



CERTIFICATE OF INCORPORATION
OF

SIMPLOT EMPLOYEE STOCK PURCHASE ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 27, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by:

M. J. Jinsman

ARTICLES OF INCORPORATION

OF

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SIMPLOT EMPLOYEE STOCK PURCHASE ASSOCIATION, INC. SECRETARY OF STATE

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation"), pursuant to the Idaho Business Corporation Act, Idaho Code, §§30-1, et seq., adopts the following Articles of Incorporation for the Corporation.

ARTICLE I

The name of the Corporation is SIMPLOT EMPLOYEE STOCK PURCHASE ASSOCIATION, INC.

ARTICLE II

The period of duration of this Corporation is perpetual.

ARTICLE III

The purposes for which the Corporation is organized are as follows:

A. To assist stock purchases in Micron Technology, Inc. of common stock by certain employees of J. R. Simplot Company.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to borrow money and loan money and to accept donations of money, property, whether real or personal, or any other thing of value.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 common shares, each having a par value of one dollar (\$1.00). The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation. Each shareholder of record shall have one (1) vote for each share of stock standing in his name on the books of the Corporation.

ARTICLE V

The business and affairs of the Corporation shall be managed by the Board of Directors. The Board shall consist of three (3) individuals who may elect successor directors. The officers of the Corporation shall be chosen by the Board of Directors from among the Directors. The officers shall consist of a Chairman, a Vice-Chairman, a Secretary and Treasurer. Elections shall be held annually, the date and place to be fixed by the Board of Directors. All procedures shall be set forth in the Bylaws of the Corporation.

ARTICLE VI

The number of directors of the Corporation shall be as specified in the Bylaws. Three (3) directors shall constitute the initial board, their names and addresses being as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Ronald N. Graves	P.O. Box 27 999 Main Street Boise, ID 83707
Ted E. Roper	P.O. Box 27 999 Main Street Boise, ID 83707
Gary Wallis	P.O. Box 27 999 Main Street Boise, ID 83707

ARTICLE VII

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is P.O. Box 27, 999 Main Street, Boise, Idaho 83707, and the name of the initial Registered Agent is Ronald N. Graves.

ARTICLE VIII

A copy of these articles and all amendments thereto in each case shall be certified by the Secretary of State.

ARTICLE IX

The name and address of the Incorporator is Ronald N. Graves, P.O. Box 27, 999 Main Street, Boise, Idaho 83707.


DATED this 27th day of February, 1989.


RONALD N. GRAVES

STATE OF IDAHO)
) ss.
County of Ada)

On the 27th day of February, 1989, before me, the undersigned, a Notary Public in and for said county and state, personally appeared RONALD N. GRAVES, 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 in this certificate first above written.


NOTARY PUBLIC for Idaho
Residing at: Boise, Idaho
My Commission Expires: 10-13-92

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