

# State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY  
OF  
BOISE INC.**

File Number C 178945

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: June 12, 2008



*Ben Yursa*  
SECRETARY OF STATE

By *Sally Lloyd*

FILED EFFECTIVE

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit) (Instructions on Back of Application)

2008 JUN 12 PM 3:57

SECRETARY OF STATE STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

BOISE INC.

2. The name which it shall use in Idaho is:

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 02/01/2007

5. The address of its principal office is:

1111 West Jefferson Street, Suite 200, Boise, ID 83702

6. The address to which correspondence should be addressed, if different from item 5, is:

P.O. Box 990050, Boise, ID 83799-0050

7. The street address of its registered office in Idaho is: 1111 West Jefferson, Suite 530, Boise, Idaho 83702

and its registered agent in Idaho at that address is: C T Corporation System

8. The names and respective business addresses of its directors and officers are:

Name Office Held Business Address

SEE ATTACHMENT

Dated: 6/9/2008

Signature:

[Handwritten Signature]

Typed Name: Tony Steenkolk

Capacity: Asst. Secretary

[The signer must be a director or an officer of the corporation.]

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

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Revised 02/22/05

IDAHO SECRETARY OF STATE  
06/12/2008 05:00  
CK: 120765 CT: 172099 BH: 1119526  
1 @ 100.00 = 100.00 AUTH PRD # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C178945

Attachment**Officers and Directors for Boise Inc.**

Name	Office	Address
Carl A. Albert	Chairman of the Board	10940 Bellagio Road, Suite C Los Angeles, CA 90077-3203
Zaid F. Alsikafi	Director	Madison Dearborn Partners, LLC Three First National Plaza Suite 3800 Chicago, IL 60602
Jonathan W. Berger	Director	Navigant Capital Advisors, LLC Member FINRA/SIPC 1180 Peachtree Street, NE Atlanta, GA 30309
Jack Goldman	Director	Theodora, Oringer, Miller & Richman, P.C. Sixth Floor 2029 Century Park East Los Angeles, CA 90067
Nathan D. Leight	Director	Terrapin Partners, LLC 735 State Street, Suite 613 Santa Barbara, CA 93101
Thomas S. Souleles	Director	Madison Dearborn Partners, LLC Three First National Plaza Suite 3800 Chicago, IL 60602
W. Thomas Stephens	Director	Boise Cascade, L.L.C. 1111 W. Jefferson St., Suite 300 Boise, ID 83702-5389
Alexander Toeldte	Director	Boise Inc. 1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Jason G. Weiss	Director	Terrapin Partners, LLC 1001 Rivas Canyon Road Pacific Palisades, CA 90272

**OFFICERS****OFFICE**

Alexander Toeldte	President and Chief Executive Officer	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Jeffrey P. Lane	Senior Vice President	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Rob McNutt	Senior Vice President and Chief Financial Officer	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Robert E. Strenge	Senior Vice President	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Robert A. Warren	Senior Vice President	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Virginia Aulln	Vice President	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Samuel K. Cotterell	Vice President & Controller	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Robert Egan	Vice President & Chief Information Officer	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Karen E. Gowland	Vice President, General	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388

Judith Lassa	Counsel and Secretary Vice President	Boise, ID 83702-5388 1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Robert Sommer	Vice President	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Robert Tracy	Vice President	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Terry W. Ward	Vice President	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Robert M. Meek	Assistant Secretary	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Tony Steenkolk	Assistant Secretary	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Jason Bowman	Assistant Treasurer	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388
Patricia Verdun	Assistant Treasurer	1111 W. Jefferson St., Suite 200 Boise, ID 83702-5388

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOISE INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF JUNE, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BOISE INC." WAS INCORPORATED ON THE FIRST DAY OF FEBRUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6649613

DATE: 06-10-08

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)