

22-00040

**COMBINED WRITTEN CONSENT OF  
THE SOLE STOCKHOLDER AND BOARD OF DIRECTORS OF  
SONTARA OLD HICKORY INC.  
TO ACTION IN LIEU OF ANNUAL MEETING**

The undersigned, being the sole stockholder of the issued and outstanding voting common stock and being all of the directors (the “Directors”) of Sontara Old Hickory Inc., a Delaware corporation (the “Corporation”), do hereby adopt, consent to and approve in writing the following resolutions by signing written consent thereto in lieu of holding a special meeting, as permitted by Section 141(f) and 228 of the Delaware General Corporation Law and by the Bylaws of the Corporation.

**Change of Name of Corporation to Glatfelter Sontara Old Hickory, Inc.**

WHEREAS, the Directors deem it advisable and in the best interests of the Corporation to change its legal name to *Glatfelter Sontara Old Hickory, Inc.* (the “Name Change”) and have recommended the Name Change to the Stockholder.

NOW, THEREFORE, BE IT RESOLVED, that the Name Change be, and hereby is, approved by the Directors and the Stockholder; and

FURTHER RESOLVED, that the officers of the Corporation (the “Authorized Officers”, including, without limitation, Jill L. Urey, as Secretary of the Corporation), be, and each of them hereby is, authorized and empowered, in the name of, for and on behalf of the Corporation, to make, execute and deliver, or cause to be delivered, for filing with the Delaware Secretary of State, a Certificate of Amendment effecting the Name Change and setting forth therein the following resolution, which is hereby adopted and approved in its entirety by the Directors and the Stockholder:

*RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article 1 thereof so that, as amended, said Article shall be and read as follows:*

*“1. The name of the Corporation (hereinafter called the “Corporation”) is Glatfelter Sontara Old Hickory, Inc.”*

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name of, for and on behalf of the Corporation, to execute, deliver and/or file all such other documents and to make such remittances as they may determine are necessary in order to effectuate the Name Change with the Delaware Secretary of State and throughout the Corporation’s business operations, including, without limitation, the filing of such amendments as are necessary in all states in which the Corporation is qualified to transact business as a foreign entity, each such execution, delivery or filing to constitute conclusive evidence of such Authorized Officers’ final approval thereof; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name of, for and on behalf of the Corporation, to execute, deliver, and submit for filing as required by law any applications for fictitious or assumed business name as they from time to time determine are advisable or necessary for the

Corporation's business operations, and to make such remittances as they determine are advisable or necessary for such filings, each of such documents to be in such form as such Authorized Persons shall approve, their execution and delivery thereof to be deemed conclusive evidence of such approval; and

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized and empowered, in the name of, for and on behalf of the Corporation, to take all such further actions and steps and to make all such payments as such authorized person shall determine are necessary or advisable in order to effectuate the intent of the foregoing resolutions, the execution, delivery and performance of such documents and the taking of such actions by the Authorized Persons to be deemed conclusive evidence of such final approval; and

FURTHER RESOLVED, that all actions taken and decisions made prior to the date hereof by the Authorized Persons or any of the Directors in connection with the Name Change be, and each hereby is in all respects, ratified, confirmed and approved as the acts and deeds of the Corporation.


The undersigned, by executing this Consent in the space provided below, do hereby direct that this document be filed with the minutes and proceedings of the Corporation, and agree that the actions set forth in the foregoing preambles and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the undersigned. Without otherwise limiting the generality of the foregoing, the resolutions hereinabove set forth shall be as effective as if adopted by unanimous vote of the undersigned at a meeting called pursuant to notice, all as required by the statutes of Delaware governing same, and as required by the Bylaws of the Corporation, at which meeting each of the undersigned was present in person.

This consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same consent.



This action is effective as of the 10 day of March, 2022.

**SOLE STOCKHOLDER:**

**PHG Tea Leaves, Inc.**

By:   
Name: Jill L. Urey  
Title: Vice-President  
Date: Mar 12, 2022

**BOARD OF DIRECTORS:**

  
Christopher W. Astley  
  
Ramesh Shettigar (Mar 11, 2022 07:57 EST)  
Ramesh Shettigar

[SIGNATURE PAGE TO  
COMBINED WRITTEN CONSENT OF  
THE SOLE SHAREHOLDER AND BOARD OF DIRECTORS OF  
SONTARA OLD HICKORY INC.  
TO ACTION IN LIEU OF SPECIAL MEETING]

# 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 AMENDMENT OF "SONTARA OLD HICKORY INC.", CHANGING ITS NAME FROM "SONTARA OLD HICKORY INC." TO "GLATFELTER SONTARA OLD HICKORY, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 2022, AT 10:05 O`CLOCK A.M.*

  
Jeffrey W. Bullock, Secretary of State

5543519 8100  
SR# 20221002894

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

Authentication: 202929963  
Date: 03-16-22

**STATE OF DELAWARE**  
**CERTIFICATE OF AMENDMENT**  
**of**  
**CERTIFICATE OF INCORPORATION**

**SONTARA OLD HICKORY INC.**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors ("Board") of the Corporation, by the unanimous consent of its members, filed with the minutes of the Board duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable, and calling a special meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof number "1" so that, as amended, said Article shall be and read as follows:

"1. The name of the corporation is Glatfelter Sontara Old Hickory, Inc. (the "Corporation")."

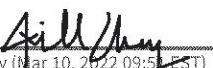
**SECOND:** That thereafter, pursuant to resolutions of its Board of Directors, in lieu of a meeting and vote of the sole stockholder, the sole stockholder has given its written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That this Certificate of Amendment of the Certificate of Incorporation shall be effective upon filing with the Secretary of State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused this certificate to be signed this 10 day of March, 2022.

**SONTARA OLD HICKORY INC.**

By:   
Jill L. Urey (Mar 10, 2022 09:51 EST)  
Jill L. Urey, Secretary



**Tre Hargett**  
Secretary of State

**Division of Business Services**  
**Department of State**  
State of Tennessee  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

Glatfelter Sontara Old Hickory, Inc.  
STE 600  
4350 CONGRESS ST  
CHARLOTTE, NC 28209-4953

April 1, 2022

### Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

**Control # : 764417**      Status: Active  
Filing Type: For-profit Corporation - Foreign

#### Document Receipt

Receipt # : 007124286	Filing Fee:	\$20.00
Payment-Account - #71708 CAPITAL FILING SERVICE, INC , NASHVILLE, TN		\$20.00

Amendment Type: Application for Amended Certificate of Authority      Image # : B1163-3246  
Filed Date: 04/01/2022 10:39 AM

This will acknowledge the filing of the attached application for amended certificate of authority with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett  
Secretary of State

Processed By: Stephanie Booker

Field Name	Changed From	Changed To
Filing Name	Sontara Old Hickory Inc.	Glatfelter Sontara Old Hickory, Inc.

## APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY FOR-PROFIT CORPORATION (ss-4435)



Business Services Division  
**Tre Hargett, Secretary of State**  
**State of Tennessee**  
 312 Rosa L. Parks AVE, 6th FL.  
 Nashville, TN 37243-1102  
 (615) 741-2286  
 Filing Fee: \$20.00

For Office Use Only

**FILED**

Pursuant to the provisions of T.C.A. § 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is: Sontara Old Hickory Inc.  
 If different, the name under which the certificate of authority is to be obtained is: Glatfelter Sontara Old Hickory, Inc.

2. The state or country under whose law it is incorporated is: Delaware

3. The date of its incorporation is 06 / 02 / 2014 and the period of duration, if other than perpetual, is \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Month Day Year Month Day Year

4a. The complete street address of its principal office is: ☒ Change

Physical Street Address: 326 Swinging Bridge Road

City: Old Hickory State: Tennessee Zip Code: 37138

4b. The mailing address (if different from the physical street address) is:

Mailing Street Address: 326 Swinging Bridge Road

City: Old Hickory State: Tennessee Zip Code: 37138

5. The name and complete address of the registered agent and office located in the state of Tennessee is: ☒ Change

Registered Agent name: Corporation Service Company

Address: 2908 Poston Avenue

City: Nashville State: TN Zip Code: 37203 County: Davidson

6. List the names and complete business addresses of each of its current officers: (Attach separate sheet if necessary.)

Name: Christopher W. Astley

Business Address: 4350 Congress Street, Suite 600

City: Charlotte State: North Carolina Zip Code: 28209

Name: Wolfgang Laures

Business Address: 4350 Congress Street, Suite 600

City: Charlotte State: North Carolina Zip Code: 28209

7. List the names and complete business addresses of its current board of directors: (Attach separate sheet if necessary.)

Name: Christopher W. Astley

Business Address: 4350 Congress Street, Suite 600

City: Charlotte State: North Carolina Zip Code: 28209

Name: Jill L. Urey

Business Address: 4350 Congress Street, Suite 600

City: Charlotte State: North Carolina Zip Code: 28209

8. If applicable, this corporation has the additional designation of:

9. The corporation is for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:

(Not to exceed 90 calendar days) Effective Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ Time: \_\_\_\_\_  
Month Day Year

**NOTE:** This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is formed. The certificate shall not bear a date of more than two (2) month prior to the date the application is successfully filed in Tennessee.

Mar 10, 2022

Signature Date

  
 Signature

Secretary

Signer's Capacity

Jill L. Urey

Name (printed or typed)

\*Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.

**Application for Amended Certificate of Authority for  
Sontara Old Hickory Inc.**

6. Names and complete business addresses of each of its current officers: (continued)

Ramesh Shettigar, 4350 Congress Street, Suite 600, Charlotte, NC 28209

Jill L. Urey, 4350 Congress Street, Suite 600, Charlotte, NC 28209

7. Names and complete business address of its current board of directors: (continued)

Ramesh Shettigar, 4350 Congress Street, Suite 600, Charlotte, NC 28209

# Delaware

The First State

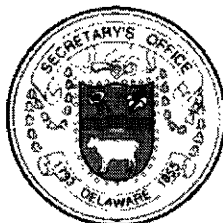
Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLATFELTER SONTARA OLD HICKORY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF MARCH, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GLATFELTER SONTARA OLD HICKORY, INC." WAS INCORPORATED ON THE SECOND DAY OF JUNE, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

5543519 8300

SR# 20221069750

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

Authentication: 202953332

Date: 03-18-22

B1163-3248 04/01/2022 10:39 AM Received by Tennessee Secretary of State Tre Hargett



March 25, 2022

Department of the Treasury  
Internal Revenue Service  
Ogden Utah 84201-0013

**Re: Notice of Change of Name of:  
Sontara Old Hickory Inc., to  
Glatfelter Sontara Old Hickory, Inc.  
FEIN: 47-1028391**

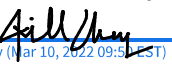
Dear Sir/Madam:

This letter is to provide notice that **Sontara Old Hickory Inc.** changed its name to **Glatfelter Sontara Old Hickory, Inc.**, effective as of March 15, 2022. A copy of the Certificate of Amendment on record with the Delaware Secretary of State is attached. Please change your records to reflect this change of company name.

Thank you for your prompt attention to our request. Please do not hesitate to contact me if you have any questions or need further information.

Very truly yours,

Sontara Old Hickory Inc.

By:   
Jill L. Urey (Mar 10, 2022 09:51 EST)  
Jill L. Urey, Secretary

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By:   
Jill L. Urey (Mar 10, 2022 09:51 EST)  
Jill L. Urey, Secretary

7020 3160 0002 2899 9532

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