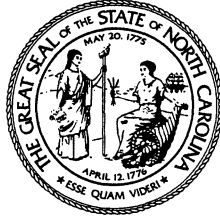


STATE OF NORTH CAROLINA



Department of The
Secretary of State

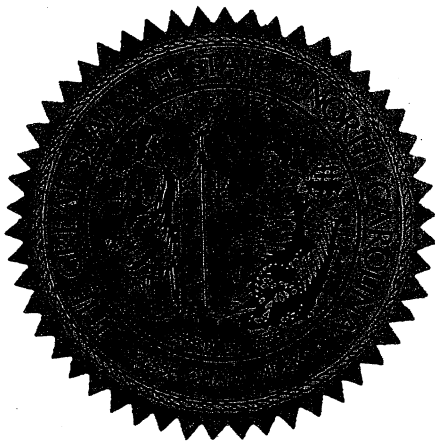
To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION
OF
PULP AND PAPER FOUNDATION, INC.

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 29th day of July, 1997.



Elaine F. Marshall

Secretary of State

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ARTICLES OF AMENDMENT
OF
PULP AND PAPER FOUNDATION, INC.

0-011886

FILED

9:00 Am

OCT 29 1996

EFFECTIVE

JANICE H. FAULKNER
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to § 55A-10-05 of the General Statutes of North Carolina, the undersigned corporation (the "Corporation") hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

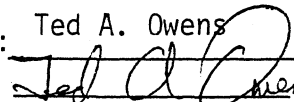
1. The name of the Corporation is: Pulp and Paper Foundation, Inc.
2. A new paragraph 11 is added to the Articles of Incorporation which reads as follows:

"11. Except to the extent that the North Carolina General Statutes prohibit such limitation or elimination of liability of Directors for breaches of duty, no Director of the Corporation shall have any personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a Director. No amendment to or repeal of this paragraph 11 shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. The provisions of this paragraph 11 shall not be deemed to limit or preclude indemnification of a Director by the Corporation for any liability that has not been eliminated by the provisions of this paragraph."

3. The date of adoption of the amendment was October 10, 1996, 1996.
4. The amendment was duly approved by the members as required by Chapter 55A of the General Statutes of North Carolina.
5. These articles will be effective upon filing.

This the 10th day of October, 1996.

PULP AND PAPER FOUNDATION, INC.

By: Ted A. Owens
 President

155220

77-10
Nov 19 4 51 PM 1970
TERRY HULSE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PULP AND PAPER FOUNDATION, INC.

For the purpose of effecting an amendment to its Certificate of Incorporation, pursuant to the provisions of Chapter 55A of the General Statutes of North Carolina, Pulp and Paper Foundation, Inc.

states as follows:

1. The name of the corporation is PULP AND PAPER FOUNDATION, INC.
2. The Certificate of Incorporation of the

corporation is hereby amended as follows:

(a) Paragraphs 3 and 4 of the Certificate of Incorporation are amended by deleting the words "The North Carolina State College of Agriculture and Engineering of the University of North Carolina" wherever the same shall appear therein and substituting in lieu thereof the words "North Carolina State University at Raleigh."

(b) A new Paragraph shall be added to the Certificate of Incorporation which shall be entitled Paragraph 10, and which shall read as follows:

"10. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now

3. This amendment was adopted by the members of the corporation at a meeting held on the 6th day of November, 1970. A quorum of members was present and such amendment was unanimously adopted by the members present.

IN WITNESS WHEREOF, said corporation has caused these Articles of Amendment of Certificate of Incorporation to be executed by its President, attested by its Secretary, and its corporate seal affixed hereunto this 6th day of November, 1970.

ATTEST:

PULP AND PAPER FOUNDATION, INC.

Rudolph Fote
Secretary

BY Robert J. Leaky
President

STATE OF NORTH CAROLINA

COUNTY OF WAKE

This 6th day of November, 1970, personally came before me, Shirley M. Ennis, a Notary Public in and for the County and State aforesaid, Robert J. Leaky and Rudolph Fote who, being by me duly sworn, say that they are the President and Secretary, respective of Pulp and Paper Foundation, Inc.; that the seal affixed to the foregoing instrument in writing is the corporate seal of the corporation, and that said writing was signed and sealed by them in behalf of said corporation by its authority duly given, and that the statements contained therein are true. And the said President and Secretary acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this 6th day of November, 1970.

Shirley M. Ennis
Notary Public

My Commission expires:

1-13-71

exist or as they may hereafter be amended.

"The corporation shall have no power to declare dividends, and no part of its net earnings shall enure to the benefit of any member or director of the corporation or to any other private shareholder or individual. The corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

"In the event of the dissolution of the corporation, either voluntary or involuntary, all assets and property which remain after the discharge of the corporation's liabilities shall be paid over or distributed by the Board of Directors to North Carolina State University at Raleigh, and shall be used or distributed for no other object or purpose whatsoever.

"This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; provided, however, that under no circumstances shall these Articles of Incorporation be amended so that the corporation may operate other than exclusively for religious, charitable, scientific, literary or educational purposes, or so that any member or director or any other private individual may participate in the distribution of the earnings, funds or properties of this corporation."

73437

CERTIFICATE OF INCORPORATION
OF
PULP AND PAPER FOUNDATION, INC.

This is to certify that we, the undersigned, do hereby associate ourselves into a corporation under and by virtue of the laws of the State of North Carolina, and to that end do hereby set forth:

1. The name of the corporation is Pulp and Paper Foundation, Inc.
2. The location of the principal office of the corporation is in the City of Raleigh, in Wake County, North Carolina, but it may have one or more branch offices and places of business at other places in the State of North Carolina.
3. The objects and purposes for which the corporation is formed are to aid and promote, by financial assistance and otherwise, all types of education and research in the field of pulp and paper in the School of Forestry at the North Carolina State College of Agriculture and Engineering of the University of North Carolina, at Raleigh, North Carolina.
4. In order to properly prosecute the objects and purposes hereinbefore set out, the corporation shall have full power to receive donations, bequests, and devices; to purchase, lease and otherwise acquire and hold and to sell, donate and otherwise dispose of all kinds of property, real, personal and mixed; to pay in full or to supplement the salary or salaries of any person or persons engaged in any phase of education or research in the School of Forestry at the said North Carolina State College of Agriculture and Engineering of the University of North Carolina; to donate all or any part of the equipment, materials or other facilities incident to any such education or research; and generally to do any and all acts and things which may be deemed necessary and expedient for the development, expansion and extension of education and research at or through the said School of Forestry at North Carolina State College of

Agriculture and Engineering of the University of North Carolina.

5. The corporation is a non-profit, charitable and educational corporation and has no capital stock, and its conditions for membership are as follows: that members shall include such persons, firms and corporations as shall meet the terms and conditions for the membership as prescribed from time to time by the by-laws of the corporation.

6. The management of the corporation and of its properties shall be vested in a Board of Directors which shall have full power and authority from time to time, without the assent or vote of the members, to make, alter, amend and rescind the by-laws of the corporation; to make rules and regulations prescribing the terms and conditions for membership in the corporation; and to sell, donate or otherwise dispose of any and all of the property of this corporation, real, personal or mixed, in furtherance of any of the objects and purposes for which the corporation is formed. The number of directors of the corporation shall be provided for and determined by the by-laws of the corporation.

7. The period of existence of the corporation is unlimited.

8. No director of the corporation shall receive any compensation whatever for or in connection with his services as such director or as an officer of the corporation.

9. The names and post office addresses of the incorporators and original members of the corporation are as follows:

Dwight J. Thomson	Seal	Hamilton, Ohio
John E. Ray, III	Seal	Franklin, Virginia
Edwin H. Graves	Seal	Petersburg, Virginia
Reuben B. Robertson, Sr.	Seal	Canton, North Carolina
H. A. Helder	Seal	Canton, North Carolina
A. M. Fairbrother	Seal	Candler, North Carolina
H. Y. Charbonnier	Seal	Savannah, Georgia
Carl T. Welte	Seal	Canton, North Carolina
A. P. Yundt	Seal	Franklin, Virginia
Charles Huestis	Seal	Norwich, Connecticut
H. D. Hinman	Seal	Georgetown, South Carolina
Ian P. Sim	Seal	Georgetown, South Carolina
George F. McCrea	Seal	Chillicothe, Ohio
J. R. Buchanan	Seal	Sylva, North Carolina

In Witness whereof, we have hereunto set our hands
and affixed our seals, this the ___ day of November, 1954.

Hugh G. Thomas *Seal* Hamilton Ohio
 John E. Ray 3rd *Seal* ~~Franklin, Va~~
 Edwin H. Graves *Seal* ~~Petersburg Va~~
~~Reuben D. Roberts *Seal* ~~Clinton N.C.~~~~
 H.A. ~~Weller~~ *Seal* ~~Clinton N.C.~~
 A.M. Garbroth *Seal* ~~Clinton N.C.~~
 H. Harbourn *Seal* ~~Clinton N.C.~~
 Carl T. ~~Walt~~ *Seal* ~~Clinton N.C.~~
 R. ~~Yundt~~ *Seal* ~~Franklin, Va.~~
~~_____~~ *Seal* ~~Clinton N.C.~~
 H.D. ~~Hirmer~~ *Seal* ~~Greystown S.C.~~
 Sam P. ~~Sim~~ *Seal* ~~Greystown, D.C.~~
 George F. ~~McCrea~~ *Seal* ~~Clinton, Va.~~
 J.R. ~~Buchanan~~ *Seal* ~~Clinton N.C.~~

Subscribed and sworn to by the above named individuals before me
 this 19th day of November 1954.

Charles F. Goodno

Notary Public
 My commission expires April 3, 1956

FILED
 NOV 26 1954
THAD EURE
 SECRETARY OF STATE