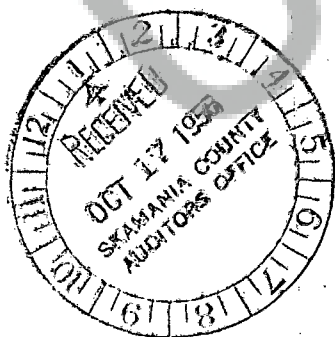


I, Frank J. Healy, Corporation Commissioner and Custodian of the Seal of the Corporation Department of the State of Oregon, do hereby certify that I have carefully compared the annexed copy of Certificate of Merger of FIR-TEX INSULATING BOARD CO., with and into INSULATING BOARD CO., and its name is changed to _____

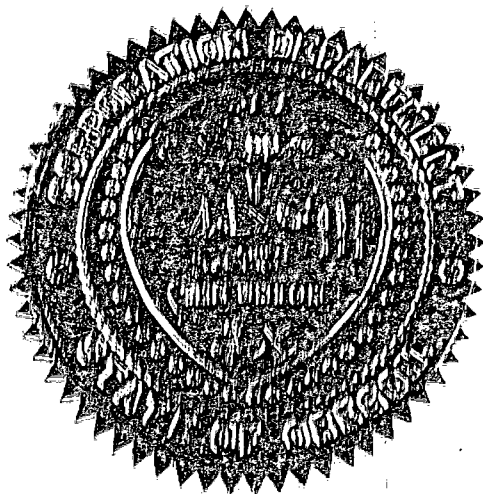
_____ FIR-TEX INSULATING BOARD, INC. _____

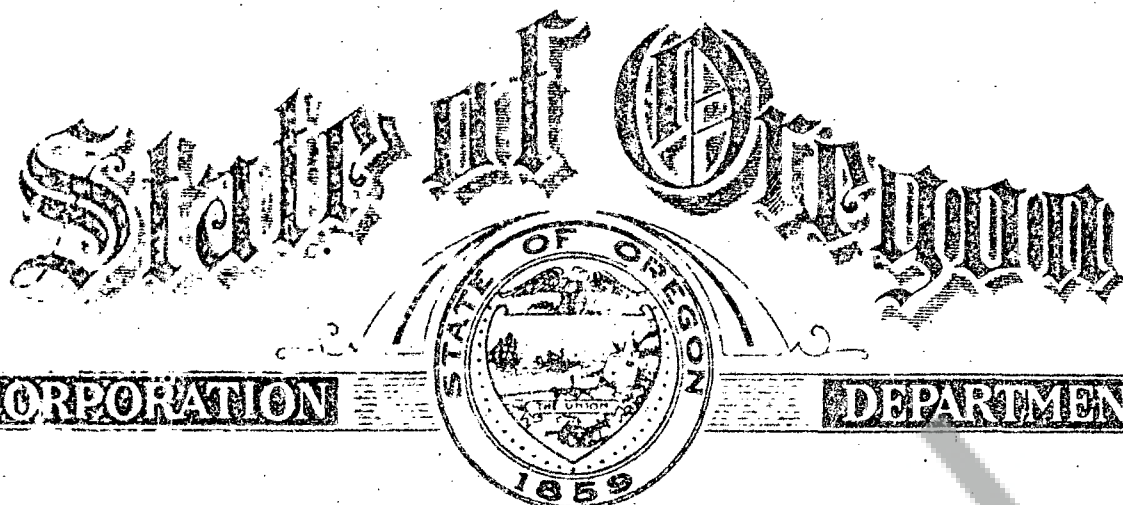
with the _____ copy of the original and original _____ now on file in my office, and that the same are correct transcripts therefrom, and of the whole thereof. I further certify that this authentication is in due form and by the proper officer.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this —12th—day of —October—, 1956—



Frank J. Healy
Corporation Commissioner





Certificate of Merger

INSULATING BOARD CO.

I, the undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Merger of **FIR-TEX INSULATING BOARD CO.**, an Oregon corporation, with and into **INSULATING BOARD CO.**, an Oregon corporation, which latter is the surviving corporation, and its name is changed to

FIR-TEX INSULATING BOARD, INC.

duly signed and verified pursuant to the provisions of the Oregon Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of **FIR-TEX INSULATING BOARD CO.**, with and into **INSULATING BOARD CO.**, and its name is changed to

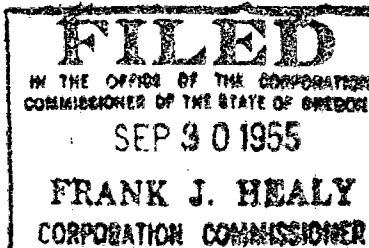
FIR-TEX INSULATING BOARD, INC.

and hereto a duplicate original of the Articles of Merger.

Dated September 30th, 1955

Thomas J. [Signature]

Corporation Commissioner



ARTICLES OF MERGER OF
FIR-TEX INSULATING BOARD CO., an Oregon Corporation,

AND

INSULATING BOARD CO., an Oregon Corporation

We, the undersigned vice-president and secretary of Fir-Tex Insulating Board Co., an Oregon corporation, and vice-president and secretary of Insulating Board Co., an Oregon corporation, on behalf of said corporations do hereby adopt the following Articles of Merger:

Article I

The plan of merger adopted by said corporations is set forth in full in Exhibit A, which Exhibit is hereby incorporated herein the same as set forth in full herein.

Article II

(a) The number of shares outstanding of Fir-Tex Insulating Board Co. is 58,468 divided into two classes as follows:

- 24,192 shares of "Class A" stock,
- 34,276 shares of "Class B" stock.

Each of the above classes of stock is entitled to vote on the plan of merger as a class, and each share of stock of both classes has one vote per share.

(b) The number of shares of Insulating Board Co. is one (1).

Article III

(a) The number of shares of Fir-Tex Insulating Board Co. voted for and against said plan of merger is as follows:

56,736 for. 30 against

(Note: 15 of the shares tabulated as "against" could be eliminated from the voting as there was a multiple proxy covering said shares and the named proxies did not agree as to how the proxy should be voted; some shareholders were not present in person or by proxy.)

(b) As to classes, the vote of Fir-Tex Insulating Board Co. was:

23,429 shares "Class A" stock for. . 20 shares against
33,264 shares "Class B" stock for. . 10 shares against

(Note: See note under (a) above.)

(c) All of the shares (1) of Insulating Board Co. voted for the plan.

Article IV

The Board of Directors of each of the merging corporations have authorized the execution and filing of these Articles of Merger, as provided by Paragraph 13 of the Plans of Merger (Exhibit A).

Dated the 16th day of July, 1955.

FIR-TEX INSULATING BOARD CO.

By: Thomas W. Dant
Vice-President

By: N. J. Barbare
Secretary

INSULATING BOARD CO.

By: Thomas W. Dant
Vice-President

By: N. J. Barbare
Secretary

STATE OF OREGON)
County of Multnomah) ss

I, N. J. Barbare, being first duly sworn, depose and say, that I am the duly elected and acting Secretary of Fir-Tex Insulating

Board Co., and also of Insulating Board Co. and that the statements set forth in the foregoing Articles of Merger are true.

W. J. Barbare
W. J. Barbare

Subscribed and sworn to before me this 26th day of July,

1955.

John J. Connelley
Notary Public for Oregon

My Commission expires: Sept 20, 1957

Unofficial Copy

PLAN OF MERGER

of

FIR-TEX INSULATING BOARD CO.,

AN OREGON CORPORATION

and

INSULATING BOARD CO.,

AN OREGON CORPORATION

EXHIBIT "A"

This Plan of Merger dated as of March 28, 1953, between FIR-TEX INSULATING BOARD CO., an Oregon corporation, (hereinafter sometimes referred to as "Fir-Tex"), and INSULATING BOARD CO., an Oregon corporation, (hereinafter sometimes referred to as "Board Co." or "surviving corporation").

WITNESSETH:

WHEREAS, Fir-Tex and Board Co., are respectively Oregon corporations, and

WHEREAS, the total number of shares of stock which Fir-Tex is authorized to issue is 60,000 shares divided into 25,000 shares of Class A stock having a par value of \$100.00 per share, and 35,000 shares of Class B common stock without par value, of which 24,192 shares of Class A stock are issued and outstanding and 34,276 shares of Class B common stock are issued and outstanding; and

WHEREAS, the total number of shares of stock which Board Co. is authorized to issue is one share of common capital stock having a par value of \$30.00 per share, and

WHEREAS, it is in the best interest of both Fir-Tex and Board Co. that Fir-Tex be merged into Board Co., as the surviving corporation.

NOW THEREFORE, it is agreed that:

1. In accordance with this plan of merger, and subject to the terms and conditions hereof, Fir-Tex shall merge into Board Co., pursuant to the provisions of the Oregon Business Corporation Act, and Board Co. shall be the surviving corporation.

2. This plan of merger shall become effective upon the issuance of a certificate of merger by the Corporation Commissioner of the State of Oregon.

3. The principal office and registered office of the surviving corporation in the State of Oregon shall be located at Old Portland Road, St. Helens, Oregon. The name of its registered agent at such address shall be V. M. Anderson.

4. The nature of the business proposed to be transacted, promoted and carried on by the surviving corporation and its corporate purposes are as follows:

- (a). To conduct and carry on the business of manufacturers of and dealers in wood pulp, wood insulating boards and wood texture materials of all kinds and descriptions, and also any and all articles made from wood and wood pulp, and all materials used in the manufacture or treatment of wood pulp and products.
- (b). To erect, build, acquire, lease, buy, own, mortgage, convey, sell and otherwise dispose of manufacturing plants and mills of all kinds and descriptions for the manufacture of wood pulp, wood insulation and wood and pulp products of any and all kinds, and to equip and operate said plants and mills.
- (c). To engage in and carry on a general lumber, logging and sawmill business; to manufacture, handle, sell, and otherwise dispose of lumber, lumber products, lumber by-products, wood pulp and wood pulp products, saw logs, and other property in connection therewith.
- (d). To acquire, buy, own, construct, sell, mortgage, convey, erect and operate sawmills for the sawing and manufacturing of lumber and lumber products, and all machinery and accessory equipment which may be convenient or necessary in the operation thereof.
- (e). To buy, build, own, acquire, lease, operate and mortgage, sell, and/or dispose of electric generating and distributing plants and systems and generate, produce and manufacture electric and other power for its own use and for sale to other persons or corporations.
- (f). To buy, own, acquire, hold, lease, improve, mortgage, sell and dispose of real estate, buildings, manufacturing plants, docks and wharves or any interest therein and the fixtures and personal property incidental thereto or connected therewith and with that end in view to acquire by purchase, lease, hire or otherwise lands, buildings, tenements, hereditaments, manufacturing plants, docks, wharves, or any interest therein and to improve the same, generally to hold, manage, operate, deal in and improve the property of the company and to sell, lease, mortgage, pledge or otherwise dispose of all or any part of the property of the company, whether any of such property is in the State of Oregon or elsewhere; to guaranty and indemnify against obligations of others.
- (g). To buy, own, otherwise acquire, sell, pledge or otherwise dispose of, securities of any other corporation or this corporation, subject to the laws of the State of Oregon, to organize and operate domestic and foreign subsidiaries.
- (h). To issue certificates for a fractional share of stock or scrip.
- (i). To promote or to aid in any manner, financially or otherwise, any corporation or association organized under the laws of any of the United States of America or under the laws of any foreign country, and for this purpose to guarantee or to become surety upon the contracts, dividends, stocks, bonds, notes, and other obligations of such other corporations or associations, and to do any other acts or things designed to protect, preserve, improve or enhance the value of stocks, bonds, or other evidences of indebtedness or securities of such other corporations or associations.
- (j). To exercise all powers conferred upon corporations under the Oregon Business Corporation Act, Oregon Laws of 1953, Chapter 549, Section 4, as originally enacted or as such powers may be enlarged by subsequent legislation or authority.

5. The aggregate number of shares of stock which the surviving corporation shall have authority to issue is 30,000 shares of common stock, having a par value of \$30.00 per share, which shall be a new issue.

6. The surviving corporation shall have perpetual existence.

7. The number of directors of the surviving corporation shall be seven and the first Board of Directors shall be the persons who are directors of Board Co. in office on the effective date of this merger, to serve as such until the next annual meeting of the surviving corporation and until their successors are elected and qualified. The persons who are officers of Board Co. in office on the effective date of this merger shall hold office in the surviving corporation until the first meeting of the latter's Board of Directors and until their successors are elected or appointed.

8. The changes in the Articles of Incorporation of the surviving corporation to be effected by this plan of merger are as follows:

(a) Article I of said Articles of Incorporation is amended to read as follows:

"ARTICLE I

The name of this corporation is Fir-Tex Insulating Board, Inc., and its duration shall be perpetual."

(b) Article III of said Articles of Incorporation is amended to read as follows:

"ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 30,000 shares of common capital stock of the par value of \$30.00 per share."

(c) Article II, subparagraph (j) of said Articles of Incorporation is amended to read as follows:

"ARTICLE II

To exercise all powers conferred upon corporations under the Oregon Business Corporation Act, Oregon Laws of 1953, Chapter 549, Section 4, as originally enacted or as such powers may be enlarged by subsequent legislation or authority."

9. Fir-Tex consents to the use of the name of Fir-Tex Insulating Board, Inc. by the surviving corporation.

10. The manner of converting the shares of each of the constituent corporations into shares of the surviving corporation shall be as follows: Upon the issuance by the Corporation Commissioner of the State of Oregon of a Certificate of Merger of the constituent corporations,

- (a) Each share of the issued and outstanding Class A stock of Fir-Tex (including all undeclared and accumulated dividends accrued and to accrue thereon, and any and all rights evidenced by said share) shall be and is forthwith converted into one (1) share of the Common Stock of the surviving corporation, which shall be fully paid and non-assessable; and each holder of a certificate or certificates representing a share or shares of the Class A stock of Fir-Tex, upon surrender thereof to the surviving corporation, shall be entitled to receive a certificate or certificates for the number of shares of the Common Stock of the surviving corporation to which he shall be entitled in accordance with the provisions of this subparagraph (a), and shall have no other rights with respect to the certificate or certificates representing a share or shares of the Class A stock of Fir-Tex or with respect to such shares.
- (b) Each share of the issued and outstanding Class B stock of Fir-Tex (including any and all rights evidenced by said share) shall be and is forthwith converted into one-thirtieth (1/30th) share of the Common Stock of the surviving corporation, which shall be fully paid and non-assessable; and each holder of a certificate or certificates representing a share or shares of the Class B stock of Fir-Tex, upon surrender thereof to the surviving corporation, shall be entitled to receive a certificate or certificates for the number of shares, and/or fractional shares, of the Common Stock of the surviving corporation to which he shall be entitled in accordance with the provisions of this subparagraph (b), and shall have no other rights with respect to the certificate or certificates representing a share or shares of the Class B stock of Fir-Tex or with respect to such shares.
- (c) Each share of the issued and outstanding Common Capital Stock of Board Co. (including any and all rights evidenced by said shares) shall be and is forthwith converted into one (1) share of the Common Stock of the surviving corporation, which shall be fully paid and non-assessable; and each holder of a certificate or certificates representing a share or shares of the Common Capital Stock of Board Co., upon surrender thereof to the surviving corporation, shall be entitled to receive a certificate or certificates for the number of shares of the Common Stock of the surviving corporation to which he shall be entitled in accordance with provisions of this subparagraph (c), and shall have no other rights with respect to the certificate or certificates representing a share or shares of the Common Capital Stock of Board Co. or with respect to such shares.
- (d) From and after the effective date of this merger the holders of certificates representing shares of any stock of Fir-Tex and Board Co. shall have no rights or claims with respect thereto except such rights as are expressly provided in this agreement or except as may be expressly accorded to them by the laws of the State of Oregon applicable to this merger, and all such certificates and the shares represented thereby and the issues of which they are a part shall be and are canceled and cease to exist in accordance with the provisions of this paragraph 10 and subject to the laws of the State of Oregon, whether or not any of said certificates are surrendered as in this paragraph 10 provided, and the holders of the stock or share interest represented thereby shall have no rights or privileges with respect thereto except as provided by this paragraph 10 and by the statutes of the State of Oregon.

11. This plan shall be submitted to shareholders of each corporation involved at an annual or special meeting of the shareholders of each corporation as prescribed by the directors, upon notice and as provided by Chapter 3. All Class A stockholders of Fir-Tex shall be entitled to vote on this plan of merger as a class and Class B stockholders of Fir-Tex shall also be entitled to vote as a class. If this plan of merger shall receive the affirmative vote of the holders of at least 90% of the total outstanding shares of Fir-Tex, and of at least 90% of the outstanding shares of each class of Fir-Tex stock voting as a class, and of the holders of at least 90% of the outstanding stock of Board Co. it shall be deemed approved, subject to abandonment as set forth below.

12. This merger shall be carried into effect after approval by the stockholders of each of the constituent corporations by compliance on the part of each of the constituent corporations with all procedural steps required by the laws of the State of Oregon and by execution of this agreement in all respects in which execution thereof may be required, or the doing of any and all other things by each of said constituent corporations which may be necessary, proper or convenient in the premises, subject to abandonment as herein provided.

13. The directors and officers of each corporation which is a party to this plan of merger are hereby authorized to execute all documents and perform all functions and acts necessary, proper or convenient to carry into effect the merger herein provided for in accordance with the terms hereof, subject to abandonment as herein provided; provided articles of merger shall not be executed by the officers of either corporation, or filed with the corporation commissioner without specific authority from the respective Board of Directors.

14. If at any time after the effective date of the merger the surviving corporation shall consider or be advised that any instruments of further assurance are desirable in order to evidence the vesting in the surviving corporation of the title of Fir-Tex to any of its property or rights, the appropriate representatives, officers and directors of the surviving corporation and of Fir-Tex are hereby authorized and directed to execute and acknowledge all such instruments of further assurance and to do such other acts or things either in the name of Fir-Tex or in the name of the surviving corporation as may be necessary, proper or convenient to carry out the purposes of this agreement as hereinbefore expressed.

15. Notwithstanding the approval of this Plan of Merger by the vote of the shareholders of each corporation as in paragraph 11 provided, this plan of merger may be abandoned at any time prior to the filing of the articles of merger with the Corporation Commissioner of the State of Oregon, and will be deemed abandoned and of no further force or effect if a majority of the directors of either Fir-Tex or Board Co. should affirmatively determine that business conditions, or the status of internal affairs of either corporation, or tax, fiscal or legal considerations, or the probable expense of carrying the merger forward, or other conditions make it desirable, in the opinion of the directors, to abandon the plan; provided, that the plan of merger shall in all events be deemed to have been abandoned and shall be of no further force or effect if articles of merger pursuant to this plan are not filed with the Corporation Commissioner of the State of Oregon within two years from and after the date the plan of merger has been formally approved by the stockholders of Fir-Tex and Board Co. as in paragraph 11 hereof provided.

54969

ARTICLES OF MERGER

OF

FIR-TEX INSULATING BOARD CO.
(an Oregon corporation)

AND

INSULATING BOARD CO.
(an Oregon corporation)

which latter is the surviving corporation, and its name is changed to

FIR-TEX INSULATING BOARD, INC.

Filed in the office of the CORPORATION
COMMISSIONER of the STATE of OREGON
at 8:30 o'clock P M the 30th
day of September, 1955

Frank J. Hardy

CORPORATION COMMISSIONER