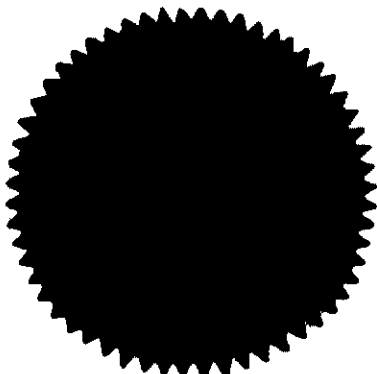




Office of Secretary of State

I, John N. McDowell, 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 Agreement of Merger between the "POTLATCH YARDS, INC."
and "BOISE CASCADE CORPORATION", under the name of "BOISE CASCADE
CORPORATION", as received and filed in this office the first day
of July, A.D. 1957, at 12:30 o'clock P.M.

*In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ first _____ day
of _____ July _____ in the year of our Lord
one thousand nine hundred and _____ fifty-seven.*



John N. McDowell

Secretary of State
M. D. Tomlinson

Asst. Secretary of State

AGREEMENT OF MERGER

OF

POTLATCH YARDS, INC.

WITH AND INTO

BOISE CASCADE CORPORATION

Boise Cascade Corporation continuing as the surviving corporation

AGREEMENT OF MERGER entered into this 28th day of May, 1957 (hereinafter called "this agreement"), by and between BOISE CASCADE CORPORATION, a corporation of the State of Delaware (hereinafter sometimes called "Boise Cascade"), and POTLATCH YARDS, INC., a corporation of the State of Delaware (hereinafter sometimes called "Potlatch Yards"), and their respective boards of directors (which two corporations are hereinafter sometimes called the "constituent corporations"),

WITNESSETH:

The authorized shares of Boise Cascade consist of 1,500,000 common shares of the par value of \$10.00 each and 36,800 preferred shares of the par value of \$50.00 each, of which, as of June 3, 1957, 1,235,970 common shares were outstanding and 14,250 common shares were held in the treasury of Boise Cascade, and 36,800 preferred shares were outstanding.

The authorized shares of Potlatch Yards consist of 100,000 shares of common stock of the par value of \$5.00 each, 99,360 shares of which, at the date hereof, were outstanding.

The constituent corporations and their respective boards of directors deem it to be advisable and for the best interest of each of said corporations and its shareholders that Potlatch Yards be merged with and into Boise Cascade as authorized by and pursuant to the laws of the State of Delaware (said merger being hereinafter referred to as "the merger"),

NOW, THEREFORE, in consideration of the premises and the mutual agreements and provisions herein contained, and in order to prescribe the terms and conditions of the merger, the mode of carrying the same into effect and the manner of converting the shares of the constituent corporations into shares of the corporation surviving such merger, and to state such other provisions with respect to the merger as are deemed necessary or desirable, the parties hereto AGREE as follows:

ARTICLE ONE

Potlatch Yards, Inc. shall be merged with and into Boise Cascade Corporation to form a single corporation on the effective date of the merger as hereinafter defined. Boise Cascade Corporation shall continue in existence as the corporation surviving the merger, and as such is hereinafter sometimes called the "surviving corporation." The surviving corporation shall be governed by the laws of the State of Delaware.

ARTICLE TWO

The certificate of incorporation of Boise Cascade as heretofore amended shall upon the effective date of the merger be and it hereby is amended to read as follows:

FIRST: The name of this corporation is BOISE CASCADE CORPORATION

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

(a) To engage in and carry on the business of acquiring, owning, buying, selling, leasing, mortgaging and exchanging timber and timber lands, and in manufacturing, distributing, marketing or otherwise dealing in timber and lumber and all of the various products thereof, and to carry on in any capacity any business pertaining to, or which in the judgment of the company may at any time be convenient and lawfully conducted in conjunction with, any of the matters aforesaid.

(b) To acquire, own, lease, occupy, use or develop any lands containing timber or containing coal, iron, manganese, stone or any other ores or minerals of any nature, or oil or any wood lands or any other lands for any purposes.

(c) To erect, install and operate lumber mills, saw mills, paper mills, smelters or any other mills or manufacturing plants of any nature. To construct, operate and equip private logging railroads to be used and operated only for the purpose of carrying on the business of this corporation and not as a public carrier.

(d) To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

(e) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(f) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names.

(g) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess

and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(h) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(i) To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(j) To loan to any person, firm or corporation any of its surplus funds, either with or without security.

(k) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(l) To have one or more offices and to carry on all or any of its operations and business in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

(m) Without restriction or limit as to amount to purchase or otherwise acquire, hold, own, improve, convert, mortgage, sell, lease, convey or otherwise dispose of or deal in, as a real estate agent, builder, contractor or otherwise, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

(n) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The total number of shares of all classes which the corporation shall have authority to issue is 1,536,800, of which 1,500,000 shares of the par value of Ten Dollars (\$10) each, amounting in the aggregate to \$15,000,000, 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").

The designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof are as follows:

(a) The holders of preferred shares shall be entitled to receive, when and as declared by the Board of Directors, from the surplus or net profits of the corporation, cash dividends at the annual rate of 5% of par value and no more, payable semi-annually on June 1st and December 1st, and such dividends shall be cumulative on and after the date of issue. No dividend shall be declared or be paid upon the common shares unless dividends on all outstanding preferred shares for all past semiannual dividend periods and for the current semiannual dividend period shall have been paid or declared and set aside for payment.

(b) The holders of preferred shares shall be entitled to receive, on voluntary or involuntary liquidation or dissolution of the corporation, the par value of their shares plus all accumulated and unpaid dividends before any distribution of the assets of the corporation shall be made with respect to the common shares. After such payment has been made with respect to the preferred shares, all remaining assets available for distribution to shareholders shall be distributed ratably to and only to the holders of the common shares.

(c) Each preferred share shall be subject to redemption at the option of the corporation at any time, on not less than thirty (30) nor more than sixty (60) days' written notice to the holder thereof, by the payment of its par value plus accumulated and unpaid dividends thereon. If the corporation shall then have deposited the redemption price with a bank or trust company in the city of Yakima or Seattle, Washington or Boise, Idaho, the holder of such share shall cease to be a stockholder with respect to such share after the redemption date stated in the notice, and his rights thereafter shall be limited to the right to receive payment therefor upon the surrender of the certificate or certificates representing such share, or the right, if any then exists, to convert such shares into common shares as hereafter is provided. The Board of Directors shall have full power and authority, subject to the provisions herein contained, to prescribe the manner in which, and the terms and conditions upon which, such preferred shares may be redeemed from time to time. The preferred share or shares so redeemed shall be retired and cancelled and shall not thereafter be reissued. In the event of the redemption of less than all of such preferred shares, the determination of the specific shares to be redeemed shall be made by lot.

(d) Each preferred share shall be convertible, in the manner prescribed by the Board of Directors subject to the provisions herein contained, at any time until July 1, 1972 into common shares at the option of its holder on the following basis:

(1) If the option is exercised on or prior to June 30, 1962, into two common shares;

(ii) If the option is exercised after June 30, 1962 and on or prior to June 30, 1967, into one and one-half common shares (no fractional shares shall be issued but equitable provision shall be made therefor);

(iii) If the option is exercised after June 30, 1967 and on or prior to June 30, 1972, into one common share.

In the event of redemption, this option to convert must be exercised with respect to the share or shares so to be redeemed by written notice to the corporation delivered at its principal office in Boise, Idaho within thirty (30) days after the date of the sending of the notice of redemption. In the event that the outstanding common shares of the corporation are changed by any stock dividend, stock split or combination of shares, the Board of Directors shall provide for an equitable adjustment in the amount of common shares into which each preferred share is convertible.

(e) Each holder of common shares of the corporation shall be entitled to one vote for each common share held by him for all purposes at all meetings of the shareholders and, except as hereinafter provided or otherwise made mandatory by law, all voting power of the shareholders shall be vested in the common shares. In the event the unpaid accumulated dividends on the preferred shares shall at any time equal or exceed Five Dollars (\$5) per share, each holder of preferred shares shall thereafter be entitled to one vote for each preferred share held by him at all meetings of the shareholders that may be held thereafter until all preferred dividends for all past semiannual dividend periods and for the current semiannual dividend period shall have been paid or declared and set aside for payment, in which event the preferred shares shall cease to have any right to vote except as provided above.

(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, now authorized.

FIFTH: The amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:

<u>Names</u>	<u>Residences</u>
C. S. Peabbles	Wilmington, Delaware
L. E. Gray	Wilmington, Delaware
H. H. Snow	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

TENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them, and/or between this corporation and its stockholders or any class of them, any Court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this corporation, as the case may be, and also on this corporation.

ELEVENTH: Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the Board of Directors.

TWELFTH: In all elections for directors, each shareholder shall have the right to cast as many votes in the aggregate as shall equal the number of shares so held by him, multiplied by the number of directors to be voted for, and he may distribute the total of such votes as he may desire among directors to be elected. All elections of directors shall be by voice vote, rather than by ballot, unless by resolution adopted by the majority vote of the stockholders represented at the meeting, the election of directors by ballot is required.

THIRTEENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The certificate of incorporation of Boise as so amended shall continue to be the certificate of incorporation of the surviving corporation until further amended as provided by law, and the surviving corporation reserves the right to effect further amendments thereof in the manner now or hereafter prescribed by the laws of the State of Delaware.

ARTICLE THREE

The by-laws of Boise Cascade in effect immediately prior to the effective date of the merger shall continue in effect as the by-laws of the surviving corporation, unless and until amended or repealed in the manner provided by law and said by-laws.

ARTICLE FOUR

Initially the Board of Directors of the surviving corporation shall consist of the persons who are directors of Boise Cascade immediately prior to the effective date of the merger and they shall hold office until the annual meeting of shareholders next succeeding the effective date of the merger or until the election and qualifications of their respective successors.

ARTICLE FIVE

The manner and basis of converting or otherwise dealing with the shares of each of the constituent corporations are as follows:

(a) Each share of Boise Cascade which is issued and outstanding or in the treasury of Boise Cascade immediately prior to the effective date of the merger shall continue to be one fully paid and non-assessable share of the surviving corporation.

(b) Each two shares of common stock of Potlatch Yards which are issued and outstanding immediately prior to the effective date of the merger and all rights in respect thereof shall be converted, by virtue of the merger and on the effective date thereof and without any action on the part of the holder thereof, into one fully paid and non-assessable share of common stock of the par value of \$10.00 each of the surviving corporation, subject to the condition that in lieu of the issuance of fractional shares resulting from such conversion, the surviving corporation shall purchase for cash each fractional share interest which any shareholder of Potlatch Yards would otherwise be entitled to receive at a price equal to the same fraction of the fair value per share of the surviving corporation on the effective date of the merger.

(c) After the effective date of the merger the holders of certificates representing shares of Potlatch Yards which shall have been converted as aforesaid, except holders who shall have objected to the merger and demanded the fair value of their shares as provided by law, shall be entitled to receive, against the surrender of their certificates for exchange and in full satisfaction of all rights evidenced thereby, certificates representing the number of shares of common stock of the surviving corporation into which the shares evidenced by the surrendered certificates shall have been converted as aforesaid and any cash to which they may have become entitled for any fractional share. Until so surrendered, each certificate representing shares of common stock of Potlatch Yards which shall have been converted into shares of the surviving corporation shall be deemed for all corporate purposes to evidence ownership of the number of shares of the surviving corporation into which the same shall have been converted as set forth above; provided, however, that until the holder of such certificate shall have surrendered the same for exchange as aforesaid, no dividend payable to holders of record of shares of the surviving corporation as of any date subsequent to the effective date of the merger shall be paid to such holder with respect to the shares of the surviving corporation represented by such certificate, but upon surrender of such certificate for exchange as aforesaid there shall be paid to the person in whose name a certificate or certificates for shares of the surviving corporation are issued therefor the amount of dividends which shall have theretofore become payable with respect to the number of shares of the surviving corporation represented by the certificate or certificates so issued.

ARTICLE SIX

On the effective date of the merger,

(a) The constituent corporations shall become one corporation, which shall be Boise Cascade Corporation, the surviving corporation, and the separate existence of Potlatch Yards shall cease, except insofar as continued by statute;

(b) the surviving corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises as well of a public as of a private nature of both of the constituent corporations; and all property, real, personal and mixed, of both of the constituent corporations, and all debts due on whatever account to either of them, including subscriptions, if any, for shares, and all other things in action belonging to either of the constituent corporations shall be taken and be deemed to be transferred to and vested in, or shall continue to be vested in, the surviving corporation, without further act or deed, and shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations; and the title to any real estate, or any interest therein, vested in either of the constituent corporations, shall not revert or be in any way impaired by reason of the merger;

(c) the surviving corporation shall thence forth be responsible for all the liabilities and obligations of both of the constituent corporations in the same manner as if the surviving corporation had itself incurred such liabilities and obligations, but the liabilities of the constituent corporations or of their shareholders, directors or officers shall not be affected, nor shall the rights of the creditors thereof, or of any person dealing with any of the constituent corporations, or any liens upon the property thereof (limited in lien to the property subject thereto immediately prior to the effective date of the merger) be impaired by

the merger, and any claim existing or action or proceeding pending by or against either of the constituent corporations may be prosecuted to judgment as if the merger had not taken place, or the surviving corporation may be proceeded against or substituted in its place, all as provided in the laws of the State of Delaware.

ARTICLE SEVEN

This agreement shall be submitted to the shareholders of both of the constituent corporations at meetings separately called for the purpose, and the merger shall become effective upon the approval of this agreement and the merger herein provided for by the requisite vote of the shareholders of each of said corporations and the signing, acknowledgment, filing and recording of such documents as may be required under the laws of the State of Delaware.

ARTICLE EIGHT

Anything herein or elsewhere to the contrary notwithstanding, this agreement and the merger herein provided for may be terminated and abandoned at any time before it becomes effective as provided in Article Seven, without action by shareholders of either constituent corporation, (a) by mutual consent of the Boards of Directors of both of the constituent corporations or (b) by action of the Board of Directors of either of the constituent corporations taken in accordance with any agreement between the constituent corporations in existence at the time of such action.

ARTICLE NINE

For the convenience of the parties and to facilitate the filing and recording of this agreement, any number of counterparts may be executed, and each such executed counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, the undersigned directors, being a majority of the Board of Directors of each of the constituent corporations and having voted in favor of entering into the foregoing merger agreement at director's meetings of the respective constituent corporations duly called and regularly held for that purpose, have signed their names hereto and have caused the respective corporate seals of the constituent corporations to be affixed hereto, on the 28th day of May, 1957.

Gilbert H. Osgood

R. V. Hansberger

E. R. Titecomb

Warren H. Bean

J. D. Bronson

William D. Eberle

David E. Bronson

A. Carl Helmholtz

Lester W. Lewis

Glen A. Lloyd

Frank D. McCulloch

S. B. Moser

Constituting a majority of the Board of Directors of Boise
Cascade Corporation

Boise Cascade Corporation

1931

Corporate Seal

Delaware

Fred W. Davis

Samuel H. Brown

John H. Hauberg, Jr.

John J. Pascoe

George F. Jewett, Jr.

Theodore H. Smyth

Constituting a majority of the Board of Directors of Potlatch
Yards, Inc.

Potlatch Yards, Inc.

Corporate Seal

Delaware

I, E. A. AITCHISON, Assistant Secretary of Boise Cascade Corporation, hereby certify as such Assistant Secretary and under the seal of that corporation, that the foregoing Agreement of Merger, after having been first duly signed by a majority of the directors of each of the constituent corporations, was duly submitted to the shareholders of Boise Cascade Corporation at a special meeting of said shareholders called separately by the Board of Directors for the purpose of considering and taking action upon said Agreement of Merger, which meeting was regularly held on the 26th day of June, 1957, pursuant to waiver of notice or notice duly given to each shareholder; and the holders of more than two-thirds of the total issued and outstanding shares of said corporation being duly represented thereat, a vote was taken by ballot for the adoption or rejection of said Agreement of Merger, and the holders of more than two-thirds of the total number of shares of its capital stock voted by ballot in favor of the adoption of said Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary and affixed the corporate seal of Boise Cascade Corporation this 29th day of June, 1957.

E. A. Aitchison
Assistant Secretary
Boise Cascade Corporation

Boise Cascade Corporation
1931
Corporate Seal
Delaware

I, W. E. EVENSON, Secretary of Potlatch Yards, Inc., hereby certify as such Secretary and under the seal of that corporation, that the foregoing Agreement of Merger, after having been first duly signed by a majority of the directors of each of the constituent corporations, was duly submitted to the shareholders of Potlatch Yards, Inc. at a special meeting of said shareholders called separately by the Board of Directors for the purpose of considering and taking action upon said Agreement of Merger, which meeting was regularly held on the 26th day of June, 1957, pursuant to notice duly given to each shareholder; and the holders of more than two-thirds of the total issued and outstanding shares of said corporation being duly represented thereat, a vote was taken by ballot for the adoption or rejection of said Agreement of Merger, and the holders of more than two-thirds of the total number of shares of its capital stock voted by ballot in favor of the adoption of said Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary and affixed the corporate seal of Potlatch Yards, Inc. this 26th day of June, 1957.

W. E. Evenson
Secretary of Potlatch Yards, Inc.

Potlatch Yards, Inc.
Corporate Seal
Delaware

IN WITNESS WHEREOF, each of the constituent corporations has caused its President or Vice President, and Secretary or Assistant Secretary to sign their names hereto and to affix its corporate seal hereto as of the date of the foregoing certification by its Secretary or Assistant Secretary.

BOISE CASCADE CORPORATION

Boise Cascade Corporation
1931
Corporate Seal
Delaware

By R. V. Hansberger
President

By E. A. Aitchison
Assistant Secretary

POTLATCH YARDS, INC.

Potlatch Yards, Inc.
Corporate Seal
Delaware

By George F. Jewett, Jr.
Vice-President

By W. E. Evenson
Secretary

STATE OF IDAHO)
COUNTY OF ADA) ss

BE IT REMEMBERED, that on this 29th day of June, 1957, personally came before me, 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 instrument, known to me personally to be such, and acknowledged said instrument to be his act and deed and the act and deed of said corporation, and that the signatures of the said President and of the Assistant Secretary of said corporation to the foregoing instrument are in the handwriting of said President and Assistant Secretary, respectively, and that the seal affixed to said instrument is the corporate seal of said corporation, and that his act of sealing, executing, acknowledging, and delivering the said instrument was duly authorized by the Board of Directors of said corporation.

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

I. A. Anderson
Notary Public

My commission expires November 20, 1958.

I. A. Anderson
Notary Public
State of Idaho

STATE OF IDAHO)
COUNTY OF ADA) ss

BE IT REMEMBERED, that on this 26th day of June, 1957, personally came before me, a Notary Public in and for the County and State aforesaid, GEORGE F. JEWETT, JR., Vice President of Potlatch Yards, Inc., a corporation of the State of Delaware, the corporation described in and which executed the foregoing instrument, known to me personally to be such, and acknowledged said instrument to be his act and deed and the act and deed of said corporation, and that the signatures of the said Vice President and of the Secretary of said corporation to the foregoing instrument are in the handwriting of said Vice President and Secretary, respectively, and that the seal affixed to said instrument is the corporate seal of said corporation, and that his act of sealing, executing, acknowledging, and delivering the said instrument was duly authorized by the Board of Directors of said corporation.

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

I. A. Anderson
Notary Public

My commission expires November 20, 1958 .

I. A. Anderson
Notary Public
State of Idaho