

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
GEO. A. HORMEL & COMPANY

Pursuant to Section 242 of the
General Corporation Law of the State of Delaware

We, R. F. GRAY and I. J. HOLTON, President and Secretary,
respectively, of GEO. A. HORMEL & COMPANY, a Delaware corporation,
(hereinafter called the "Corporation"), do hereby certify as follows:

I.

The Certificate of Incorporation of the Corporation as heretofore amended shall be amended by amending the first sentence of Article FOURTH of the Certificate of Incorporation to read as follows:

FOURTH: The total number of shares of authorized Capital Stock of this Corporation is 1,348,935 shares divided into two classes of the following respective amounts, to-wit: 48,935 shares of preferred stock of the par value of \$100 each and 1,300,000 shares of common stock of the par value of \$7.50 each.

For the purpose of reclassifying the outstanding shares of Common Stock of the par value of \$15.00 each of the Corporation into shares of Common Stock of the par value of \$7.50 each authorized by the foregoing amendment, this Certificate of Amendment to the Certificate of Incorporation of the Corporation contains the following additional provisions:

Two shares of \$7.50 par value common stock shall be deemed to be issued and outstanding immediately upon said amendment becoming effective for each share of \$15.00 par value common stock issued and outstanding immediately prior to the taking effect of said amendment. Such reclassification shall be effected as follows:

- (1) Each certificate representing shares of \$15.00 par value common stock issued and outstanding immediately prior to said amendment becoming effective shall thereafter, until surrendered for transfer or for a new certificate or certificates, represent the same number of shares stated in said certificate of \$7.50 par value common stock. Upon surrender of such certificate for transfer or for exchange for a new certificate or certificates, this Corporation shall issue a new certificate or certificates representing the same number of shares of \$7.50 par value common stock.
- (2) Promptly after said amendment becomes effective, this Corporation shall issue to each holder of \$15.00 par value common stock immediately before said amendment became effective a certificate or certificates representing that number of shares of \$7.50 par value common stock which is equal to the number of shares of \$15.00 par value common stock which said holder held immediately before said amendment became effective.

II.

The foregoing amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware. The capital of the Corporation will not be reduced under or by reason of the amendment.

IN WITNESS WHEREOF, This Certificate has been made under the seal of said Geo. A. Hormel & Company and has been signed by the undersigned, R. F. Gray, President, and I. J. Holton, Secretary, respectively, this 13 day of January, 1960.

R. F. Gray
President

I. J. Holton
Secretary

(Corporate Seal)

STATE OF MINNESOTA)
) SS
COUNTY OF MOWER)

BE IT REMEMBERED That on the 13 day of January, 1960, personally came before me Lila M. Harrison, a Notary Public in and for the County and States aforesaid, R. F. GRAY, President of Geo. A. Hormel & Company, a Delaware corporation, the corporation described in and on behalf of which was made the foregoing Certificate, to me known to be such President, and said R. F. Gray, as such President, duly signed said Certificate before me and acknowledged said Certificate to be his free act and deed and the act and deed of said corporation; that the signatures of said President and of said Secretary of said corporation to said foregoing Certificate are in the handwriting of R. F. Gray as President and I. J. Holton as Secretary of said corporation, respectively; that the seal affixed to said Certificate is the corporate seal of said corporation; and that said certificate was sealed, executed, acknowledged and delivered pursuant to due authority of the Board of Directors and stockholders of said corporation.

Given under my hand and seal the day and year last aforesaid.

Lila M. Harrison

(Notarial Seal)

LILA M. HARRISON, Notary Public,
Mower County, Minnesota
My Commission Expires June 4th, 1960.

State of Delaware

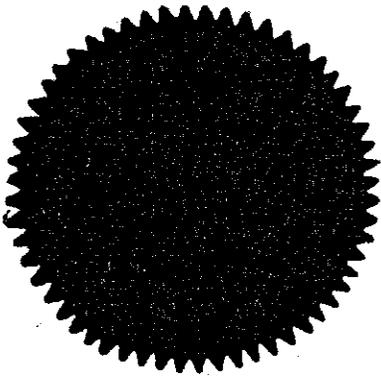


Office of Secretary of State

I, George J. Schulz, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Amendment of the "GEO. A. HORMEL & COMPANY", as received and filed in this office the twenty-ninth day of January, A.D. 1960, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this eight day of February in the year of our Lord one thousand nine hundred and sixty.



George J. Schulz
Secretary of State

M. D. Tomlinson

Ass't. Secretary of State