

GIVENS PURSLEY LLP

LAW OFFICES

601 W. Bannock Street
PO Box 2720, Boise, Idaho 83701
TELEPHONE: 208 388-1200
FACSIMILE: 208 388-1300
WEBSITE: www.givenspursley.com

JEFFREY C. FEREDAY

DIRECT DIAL: 208 388-1217
EMAIL: JeffFereday@givenspursley.com

Gary G. Allen
Peter G. Barton
Christopher J. Beeson
Clint R. Bolinder
Erik J. Bolinder
Jeremy C. Chou
William C. Cole
Michael C. Creamer
Amber N. Dina
Kristin Bjorkman Dunn
Thomas E. Dvorak
Jeffrey C. Fereday
Justin C. Fredin*
Martin C. Hendrickson
Steven J. Hippler

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David R. Lombardi
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Cynthia A. Melillo
Christopher H. Meyer
L. Edward Miller
Patrick J. Miller
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W. Hugh O'Riordan, LL.M.
G. Andrew Page
Angela M. Reed
Scott A. Tschirgi, LL.M.
J. Will Varin
Conley E. Ward
Robert B. White
Terri R. Yost

RETIRED
Kenneth L. Pursley
Raymond D. Givens
James A. McClure

*Licensed in Illinois

March 26, 2008

Via Hand Delivery

Ms. Emalee Rushing
Idaho Department of Water Resources
322 East Front Street
P.O. Box 83720
Boise, ID 83720-0098

RECEIVED

MAR 26 2008

DEPARTMENT OF
WATER RESOURCES

Re: Potlatch Corporation change of ownership documentation
Our file: 1314-61

Dear Emalee:

I am enclosing:

- The Certificate of Merger of Potlatch Corporation With and Into Potlatch Operating Company; and
- The Restated Certificate of Incorporation pursuant to which Potlatch Operating Company changed its name to Potlatch Forest Holdings, Inc.

I hope these complete the documentation for the Notice of Change of Water Right Ownership on file with you. Please call with any questions, and thanks again for your help.

Sincerely,



Jeffrey C. Fereday

Enclosures

cc: Michael Gadd

JCF:la S:\CLIENTS\1314\61\UCF to E Rushing Encl Merger Docs.DOC

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727974
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"POTLATCH CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "POTLATCH OPERATING COMPANY" UNDER THE NAME OF
"POTLATCH OPERATING COMPANY", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE THIRD DAY OF FEBRUARY, A.D. 2006,
AT 6:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF
FEBRUARY, A.D. 2006, AT 7:45 O'CLOCK P.M.

FILE NO. 727974
FILED FOR REPLY
60 REG. BY... FIRST AMERICAN TITLE
2006 MAR -2 P 12:58
DAILY O. WEEKS
CONDER. REZ FENCE CO.
BY R. Lewis OFFICE



4029681 8100M

060125812

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4513263

DATE: 02-09-06

727974

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:24 PM 02/03/2006
FILED 06:24 PM 02/03/2006
SRV 060107742 - 4029681 FILE

**CERTIFICATE OF MERGER
OF
POTLATCH CORPORATION
WITH AND INTO
POTLATCH OPERATING COMPANY**

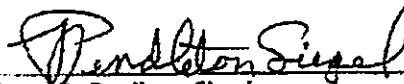
(Pursuant to Section 251 of the General Corporation Law of the State of Delaware)

Potlatch Operating Company, a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:
 - (a) Potlatch Operating Company, a Delaware corporation; and
 - (b) Potlatch Corporation, a Delaware corporation.
2. An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Potlatch Operating Company, a Delaware corporation (the "Surviving Corporation").
4. The Certificate of Incorporation of Potlatch Operating Company shall constitute the Certificate of Incorporation of the Surviving Corporation.
5. The executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation at 601 West Riverside Avenue, Suite 1100, Spokane, Washington 99201.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

Pursuant to Section 103(d) of the General Corporation Law of the State of Delaware, this Certificate of Merger shall be effective at 7:45 p.m., Eastern Standard Time, on Friday, February 3, 2006.

IN WITNESS WHEREOF, Potlatch Operating Company has caused this Certificate to be signed as of this February 3, 2006.



Name: L. Pendleton Siegel

Title: Chief Executive Officer

Delaware

The First State

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRD DAY OF FEBRUARY, A.D. 2006, AT 8 O'CLOCK P.M.

7005 MAR -2 P 12:59

by R. Lewis



060125620

DATE: 02-09-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:24 PM 02/03/2006
FILED 06:40 PM 02/03/2006
SRV 060107818 - 4029681 FILE

**RESTATED CERTIFICATE OF INCORPORATION
OF
POTLATCH OPERATING COMPANY**

Potlatch Operating Company, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The date of the filing of the original Certificate of Incorporation of Potlatch Operating Company with the Secretary of State of the State of Delaware was September 13, 2005 (the "Original Certificate of Incorporation").
2. This Restated Certificate of Incorporation, amends, restates and integrates the provisions of the Original Certificate of Incorporation and in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware, as amended from time to time (the "GCL"), was duly adopted by the sole stockholder and the Board of Directors by written consent in accordance with Sections 228 and 141(f), respectively of the GCL.
3. Pursuant to Section 103(d) of the GCL, this Restated Certificate of Incorporation shall be effective at 8:00 p.m., Eastern Standard Time, on Friday, February 3, 2006.
4. The text of the Original Certificate of Incorporation is hereby amended and restated in its entirety to provide as herein set forth in full.

ARTICLE 1

The name of this Corporation is Potlatch Forest Holdings, Inc.

ARTICLE 2

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE 3

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware ("GCL").

ARTICLE 4

This Corporation is authorized to issue one class of stock to be designated "Common Stock," with a par value of \$1.00 per share. The total number of shares which the Corporation is authorized to issue is 1,000 shares.

ARTICLE 5

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE 6

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the board of directors or by the stockholders.

ARTICLE 7

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE 8

Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation.

ARTICLE 9

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except that this Article 9 shall not eliminate or limit a director's liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL, or (iv) for any transaction from which such director derived an improper personal benefit. If the GCL is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended from time to time.

Any repeal or modification of this Article 9 shall not increase the personal liability of any director of this Corporation for any act or occurrence taking place prior to such repeal or modification, or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The provisions of this Article 9 shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director which has not been eliminated by the provisions of this Article 9.

ARTICLE 10

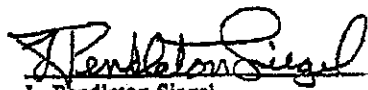
The Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereafter in effect) any person made, or threatened to be made a party or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that he, his testator or intestate, is or was a director or an officer of the Corporation or by reason of the fact that such person, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment to or repeal of this Article 10 shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

ARTICLE 11

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by L. Pendleton Siegel, its Chief Executive Officer, and attested by Malcolm A. Ryerse, its Corporate Secretary, this February 3, 2006.

By:



L. Pendleton Siegel,
Chief Executive Officer

ATTEST:


Malcolm A. Ryerse, Corporate Secretary