

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM498705

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Buckeye Corrugated, Inc.		08/21/2018	Corporation: OHIO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Buckeye Corrugated, Inc.		
<b>Street Address:</b>	822 Kumho Drive		
<b>Internal Address:</b>	Suite 400		
<b>City:</b>	Fairlawn		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	44333		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4930649	BCI	
<b>Registration Number:</b>	3317986	BUCKEYE CORRUGATED, INC BCI	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9374436635		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Email:</b>	ipdocket@thompsonhine.com		
<b>Correspondent Name:</b>	Thompson Hine LLP		
<b>Address Line 1:</b>	10050 Innovation Drive		
<b>Address Line 2:</b>	Suite 400		
<b>Address Line 4:</b>	Dayton, OHIO 45342-4934		
<b>NAME OF SUBMITTER:</b>	Ashley L. Pecora		
<b>SIGNATURE:</b>	/Ashley L. Pecora/		
<b>DATE SIGNED:</b>	11/19/2018		
<b>Total Attachments: 6</b>			
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# Delaware


The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF AN OHIO CORPORATION UNDER THE NAME OF "BUCKEYE CORRUGATED, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2018, AT 8:15 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

7025091 8100F  
SR# 20186266445

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

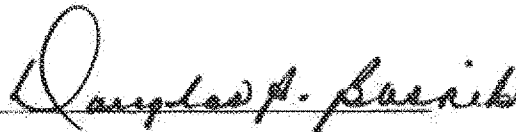
Authentication: 203280739  
Date: 08-21-18

**TRADEMARK**  
**REEL: 006539 FRAME: 0237**

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Ohio.
- 2.) The jurisdiction immediately prior to filing this Certificate is Ohio.
- 3.) The date the Non-Delaware Corporation first formed is 9/8/1999.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Buckeye Corrugated, Inc.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Buckeye Corrugated, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 21st day of August, A.D. 2018.

By: 

Name: Douglas A. Bosnik  
Print or Type

Title: Chief Executive Officer  
Print or Type

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BUCKEYE CORRUGATED, INC." FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2018, AT 8:15 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

7025091 8100F  
SR# 20186266445

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203280739  
Date: 08-21-18

**TRADEMARK**  
**REEL: 006539 FRAME: 0239**

CERTIFICATE OF INCORPORATION

OF

BUCKEYE CORRUGATED, INC.

**Article One: Name.** The name of the corporation is Buckeye Corrugated, Inc. (the “Corporation”).

**Article Two: Registered Office.** The Corporation’s registered office in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, ZIP Code 19801. The registered agent in charge thereof is The Corporation Trust Company.

**Article Three: Purpose.** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**Article Four: Authorized Shares.** The total number of shares of all classes of capital stock that the Corporation is authorized to issue is 3,000,000 shares of Common Stock, each with \$0.00001 par value (“Common Stock”). Of the shares of Common Stock, 1,500,000 are hereby designated “Class A Common Stock” and 1,500,000 are hereby designated “Class E Common Stock”.

**Article Five: Incorporator.** The name and mailing address of the incorporator are as follows:

Name	<u>Douglas A. Bosnik</u>
Mailing Address	<u>822 Kumho Drive, Suite 400</u> <u>Fairlawn, Ohio 44333</u>

**Article Six: Voting.** Each issued and outstanding share of Common Stock shall entitle the holder thereof to notice of, and the right to vote at, any meeting of the Corporation’s stockholders. No person entitled to vote on the election of the Corporation’s directors may cumulate any of the votes such person is entitled to cast unless required to do so by applicable law at the time of such election.

**Article Seven: Board of Directors.** The management of the business and the conduct of the affairs of the Corporation shall be vested in the Corporation’s board of directors. In addition to the powers and authority expressly conferred upon the Corporation’s board of directors by statute or by the Corporation’s certificate of incorporation or bylaws, the Corporation’s board of directors are hereby empowered to exercise all powers, and do all acts, as may be exercised or done by the Corporation. Unless and except to the extent that the Corporation’s bylaws shall so require, the election of the Corporation’s directors need not be by written ballot.

**Article Eight: Bylaws.** In furtherance and not in limitation of the powers conferred by statute, the Corporation’s board of directors is expressly authorized to adopt, amend or repeal the Corporation’s bylaws or adopt new bylaws for the Corporation without any action on the part of the Corporation’s stockholders. Notwithstanding that set forth in the immediately preceding sentence, all or any of the Corporation’s bylaws so adopted or amended by the Corporation’s board of directors may be amended, altered or repealed by the Corporation’s stockholders.

**Article Nine: Certain Business Combinations.**

**A. Defined Terms.**

1. **“Beneficial Owner”** means any person, as determined by a majority of the Disinterested Directors, who or that (a) holds Common Stock directly or indirectly and/or (b) has the right to vote Common Stock pursuant to any proxy, agreement, arrangement or understanding.

2. **“Interested-Party Business Combination”** means (a) any merger or consolidation of the Corporation with any Interested Stockholder or with any other person who or that is or, after such merger or consolidation, would be, an Interested Affiliate, (b) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of related transactions) of substantially all of the Corporation’s assets to or with any Interested Stockholder or with any other person who or that is or, after such sale, lease, exchange, mortgage, pledge, transfer or other disposition, would be, an Interested Affiliate, (c) the sale or other issuance by the Corporation (in one transaction or a series of related transactions) of any of the Corporation’s capital stock to any Interested Stockholder or to any other person who or that is or, after such issuance or transfer, would be, an Interested Stockholder or an Interested Affiliate or (d) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of any Interested Stockholder or any other person who or that is or, after such liquidation or dissolution, would be, an Interested Affiliate.

3. **“Disinterested Director”** means any member of the Corporation’s board of directors who is not affiliated with an Interested Stockholder or Interested Affiliate.

4. **“Exempt Business Combination”** means any Interested-Party Business Combination (a) that is approved by a majority of the Disinterested Directors, (b) where the aggregate value of the consideration to be received per share by each holder of Common Stock is greater than the Fair Market Value per share of Common Stock on the date on which such Interested-Party Business Combination is first publicly announced and (c) where the consideration to be received by each holder of Common Stock is in the same form as the consideration to be received by each Interested Stockholder in such Interested-Party Business Combination.

5. **“Fair Market Value”** means the fair market value as of the applicable date as determined by the Corporation’s board of directors in good faith.

6. **“Interested Affiliate”** means any person, as determined by a majority of the Disinterested Directors, who or that is affiliated with an Interested Stockholder.

7. **“Interested Stockholder”** means any person, as determined by a majority of the Disinterested Directors, who or that (a) is the Beneficial Owner of twenty percent (20%) or more of the issued and outstanding shares of Common Stock or (b) was, within the two-year period immediately prior to the date of such determination by the Disinterested Directors, was the Beneficial Owner of ten (10%) or more of the issued and outstanding shares of Common Stock.

**B. Approval Required.** In addition to any affirmative vote required by law and/or the Corporation’s certificate of incorporation, notwithstanding the fact that a lesser percentage may be specified by law or otherwise, the Corporation may not be authorized to proceed with any Interested-Party Business Combination other than an Exempt Business Combination without such Interested-Party Business Combination being approved by the holders of at least sixty-seven percent (67%) of the issued and outstanding shares of Common Stock. For the avoidance of doubt, the Corporation may be

authorized to proceed with any Exempt Business Combination if such Exempt Business Combination is approved by the affirmative vote required by law and/or the Corporation's certificate of incorporation.

**C. Interpretation.** A majority of the Disinterested Directors shall have the power and authority to interpret the terms and provisions of this Article Nine.

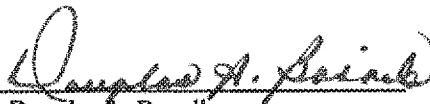
**D. No Effect on Fiduciary Obligations of Interested Shareholders.** Nothing contained in this Article Nine shall be construed to relieve any Interested Stockholder from his, her or its fiduciary obligations to the Corporation and/or its stockholders.

**E. Amendment; Repeal.** Notwithstanding any other provisions of the Corporation's certificate of incorporation or bylaws (and notwithstanding the fact that a lesser percentage may be specified by law, the Corporation's certificate of incorporation or bylaws), the affirmative vote of the holders of at least sixty-seven percent (67%) of the issued and outstanding shares of Common Stock shall be required to amend or repeal, or adopt any provisions inconsistent with the provision of this Article Nine.

**Article Ten: Amendment.** The Corporation reserves the right to amend or repeal any provision set forth, from time to time, in the Corporation's certificate of incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred upon the Corporation's stockholders or directors are granted subject to this reservation.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this certificate of incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 21st day of August, 2018.

By:  
Name:  
Title:

  
\_\_\_\_\_  
Douglas A. Bosnik  
\_\_\_\_\_  
Incorporator