



## C E R T I F I C A T E

**THIS IS TO CERTIFY** that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

**INDUSTRIAL PACKAGING ALLIANCE OF NORTH AMERICA**

**IN WITNESS WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of the **10th** day of **January, 2003**.

David Clark  
DIRECTOR

Elizabeth O. Kim  
Administrator  
Business Regulation Administration

  
\_\_\_\_\_  
Patricia E. Grays  
Superintendent of Corporations  
Corporations Division

hony A. Williams  
Mayor

**ARTICLES OF INCORPORATION  
OF  
INDUSTRIAL PACKAGING ALLIANCE OF NORTH AMERICA**

TO:  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
BUSINESS REGULATION ADMINISTRATION  
CORPORATIONS DIVISION  
914 NORTH CAPITOL STREET, N.E.  
WASHINGTON, D.C. 20002

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the District of Columbia Nonprofit Corporation Act (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

**FIRST:** The name of the corporation is "INDUSTRIAL PACKAGING ALLIANCE OF NORTH AMERICA" (the "Corporation").

**SECOND:** The period of duration of the Corporation is perpetual.

**THIRD:** The Corporation is organized and shall be operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), and, in particular, for the following purposes:

To promote the business interests of entities that provide and are engaged in the business of the manufacture and supply of industrial containers, or the provision of goods or services to the industrial container industry; and

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated in these Articles of Incorporation, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

In furtherance and not in limitation of the general powers conferred by the laws of the District of Columbia and the objects and purposes set forth in these Articles of Incorporation, it is expressly provided that to such extent as a nonprofit corporation organized under the District of Columbia Nonprofit Corporation Act may now or in the future lawfully do, the Corporation shall have the power to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated in these Articles, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges that a corporation may now or in the future be authorized to do or to exercise under the

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District of Columbia Nonprofit Corporation Act or under any act amending, supplementing or substituting for that Act.

The provisions of this Third Article shall be construed both as purposes and powers and each as an independent purpose and power. The specific purposes and powers enumerated above shall, except when otherwise provided in this Third Article, in no way be limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code or the corresponding provision of any future United States internal revenue law.

**FOURTH:** The Corporation shall have members.

**FIFTH:** The designation of the class or classes of members and the qualifications and rights conferred on the membership shall be prescribed by the By-laws of the Corporation, as amended from time to time.

**SIXTH:** The directors of the Corporation shall be elected or appointed as provided in the By-laws of the Corporation, as amended from time to time.

**SEVENTH:** Provisions for the regulation of the internal affairs of the Corporation are as follows:

- (1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in the Third Article hereof.
- (2) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(6) of the Code, or cause it to lose such exempt status.

**EIGHTH:** The address, including street and number, of the initial registered office of the corporation is c/o C T Corporation System, 1025 Vermont Avenue, N.W., Washington, D.C. 20005, and the name of its initial registered agent at such address is C T Corporation System.

**NINTH:** The number of directors constituting the initial board of directors is five (5), and the names and addresses, including street and number, of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are:

Ronald L. Brown  
Greif Bros. Corporation  
366 Greif Parkway  
Delaware, OH 43015

Daniel W. Miller  
Russell-Stanley Corporation  
685 Route 202/206  
Bridgewater, NJ 08807-1762

John F. Herrick, Jr.  
Cleveland Steel Container  
Corporation  
1840 Enterprise Parkway  
Twinsburg, OH 44087

David E. Pinion  
Mauser-Hoover Packaging,  
LLC  
2001 Westside Parway, S-115  
Alpharetta, GA 30004

John A. McQuaid  
1101 14th Street, N.W., S-1020  
Washington, D.C. 20005

**TENTH:** The names and addresses, including street and number, of each incorporator are:

Ken Kirschner  
Kelley Drye & Warren LLP  
101 Park Avenue  
New York, NY 10178

John J. Lynagh  
Kelley Drye & Warren LLP  
101 Park Avenue  
New York, NY 10178

Wayne N. Cohen  
Kelley Drye & Warren LLP  
101 Park Avenue  
New York, NY 10178

Ken Kirschner, Incorporator

John J. Lynagh, Incorporator

Wayne N. Cohen, Incorporator

STATE OF NEW YORK ) SS.:

The undersigned, a Notary Public in and for the State of New York, does hereby certify that on this 7th day of January, 2003, personally appeared before me Ken Kirschner, John J. Lynagh and Wayne N. Cohen, who, being by me first duly sworn, declared that they signed the foregoing Articles of Incorporation as incorporators of the proposed Corporation named therein, and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date aforesaid.

Linda M. Smith  
Notary Public

Commission expires: 2/6/03

(notarial seal)

LINDA M. SMITH  
NOTARY PUBLIC, State of New York  
No. 60-4946775  
Qualified in Westchester County  
Certificate Filed in New York County  
Commission Expires Feb. 6, 2003