

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
BOISE PAYETTE LUMBER COMPANY

ADOPTED, JANUARY 15, 1957

Boise Payette Lumber Company, a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "Company"), does hereby certify as follows:

(1) That the following amendment of the Certificate of Incorporation of the Company, as heretofore amended, has been duly adopted in accordance with the provisions of Section 242 of Title 8 of the Delaware Code:

Article FOURTH of the Certificate of Incorporation of the corporation, as heretofore amended, is hereby further amended to read as follows:

"FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 930,000, all of which shall be of one class and shall have a par value of \$10 each.

"No holder of shares of any class of the corporation or holder of any security or obligation convertible into shares of any class of the corporation shall have any preemptive right whatever to subscribe for, purchase or otherwise acquire any of the 55,000 additional shares authorized by this amendment or any securities of any character evidencing any right to subscribe for, purchase or otherwise acquire any of said 55,000 additional shares."

(2) That the capital of the Company will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, BOISE PAYETTE LUMBER COMPANY has caused its corporate seal to be hereunto affixed and the Certificate to be signed by its President and Assistant Secretary this 15th day of January, 1957.

BOISE PAYETTE LUMBER COMPANY

By /s/ R. V. Hansberger  
President

**BOISE PAYETTE LUMBER COMPANY**  
(CORPORATE SEAL)

**1931  
DELAWARE**

By /s/ E. A. Aitchison  
Assistant Secretary

STATE OF IDAHO )  
COUNTY OF ADA ) SS

BE IT REMEMBERED, that on this 15th day of January, 1957, personally came before me, I. A. Anderson, a Notary Public in and for the County and State aforesaid, R. V. Hansberger, President of Boise Payette Lumber Company, 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 R. V. Hansberger, 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 signature of the said President and of the Assistant Secretary of said corporation to the foregoing Certificate are in the handwriting of said President and Assistant Secretary, respectively, of said corporation, 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 and stockholders of said corporation.

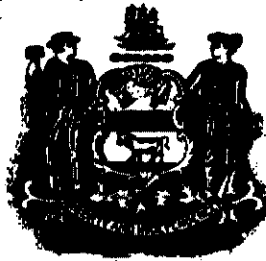
IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the day and year aforesaid.

**I. A. ANDERSON  
NOTARY PUBLIC  
STATE OF IDAHO**

~~XXXXXXXXXXXX~~  
(NOTARIAL SEAL)

~~/s/~~ I. A. Anderson  
Notary Public

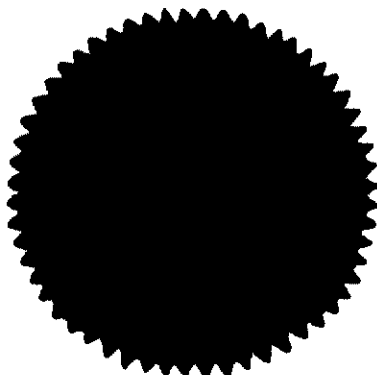
My commission expires Nov. 20, 1958



**Office of Secretary of State.**

*J. John N. McDowell, 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 PAYETTE LUMBER COMPANY", as  
received and filed in this office the twenty-fourth day of January,  
A.D. 1957, at 10 o'clock A.M.

**In Testimony Whereof, I have hereunto set my hand**  
*and official seal at Dover this* twenty-fourth *day*  
*of* January *in the year of our Lord*  
*one thousand nine hundred and* fifty-seven.



John N. McDowell  
Secretary of State

MD Tomlinson  
Asst. Secretary of State