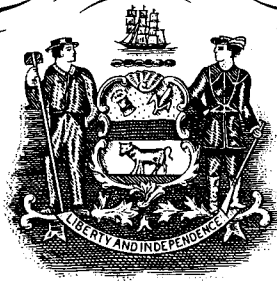


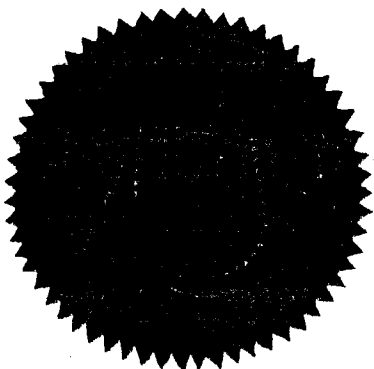
State of Delaware



Office of Secretary of State.

I **William J. Storey,** *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 "WINTON LUMBER COMPANY"
and "AMADOR LUMBER COMPANY", under the name of "WINTON LUMBER COMPANY",
as received and filed in this office the thirty-first day of December,
A.D. 1942, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover, this fifteenth day
of February in the year of our Lord
one thousand nine hundred and forty-three.



William J. Storey
Secretary of State

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AGREEMENT OF MERGER dated this 14th day of November, 1942, made by and between Winton Lumber Company, party of the first part, and Amador Lumber Company, party of the second part, both being corporations organized and existing under and by virtue of the laws of the State of Delaware,

WITNESSETH that:

WHEREAS said two corporations deem it advisable that Winton Lumber Company, party of the first part, merge into itself and that Amador Lumber Company, party of the second part, merge into Winton Lumber Company, the party of the first part, as authorized by the statutes of the State of Delaware, under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS Winton Lumber Company has heretofore been duly organized under and by virtue of the General Corporation Law of the State of Delaware, the certificate of incorporation of which corporation was filed in the office of the Secretary of State of Delaware on August 13, 1923, and an amendment to which certificate of incorporation was thereafter filed in the office of said Secretary of State on December 10, 1936; and

WHEREAS Winton Lumber Company has an authorized capital stock consisting of 23,797 shares of common stock without nominal or par value, all of which shares are now issued and outstanding; and

WHEREAS Amador Lumber Company has heretofore been duly organized under and by virtue of the provisions of the General Corporation Law of the State of Delaware, the certificate of incorporation of which corporation was filed in the office of said Secretary of State on January 13, 1941; and

WHEREAS Amador Lumber Company has an authorized capital stock consisting of 15,000 shares of common stock without nominal or par value, of which 10,300 shares are now issued and outstanding, and of which 3,271 additional shares are to be issued prior to the effective date of this merger in accordance with commitments heretofore incurred by said Amador Lumber Company, making the total number of shares of such stock to be outstanding on the effective date of this merger 13,571; and

WHEREAS the principal office of said Winton Lumber Company in the State of Delaware is located at No. 100 West 10th Street in the City of Wilmington, County of New Castle, and the name and address of its resident agent is The Corporation Trust Company, No. 100 West 10th Street, Wilmington, Delaware, and the principal office of Amador Lumber Company in the State of Delaware is located at No. 100 West 10th Street in the City of Wilmington, County of New Castle, and the name and address of its resident agent is the same as the resident agent of Winton Lumber Company;

NOW, THEREFORE, the corporations, parties to this agreement, by and between their respective boards of directors, have agreed and do hereby agree each with the other that Winton Lumber Company, the party of the first part, merge into itself and Amador Lumber Company, the party of the second part, merge into Winton Lumber Company, the party of the first part, pursuant to the laws of the State of Delaware, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect, as follows:

FIRST: Winton Lumber Company, party of the first part, shall be and hereby is merged into itself and Amador Lumber Company, party of the second part, is hereby merged into Winton Lumber Company, party of the first part.

SECOND: The name of the surviving corporation is and shall be "Winton Lumber Company".

THIRD: The principal office of the surviving corporation in the State of Delaware is and shall be located at No. 100 West 10th Street in the City of Wilmington, County of New Castle. The name and address of its resident agent is and shall be The Corporation Trust Company, No. 100 West 10th Street, Wilmington, Delaware.

FOURTH: The surviving corporation shall possess all the rights, privileges, powers and franchises of a public, as well as of a private, nature and shall be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations and all property, real, personal and mixed, and all debts due to each of said corporations on whatever account belonging to each of said corporations shall be vested in the surviving corporation; and all property, rights, and privileges, powers and franchises and all and every other interest 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, whether by deed or otherwise, vested in either of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of either of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of either of the parties hereto shall thenceforth attach to the said surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

FIFTH: The nature of the business and objects and purposes to be transacted, promoted or carried on by the surviving corporation, are as follows:

To acquire, buy, sell, own, develop and deal in timber lands, timber and all forest and wood products and by-products; to conduct and carry on a general logging and lumber manufacturing business, including the driving, catching, booming, sorting, rafting, towing, hauling, transporting and delivering logs, lumber and other forest products and by-products; to acquire, erect, own and operate, lease, buy and sell mills, factories, laboratories and plants for the manufacture and treatment of lumber and all kinds of wood products and by-products; to acquire, establish, lease, operate, buy and sell warehouses, retail and wholesale stores, lumber and fuel yards and other marketing facilities; to acquire, build, construct, establish, lease, maintain, operate, buy and sell telegraph lines and telephone lines, barges, ships, steamboats and other water craft, water flumes for the transportation of wood, lumber and other wood products, private logging railroads and tramways, dams, reservoirs, wharves, docks, flumes, drains, ditches and canals; to clear out, improve and use rivers and streams for logging and other purposes; to acquire, own, operate, buy and sell mines, oil and gas wells, mills, smelting, refining and reduction works, and to carry on the business of mining, milling and smelting gold, silver and other minerals, and of drilling oil and gas wells and producing and refining oil, including the purchase and sale of royalties.

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

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.

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, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

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, and to guarantee the payment of the principal, dividends or interest on any shares, stocks, bonds, debentures, or other securities issued by, or any other contract or obligation of, any corporation or person, whenever the board of directors may by resolution determine that such action is proper or necessary to the business of the corporation.

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.

To buy, sell or otherwise deal in notes, open accounts, and other similar evidences of debt, or to loan money and take notes, open accounts, and other similar evidences of debt as collateral security therefor.

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.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of 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.

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 act hereinafter referred to, 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, but the objects and purposes specified in each of the foregoing clauses shall be regarded as independent objects and purposes.

SIXTH: The total number of shares of stock which the surviving corporation shall have authority to issue is 40,000 shares, all of which shall be shares of common stock without nominal or par value.

SEVENTH: The surviving corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders of the surviving corporation 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 of the surviving corporation is expressly authorized.

To make, alter or repeal 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, 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 the surviving corporation and its creditors or any class of them and/or between the 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 the corporation under the provisions of Section 4407 of the Revised Code of 1935 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for the corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the 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 the corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the 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 the corporation, as the case may be, and also on the corporation.

ELEVENTH: The surviving corporation reserves the right to amend, alter, change, or repeal any provision contained in its 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.

TWELFTH: Meetings of the stockholders and directors of the surviving corporation may be held without the State of Delaware if the by-laws so provide. The books of the corporation may be kept, subject to any provision contained in the statutes, outside the State of Delaware at such place or places as may be from time to time designated by the board of directors. Election of directors need not be by ballot unless the by-laws shall otherwise provide. Unless and until the by-laws of the surviving corporation shall hereafter be amended to provide otherwise, (1) the corporation shall also have an office in the city of Minneapolis, State of Minnesota, Martell in the State of California and the city of Gibbs, State of Idaho, and books of the corporation may be kept at any of said offices; (2) all meetings of stockholders for the

election of directors shall be held at the office of the corporation at Minneapolis, Minnesota; (3) special meetings of the stockholders for any other purpose may be held at such place and time as shall be stated in the notice of the meeting; (4) the fiscal year of the corporation shall begin the first day of January in each year and end December 31st of each year.

THIRTEENTH: The first annual meeting of the stockholders of the surviving corporation shall be held on the first Wednesday in March, 1943. Unless and until the by-laws of the surviving corporation shall hereafter be amended to provide otherwise, the annual meeting of the stockholders of the surviving corporation shall be held on the first Wednesday in March in each year.

FOURTEENTH: At all meetings of the board, unless and until the by-laws of the surviving corporation shall hereafter be amended to provide otherwise, a majority of the duly elected and qualified members of the board shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors except as may be otherwise specifically provided by statute or by the certificate of incorporation or by-laws of the corporation. Except to the extent that this agreement of merger may otherwise specifically provide and except to the extent that the provisions thereof may be inconsistent with the provisions of this agreement of merger, the by-laws of Amador Lumber Company, party of the second part, shall, upon this agreement of merger becoming effective, be and become the by-laws of the surviving corporation. If any provision of this agreement of merger is inconsistent with any of the provisions of said by-laws of Amador Lumber Company as they now exist, such provisions of this agreement shall be deemed to be provisions of the by-laws of the surviving corporation until such corporation amends its by-laws to provide otherwise. All restrictions and limitations now imposed on the sale or other disposition and transfer of shares of stock of Winton Lumber Company by and pursuant to the provisions of Section XXIV of its by-laws, shall upon this merger agreement becoming effective be entirely cancelled and annulled and shall in no manner affect the sale or other disposition and transfer of shares of stock of the surviving corporation.

FIFTEENTH: The number of the first board of directors of the surviving corporation who shall hold office from and after the effective date of this merger until the first annual meeting of the stockholders of the surviving corporation thereafter and until their respective successors be elected or appointed and qualified is ten, and the names and places of residence of the members of said first board of directors are as follows:

<u>Name</u>	<u>Residence</u>
D. J. Winton	Minneapolis, Minnesota
C. J. Winton	Minneapolis, Minnesota
J. N. Winton	Martell, California
R. C. Winton	Minneapolis, Minnesota
S. W. Robertson	Minneapolis, Minnesota
S. A. Kolliner	Stillwater, Minnesota
A. C. Brown	Rhineland, Wisconsin
J. M. Rosenberry	Coeur d'Alene, Idaho
T. H. Mills	Minneapolis, Minnesota
H. J. Forester	Minneapolis, Minnesota

The first officers of the surviving corporation who shall hold such offices as are herein set before their respective names from and after the

effective date of the merger and until the first annual meeting of the directors held after the first annual meeting of the stockholders of said surviving corporation and until their successors are duly elected or appointed and qualified, are as follows:

<u>Office</u>	<u>Name</u>	<u>Residence</u>
Chairman, Board of Directors	D. J. Winton	Minneapolis, Minnesota
President	C. J. Winton	Minneapolis, Minnesota
Vice President	R. C. Winton	Minneapolis, Minnesota
Vice President	S. W. Robertson	Minneapolis, Minnesota
Vice President	T. H. Mills	Minneapolis, Minnesota
Vice President	J. M. Rosenberry	Coeur d'Alene, Idaho
Treas. & Ass't Sec'y	S. A. Kolliner	Stillwater, Minnesota
Sec'y & Ass't Treas.	H. J. Forester	Minneapolis, Minnesota
Ass't Sec'y	G. M. White	Minneapolis, Minnesota
Ass't Sec'y	G. T. Morken	Jackson, California
Ass't Sec'y	J. F. Bonneville	Coeur d'Alene, Idaho

SIXTEENTH: The manner of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:

(a) Every holder of a share or shares of capital stock of Winton Lumber Company at the time this merger agreement becomes effective shall thereupon become the holder of the same number of shares in the surviving corporation without any exchange or conversion whatsoever.

(b) Every holder of record of a share or shares of capital stock of Amador Lumber Company as of the close of business November 14th, 1942, and every person to whom any portion of the 3,271 additional shares of stock of said company may be issued prior to the effective date of this merger as herein provided, shall upon this merger becoming effective be and be deemed to be for all purposes the owner and holder of 1 18/100 shares of stock of the surviving corporation for each share of stock of Amador Lumber Company so held and every such holder shall, upon surrender of all certificates of stock of Amador Lumber Company so held by him at the office of the surviving corporation at Minneapolis, Minnesota, be entitled to receive in lieu thereof a certificate or certificates for shares of stock of the surviving corporation in an amount aggregating 1 18/100 shares of stock of said surviving corporation for each share of Amador Lumber Company stock so surrendered.

In the event, under the terms of the next preceding paragraph, any holder or holders of shares of stock of Amador Lumber Company would be entitled to receive a fraction of a share of stock of the surviving corporation, then and in every such event, anything herein contained to the contrary notwithstanding, if such fraction equals or exceeds one-half of a share of stock of the surviving corporation, such holder shall receive one entire share for such fraction. If such fraction is less than one-half of a share of stock of the surviving corporation, such holder shall be entitled to receive nothing for such fraction.

SEVENTEENTH: The surviving corporation shall pay all expenses of carrying this agreement into effect and accomplishing the merger.

EIGHTEENTH: If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in the law or any

things are necessary or desirable to vest in said surviving corporation, according to the terms hereof, the title to any property or rights of Amador Lumber Company, the proper officers and directors of said Amador Lumber Company shall and will execute and make all such proper assignments and assurances in the law and do all things necessary or proper to vest title to such property or rights in the surviving corporation and otherwise to carry out the agreements of this merger.

NINETEENTH: This agreement of merger shall be filed in the office of the Secretary of State of Delaware and a copy thereof shall be filed in the Office of the Recorder of Deeds for New Castle County and shall be effective upon the filing thereof in the office of the Secretary of State of Delaware.

TWENTIETH: The surviving corporation shall have the right to amend, alter, change or repeal any provision contained in this agreement of merger which could be contained in the certificate of incorporation of a corporation formed under the laws of the State of Delaware in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF the parties to this agreement pursuant to authority duly given by their respective boards of directors have caused these presents to be executed by a majority of the directors of each party hereto and the corporate seal of each party affixed.

~~Corporate Seal~~
WINTON LUMBER COMPANY
INCORPORATED
DELAWARE
1923

C. J. Winton, Jr.

R. C. Winton

Sim A. Kolliner

J. M. Rosenberry

H. J. Forester

(A majority of Board of Directors
of Winton Lumber Company, Party
of the First Part)

~~Corporate Seal~~
AMADOR LUMBER COMPANY
CORPORATE SEAL
1941
DELAWARE

C. J. Winton, Jr.

R. C. Winton

Sim A. Kolliner

J. M. Rosenberry

H. J. Forester

(A majority of Board of Directors
of Amador Lumber Company, Party
of the Second Part)

I, H. J. Forester, do hereby certify that I am the duly elected, qualified and acting Secretary of Winton Lumber Company, a corporation organized and existing under the laws of the State of Delaware, and as such Secretary I hereby certify that the agreement of merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of its directors and having been signed by a majority of the directors of Amador Lumber Company, a corporation of the State of Delaware, was duly submitted to the stockholders of said Winton Lumber Company at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation after at least twenty days' notice by mail and by publication as provided by Section 59 of the General Corporation Law of the State of Delaware, on the 15th day of December, 1942, for the purpose of considering and taking action upon said agreement of merger. That at said meeting said agreement was considered and a vote by ballot in person or by proxy was taken for the adoption or rejection of the same. That 23,797 shares of stock of said corporation were on said date issued and outstanding. That the holders of 23,327 shares voted by ballot for the adoption of said agreement of merger and the holders of no shares voted by ballot for the rejection thereof, the said affirmative votes representing at least two-thirds of the number of shares of outstanding stock of said corporation, and that thereby the agreement of merger was at said meeting duly adopted as the act of the stockholders of said Winton Lumber Company and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of said Winton Lumber Company on this 15th day of December, 1942.

~~Corporate Seal~~
WINTON LUMBER COMPANY
INCORPORATED
DELAWARE
1923

H. J. Forester
Secretary of
Winton Lumber Company

* * * * *

I, H. J. Forester, do hereby certify that I am the duly elected, qualified and acting Secretary of Amador Lumber Company, a corporation organized and existing under the laws of the State of Delaware, and as such Secretary I hereby certify that the agreement of merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of its directors and having been signed by a majority of the directors of Winton Lumber Company, a corporation of the State of Delaware, was duly submitted to the stockholders of said Amador Lumber Company at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation after at least twenty days' notice by mail and by publication as provided by Section 59 of the General Corporation Law of the State of Delaware, on the 15th day of December, 1942, for the purpose of considering and taking action upon said agreement of merger. That at said meeting said agreement was considered and a vote by ballot in person or by proxy was taken for the adoption or rejection of the same. That 13,571 shares of stock of said corporation were on said date issued and outstanding. That the holders of 13,571 shares voted by ballot for the adoption of said agreement of merger and the holders of no shares voted by ballot for the rejection thereof, the said affirmative votes representing at least two-thirds of the number of shares of outstanding stock of said corporation, and that thereby the agreement of merger was at said meeting duly adopted as the act of the stockholders of said Amador Lumber Company and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of said Amador Lumber Company on this 15th day of December, 1942.

~~Corporate Seal~~
AMADOR LUMBER COMPANY
CORPORATE SEAL
1941
DELAWARE

H. J. Forester
Secretary of
Amador Lumber Company

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