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MERGER AGREEMENT

AGREEMENT dated as of the 22nd day of December, 1969, between BENNETT LUMBER PRODUCTS, INC., an Idaho Corporation, and a majority of the directors thereof, parties of the first part, and RAUCH LUMBER COMPANY, INC., an Idaho Corporation, and a majority of the directors thereof, parties of the second part.

WHEREAS, Bennett Lumber Products, Inc. and Rauch Lumber Company, Inc. are respectively corporations organized under the laws of the State of Idaho; and

WHEREAS, the total number of shares of Rauch Lumber Company, Inc. are owned by Bennett Lumber Products, Inc.

WHEREAS, the parties hereto desire that Rauch Lumber Company, Inc. be merged into Bennett Lumber Products, Inc.:

NOW, THEREFORE, in consideration of premises and of the mutual promises and covenants herein contained, it is hereby agreed between the parties hereto, acting in pursuance of the provisions of Title 30-152 of the Idaho Code relating to corporation and of all Acts supplemental thereto and amendatory thereof, that Rauch Lumber Company, Inc. shall be merged into Bennett Lumber Products, Inc. as a single corporation; and the parties hereto hereby agree to and prescribe the terms and conditions of such merger, the mode of carrying the same into effect, and state such facts required or permitted by the provisions of Chapter 30-152 of the Idaho Code.

First: Rauch Lumber Company, Inc. shall be merged into Bennett Lumber Products, Inc. and the corporate existence of Rauch Lumber Company, Inc. shall cease and the corporate existence of Bennett Lumber Products, Inc. shall continue. Because Bennett Lumber Products, Inc. does own all of the stock of Rauch Lumber Company, Inc. it will not be necessary

1 to issue any further stock to the stockholders of Rauch Lumber Company,
2 Inc. as the stock is all owned by Bennett Lumber Products, Inc.

3 On the effective date of merger, all the property, real, personal
4 and mixed, including bank accounts, cash on hand, accounts receivable and
5 any other things of value of Rauch Lumber Company, Inc. and all the debts
6 due on whatever account to Rauch Lumber Company, Inc., including any
7 choses in action belonging to Rauch Lumber Company, Inc. shall be taken
8 and be deemed to be transferred to and invested in Bennett Lumber Products,
9 Inc. without further act or deed.

11 On the effective date of merger, the surviving corporation, Bennett
12 Lumber Products, Inc. shall thenceforth be responsible for all the debts,
13 liabilities, obligations and duties of each of the constituent corporations,
14 and all said debts, liabilities, obligations and duties shall thenceforth attach
15 to the surviving corporation and may be enforced against it to the same
16 extent as if said debts, liabilities, obligations and duties had been incurred
17 or contracted by the surviving corporation; that the liabilities of the constituent
18 corporations, or of their members, directors or officers shall not be
19 affected, nor shall the rights of the creditors thereof or of any person dealing
20 with the constituent corporations be impaired by this merger; and all rights
21 of creditors thereof or of any persons dealing with such corporations shall
22 be preserved unimpaired, and any claim existing or action or proceeding
23 pending by or against either of the constituent corporations, may be prose-
24 cuted to judgment as if this merger had not taken place, or the surviving
25 corporations may be proceeded against or substituted in its place.

28 The manner of the adoption of this agreement of merger and the
29 vote by which it was adopted by each of such corporations is as follows:

31 The board of directors of each signatory corporation did by resolu-
32 tion in accordance with law, approve the above joint agreement of merger
by a majority vote of the members of such boards.

1 The approved agreement of merger was adopted by and upon receiving
2 the affirmative vote of the holders of a majority of the outstanding shares en-
3 titled to vote in respect thereof, of each of the signatory corporations, call and
4 notice for such meetings of the shareholders as required by law having been
5 given.
6

7 In any event, it is agreed that all things will be done so that the effec-
8 tive date of this merger will be at the close of business on the 31st day of
9 December, 1969. It is further agreed that all books, records, lists of mem-
10 bers, books and records of any type and kind, shall be transferred and turned
11 over to Bennett Lumber Products, Inc. with expediency and without delay on
12 said day or as soon thereafter as is feasible.
13

14 IN WITNESS WHEREOF, the directors, or a majority of them, of
15 each of the above named corporations have entered into this agreement of
16 merger, have duly subscribed their respective names to this agreement of
17 merger, and have caused the corporate seal of each of the corporations to be
18 hereunto affixed and attested, all as of the date and year first above written.
19

20 BENNETT LUMBER PRODUCTS, INC.

21 By

22 By

23 By

24 Directors
25
26

27 RAUCH LUMBER COMPANY, INC.

28 By

29 By


30 By
31
32

Directors

1 STATE OF IDAHO)
2) ss.
3 County of Latah)

4 On this 22nd day of December, 1969, before me, the undersigned, a
5 Notary Public in and for said State, residing therein, duly commissioned
6 and sworn, personally appeared GUY BENNETT, FRANK R. BENNETT, and
7 RICHARD G. BENNETT, known to me to be the directors of Bennett Lumber
8 Products, Inc., an Idaho Corporation, that executed the within instrument,
9 known to me to be the persons who executed the within instrument on behalf of
10 the corporation therein named, and acknowledged to me that such corporation
11 executed the same.

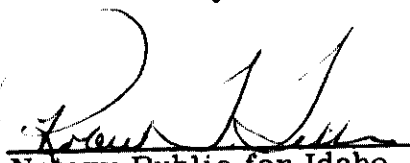
12 IN WITNESS WHEREOF, I have hereunto set my hand and notarial
13 seal on the date last above written.
14

15 
16 Notary Public for Idaho, Residing
17 in Latah County.
18

19 STATE OF IDAHO)
20) ss.
21 County of Latah)

22 On this 22nd day of December, 1969, before me, the undersigned, a
23 Notary Public in and for said State, residing therein, duly commissioned
24 and sworn, personally appeared GUY BENNETT, FRANK R. BENNETT, and
25 RICHARD G. BENNETT, known to me to be the directors of Rauch Lumber
26 Company, Inc., an Idaho Corporation, that executed the within instrument,
27 known to me to be the persons who executed the within instrument on behalf
28 of the corporation therein named, and acknowledged to me that such corpora-
29 tion executed the same.
30

31 IN WITNESS WHEREOF, I have hereunto set my hand and notarial
32 seal on the date last above written.

33 
Notary Public for Idaho, Residing
in Latah County.

1 I, Dick Bennett, hereby certify that I am secretary of Bennett
2 Lumber Products, Inc., a corporation or association organized and existing
3 under and by virtue of the laws of the State of Idaho, and do further certify
4 as follows:

5 The foregoing agreement of merger for the merger of Bennett Lum-
6 ber Products, Inc., a domestic corporation, was signed under the corporate
7 seal of Bennett Lumber Products, Inc., and delivered by the corporation and
8 by a majority of its directors after the directors of the corporation and
9 its board of directors, by resolution, adopted by at least a majority vote of
10 all the members of the board, had approved the agreement of merger and
11 the terms of agreement therein set forth at a meeting of the board duly held
12 for the purpose of considering them.

13 The agreement of merger was duly submitted to the members of
14 Bennett Lumber Company, Inc. at a meeting thereof regularly called by
15 the Board of Directors of the Corporation for the purpose of taking the same
16 into consideration, and separately duly held on the 22nd day of December,
17 1969, at the company's office in Princeton, Idaho, at time, place, object
18 and notice of the substance of the proposed agreement of which meeting due
19 notice was duly given in accordance with the laws of the State of Idaho, the
20 Articles of Incorporation and By-Laws of Bennett Lumber Products, Inc.

21 At the meeting the agreement of merger was considered and a vote
22 of the members of Bennett Lumber Products, Inc. with a representative of
23 100 percent of the outstanding stock present was taken for the adoption or
24 rejection of the agreement of merger, and the votes of members representing
25 more than two-thirds of those present and voting in respect thereof were for
26 the adoption of the agreement of merger.

27 IN WITNESS WHEREOF, I have hereunto set my hand and the seal
28 of Bennett Lumber Products, Inc. this 29th day of December, 1969.

29 BENNETT LUMBER PRODUCTS, INC.

30 By

Secretary

1 I, Dick Bennett, hereby certify that I am secretary of Rauch Lumber
2 Company, Inc., a corporation or association organized and existing under and
3 by virtue of the laws of the State of Idaho, and do further certify as follows:

4 The foregoing agreement of merger for the merger of Rauch Lumber
5 Company, Inc., a domestic corporation, and Bennett Lumber Products, Inc.,
6 a domestic corporation, was signed under the corporate seal of Rauch Lumber
7 Company, Inc., and delivered by the corporation and by a majority of its
8 directors after the directors of the corporation and its board of directors, by
9 resolution, adopted by at least a majority vote of all the members of the board,
10 had approved the agreement of merger and the terms of agreement therein
11 set forth at a meeting of the board duly held for the purpose of considering
12 them.
13
14

15 The agreement of merger was duly submitted to the members of
16 Rauch Lumber Company, Inc. at a meeting thereof regularly called by the
17 Board of Directors of the corporation for the purpose of taking the same into
18 consideration, and separately duly held on the 22nd day of December, 1969,
19 at the company's office in Princeton, Idaho, the time, place, object, and
20 notice of the substance of the proposed agreement of which meeting due notice
21 was duly given in accordance with the laws of the State of Idaho, the Articles
22 of Incorporation and By-Laws of Rauch Lumber Company, Inc.
23

24 At the meeting the agreement of merger was considered and a vote
25 of the members of Rauch Lumber Company, Inc., with a representation of
26 100 percent of the outstanding stock present was taken for the adoption or
27 rejection of the agreement of merger, and the votes of members representing
28 more than two-thirds of those present and voting in respect thereof were for
29 the adoption of the agreement of merger.
30

31 IN WITNESS WHEREOF, I have hereunto set my hand and seal of
32 Rauch Lumber Company, Inc. this 29th day of December, 1969.

RAUCH LUMBER COMPANY, INC.


By Dick Bennett
Secretary

The foregoing agreement of merger having been duly adopted by the members of each of the corporations who are the parties hereto, and the fact of the adoption thereof as aforesaid having been duly certified by the Secretary at a regularly called meeting of the members of the respective corporations, all in accordance with law, the agreement of merger is hereby signed in the name and on behalf of each of the corporations by their respective presidents, by their respective secretaries, under the respective corporate seals of the corporations, this 29th day of December, 1969.

BENNETT LUMBER PRODUCTS, INC.

By: R. L. Bennett
President

ATTEST:


Secretary

RAUCH LUMBER COMPANY, INC.

By: R. L. Bennett
President

ATTEST:

Richard L. Lusk
Secretary

STATE OF IDAHO)
) ss.
County of Latah)

On this 20th day of December, 1969, before me, the undersigned,
a Notary Public in and for said State, personally appeared Guy Bennett and
Dick Bennett, known to me to be the persons whose names are subscribed to

1 the within instrument as president and secretary respectively of Bennett Lumber
2 Products, Inc., a corporation, and acknowledged to me that they executed the
3 same respectively as president and secretary of said corporation.

4 IN WITNESS WHEREOF, I have hereunto set my hand and notarial
5 seal on the date last above written.
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9 Notary Public for Idaho,
10 Residing in Latah County.

11 STATE OF IDAHO)
12) ss.
13 County of Latah)

14 On this 24th day of December, 1969, before me, the undersigned, a
15 Notary Public in and for said State, personally appeared Guy Bennett and
16 Dick Bennett, known to me to be the persons whose names are subscribed to
17 the within instrument as president and secretary respectively of Rauch Lumber
18 Company, Inc., a corporation, and acknowledged to me that they executed
19 the same respectively as president and secretary of said corporation.

20 IN WITNESS WHEREOF, I have hereunto set my hand and notarial
21 seal on the date last above written.
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23 

24 Notary Public for Idaho,
25 Residing in Latah County.
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CERTIFICATE

STATE OF IDAHO)
) ss.
County of Latah)

GUY BENNETT and DICK BENNETT, being severly duly sworn,
deposes and says, and each for himself deposes and says:

That he, Guy Bennett is the President of Bennett Lumber Products,
Inc. and of Rauch Lumber Company, Inc. and he, Dick Bennett is the Secre-
tary of Bennett Lumber Products, Inc. and of Rauch Lumber Company, Inc.,
thereof, that they have been authorized to file the foregoing certificate of
consolidation by the votes cast in person of all of the shares of outstanding
stock of Bennett Lumber Products, Inc. at a meeting held upon notice as
perscribed in section 31-33 of the Idaho Code on the 22nd day of December,
1969.


BENNETT LUMBER PRODUCTS, INC.

By


President

RAUCH LUMBER COMPANY, INC.

By


Secretary