

**FILED EFFECTIVE**

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SECRETARY OF STATE  
STATE OF IDAHO**ARTICLES OF INCORPORATION****OF****MELALEUCA OF PUERTO RICO, 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 Puerto Rico, Inc.

**ARTICLE II**

The aggregate number of shares which the corporation shall have authority to issue is fifty thousand (50,000) shares with no par value. Of the fifty thousand (50,000) authorized shares, five thousand (5,000) shares shall be Class A voting common stock, and forty-five thousand (45,000) shares shall be Class A non voting common stock. The rights of both classes of stock shall be identical except with respect to the voting rights. The Class A non-voting common stock shall have no right to vote on any issue. The holders of Class A voting stock shall have the right to cumulate their votes for directors.

**ARTICLE III**

The corporation elects to have pre-emptive rights.

**ARTICLE IV**

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.

**ARTICLE V**

The number of directors constituting the initial board of directors of the Corporation is five (5) and the name each person serving as a director until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

IDAHO SECRETARY OF STATE  
11/21/2006 05:00  
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1 @ 20.00 = 20.00 EXPEDITE C # 3

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**Frank L. VanderSloot**

**Allen Ball**

**Richard Tate**

**Blaine Larsen**

**McKay Christensen**

## **ARTICLE VI**

**The name and address of the incorporator are:**

**Charles A. Homer  
P. O. Box 50130  
Idaho Falls, Idaho 83405**

## **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.**

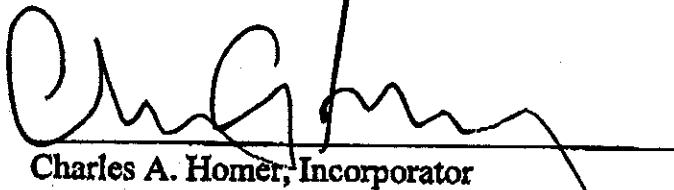
## **ARTICLE VIII**

**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
- d. An intentional violation of criminal law.

Dated this 21st day of November, 2006.



Charles A. Homer, Incorporator

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