

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BOISE CASCADE CORPORATION

ADOPTED MAY 13, 1963

Boise Cascade Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "corporation"), does hereby certify as follows:

(1) That the following amendment of the Certificate of Incorporation of the corporation, as heretofore amended, has been duly adopted in accordance with the provisions of Section 242 of Title 8 of the Delaware Code:

Article FOURTH of the Certificate of Incorporation of the corporation is hereby amended in the following respects:

"FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 5,000,000 all of which shall be of one class and shall have a par value of \$5 each, amounting in the aggregate to \$25,000,000.

"No holder of shares of any class of the corporation or holder of any security or obligation convertible into shares of any class of the corporation shall have any preemptive right whatever to subscribe for, purchase or otherwise acquire shares of the corporation of any class, heretofore or by this amendment authorized."

(2) That the capital of the corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, BOISE CASCADE CORPORATION has caused its corporate seal to be hereunto affixed and the Certificate to be signed by its Vice President and Assistant Secretary this 9th day of September, 1963.

BOISE CASCADE CORPORATION

BOISE CASCADE CORPORATION
1931
(Corporate Seal)
DELAWARE

By /s/ W. D. Eberle
Vice President
By /s/ Chas. F. McDevitt
Assistant Secretary

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

BE IT REMEMBERED, that on the 9th day of September, 1963,
personally came before me, Bertha L. Carpenter, a Notary Public in and for
the County and State aforesaid, W. D. Eberle, Vice President of Boise Cascade
Corporation, a corporation of the State of Delaware, the corporation described in
and which executed the foregoing Certificate, known to me personally to be such,
and he, the said W. D. Eberle, duly executed said Certificate before me and acknow-
ledged the said Certificate to be his act and deed and the act and deed of said corpora-
tion, and that the signature of said Vice President and of the Assistant Secretary of
said corporation to the foregoing Certificate are in the handwriting of said Vice
President and Assistant Secretary, respectively, of said corporation, and that his act
of sealing, executing, acknowledging and delivering the said Certificate was duly
authorized by the Board of Directors and stockholders of said corporation.

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

(Notarial Seal)

BERTHA L. CARPENTER
Notary Public
STATE OF IDAHO

/s/ Bertha L. Carpenter
Notary Public

My Commission expires: 3-15-65
Residing at: Boise, Idaho

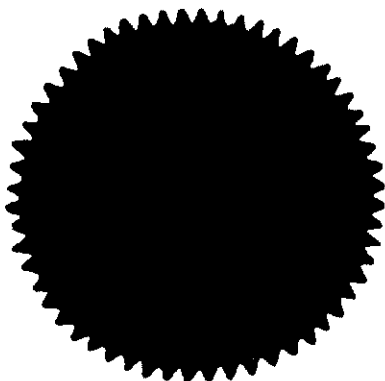
State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, 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 Amendment of the "BOISE CASCADE CORPORATION", as
received and filed in this office the twelfth day of September,
A.D. 1963, at 10 o'clock A.M.

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



Elisha C. Dukes

Secretary of State

A. F. [Signature]

Asst. Secretary of State