

00344

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
COLUMBIA RIVER PAPER CO.
INTO
BOISE CASCADE PAPER CORPORATION

Boise Cascade Paper Corporation, a corporation organized
and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

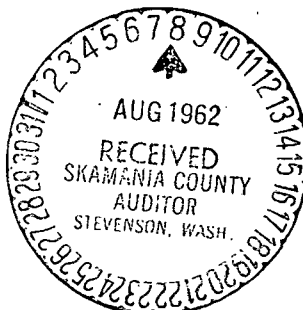
FIRST: That this corporation was incorporated on the
23rd day of March, 1962, pursuant to the General Corporation Law
of the State of Delaware.

SECOND: That this corporation owns at least ninety per
centum of the outstanding shares of stock of Columbia River Paper
Co., a corporation incorporated on the 26th day of October, 1926,
pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolu-
tion of its Board of Directors, duly adopted at a meeting held on
the 25th day of June, 1962, determined to merge into itself
said Columbia River Paper Co. pursuant to the provisions of
Section 253 of the General Corporation Law of the State of
Delaware:

RESOLVED, by the Board of Directors of Boise Cascade
Paper Corporation, a Delaware corporation, as follows:

(a) Boise Cascade Paper Corporation hereby
adopts the following Plan of Merger:



PLAN OF MERGER
OF
COLUMBIA RIVER PAPER CO.
WITH AND INTO
BOISE CASCADE PAPER CORPORATION

1. Columbia River Paper Co., a Delaware corporation, shall be merged with and into Boise Cascade Paper Corporation, a Delaware corporation, to form a single corporation on the effective date of the merger as hereinafter defined. Such two corporations are hereinafter sometimes called the "constituent corporations." Boise Cascade Paper Corporation shall continue in existence as the corporation surviving the merger, and as such is hereinafter sometimes called the "surviving corporation." The surviving corporation shall be governed by the laws of the State of Delaware.

2. The Certificate of Incorporation and by-laws of Boise Cascade Paper Corporation in effect immediately prior to the effective date of the merger shall continue in effect as the Certificate of Incorporation and the by-laws of the surviving corporation, unless and until amended or repealed in the manner provided by law and said Certificate of Incorporation and by-laws, respectively.

3. The manner and basis of converting or otherwise dealing with the shares of each of the constituent corporations are as follows:

(a) Each share of Boise Cascade Paper Corporation 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 non-assessable share of the surviving corporation;

(b) All shares of Columbia River Paper Co. which are issued and outstanding or in its treasury immediately prior to the effective date of the merger and all rights in respect thereof shall be cancelled on the effective date of the merger, provided, however, that there shall be paid by the surviving corporation for each share of which it is not the owner on the effective date of the merger the sum of One Thousand Seven Hundred Sixty-Five Dollars (\$1,765) in cash upon the surrender to it at its office or at such other place,

if any, as its board of directors may determine, of the certificate evidencing such share accompanied by a proper assignment thereof to the surviving corporation or in blank, with signature guaranteed by a national bank or a member of the National Association of Securities Dealers, Inc.

4. The effective date of the merger shall be the date on which the Certificate of Ownership and Merger with respect to this Plan of Merger is recorded in the manner provided in Section 253 of the General Corporation Law of the State of Delaware.

5. On the effective date of the merger,

(a) Columbia River Paper Co. shall be merged into Boise Cascade Paper Corporation, the surviving corporation, and the separate existence of Columbia River Paper Co. shall cease;

(b) All of the estate, property (real, personal and mixed), rights, privileges and franchises of Columbia River Paper Co. shall vest in and be held and enjoyed by the surviving corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Columbia River Paper Co., and shall be managed and controlled by the surviving corporation, and the title to any real estate, or any interest therein, vested in either of the constituent corporations, shall not revert or be in any way impaired by reason of the merger;

(c) The surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of Columbia River Paper Co. in the same manner as if the surviving corporation had itself incurred such liabilities and obligations and any action or proceeding pending by or against Columbia River Paper Co. may be prosecuted as if the merger had not taken place, or the surviving corporation may be substituted in its place;

all as provided in the law of the State of Delaware.

(b) The proper officers of this corporation be and they hereby are authorized and directed to make and execute, under the corporate seal of this corporation, pursuant to Section 253

of the General Corporation Law of the State of Delaware, a Certificate of Ownership and Merger setting forth a copy of the resolution to merge said Columbia River Paper Co. into this corporation and to assume all of its liabilities and obligations, the date of adoption thereof, and the terms and conditions of the merger; and to cause such certificate to be filed and recorded in the manner provided by the law of the State of Delaware, and to take such other action, whether within or without the State of Delaware, as they may deem necessary or proper to effect said merger.

IN WITNESS WHEREOF, Boise Cascade Paper Corporation has caused its corporate seal to be affixed and this certificate to be signed by R. V. Hansberger, its President, and W. D. Eberle, its Secretary, this 25th day of June, 1962.

BOISE CASCADE PAPER CORPORATION

By R. V. Hansberger
R. V. Hansberger, President

ATTEST

W. D. Eberle

W. D. Eberle, Secretary

[SEAL]

BOISE CASCADE PAPER CORPORATION
CORPORATE SEAL
DELAWARE - 1962

STATE OF IDAHO)
) SS:
COUNTY OF ADA)

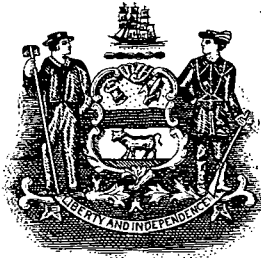
BE IT REMEMBERED that on this 25th day of June, A.D. 1962, personally came before me, Bertha L. Carpenter, a Notary Public in and for the County and State aforesaid, R. V. Hansberger, President of Boise Cascade Paper Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said R. V. Hansberger as such President 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; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation respectively, 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.

[NOTARIAL SEAL]

Bertha L. Carpenter
Notary Public

BERTHA L. CARPENTER
NOTARY PUBLIC
STATE OF IDAHO

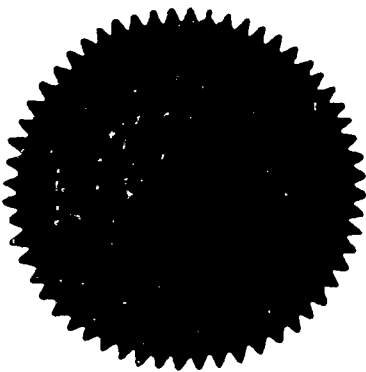


Office of Secretary of State.

I, Elisha C. Dukes, 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 Ownership of the "BOISE CASCADE PAPER CORPORATION",
merging the "COLUMBIA RIVER PAPER CO.", pursuant to Section 253
of the General Corporation Law of the State of Delaware, as received
and filed in this office the twenty-ninth day of June, A.D. 1962,
at 8:30 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this second day
of August in the year of our Lord
one thousand nine hundred and sixty-two.



Elisha C. Dukes

Secretary of State

Y. F. Downs

Ass't Secretary of State