



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, FRED E. LUKENS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

BOISE PAYETTE, INC.

a corporation duly organised and existing under the laws of Delaware has fully complied with Section 10 of Article II of the Constitution, and with Sections 4772 and 4773 of the Idaho Compiled Statutes, as amended by Chapter 282 of the 1929 Session Laws of Idaho, by filing in this office on the seventh day of January 1932, a properly authenticated copy of its articles of incorporation, and on the second day of May 1932, a designation of WILLARD W. BURNS, in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho relating to corporations not created under the laws of the State, as contained in Chapter 187 of the Idaho Compiled Statutes and amendments thereto, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 second day of May, in the year of our Lord one thousand nine hundred and thirtytwo, and of the Independence of the United States of America the One Hundred and Fifty-sixth.

Secretary of State.

FOREIGN

Ad. - Boise Payette

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CERTIFICATE OF INCORPORATION
OF
BOISE PAYETTE LUMBER COMPANY OF DELAWARE

FIRST: The name of this corporation is

BOISE PAYETTE LUMBER COMPANY OF DELAWARE

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 10 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

(1) To engage in and carry on the business of acquiring, owning, buying, selling, leasing, mortgaging and exchanging timber and timber lands, and in manufacturing, distributing, marketing or otherwise dealing in timber and lumber and all of the various products thereof, and to carry on in any capacity any business pertaining to, or which in the judgment of the company may at any time be convenient and lawfully conducted in conjunction with any of the matters aforesaid.

(2) To cut timber, haul, transport in any manner and will the same and to manufacture the raw timber into any of the products thereof such as lumber, pulp, tan bark and paper and to sell the raw lumber or any of the said products or any other products of said raw lumber at wholesale or retail prices and to ship timber, lumber, pulp, tan bark or any of the products thereof, and to buy

A. J. G. B. L. L. L.

the same and to do a general intrastate and interstate business therein, and to engage in general logging operations.

(3) To acquire, own, lease, occupy, use or develop any lands containing timber or containing coal, iron, manganese, stone or any other ores or minerals of any nature, or oil or any wood lands or any other lands for any purposes.

(4) To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property or any interest and rights therein, without limit as to amount; to take, acquire, buy, hold, own, sell, hire, lease, mortgage, pledge and otherwise deal in and dispose of all kinds of property, chattels and chattels real, without limit as to amount; to lend money on bonds secured by mortgages on real estate or upon personal property, or to lend money and make advances from time to time on bonds secured by mortgages for future advances on real estate or upon personal property; to acquire by purchase, lease, exchange, hire or otherwise, lands or any interest therein; to erect, construct, alter, maintain and improve houses, buildings or works of other description on any lands of the corporation, or upon any other lands, and to rebuild, alter and improve existing houses, buildings or works thereon; to convert and appropriate any such lands into and build and form roads, streets or other conveniences, and generally to deal with and improve the property of the corporation; to sell, lease, let, mortgage, or otherwise dispose of the lands, houses, buildings and other property of the corporation; to undertake and direct the management and sale of all property, buildings and lands of the corporation, or otherwise; to transact on commission, the general business of a real estate agent.

(5) To engage in the manufacturing of turpentine, paint or oils or any of the products of pine pitch or gums or saps acquired from trees, and to sell the same at wholesale or retail and to deal generally in said products and to deal generally in all by-products of the principal products developed by this company, or others.

(6) To erect, install and operate lumber mills, saw mills, paper mills, smelters or any other mills or manufacturing plants of any nature. To construct, operate, and equip private logging railroads to be used and operated only for the purpose of carrying on the business of this corporation and not as a public carrier.

(7) To construct and maintain settlements, camps and towns for employees engaged in carrying out the purposes of this company and others and to manage such settlements or towns and to install, maintain and operate stores dealing in groceries, foods, supplies, merchandise of any nature for the convenience and necessity of such settlements or towns, and to construct and maintain places of amusement and all other things necessary and convenient for the proper maintenance of such settlements or towns.

(8) To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature, whatsoever, both public and private, or integral parts thereof, and to perform engineering and architectural work, including the preparation of plans and specifications and expert work, as acting and consulting and superintending engineers and architects, and generally to do and perform any and all work as builders and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and contracting business and the work connected therewith.

(9) To manufacture or otherwise produce, buy, sell, import, export, trade and deal in all or any kinds of lumber, lumber products, sand, lime, brick, tile, stone, cement, and any products thereof, hardware, and all other kinds of building and structural materials, and materials and supplies of all kinds used by contractors, builders, carpenters, roofers, plumbers and other artisans and goods, wares and merchandise of all kinds used or capable of being used in or about the construction, furnishing, equipment, repairing and adornment of buildings, houses and other structures.

(10) To purchase, own, erect, lease, hire or let any buildings, warehouses, structures, stores and salesrooms, or other places for the manufacture, sale, storage and dealing in any of the articles and things aforesaid and conducting the business aforesaid, or such of the same as may seem to the company necessary or desirable for any of its business.

(11) To manufacture, buy, construct, make, erect, maintain, repair, alter, sell, let on hire or lease on royalty, and generally to deal in or handle any and all kinds of

machinery, engines, apparatus, hardware, and any and all articles, materials and supplies of any kind or character connected therewith or a part thereof.

(12) To apply for, obtain, purchase, lease or otherwise to acquire, and to hold, use, own, operate and introduce, and to sell, assign, or otherwise to dispose of, any letters patent, licenses or grants in respect of letters patent, inventions, improvements, processes, trade-marks and trade names, used in connection with, or secured under, letters patent of the United States, or elsewhere, or otherwise; and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any such patents, licenses, processes, inventions, trade-marks and trade names, or the like, or any such property or rights, and to supervise, or otherwise exercise such control over its said licensees and the business conducted by them, as may be agreed upon in its contracts with such licensees for the protection of its rights therein, and to secure to it the payment of agreed royalties, and to manufacture or deal in any article, produced as the result or by the use of, any such invention or process, or under any such patent, or any articles of any description, used or suitable to be used in connection therewith.

(13) To do a general commission merchants' and selling agents' business; to buy, sell and otherwise dispose of, hold, own, manufacture, produce, export and import, and deal in either as principal/or agent, and upon commission or otherwise, all kinds of personal property whatsoever, without limit as to amount; to make and enter into all manner and kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, manufacturing, selling and dealing in of any articles of personal property of any kind or nature whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purposes of the business.

(14) To purchase, underwrite or otherwise acquire; to hold, own, control, manage, collect and/or enforce; to lend, mortgage, pledge, hypothecate and/or transfer in trust; to sell, assign, negotiate, barter, exchange, or otherwise transfer or dispose of; and generally for its own account and/or for others to invest, trade and otherwise deal in mortgages, deeds of trust, shares, stocks, debentures, bonds, scrip, promissory notes, checks,

drafts, certificates of deposit, warehouse receipts, bills of lading, trade acceptances, contracts, interests, whether divided or undivided, securities and other evidences of indebtedness, of any and every kind and/or description, made, issued or created by any and/or all other persons, firms, associations or corporations, or by any government, governmental subdivision or body politic, whether foreign or domestic, or whether now or hereafter organized; and while the owner, holder, assignee, underwriter or manager thereof, to exercise any and/or all the rights, powers and privileges of ownership thereof of every kind and description, including the right to vote thereon, or respecting the same, with power to designate some person or persons, for that purpose from time to time, and to issue in exchange therefor its own stock, bonds, and other obligations and generally to carry on the business of stock and mortgage brokers, fiscal agencies and/or fiscal managers, and to the same extent as natural persons might or could do.

(15) To aid by way of surety or guarantor any or all persons, firms, associations or corporations of whom or of which shares, stocks, debentures, bonds, notes, mortgages, deeds of trust, securities or other obligations or evidences of indebtedness of any kind and every description, may be owned or held by this corporation; and to do any other acts or things for the preservation, protection, improvement and/or enhancement of the value of any or all such stocks, bonds, mortgages, deeds of trust, evidences of indebtedness, or other obligations of any and every kind and description, or to do any acts or things designed for any such purpose, whenever, in the judgment of the board of directors of this corporation it is deemed expedient and necessary for the protection and conservation of the interests of this corporation and its stockholders, so to do.

(16) To engage in, conduct and carry on in all its various branches the business of handling and negotiating, distributing, syndicating and underwriting of all forms of corporate securities; to conduct and carry on a general agency, brokerage and/or investment business, whether real estate, or securities, or otherwise; and act as agent, factor or broker and/or manager of estates, or otherwise in entering into, undertaking, performing, executing and/or transacting for and in behalf of any and/or all persons, firms, associations or corporations, or any government or governmental subdivision or body politic, whether

foreign or domestic and whether now or hereafter formed or organized, in or about the negotiation, creation, purchase or sale of any such securities and property aforesaid, or of lands, goods, wares, merchandise and/or materials, whether crude or manufactured, of any and every description or kind, wheresoever situate and in or about the transaction and carrying on of any/or all kinds of business as such agent, factor or broker, and to receive compensation therefor.

(17) To conduct and carry on in all its various branches a general real estate, loan and brokerage business; to purchase, finance or discount commercial paper and warehouse receipts; to purchase, loan upon, acquire, or otherwise sell and dispose of any and all installment lien obligations, or indebtedness incurred or to be incurred by any written instrument, and to guarantee, pledge, borrow or raise money for any such investment in any way, and to do such other financing as may be deemed for the welfare of the corporation.

(18) To lend and advance moneys or give credit, upon or without interest, and with or without security for the repayment thereof, and on such terms as may seem expedient to the board of directors of the corporation; and to give guarantees or become surety for any person, firm, association or corporation.

(19) To carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, commission men and agents, and in the course of such business to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities, including debentures, bonds and notes.

(20) To borrow money for its corporate purposes; to make and issue bonds, debentures, promissory notes, shares of its capital stock and other obligations, or either or any thereof, as evidence of its indebtedness so created, or in payment for property, real, mixed or personal, purchased or acquired by it, for services rendered, labor done, or for any lawful purpose or object in and about its business; to negotiate and sell its certificates and to contract for the payment by it of moneys in future for such consideration

to this corporation and upon such terms and conditions as in the judgment of the board of directors may be expedient and for the best interests of this corporation and its stockholders; and to mortgage, pledge, transfer in trust, hypothecate, or otherwise encumber or impose charges or liens upon all or any of its property, real, personal or mixed, wheresoever situated, to secure any bonds, debentures, promissory notes, certificates or contracts, and any other obligations by it made, issued or incurred, whether as principal or as such surety or guarantor aforesaid, or both.

(21) To guarantee the payment of dividends or interest upon and of the par amount of principal of any shares of stock, debentures, bonds, promissory notes, or other securities, or evidences of indebtedness, contracts and obligations of this corporation, or of any other corporation, firm or person, or of any trustee or trustees of any trust estate.

(22) To acquire, and pay for in cash, stock or bonds of this corporation, or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation.

(23) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

(24) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(25) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(26) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

(27) To carry on any other business (whether manufacturing or otherwise) which may, in the discretion of the directors, seem capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of the company's property or rights, and to do any and all of the above things or any part thereof as principals, agents, contractors, or otherwise, and by or through agents or otherwise, and either alone or in conjunction with others, and generally to attain and further any of the purposes herein set forth or incidental to the business of the company, or to any of the powers herein specified; to make, guarantee (so far as may be permitted to corporations organized under the laws of the State of Delaware), and perform any contracts of any kind and description, and to do any and all other acts and things and exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law; provided, that nothing herein contained shall be construed to authorize the corporation to engage in, conduct or carry on the business of a public service, or public utility corporation, or banking corporation.

The several clauses contained in this statement of purposes shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. The business or purpose of this corporation is, from time to time, to do any one or more of the acts and things herein set forth and it is hereby expressly provided that the enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH: The total number of shares of stock which this corporation shall have authority to issue is ninety thousand (90,000), all of which shares shall be without nominal or par value.

From time to time the capital stock may be increased or decreased according to law and may be issued in such amounts and proportions as shall be determined by the board of directors and as may be permitted by law.

FIFTH: The amount of capital with which this corporation will commence business is One Thousand Dollars (\$1,000.00).

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

<u>NAME</u>	<u>RESIDENCES</u>
C. S. Peabbles	Wilmington, Delaware
L. E. Gray	Wilmington, Delaware
H. H. Snow	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

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

To make and alter the by-laws of the corporation.

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 reserve 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 committee 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.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, the board of directors shall have power and authority to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

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: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them, and/or between this corporation and its stockholders or any class of them, any Court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this corporation, as the case may be, and also on this corporation.

ELEVENTH: Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the

provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

TWELFTH: In all elections for directors, each shareholder shall have the right to cast as many votes in the aggregate as shall equal the number of shares so held by him, multiplied by the number of directors to be voted for, and he may distribute the total of such votes as he may desire among directors to be elected.

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.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 23rd day of April, A. D. 1931.

In presence of

Harold E. Grantland

C. S. Peabbles (SEAL)

L. E. Gray (SEAL)

H. H. Snow (SEAL)

STATE OF DELAWARE }
 }
COUNTY OF NEW CASTLE) ss.

BE IT REMEMBERED, that on this 23rd day of April, 1931, personally came before me, Harold E. Grantland, a Notary Public for the State of Delaware, C. S. Pebbles,

L. E. Gray, and H. H. Snow, all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Harold E. Grantland
Notary Public
Appointed January 12, 1931
State of Delaware
Term Two Years

Harold E. Grantland
Notary Public

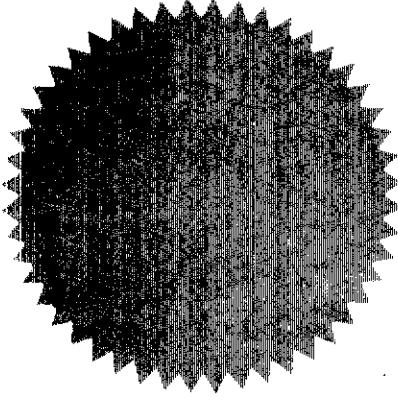


Office of Secretary of State.

Wm. B. Denney, Assistant

I, [REDACTED] 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 Incorporation of the "BOISE PAYETTE LUMBER COMPANY
OF DELAWARE", as received and filed in this office the twenty-
third day of April, A. D. 1931, at 1 o'clock P. M.

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


Wm. B. Denney
Assistant Secretary of State

I, ALFRED A. FRAZER, President of the Boise Payette Lumber Company of Delaware, do hereby certify that there has been delivered to the secretary of said corporation a certificate signed by two judges appointed for the purpose; that at a special meeting of the stockholders held upon twenty days notice as provided by the by-laws of said corporation, and called by order of the Board of Directors for the purpose of amending the certificate of incorporation by amending the same so as to change the name thereof from Boise Payette Lumber Company of Delaware to "Boise Payette, Inc."; that it is set forth in said judges' certificate that eight shares of the capital stock of said corporation are issued and outstanding and entitled to vote upon said amendment; that said eight shares of outstanding stock is all of the shares that have been issued; that upon a vote being taken upon said amendment that all said eight shares voted in favor of said amendment and there were no votes cast against said amendment.

I also certify that the amendment was the changing of the name from Boise Payette Lumber Company of Delaware, to "Boise Payette, Inc.", and that such amendment has been duly adopted in accordance with the laws of Delaware enacted on March 10, 1899, and amended by the revised statutes of 1915, and in strict conformity to section 26 of said Act.

J. L. Johnson,
Secretary-Boise Payette
Lumber Company of Delaware

Alfred A. Frazer,
President.

DATED this 34th day of December, 1931.

BOISE PAYETTE LUMBER COMPANY OF DELAWARE
CORPORATE SEAL
1931
DELAWARE

STATE OF IDAHO }
County of Ada } ss.

ALFRED A. FRASER, being first duly sworn, deposes and says:

That he is president of the Boise Payette Lumber Company of Delaware; that he has read the foregoing certificate and knows the contents thereof, and that the facts therein stated are true.

Alfred A. Fraser.

Subscribed and sworn to before me this 24th day of December, 1931.

NORMAN H. YOUNG
NOTARY PUBLIC
STATE OF IDAHO

Norman H. Young.
Notary public
Residing at Boise, Idaho

Alfred A. Fraser (19)

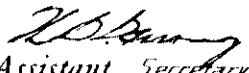


Office of Secretary of State.

Wm. B. Denney, Assistant

I, [REDACTED], 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 Certificate of Incorporation of the
"BOISE PAYETTE LUMBER COMPANY OF DELAWARE", as received and filed
in this office the thirtieth day of December, A. D. 1931, at 1 o'clock
P. M.

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


Wm. B. Denney
Assistant Secretary of State