

FILED EFFECTIVE

ARTICLES OF MERGER
OF

2003 DEC 31 PM 2:06

BENNETT LUMBER PRODUCTS, INC.

AND

BENNETT TREE FARMS, INC.

STATE OF IDAHO

BENNETT TREE FARMS, INC., an Idaho corporation, having its principal place of business in Princeton, Idaho, and BENNETT LUMBER PRODUCTS, INC., an Idaho corporation, having its principal place of business in Princeton, Idaho, do hereby adopt the following Articles of Merger for the purpose of merging both entities into one corporation pursuant to the provisions of Idaho Code § 30-1-1101:

1. The plan of merger adopted by the board of directors and shareholders of, BENNETT LUMBER PRODUCTS, INC. and BENNETT TREE FARMS, INC. is as follows:

PLAN OF MERGER

This Plan of Merger (hereinafter "Agreement") is made and entered into this 18th day of December, 2003, by and between BENNETT LUMBER PRODUCTS, INC., a corporation organized under the laws of the State of Idaho, with its principal office located at Princeton, Latah County, Idaho, (hereinafter called the surviving corporation or BLP), and BENNETT TREE FARMS, INC., a corporation organized under the laws of the State of Idaho, with its principal office located at Princeton, Latah County, Idaho, (hereinafter called the absorbed corporation or BTF).

RECITALS

A. BLP is a corporation duly organized and existing under the laws of the State of Idaho, with its principal office located at Princeton, Latah County, Idaho.

B. BLP has a capitalization of 1,000 authorized shares of Class A Voting Common Stock, having a par value of \$100.00 per share, of which 732.652 shares are issued and outstanding, and 6,047 shares of Class B Non-Voting Common Stock, having a par value of \$100.00 per share, of which 4,668.600 shares are issued and outstanding. Upon the merger contemplated by this Agreement, the authorized number of shares of Class A Voting Common Stock shall be increased to 2,000 shares and the authorized number of Class B Non-Voting Common Stock shall be increased to 15,000 shares.

C. BTF is a corporation duly organized and existing under the laws of the State of Idaho, with its principal office located at Princeton, Latah County, Idaho.

D. BTF has a capitalization of 1,000 authorized shares of Class A Voting Common Stock, having a par value of \$100.00 per share, of which 556 shares are issued and

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outstanding, and 6,253 shares of Class B Non-Voting Common Stock, having a par value of \$100.00 per share, of which 3,655 shares are issued and outstanding.

E. The Boards of Directors of the BLP and BTF deem it desirable and in the best interests of the respective Corporations and their shareholders that BTF be merged into BLP in accordance with the provisions of the Idaho Business Corporation Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE MERGER

BTF shall merge with and into BLP, which shall be the surviving corporation.

SECTION TWO TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

SECTION THREE CONVERSION OF SHARES

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of Class A Common Stock of BTF issued and outstanding on the effective date of the merger shall be converted into 1.700 shares of the Class A common stock of BLP, and each share of the Class B Non-Voting Common Stock of BTF issued and outstanding on the effective date of the merger shall be converted into 1.70 shares of Class B Non-Voting Common Stock of BLP, all of which shares of stock of the surviving corporation shall thereupon be issued and outstanding. Upon the conversion of shares as provided herein, fractional shares may be issued.

(b) After the effective date of the merger, each holder of certificates for shares of Class A Voting Common Stock and Class B Non-Voting Common Stock in the absorbed corporations shall surrender them to the surviving corporation or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificate, the surviving corporation shall issue and exchange therefore certificates for shares of stock in the surviving corporation, representing the number of shares of stock to which such holder is entitled as provided above.

(c) Holders of the certificates of stock of the absorbed corporation shall not be entitled to receive dividends payable on shares of stock in the surviving corporation until the certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in the surviving corporation.

SECTION FOUR ARTICLES OF INCORPORATION

The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger subject to the following amendments:

Article V of the Articles of Incorporation of Bennett Lumber Products, Inc., shall be amended to read as follows:

ARTICLE V

1. The total number of shares of stock authorized and which may be issued by this Corporation is 17,000 shares, of which shall consist of two classes as follows:

Class A Voting
Common Stock - 2,000 shares at the par
value of \$100.00 per
share

Class B Non-voting
Common Stock - 15,000 shares at the
par value of \$100.00
per share

2. The Class A Voting Common Stock shall possess one (1) vote for each share of stock.

3. The Class B Nonvoting Common Stock shall have the following rights, preferences, and restrictions:

(a) Class B Nonvoting Common Stock shall have no voting rights except as expressly required by law.

(b) Each share of Class B Nonvoting Common Stock shall be entitled to dividends on the same basis as the Class A Voting

Common Stock, such dividends to be declared as and when the Board of Directors determines.

(c) The Class B Nonvoting Common Stock shall be entitled to participate in the earnings or assets of the Corporation equal to the Class A Voting Common Stock, pro rata as to issued shares. In the event of dissolution, liquidation, or winding up (whether voluntary or involuntary) of the Corporation, the Class B Nonvoting Common Stock and Class A Voting Common Stock shall participate in all distributions of the assets of the Corporation pro rata as to the total issued and outstanding shares.

(d) No shareholder of this Corporation shall have the privilege of converting the shares of one class of stock for shares of another class of stock.

SECTION FIVE BYLAWS

The Bylaws of the surviving corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION SIX DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SEVEN LIMITATIONS ON BUSINESS ACTIVITIES

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular dividends on their outstanding shares in accordance with established practices, and take all action necessary or appropriate under federal and state law to consummate this merger.

SECTION EIGHT CONDITIONS PRECEDENT

The merger of BTF into BLP provided for in Section One of this Agreement and the conversion of shares of stock of BTF into shares of BLP as provided in Section Three of this Agreement is conditioned upon approval of the merger by the voting shareholders of the respective corporations in the manner provided by applicable law and the approval of the lenders for the respective corporations.

SECTION NINE EFFECTIVE DATE

The effective date of this merger shall be January 1, 2004, or such later date as selected by the boards of directors of the constituent corporations after satisfaction of the conditions precedent set forth in Section Eight of this Agreement, and upon the issuance of a Certificate of Merger by the Secretary of State of the State of Idaho.

SECTION TEN ABANDONMENT OF MERGER

This agreement of merger may be abandoned by action of the Board of Directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

- (a) If the merger is not approved by the voting shareholders of either the surviving or the absorbed corporation on or before December 31, 2004; or
- (b) If, in the judgment of the Board of Directors of either the surviving or the absorbed corporation, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law, or any other material reason.

SECTION ELEVEN EXECUTION OF AGREEMENT

This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

2. 1. The number of outstanding shares of common stock of BENNETT TREE FARMS, INC. entitled to vote is 556.

2. The number of shares of BENNETT TREE FARMS, INC., voting for the plan of merger was 556 and the number of shares of BENNETT TREE FARMS, INC.,

voting against the plan of merger was zero. The merger was duly approved by the shareholders of BENNETT TREE FARMS, INC. pursuant to Idaho Code § 30-1-1101.

3. The number of outstanding shares of common stock of BENNETT LUMBER PRODUCTS, INC., entitled to vote is 732.652

4. The number of shares of BENNETT LUMBER PRODUCTS, INC. voting for the plan of merger was 732.652 and the number of shares of BENNETT LUMBER PRODUCTS, INC. voting against the plan of merger was zero.

5. Prior to the approval of the plan of merger by the shareholders of BENNETT TREE FARMS, INC., and the shareholders of BENNETT LUMBER PRODUCTS, INC. the plan of merger was approved by the board of directors of each of the respective entities.


6. The merger shall be effective on January 1, 2004.

EXECUTED on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective Boards of Directors on the date first written above.

BENNETT LUMBER PRODUCTS, INC.

By: 
Title: President

BENNETT TREE FARMS, INC.

By: 
Title: President