



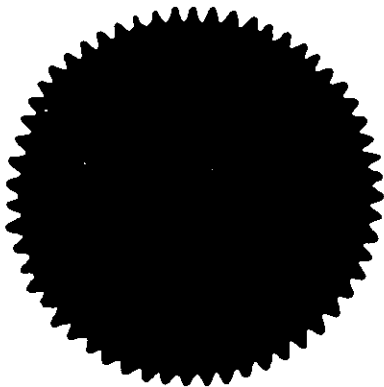
# State of DELAWARE



Office of SECRETARY OF STATE

*I, Glenn C. Kenton 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 "EDWARD HINES LUMBER CO.", as received and  
 filed in this office the seventeenth day of May, A.D. 1978, at 11:20 o'clock  
 A.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* thirty-first *day*  
*of* May *in the year of our Lord*  
*one thousand nine hundred and* seventy-eight *.*



Glenn C. Kenton, Secretary of State

Assistant Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
~~CERTIFICATE~~ OF INCORPORATION  
OF  
EDWARD HINES LUMBER CO.

EDWARD HINES LUMBER CO., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

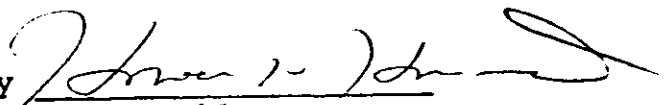
FIRST: That the Board of Directors of said Corporation, pursuant to the special meeting of the Board of Directors duly noticed and held on March 17, 1978, adopted a resolution proposing and declaring advisable that Articles SIXTH, SEVENTH, EIGHTH, NINTH, TENTH and THIRTEENTH of the Certificate of Incorporation be amended in their entirety to read as set forth in Appendix A hereto.

SECOND: The stockholders of said Corporation approved the adoption of said amendments at the Annual Meeting of Stockholders of said Corporation duly noticed and held on May 17, 1978, in accordance with the provisions of Sections 212 and 242 of the General Corporation Law of the State of Delaware.

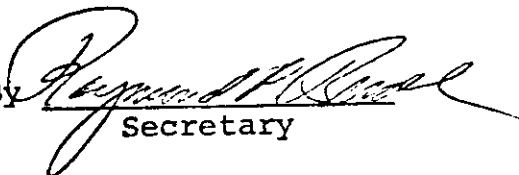
THIRD: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 141(b), 212 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Edward Hines Lumber Co. has caused this Certificate to be signed by Howell H. Howard, its President, and attested by Raymond F. Brodl, its Secretary, on this 17th day of May, 1978.

EDWARD HINES LUMBER CO.

By   
President

ATTEST:

By   
Secretary

[Corporate Seal]

## APPENDIX A

SIXTH: The names and places of residence of the incorporators are as follows:

<u>Names</u>	<u>Residences</u>
Alfred Jervis	Wilmington, Delaware
T. L. Fray	Wilmington, Delaware
L. H. Herman	Wilmington, Delaware

Any action required or permitted to be taken at any annual or special meeting of the stockholders of the corporation may only be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the holders of 75% of the voting power of all of the stock of the corporation entitled to vote with respect to the subject matter thereof.

SEVENTH: (a) Except as set forth in Paragraph (d) of this Article SEVENTH, the affirmative vote or consent of the holders of 75% of the voting power of all of the stock of this Corporation entitled to vote in elections of directors shall be required.

(i) for a merger or consolidation of this Corporation or any subsidiary thereof with or into any other corporation, or

(ii) for any sale or lease of all or any substantial part of the assets of this Corporation or any subsidiary thereof to any other corporation, person or other entity, or

(iii) for any sale or lease to this Corporation or any subsidiary thereof of any assets (except assets having an

aggregate fair market value of less than \$1,000,000) in exchange for voting securities (or securities convertible into voting securities or options, warrants or rights to purchase voting securities or securities convertible into voting securities) of this Corporation or any subsidiary by any other corporation, person or other entity.

if as of the record date for the determination of stockholders entitled to notice thereof and to vote thereon or consent thereto such other corporation, person or other entity which is party to such a transaction is the beneficial owner, directly or indirectly, of 5% or more in number of shares of the outstanding shares of any class of stock of this corporation entitled to vote in elections of directors.

(b) For purposes of this Article SEVENTH, any corporation, person or other entity shall be deemed to be the beneficial owner of any shares of stock of this Corporation,

(i) which it owns directly, whether or not of record, or

(ii) which it has the right to acquire pursuant to any agreement or understanding or upon exercise of conversion rights, warrants or options or otherwise, whether or not presently exercisable, or

(iii) which are beneficially owned, directly or indirectly (including shares deemed to be owned through application of clause (ii) above), by an "affiliate" or "associate" as those terms are defined herein, or

(iv) Which are beneficially owned, directly or indirectly by any other corporation, person or entity (including any shares which such other corporation, person or entity has the right to acquire pursuant to any agreement or understanding or upon exercise of conversion rights, warrants or options or otherwise, whether or not presently exercisable) with which it or its "affiliates" or "associates" has any agreement or arrangement or understanding for the purpose of acquiring, holding, voting or disposing of stock of this Corporation.

For the purposes of this Article SEVENTH, the outstanding shares of stock of this Corporation shall include shares deemed owned through the application of clauses (b)(ii), (iii) and (iv) above, but shall not include any other shares which may be issuable pursuant to any agreement or upon exercise of conversion rights, warrants, options or otherwise.

For the purposes of this Article SEVENTH, the term "affiliate" shall mean any person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such corporation, person or other entity. The term "control" (including the terms "controlling", "controlled by" and "under common control with") means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a corporation, person or other entity, whether through the ownership of voting securities, by contract or otherwise.

For the purposes of this Article SEVENTH, the term "associate" shall mean (1) any corporation or organization (other than this Corporation or a majority-owned subsidiary of this Corporation) of which such corporation, person or other entity is an officer or partner or is, directly or indirectly, the beneficial owner of 10% or more of any class of equity securities, (2) any trust or other estate in which such corporation, person or other entity has a substantial beneficial interest or as to which such corporation, person or other entity serves as a trustee or in a similar fiduciary capacity, and (3) any relative or spouse of such person, or any relative of such spouse, who has the

same home as such person or who is a director or officer of this corporation or any of its subsidiaries.

(c) The Board of Directors shall have the power and duty to determine for the purpose of this Article SEVENTH on the basis of information known to the Board of Directors of this corporation, whether

(i) such other corporation, person or other entity beneficially owns more than 5% in number of shares of the outstanding shares of any class of stock of this Corporation entitled to vote in elections of directors.

(ii) a corporation, person or other entity is an "affiliate" or "associate" (as defined in Paragraph (b) above) of another, and

(iii) the assets being acquired by this Corporation, or any subsidiary thereof, have an aggregate fair market value of less than \$1,000,000.

Any such determination shall be conclusive and binding for all purposes of this Article SEVENTH.

(d) The provisions of this Article SEVENTH shall not apply to any merger or other transaction referred to in this Article SEVENTH with any corporation, person or other entity if

(1) the Board of Directors of this Corporation has approved a memorandum of understanding with such other corporation, person or other entity with respect to such transaction prior to the time that such other corporation, person or other entity shall have become a beneficial owner of more than 5% in number of shares of the outstanding shares of stock of any class of this Corporation entitled to vote in elections of directors, or

(2) if such transaction is otherwise approved by the Board of Directors of this Corporation, provided that a majority of the members of the Board of Directors voting for the approval of such transaction were duly elected and acting members of the Board of Directors prior to the time that such other corporation, person or other entity shall have become a beneficial owner of more than 5% in number of shares of the outstanding shares of stock of any class of this Corporation entitled to vote in elections of directors. In addition, the provisions of this Article SEVENTH shall not apply to any merger or other transaction referred to in this Article SEVENTH with a subsidiary (which term shall mean a corporation of which a majority of the outstanding shares of stock entitled to vote in elections of directors is owned by this corporation directly, and/or indirectly

through one or more other subsidiaries).

EIGHTH: By-laws of the Corporation may be adopted, amended, or repealed by the affirmative vote of 75% of the total number of directors (fixed by, or in the manner provided in, such by-laws as in effect immediately prior to such vote) or by the affirmative vote of the holders of 75% of the voting power of the Corporation's stock outstanding and entitled to vote thereon. Such by-laws may contain any provision for the regulation and management of the affairs of the Corporation and the rights or powers of its stockholders, directors, officers or employees not inconsistent with statute or this Certificate of Incorporation.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserves in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole Board to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

TENTH: At the first election of directors following the effectiveness of the amendment to the Certificate of Incorporation adopting this provision, the directors to be elected by the holders of all classes of stock entitled to vote thereon shall be divided into three classes, as nearly equal in

number as may be, the term of office of those of the first class to expire at the first annual meeting of stockholders after their election, the term of office of those of the second class to expire at the second annual meeting of stockholders after their election, and the term of office of those of the third class to expire at the third annual meeting of stockholders after their election. At each annual election held after such initial classification and election, directors elected to succeed those whose terms expire shall be elected for a term of office to expire at the third annual meeting of stockholders after their election.

Newly created directorships resulting from any increase in the authorized number of directors and vacancies in the Board of Directors from death, resignation, retirement, disqualification, removal from office or other cause, shall be filled by a majority vote of the directors then in office, and directors so chosen shall hold office for a term expiring at the annual meeting at which the term of the class to which they shall have been elected expires. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director. The affirmative vote of the holders of three-fourths of the voting power of all of the stock of the Corporation entitled

to vote in the election of directors shall be required to remove a director from office. The stockholders of the Corporation are expressly prohibited from cumulating their votes in any election of directors of the Corporation.

THIRTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation. Notwithstanding any other provisions of the Certificate of Incorporation or the by-laws of this Corporation (and in addition to any other vote that may be required by law, this Certificate of Incorporation or the by-laws of this Corporation), the affirmative vote of the holders of 75% of the voting power of all stock of this Corporation entitled to vote in elections of directors shall be required to amend, alter, change or repeal Article SIXTH, SEVENTH, EIGHTH, NINTH TENTH or THIRTEENTH of this Certificate of Incorporation.