

FILED EFFECTIVE

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**ARTICLES OF INCORPORATION
OF
MELALEUCA OF MEXICO DISTRIBUTION HOLDINGS, INC.**

SECRETARY OF STATE
STATE OF IDAHO

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 Mexico Distribution Holdings, Inc.

ARTICLE II

The aggregate number of shares which the corporation shall have authority to issue is one million (1,000,000) shares with no par value.

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 Ryan Nelson.

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:

Frank L. VanderSloot
Allen Ball
Richard Tate
David VanValkenburg
Michael Starcher

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ARTICLE VI

The name and address of the incorporator are:

Ryan Nelson
3910 S. Yellowstone Highway
Idaho Falls, Idaho 83402

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:

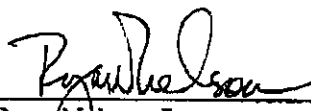
- a. The amount of financial benefit received by a director to which he/she is not entitled;
- b. An intentional infliction of harm on the corporation or the shareholders;
- c. A violation of Section 30-1-833, Idaho Code; or
- d. An intentional violation of criminal law.

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. Receipt of a 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 5th day of June, 2013.



Ryan Nelson, Incorporator

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