

CERTIFICATE OF AMENDMENT
OF

CHANDLER CORPORATION

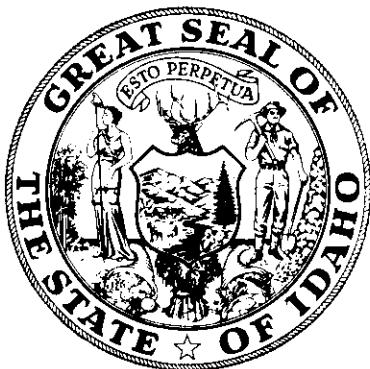
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

CANFOR U.S.A. CORPORATION

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ July 25 , 19 84 .



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
CHANDLER CORPORATION

'84 JUL 25 PM 3 11

Articles of Amendment of the Articles of Incorporation of CHANDLER CORPORATION are herein executed by said corporation, pursuant to the provisions of Section 30-1-61 of the Idaho Code, as follows:

SECRETARY OF STATE

1. The name of the corporation is CHANDLER CORPORATION.
2. Article "First" of the Articles of Incorporation of said corporation is amended by deletion and substitution therefor of the following provision:

"FIRST

The name of the corporation is CANFOR U.S.A. CORPORATION."

3. The date of the adoption of said amendment by the stockholder of said corporation is July 24, 1984.

4. The number of shares outstanding of the said corporation is one million five hundred (1,000,500) shares of \$1.00 par value Common stock and nine thousand five hundred (9,500) shares of \$1.00 par value nonvoting redeemable 5% noncumulative Preferred stock.

5. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

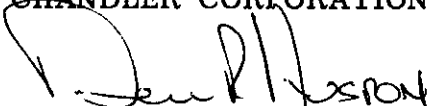
<u>Class</u>	<u>No. of Shares</u>
Common	1,000,500


6. The number of shares of each class entitled to vote thereon as a class, voted for and against such amendment, respectively, was:

<u>Class</u>	<u>No. of Shares</u>
Common	For: 1,000,500 Against: 0

DATED this 25th day of July, 1984.

CHANDLER CORPORATION


Dennis R. Huston, President


T. A. Elliott, Secretary

STATE OF IDAHO)

: ss.

County of Ada)

Dennis R. Huston and T. A. Elliott, being first duly sworn, on oath depose and say that they are the President and Secretary, respectively, of Chandler Corporation, an Idaho corporation, and, as such, are authorized to and do make this verification for and on its behalf; that they have read the above and foregoing Articles of Amendment to the Articles of Incorporation, know the contents thereof, and believe the same to be true.

Dennis R. Huston

T. A. Elliott

SUBSCRIBED AND SWORN to before me this 25th day of July,
1984.

Margaret A. Dwyer
Notary Public for Idaho
Residing at: Boise