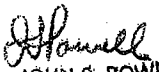


I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

MAY 08 2000

12 
JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

FORM 19

(Section 348)

COMPANY ACT

SPECIAL RESOLUTION

Certificate of
Incorporation No. 71976

The following special resolution was passed by the company referred to below on the date stated:

Name of company: **WEST FRASER TIMBER CO. LTD.**

Date resolution passed: **April 26, 2000**

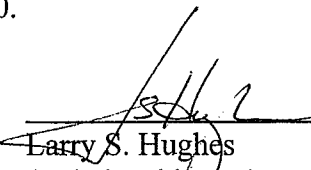
Resolution:

"RESOLVED, as a special resolution, that:

- (a) the number of authorized Common shares in the capital of the Company be increased from 50,000,000 to 200,000,000 Common shares and the authorized capital of the Company be increased accordingly; and
- (b) the Memorandum of the Company be altered so as to be in the form set out in Schedule "A" of this Resolution."

Certified a true copy May 2, 2000.

(Signature)


Larry S. Hughes

(Relationship to Company) Assistant Secretary

SCHEDULE "A"

**As altered by Special Resolution
dated April 26, 2000**

BRITISH COLUMBIA

COMPANY ACT

**ALTERED
MEMORANDUM**

OF

WEST FRASER TIMBER CO. LTD.

1. The name of the Company is **West Fraser Timber Co. Ltd.**
2. The authorized capital of the Company consists of 230,000,000 shares divided into
 - (a) Two Hundred Million (200,000,000) Common shares without par value;
 - (b) Twenty Million (20,000,000) Class B Common shares without par value; and
 - (c) Ten Million (10,000,000) Preferred shares without par value, of which One Million, Two Hundred Fifty Thousand (1,250,000) shares are designated as Series 1 Cumulative Convertible Redeemable Preferred shares.
3. There be attached to the Common shares, the Class B Common shares, the Preferred shares and the Series 1 Cumulative Convertible Preferred shares the special rights and restrictions set out in the Articles of the Company.