

# 103792

# State of Idaho

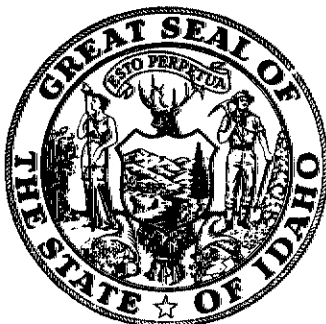
## Department of State

### 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 MICRON SYSTEMS INTEGRATION, INC., an Idaho corporation, into MICRON 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: November 7, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley J. Clark*

MICRON SYSTEMS INTEGRATION, INC.

ARTICLES OF MERGER

NOV 7 3 34 PM '94  
SECRETARY OF STATE

The undersigned, Larry L. Grant, Vice President and General Counsel, and Cathy L. Smith, Secretary, both of Micron Technology, Inc., a Delaware corporation, hereby certify the following:

1. Micron Systems Integration, Inc. ("Micron Systems Integration") is a corporation duly organized and existing under the laws of the State of Idaho and has an authorized capital of 1,000,000 shares of common stock, having a par value of \$0.01 per share, of which 371,000 shares are outstanding.

2. All of the shares of Micron Systems Integration common stock outstanding are held by Micron Technology, Inc., a Delaware corporation ("Micron Technology").

3. A true and correct copy of an Agreement and Plan of Merger of Micron Systems Integration with and into Micron Technology is attached hereto as Exhibit "A";

4. Micron Technology, as sole shareholder, has waived its right to receive by mail a copy of the Agreement and Plan of Merger.

IN WITNESS WHEREOF, we have executed these Articles of Merger on this 7th day of November, 1994.

MICRON TECHNOLOGY, INC.

Larry L. Grant

Larry L. Grant  
Vice President; General Counsel

Cathy L. Smith

Cathy L. Smith  
Secretary

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VERIFICATION

State of Idaho       )  
                              ) ss  
County of Ada        )

I, Larry L. Grant, Vice President and General Counsel of Micron Technology, Inc., do hereby verify that I am one of the officers signing the foregoing Articles of Merger and that the statements contained therein are true to the best of my knowledge and belief.

Larry L. Grant  
Larry L. Grant

Subscribed and sworn to before me this 7th day of November, 1994.

Rhonda H. Herring  
Notary Public  
Residing at Ada County  
My Commission expires: 2/15/97

## AGREEMENT AND CONSENT

The undersigned, Larry L. Grant, Vice President and General Counsel of Micron Technology, Inc., a Delaware Corporation, hereby agrees and consents to the following:

Whereas, Micron Systems Integration, Inc., an Idaho corporation, is to be merged with and into Micron Technology, Inc., a Delaware corporation;

Whereas, Micron Technology, Inc. is to be the surviving corporation;

Now, therefore, pursuant to the provisions contained in Section 30-1-77 of the Idaho Business Corporation Act, Micron Technology, Inc. hereby:

- (i) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of Micron Systems Integration, Inc. and in any proceeding for the enforcement of the rights of a dissenting shareholder of Micron Systems Integration, Inc. against Micron Technology, Inc.
- (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any such proceeding. The address to which a copy of such process should be mailed by the Secretary of State is as follows:

Micron Technology, Inc.  
Attn.: Larry L. Grant  
2805 East Columbia Road  
Boise, Idaho 83706
- (iii) will promptly pay to the dissenting shareholders, if any, of Micron Systems Integration, Inc., the amount, if any, to which they shall be entitled under provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, this Agreement and Consent has been executed on this 7th day of November, 1994.

MICRON TECHNOLOGY, INC.,  
a Delaware corporation

  
Larry L. Grant  
Vice President; General Counsel

AGREEMENT AND PLAN OF MERGER  
OF MICRON SYSTEMS INTEGRATION, INC., AN IDAHO CORPORATION,  
AND MICRON TECHNOLOGY, INC.,  
A DELAWARE CORPORATION

THIS AGREEMENT AND PLAN OF MERGER, dated as of November 7, 1994 (the "Agreement"), is between Micron Systems Integration, Inc., an Idaho corporation ("Micron Systems Integration"), and Micron Technology, Inc., a Delaware corporation ("Micron Technology"). Micron Systems Integration and Micron Technology are sometimes referred to herein as the "Constituent Corporations."

RECITALS:

A. Micron Systems Integration is a corporation duly organized and existing under the laws of the State of Idaho and has an authorized capital of 1,000,000 shares of Common Stock, having a par value of \$0.01 per share, of which 371,000 shares are outstanding and held by Micron Technology.

B. The Boards of Directors of Micron Technology and Micron Systems Integration have determined that it is advisable that Micron Systems Integration merge with and into Micron Technology upon the terms and conditions herein provided.

C. The respective Boards of Directors of Micron Systems Integration and Micron Technology have approved this Agreement.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Constituent Corporations 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 Business Corporation Act, Micron Systems Integration shall be merged with and into Micron Technology (the "Merger") and Micron Technology shall be, and is herein sometimes referred to as, the "Surviving Corporation."

1.2 Filing and Effectiveness. The Merger shall become effective on November 4, 1994, or as soon thereafter as allowed by law, provided the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the Board of Directors of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the Idaho Business Corporation Act;

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

(c) An executed Certificate of Ownership and Merger, setting forth a copy of a resolution adopted by the Micron Technology Board of Directors approving this Agreement and the Merger, meeting the requirements of the Delaware General Corporation law shall have been filed with the Secretary of State of the State of Delaware; and

(d) Executed Articles of Merger meeting the requirements of the Idaho Business Corporation Act shall have been filed with the Secretary of State of the State of Idaho and the Secretary of State shall have issued a Certificate of Merger.

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

1.3 Articles of Incorporation. The Articles of Incorporation of Micron Technology as in effect immediately prior to the Effective Date of Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

1.4 Bylaws. The Bylaws of Micron Technology as in effect immediately prior to the Effective Date of Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

1.5 Directors and Officers. The directors and officers of Micron Technology immediately prior to the Effective Date of Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been elected and qualified or until otherwise provided by law, by the Articles of Incorporation of the Surviving Corporation, or by the Bylaws of the Surviving Corporation. The Board of the Surviving Corporation may appoint such other officers as it so determines.

1.6 Effect of Merger. Upon the Effective Date of Merger, the separate existence of Micron Systems Integration shall cease and Micron Technology, 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 Systems Integration Board of Directors and shall succeed, without other transfer, to all of the assets, rights, power and property of Micron Systems Integration in the manner of and as more fully set forth in the applicable provisions of the Delaware General Corporation Law and the Idaho Business Corporation Act, 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 Systems Integration in the same

manner as if Micron Technology had itself incurred such debts, liabilities and obligations, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the Idaho Business Corporation Act.

## II. CANCELLATION OF MICRON SYSTEMS INTEGRATION STOCK

2.1 Micron Systems Integration Common Stock. Upon the Effective Date of Merger, each share of Common Stock, \$0.01 par value per share, of Micron Systems Integration issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the holder of such shares or any other person, be canceled and cease to exist.

## III. GENERAL

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

(a) File any and all documents with the tax authority of the State of Idaho necessary to the assumption by Micron Technology of all of the Idaho state tax liabilities of Micron Systems Integration.

(b) Take such other actions as may be required by the Idaho Business Corporation Act and Delaware General 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 Technology or Micron Systems Integration or both.

3.3 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of Articles of Merger with the Secretary of State of the State of Idaho.



3.4 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

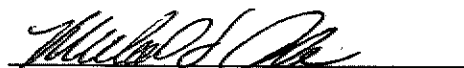
3.5 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation of 2805 East Columbia Road, Boise, Idaho 83706.

3.6 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.


3.7 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 Technology and Micron Systems Integration, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

MICRON SYSTEMS INTEGRATION, INC.  
an Idaho corporation

  
Michael S. Adkins  
Chairman, President, Treasurer


ATTEST:

  
Robert L. Totorica  
Vice President, Engineering; Secretary

MICRON TECHNOLOGY, INC.  
a Delaware corporation

  
Steven R. Appleton  
Chairman, CEO, President

ATTEST:

  
Cathy L. Smith  
Secretary