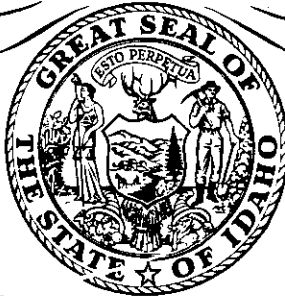


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

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 the

OWYHEE PLYWOOD CO.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twenty-ninth** day of **November** 19**65**, original articles of amendment, as provided by Section **30-146, 30-147, 30-151 and 30-152**, Idaho Code, merging **PLYWAY CO.** with and into **OWYHEE PLYWOOD CO.**, both domestic corporations, the latter the surviving corporation,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. ~~XXXXXX~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **29th** day of **November**, A. D., 19 **65**.

Secretary of State

AGREEMENT FOR MERGER

THIS AGREEMENT, entered into this 10th day of November, 1965, by and between OWYHEE PLYWOOD CO., an Idaho corporation, and all of the members of the Board of Directors of that company, and PLYWAY CO., a corporation, and all of the members of the Board of Directors of that company;

W I T N E S S E T H:

WHEREAS, Owyhee Plywood Co. is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at Boise, Ada County, Idaho, and Plyway Co. is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at Boise, Ada County, Idaho; and

WHEREAS, Owyhee Plywood Co. is authorized by its Articles of Incorporation to issue 500,000 shares of capital stock, having no par value, of which 301,000 shares of the capital stock, having no par value, are now issued and outstanding; and

WHEREAS, Plyway Co. is authorized by its Articles of Incorporation to issue 2,500 shares of capital stock, having an aggregate par value of \$25,000.00, of which 500 shares of the capital stock, having an aggregate par value of \$5,000.00 are now issued and outstanding; and

WHEREAS, all of the issued and outstanding stock of both corporations is owned by Clay G. Simons, Jr., Mardon F. Talbot, and Richard A. Weber, of Boise, Idaho, and Leonard H. Crofoot,

of Whittier, California, except that Warren Bertleson and Kathryn Bertleson, of Boise, Idaho, own 1,000 shares of the stock of Owyhee Plywood Co.; and

WHEREAS, for adequate business reasons it is considered desirable by the parties hereto that a merger be effected between the said corporations, by which Plyway Co. is merged into Owyhee Plywood Co. as the surviving corporation;

NOW, THEREFORE, in consideration of the premises and the terms and conditions herein set forth, the parties hereto have mutually agreed to effect a merger between the said two corporations upon the following terms and conditions:

Section 1. It is agreed that effective as of the commencement of business on December 1, 1965, Plyway Co. shall be and it is hereby merged into Owyhee Plywood Co., with the effect and result that the existence of Plyway Co. shall cease and Owyhee Plywood Co. shall continue in existence as the surviving or merging corporation.

Section 2. It is agreed that all of the provisions contained in the Articles of Incorporation and the By-Laws of Owyhee Plywood Co. shall remain in force and effect and shall not be deemed altered or amended hereby, and that the laws of the State of Idaho shall continue to govern the surviving corporation.

Section 3. It is agreed that the present members of the Board of Directors of Owyhee Plywood Co. shall continue to hold office during the remainder of the term to which they

are each elected and until their successors are elected and duly qualified.

Section 4. It is agreed that upon said merger's becoming effective, all of the property, real, personal or mixed, and all of the assets of Plyway Co. wherever located, shall be deemed automatically transferred to and become vested in Owyhee Plywood Co. as the surviving corporation, without any further act or deed or instrument of transfer or conveyance for the accomplishment thereof; and whereupon, further, Owyhee Plywood Co. shall assume and become liable for the payment of all of the existing indebtedness and obligations of Plyway Co., including the obligation to perform existing leases and contracts without any special act or assumption of liability for those obligations.

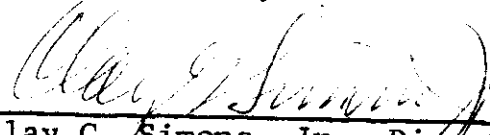
Section 5. It is agreed that Owyhee Plywood Co. shall issue 625 shares of its no par capital stock to each of the present stockholders of Plyway Co. in exchange for the issued and outstanding shares of stock in said Plyway Co.

Section 6. It is agreed that this Agreement for Merger of said corporations shall be submitted to the stockholders of each of those corporations at meetings duly called and separately held as required by the applicable laws of the State of Idaho and the provisions of the By-Laws of each corporation for calling stockholders meetings; and this agreement shall only become effective and binding upon the two corporations if and when adopted, approved and ratified by the affirmative vote of at

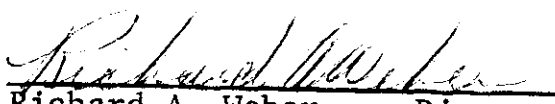
least two-thirds of the voting power of all of the stockholders of each corporation at the meeting of stockholders so held.

IN WITNESS WHEREOF, this agreement has been executed on behalf of the corporate parties hereto by all of the members of the Boards of Directors of each corporation, the day and year herein first above written.

OWYHEE PLYWOOD CO.

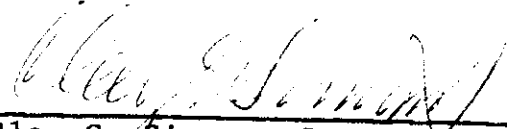
By 
Clay G. Simons, Jr. Director

By 
Mardon F. Talbot Director

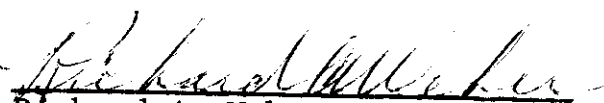
By 
Richard A. Weber Director

By 
Leonard H. Crofoot Director

PLYWAY CO.

By 
Clay G. Simons, Jr. Director

By 
Mardon F. Talbot Director

By 
Richard A. Weber Director

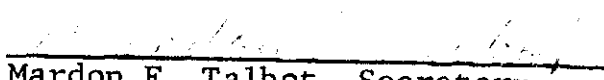
By 
Leonard H. Crofoot Director

C E R T I F I C A T E

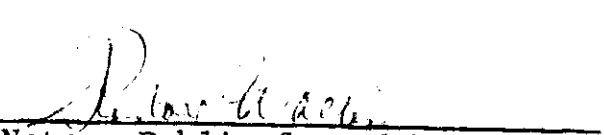
STATE OF IDAHO)
) ss.
County of Ada)

MARDON F. TALBOT, the duly elected, qualified and acting Secretary of OWYHEE PLYWOOD CO., does hereby certify:

At a special meeting of the stockholders of Owyhee Plywood Co. held on November 27, 1965, entirely separate from any meeting of the stockholders of Plyway Co., and called in the manner provided by law, at which all of the issued capital stock of Owyhee Plywood Co. was represented in person by the owners and holders thereof of record, by resolution unanimously adopted, the foregoing Agreement for Merger as originally executed by the authorized members of the Board of Directors of Owyhee Plywood Co., was approved and adopted; and the President and Secretary of Owyhee Plywood Co. were authorized in the name of and on behalf of that corporation to sign and execute such agreement.


Mardon F. Talbot, Secretary

SUBSCRIBED AND SWORN to before me this 27th day of November, 1965.

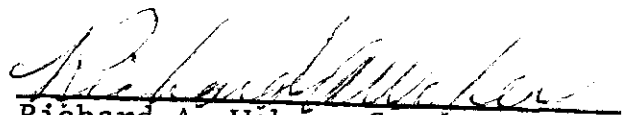

Notary Public for Idaho
Residing at Boise, Idaho

C E R T I F I C A T E


STATE OF IDAHO)
) ss.
County of Ada)

RICHARD A. WEBER, the duly elected, qualified and acting Secretary of PLYWAY CO., does hereby certify:

At a special meeting of the stockholders of Plyway Co. held on November 27, 1965, entirely separate from any meeting of the stockholders of Owyhee Plywood Co., and called in the manner provided by law, at which all of the issued capital stock of Plyway Co. was represented by the owners and holders thereof of record, by resolution unanimously adopted, the foregoing Agreement for Merger as originally executed by the authorized members of the Board of Directors of Plyway Co., was approved and adopted; and the President and Secretary of Plyway Co. were authorized in the name of and on behalf of that corporation to sign and execute such agreement.



Richard A. Weber, Secretary

SUBSCRIBED AND SWORN to before me this 27th day of November, 1965.

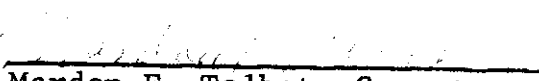

Notary Public for Idaho
Residing at Boise, Idaho

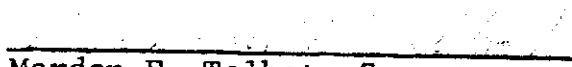
IN WITNESS WHEREOF, pursuant to the due authorization by the stockholders of each, Owyhee Plywood Co. and Plyway Co., both Idaho corporations, at separate meetings thereof referred to in the foregoing certificates by the respective Secretaries of those corporations, the foregoing Agreement for Merger, so adopted, approved and ratified by the stockholders of each of those corporations is hereby executed and signed by the authorized officers, to-wit, the President and Secretary of Owyhee Plywood Co. and the President and Secretary of Plyway Co., this 27th day of November, 1965.

OWYHEE PLYWOOD CO.

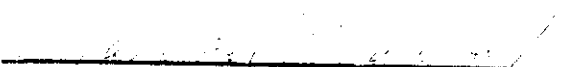
By 
Clay G. Simons, Jr., President

ATTEST:

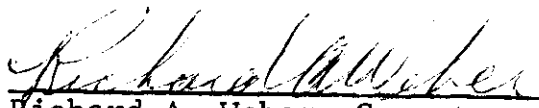

Mardon F. Talbot, Secretary

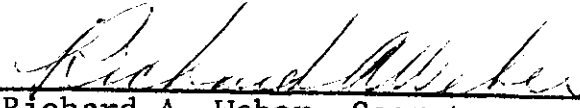
By 
Mardon F. Talbot, Secretary

PLYWAY CO.

By 
Mardon F. Talbot, President

ATTEST:

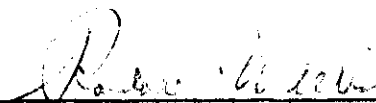

Richard A. Weber, Secretary

By 
Richard A. Weber, Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 27th day of November, 1965, before me, a notary public in and for said State, personally appeared CLAY G. SIMONS, JR., who, being by me duly sworn, did say that he is the President of Owyhee Plywood Co. and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said Clay G. Simons, Jr. acknowledged to me that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

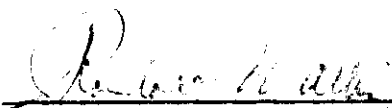


Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 27th day of November, 1965, before me, a notary public in and for said State, personally appeared MARDON F. TALBOT, who, being by me duly sworn, did say that he is the President of Plyway Co. and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said Mardon F. Talbot acknowledged to me that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Boise, Idaho