

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

Taylor Box Company

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Taylor Box Company

SECOND: The shareholders of the corporation on June 29,, 1978, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

FIFTH: The TOTAL amount of capital stock of said corporation with par value shall be ten thousand (\$10,000) dollars as follows, viz: Preferred stock in the amount of ten thousand (\$10,000) dollars, to be divided into one hundred (100) shares of the par value of one hundred (\$100) dollars each.

The TOTAL number of shares of capital stock authorized, without par value, shall be Two Thousand (2000) shares as follows, viz: Two Thousand (2000) shares of Common stock, without par value.

Description of several classes of stock, including terms on which they are created, and voting rights of each, viz:

\$10,000 of 6% Cumulative, non-participating Preferred Stock, divided into 100 shares of the par value of \$100 each, callable at any time upon affirmative vote of 2/3 of the common stock issued and outstanding at \$105 per share plus all accumulated unpaid dividends to the close of the preceding calendar year and at 6% pro rated from such date to the date of call; Preferred stock is without voting rights but is fully preferred, with all unpaid accumulations, over the common in liquidation; Cannot be sold or transferred unless first offered in writing to the company at the call price; company has 30 days after receipt of notice to accept surrender and pay for same, failing which the stock may thereafter be sold and transferred by the holder.

2000 shares of Common Stock without par value, having sole voting rights; cannot be sold or transferred unless first offered to the company at seller's lowest price; company has 30 days after receipt of notice to accept and pay for same, failing which the stock may thereafter be sold and transferred by the holder.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 643; and the number of shares entitled to vote thereon was 643

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common (no par value)	600
Preferred (\$100 par value)	43

FIFTH: The number of shares voted for such amendment was 643; and the number of shares voted against such amendment was 0

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common	600	0
Preferred	43	0

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (if no change, so state)

No change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (if no change, so state)

No change

Dated July 7, 1928

TAYLOR BOX COMPANY
By Martin B. Field
Its Martin S. Field President
and Martin S. Field
Its Martin S. Field Secretary

STATE OF RHODE ISLAND

COUNTY OF *BRISTOL*

} Sc.

At *Barrington* in said county on this *7th* day of
July, 197*8*, personally appeared before me *Martin B.*
Shedd, who, being by me first duly sworn, declared that he is the President
of *Taylor Box Company*

that he signed the foregoing document as *President* of the
corporation, and that the statements therein contained are true.

Harold Lamson Notary Public
Notary Public

(NOTARIAL SEAL)

My Commission Expires June 30, 1981

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