

AGREEMENT OF MERGER

between

BOISE CASCADE CORPORATION
A Delaware Corporation
(The Surviving Corporation)

and

WESTERN LUMBER COMPANY OF SAN DIEGO
A California Corporation
(The Merging Corporation)

AGREEMENT OF MERGER, dated October 14, 1969,
between BOISE CASCADE CORPORATION, a Delaware corporation,
(hereinafter referred to as "Boise Cascade" and sometimes
referred to as the "Surviving Corporation"), and WESTERN
LUMBER COMPANY OF SAN DIEGO, a California corporation
(hereinafter referred to as the "Merging Corporation"),
which two corporations are hereinafter sometimes referred
to as the "Constituent Corporations".

Boise Cascade (which was formed under the name of
Boise Payette Lumber Company of Delaware) is validly organ-
ized, existing and in good standing under the General
Corporation Law of the State of Delaware. The Merging
Corporation is validly organized, existing and in good
standing under the General Corporation Law of the State
of California.

Boise Cascade has an authorized capital of 50,000,000
shares of Common Stock with a par value of \$2.50 each, of

which on the 15th day of September, 1969, 26,763,793 shares were issued and outstanding and 4,303 shares were held in its treasury, and 392,597 shares were subject to stock options held by officers and employees, and 10,000,000 shares of Preferred Stock without par value, issuable in series, of which on the 15th day of September, 1969, 85,485 shares of \$3.00 Cumulative Convertible Preferred Stock, Series A, were issued and outstanding.

The Merging Corporation has an authorized capital of 2,500 shares of Common Stock with a par value of \$100, of which on the 30th day of September, 1969, 1,765 shares were issued and outstanding, and no shares were held in its treasury, and no shares were subject to stock options held by officers and employees.

The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and stockholders that the Merging Corporation merge with and into Boise Cascade in accordance with the provisions of the applicable statutes of both the State of Delaware and the State of California, and have entered into an Agreement of Merger of this date in connection with the merger.

NOW, THEREFORE, the Constituent Corporations agree, each with the other, to merge into a single corporation

which shall be Boise Cascade, one of the Constituent Corporations, pursuant to the laws of both the State of Delaware and the State of California, and agree upon and prescribe the terms and conditions of the statutory merger, the mode of carrying it into effect and the manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation as follows:

FIRST: On the effective date of the merger, the Merging Corporation shall be merged with and into Boise Cascade and the separate existence of the Merging Corporation shall cease; the Constituent Corporations shall become a single corporation named "Boise Cascade Corporation", which shall be the Surviving Corporation.

SECOND: The Restated Certificate of Incorporation of Boise Cascade, as heretofore amended and restated, shall continue to be the Restated Certificate of Incorporation of the Surviving Corporation until amended in accordance with the General Corporation Law of the State of Delaware.

Such Restated Certificate of Incorporation, as thus set forth, may be certified separately from this Agreement of Merger as the Restated Certificate of Incorporation of the Surviving Corporation.

THIRD: The Bylaws of Boise Cascade in effect immediately prior to the effective date of the merger shall continue to be the Bylaws of the Surviving Corporation, until altered or repealed in the manner provided by law and such Bylaws.

FOURTH: The Directors of Boise Cascade immediately prior to the effective date of the merger shall continue to be Directors of the Surviving Corporation and shall hold office for the terms specified in the Bylaws of Boise Cascade and until their respective successors are duly elected and qualified.

FIFTH: The officers of Boise Cascade immediately prior to the effective date of the merger shall continue to be officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall otherwise determine.

SIXTH: The treatment of the shares of Boise Cascade and of the outstanding options to purchase shares of Boise Cascade, the manner of converting the shares of the Merging Corporation into shares of Common Stock of the Surviving Corporation, and the treatment of outstanding options to purchase shares of the Merging Corporation, if any, shall be as follows:

1. Each share of Common Stock of Boise Cascade which is issued and outstanding or in its treasury

immediately prior to the effective date of the merger shall continue to be one full paid and nonassessable share of the Surviving Corporation's Common Stock with a par value of \$2.50 each.

2. Each share of Preferred Stock of Boise Cascade which is issued and outstanding or in its treasury immediately prior to the effective date of the merger shall continue to be one full paid and nonassessable share of the Surviving Corporation's Preferred Stock, without par value.

3. All options and rights to purchase or acquire Common Stock or Preferred Stock of Boise Cascade outstanding immediately prior to the effective date of the merger shall continue to be outstanding and effective according to their terms.

4. All shares of the Merging Corporation's Common Stock which are issued and outstanding immediately prior to the effective date of the merger, shall by virtue of the merger be converted into and become, without action on the part of the holders of such Common Shares, 118,227 full paid and nonassessable shares of Common Stock of the Surviving Corporation, adjusted by any stock split or other similar change in the capitalization of Boise after the date hereof (said 118,227 shares has been adjusted for the 2% stock dividend of the Surviving Corporation payable

to stockholders of record as of October 20, 1969, and is not subject to further adjustment because of said dividend). Each outstanding certificate for Common Stock of the Merging Corporation shall thereupon be deemed for all purposes to evidence proportionate ownership of such 118,227 shares of Common Stock of the Surviving Corporation as adjusted. As soon as practicable after the effective date of the merger, the certificates for the common stock theretofore issued by Western (except those certificates representing shares in respect of which the holders shall be pursuing their remedy as dissenting shareholders in accordance with the laws of the State of California) shall be surrendered for cancellation in the manner specified by Boise. Boise shall promptly thereafter issue in the name of and deliver to the holders who surrender such Western certificates, new certificates representing 102,227 shares of the common stock of Boise. Concurrently therewith Boise shall issue in the name of such holders certificates representing 16,000 shares of the common stock of Boise, and shall deliver such certificates to the Bank of America National Trust and Savings Association to be held in escrow under the instructions of Boise, which instructions have been heretofore communicated to the holders of the Western share certificates. The escrow shall provide that the interests of the holders in the

certificates and the shares represented thereby are not assignable or transferable by the holders during the escrow period, and no judgment, writ or court order purporting to transfer, terminate, encumber or otherwise affect their rights during such period will be valid or effective (provided that this shall not apply to or impair the validity or effectiveness of any assignment, transfer, judgment, writ or court order made after the expiration of such period, or apply to or impair the validity or effectiveness of a foreclosure after the expiration of such period of a pledge or other hypothecation of such rights and interests voluntarily created by the holder during such period), and that the holders are entitled to and shall have all dividends, distributions and voting rights attributable to the shares represented by the certificate.

Until the holder of a certificate in the Merging Corporation shall have surrendered the same for exchange as set forth hereinafter, no dividend payable to holders of record of Common Stock of the Surviving Corporation as of any date subsequent to the effective date of the merger and no payment, if any, in lieu of fractional shares shall be paid to such holder with respect to the Common Stock of the Surviving Corporation represented by such certificate.

However, upon surrender and exchange of such certificate as herein provided, there shall be paid to the record holder of the certificate or certificates of Common Stock of the Surviving Corporation issued in exchange therefor an amount with respect to such shares of Common Stock equal to all dividends, without any interest thereon, which shall have been paid or become payable to holders of record of Common Stock of the Surviving Corporation between the effective date of the merger and the date of such exchange and the payment, if any, to which he may be entitled in respect of a fractional share interest, also without interest.

5. On the effective date of the merger, any shares of Common Stock of the Merging Corporation which are then held in its treasury, in the treasury of any subsidiary, or by Boise Cascade, shall be cancelled and retired without further action, and no shares of Common Stock of the Surviving Corporation shall be issued in respect thereof.

6. The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders, if any, of the Merging Corporation, the amount, if any, to which they shall be entitled under the provisions of the General Corporation Law of the State of California with respect to the rights of dissenting shareholders.

SEVENTH: On the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges,

powers, and franchises of a public as well as a private nature of each of the Constituent Corporations, and shall become subject to all the restrictions, disabilities and duties of each of the Constituent Corporations and all of the singular rights, privileges, powers and franchises of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due to each of the Constituent Corporations on whatever account including stock subscriptions as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, franchises and immunities, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all of the creditors and liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities,

obligations and duties had been incurred or contracted by it.

EIGHTH: This Agreement of Merger has been approved by the Board of Directors of each of the Constituent Corporations and shall be submitted for consideration and vote by the stockholders of the Merging Corporation at a meeting duly called for that purpose. This Agreement of Merger shall be certified by the Secretary or any assistant secretary of Boise Cascade, under the seal thereof, that it has been adopted pursuant to Section 251(f) of the General Corporation Law of the State of Delaware by action of Boise Cascade's Board of Directors and without any vote of its stockholders and that, as of the date of such certificate, the outstanding shares of Boise Cascade were such as to render said Section 251(f) applicable. This Agreement of Merger when duly adopted by the stockholders of the Merging Corporation, shall be certified by the Secretary or any assistant secretary of the Merging Corporation, under the seal thereof, that it has been adopted by the stockholders of the Merging Corporation. This Agreement of Merger so adopted and certified by each Constituent Corporation shall then be signed by the President or any vice president and attested to by the Secretary or any assistant secretary of each of

the Constituent Corporations, under the corporate seals thereof and acknowledged on behalf of each of the corporations; and this Agreement of Merger so adopted, certified, signed and acknowledged shall be filed for record in the office of the Secretary of State of Delaware and recorded in the office of the Recorder of New Castle County, Delaware; all in accordance with the applicable provisions of the General Corporation Law of the State of Delaware; and shall be filed for record with the Secretary of State of the State of California and in the recorder's office of the appropriate counties, all in accordance with the applicable provisions of the General Corporation Law of California; and the officers of each of the Constituent Corporations shall execute all such other documents and shall take all such other further action as may be necessary to make this Agreement of Merger effective.

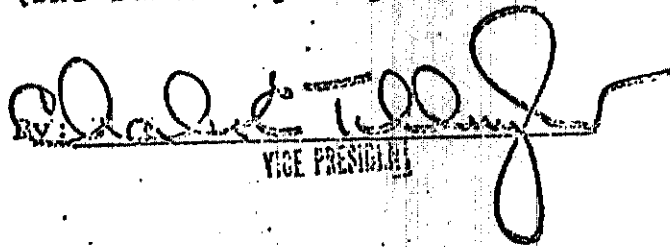
Notwithstanding the foregoing, this Agreement of Merger and the merger provided for herein may, at any time before the merger becomes effective, be terminated and abandoned pursuant to any agreement then in effect between the Constituent Corporations.

NINTH: The effective date of the merger provided for by this Agreement is intended to be November 1, 1969; provided that the merger shall in fact become effective as

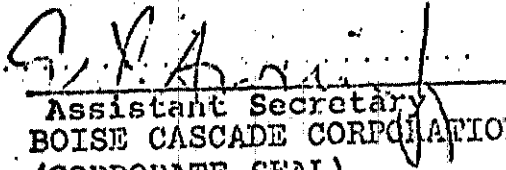
to each of the Constituent Corporations in accordance with the laws of their respective states of incorporation.

IN WITNESS WHEREOF, this Agreement of Merger has been executed by the duly authorized officers of Boise Cascade and the Merging Corporation and the respective corporate seals of the Constituent Corporations have been affixed hereto all as of the day and year first above written.

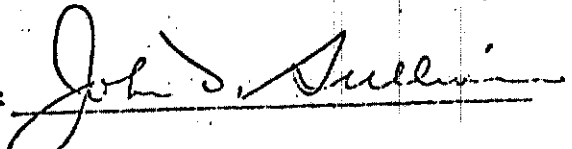
BOISE CASCADE CORPORATION
(The Surviving Corporation)


VICE PRESIDENT

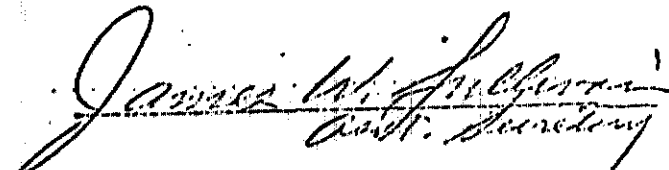
ATTEST:


Assistant Secretary
BOISE CASCADE CORPORATION
(CORPORATE SEAL)
DELAWARE
1931

WESTERN LUMBER COMPANY OF SAN DIEGO
(The Merging Corporation)

By:  Pres.

ATTEST:


Asst. Secretary
(CORPORATE SEAL)

WESTERN LUMBER COMPANY OF SAN DIEGO
INCORPORATED APRIL 25th, 1904

ACKNOWLEDGMENT

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

BE IT REMEMBERED That on this 14th day of October, 1969, personally appeared before me, a Notary Public in and for the County and State aforesaid, CHARLES C. TILLINGHAST, Vice President of Boise Cascade Corporation, a corporation of the State of Delaware, and he duly executed said Agreement of Merger, and acknowledged the same to be the act and deed of said corporation and the facts stated therein to be true; and that the seal affixed to said Agreement of Merger and attested by the Assistant Secretary of said corporation is the corporate seal of said corporation.

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

NANCY M. HADDOCK
NOTARY PUBLIC
STATE OF IDAHO

Nancy M. Haddock
Notary Public for the State
of Idaho
Residing at Boise, Idaho

My Commission expires: 8/13/72

STATE OF CALIFORNIA)
COUNTY OF SAN DIEGO) ss

On OCT 16 '69, before me, the undersigned, a Notary Public in and for said state personally appeared John D. Sullivan, known to me to be the President, and James W. Sullivan, known to me to be the Assistant Secretary of Western Lumber Company of San Diego that executed the foregoing Agreement of Merger, known to me to be the persons who executed such Agreement of Merger on behalf of Western Lumber Company of San Diego, and acknowledged to me that Western Lumber Company of San Diego executed such Agreement of Merger pursuant to its bylaws or a resolution of its board of directors.

WITNESS my hand and official seal.

Wanda F. Wolfe
Notary Public for the State of
California

WANDA F. WOLFE
NOTARY PUBLIC
PRINCIPAL OFFICE, SAN DIEGO CO., CALIF.

CERTIFICATE

I, E. P. SWANN, JR., do hereby certify that I am a duly elected and acting Assistant Secretary of BOISE CASCADE CORPORATION, a Delaware corporation, and that I make this Certificate for and on behalf of said Corporation.

I further certify that the Agreement of Merger dated October 14, 1969, by and between said Corporation and WESTERN LUMBER COMPANY OF SAN DIEGO, has been adopted by the action of the Board of Directors of said Corporation without any vote of its stockholders, in accordance with Section 251(f) of the General Corporation Law of the State of Delaware. As of this date, the outstanding shares of Boise Cascade Corporation were such as to render said Section 251(f) applicable.

IN WITNESS WHEREOF, I have hereunto set my hand and the corporate seal of said Corporation this 14th day of October, 1969.

BOISE CASCADE CORPORATION
CORPORATE SEAL
DELAWARE
1931

E. P. Swann, Jr.
Assistant Secretary
BOISE CASCADE CORPORATION

ACKNOWLEDGMENT

STATE OF IDAHO

COUNTY OF ADA

)
) ss.
)

BE IT REMEMBERED That on this 14th day of October, 1969, personally appeared before me, a Notary Public in and for the County and State aforesaid, E. P. SWANN, JR., Assistant Secretary of Boise Cascade Corporation, a corporation of the State of Delaware, and he duly executed said Certificate, and acknowledged said Certificate to be the act and deed of said corporation, and the facts stated therein to be true; and that the seal affixed to said Certificate is the corporate seal of said corporation.

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

Therese M. Haddock
Notary Public for the State of
Idaho
Residing at Boise, Idaho

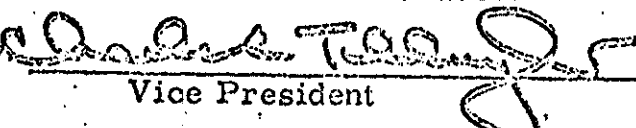
NANCY M. HADDOCK
NOTARY PUBLIC
STATE OF IDAHO

My Commission expires: 8-13-72

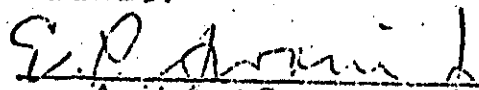
CERTIFICATE OF
SIGNATURES BY CONSTITUENT CORPORATIONS

The above Agreement of Merger having been executed on behalf of each corporate party thereto and having been adopted separately by each corporate party thereto in accordance with the provisions of the General Corporation Law of the State of Delaware and the Corporations Code of the State of California, the Vice President of Boise Cascade Corporation, a Delaware corporation, and the President of Western Lumber Company of San Diego, a California corporation, do now hereby execute the said Agreement of Merger, and the Assistant Secretary of Boise Cascade Corporation and the Assistant Secretary of Western Lumber Company of San Diego now hereby attest the said Agreement of Merger under the corporate seals of the respective corporations by authority of the directors and stockholders thereof as the respective act, deed and agreement of each of said corporations on this 16th day of October, 1969.

BOISE CASCADE CORPORATION

By 
Vice President

ATTEST:

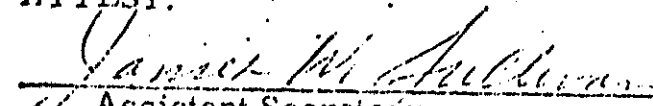

Assistant Secretary

BOISE CASCADE CORPORATION
(CORPORATE SEAL)
DELAWARE
1931

WESTERN LUMBER COMPANY OF
SAN DIEGO

By: 
John D. Sullivan, President

ATTEST:

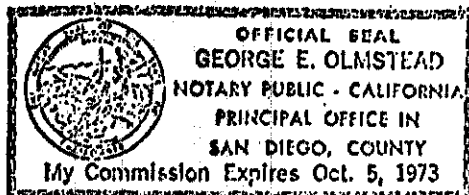

Assistant Secretary
WESTERN LUMBER COMPANY OF SAN DIEGO
(CORPORATE SEAL)
INCORPORATED APRIL 25th, 1904

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN DIEGO)

I, GEORGE E. OLMSTEAD, a Notary Public in and for said County and State, do hereby certify that JOHN D. SULLIVAN, President of WESTERN LUMBER COMPANY OF SAN DIEGO, a California Corporation, and JAMES W. SULLIVAN, Assistant Secretary of said Corporation, personally known to me to be a President and an Assistant Secretary respectively of said Corporation and the persons whose names are subscribed to the foregoing Certificate of Signatures by Constituent Corporations appeared before me this date in person and acknowledged that they respectively signed and attested said Certificate of Signatures by Constituent Corporations as their own free and voluntary act and deed and as the free and voluntary act and deed of said Corporation authorized and approved by its Board of Directors; that the facts stated therein are true; and that the seal affixed thereto is the common or corporate seal of said Corporation.

IN WITNESS WHEREOF, I have set my hand and placed my Notary Seal this 23rd day of October, 1969.



George E. Olmstead
Notary Public for California
Residing at San Diego, California
My Commission Expires: October 5, 1973


ACKNOWLEDGMENT

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

BE IT REMEMBERED That on this 25th day of October, 1969, personally appeared before me, a Notary Public in and for the County and State aforesaid, CHARLES C. TILLINGHAST, Vice President of Boise Cascade Corporation, a corporation of the State of Delaware, and he duly executed the foregoing Certificate of Signatures by Constituent Corporations before me and acknowledged the same to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said Certificate and attested by the Assistant Secretary of said corporation is the corporate seal of said corporation.

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

CARLENE CHURCH
NOTARY PUBLIC
STATE OF IDAHO



Notary Public for the State of
Idaho
Residing at Boise, Idaho
My Commission expires: 6-1-72

**CERTIFICATE OF APPROVAL OF AGREEMENT OF
MERGER BETWEEN BOISE CASCADE CORPORATION
AND WESTERN LUMBER COMPANY OF SAN DIEGO**

We, the undersigned, JOHN D. SULLIVAN AND JAMES W. SULLIVAN, do certify that we are and at all times herein mentioned have been, respectively, the President and Assistant Secretary of WESTERN LUMBER COMPANY OF SAN DIEGO, a California corporation, and do further certify that:

1. That at a meeting of the Board of Directors of WESTERN LUMBER COMPANY OF SAN DIEGO duly held on October 16, 1969, at San Diego, California, and at which a quorum was present, the following resolution was unanimously adopted by the Board of Directors approving the merger of WESTERN LUMBER COMPANY OF SAN DIEGO with and into Boise Cascade Corporation:

"WHEREAS, there has been presented to the Board of Directors of Western Lumber Company of San Diego a Memorandum of Agreement With Respect to the Merger of Western Lumber Company of San Diego With and Into Boise Cascade Corporation, dated October 14, 1969, and Agreement of Merger between Boise Cascade Corporation and Western Lumber Company of San Diego dated October 14, 1969; and

WHEREAS, the directors each deem it to be advisable and in the best interest of the corporation and its shareholder that the merger be approved;

NOW, THEREFORE, BE IT RESOLVED, that the Memorandum of Agreement and Agreement of Merger above described be and the same are hereby approved by the Board of Directors of this corporation.

IT IS FURTHER RESOLVED, that the officers of this corporation are hereby authorized to execute all documents and perform all acts required to consummate the merger. "

2. That there is issued and outstanding 1,765 shares of WESTERN LUMBER COMPANY OF SAN DIEGO, and that Southern California First National Bank, as Trustee, is owner of all such outstanding stock, and has on October 16, 1969, filed with the Secretary of WESTERN LUMBER COMPANY OF SAN DIEGO

its written consent approving the Agreement of Merger between Boise Cascade Corporation and Western Lumber Company of San Diego, dated October 14, 1969.

3. That the Agreement of Merger between Boise Cascade Corporation and Western Lumber Company of San Diego, dated October 14, 1969, filed concurrently with this certificate, pursuant to Section 4113 of the California Corporations Code is the agreement hereinabove referred to and sets forth the terms and conditions approved by said resolution of directors and written consent of shareholder.

WESTERN LUMBER COMPANY OF
SAN DIEGO

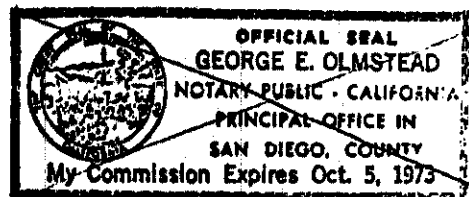
By: John D. Sullivan
John D. Sullivan, President

By: James W. Sullivan
James W. Sullivan, Ass't. Secretary

STATE OF CALIFORNIA)
) SS:
COUNTY OF SAN DIEGO)

On October 23, 1969, before me, the undersigned, a Notary Public in and for said County and State, personally appeared JOHN D. SULLIVAN and JAMES W. SULLIVAN, and each, after being duly sworn, stated to me that the foregoing certificate was true of their own knowledge.

WITNESS my hand and official seal.



George E. Olmstead
Notary Public in and for said
County and State



Office of Secretary of State.

J. Eugene Bunting, 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 Agreement of Merger of the "WESTERN LUMBER COMPANY OF
SAN DIEGO", a corporation organized and existing under the laws of
the State of California, merging with and into the "BOISE CASCADE
CORPORATION", a corporation organized and existing under the laws of
the State of Delaware, under the name of "BOISE CASCADE CORPORATION",
as received and filed in this office the twenty-ninth day of October,
A.D. 1969, at 10 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation
shall be governed by the laws of the State of Delaware.

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

Eugene Bunting

Secretary of State

R. H. Coddrell

Asst. Secretary of State