



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**AMENDED
CERTIFICATE OF AUTHORITY**

to

POPE RESOURCES, INC.

a **Delaware Profit** corporation.

An Application for the Amended Certificate of Authority was filed for record in this office on the date indicated below, which Application amends the previous application by changing:

name to **POPE TALBOT DEVELOPMENT, INC.**

Corporation Number: **0-069769-8**

Date: **December 4, 1985**

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

**1810
105-108**

Ralph Munro, Secretary of State



AMENDED APPLICATION FOR CERTIFICATE OF AUTHORITY
CHANGING NAME OR PURPOSES

Pursuant to the provisions of RCW 23A.32.130, Washington Business Corporation Act, the undersigned corporation hereby applies for an amended Certificate of Authority to transact business in the State of Washington, and for that purpose submits the following statement:

(1) A Certificate of Authority was issued to the corporation on: March 22, 19 85, authorizing it to transact business in Washington under the name of:

Pope Resources, Inc.

(2) The name of the corporation has been changed to:
(If the corporation name has not been changed, insert "No Change".)

Pope & Talbot Development, Inc.

(3) The name which the corporation elects to use hereafter in Washington is*:

Not Applicable


(4) The corporation wishes to pursue additional purposes in transacting business in Washington other than those set forth in its prior application for the Certificate of Authority. The new purposes are as follows: (If no other or additional purposes are proposed, insert "No change".)

No Change

(5) If applicable, A COPY OF THE AMENDMENT AFFECTING THE NAME CHANGE, CERTIFIED BY THE OFFICIAL HAVING CUSTODY OF THE RECORDS PERTAINING TO CORPORATIONS IN THE STATE OF INCORPORATION, MUST BE ATTACHED TO THIS APPLICATION.

* Complete only if the corporation has been denied use of its own name in Washington and must use an assumed name. A resolution by the Board of Directors consenting to the use of the assumed name must be attached.

12-2, 1985
(Date)


(Signature of an officer)

FILING FEE \$25.00

FILE IN DUPLICATE

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF POPE RESOURCES, INC.

FILED

DEC 4 1985

SECRETARY OF STATE
STATE OF WASHINGTON

vs

Pope Resources, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

The amendment to the Corporation's Certificate of Incorporation set forth in the following resolution approved by the Corporation's Board of Directors and stockholders was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

"RESOLVED, that Article First of this Corporation's Certificate of Incorporation be amended to read in its entirety as follows:

"The name of this Corporation is:
Pope & Talbot Development, Inc."

IN WITNESS WHEREOF, Pope Resources, Inc. has caused this Certificate to be signed and attested by its duly authorized officers this 25th day of October, 1985.

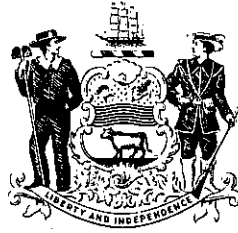
POPE RESOURCES, INC.

By

George H. Folquet
George H. Folquet, President

Attest:

Bridget Jones
Secretary



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF POPE RESOURCES, INC. FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1985, AT 9 O'CLOCK A.M.

| | | | | | | | | |

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 10645312

DATE: 10/28/1985

853010347

Office of the Secretary of State
 Corporations Division
 State Modular Office Bldg.
 Tumwater, WA 98504

FILED

MAR 22 1985

APPLICATION FOR CERTIFICATE OF AUTHORITY
 TO DO BUSINESS IN WASHINGTON
 Profit corporation

SECRETARY OF STATE
 STATE OF WASHINGTON

1. Name of corporation as recorded in home state: POPE RESOURCES, INC.
2. Name to be used in Washington if name of record is unavailable (* see instructions below): N/A
3. Date of incorporation in home state: January 18, 1985
4. Incorporated under the laws of the state of: Delaware
5. Time established for corporate existence ("perpetual"/set # of years): Perpetual
6. Address of principal office in state or country under which the laws of which the firm incorporated: 100 West 10th Street, Wilmington, Delaware
7. Purpose(s) which the corporation proposes to pursue in the transaction of business in Washington: Any lawful purposes or activities in which corporations may lawfully engage in the State of Washington. To own and hold for sale or development real property within the State.
8. The name of the appointed registered agent residing in the state of Washington: C.T. Corporation System
9. Registered office of the corporation, located in Washington and identical to the business address of the registered agent: 1218 Third Avenue, Seattle, Washington 98101

If desired, the post office box number, in the same city as the physical location address given above, to be used In conjunction with the registered office address above:

* (Line 2, assumed, name, is to be used only if the name of record is unavailable for use in Washington. Or, if name of record does not include a corporate ending, indicate the corporate name of record on line 2 utilizing a corporate ending such as "Co.", "Inc.", "Ltd.", etc. If an assumed name is necessary in Washington, attach a Resolution of the Board Directors approving use of assumed name.)

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Directors

George Folquet - 755 Winslow Way East, Winslow, WA 98110

Peter Pope - 1500 S.W. First Avenue, Portland, OR 97207

Adolphus Andrews, Jr. - 600 Montgomery St., San Francisco, CA 94111

Harry Holmes - Del Ciervo Road, Pebble Beach, CA 93953

Marco Vitulli - 2021 - 152nd N.E., Redmond, WA 98052

CONSENT TO APPOINTMENT AS REGISTERED AGENT

C T Corporation System, hereby consent to serve as registered agent, in the state of Washington, for the corporation herein named. It understand that as agent for the corporation, it will be its responsibility to receive Service of Process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of its resignation or of any changes in the registered office address of the corporation for which it is agent.

C T Corporation System

By John P. Stout
(Signature of agent designated on line #8)

John P. Stout, Asst. Secretary

March 19, 1985

(Date)

THE UNDERSIGNED OFFICER OF THE CORPORATION HEREBY CERTIFIES THAT THE INFORMATION PROVIDED ABOVE IS TRUE, CURRENT AND CORRECT TO THE BEST OF MY KNOWLEDGE OR BELIEF. I FURTHER CERTIFY THAT I AM AUTHORIZED TO EXECUTE THIS APPLICATION ON BEHALF OF THE CORPORATION.

March 19, 1985
(Date)

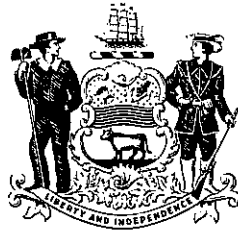
Bradley T. Jones, Secretary

(Print name and title of officer)

Bradley Jones

(Signature of officer.)

(Must be President or Vice-President, Secretary or Treasurer of the corporation.)



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY POPE RESOURCES, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 10451393

DATE: 03/05/1985

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