

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

DERMACEUTICAL LABS, 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: March 25, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Davis*

**ARTICLES OF INCORPORATION**

**OF**

**DERMACEUTICAL LABS, INC.**

**MAR 25 3 43 PM '93**  
**SECRETARY OF STATE**

**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 **DERMACEUTICAL LABS, INC.**

**ARTICLE II**

The corporation is to have perpetual existence.

**ARTICLE III**

The purpose for which said corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV**

The capital stock of the Corporation shall be ten thousand (10,000) shares of common stock, without par value. The capital stock of the Corporation shall not be assessable.

**ARTICLE V**

Provisions denying preemptive rights are: None

**ARTICLE VI**

The address of the Corporation's initial registered office shall be 2222 Teton Plaza, Idaho Falls, Idaho 83404, and the name of its initial registered agent at such address is Marvin A. Taylor.

**ARTICLE VII**

The number of directors constituting the initial board of directors of the Corporation is four (4) and the name and address of each person serving as a director until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Marvin A. Taylor  
1966 North 2000 West  
Rexburg, Idaho 83440

Allen Ball  
5465 South 5th West  
Idaho Falls, Idaho 83404

Debra K. Adams  
4795 Comish Drive  
Idaho Falls, Idaho 83406

Mark B. Taylor  
1549 East Vineyard Drive  
Bountiful, Utah 84010

#### ARTICLE VIII

The name and address of the incorporator are:

Ronald D. Christian  
Key Financial Center  
702 West Idaho, Suite 610  
Boise, Idaho 83702

#### ARTICLE IX

Provisions for the regulation of the internal affairs of the corporation are: None

#### ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

- a. For breach of a director's duty of loyalty to the Corporation or its stockholders.
- b. For facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Liability under §30-1-48 of the Idaho Code.
- d. For any transaction from which the director derived an improper personal benefit.

DATED this 25th day of March, 1993.



Ronald D. Christian

INCORPORATOR

CAH/74451/rfs  
#7361

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