

**FILED/EFFECTIVE** ARTICLES OF INCORPORATION  
01 DEC -3 AM 9:02  
SECRETARY OF STATE  
STATE OF IDAHO  
OF  
MELALEUCA OF KOREA, INC.

The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

**ARTICLE I**

The name of the corporation shall be Melaleuca of Korea, Inc.

**ARTICLE II**

The corporation is to have perpetual existence.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue is one million (1,000,000) shares with no par value. Of the one million (1,000,000) authorized shares, one hundred thousand (100,000) shares shall be Class A voting common stock, and nine hundred thousand (900,000) shares shall be class A non-voting common stock. The rights of both classes of stock shall be identical except with respect to voting rights. The class A non-voting common stock shall have no right to vote on any issue. Holders of class A voting common stock shall have the right to cumulate their votes for directors.

**ARTICLE IV**

The corporation elects to have preemptive rights.

**ARTICLE V**

The address of the corporation's initial registered office shall be 3910 South Yellowstone Highway, Idaho Falls, Idaho 83402, and the name of its initial registered agent at such address is Frank L. VanderSloot.

IDAHO SECRETARY OF STATE  
12/03/2001 05:00  
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## ARTICLE VI

The name and address of the incorporator is:

Mr. Kenneth J. Sheppard  
3910 South Yellowstone Highway  
Idaho Falls, Idaho 83402

## ARTICLE VII

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken or any failure to take any action, as a director, except liability for:

- a. The amount of financial benefit received by a director to which he/she is not entitled;
- b. An intentional infliction of harm on the corporation or the shareholders;
- c. A violation of section 30-1-833, Idaho Code; or
- d. An intentional violation of criminal law.

## ARTICLE VIII

The corporation shall indemnify each director for liability, as defined in section 30-1-850(5), Idaho Code, to any person for any action taken, or any failure to take any action, as a director, except for liability for:

- a. The amount of financial benefit received by a director to which he/she is not entitled;
- b. An intentional infliction of harm on the corporation or the shareholders;
- c. A violation of section 30-1-833, Idaho Code; or
- e. An intentional violation of criminal law.

DATED this 30 day of November 2001.

  
Kenneth J. Sheppard  
Sole Incorporator

STATE OF IDAHO               )  
  ) ss  
County of Bonneville        )

On this \_\_\_\_ day of November 2001, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared **Kenneth J. Sheppard**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal the day and year first above written.



A handwritten signature in cursive script, appearing to read "Monte Whittier", written over a horizontal line.

**NOTARY PUBLIC FOR IDAHO**  
**Residing at: Idaho Falls, Idaho**  
**My Commission Expires: 3/24/05**