

AGREEMENT AND PLAN OF MERGER

Between

BOISE CASCADE CORPORATION

A Delaware Corporation

(The Surviving Corporation)

and

WEST TACOMA NEWSPRINT CO.

A Washington Corporation

(The Merging Corporation)

AGREEMENT AND PLAN OF MERGER, dated the 2<sup>ND</sup> day of OCTOBER, 1969, between BOISE CASCADE CORPORATION, a Delaware corporation (hereinafter sometimes called "Boise Cascade" and sometimes called the "Surviving Corporation"), and WEST TACOMA NEWSPRINT CO., a Washington corporation (hereinafter sometimes called "West Tacoma" and sometimes called the "Merging Corporation") (which two corporations are hereinafter sometimes called the "Constituent Corporations" and each of which two corporations shall be deemed to be "a party to a reorganization" as defined in Section 368(b) of the Internal Revenue Code of 1954 as amended).

Boise Cascade was organized under and is now existing under the General Corporation Law of the State of Delaware. West Tacoma was organized under the laws of the State of Washington and is now subject to the Washington Business Corporation Act.

Boise Cascade has an authorized capital of 50,000,000 shares of common stock, of the par value of \$2.50 each, of which on the 15th day of September, 1969, 26,763,793 shares were issued and outstanding or held in its treasury, and 10,000,000 shares of preferred stock, without par value, issuable in series, of which on the 15th day of September, 1969, 83,524 shares of \$3.00 Cumulative Convertible Preferred Stock, Series A, (hereinafter "preferred stock") were issued and outstanding .

West Tacoma has an authorized capital of 86,000 shares of common stock, par value \$100 each, of which on the 22nd day of September, 1969, 86,000 shares were issued and outstanding.

The Directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and stockholders that West Tacoma merge with and into Boise Cascade in accordance with the applicable statutes of the States of Delaware and Washington.

NOW, THEREFORE, the two corporations agree, each with the other, to merge into a single corporation, which shall be Boise Cascade, one of the Constituent Corporations, pursuant to the laws of the State of Delaware and the laws of the State of Washington, and agree upon and prescribe the terms and conditions of the merger, the mode of carrying it into effect, and the manner and basis of converting the shares

of the Constituent Corporations into shares of the Surviving Corporation, as follows:

FIRST: On the effective date of the merger, West Tacoma shall be merged with and into Boise Cascade and the separate existence of West Tacoma shall cease; the Constituent Corporations shall become a single corporation named "Boise Cascade Corporation"; Boise Cascade shall be the Surviving Corporation.

SECOND: The Restated Certificate of Incorporation of Boise Cascade as heretofore amended and restated shall continue to be the Restated Certificate of Incorporation of Boise Cascade until amended in accordance with the General Corporation Law of the State of Delaware.

THIRD: The By-Laws of Boise Cascade in effect immediately prior to the effective date of the merger shall continue to be the By-Laws of the Surviving Corporation until altered or repealed in the manner provided by law and such By-Laws.

FOURTH: The Directors of Boise Cascade immediately prior to the effective date of the merger shall continue to be the Directors of the Surviving Corporation and shall continue to hold office for the term specified in the By-Laws of Boise Cascade.

FIFTH: The officers of Boise Cascade immediately prior to the effective date of the merger shall continue to

be officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall otherwise determine.

SIXTH: The treatment of the shares of Boise Cascade and of the outstanding options and rights to purchase its shares and the manner of converting shares of West Tacoma into shares of common stock of Boise Cascade shall be as follows:

1. Each share of common stock of Boise Cascade which is issued and outstanding or held in its treasury immediately prior to the effective date of the merger shall continue to be one full paid and nonassessable share of common stock of the par value of \$2.50 of Boise Cascade.

2. Each share of preferred stock of Boise Cascade which is issued and outstanding immediately prior to the effective date of the merger shall continue to be one full paid and nonassessable share of preferred stock without par value.

3. All options and rights to purchase shares of common stock of Boise Cascade outstanding immediately prior to the effective date of the merger shall continue to be outstanding and effective according to their terms.

4. Each share of common stock of West Tacoma which is issued and outstanding immediately prior to the effective date of the merger shall by virtue of the merger be converted

into and become, without action on the part of the holder of such share, 6.789449 full paid and nonassessable shares of common stock of the par value of \$2.50 of Boise Cascade. No fractional shares shall be issued, but in lieu thereof cash shall be paid to the holder thereof, based on the market value of such fractional share on the effective date of the merger.

On the effective date of the merger, each outstanding certificate for common stock of West Tacoma shall be deemed for all corporate purposes to evidence ownership of the number of full shares of common stock of Boise Cascade into which the same shall have been converted on the basis set forth above. As soon as practicable after the effective date of the merger, the certificates for the common stock theretofore issued by West Tacoma (except those certificates representing shares in respect of which the holders shall be pursuing their remedy as dissenting shareholders in accordance with the laws of the State of Washington) shall be surrendered for cancellation in the manner specified by Boise Cascade. Boise Cascade shall promptly thereafter issue in the name of and deliver to the holder who surrendered such West Tacoma certificate new certificates representing 25 per cent (to the nearest whole share) of the number of shares of common stock of Boise Cascade exchangeable for such surrendered shares in accordance with the terms and provisions hereof. Concurrently therewith Boise Cascade shall issue

in the name of such holder new certificates representing the balance of the number of shares of common stock of Boise Cascade exchangeable for such surrendered shares and shall deliver such certificates to the Bank of America National Trust & Savings Association to be held in escrow for a period of one year from the effective date of the merger unless the escrow is sooner terminated by Boise Cascade. The escrow shall provide that the interests of the holder in the certificates and the shares represented thereby are not assignable or transferable by the holder during the escrow period, and no judgment, writ or court order purporting to transfer, terminate, encumber or otherwise affect their rights during such period will be valid or effective (provided that this shall not apply to or impair the validity or effectiveness of any assignment, transfer, judgment, writ or court order made after the expiration of such period, or apply to or impair the validity or effectiveness of a foreclosure after the expiration of such period of a pledge or other hypothecation of such rights and interests voluntarily created by the holder during such period), and that the holder is entitled to and shall have all dividends, distributions and voting rights attributable to the shares represented by the certificate. Until the holder of such West Tacoma certificate shall have surrendered the same for exchange, no dividend payable to holders of record of common stock of Boise Cascade as of any date

subsequent to the effective date of the merger shall be paid to such holder with respect to the common stock of Boise Cascade represented by such certificates, but upon surrender and exchange thereof as herein provided, there shall be paid to the record holder of such certificates an amount with respect to such shares of common stock equal to all dividends (without interest thereon) which shall have been thus withheld. In the event that during the period of the escrow referred to above, Boise Cascade shall pay a stock dividend or split its common stock, the additional certificates representing the shares issuable with respect to the certificates held in escrow shall also be delivered to the above named Escrow Agent, to be held under the same terms and conditions.

5. On the effective date of the merger, any shares of common stock of West Tacoma which are then held in its treasury shall be cancelled and retired, and no shares of common stock of Boise Cascade shall be issued in respect thereof.

6. The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders, if any, of West Tacoma, the amount, if any, to which they shall be entitled under the provisions of the Washington Business Corporation Act with respect to the rights of dissenting shareholders.

SEVENTH: On the effective date of the merger, the

Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, of each of the Constituent Corporations 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 the Constituent Corporations on whatever account, including stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, franchises and immunities, 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 vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Corporations shall henceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

EIGHTH: This Agreement and Plan of Merger has been approved by the Board of Directors of each of the Constituent Corporations and shall be submitted for consideration and the requisite vote by the stockholders of West Tacoma at a



meeting of such stockholders duly called for this purpose. This Agreement and Plan of Merger shall be certified by the secretary or assistant secretary of Boise Cascade, under the seal thereof, as to the fact that a vote of the stockholders of Boise Cascade is not required, and this Agreement and Plan of Merger when duly adopted by the stockholders of West Tacoma shall be certified as to this fact by the secretary or assistant secretary of West Tacoma, under the seal thereof, and shall be acknowledged on behalf of each of the Constituent Corporations by the respective president or vice president and secretary or assistant secretary thereof. This Agreement and Plan of Merger when so adopted, certified and acknowledged shall be filed for record in the office of the Secretary of State of Delaware and recorded in the office of the Recorder of Deeds of New Castle County, Delaware, all in accordance with the applicable provisions of the General Corporation Law of the State of Delaware; and shall be filed with the Secretary of State of the State of Washington in accordance with the applicable provisions of the Washington Business Corporation Act; and the officers of each of the Constituent Corporations shall execute all such other documents and shall take all such other action as may be necessary or advisable to make this Agreement and Plan of Merger effective. Notwithstanding the foregoing, this Agreement and Plan of Merger and the merger herein provided for may at any time before it becomes effective be terminated and abandoned pursuant to any

agreement in effect between the Constituent Corporations.

NINTH: The Surviving Corporation agrees that it may be served with process in the State of Washington in any proceeding for the enforcement of any obligation of West Tacoma and in any proceeding for the enforcement of the rights of dissenting shareholders of West Tacoma against the Surviving Corporation.

The Secretary of State of Washington is hereby irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such proceedings.

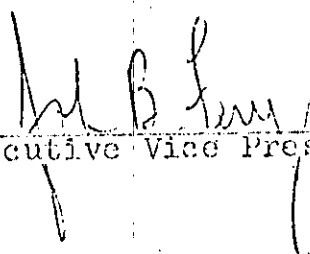
TENTH: The effective date of the merger provided for by this Agreement and Plan of Merger shall be the date on which the last act required to complete the merger under the respective laws of the State of Delaware and the State of Washington is performed.

IN WITNESS WHEREOF, this Agreement has been executed by Boise Cascade and by West Tacoma, and the respective corporate seals of the Constituent Corporations have been affixed hereto, all as of the day and year first above written.

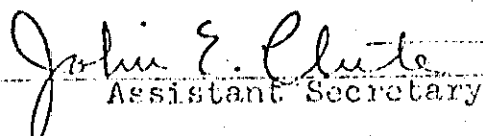
BOISE CASCADE CORPORATION  
CORPORATE SEAL  
DELAWARE  
1931

BOISE CASCADE CORPORATION  
(Surviving Corporation)

By

  
Executive Vice President

ATTEST:

  
Assistant Secretary

WEST TACOMA NEWSPRINT CO.  
INCORPORATED MAY 20, 1945  
SEAL  
WASHINGTON

WEST TACOMA NEWSPRINT CO.  
(Merging Corporation)

ATTEST:

By Walter R. [Signature]  
Title President


[Signature]  
Title Secretary

CERTIFICATE

I, J. H. GORDON, do hereby certify that I am a duly elected and acting Secretary of WEST TACOMA NEWSPRINT CO., a Washington corporation, and I make this certificate for and on behalf of said corporation.

I further certify that the Agreement and Plan of Merger, entered as of October 2, 1969, by and between West Tacoma Newsprint Co. and Boise Cascade Corporation, a Delaware corporation, has been approved by holders of more than two-thirds of the issued and outstanding shares of common stock of West Tacoma Newsprint Co.

IN WITNESS WHEREOF, I hereunto set my hand and the corporate seal of the corporation this 2nd day of November, 1969.


  
J. H. Gordon, Secretary  
WEST TACOMA NEWSPRINT CO.

STATE OF WASHINGTON )  
COUNTY OF PIERCE ) ss.

I, the undersigned Notary Public, in and for the said County and State, do hereby certify that J. H. Gordon, Secretary of WEST TACOMA NEWSPRINT CO., a Washington corporation, personally known to me to be the Secretary of said corporation and the person whose name is subscribed to the foregoing Certificate appeared before me this date in person and acknowledged that he signed said Certificate as his own free and voluntary act and deed and as the free and voluntary act and deed of said corporation authorized and approved by its Board of Directors; that the facts stated therein are true; and that the seal affixed thereto is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have set my hand and placed my Notary Seal this 3rd day of November, 1969.

DANIEL R. BATY  
NOTARY PUBLIC  
MY COMMISSION EXPIRES  
JULY 28, 1973  
STATE OF WASHINGTON

  
Notary Public in and for the State of  
Washington, residing at Tacoma.

CERTIFICATE

SIGNATURES BY CONSTITUENT CORPORATIONS

The Agreement and Plan of Merger between Boise Cascade Corporation and West Tacoma Newsprint Co., having been approved by the Boards of Directors of each Corporation and in accordance therewith executed on October 2, 1969 by Boise Cascade Corporation (pursuant to Section 251(f) of the General Corporation Law of the State of Delaware) and West Tacoma Newsprint Co., subject, however, to approval thereof by the Shareholders of West Tacoma Newsprint Co.; the Shareholders of West Tacoma Newsprint Co. having approved the Agreement and Plan of Merger on October 16, 1969 in accordance with the provisions of the Business Corporation Act of the State of Washington; said Agreement and Plan of Merger having therewith been adopted separately by each corporate party thereto in accordance with the provisions of the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of Washington; an Executive Vice President of Boise Cascade Corporation, a Delaware corporation, and the President of West Tacoma Newsprint Co., a Washington corporation, do now hereby certify and the Assistant Secretary of Boise Cascade Corporation and the Secretary of West Tacoma Newsprint Co. do now hereby attest under the corporate seals of the respective Corporations that said Agreement and Plan of Merger was duly authorized by the Directors of both Corporations and by the Shareholders of West Tacoma Newsprint Co. and executed in accordance therewith by duly authorized officers of the Corporations.

BOISE CASCADE CORPORATION  
CORPORATE SEAL  
DELAWARE  
1931

BOISE CASCADE CORPORATION

By

Its Executive Vice President

ATTEST:

John E. Clute  
Its Assistant Secretary

WEST TACOMA NEWSPRINT CO.  
INCORPORATED MAY 20, 1945  
SEAL  
WASHINGTON

WEST TACOMA NEWSPRINT CO.

By

Its

*Neil J. Robertson*  
*President*

ATTEST:

Its

*[Signature]*  
Dated this 16th day of October, 1969.

ACKNOWLEDGEMENTS

STATE OF IDAHO )  
County of Ada ) ss.

I, Carol Dawn McKay, certify that on this 16th day of October, 1969, personally appeared before me, a Notary Public in and for the County and State aforesaid, JOHN D. FRY, Executive Vice President of BOISE CASCADE CORPORATION, a corporation of the State of Delaware, and he duly executed said Certificate before me and acknowledged said Agreement and Plan of Merger to be its act and deed and the act and deed of said Corporation and the facts stated therein are true; and that the seal affixed to said Agreement and Plan of Merger and attested by the Assistant Secretary of said Corporation is the corporate seal of said Corporation.

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

CAROL DAWN MCKAY  
NOTARY PUBLIC  
STATE OF IDAHO

Carol Dawn McKay  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: FEB 24 1973

STATE OF WASHINGTON )  
County of ) ss.

I, Daniel R. Baty, certify that on this 16th day of October, 1969, personally appeared before me, a Notary Public in and for the County and State aforesaid, WILLIAM K. KOSKINEN, President of WEST TACOMA NEWSPRINT CO., a Corporation of the State of Washington, and he duly executed said Certificate before me and acknowledged said Agreement and Plan of Merger to be its act and deed and the act and deed of said Corporation and the facts stated therein are true; and that the seal affixed to said Agreement and Plan of Merger and attested by the Secretary of said Corporation is the corporate seal of said Corporation.

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

DANIEL R. BATY  
NOTARY PUBLIC  
MY COMMISSION EXPIRES  
JULY 28, 1973  
STATE OF WASHINGTON

Daniel R. Baty  
Notary Public for Washington  
Residing at  
My Commission Expires:

CERTIFICATE

I, John E. Clute, do hereby certify that I am a duly elected and acting Assistant Secretary of BOISE CASCADE CORPORATION, a Delaware corporation, and that I make this Certificate for and on behalf of said Corporation.

I further certify that the Agreement and Plan of Merger entered as of October 2, 1969, by and between said Corporation and WEST TACOMA NEWSPRINT CO., has been adopted by the action of the Board of Directors of said Corporation without any vote of its stockholders, in accordance with Section 251(f) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto set my hand and the corporate seal of said Corporation this 2nd day of October, 1969.

BOISE CASCADE CORPORATION  
CORPORATE SEAL  
DELAWARE  
1931

John E. Clute  
Assistant Secretary  
BOISE CASCADE CORPORATION

ACKNOWLEDGEMENT

STATE OF IDAHO     )  
                              ) ss.  
County of Ada     )

I, Carol Dawn McKay, Notary Public in and for said County and State, do hereby certify that John E. Clute, an Assistant Secretary of BOISE CASCADE CORPORATION, a Delaware corporation, personally known to me to be an Assistant Secretary of said Corporation and the person whose name is subscribed to the foregoing Certificate appeared before me this date in person and acknowledged that he signed said Certificate as his own free and voluntary act and deed and as the free and voluntary act and deed of said Corporation authorized and approved by its Board of Directors; that the facts stated therein are true; and that the seal affixed thereto is the common or corporate seal of said Corporation.

IN WITNESS WHEREOF, I have set my hand and placed my Notary Seal this 2nd day of October, 1969.

CAROL DAWN MCKAY  
NOTARY PUBLIC  
STATE OF IDAHO

Carol Dawn McKay  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: FEB 24 1973



STATE OF IDAHO )

County of Ada )

I, Carol Dawn McKay, Notary Public in and for said County and State, do hereby certify that John B. Fery, Executive Vice President of BOISE CASCADE CORPORATION, a Delaware corporation, and John E. Clute, Assistant Secretary of said Corporation, personally known to me to be an Executive Vice President and an Assistant Secretary respectively of said Corporation and the persons whose names are subscribed to the foregoing Agreement and Plan of Merger appeared before me this date in person and acknowledged that they respectively signed and attested said Agreement and Plan of Merger as their own free and voluntary act and deed and as the free and voluntary act and deed of said Corporation authorized and approved by its Board of Directors; that the facts stated therein are true; and that the seal affixed thereto is the common or corporate seal of said Corporation.

IN WITNESS WHEREOF, I have set my hand and placed my Notary Seal this 2nd day of October, 1969.

CAROL DAWN MCKAY  
NOTARY PUBLIC  
STATE OF IDAHO

Carol Dawn McKay  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: FEB 24 1973

STATE OF WASHINGTON )

County of PIERCE )

I, Daniel R. Baty, Notary Public in and for said County and State, do hereby certify that Neil F. Robertson, President of WEST TACOMA NEWSPRINT CO., a Washington corporation, and J. H. Gordon, Secretary of said Corporation, personally known to me to be the President and Secretary respectively of said Corporation and the persons whose names are subscribed to the foregoing Agreement and Plan of Merger appeared before me this date in person and acknowledged that they respectively signed and attested said Agreement and Plan of Merger as their own free and voluntary act and deed and as the free and voluntary act and deed of said Corporation authorized and approved by its Board of Directors; that the facts stated therein are true; and that the seal affixed thereto is the common or corporate seal of said Corporation.

IN WITNESS WHEREOF, I have set my hand and placed my Notary Seal this 2nd day of October, 1969.

DANIEL R. BATY  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JULY 28, 1971  
STATE OF WASHINGTON

Daniel R. Baty  
Notary Public for Washington  
Residing at  
My Commission Expires:

# State of Delaware



## Office of Secretary of State

*J. Eugene Bunting, 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 of the "WEST TACOMA NEWSPRINT CO.",  
a corporation organized and existing under the laws of the State of  
Washington, merging with and into the "BOISE CASCADE CORPORATION", a  
corporation organized and existing under the laws of the State of  
Delaware, as received and filed in this office the third day of  
November, A.D. 1969, at 2:30 o'clock P.M.;

And I do hereby further certify that the aforesaid Corporation  
shall be governed by the laws of the State of Delaware.

**In Testimony Whereof, I have hereunto set my hand**  
**and official seal at Dover this** twenty-fourth **day**  
**of** November **in the year of our Lord**  
**one thousand nine hundred and** sixty-nine.

*Eugene Bunting*

Secretary of State

*R D Caldwell*

Asst Secretary of State