

**FILED**

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STATE OF IDAHO  
SECRETARY OF STATE  
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**ARTICLES OF MERGER  
MERGING  
MICRON COMMUNICATIONS, INC.,  
an Idaho corporation,  
WITH AND INTO  
MICRON TECHNOLOGY, INC.,  
a Delaware corporation**

*In accordance with Section 30-1-1104 of the  
Idaho Business Corporation Act*

Micron Technology, Inc., a Delaware corporation, DOES HEREBY CERTIFY as follows:

1. The constituent corporations (the "Constituent Corporations") in the merger (the "Merger") are Micron Communications, Inc., an Idaho corporation ("MCC"), and Micron Technology, Inc., a Delaware corporation ("MTI").
2. MTI owns of record more than ninety percent (90%) of the issued and outstanding shares of capital stock of MCC.
3. A Plan of Merger (the "Merger Plan") has been duly authorized and approved by the MCC Committee of the Board of Directors of MTI in accordance with Section 30-1-1104 of the Idaho Business Corporation Act (the "IBCA"). The Merger Plan is attached hereto as Exhibit A and is incorporated herein by this reference.
4. Pursuant to the Merger Plan, MCC is being merged with and into MTI, with MTI being the surviving corporation in the Merger.
5. Neither the shareholders of MTI, the surviving corporation in the Merger, nor MCC, the disappearing corporation in the Merger, were required to approve the Merger pursuant to the provisions of the Delaware Business Corporation Law and the IBCA.
6. The Merger shall become effective at 12:01 a.m. on the date on which these Articles of Merger are filed with the Secretary of State of the State of Idaho.

\* \* \*

IDAHO SECRETARY OF STATE


09/01/1999 09:00  
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1 @ 30.00 = 30.00 MERGER # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 101147

IN WITNESS WHEREOF, Micron Technology, Inc. has caused these Articles of Merger to be executed by its duly authorized officers this 28th day of July, 1999.

**MICRON TECHNOLOGY, INC.**

By: 

Print Name: Steven R. Appleton

Title: President and Chief Executive Officer

**ATTEST:**

By: 

Print Name: Roderic W. Lewis

Title: Vice President of Legal Affairs, General  
Counsel and Corporate Secretary

**PLAN OF MERGER**

THIS PLAN OF MERGER (this "Merger Plan") has been adopted by **MICRON TECHNOLOGY, INC.**, a Delaware corporation ("MTI"), as of the 28th day of July, 1999.

**RECITALS:**

WHEREAS, MTI owns of record more than ninety percent of the issued and outstanding shares of capital stock of Micron Communications, Inc., an Idaho corporation ("MCC") and

WHEREAS, the MCC Committee of the Board of Directors of MTI has deemed it advisable for the benefit of MTI and its shareholders that MCC be merged with and into MTI pursuant to the provisions relating to parent/subsidiary mergers set forth in the Idaho Business Corporation Act and the Delaware General Corporation Law (the "Merger") and this Merger Plan.

NOW, THEREFORE, pursuant to resolutions duly adopted by the Board of Directors of MTI, the Merger shall be effectuated in accordance with the following terms and provisions:

**ARTICLE 1  
THE MERGER**

**1.1 The Merger.**

Subject to the terms and conditions of this Merger Plan, in accordance with Part 11 of the Idaho Business Corporation Act (the "IBCA") and Title 8 of the Delaware General Corporation Law (the "DGCL"), at the Effective Time (as defined in *Section 1.2* hereof), MCC shall be merged with and into MTI. At the Effective Time, (i) the separate corporate existence of MCC shall cease and (ii) MTI shall continue as the surviving corporation in the Merger (the "Surviving Corporation") and shall continue its existence under the laws of the State of Delaware. As a result of the Merger, the outstanding shares of capital stock of MCC shall be converted or cancelled in the manner provided in *Article 2* hereof.

**1.2 Effective Time of the Merger.**

As the sole shareholder of MCC, MTI has waived the mailing requirement pertaining to the Merger Plan set forth in Section 30-1-1104 of the IBCA. Upon adoption of this Merger Plan, (a) a Certificate of Ownership and Merger shall be executed by MTI and filed with the Secretary of State of the State of Delaware pursuant to Section 253 of the DGCL, and (b) Articles of Merger shall be executed by MTI and filed with the Secretary of State of the State of Idaho, pursuant to Section 30-1-1105 of the IBCA. The "Effective Time" of the Merger shall be, and such term as used herein shall mean, 12:01 a.m., Mountain Time, on the later of the date of filing with and approval of the Certificate and Ownership of Merger or Articles of Merger by the Delaware or Idaho Secretary of State, respectively.

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### **1.3 Certificate of Incorporation and Bylaws of the Surviving Corporation.**

At the Effective Time, (i) the Certificate of Incorporation of MTI as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law and such Certificate of Incorporation, and (ii) the By-laws of MTI as in effect immediately prior to the Effective Time shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law, the Certificate of Incorporation of the Surviving Corporation and such Bylaws.

### **1.4 Directors and Officers of the Surviving Corporation.**

The directors and officers of MTI immediately prior to the Effective Time shall, from and after the Effective Time, be the directors and officers, respectively, of the Surviving Corporation until their successors shall have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and By-laws and any written agreements between MTI and such officers and directors.

### **1.5 Effects of the Merger.**

At and after the Effective Time, the Merger shall have the effects set forth in the DGCL and the IBCA.

## **ARTICLE 2 CONVERSION OF SHARES**

### **2.1 Conversion of Shares.**

At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock, par value \$0.10 per share, of MCC ("MCC Common Stock") then issued and outstanding shall be cancelled and cease to exist.

### **2.2 Closing Stock Transfer Books.**

As of the Effective Time, it shall be deemed that the stock transfer books of MCC applicable to MCC Common Stock are closed and no transfer of shares of MCC Common Stock on such books shall thereafter be made.

## **ARTICLE 3 MISCELLANEOUS**

### **3.1 Abandonment.**

At any time before the Effective Time, this Merger Plan may be terminated and the Merger may be abandoned by the Board of Directors of MTI.

**3.2 Amendment.**

At any time prior to the Effective Time, this Merger Plan may be amended by the Board of Directors of MTI to the fullest extent permitted by applicable law.

**3.3 Applicable Law.**

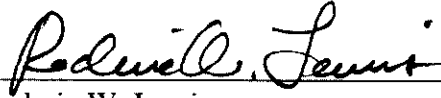
This Merger Plan shall be construed and interpreted in accordance with the laws of the State of Idaho.

\* \* \*

## CERTIFICATION

The undersigned hereby certifies that the foregoing Plan of Merger was duly adopted by the MCC Committee of the Board of Directors of Micron Technology, Inc., as of July 28, 1999.

Dated: July 28, 1999

A handwritten signature in cursive script, reading "Roderic W. Lewis", written over a horizontal line.

Roderic W. Lewis  
Vice President of Legal Affairs,  
General Counsel and Corporate Secretary