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# State of Idaho

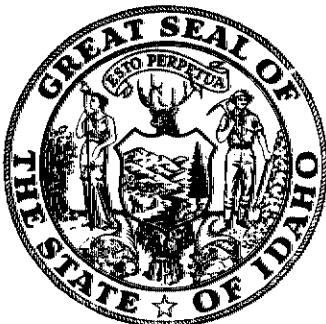
## Department of State

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of MICRON SEMICONDUCTOR, INC. an Idaho corporation into MICRON TECHNOLOGY, INC. a Delaware corporation, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of merger.

Dated: October 28, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley Bell*

MICRON SEMICONDUCTOR, INC.

ARTICLES OF MERGER

OCT 28 4 33 PM '94

The undersigned, Steven R. Appleton, and Cathy L. Smith, being the President and Secretary, respectively, of Micron Technology, Inc., a Delaware corporation, hereby certify the following:

1. Micron Semiconductor, Inc. ("Micron Semiconductor") is a corporation duly organized and existing under the laws of the State of Idaho and has an authorized capital of 10,000,000 shares of common stock, having a par value of \$0.10 per share, of which 2,143,446 shares are issued and outstanding.

2. All of the shares of Micron Semiconductor common stock issued and outstanding are held by Micron Technology, Inc., a Delaware corporation ("Micron Technology").

3. A true and correct copy of an Agreement and Plan of Merger of Micron Semiconductor with and into Micron Technology is attached hereto as Exhibit "A";

4. Micron Technology, as sole shareholder, has waived its right to receive by mail a copy of the Agreement and Plan of Merger.

IN WITNESS WHEREOF, we have executed these Articles of Merger on this 28th day of October, 1994.

MICRON TECHNOLOGY, INC.



Steven R. Appleton  
Chairman, CEO and President



Cathy L. Smith  
Secretary

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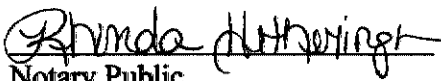
VERIFICATION

State of Idaho       )  
                              ) ss  
County of Ada        )

I, Steven R. Appleton, as Chairman, CEO and President of Micron Technology, Inc., do hereby verify that I am one of the officers signing the foregoing Articles of Merger and that the statements contained therein are true to the best of my knowledge and belief.

  
Steven R. Appleton

Subscribed and sworn to before me this 28<sup>th</sup> day of October, 1994.

  
Notary Public  
Residing at Ada County  
my Commission expires: 2/15/97

AGREEMENT AND PLAN OF MERGER  
OF MICRON SEMICONDUCTOR, INC., AN IDAHO CORPORATION,  
AND MICRON TECHNOLOGY, INC.,  
A DELAWARE CORPORATION

THIS AGREEMENT AND PLAN OF MERGER, dated as of October 27, 1994 (the "Agreement"), is between Micron Semiconductor, Inc., an Idaho corporation ("Micron Semiconductor"), and Micron Technology, Inc. a Delaware corporation ("Micron Technology"). Micron Semiconductor and Micron Technology are sometimes referred to herein as the "Constituent Corporations."

RECITALS:

A. Micron Semiconductor is a corporation duly organized and existing under the laws of the State of Idaho and has an authorized capital of 10,000,000 shares of Common Stock, having a par value of \$0.10 per share, of which 2,143,446 shares are issued and outstanding and held by Micron Technology.

B. The Boards of Directors of Micron Technology and Micron Semiconductor have determined that it is advisable that Micron Semiconductor merge with and into Micron Technology upon the terms and conditions herein provided.

C. The respective Boards of Directors of Micron Semiconductor and Micron Technology have approved this Agreement.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Constituent Corporations hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

## I. MERGER

1.1 **Merger.** In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Idaho Business Corporation Act, Micron Semiconductor shall be merged with and into Micron Technology (the "Merger") and Micron Technology shall be, and is herein sometimes referred to as, the "Surviving Corporation."

1.2 **Filing and Effectiveness.** The Merger shall become effective on November 4, 1994, provided the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the Board of Directors of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the Idaho Business Corporation Act;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Certificate of Ownership and merger, or copy of a resolution adopted by the Micron Technology Board of Directors approving this Agreement and the Merger, meeting the requirements of the Delaware General Corporation law shall have been filed with the Secretary of State of the State of Delaware; and

(d) Executed Articles of Merger meeting the requirements of the Idaho Business Corporation Act shall have been filed with the Secretary of State of the State of Idaho and the Secretary of State shall have issued a Certificate of Merger.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of Merger."

1.3 Articles of Incorporation. The Articles of Incorporation of Micron Technology as in effect immediately prior to the Effective Date of Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

1.4 Bylaws. The Bylaws of Micron Technology as in effect immediately prior to the Effective Date of Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

1.5 Directors and Officers. The directors and officers of Micron Technology immediately prior to the Effective Date of Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been elected and qualified or until otherwise provided by law, by the Articles of Incorporation of the Surviving Corporation, or by the Bylaws of the Surviving Corporation. The Board of the Surviving Corporation may appoint such other officers as it so determines.

1.6 Effect of Merger. Upon the Effective Date of Merger, the separate existence of Micron Semiconductor shall cease and Micron Technology, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of Merger, shall be subject to all actions previously taken by the Micron Semiconductor Board of Directors and shall succeed, without other transfer, to all of the assets, rights, power and property of Micron Semiconductor in the manner of and as more fully set forth in the applicable provisions of the Delaware General Corporation Law and the Idaho Business Corporation Act, and (ii) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of Merger and shall succeed, without other transfer, to all of the debts, liabilities and obligations of Micron Semiconductor in the same manner

as if Micron Technology had itself incurred such debts, liabilities and obligations, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the Idaho Business Corporation Act.

## II. CANCELLATION OF MICRON SEMICONDUCTOR STOCK

2.1 Micron Semiconductor Common Stock. Upon the Effective Date of Merger, each share of Common Stock, \$0.10 par value per share, of Micron Semiconductor issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the holder of such shares or any other person, be canceled and cease to exist.

## III. GENERAL

3.1 Covenants of Micron Technology. Micron Technology covenants and agrees that it will, on or before the Effective Date of Merger:

(a) File any and all documents with the tax authority of the State of Idaho necessary to the assumption by Micron Technology of all of the Idaho state tax liabilities of Micron Semiconductor.

(b) Take such other actions as may be required by the Idaho Business Corporation Act and Delaware General Corporation Law.

3.2 Abandonment. At any time before the Effective Date of Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Micron Technology or Micron Semiconductor or both.

3.3 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of Articles of Merger with the Secretary of State of the State of Idaho.

3.4 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

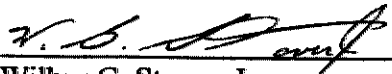
3.5 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation of 2805 East Columbia Road, Boise, Idaho 83706.

3.6 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.


3.7 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, this Agreement, having first been approved by resolution of the Boards of Directors of Micron Technology and Micron Semiconductor, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

MICRON SEMICONDUCTOR, INC.  
an Idaho corporation

  
\_\_\_\_\_  
Wilbur G. Stover, Jr.  
Vice President, Finance; CFO

ATTEST:

  
\_\_\_\_\_  
Larry L. Grant  
Secretary

MICRON TECHNOLOGY, INC.  
a Delaware corporation

  
\_\_\_\_\_  
Steven R. Appleton  
Chairman, CEO, President

ATTEST:

  
\_\_\_\_\_  
Cathy L. Smith  
Secretary

## AGREEMENT AND CONSENT

The undersigned, Steven R. Appleton, Chairman, CEO and President of Micron Technology, Inc., a Delaware Corporation, hereby agrees and consents to the following:

Whereas, Micron Semiconductor, Inc., an Idaho corporation, is to be merged with and into Micron Technology, Inc., a Delaware corporation;

Whereas, Micron Technology, Inc. is to be the surviving corporation;

Now, therefore, pursuant to the provisions contained in Section 30-1-77 of the Idaho Business Corporation Act, Micron Technology, Inc. hereby:

- (i) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of Micron Semiconductor, Inc. and in any proceeding for the enforcement of the rights of a dissenting shareholder of Micron Semiconductor, Inc. against Micron Technology, Inc.
- (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any such proceeding. The address to which a copy of such process should be mailed by the Secretary of State is as follows:

Micron Technology, Inc.  
Attn.: Larry L. Grant  
2805 East Columbia Road  
Boise, Idaho 83706

- (iii) will promptly pay to the dissenting shareholders, if any, of Micron Semiconductor, Inc., the amount, if any, to which they shall be entitled under provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, this Agreement and Consent has been executed on this 28th day of October, 1994.

MICRON TECHNOLOGY, INC.,  
a Delaware corporation

  
Steven R. Appleton, Chairman,  
CEO and President