

64359

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
BOISE CASCADE PAPER CORPORATION
AND
ST. HELENS PAPER CORPORATION
INTO
BOISE CASCADE CORPORATION

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

DOES HEREBY CERTIFY:

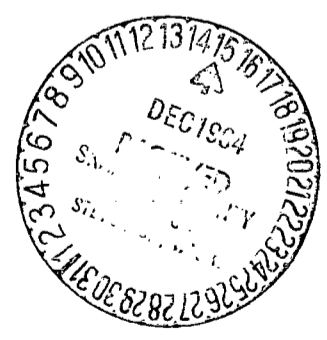
FIRST: That this corporation was incorporated on the 23rd day of April, 1931, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of stock of Boise Cascade Paper Corporation, a corporation incorporated on the 23rd day of March, 1962, pursuant to the General Corporation Law of the State of Delaware, and St. Helens Paper Corporation, a corporation incorporated on the 20th day of April, 1964, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolution of its Board of Directors, duly adopted at a meeting held on the 7th day of October, 1964, determined to merge into itself said Boise Cascade Paper Corporation and St. Helens Paper Corporation, 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 Corporation, a Delaware corporation, as follows:

- (a) Boise Cascade Corporation hereby adopts the Plan of Merger set forth below, and hereby merges its wholly-owned subsidiaries Boise Cascade Paper Corporation and St. Helens Paper Corporation into itself and assumes all of the liabilities and obligations of each of said corporations as set forth in said Plan:



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PLAN OF MERGER OF
BOISE CASCADE PAPER CORPORATION
AND
ST. HELENS PAPER CORPORATION
WITH AND INTO
BOISE CASCADE CORPORATION

1. Boise Cascade Paper Corporation and St. Helens Paper Corporation, each of which is a Delaware corporation, shall be merged with and into Boise Cascade Corporation, a Delaware corporation, to form a single corporation on the effective date of the merger as hereinafter defined. Such three corporations are hereinafter sometimes called the "constituent corporations". Boise Cascade 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 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 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 issued and outstanding or treasury shares of Boise Cascade Paper Corporation and St. Helens Paper Corporation, and all rights in respect thereof, shall be cancelled on the effective date of the merger.

4. On the effective date of the merger,

(a) the constituent corporations shall become one corporation, which shall be Boise Cascade Corporation, the surviving corporation, and the separate existence of Boise Cascade Paper Corporation and St. Helens Paper Corporation shall cease except insofar as continued by statute;

(b) all of the estate, property, rights, privileges and franchises of Boise Cascade Paper Corporation and St. Helens Paper Corporation, respectively, 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 Boise Cascade Paper Corporation and St. Helens Paper Corporation, respectively, and be managed and controlled by the surviving corporation; and the title to any real estate, or any interest therein, vested in any 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 each of the constituent corporations in the same manner as if the surviving corporation had itself incurred such liabilities and obligations, neither the rights of creditors nor liens upon the property of any of the constituent corporations shall be impaired by the merger, and any claim existing or action or proceeding pending by or against any of the constituent corporations may be prosecuted to judgment 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.

5. 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.

(b) The proper officers of this corporation be and they are hereby 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 Boise Cascade Paper Corporation and St. Helens Paper Corporation into this corporation and to assume their liabilities and obligations and the date of adoption thereof, 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 and evidence said merger.

IN WITNESS WHEREOF, Boise Cascade Corporation has caused its corporate seal to be affixed and this certificate to be signed by R. W. Halliday, Vice President, and Chas F. McDevitt, its Assistant Secretary, this 26th day of October, 1964.

BOISE CASCADE CORPORATION

By /s/ R. W. Halliday
R. W. Halliday, Vice President

BOISE CASCADE CORPORATION
1931
Corporate Seal
(SEAL)
Delaware

ATTEST:

/s/ Chas. F. McDevitt
Chas. F. McDevitt, Assistant Secretary

STATE OF IDAHO)
) SS.
COUNTY OF ADA)

BE IT REMEMBERED that on this 26th day of October, 1964,
personally appeared before me, Bertha L. Carpenter, a notary public in
and for the County and State aforesaid, R. W. Halliday, Vice President of Boise
Cascade Corporation, a corporation of the State of Delaware, the corporation de-
scribed in and which executed the foregoing certificate, known to me personally
to be such, and he, the said R. W. Halliday as such Vice 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 Vice
President and of the Assistant Secretary of said corporation to said foregoing
certificate are in the handwriting of said Vice President and Assistant Secretary
of said corporation respectively, and that the seal affixed to said certificate is
the corporation seal of said corporation.

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

/s/ Bertha L. Carpenter
Notary Public

BERTHA L. CARPENTER
Notary Public
State of Idaho
(SEAL)

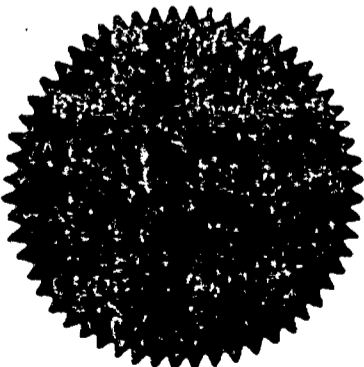
State of Delaware



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 CORPORATION", merging the "BOISE CASCADE PAPER CORPORATION", and the "ST. HELENS PAPER CORPORATION", pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the thirtieth day of October, A.D. 1964, at 11:05 o'clock A.M.

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



Elisha C. Dukes

Secretary of State

M. Palmer

Ass't Secretary of State