

CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
BOISE CASCADE CORPORATION

Adopted September 2, 1958

Boise Cascade Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), does hereby certify as follows:

(1) That the following amendments of the Certificate of Incorporation of the Corporation, as heretofore amended, have been duly adopted in accordance with the provisions of Section 242 of Title 8 of the Delaware Code:

Article Fourth of the Certificate of Incorporation of the Corporation is hereby amended in the following respects:

(a) The first paragraph is amended to read as follows:

"FOURTH: The total number of shares of all classes which the corporation shall have authority to issue is 1,736,800, of which 1,700,000 shares of the par value of Ten Dollars (\$10) each, amounting in the aggregate to \$17,000,000, shall be common stock (hereinafter referred to as "common shares"), and 36,800 shares of the par value of Fifty Dollars (\$50) each, amounting in the aggregate to \$1,840,000 shall be preferred stock (hereinafter referred to as "preferred shares")."

(b) Subparagraph (f) is amended to read as follows:

"(f) No holder of shares of any class of the corporation or holder of any security or obligation convertible into shares of any class of the corporation shall have any preemptive right whatever to subscribe for, purchase or otherwise acquire shares of the corporation of any class, heretofore or by this amendment authorized."

(2) That the capital of the corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, Boise Cascade Corporation has caused its corporate seal to be hereunto affixed and the Certificate to be signed by its President and Assistant Secretary this 2nd day of September, 1958.

BOISE CASCADE CORPORATION

By R. V. Hansberger
President

By E. A. Aitchison
Assistant Secretary

BOISE CASCADE CORPORATION
1931
Corporate Seal
Delaware

STATE OF IDAHO)
) SS
COUNTY OF ADA)

BE IT REMEMBERED, that on this 2nd day of September, 1958, personally came before me, I. A. Anderson a Notary Public in and for the County and State aforesaid, R. V. Hansberger, President of Boise Cascade Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing Certificate, known to me personally to be such, and he, the said R. V. Hansberger, duly executed said Certificate before me and acknowledged the said Certificate to be his act and deed and the act and deed of said corporation, and that the signature of the said President and of the Assistant Secretary of said corporation to the foregoing Certificate are in the handwriting of said President and Assistant Secretary, respectively, of said corporation, and that the seal affixed to said Certificate is the corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said Certificate was duly authorized by the Board of Directors and stockholders of said corporation.

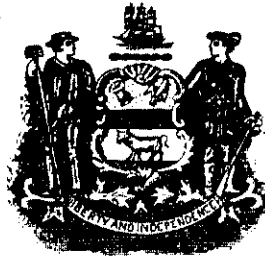
IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the day and year aforesaid.

I. A. Anderson
Notary Public

My commission expires Nov. 20, 1958

I. A. ANDERSON
NOTARY PUBLIC
STATE OF IDAHO

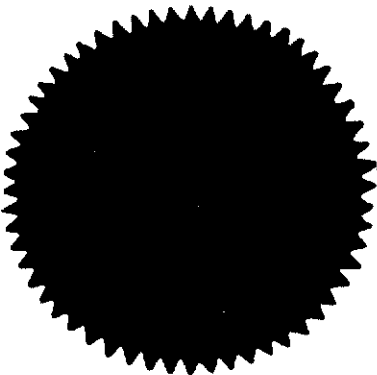
State of Delaware



Office of Secretary of State.

I, George J. Schulz, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "BOISE CASCADE CORPORATION", as
received and filed in this office the fourth day of September,
A.D. 1958, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this fourth day
of September in the year of our Lord
one thousand nine hundred and fifty-eight.



George J. Schulz
Secretary of State

M. D. Tomlinson

Ass't. Secretary of State