

State of Delaware



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 "ORANGE COAST LUMBER COMPANY", 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 eighteenth day of December, A.D. 1970, at 11 o'clock A.M.;

And I do hereby further certify that the aforesaid 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 thirty-first day
of December in the year of our Lord
one thousand nine hundred and seventy.

Eugene Bunting

Secretary of State

R. H. Caldwell

Asst. Secretary of State

#3

AGREEMENT OF MERGER

Between

BOISE CASCADE CORPORATION
a Delaware Corporation
(the Surviving Corporation)

and

ORANGE COAST LUMBER COMPANY
a California Corporation

AGREEMENT AND PLAN OF MERGER, dated December 9,
1970, between BOISE CASCADE CORPORATION, a Delaware
corporation (hereinafter referred to as "Boise" and some-
times called the "surviving corporation"), and ORANGE COAST
LUMBER COMPANY, a California corporation (hereinafter referred
to as "Company"), which two corporations are hereinafter some-
times referred to as the "constituent corporations."

Boise was organized under and is now existing under
the General Corporation Law of the State of Delaware. Com-
pany was organized and is now existing under the General
Corporation Law of the State of California.

Boise has an authorized capital of 50,000,000 shares of
common stock with a par value of \$2.50 each, of which on
the 16th day of November, 1970, 29,688,671 shares were
issued and outstanding and 3,629 shares were held in its

treasury, and 581,111 shares were subject to stock options held by officers and employees, and 10,000,000 shares of \$3.00 Series "A" cumulative convertible preferred stock without par value, of which on the 16th day of November, 1970, 85,285 shares were issued and outstanding, 0 shares were held in its treasury, and 0 shares were subject to stock options held by officers and employees.

Company has an authorized capital of 6,000 shares of common stock, par value \$10, of which on the 16th day of November, 1970, 6,000 shares were issued and outstanding, 0 shares were held in its treasury, and 0 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 Company 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 in connection with the statutory merger.

NOW, THEREFORE, the two corporations agree, each with the other, to merge into a single corporation, which shall be called Boise Cascade Corporation, 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 (as hereafter defined), the Company shall be merged with and into Boise and the separate existence of the Company 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, 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 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 immediately prior to the effective date of the merger shall continue to hold office for the terms specified in the bylaws of Boise.

FIFTH: The officers of Boise 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 and of the outstanding options to purchase shares of Boise, the manner of converting the shares of Company into shares of common stock of Boise, and the treatment of outstanding options to purchase shares of the Company shall be as follows:

1. Each share of common stock of Boise which is issued and outstanding or in its treasury immediately prior to the effective date of the merger shall continue to be one fully paid and nonassessable share of common stock of the par value of \$2.50 of Boise.

2. All options and rights to purchase or acquire stock of Boise outstanding immediately prior to the effective date of the merger shall continue to be outstanding.

3. Each share of preferred stock of Boise which is issued and outstanding or held by Boise in its treasury

immediately prior to the effective date of the merger shall continue to be one fully paid and nonassessable share of preferred stock, without par value, of Boise.

4. Each common share of the Company which is 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 holder of such common share, 4.83333 fully paid and nonassessable shares of common stock of Boise; provided, however, that no fractional shares shall be issued, but, in lieu thereof, cash shall be paid to the holder thereof, based upon the closing price of the common stock of Boise on the New York Stock Exchange on the effective date of the merger. Each outstanding certificate for common stock of Company shall thereupon be deemed for all purposes to evidence ownership of the number of full shares of common stock of Boise into which the same shall have been converted at the rate set forth above; provided, however, that until the holder of such certificate shall have surrendered the same for exchange as set forth hereinafter, no dividend payable to holders of record of such common stock of Boise, as of any date subsequent to the effective date of the merger, shall be paid to such holder with respect to the common stock of Boise represented by such certificate. However, upon surrender and exchange thereof as herein provided,

there shall be paid to the record holder of such certificate or certificates of common stock of Boise issued in exchange therefor an amount with respect to such share of common stock equal to all dividends which shall have been paid or become payable to holders of record of common stock of Boise between the effective date of the merger and the date of such exchange.

5. On the effective date of the merger, any shares of common stock of Company which are then held in its treasury or in the treasury of any subsidiary shall be cancelled and retired, and no shares of stock of Boise shall be issued in respect thereof.

6. The surviving corporation agrees that it will promptly pay to the dissenting shareholders, if any of Company, 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 statutory 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 respective corporations, and shall become subject to all the restrictions, disabilities and duties of each of the respective corporations and all of the singular rights,

privileges, powers and franchises of each of said 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 said 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 Boise or the Company, shall not revert or be in any way impaired by reason of the statutory merger; provided, however, that all of the creditors and liens upon any property of either Boise or the Company shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective 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.

The surviving corporation agrees that it may be served with process in the State of California and irrevocably appoints the Secretary of State of California as its agent to accept service of process, in any proceeding based

upon any cause of action against Company arising in California prior to the effective date of the merger, and in any proceeding for the enforcement of the right of a dissenting shareholder of Company against the surviving corporation.

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 Company at a meeting duly called for that purpose. This Agreement of Merger shall be certified by the Secretary or any assistant secretary of Boise, 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'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 were such as to render said Section 251(f) applicable. This Agreement of Merger when duly adopted by the stockholders of Company, shall be certified by the Secretary or any assistant secretary of Company, under the seal thereof, that it has been adopted by the stockholders of Company. This Agreement of Merger so adopted and certified by each Constituent Corporation shall then be signed by the President or any assistant secretary of each of the Constituent Corporations, under the corporate seals thereof and acknowledged on behalf of each of the Constituent 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.

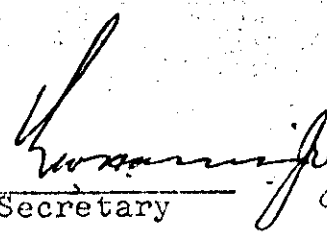
Notwithstanding the foregoing, this Agreement of Merger and the merger provided for herein may, at any time before the merger becomes effective, be terminated and abandoned pursuant to any agreement then in effect between the Constituent Corporations.

NINTH: The effective date of the merger provided for by this Agreement shall be the date on which the last act required to complete the merger under the respective laws of the States of Delaware and California is performed.

IN WITNESS WHEREOF, this Agreement of Merger has been executed by the duly authorized officers of Boise and Company

and the respective corporate seals of the corporations have been affixed hereto all as of the day and year first above written.

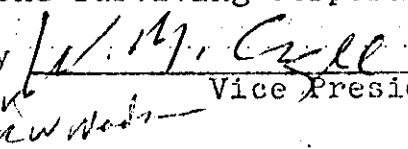
ATTEST:


~~Assistant~~ Secretary

(Corporate Seal)

BOISE CASCADE CORPORATION
(the surviving corporation)

By

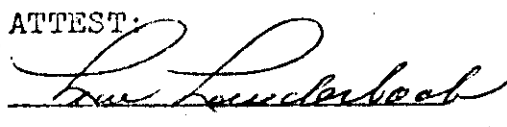

Vice President

ORANGE COAST LUMBER COMPANY
(the merging corporation)

By


President

ATTEST:



(Corporate Seal)

STATE OF IDAHO)
) SS.
County of Ada)

On this _____ day of December, in the year 1970,
before me, Nancy M. Haddock, a Notary Public,
personally appeared W. M. Agee and L. W. Harris, Jr.
known to me to be the vice president and secretary, respect-
ively, of Boise Cascade Corporation that executed the above
instrument and acknowledged to me that such corporation
executed the same and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certifi-
cate first above written.

NOTARIAL SEAL

Nancy M. Haddock
Notary Public
Residing at Boise, Idaho
My Commission expires: 8/11/72

STATE OF CALIFORNIA)
) SS.
County of)

On this _____ day of _____, in the year 1970,
before me, _____, a Notary Public of said
State, duly commissioned and sworn, personally appeared

and _____, known to me to be the persons
whose names are subscribed to the within instrument, and
acknowledged that they executed the same and that the facts
stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certifi-
cate first above written.

Notary Public in and for said State

STATE OF IDAHO)
) ss.
County of Ada)

On this _____ day of _____, in the year 1970,
before me, _____, a Notary Public,
personally appeared _____ and
_____ known to me to be the
president and assistant secretary, respectively, of Boise
Cascade Corporation that executed the above instrument
and acknowledged to me that such corporation executed the
same and that the facts stated therein are true.

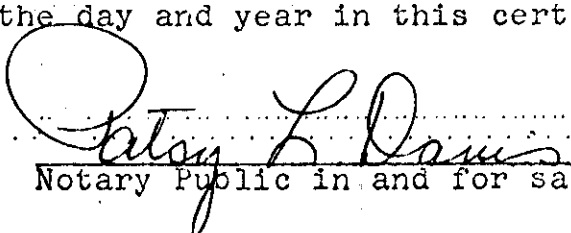
IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certifi-
cate first above written.

Notary Public
Residing at _____
My Commission expires: _____

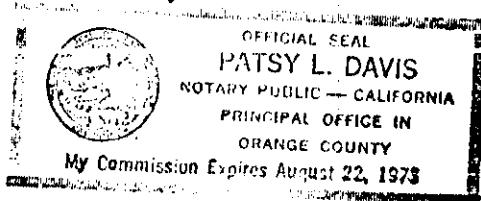
STATE OF CALIFORNIA)
) ss.
County of ORANGE)

On this 9th day of December, in the year 1970,
before me, Patsy L. Davis, a Notary Public
of said State, duly commissioned and sworn, personally
appeared William H. Hormuth and
Leon Lauderbach known to me to be
the President and Secretary, respectively of Orange Coast
Lumber Company that executed the within instrument, and
acknowledged to me that such corporation executed the same
and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certifi-
cate first above.



Notary Public in and for said State



CERTIFICATE OF APPROVAL
OF
BOISE CASCADE CORPORATION

L. W. HARRIS, JR.

I, _____, 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 December 9, 1970, by and between said Corporation and ORANGE COAST LUMBER COMPANY 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 9th day of December, 1970.



Assistant Secretary
BOISE CASCADE CORPORATION

CORPORATE SEAL

(Seal)

CERTIFICATE OF APPROVAL
OF
ORANGE COAST LUMBER COMPANY

We, the undersigned, William H. Hormuth,
and Leon Lauderbach, do certify that we are and at all
times herein mentioned have been, respectively, the President
and Secretary of ORANGE COAST LUMBER COMPANY, a California
corporation, and do further certify and state:

1. That at a meeting of the Board of Directors of ORANGE
COAST LUMBER COMPANY duly held on the 9th day of December,
1970, at USTIN, California, and at which a quorum
was present, the resolution attached at Schedule "I" hereto was
unanimously adopted by the Board of Directors approving the
merger of ORANGE COAST LUMBER COMPANY with and into Boise
Cascade Corporation.

2. That there is issued and outstanding 6000 shares
of ORANGE COAST LUMBER COMPANY, that William H. Hormuth,
Leon Lauderbach and Merlyn B. Timmerman each own 2000
shares of such outstanding stock and that on the 9th day of
December, 1970, each shareholder filed with the Sec-
retary of ORANGE COAST LUMBER COMPANY, his written consent
approving the Agreement of Merger between Boise Cascade Corpo-
ration and ORANGE COAST LUMBER COMPANY, dated the 9th day
of December, 1970.

3. That the name of the surviving corporation is Boise
Cascade Corporation.

4. That the Agreement of Merger between Boise Cascade
Corporation and ORANGE COAST LUMBER COMPANY, dated the 9th
day of December, 1970, filed concurrently with this certifi-
cate, 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 di-
rectors and written consent of shareholders.

CORPORATE SEAL

ORANGE COAST LUMBER COMPANY

By

William H. Hormuth
President

ATTEST:

Leon Lauderbach
Secretary

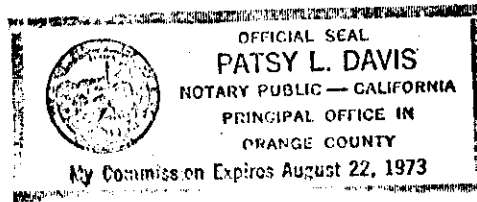
(SEAL)

STATE OF CALIFORNIA)
 ORANGE) ss.
County of ~~San Bernardino~~)

On December 9, 1970, before me, the under-
signed, a Notary Public in and for said County and State,
personally appeared William H. Hormuth,
and Leon Lauderbach, and each, after being duly sworn,
stated to me that the foregoing certificate was true of his
own knowledge.

WITNESS my hand and official seal.

Patsy L. Davis
Notary Public in and for said
County and State



SCHEDULE "I"

RESOLVED, that the proposed Agreement and Plan of Merger and the Agreement of Merger (collectively, the "Merger Agreements") between this Corporation and Boise Cascade Corporation (the "Surviving Corporation"), as presented to this meeting and ordered filed with the records of the Corporation, providing for the merger of this Corporation into the Surviving Corporation pursuant to the applicable laws of the States of Delaware and California, is hereby in all respects adopted and approved, subject to such changes therein and additions thereto, if any, as the officers of this Corporation herein-after authorized to execute said Agreement may approve, such approval to be conclusively evidenced by their execution thereof; and further

RESOLVED, that the President of this Corporation be, and he hereby is, authorized and directed to execute and deliver the Merger Agreements under the corporate seal of this Corporation, which the Secretary or any Assistant Secretary of this Corporation is hereby authorized and directed to affix and attest; and further

RESOLVED, that the Merger Agreements, be submitted for the approval of the Stockholders of this Corporation on or about the 9th day of December, 1970; and further

RESOLVED, that subject to the requisite approval of the stockholders of this Corporation, the proper officers of this Corporation are hereby authorized, at such time or times as they deem advisable, to take any and all action and to execute and deliver any and all documents as they deem advisable, in order to carry out and effectuate the Merger Agreements approved at this meeting and the officers of this Corporation are hereby authorized to take all such action and to execute, deliver and file all such documents as they deem advisable, in order to comply with the requirements with respect to such merger in the States of Delaware and California and in any jurisdiction in which this Corporation or the Surviving Corporation transacts business, or in which either of said Corporations owns or holds any property and to take such other action as they may deem advisable, in order to carry out the foregoing resolutions and the transactions contemplated thereby.

IN WITNESS WHEREOF, ORANGE COAST LUMBER COMPANY and
BOISE CASCADE CORPORATION have caused this Agreement to be
signed in their respective names by their respective presi-
dents or Vice Presidents, and their respective corporate
seals to be herewith affixed and attested by their respective
Secretaries or Assistant Secretaries on this 9th day of
December, 1970.

CORPORATE SEAL

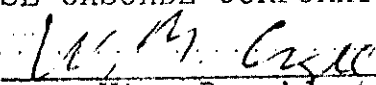
ATTEST:


Assistant Secretary

(SEAL)

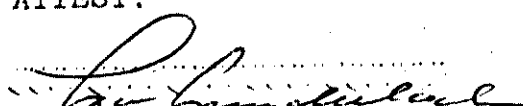
BOISE CASCADE CORPORATION

By


Vice President
or
Assistant

CORPORATE SEAL

ATTEST:


Secretary

(SEAL)

ORANGE COAST LUMBER COMPANY

By


President

STATE OF IDAHO)
)
County of Ada) SS.

On this _____ day of December, in the year 1970,
before me, Nancy M. Haddock, a Notary Public,
personally appeared W. M. Agee and L. W. Harris, Jr.
known to me to be the vice president and secretary, respec-
tively, of Boise Cascade Corporation that executed the above
instrument and acknowledged to me that such corporation
executed the same and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certifi-
cate first above written.

NOTARIAL SEAL

Nancy M. Haddock
Notary Public
Residing at Boise, Idaho
My Commission expires: 8/11/72

STATE OF CALIFORNIA)
)
County of) SS.

On this _____ day of _____, in the year 1970,
before me, _____, a Notary Public of said
State, duly commissioned and sworn, personally appeared

and _____, known to me to be the persons
whose names are subscribed to the within instrument, and
acknowledged that they executed the same and that the facts
stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certifi-
cate first above written.

Notary Public in and for said State

STATE OF IDAHO)

County of Ada)

ss.

On this _____ day of _____, in the year 1970,
before me, _____, a Notary Public,
personally appeared _____ and

_____ known to me to be the
president and assistant secretary, respectively, of Boise
Cascade Corporation that executed the above instrument
and acknowledged to me that such corporation executed the
same and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certifi-
cate first above written.

Notary Public

Residing at _____

My Commission expires: _____

STATE OF CALIFORNIA)

County of ORANGE)

ss.

On this 9th day of December, in the year 1970,
before me, Patsy L. Davis, a Notary Public
of said State, duly commissioned and sworn, personally
appeared William H. Hormuth and

Leon Lauderbach known to me to be
the President and Secretary, respectively of Orange Coast
Lumber Company that executed the within instrument, and
acknowledged to me that such corporation executed the same
and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certifi-
cate first above.

Patsy L. Davis
Notary Public in and for said State



My Commission Expires August 22, 1973

OFFICIAL SEAL

PATSY L. DAVIS

NOTARY PUBLIC - CALIFORNIA

PRINCIPAL OFFICE IN

ORANGE COUNTY