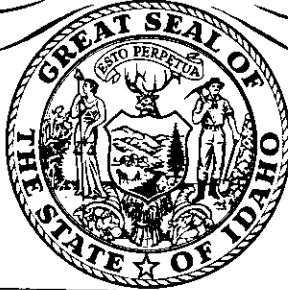


# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

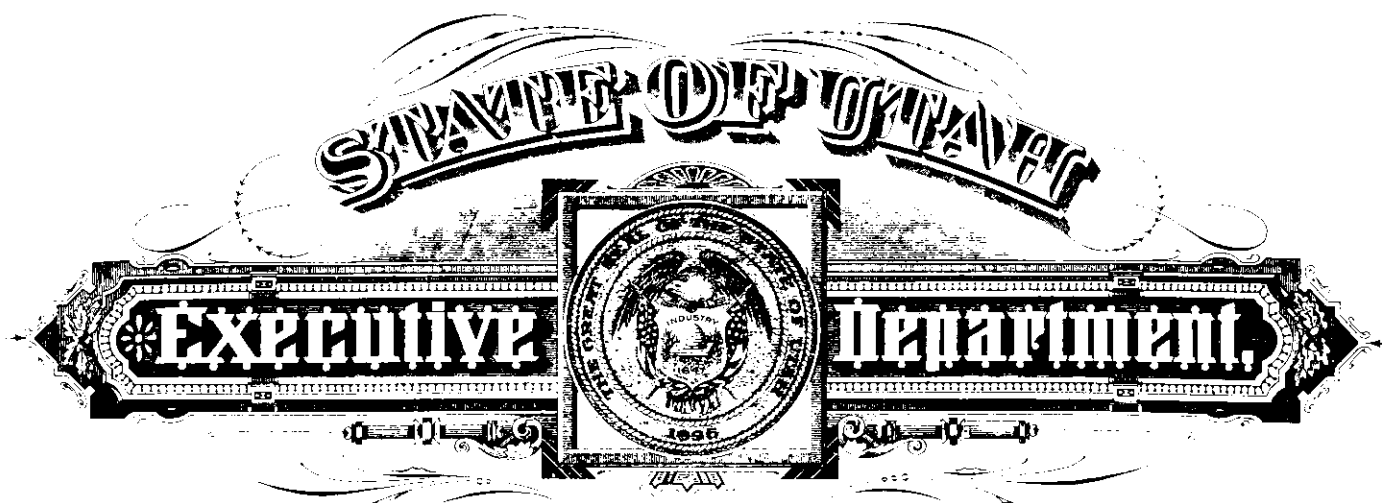
**MORRISON-MERRILL & CO.**

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **25th** day of **April** **1961**, a properly authenticated copy of its articles of incorporation, and on the **25th** day of **April** **1961**, a designation of **J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **25th** day of **April**, A.D. 19 **61**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy  
of the Articles of Incorporation and all Amendments thereto of  
MORRISON-MERRILL & CO., A Utah corporation,

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Eighteenth DAY OF

April 19 61

Lamont F. Toronto  
SECRETARY OF STATE

BY Wendell G. Colville  
DEPUTY

JUL 13 1927

18060

ARTICLES OF INCORPORATION

of

CONSTRUCTION SECURITIES CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the laws of the State of Utah, do hereby associate ourselves together and set out, certify and agree upon the following Articles of Incorporation:

ARTICLE I.

The name of this Company shall be Construction Securities Co.

ARTICLE II.

This corporation is organized under the laws of the State of Utah, at Salt Lake City, Salt Lake County, State of Utah.

ARTICLE III.

The names of the incorporators of this company, and their respective places of residence, are as follows:

Edward Merrill	Salt Lake City, Utah.
James S. Taylor	Salt Lake City, Utah.
Robert B. Ritchie	Salt Lake City, Utah.
Julius S. Daniels	Salt Lake City, Utah.
E. G. Reed	Salt Lake City, Utah.

ARTICLE IV.

The corporation herein provided for and hereby created, shall exist and continue for a period of ninety-nine (99) years, unless sooner dissolved or disincorporated according to law.

ARTICLE V.

The purpose and business for which this corporation is formed are:

(a) To purchase or otherwise acquire, and deal in real or personal property of all kinds, and in particular, lands, buildings, hereditaments, business concerns and undertakings, mortgages, stocks, bonds, securities, book debts, claims, and any interest in real or personal property and any claims against such property or against any person or company, and to carry on any business concern or undertaking so acquired, and to establish and carry on any business which may seem calculated to enhance the value of any of the property or rights of the company or facilitate the disposition thereof,

(b) To advance or lend money, securities, or assets of all kinds, upon such terms as may be arranged; to draw,

accept, endorse, and make and use promissory notes, bills, of exchange, circular notes, and other negotiable and transferable instruments; to transact and carry on all kinds of agency business; to negotiate loans, to find investments, and to issue and place shares, stocks, bonds, and other securities.

(c) To subscribe, purchase, or otherwise acquire, hold, and own shares of stock, including shares of its own stock, debentures, or securities of any other corporation, and while the owner thereof, to exercise all the rights of ownership.

(d) To act as receiver, trustee, or agent of any person or corporation, and with respect to business, or business transactions of any nature; and to promote and undertake business adjustments and re-organizations of every kind.

(e) In the purchase or accumulation of property, business, rights, or franchises, or for additional working capital, or for any other object in or about its business, and affairs, and without limit as to amount, to incur debt, and raise, borrow, secure the payment of money in any lawful manner, including the sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

And for the purpose of attaining or furthering any of its objects or purposes, to do any and all other acts and things, and to exercise any and all other powers which equal partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

#### ARTICLE VI.

The place of general business and the general office of the said corporation shall be at Salt Lake City, Utah, but branch offices may be established elsewhere as the Board of Directors may determine.

#### ARTICLE VII.

The capital stock of this corporation shall consist of One Thousand (1,000) shares without nominal or par value. Said shares shall be of all the same class and may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors thereof. The number of shares with which the corporation will commence business is Twenty-five (25).

#### ARTICLE VIII.

Twenty-five (25) shares of the authorized capital stock of this corporation is subscribed and taken by the incorporators, parties to this agreement, as follows:

Edward Merrill . . . . .	10 shares,
James S. Taylor. . . . .	10 shares,
Robert B. Ritchie. . . . .	2 shares,
Julius S. Daniels. . . . .	1 share,
E. G. Reed . . . . .	2 shares.

The balance of the capital stock is at this time unsubscribed; but the same may be subscribed, issued and paid for in money or property and at such times and upon such terms as the Board of Directors may determine.

#### ARTICLE IX.

The officers of this corporation shall consist of a Board of five Directors, each of whom, as shown by the books of the company, must be the owner of at least one share of the capital stock thereof. The Directors, at their first meeting after their election, shall select one of their number as President, one of their number as Vice President, and shall appoint a Secretary and Treasurer. The office of Secretary and Treasurer may be held by one person, and such officer or officers may or may not be stockholders or directors at the pleasure of the Board.

#### ARTICLE X.

The terms of office, after the first annual meeting, of all officers of this corporation, except as provided in Article XIV, shall be for one (1) year, and until their successors are duly elected and qualified, unless sooner resigned or removed as herein provided.

#### ARTICLE XI.

The Board of Directors, three members of which shall be necessary to constitute a quorum for the transaction of corporate business, shall have authority to make, alter, and amend the by-laws; to authorize and cause to be executed, all deeds, bonds, mortgages and liens, without limit as to amount upon the property of this corporation; to sell, lease, mortgage or otherwise dispose of any or all of the property of this corporation without ratification of their acts by stockholders; to purchase or otherwise acquire property of every kind necessary to the pursuit agreed upon; to employ and remove agents, superintendents, managers, and employees of every kind necessary in said business; the Board of Directors is also given power and authority to issue the <sup>sub</sup>unsubscribed stock of this corporation for such consideration as the Board may determine, in money, services, or property, and upon such terms as it may deem best; in short, the Board of Directors shall have all the powers incidental to the transaction

of the company's business.

#### ARTICLE XII.

Meetings of the Board of Directors shall be held at the general office of the company, or at any branch office, or elsewhere within or without the State of Utah, as the Board of Directors may by resolution or by-law provide; and if the Board provides for regular or stated meetings, no notice thereof shall be necessary.

#### ARTICLE XIII.

Any Director of this corporation may be removed at a stockholders' meeting held to consider the question of such removal, by majority vote of the capital stock represented at such meeting, personally or by proxy, voting for such removal; and any Director or other officer may resign by filing a written resignation with the Secretary of the Company; vacancies caused by any such removal or resignation, or by death or disability or failure to qualify, or otherwise, may be filled by the Board of Directors; the Board of Directors shall have power to remove from office, except from the office of Director, any officer selected by it under the powers herein given, by a majority vote of all of the members of the Board.

#### ARTICLE XIV.

The following named persons shall constitute the Board of Directors of the corporation from the date hereof, and until their successors shall have been duly elected and qualified as provided in these Articles:

Edward Merrill  
James S. Taylor  
Robert B. Ritchie  
Julius S. Daniels  
E. G. Reed

and said Edward Merrill shall be President, and said James S. Taylor shall be Vice President, and Julius S. Daniels shall be Secretary and Robert B. Ritchie shall be Treasurer.

#### ARTICLE XV.

The first annual meeting of the stockholders of this corporation shall be held at the general office of the company, or at any designated branch office on the second Monday in January, A. D. 1928, and annually

thereafter. Special meetings may be held at any time upon call of the President or of any three (3) members of the Board of Directors, or upon call of any number of stockholders owning not less than one-third of the outstanding capital stock, and after notice mailed to the last known address of each of the stockholders at least five days before the date set for each meeting, or upon notice published in a daily newspaper in Salt Lake City, Utah, at least one week before the day set for such meeting; and except as provided otherwise by the laws of the State of Utah, such meetings may be held whether or not a majority of the capital stock be there represented. The failure to hold any meeting of stockholders on a day appointed, shall not forfeit or in any way interfere with the corporate rights acquired under this agreement, but any such meeting, general or special, may be held at any subsequent time by giving the notice herein required.

In all stockholders' meetings each stockholder shall be entitled to as many votes as he holds shares of stock, and representation by proxy in writing filed with the Secretary shall be allowed.

#### ARTICLE XVI.

The fully paid capital stock of this corporation is hereby declared to be non-assessable.

#### ARTICLE XVII.

The private property of stockholders of this corporation shall not be liable for debts or obligations of the corporation.

IN WITNESS WHEREOF the parties to this agreement have hereunto set their hands this the 5<sup>th</sup> day of July, A. D. 1927.

Edward Merrill

James S. Taylor

Robert B. Ritten

\_\_\_\_\_

Julius S. Daniels

STATE OF UTAH           )  
                                  : SS.  
COUNTY OF SALT LAKE )

JAMES S. TAYLOR, ROBERT B. RITCHIE and E. G. REED, each  
for himself, being first duly sworn deposes and says: That  
he and they are three of the original incorporators of the corpor-  
ation described and declared in the foregoing Agreement and  
Articles of Incorporation, and that it is bona fide their in-  
tention to commence and carry on the business mentioned in said  
Agreement and Articles of Incorporation; that the number of  
shares without par value with which said corporation will commence  
business is twenty-five (25).

James S. Taylor  
E. G. Reed  
Robert B. Ritchie

Subscribed and sworn to before me this

17 day of July, 1927.

[Signature]  
Notary Public, residing at Salt Lake  
City, Utah.

My commission expires: June 10 1931.



1371

MADE 1 1948  
OFFICE OF  
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF

CONSTRUCTION SECURITIES CO.

At a special meeting of the stockholders of Construction Securities Co., a Utah Corporation, held on the 9th day of March, 1948, at eleven (11:00) o'clock A. M. at the principal office of the Company at 205 North Third West Street, Salt Lake City, Utah, pursuant to Call and Waiver of Notice and Consent, at which meeting there were represented all of the issued and outstanding shares of stock of the Company, there were submitted to the meeting the following resolutions:

RESOLVED: That Article I of the Articles of Incorporation of the Company be stricken and the following Article substituted therefor:

ARTICLE I

The name of this corporation shall be Tri-State Lumber Company.

RESOLVED: That Article VII of the Articles of Incorporation of the Company be stricken and the following Article substituted therefor:

ARTICLE VII

The capital of this corporation shall be One Thousand (\$1,000.00) Dollars which shall be divided into One Hundred (100) shares of the par value of Ten (\$10.00) Dollars each, all of which shares shall be of the same class.

RESOLVED: That Article VIII of the Articles of Incorporation of the Company be stricken and the following Article substituted therefor:

ARTICLE VIII

Ten (10) shares of the authorized capital stock of this corporation is subscribed and taken by the following persons:

A. O. Sheldon.....	1 share
A. E. Montgomery.....	1 share
E. J. Dryer.....	1 share
Morrison-Merrill & Co., a corporation (formerly Merrill Company).....	shares

The balance of the capital stock is at this time unsubscribed and unissued, but the same may be subscribed, issued and paid for in money or property and at such times and upon such terms as the Board of Directors may determine.

RESOLVED: That Article IX of the Articles of Incorporation of the Company be stricken and the following Article substituted therefor:

#### ARTICLE IX

The officers of this corporation shall consist of a Board of three (3) Directors, each of whom, as shown by the books of the Company, must be the owner of at least one (1) share of the capital stock thereof. The Directors, at their first meeting after their election, shall select one (1) of their number as President and one of their number as Vice-President and shall appoint a Secretary and Treasurer. The office of Secretary and Treasurer may be held by one (1) person and such officer or officers may or may not be stockholders or directors at the pleasure of the Board.

RESOLVED: That Article XI of the Articles of Incorporation of the Company be stricken and the following Article substituted therefor:

#### ARTICLE XI

The Board of Directors, two members of which shall be necessary to constitute a quorum for the transaction of corporate business, shall have authority to make, alter, and amend the bylaws; to authorize and cause to be executed, all deeds, bonds, mortgages and liens, without limit as to amount upon the property of this corporation; to sell, lease, mortgage or otherwise dispose of any or all of the property of this corporation without ratification of their acts by stockholders; to purchase or otherwise acquire property of every kind necessary to the pursuit agreed upon; to employ and remove agents, superintendents, managers and employees of every kind necessary in said business. The Board of Directors is also given power and authority to issue the unsubscribed stock of this corporation for such consideration as the Board may determine, in money, services, or property, and upon such terms as it may deem best (but at not less than par); in short, the Board of Directors shall have all the powers incidental to the transaction of the Company's business.

RESOLVED: That Article XIV of the Articles of Incorporation of the Company be stricken and the following Article substituted therefor:

#### ARTICLE XIV

The following-named persons shall constitute the Board of Directors of the corporation from the date hereof and until their successors shall have been duly elected and qualified as provided in these Articles:

A. O. Sheldon  
A. E. Montgomery  
E. J. Dryer

and the said A. O. Sheldon shall be President and the said A. E. Montgomery shall be Vice-President and the said E. J. Dryer shall be Secretary and Treasurer.

RESOLVED: That Article XV of the Articles of Incorporation of the Company be stricken and the following Article substituted therefor:

#### ARTICLE XV

The annual meeting of the stockholders of this corporation shall be held at the general office of the Company, Salt Lake County, Utah, on the second Friday preceding the last Thursday in May in each year, beginning with the year 1948, at the hour of three (3:00) o'clock P. M. (or at such other time as may be fixed by the By-laws of the corporation), for the purpose of

electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. No notice of time and place of the annual meeting need be given to the stockholders. Special meetings of the stockholders may be held at any time upon call of the President or of any two (2) members of the Board of Directors, or upon call of any number of stockholders owning not less than one-third ( $1/3$ ) of the outstanding capital stock, and after notice mailed to the last known address of each of the stockholders at least five (5) days before the date set for each meeting, or upon notice published in a daily newspaper in Salt Lake City, Utah, at least one (1) week before the day set for such meeting; and except as provided otherwise by the laws of the State of Utah, such meetings may be held whether or not a majority of the capital stock be there represented. The failure to hold any meeting of stockholders on a day appointed, shall not forfeit or in any way interfere with the corporate rights acquired under this agreement, but any such meeting, general, or special, may be held at any subsequent time by giving the notice herein required.

In all stockholders' meetings, each stockholder shall be entitled to as many votes as he holds shares of stock, and representatives by proxy in writing filed with the Secretary shall be allowed.

which resolutions, upon being put to vote, were duly and regularly carried by the unanimous vote of all of the issued and outstanding capital stock of the Company.

Geo. E. Merrill  
President

ATTEST:

Arden L. Dresser  
Secretary

STATE OF UTAH                    )  
                                  ) SS.  
COUNTY OF SALT LAKE        )

Geo. E. Merrill and Arden E. Dresser,  
being each duly and severally sworn, depose and say:

Geo. E. Merrill is the President and  
Arden E. Dresser is the Secretary of CONSTRUCTION SECURITIES  
CO.; that the foregoing is a true and correct transcript of the Resolutions  
contained in the minutes of a special meeting of the stockholders of  
CONSTRUCTION SECURITIES CO. held at its principal office at 205 North Third  
West Street, Salt Lake City, Utah, on the 9th day of March, 1948; that the  
foregoing amendments were adopted in the manner and under the conditions set  
forth above and the record thereof is true and correct.

Geo. E. Merrill  
President

Arden E. Dresser  
Secretary

Subscribed and sworn to before me this 9th day of March, 1948.

Ivy Fay Perry  
NOTARY PUBLIC

Residing at:

My commission expires:

Salt Lake City, Utah

October 6, 1948

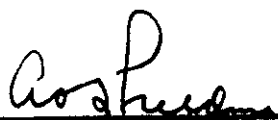
OATHS OF OFFICE

STATE OF UTAH           )  
                              ) SS.  
COUNTY OF SALT LAKE )

A. O. Sheldon, A. E. Montgomery and E. J. Dryer having been duly appointed to the following offices in Tri-State Lumber Company, a corporation, to-wit:

A. O. Sheldon       - President and Director  
A. E. Montgomery   - Vice-President and Director  
E. J. Dryer         - Secretary and Treasurer, Director

and each being first duly sworn for himself deposes and says: That he will discharge the duties of such position or office to the best of his judgment and that he will not do or consent to the doing of any matter or thing relating to the business of such corporation with intent to defraud any stockholder, or creditor or the public.

  
\_\_\_\_\_  
A. O. Sheldon

/s/ \_\_\_\_\_  
A. E. Montgomery  
A. E. Montgomery

/s/ \_\_\_\_\_  
E. J. Dryer  
E. J. Dryer

Subscribed and sworn to before me this 9th day of March, 1948.

/s/ \_\_\_\_\_  
Lenora Swanson  
NOTARY PUBLIC

My Commission expires:

Residing at: Salt Lake City, Utah

Sept. 9, 1951

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF TRI-STATE LUMBER COMPANY

At a special meeting of the stockholders of Tri-State Lumber Company, a Utah corporation, held on the 15th day of December, 1960, at 11:00 o'clock A.M., at the principal office of the company at 277 North Third West Street, Salt Lake City, Utah, pursuant to Call and Waiver of Notice and Consent, at which meeting there were represented all of the issued and outstanding shares of stock of the company (formerly Construction Securities Co.), there were submitted to the meeting the following resolutions:

RESOLVED: That Article I of the Articles of Incorporation of the Company be stricken and the following Article substituted therefor:

ARTICLE I

The name of this corporation shall be Morrison-Merrill & Co.

RESOLVED: That Article VIII of the Articles of Incorporation of the Company be stricken and the following Article substituted therefor:

ARTICLE VIII

Ten (10) shares of the authorized capital stock of this corporation is subscribed and taken by the following persons:

R. V. Hansberger	1 share
R. W. Halliday	1 share
W. D. Eberle	1 share
E. A. Aitchison	1 share
A. E. Montgomery	1 share

Boise Cascade Corporation,  
a Delaware corporation: 5 shares

The balance of the capital stock is at this time unsubscribed and unissued, but the same may be subscribed, issued and paid for in money or property and at such times and upon such terms as the Board of Directors may determine.

RESOLVED: That Article XIV of the Articles of Incorporation of the company be stricken and the following Article substituted therefor:

#### ARTICLE XIV

The following-named persons shall constitute the Board of Directors of the corporation from the date hereof and until their successors shall have been duly elected and qualified as provided in these Articles:

R. W. Hansberger

R. W. Halliday

W. D. Eberle

E. A. Aitchison

A. E. Montgomery

and the said R. W. Hansberger shall be President and the said R. W. Halliday shall be Vice-President and the said W. D. Eberle shall be Secretary and Treasurer shall be A. E. Aitchison.

which resolutions, upon being put to vote, were duly and regularly carried by the unanimous vote of all of the issued and outstanding capital stock of the Company

R. W. Halliday  
Vice - President

ATTEST:

Secretary

STATE OF IDAHO )  
                  ) ss.  
County of Ada )

R. W. HALLIDAY and V. D. EBERLE, being each duly and  
severally sworn, depose and say:

R. W. HALLIDAY is the vice President and V. D. EBERLE  
is the secretary of Tri-State Lumber Company; that the foregoing is a true  
and correct transcript of the Resolutions contained in the minutes of a  
special meeting of the stockholders of TRI-STATE LUMBER COMPANY  
held at its principal office, 277 North Third West Street, Salt Lake City,  
Utah, on the 15th day of December, 1960; that the foregoing amendments  
were adopted in the manner and under the conditions set forth above  
and the record thereof is true and correct.

Poor copy  
AC

R. W. Halliday  
Vice President  
V. D. Eberle  
Secretary

SUBSCRIBED AND SWORN to before me this 15th day of Decem-  
ber, 1960.

Notary Public for Idaho  
Residing at: Boise, Idaho

My Commission expires:

March 3, 1961