

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
BOISE CASCADE CORPORATION

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Adopted April 5, 1966

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BOISE CASCADE CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called "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:

"The Certificate of Incorporation of the Corporation as heretofore amended, is hereby further amended as follows:

1. The first paragraph of Article Fourth is hereby amended to read as follows:

'FOURTH: The total number of shares of all classes of stock which the corporation shall have authority to issue is eighteen million (18,000,000), of which three million (3,000,000) shares without par value are to be of a class designated

Preferred Stock, and fifteen million (15,000,000) shares of the par value of \$2.50 each are to be of a class designated Common Stock.'

2. Each share of Common Stock of the par value of \$5 per share of the corporation issued and outstanding or held in the treasury of the corporation immediately prior to the time this amendment becomes effective shall be, and hereby is, automatically changed (without any further action of the corporation or its stockholders) into two fully paid and non-assessable shares of Common Stock of the par value of \$2.50 a share of the corporation.

3. No holder of Common Stock shall have any preemptive right whatever to subscribe for, purchase or otherwise acquire shares of the corporation of any class authorized by this Article Fourth as amended."

2. That the capital of the Corporation will not be reduced under or by reason of the foregoing amendment.

IN WITNESS WHEREOF, Boise Cascade Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by its Vice President and Secretary this 5th day of April, 1966.

BOISE CASCADE CORPORATION

Boise Cascade Corporation  
1931  
(Corporate Seal)  
Delaware

By: W. D. Eberle  
Vice President

By: Chas. F. McDevitt  
Secretary

STATE OF IDAHO )  
 ) ss.  
 COUNTY OF ADA )

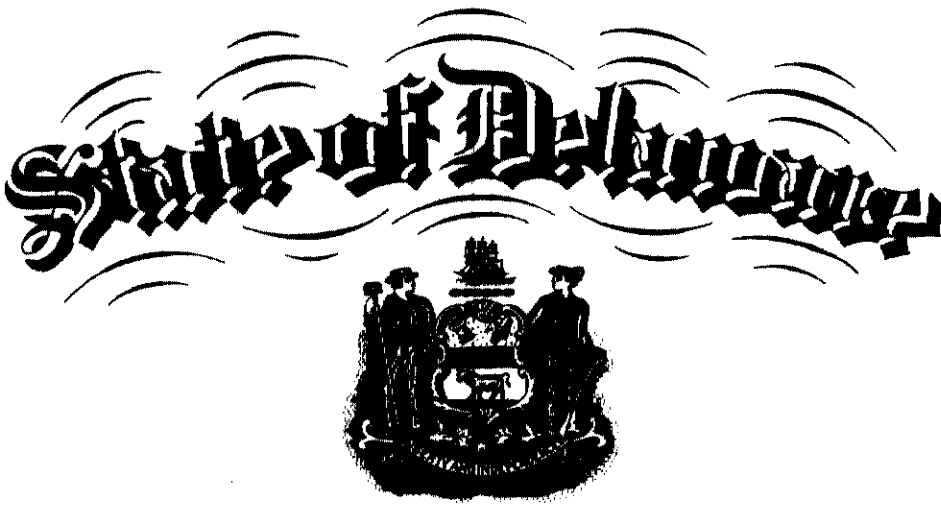
BE IT REMEMBERED, that on this 5th day of April 1966 personally came before me, Joyce M. Coleman, a Notary Public in and for the county and state aforesaid, W. D. Eberle, vice president of Boise Cascade Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said W. D. Eberle as such vice president, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation, and that the signatures of the said vice president and of the secretary of said corporation to the foregoing certificate are in the handwriting of said vice president and the secretary of said corporation, respectively, and that the seal affixed to said certificate is the corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the Board of Directors of said corporation.

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

Joyce M. Coleman  
 Notary Public  
 State of Idaho

Joyce M. Coleman  
 Notary Public for Idaho

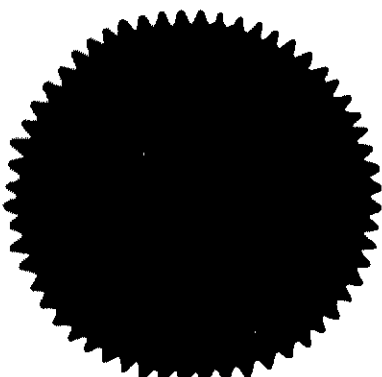
My commission expires 9-27-69



**Office of Secretary of State.**

*J. 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 April, A.D.  
1966, at 10 o'clock A.M.

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



*Elisha C. Dukes*

Secretary of State

*J. L. Brown*

Asst Secretary of State