sell timber and logs, and to saw and otherwise prepare the same for market, and to buy, manufacture, exchange, and sell, lumber, bark, wood, pulp, and other materials, and all articles and products made therefrom, or consisting thereof, in whole or in part, and generally to carry on, as principals, agents, commission merchants, consignees, or in any other capacity whatever, any business appurtenant thereto.

(3) To purchase, lease, locate, or otherwise acquire, to prospect and explore for and to own, hold, option, sell, exchange, lease, mortgage or otherwise dispose of and deal in mineral lands, mines, mining rights, minerals, ores, oil lands, oil leases, real estate, water rights and in claims and interests therein, in any part of the world; to develop, improve and work the same; to conduct mining operations of every kind and by any method now known or hereafter devised; to purchase, lease or otherwise acquire, and to own, hold, sell, exchange, lease, mortgage or otherwise dispose of, and deal in and operate plants, in any part of the world, for reducing, milling, concentrating, smelting, converting, refining, preparing for market or otherwise treating oils, ores, minerals, matte and bullion.

(4) To manufacture, buy or otherwise acquire, and to sell and deal in all kinds of materials, goods, wares and merchandise; to purchase, lease or otherwise acquire lands and buildings for the erection and establishment of manufactories and workshops with suitable plants, engines and machinery.

(5) To appropriate or otherwise to acquire water rights and privileges, and to engage in the business of supplying and conducting water for irrigation and other purposes, and to acquire and develop water, electrical or any other kind of power for its own purposes or for sale to others, and to construct, maintain and operate water works, gas works, and works for the development, transmission and delivery of electrical or other power. But this Corporation shall not acquire, maintain or operate any works of any character specified in this paragraph or conduct or exercise any of its powers enumerated in this paragraph, within the State of Delaware, but will exercise the same in other states, countries and jurisdictions when and where permissible under the laws thereof.

(6) To acquire, construct, own, lease or otherwise acquire, maintain, operate, sell, exchange and otherwise dispose of and deal in bridges, railroads, tramways, ships, docks, slips, viaducts, canals and other means of transportation, telegraph and telephone lines and other means of communication, excepting that this Corporation shall not acquire, construct or aid in the construction or otherwise acquire or maintain or operate any bridges, railroads, tramways, docks, slips, viaducts, canals, or other means of transportation, or telegraph or telephone lines, within the State of Delaware, but only in such other states and countries and jurisdictions when and where permissible under the laws thereof.

(7) To purchase or otherwise acquire the whole or any part of the good will, rights, assets, properties and franchises of any person, firm, association or corporation, and to undertake and assume the whole or any part of the liabilities of any person, firm, association or corporation; and to pay for the same in cash, stock or bonds or other obligations of this Corporation or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased or acquired, and to conduct the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(8) To apply for, obtain, register, purchase, lease, or otherwise to acquire, and to hold, use, own, operate, and to introduce and to sell, assign, or otherwise to dispose of, any trade marks, trade names, copyrights, patents, inventions, improvements, formulae, processes and protections, used or which may seem capable of being used in connection with, or secured under, Letters Patent of the United States, or elsewhere, or otherwise, and to acquire, use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trade names, trade marks, patents, copyrights, licenses, inventions, improvements, formulae, processes, protections, and the like or any such property or rights.

(9) To subscribe for, or cause to be subscribed for, own, hold, purchase, receive or otherwise acquire, and to sell, negotiate, guarantee, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, and to underwrite shares of stock, scrip, bonds, coupons, mortgages, debentures, warrants, rights of all kinds, certificates of interest, participation certificates, certificates evidencing shares of or interest in common law or statutory trusts, trust estates or associations, securities, notes and evidences of indebtedness, issued or created by other persons, firms, corporations, joint stock companies, common law or statutory trusts, trust estates or associations, whether public, private or municipal, or any corporate body, and while owner thereof to possess and to exercise in respect thereof, all the rights, powers and privileges of ownership, including the right to vote thereon; to guarantee the payment of dividends on any shares of the capital of any corporations, joint stock companies, common law or statutory trusts, trust estates or associations, whether public, private or municipal, or any corporate body, in which this Corporation has or may have an interest; and to become surety in respect of, endorse, or otherwise guarantee the payment of the principal or interest of any scrip, bonds, coupons, mortgages, debentures, warrants, rights of all kinds, certificates of interest, participation certificates, certificates evidencing shares of or interest in common law or statutory trusts, trust estates or associations, securities, notes or evidences of indebtedness issued or created by any such person, firms, corporations, joint stock companies, common law or statutory trusts, trust estates or associations, whether public, private or municipal, or any corporate body; to aid by loan, subsidy, guarantee, or in any other manner whatsoever, any person, firm, corporation, joint stock company, common law or statutory trust, trust estate or association, whether public, private or municipal, or any corporate body, whose shares, bonds, securities, certificates of trust or beneficial interest, or evidences of indebtedness are in any manner held by or for this Corporation or in which this Corporation is in any manner interested, and to do any and all other acts or things for the preservation, protection, improvement

or enhancement in value of any such shares, bonds, securities, certificates of trust or beneficial interest or evidence of indebtedness; to become surety for or guarantee the carrying out and performance of any and all contracts, leases and other obligations of every kind of any such person, firm, corporation, joint stock company, common law or statutory trust, trust estate or association, whether public, private or municipal, or any corporate body, any of whose shares, certificates of interest of any kind, bonds, securities or evidences of indebtedness are held by or for this Corporation, or in which this Corporation has any interest whatsoever, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares, certificates of interest of any kind, bonds, securities, or evidences of indebtedness.

(10) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation.

(11) To purchase and acquire shares of the capital stock, bonds and other obligations of this Corporation, from time to time, to such extent and in such manner and in the name of such person or persons, corporation or corporations, including this Corporation, and upon such terms as its board of directors shall determine, including the right to guarantee the payment of the purchase price of such shares of capital stock, bonds and other obligations of this Corporation, so purchased and acquired, and from time to time, to sell or cause to be sold and/or reissue said shares of capital stock, bonds, and other obligations of this Corporation to such extent and in such manner and upon such terms, as its board of directors shall, from time to time, determine, and from time to time, to accept any shares, bonds and obligations of this Corporation as security for or in payment on account or in satisfaction of any claim or demand of this Corporation, and to reissue the same from time to time.

(12) To have one or more officers to carry on any or all of its operations and business, and, without restriction or limit as to amount, to purchase, lease, or otherwise acquire, hold and own, and to mortgage, sell, convey, lease or otherwise dispose of, and to deal in and with real and personal property of every class and description in any of the States or territories of the United States and in the District of Columbia, and in any and all foreign countries, subject to the laws of such State, District, Territory or Country.

(13) To borrow money, to issue bonds, debentures, notes and other obligations, secured or unsecured, of the Corporation from time to time for moneys borrowed, or in payment of property acquired, or for any of the other objects or purposes of the Corporation, or for any of the objects of its business; to secure the payment thereof and of the interest thereon by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien, upon all or any of the property, real and/or personal, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired.

(14) To do any and all things herein set forth, and in addition such other acts as are incident or conducive to the attainment of the purposes of this Corporation, or any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are not inconsistent with the provisions of the Laws of the State of Delaware.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, and are in furtherance of, and in addition to, and not in limitation of the general powers conferred by the Laws of the State of Delaware.

It is the intention that the purposes, objects and powers specified in this Article III and all subdivisions thereof, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this certificate, and that each of the purposes, objects and powers specified in this Article III shall be regarded as independent purposes, objects and powers.

Anything herein contained to the contrary notwithstanding, it is hereby expressly provided that all of the powers, objects and purposes hereinabove set forth are subject to the provisions contained in Article V hereof, and it is further hereby expressly provided that in case any of the provisions of said Article V conflict or are inconsistent with such powers, objects and purposes hereinabove set forth or any part hereof or with any other provisions of this Certificate of Incorporation, the provisions of said Article V shall in all such cases control and govern.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is Twelve Million Three Hundred Thousand (12,300,000) shares, of which Three Hundred Thousand (300,000) shares are to be Preferred Stock, par value One Hundred Dollars (\$100) per share (hereinafter called "Preferred Stock") and Twelve Million (12,000,000) shares are to be Common Stock, par value Five Dollars (\$5) per share (hereinafter called "Common Stock").

ARTICLE V

A statement of the voting powers and of the designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions thereof, of each class of stock of the corporation, is as follows:

(1) In General

No holders of shares of this Corporation of any class, or of bonds, debentures or other securities convertible into stock of any class, shall be entitled as of right to subscribe for, purchase, or receive any stock of any class whether now or hereafter authorized, or any bonds, debentures or other securities whether now or hereafter authorized, convertible into stock of any class, or any stock into which said bonds, debentures or other securities may be convertible, and all such additional shares of stock, debentures or other securities, together with the stock into which the same may be converted, may be issued and disposed of by the Board of Directors to such persons and on such terms and for such consideration (as far as may be permitted by law) as the Board of Directors in their absolute discretion may deem advisable.

All persons who shall acquire stock in the Corporation shall acquire the same subject to the provisions of this Certificate of Incorporation.

(2) Preferred Stock

(a) The Preferred Stock may be issued from time to time in one or more series, with such distinctive serial designations as may be stated or expressed in the resolution or resolutions providing for the issue of such stock adopted from time to time by the Board of Directors; and in such resolution or resolutions providing for the issue of shares of each particular series, the Board of Directors is also expressly authorized to fix the number of shares constituting such series and to fix—

(i) the annual rate of dividends payable on shares of such series and the date from which dividends on all shares of such series issued prior to the record date for the first dividend shall be cumulative;

(ii) the redemption price or prices for shares of such series;

(iii) the rights, if any, of the holders of shares of such series, to convert such shares into other classes of stock of the Corporation and the terms and conditions of such conversion;

(iv) the terms of the sinking fund or redemption or purchase account, if any, to be provided for shares of such series;

(v) additional limitations, if any, applicable while such series is outstanding, on the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of the Common Stock or any class of stock ranking junior to the Preferred Stock; and

(vi) additional voting rights, if any, to be provided for shares of such series; and any other relative, participating, optional, or other special rights and powers, and the qualifications, limitation or restrictions thereof, of shares of such series;

so far as not inconsistent with the provisions of the Certificate of Incorporation, as amended, and to the full extent now or hereafter permitted by the laws of Delaware. All shares of Preferred Stock shall be of equal rank and shall be identical, except in respect to the particulars that may be fixed by the Board of Directors as hereinabove in this paragraph provided; and all shares of each series shall be identical in all respects except as to the dates from which dividends thereon shall be cumulative.

(b) The holders of the Preferred Stock of each series, in preference to the holders of the Common Stock and of any other class of stock ranking junior to the Preferred Stock, shall be entitled to receive, as and when declared by the Board of Directors, out of any funds legally available for the purpose, cash dividends, at the rate for such series fixed in accordance with the provisions of paragraph (a) of this Section 2, and no more, payable quarterly on the first days of February, May, August, and November, respectively, in each year. Such dividends shall be cumulative, in the case of shares of each particular series—

(i) if issued prior to the record date for the first dividend on shares of such series, then from the date fixed for the purpose by the Board of Directors as provided in paragraph (a) of this Section 2;

(ii) if issued during the period commencing immediately after the record date for a dividend on shares of such series and terminating at the close of the payment date for such dividend, then from such last mentioned dividend payment date; and

(iii) otherwise from the quarterly dividend payment date next preceding the date of issue of such shares.

Dividends on the Preferred Stock shall be deemed to accumulate from day to day. No dividends shall be paid upon, or declared or set apart for, any share of Preferred Stock for any quarterly dividend period unless at the same time a like proportionate dividend for the same quarterly dividend period shall be paid upon, or declared and set apart for, all shares of Preferred Stock of all series then issued and outstanding.

(c) In no event, so long as any of the Preferred Stock shall be outstanding, shall any dividend whatsoever, whether in cash, stock or otherwise, be paid or declared, nor shall any distribution be made on the Common Stock or any other class of stock of the Corporation ranking junior to the Preferred Stock, nor shall any shares of any such junior stock be purchased, redeemed or otherwise acquired for value by the Corporation, nor shall any moneys be paid to or set aside or made available for a sinking fund for the purchase or redemption of any such junior stocks—

(i) unless all dividends on the Preferred Stock of all series for all past quarterly dividend periods shall have been paid and the full dividends for the then current quarterly dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart; and

(ii) unless all arrears, if any, in respect of the retirement of the Preferred Stock of all series pursuant to the sinking fund or redemption or purchase account, if any, provided for each series, shall have been made good.

The foregoing provisions shall not, however, apply to a dividend payable in Common Stock or any other class of stock ranking junior to the Preferred Stock, or to the acquisition of shares of any such junior stock in exchange for, or through application of the proceeds of the sale of, shares of any such junior stock.

Subject to the foregoing, and to any further limitations prescribed in accordance with the provisions of paragraph (a) of this Section 2, the Board of Directors may declare dividends upon the then outstanding shares of Common Stock and upon any other class of stock ranking junior to the Preferred Stock, and no holders of shares of Preferred Stock of any series shall be entitled to share therein.

(d) In the event of any voluntary liquidation, dissolution or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of the Common Stock or of any other class of stock ranking junior to the Preferred Stock, the holders of the Preferred Stock shall be entitled to be paid in full the respective amounts which they would be entitled to receive if, on the date of such liquidation, dissolution or winding up of the Corporation, the shares of Preferred Stock held by them



had been redeemed by the Corporation at the redemption price applicable at the time in the case of redemption at the option of the Corporation. In the event of any involuntary liquidation, dissolution or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of the Common Stock or of any other class of stock ranking junior to the Preferred Stock, the holders of the Preferred Stock shall be entitled to be paid the sum of one hundred dollars (\$100) per share, together with a sum in the case of each share, computed at the annual dividend rate for the series of which the particular share is a part, from the date on which dividends on such share became cumulative to and including the date fixed for such distribution or payment, less the aggregate of all dividends theretofore paid thereon. If such payment shall have been made in full to the holders of the Preferred Stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the Common Stock and of any other class of stock ranking junior to the Preferred Stock according to their respective rights and preferences, and according to their respective shares. If upon any liquidation, dissolution or winding up of the affairs of the Corporation the amounts so payable are not paid in full to the holders of all outstanding shares of Preferred Stock, the holders of all series of Preferred Stock shall share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled. The consolidation or merger of the Corporation into or with any other corporation or corporations in pursuance of the laws of the State of Delaware providing for consolidation or merger, shall not be deemed a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of the foregoing provisions of this paragraph.

(e) The Preferred Stock of any series may be redeemed, in whole or in part, at the option of the Corporation, by vote of its Board of Directors, or by the operation of the sinking fund or redemption or purchase account, if any, provided for the Preferred Stock of such series, at any time, or from time to time, at the redemption price for such series fixed in accordance with the provisions of paragraph (a) of this Section 2. If less than all the outstanding shares of Preferred Stock of any series are to be redeemed, the shares to be redeemed shall be determined by lot in such manner as the Board of Directors may prescribe. Nothing herein contained shall be deemed to limit or impair the right of the Corporation, if not in default as to the payment of dividends on the outstanding Preferred Stock or interest or dividends on securities ranking prior to or *pari passu* therewith, and subject to any applicable provisions of the laws of the State of Delaware, to buy any shares of Preferred Stock at a price not exceeding the price which would be payable if said stock were then called for redemption at the option of the Corporation.

Notice of every redemption of Preferred Stock shall be mailed by or on behalf of the Corporation, addressed to the holders of record of the shares to be redeemed at their respective addresses as they shall appear on the books of the Corporation, and notice of such redemption shall also be published at least once in a newspaper printed in the English language and customarily published on each business day and of general circulation in the Borough of Manhattan, the City of New York, New York, and in one such newspaper in the City of Milwaukee, Wisconsin, such mailing and the first publication of the redemption notice to be at least thirty and not more than sixty days prior to the date fixed for redemption. No failure to mail such notice nor any defect therein or in the mailing thereof shall affect the validity of the proceedings for the redemption of any shares so to be redeemed.

The Corporation may select as its Agent to redeem the Preferred Stock so to be called for redemption a bank or trust company in good standing, organized under the laws of the United States of America or of the State of New York, doing business in the Borough of Manhattan, the City of New York, having capital, surplus, and undivided profits aggregating at least five million dollars (\$5,000,000). Following such selection, the Corporation may designate or appoint the bank so selected and deliver to it irrevocable written instructions authorizing such Agent, on behalf and at the expense of the Corporation to cause notice of redemption to be duly mailed and published as herein provided as soon as practicable after receipt of such irrevocable instructions, and in accordance with the above provisions.

All funds necessary for the redemption shall be deposited in trust in New York funds not less than two business days before the date fixed for redemption with the bank or trust company so designated,

for the pro rata benefit of the holders of the shares so called for redemption, so as to be and continue to be available therefor. If notice of redemption or irrevocable instructions therefor shall have been given as hereinbefore provided, and if on or before the redemption date specified in such notice the funds necessary for such redemption shall have been deposited in trust for such purpose with a bank or trust company as hereinbefore provided, then, from and after the date of such deposit, all rights of holders of Preferred Stock with respect to the shares so called for redemption shall cease and terminate, except—

(i) the right of the holders of such shares, upon surrender of certificates therefor, after the date of such deposit to receive the redemption price therefor, but without interest, or

(ii) the right to exercise on or before the third day preceding the date fixed for redemption, privileges of conversion or exchange, if any, not theretofore expiring,

and such shares shall no longer be deemed to be outstanding.

Such deposit in trust shall be irrevocable except that any moneys so deposited by the Corporation which shall not be required for the redemption because of the exercise of any such right of conversion or exchange subsequent to the date of deposit shall be repaid to the Corporation forthwith, and that any balance of moneys so deposited by the Corporation and unclaimed by the Preferred stockholders entitled thereto at the expiration of six years from the date fixed for redemption shall be repaid to the Corporation upon its request therefor expressed in a resolution of its Board of Directors and after any such repayment the holders of the shares so called for redemption shall look only to the Corporation for payment of the redemption price thereof.

(f) Except when otherwise herein or by statute or in accordance with the provisions of paragraph (a) of this Section 2 specifically provided, the Preferred Stock shall have no voting power; provided that if and whenever six (6) quarterly dividends thereon, whether or not consecutive, shall be unpaid, in whole or in part, then the number of directors of the Corporation shall be increased by two and the Preferred Stock, voting separately as a class, shall be entitled to elect two members of the Board of Directors at any annual meeting of stockholders or at any special meeting of stockholders called as herein provided, and such voting power shall so continue to vest in the Preferred Stock until all arrears in payment of quarterly dividends thereon shall have been paid and the dividends thereon for the current quarter shall have been declared and funds for the payment thereof set aside, and upon the happening of such event the Preferred Stock shall be divested of such voting power, but subject always to the same provisions for the vesting of such voting power in the Preferred Stock in the case of any similar future default or defaults.

At any annual meeting at which the Preferred Stock shall be entitled to elect directors or at any special meeting called as below provided, the holders of 25% of the then outstanding Preferred Stock shall be sufficient to constitute a quorum, whether present in person or by proxy, and the vote of the holders of a majority of the Preferred Stock so present at any such meeting at which there shall be such quorum shall be sufficient to elect such additional members of the Board of Directors. The persons so elected as directors, together with the directors elected by the Common Stock or other class or classes of stock having voting rights for the election of directors, shall constitute the Board of Directors of the Corporation. Whenever the Preferred Stock shall be divested of such voting power as hereinabove provided, the additional directors so elected by the Preferred Stock shall thereupon cease to be directors of the Corporation, either de facto or de jure.

At any time when such voting power shall be so vested in the Preferred Stock, unless the annual meeting is scheduled to be held within ninety (90) days after such vesting, the proper officers of the Corporation shall, upon the written request of the holders of record of at least five per cent (5%) in amount of the Preferred Stock then outstanding, addressed to the Secretary of the Corporation, call a special meeting of the holders of the Preferred Stock for the purpose of electing such additional directors. Such meeting shall be held at the earliest practicable date thereafter. If such meeting shall not be called by the proper officers of the Corporation within twenty (20) days after personal service of the above request upon the Secretary of the Corporation, or within thirty (30) days after mailing of the same within the United



States of America by registered mail addressed to the Secretary of the Corporation at its principal office (such mailing to be evidenced by the registry receipt issued by the postal authorities), then the holders of record of at least five per cent (5%) in amount of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting, and such meeting may be called by such person so designated upon the notice above provided and shall be held at the place for the holding of annual meetings of the stockholders of the Corporation. Any holder of Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing such meeting to be called pursuant to these provisions.

(g) So long as any shares of Preferred Stock are outstanding, without the affirmative vote of the holders of at least two-thirds of the Preferred Stock at the time outstanding, given in person or by proxy either in writing or at any meeting called for the purpose—

(i) The Corporation shall not have power to effect or validate the voluntary liquidation, dissolution or winding up of the Corporation, or the sale, lease or conveyance of all or substantially all of the property or business of the Corporation, or the parting with control thereof, or the consolidation or merger of the Corporation with or into any other company; provided, however, that this restriction shall not apply to, nor shall it operate to prevent, a consolidation or merger of the Corporation with or into any domestic subsidiary if none of the voting powers, rights or preferences of the Preferred Stock or the holders thereof will be adversely affected thereby, and if none of the property or business of the Corporation shall thereby become subject to the lien of any mortgage, and if the company resulting from or surviving such consolidation or merger will have authorized and outstanding, after such consolidation or merger, no stock of any class or other securities ranking prior to or on a parity with the Preferred Stock except the same number of shares of stock and the same amount of other securities with the same rights and preferences as the stock and securities of the Corporation authorized and outstanding immediately preceding such consolidation or merger, and if each holder of Preferred Stock at the time of such consolidation or merger shall receive the same number of shares, with the same rights and preferences, of the resulting or surviving company as he held of the Preferred Stock.

(ii) The Corporation shall not have power to effect or validate the amendment, alteration or repeal of any of the provisions of the Certificate of Incorporation or By-laws so as to affect adversely the voting powers, rights or preferences of the holders of the Preferred Stock; provided, however, that if such amendment, alterations or repeal of any provisions of the Certificate of Incorporation shall affect adversely the voting powers, or rights or preferences of one or more but not all series of Preferred Stock at the time outstanding, or shall unequally so affect such powers, rights or preferences of two or more series of Preferred Stock at the time outstanding, the affirmative vote of the holders of at least two-thirds of each such series so affected shall be required in addition to the affirmative vote of the holders of two-thirds of the Preferred Stock voting as a class; and provided, further, that the amendment of the provisions of the Certificate of Incorporation so as to create or authorize a new class of stock ranking junior to the Preferred Stock or so as to increase the authorized amount of the Common Stock or of any other class of stock ranking junior to the Preferred Stock, shall not be deemed to affect adversely the voting powers, rights or preferences of the holders of the Preferred Stock.

(iii) The Corporation shall not have power to effect or validate the authorization or creation, or the increase in the authorized number of shares, of any stock of any class, or any security convertible into stock of any class, ranking prior to the Preferred Stock.

(iv) The Corporation shall not permit the issue (except to the Corporation) by any domestic subsidiary of any preference stock, or any security convertible into preference stock, of such domestic subsidiary; or

(v) The Corporation shall not have power to effect or validate the sale or resale by it and shall not permit the sale or resale by any subsidiary (except to the Corporation) of any preference stock of a domestic subsidiary, or of any security convertible into shares of such preference stock, unless such

securities were acquired in good faith from a person, firm or corporation not a subsidiary at the time of the acquisition in connection with a debt previously contracted, or, unless the Corporation and its subsidiaries at the same time shall sell or otherwise dispose of all of the shares of stock of every class of such domestic subsidiary and all of the securities convertible into stock of such subsidiary, at the time held by the Corporation or by its subsidiaries.

(h) So long as any shares of Preferred Stock are outstanding, without the affirmative vote of the holders of at least a majority of the Preferred Stock at the time outstanding, given in person or by proxy either in writing or at any meeting called for the purpose, the Corporation shall not have power to effect or validate any one or more of the following:

(i) The increase in the authorized number of shares of Preferred Stock; or

(ii) The authorization or creation, or the increase in the authorized number of shares, of any stock of any class ranking on a parity with the Preferred Stock or of any security convertible into Preferred Stock or into stock of any class ranking on a parity with the Preferred Stock.

(i) For all purposes of this Section 2, the terms hereinafter defined in this paragraph shall have the following meanings:

(i) The term "subsidiary" means a corporation at least 75% of the capital stock of which having voting power for the election of Directors (either at all times or so long as no senior stock has voting power for the election of Directors because of defaulted dividends or some other default) is at the time in question owned or controlled by the Corporation, directly or indirectly through one or more subsidiaries.

(ii) "Foreign Subsidiary" means any subsidiary incorporated under the laws of the Dominion of Canada or any province or division thereof.

(iii) "Domestic Subsidiary" means any subsidiary other than a foreign subsidiary, as hereinbefore defined.

(iv) "Preference Stock" means any stock having a preference as to assets or dividends over any other class of stock of the issuing company except stock of the Corporation of a class ranking junior to the Preferred Stock.

(v) "Junior Stock" and "stock ranking junior to the Preferred Stock" means stock not entitled to receive any dividends until all dividends accrued have been paid or declared on the Preferred Stock, and also not entitled to receive any assets upon liquidation, dissolution, or winding up of the affairs of the Corporation until the Preferred Stock shall have received the entire amount to which it is entitled upon such liquidation, dissolution or winding up.

(3) Common Stock

(a) Subject to the foregoing provisions of this Article V, and not otherwise, such dividends (payable in cash, stock, or otherwise) as may be determined by the Board of Directors may be declared and paid out of funds legally available therefor upon the Common Stock from time to time.

(b) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, after payment to the holders of stock other than the Common Stock of the amounts to which they are entitled as hereinbefore provided, the holders of the Common Stock shall be entitled to share ratably in all assets then remaining subject to distribution to the shareholders.

(c) Notwithstanding any provisions of this Article V to the contrary, the rights of the Common Stock and of the holders thereof are subject to the provisions of this Article V with respect to the Preferred Stock.

(d) The holders of Common Stock shall be entitled to one vote for each of the shares held by them of record at the time for determining holders thereof entitled to vote.

ARTICLE VI

The number of shares with which the Corporation will commence business is ten shares of common stock without nominal or par value.

ARTICLE VII

The names and places of residence of each of the original subscribers to the capital stock of the Corporation and the number of shares subscribed for by each are as follows:

<u>Name</u>	<u>Residence</u>	<u>No. of shares of common stock</u>
A. L. Miller	Wilmington, Delaware	8
T. L. Fray	Wilmington, Delaware	1
A. V. Lane	Wilmington, Delaware	1

ARTICLE VIII

The Corporation is to have perpetual existence.

ARTICLE IX

The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE X

In furtherance and not in limitation of the powers conferred by the Laws of the State of Delaware, the Board of Directors is expressly authorized—

(1) To make, alter, amend, or repeal the By-Laws of the Corporation, subject to the power of the holders of stock having voting power to alter, amend or repeal the By-Laws made by the Board of Directors.

(2) To fix from time to time the amount of the profits of the Corporation to be reserved as working capital or for any other lawful purposes.

(3) To determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation except as conferred by the Laws of the State of Delaware, unless and until authorized so to do by resolution of the Board of Directors, or of the stockholders.

(4) To purchase, acquire, hold, lease, mortgage, pledge, sell and convey such property, real or personal, without as well as within the State of Delaware, as such Board of Directors may from time to time determine, and to issue or cause to be issued in payment for any property any stock, bonds or other obligations of the Corporation; provided, however, that—

(a) Where the approval of the holders of any class of stock is required under the provisions of Article V hereof, such approval shall be obtained; and

(b) The affirmative vote of the holders of at least a majority in interest of the Common Stock issued and outstanding, given at a stockholders' meeting duly called for that purpose, or the consent in writing of the holders of a majority in interest of the Common Stock, shall be obtained before any lease, mortgage, pledge, sale or conveyance is made of all or substantially all of the properties of the Corporation.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Directors may exercise all such powers and do all such acts and things as may be exercised or done by a corporation, subject, nevertheless, to the provisions of the Laws of the State of Delaware, of this Certificate and of the By-Laws of the Corporation. The members of the Board of Directors shall be entitled to reasonable directors' fees and other compensation for their personal services.

ARTICLE XI

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE XII

Subject to the provisions of Article V hereof, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this certificate and do hereby declare and certify that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth opposite our respective names and accordingly have hereunto set our hands and seals this 29th day of June, A.D., 1928.

A. L. MILLER (L.S.)

T. L. FRAY (L.S.)

A. V. LANE (L.S.)

In presence of:

HERBERT E. LATTE



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Shelby Cnty Judge of Probate, AL
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STATE OF DELAWARE }
COUNTY OF NEW CASTLE } ss.:

BE IT REMEMBERED that on this 29th day of June, A.D., 1928, personally came before me, Herbert E. Latter, a Notary Public for the State of Delaware, A. L. Miller, T. L. Fray and A. V. Lane, all of Wilmington, Delaware, all the parties to the foregoing Certificate of Incorporation known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

HERBERT E. LATTER

Notary Public

HERBERT E. LATTER

Notary Public

Appointed Feb. 24, 1927

State of Delaware

Term Two Years.



By-Laws
of
Kimberly-Clark Corporation

CAPITAL STOCK

1. CERTIFICATES

Every stockholder shall be entitled to have a certificate, in such form as the Board shall from time to time approve, signed by the Chairman of the Board, the President, the Executive Vice President or a Vice President and by the Treasurer, an Assistant Treasurer, the Secretary or an Assistant Secretary, certifying the number of shares owned by him. If such certificate is signed by a transfer agent, assistant transfer agent or transfer clerk and by a registrar, the signature of the Chairman of the Board, the President, Executive Vice President, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary may be facsimile. In case any officer who signed, or whose facsimile signature was used on any such certificate, ceases to be such officer before the certificate is delivered by the corporation, such certificate may nevertheless be adopted by the corporation and be issued and delivered as though the person who signed the certificate or whose facsimile signature was used thereon had not ceased to be such officer. During the time in which the corporation is authorized to issue more than one class of stock or more than one series of any class, there shall be set forth on the face or back of each certificate issued a statement that the corporation will furnish without charge to each stockholder who so requests, the designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof of the corporation and the qualifications, limitations or restrictions of such preferences and/or rights.

2. RECORD OWNERSHIP

A record of the name and address of the holder of each certificate, the number of shares represented thereby, and the date of issue thereof shall be made on the corporation's books. The corporation shall be entitled to treat the holder of record of any share of stock as the holder in fact thereof, and accordingly shall not be bound to recognize any equitable or other claim to or interest in any share on the part of any other person, whether or not it shall have express or other notice thereof, except as required by the laws of Delaware.

3. TRANSFER

Transfer of stock shall be made on the books of the corporation only by direction of the person named in the certificate or his attorney, lawfully constituted in writing, and only upon the surrender for cancellation of the certificate therefor and a written assignment of the shares evidenced thereby.

4. LOST CERTIFICATES

Any person claiming a stock certificate in lieu of one lost or destroyed shall give the corporation an affidavit as to his ownership of the certificate and of the facts which go to prove its loss or destruction. He shall also, if required by the Board, give the corporation a bond, in such form as may be approved by the Board, sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged loss of the certificate or the issuance of a new certificate.

5. TRANSFER AGENT; REGISTRAR

The corporation shall maintain one or more transfer offices or agencies, each in charge of a transfer agent designated by the Board, where the shares of stock of the corporation shall be transferable. The corporation shall also maintain one or more registry offices, each in charge of a registrar designated by the Board, where such shares of stock shall be registered.

6. RECORD DATE; CLOSING TRANSFER BOOKS

The Board shall have power to close the stock transfer books of the corporation for a period not exceeding fifty days preceding the date of any meeting of stockholders, payment of dividend, allotment of rights, change, conversion or exchange of capital stock, or the date of obtaining consent of stockholders for any purpose; provided, however, that in lieu of closing the stock transfer books, the Board may fix in advance a date, not exceeding fifty days preceding the date of any of the aforesaid events, as a record date for the determination of the stockholders entitled to notice of and to vote at any such meeting and any adjournment thereof, or to receive any such dividend or allotment of rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, or to give such consent, and in such case such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of and to vote at such meeting and any adjournment thereof, or to receive such dividend or allotment of rights, or to exercise such rights, or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the corporation after any such record date fixed as aforesaid.

MEETINGS OF STOCKHOLDERS

7. ANNUAL

The annual meeting of stockholders for the election of directors and the transaction of such other business as may properly be brought before the meeting shall be held at the offices of the corporation located in Winnebago County, Wisconsin, at 11:00 A.M. Central Daylight Saving Time, on the last Tuesday in August in each year. The time and place named herein for such annual meeting shall not be changed within sixty days next before the day on which the election is to be held. Notice of such change shall be given to each stockholder at least twenty days before the election is held. If the election of directors shall not be held on the day above designated for the annual meeting, the directors shall cause the election to be held as soon thereafter as conveniently may be, at a special meeting of the stockholders called for the purpose of holding such election.

8. SPECIAL

Special meetings of stockholders for any purposes which are stated in the call may, unless otherwise required by law, be called by the Board or the Chairman of the Board or the President. Special meetings shall be held at such place, within or without the State of Delaware, as may from time to time be fixed by the Board. In the event no such place has been fixed, special meetings shall be held at the offices of the corporation located in Winnebago County, Wisconsin.

9. NOTICE

Written notice of every meeting of stockholders, stating the place, day, hour and purposes thereof, shall, except when otherwise required by law, be mailed, by or at the direction of the Chairman of the Board, or the Secretary, or the person calling the meeting, at least twenty days before such meeting to each stockholder of record entitled to vote thereat.

10. QUORUM

The holders of a majority of the issued and outstanding shares of the corporation entitled to vote, present in person or represented by proxy, shall constitute a quorum, except as otherwise required by law. In the event of lack of a quorum, the chairman of the meeting or a majority in interest of the stockholders present in person or represented by proxy may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be obtained. At any such adjourned meeting at which there is a quorum, any business may be transacted which might have been transacted at the meeting originally called.

11. ORGANIZATION

The Chairman of the Board, or in his absence the President, or in his absence the Executive Vice President, or in his absence one of the Vice Presidents, in the order in which such Vice Presidents were listed in their annual

election, shall be the chairman of stockholders' meetings. The Secretary of the corporation shall be the secretary of stockholders' meetings but in his absence the chairman of the meeting may appoint a secretary.

12. VOTING

At each meeting of the stockholders, each holder of shares entitled to vote at such meeting shall, as to all matters in respect of which such shares have voting rights, be entitled to one vote in person or by written proxy for each share held of record by him. No vote upon any matter, except the election of directors, shall be by ballot unless demanded by the holders of at least 10% of the shares represented and entitled to vote at the meeting. All elections and questions shall be decided by plurality vote, except as otherwise required by the laws of Delaware.

13. JUDGES

All votes by ballot at any meeting of stockholders shall be conducted by two judges appointed by the chairman of the meeting. The judges shall decide upon the qualifications of voters, count the votes and declare the result.

14. LIST OF STOCKHOLDERS

A complete list of the stockholders entitled to vote at stockholders' meetings where directors are to be elected (arranged in alphabetical order and showing the address of each stockholder and the number of shares registered in the name of each stockholder) shall be prepared by the Secretary and filed at least ten days prior to such meeting, either at a place specified in the notice of such meeting within the city or town where such meeting is to be held, or if no such place is specified, at the place where such meeting is to be held. Such list shall be open to the examination of any stockholder and shall be produced and kept at the time and place of such meeting during the whole time thereof, and subject to the inspection of any stockholder who may be present. The original or duplicate stock ledger shall be the only evidence as to who are stockholders entitled to inspect such list.

BOARD OF DIRECTORS

15. NUMBER

The business and affairs of the corporation shall be managed by a Board of not less than eleven nor more than seventeen directors. Within said limits, the number of directors which shall constitute the whole Board shall be fixed from time to time by resolution of the Board.

16. TERM

The directors shall be elected by the stockholders at their annual meeting for a term ending upon the election of directors at the next succeeding annual meeting. A person elected as a director shall be deemed a director as of the time of such election.

17. RESIGNATION

A director may resign at any time by giving written notice to the Chairman of the Board or to the Secretary. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Acceptance of a resignation shall not be necessary to make it effective unless otherwise stated in the notice.

18. VACANCIES

Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors may be filled by a majority of the directors then in office, though less than a quorum. A director elected to fill a vacancy shall hold office until the next annual election of directors.

19. ANNUAL MEETING

A meeting of the Board, to be known as the annual Board meeting, shall be held without call or notice immediately after and at the same general place as the annual meeting of the stockholders. The annual Board meeting shall be held for the purpose of organizing the Board, electing officers, and transacting any other business that may properly come before the meeting.

20. REGULAR MEETINGS

Regular meetings of the Board may be held without call or notice at such place and at such time as shall be fixed by resolution of the Board.

21. SPECIAL MEETINGS

Special meetings of the Board may be called by the Chairman of the Board or the President, and shall be called by the Secretary upon the request in writing of not less than two of the directors then in office. Special meetings of the Board may be held at such place and at such time as shall be designated in the call thereof. Notice of special meetings of the Board shall either be mailed by the Secretary to each director at least three days before the meeting, or served upon, or telegraphed by the Secretary to, each director at least one day before the meeting. Unless otherwise provided by law, the notice need not state the purposes of the meeting.

22. PLACE OF MEETINGS

The directors may hold their meetings and have an office or offices outside of Delaware.

23. QUORUM

Except during the existence of a national emergency, one-third of the total number of directors, as fixed pursuant to these By-Laws, shall constitute a quorum for the transaction of business. During the existence of a national emergency, three directors shall constitute a quorum for the transaction of business. The action of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board. In the event of lack of a quorum, a majority of the directors present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be obtained. At any such adjourned meeting at which there is a quorum any business may be transacted which might have been transacted at the meeting originally called.

A "national emergency" for the purpose of these By-Laws shall commence with the institution of an armed attack upon the Continental United States and shall terminate upon the first to occur of either the cessation of active hostilities or the adoption, by the stockholders or directors, of a resolution declaring such termination.

24. ACTION WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board and such written consent is filed with the minutes of the proceedings of the Board.

25. ORGANIZATION

The Chairman of the Board, or in his absence the President, or in his absence the Executive Vice President (if he is a member of the Board), or in his absence one of the Vice Presidents (who is also a member of the Board), in the order in which such Vice Presidents were listed in their annual election, or, if no such Vice President is present, a director chosen by the directors present, shall act as secretary at meetings of the Board but in his absence the chairman of the meeting may appoint a secretary for the meeting.

4 ~~Chairman at meetings of the Board.~~
The Secretary shall act as

26. COMPENSATION

Directors, as such, shall not receive a salary for their services, but shall be reimbursed for expenses incurred in attending any Board meeting, and by resolution of the Board, may be allowed reasonable fees for attendance at any Board meeting. Any director may serve the corporation in any other capacity and receive compensation, including fees and expenses, for such service.

27. EXECUTIVE COMMITTEE; DESIGNATION; QUALIFICATION; TERM

At each annual meeting of the Board, the directors shall by resolution, if approved by the affirmative vote of a majority of the whole Board, designate two or more directors to constitute an Executive Committee, to serve as such (unless sooner dissolved by a majority of the whole Board) until the next annual election of directors. Members of the Executive Committee designated in accordance with the next preceding sentence shall be known as Regular Members. The Board may, by resolution, if approved by the affirmative vote of a majority of the whole Board, designate additional members of the Board to be known as Alternate Members of the Executive Committee, to serve, in the order in which the resolution so designating them provides, as members of the Executive Committee at any meeting thereof in the place and stead of any Regular Member who may be unable to attend such meeting.

28. EXECUTIVE COMMITTEE; POWERS

The Executive Committee, when the Board is not in session, shall have and exercise all of the powers of the Board in the management of the business and the affairs of the corporation, including the power to authorize the corporation's seal to be affixed to all papers which may require it, except to the extent, if any, that such authority shall be limited by these By-Laws or by the resolution appointing the Committee. The Executive Committee shall not have the powers of the Board in reference to:

- (i) amending the Certificate of Incorporation, or
- (ii) adopting a plan of merger or a plan of consolidation with another corporation or corporations, or
- (iii) recommending to the stockholders the dissolution of the corporation, or the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of the corporation, or
- (iv) amending, altering or repealing these By-Laws, or
- (v) paying dividends.

29. EXECUTIVE COMMITTEE; PROCEDURE, ETC.

The Executive Committee shall fix its own rules of procedure and shall meet where and as provided by such rules, but the presence of two members shall be necessary to constitute a quorum, and the affirmative vote of a majority of those members present shall be necessary to and shall constitute action by the Committee. Alternate Members may sit at all meetings of the Executive Committee but shall have power to vote and shall be included in determining the existence of a quorum only when filling the place of an absent Regular Member. The Executive Committee shall keep a record of its acts and proceedings and all action by it shall be reported to the Board. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if prior to such action a written consent thereto is signed by all Regular Members and such written consent is filed with the minutes of the proceedings of the Executive Committee.

30. OTHER COMMITTEES

The Board may, by resolution passed by a majority of the whole Board, designate such other committees as it from time to time may deem appropriate, provided however that no such committee shall consist of less than two directors, and further provided that the powers of any such committee shall be limited to those specified in the resolution designating the committee.

OFFICERS

31. DESIGNATION; ELECTION; QUALIFICATION

Each year at its annual meeting the Board shall elect a Chairman of the Board, a President, an Executive Vice President, a Secretary and a Treasurer, and it may also from time to time elect additional Vice Presidents (one or more of whom may be Senior Vice Presidents), a Comptroller, and such other officers including Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers, and Assistant Comptrollers, as it may deem necessary. No officer, except the Chairman of the Board and the President need be a director, and no person shall hold more than two offices at any one time.

32. TERM

The term of each officer, whenever elected, shall be until the election of officers at the next annual meeting of the Board.

33. DUTIES

The officers shall have such powers and perform such duties as are prescribed in these By-Laws, or, in the case of an officer whose powers and duties are not so prescribed, as may be assigned by the Board or delegated by or through the Chairman of the Board.

34. RESIGNATION

Any officer may resign at any time by giving notice to the Chairman of the Board, the President, or the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. Acceptance of a resignation shall not be necessary to make it effective unless otherwise stated in the notice.

35. REMOVAL

Any officer may be removed by the Board at any time with or without cause.

36. VACANCIES

A vacancy in any office may be filled for the unexpired portion of the term in the same manner as provided for election to such office.

37. CHAIRMAN OF THE BOARD

The Chairman of the Board shall be the chief executive officer of the corporation and, subject to the Board, shall be in general and active charge, control and supervision over the management and direction of the business, property and affairs of the corporation.

He shall preside at all meetings of the stockholders and the Board. He shall keep the Board fully informed, and shall freely consult it, concerning the business of the corporation in his charge.

He shall, subject to these By-Laws, have authority to:

(i) appoint or approve the appointment of employees to various posts and positions in the corporation bearing titles designated or approved by him and to prescribe their authority and duties, which may include the authority to appoint subordinates to various other posts and positions: and

(ii) remove or approve the removal of employees so appointed; and

(iii) sign, execute and acknowledge, in the name and on behalf of the corporation, all deeds, mortgages, bonds, notes, debentures, contracts, leases, reports and other documents and instruments, except where the signing or execution thereof by some other officer or employee of the corporation shall be ex-

pressly authorized and directed by law, or by the Board, or by these By-Laws. Unless otherwise provided by law, or by these By-Laws, or by the Board, he may authorize in writing filed with the Secretary, any officer, employee, or agent of the corporation to sign, execute and acknowledge, in the name and on behalf of the corporation and in his place and stead, any or all such documents and instruments.

He shall have such other authority and perform such other duties as are incident to the office of chief executive officer and as may be prescribed from time to time by the Board and these By-Laws.

38. PRESIDENT

The President shall have such powers and perform such duties as may be assigned to him by the Board or as may be delegated to him by the Chairman of the Board.

He shall have authority to sign, execute and acknowledge in the name and on behalf of the corporation, all deeds, mortgages, bonds, notes, debentures, stock certificates, contracts, leases, reports and other documents and instruments, except where the signing or execution thereof by some other officer or employee shall be expressly authorized and directed by law, or by the Board, or by the Chairman of the Board or by these By-Laws.

In the absence or disability of the Chairman of the Board or in case of an unfilled vacancy in that office, the President shall perform the duties and exercise the powers of the Chairman of the Board.

39. EXECUTIVE VICE PRESIDENT

The Executive Vice President shall have such powers and perform such duties as may be assigned to him by the Board, or as may be delegated to him by the Chairman of the Board.

He shall have authority to sign, execute and acknowledge in the name and on behalf of the corporation, all deeds, mortgages, bonds, notes, debentures, stock certificates, contracts, leases, reports and other documents and instruments, except where the signing or execution thereof by some other officer or employee shall be expressly authorized and directed by law, or by the Board, or by the Chairman of the Board or by these By-Laws.

In the absence or disability of the President, or in case of an unfilled vacancy in that office, the Executive Vice President shall perform the duties and exercise the powers of the President.

40. VICE PRESIDENTS

Each Vice President shall have such powers and perform such duties as may be assigned to him by the Board or as may be delegated to him by or through the Chairman of the Board. In the absence or disability of the Executive Vice President, or in case of an unfilled vacancy in that office, the Vice Presidents, in the order in which they are listed in their election, shall perform the duties of the Executive Vice President.

41. SECRETARY

The Secretary shall:

(i) attend and keep the minutes of all meetings of the stockholders, the Board, and of such committees as he may be directed by the Board; and

(ii) have custody of the corporate seal and all corporate records (including transfer books and stock ledgers), contracts, papers, instruments, documents and books of the company except those required to be kept by the Treasurer or the Comptroller; and

(iii) sign such documents and instruments as require his signature when approved in accordance with these By-Laws, and to such documents he shall affix the corporate seal when necessary; and

(iv) see that notices are given and records and reports are properly kept and filed by the corporation as required by these By-Laws or as required by law; and

(v) in general, have such other powers and perform such other duties as are incident to the office of Secretary and as may be assigned to him from time to time by or through the Chairman of the Board.

42. TREASURER

The treasurer shall:

(i) have responsibility for the custody and safekeeping of all funds and securities of the corporation; and

(ii) receive and have authority to sign receipts for all moneys paid to the corporation and shall deposit the same in the name and to the credit of the corporation in such banks or depositaries as the Board shall approve; and

(iii) when necessary or proper, endorse for collection on behalf of the corporation all checks, drafts, notes and other obligations payable to it; and

(iv) disburse the funds of the corporation only upon vouchers duly processed by the Controller or his duly authorized representative and under such rules and regulations as the Board may from time to time adopt; and

(v) keep full and accurate accounts of the transactions of his office in books belonging to the corporation; and

(vi) render as the Board may direct an account of his transactions; and

(vii) in general, have such other powers and perform such other duties as are incident to the office of Treasurer and as may be assigned to him from time to time by order of the Chairman of the Board.

43. COMPTROLLER

The Comptroller shall:

(i) have custody and charge of the corporation's books of account, except those required by the Treasurer in keeping record of the work in his office; and

(ii) have supervision of such subsidiary accounting records as may be kept in divisional offices; and

(iii) have access to all books of account and records, including the Secretary's and the Treasurer's records, for purpose of audit and for obtaining information necessary to verify or complete the records of his office; and

(iv) have the responsibility for processing vouchers for payment by the Treasurer; and

(v) make periodic audits of all corporation funds and securities; and

(vi) in general, shall have such other powers and perform such other duties as may be assigned to him from time to time by order of the Chairman of the Board.

MISCELLANEOUS

44. OFFICES

The principal office of the corporation in the State of Delaware shall be located at No. 100 West Tenth Street, Wilmington, New Castle County, Delaware, and the name of the resident agent in charge thereof shall be The Corporation Trust Company. The corporation may have such other offices as the Board may from time to time determine. The books of the corporation may be kept outside the State of Delaware.

45. SEAL

The corporation's seal shall be circular in form with the words "KIMBERLY-CLARK CORPORATION—DELAWARE" around the periphery and words "1928—CORPORATE SEAL" within.

46. FISCAL YEAR

The fiscal year of the corporation shall begin on May 1 of each year.

47. ANNUAL REPORT

At least fifteen days in advance of the annual meeting of stockholders, but not later than three months after the close of the fiscal year, the Board shall publish and submit to the stockholders a summary of the consolidated income of the corporation and its consolidated subsidiaries for the previous fiscal year and a condensed consolidated balance sheet of the corporation and its consolidated subsidiaries at the end of the previous fiscal year.

48. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a director or officer of the corporation, or of any other company which he serves as a director or officer at the request of the corporation, and/or by reason of his alleged acts or omissions as such director or officer, whether or not he continues to be such officer or director, at the time when any such claim or liability is asserted, and shall reimburse each such director and officer for all legal and other expenses reasonably incurred by him in connection with defending against any such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board, whether or not he continues to be such director or officer at the time such expenses are incurred; provided, however, that no director or officer shall be indemnified against any claim or liability arising out of his own negligence or willful misconduct or shall be indemnified against or reimbursed for any expenses incurred in defending against any such claim or liability, or in settling the same unless in the judgment of directors of the corporation the director or officer against whom such claim or liability is asserted has not been guilty of negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

49. RELIANCE ON RECORDS

Each director and officer shall in the performance of his duties be fully protected in relying in good faith upon the books of account or reports made to the corporation by any of its officials, or by an independent certified public accountant, or by an appraiser selected with reasonable care by the Board, or in relying in good faith upon other records of the corporation.

50. INSPECTION OF BOOKS.

The directors shall determine from time to time whether, and, if allowed, when and under what conditions and regulations the accounts and books of the corporation (except such as may by statute be specifically open to inspection) or any of them, shall be open to the inspection of the stockholders, and the stockholders' rights in this respect are and shall be restricted and limited accordingly.

51. TRANSACTIONS WITH CORPORATION

No contract or other transaction between this corporation and one or more of its directors, officers or stockholders or between this corporation and any other corporation, firm or association in which one or more of its officers, directors or stockholders are officers, directors or stockholders shall be either void or voidable:

(i) if at a meeting of the Board or committee authorizing or ratifying the contract or transaction there is a quorum of persons not so interested and the contract or other transaction is approved by a majority of such quorum, or

(ii) if the contract or other transaction is ratified at an annual or special meeting of stockholders, or

(iii) if the contract or other transaction is just and reasonable to the corporation at the time it is made.

52. RATIFICATION

Any transaction questioned in any stockholders' derivative suit on the ground of lack of authority, defective or irregular execution, adverse interest of director, officer or stockholder, non-disclosure, miscomputation, or the application of improper principles or practices of accounting may be ratified before or after judgment, by the Board or by the stockholders in case less than a quorum of directors are qualified; and, if so ratified, shall have the same force and effect as if the questioned transaction had been originally duly authorized, and said ratification shall be binding upon the corporation and its stockholders and shall constitute a bar to any claim or execution of any judgment in respect of such questioned transaction.

53. VOTING OF STOCKS

Unless otherwise ordered by the Board, the Chairman of the Board shall have full power and authority, in the name and on behalf of the corporation, to attend, act and vote at any meeting of stockholders of any company in which the corporation may hold shares of stock, and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such shares and which as the holder thereof, the corporation might possess and exercise if personally present, and may exercise such power and authority through the execution of proxies or may delegate such power and authority to any other officer, agent or employee of the corporation.

54. NOTICE

Any notice required to be given by these By-Laws may be given personally or it may be given in writing by depositing the notice in the post office or letter box in a postpaid envelope directed to such address as appears on the books of the corporation, or in default of other address, to the general post office in Wilmington, New Castle County, Delaware. Such notice shall be deemed to be given at the time of mailing.

55. WAIVER OF NOTICE

Whenever any notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

56. DISPENSING WITH NOTICE

No notice need be given to any person with whom communication is made unlawful by any law of the United States or any rule, regulation, proclamation or executive order issued under any such law.

57. AMENDMENTS

No change of the time or place for the annual meeting of the stockholders for the election of directors shall be made except in accordance with the Statutes of the State of Delaware in such case made and provided.

No amendments, additions or alterations shall be made to these By-Laws, or any new by-laws adopted, which will be inconsistent or conflict with any of the provisions of the Certificate of Incorporation.

Except as hereinabove provided in this By-Law No. 57, the By-Laws of the corporation may be amended, added to, rescinded or repealed at any meeting of the Board or of the stockholders, provided notice of the meeting containing notice of the proposed change is given.

RPB 149 357



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Shelby Cnty Judge of Probate, AL
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State of Alabama

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