

State of Idaho

Department of State

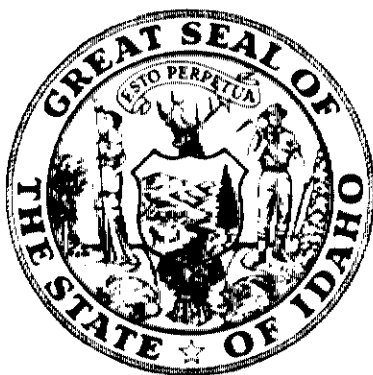
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of
NICRON TECHNOLOGY, INC., an Idaho corporation ("Nicon")

into NICRON 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 May 25, 19 84



Pete T. Cenarrusa

SECRETARY OF STATE

Henry J. Clark
Corporation Clerk

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ARTICLES AND AGREEMENT OF MERGER
OF MICRON TECHNOLOGY, INC.
AND
MICRON TECHNOLOGY, INC. SECRETARY OF
STATE

THESE ARTICLES AND AGREEMENT OF MERGER, dated as of May 14, 1984 (the "Agreement") are between Micron Technology, Inc., a Delaware corporation ("Micron-Delaware") and Micron Technology, Inc., an Idaho corporation ("Micron").

RECITALS:

A. Micron-Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 50,000,000 shares of Common Stock \$.10 par value, 100 shares of which are outstanding.

B. Micron is a corporation duly organized and existing under the laws of the State of Idaho and has an authorized capital of 50,000,000 shares of Common Stock, no par value, of which 40,361,900 Shares are issued and outstanding.

C. The Board of Directors of Micron has determined that, for the purpose of effecting the reincorporation of Micron in the State of Delaware, it is advisable that Micron merge with and into Micron-Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors of Micron-Delaware and Micron have approved this Agreement and the Boards of Directors of Micron-Delaware and Micron have directed that this Agreement be submitted to a vote of their shareholders.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Micron-Delaware and Micron 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 General Business Corporation Law, Micron shall be merged with and into Micron-Delaware (the "Merger") and Micron-Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation", and the name of the Surviving Corporation shall be Micron Technology, Inc.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the stockholders of each constituent corporation in accordance with the requirements of the Delaware General Corporation Law and the Idaho General Business Corporation Law;

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

(c) An executed counterpart of this Agreement of Merger, along with any other certificates required by the Delaware General Corporation Law, shall have been filed with the Secretary of State of the State of Delaware in accordance with the applicable laws of such State; and

(d) An executed copy of this Agreement shall have been filed with the Secretary of State of the State of Idaho.

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

1.3 Certificate of Incorporation. The Certificate of Incorporation of Micron-Delaware as in effect on the Effective Date of Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

1.4 Bylaws. The Bylaws of Micron-Delaware as in effect on the Effective Date of Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation.

1.5 Directors and Officers. The directors and officers of Micron immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been elected and shall qualify or until otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation and the Bylaws of the Surviving Corporation.

1.6 Effect of Merger. Upon the Effective Date of Merger the separate existence of Micron shall cease and Micron-Delaware, 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 Board of Directors and shall succeed, without other transfer, to all of the assets, rights, powers, and property of Micron, 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 in the same manner as if Micron-Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the Idaho General Business Corporation Law.

II

MANNER OF CONVERSION OF STOCK

2.1 Micron Capital Stock.

Each share of Common Stock, no par value, of Micron issued and outstanding on the Effective Date of Merger shall, by virtue of the Merger and without any action by the holder of such shares or the Surviving Corporation, be converted into one fully paid and nonassessable share of Common Stock, \$.10 par value, of the Surviving Corporation.

2.2 Micron Options, Stock Purchase Rights and Other Convertible Securities. On the Effective Date of Merger, each outstanding option, right to purchase shares of Micron Common Stock and other security convertible into Micron Common Stock shall become an option, right to purchase shares of the Surviving Corporation's Common Stock or other security convertible into the Surviving Corporation's Common Stock on the basis of one share of the Surviving Corporation's Common Stock for each share of Micron Common Stock issuable pursuant to any such option, stock purchase right or other convertible security and on the same terms and conditions and at an exercise price per share equal to the exercise price applicable to any such Micron option, right, or other convertible security at the Effective Date of the Merger.

2.3 Micron-Delaware Capital Stock. Any then outstanding shares of capital stock of Micron-Delaware which are owned by Micron immediately prior to the Merger shall be cancelled at the Effective Date of Merger.

2.4 Exchange of Certificates. After the Effective Date of Merger, each holder of an outstanding certificate representing shares of Micron Common Stock shall surrender the same for cancellation to Idaho First National Bank N.A., as exchange agent (the "Exchange Agent"), and each such holder shall receive in exchange therefor a certificate or certificates representing an identical number of shares of the Surviving Corporation's Common Stock, into which the surrendered shares were converted as provided above. The Surviving Corporation shall cooperate with the Exchange Agent and the holders of outstanding certificates theretofore representing shares of Micron capital stock as necessary to effect a reasonably prompt exchange

of such certificates. Until so surrendered, each outstanding certificate theretofore representing shares of Micron capital stock shall be deemed for all purposes to represent the number of whole shares of the Surviving Corporation's capital stock into which such shares of Micron capital stock were converted.

Each certificate representing capital stock of the Surviving Corporation so issued in the Merger shall bear the same legends with respect to the restrictions on transferability as the certificates of Micron so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of Micron-Delaware capital stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of Micron-Delaware that such tax has been paid or is not payable.

III

GENERAL

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

(a) Qualify to do business as a foreign corporation in the State of Idaho and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Section 30-1-113 of the Idaho Business Corporation Law.

(b) Take such other actions as may be required by the Idaho General Business 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 or Micron-Delaware or both, notwithstanding the approval of this Agreement by the shareholders of Micron or the shareholders of Micron-Delaware or both.

3.3 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is located at 100 West Tenth

Street, Wilmington, Delaware, and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

3.4 Agreement. Executed copies of this Agreement of Merger will be on file at the principal place of business of the Surviving Corporation at 2805 East Columbia Road, Boise, Idaho 83706 and copies thereof will be furnished to any shareholder of each constituent Corporation, upon request and without cost.

3.5 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, and, so far as applicable, the merger provisions of the Idaho General Business Corporation Law.

3.6 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-Delaware and Micron, is hereby executed on behalf of each of such two corporations by their respective officers thereunto duly authorized.

MICRON TECHNOLOGY, INC.
a Delaware corporation

By JLP
Joseph L. Parkinson

ATTEST:

Nancy A. Stanger
Secretary

By Nancy A. Stanger
Secretary

MICRON TECHNOLOGY, INC.
an Idaho corporation

By JLP
Joseph L. Parkinson, President

ATTEST:

Nancy A. Stanger
Secretary

By Nancy A. Stanger
Secretary

CERTIFICATE OF SECRETARY

I, Nancy A. Stanger, Secretary of Micron Technology, Inc., an Idaho corporation ("Micron"), do hereby certify, as such Secretary, in accordance with the General Business Corporation Law of the State of Idaho and the Corporation Law of the State of Delaware, that the Articles and Agreement of Merger to which this Certificate is attached, after having been first adopted and executed by Micron Technology, Inc., a Delaware corporation, was duly submitted to the shareholders of Micron at a meeting of shareholders held on May 15, 1984 called for the purpose of acting on said Articles and Agreement of Merger after due notice of time, place and purpose of said meeting was mailed to each holder of Common Stock at his address as it appears on the records of Micron in the manner provided under the provisions of the Idaho General Business Corporation Law, and that at said meeting the Articles and Agreement was considered and a vote taken for its adoption or rejection and that at said meeting 40,316,900 shares of Common Stock, constituting a majority of the outstanding shares of Common Stock of Micron, were voted for the adoption of said Articles and Agreement of Merger, that 5,000 shares of Common Stock were voted against the adoption of such Articles and Agreement of Merger and that thereby said Articles and Agreement of Merger was at said meeting duly adopted as the act of the shareholders of Micron and as the agreement and act of Micron.

IN WITNESS WHEREOF, I have executed this Certificate this 21st day of May 1984.

Nancy A. Stanger
Secretary

CERTIFICATE OF SECRETARY

I, Nancy A. Stanger, Secretary of Micron Technology, Inc., a Delaware corporation ("Micron-Delaware"), do hereby certify, as such Secretary, in accordance with the Corporation Law of the State of Delaware, that the Articles and Agreement of Merger to which this Certificate is attached, was duly submitted to the sole shareholder of Micron-Delaware and was approved by such sole shareholder by written consent dated May 21, 1984, and that by virtue of such written consent, 100 shares of Common Stock, constituting all of the outstanding shares of Common Stock of Micron-Delaware, were voted for the adoption of said Articles and Agreement of Merger and such Articles and Agreement of Merger were therefor duly adopted as the act of the sole shareholder of Micron-Delaware.

IN WITNESS WHEREOF, I have executed this Certificate this 21st day of May, 1984.

Nancy A. Stanger
Secretary

SECOND EXECUTION OF AGREEMENT OF MERGER

The foregoing Agreement of Merger having been duly adopted and executed by Micron Technology, Inc., a Delaware corporation, and by Micron Technology, Inc., an Idaho corporation ("Micron"), in accordance with the vote of the shareholders of each of said corporations and having been duly adopted by the requisite vote of the outstanding stock of each of said corporations entitled to vote thereon and valid resolutions of the Board of Directors, and those facts having been certified on said Agreement of Merger by the Secretary of Micron Technology, Inc. and by the Secretary of Micron, the President of Micron Technology, Inc. and the President of Micron do hereby execute this Agreement of Merger in accordance with the General corporation Law of the State of Delaware and the Secretary of Micron Technology, Inc. and the Secretary of Micron do hereby attest such execution of their respective corporations by the authority of the directors and shareholders thereof as the respective act, deed and agreement of each of said corporations, on this 21st day of May, 1984.

MICRON TECHNOLOGY, INC.
a Delaware corporation

By J. L. Parkinson
Joseph L. Parkinson, President

Attest:

Nancy A. Stanger
Secretary

By Nancy A. Stanger
Secretary

MICRON TECHNOLOGY, INC.
an Idaho corporation

By J. L. Parkinson
Joseph L. Parkinson, President

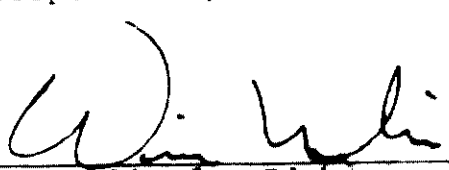
Attest:

Nancy A. Stanger
Secretary

By Nancy A. Stanger
Secretary

STATE OF IDAHO)
) ss:
County of Ada)


I, WILLIAM D. COLLINS, a Notary Public, do hereby certify that on the 21 day of May, 1984, personally appeared before me NANCY A. STANGER, who, being by me first duly sworn, declared that she is the Secretary of MICRON TECHNOLOGY, INC., an Idaho corporation, and that she signed the foregoing Articles of Merger comprising the ARTICLES AND AGREEMENT OF MERGER OF MICRON TECHNOLOGY, INC., AND MICRON TECHNOLOGY, INC., dated May 14, 1984, and the CERTIFICATE OF SECRETARY (MICRON TECHNOLOGY, INC., an Idaho corporation), dated May 21, 1984, as Secretary of MICRON TECHNOLOGY, INC., an Idaho corporation, and the statements therein contained are true.



Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss:
County of Ada)

I, WILLIAM D. COLLINS, a Notary Public, do hereby certify that on the 21 day of May, 1984, personally appeared before me NANCY A. STANGER, who, being by me first duly sworn, declared that she is the Secretary of MICRON TECHNOLOGY, INC., a Delaware corporation, and that she signed the foregoing Articles of Merger comprising the ARTICLES AND AGREEMENT OF MERGER OF MICRON TECHNOLOGY, INC., AND MICRON TECHNOLOGY, INC., dated May 14, 1984, and the CERTIFICATE OF SECRETARY (MICRON TECHNOLOGY, INC., a Delaware corporation), dated May 21, 1984, as Secretary of MICRON TECHNOLOGY, INC., a Delaware corporation, and the statements therein contained are true.



Notary Public for Idaho
Residing at Boise, Idaho

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AGREEMENT OF MICRON TECHNOLOGY, INC.,

A DELAWARE CORPORATION

SECRETARY OF
STATE

MICRON TECHNOLOGY, INC., a Delaware corporation, hereby agrees with and covenants to the Secretary of State of the State of Idaho as follows:

(1) It may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of Micron Technology, Inc., an Idaho corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of Micron Technology, Inc., an Idaho corporation against Micron Technology, Inc., a Delaware corporation;

(2) It hereby irrevocably appoints the Secretary of State of the State of Idaho as its agent to accept service of process in any such proceeding;

(3) It will promptly pay to the dissenting shareholders of Micron Technology, Inc., an Idaho corporation, the amount, if any, to which such dissenting shareholder shall be entitled under the provisions of the Idaho General Business Corporation Act with respect to the rights of dissenting shareholders.

MICRON TECHNOLOGY, INC.,
a Delaware Corporation

By: 

President

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5/19/84