

FILED

**ARTICLES OF INCORPORATION
OF
MELALEUCA OF AUSTRALIA, INC.**

99 JUN 29 AM 8:45
DEPARTMENT 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 Australia, 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 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 voting rights. The class A non-voting common stock shall have no right to vote on any issue.

ARTICLE V

Provisions denying preemptive rights are: None.

ARTICLE VI

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.

IDAHO SECRETARY OF STATE

06/29/1999 09:00
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ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is three (3) 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:

Mr. Frank L. VanderSloot
3910 South Yellowstone Highway
Idaho Falls, Idaho 83402

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

Mr. Roger Wright
477 Shoup Ave.
Idaho Falls, Idaho 83402

ARTICLE VIII

The name and address of the incorporator is:

Mr. Kenneth J. Sheppard
3910 South Yellowstone Highway
Idaho Falls, Idaho 83402

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 acts 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*; or

d. For any transaction from which the director derived an improper personal benefit.

DATED this 24 day of June, 1999.


Kenneth J. Sheppard