

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

International Paper Company

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is International Paper Company

SECOND: The name which it elects to use in Rhode Island is International Paper Company

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

THIRD: It is incorporated under the laws of New York

FOURTH: The date of its incorporation is June 23, 1941 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 220 East 42nd Street, New York, New York

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are guaranteeing \$1 million Rhode Island Port Authority and Economic Development Corporation Bonds for machinery at subsidiary of International Paper Company located in Rhode Island.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
Attachment A	Director	Attachment A
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
72,000,000	Common Stock	-	\$2.50
400,000	Cumulative \$4 Preferred Stock	-	No par
15,000,000	Serial Preferred Stock	-	\$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is: (as of 9/30/76)

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
46,659,959	Common	-	\$2.50
52,293	Cumulative \$4 Preferred	-	No par
None	Serial Preferred	-	\$1.00

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 123.6 million

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 3.4 billion (approx.)

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ None

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$3.5 billion (approx.)

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ None

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 13, 1976 International Paper Company
[Exact Corporate Name of Corporation Making Application]

By *W J Lurie*
Executive
~~ICEX~~ Vice President
and *F. W. Brown*
Its Asst Secretary

STATE OF New York }
COUNTY OF New York } Sc.

At New York in said County on the 13th day
of December 19 76 before me personally appeared
F. Winifred Brown, who being by me first duly sworn, declared that
he is the Assistant Secretary of International Paper Company
that he signed the foregoing document as such Assistant Secretary of the
corporation, and that the statements therein contained are true.

Cheryl A. LaFlamme
Notary Public

(NOTARIAL SEAL)

CHERYL A. La FLAMME
Notary Public, State of New York
No. 31-9321114
Qualified in New York County
Commission Expires March 30, 1978

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