

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

**SEABROOK FARMS CO.**

a corporation duly organized and existing under the laws of **New Jersey** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **7th** day of **April** 19**58**, a properly authenticated copy of its articles of incorporation, and on the **7th** day of **April** 19**58**, a designation of **Frank Martin, Jr.** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **7th** day of **April**, A.D. 19**58**.

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# **Seabrook Farms Co.**

**(Formerly Deerfield Packing Corporation)**

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## **CERTIFICATE OF INCORPORATION**

**(With Amendments)**

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**December 1, 1956**

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**CERTIFICATE OF INCORPORATION  
OF  
DEERFIELD HOLDING COMPANY**

THIS IS TO CERTIFY that we, the undersigned, do hereby associate ourselves into a corporation under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey, entitled "An Act Concerning Corporations (Revision of 1896)", and the several supplements thereto and acts amendatory thereof, and do severally agree to take the number of shares of capital stock set opposite our respective names.

**FIRST**

The name of the Corporation is DEERFIELD HOLDING COMPANY.

**SECOND**

The location of the principal office in this State is the Cumberland Hotel, situate at the corner of South Pearl and East Commerce Streets, in the City of Bridgeton, New Jersey. The name of the agent therein and in charge thereof, upon whom process against this Corporation may be served, is Joseph E. Mears.

**THIRD**

The objects for which this Corporation is formed are to do any and all of the things herein set forth, to the same extent that a natural person might or could do:

(a) To buy or otherwise acquire, develop, sell, mortgage and lease real estate;

(b) To enter into, make, perform, carry out contracts of every kind and for any lawful purpose with any person, firm, corporation or association;

(c) To borrow or raise money, without limit as to amount, by the issue of or upon warrants, notes, bonds, debentures, and other negotiable instruments, or otherwise;

(d) In general, to carry on any other business, whether manufacturing, or otherwise, and to have and exercise all the powers conferred by the laws of the State of New Jersey upon corporations formed under the act hereinbefore referred to.

The objects for which this Corporation is formed, as set forth in the foregoing clauses, shall be construed also as powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation; and that except where otherwise expressly stated, no language used in any such clause authorizing the exercise of specific powers shall be so construed as to modify or limit the ordinary meaning of language used in the same or any other clause authorizing the exercise of general powers of the same character.

**FOURTH**

The total authorized capital stock of this Corporation is One Hundred Shares of Common stock, without nominal or par value.

(a) Each and every holder of the capital stock of the Corporation, by the acceptance of his certificate therefor, irrevocably waives and releases any and all rights to subscribe to any stock of this Corporation which may thereafter be issued, and consents to the issue and distribution of such stock to such persons and upon such terms and conditions as the Board of Directors may from time to time determine.

(b) The Board of Directors shall have full power from time to time to fix and determine and vary the amount of working capital of this Corporation, and to direct and determine the use and distribution of any surplus or net profits of this Corporation, over and above the capital stock paid in, and to use the surplus or net profits of this Corporation for the purpose of acquiring any of the capital stock of this Corporation, and to retain or reissue any of the capital stock so acquired to any person and upon such terms as the Board of Directors shall determine.

#### FIFTH

The names and post office addresses of the incorporators, and the number of shares subscribed for by each, the aggregate of which is (10) shares of Common stock, without nominal or par value, is the amount of capital stock with which the Corporation will commence business, are as follows:

<i>Names</i>	<i>Post Office Address</i>	<i>No. of Shares</i>
<i>Common Stock</i>		
JOSEPH E. MEARS	BRIDGETON, N. J.	8
SMITH TOMLIN	BRIDGETON, N. J.	1
IRMA F. SUTTON	BRIDGETON, N. J.	1
		<hr/> 10

#### SIXTH

The period of existence of this Corporation is unlimited.

#### SEVENTH

No contract or other transaction between this Corporation and any other corporation, or any firm, association or trust estate shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of, or are directors or officers of such other corporation, or firm, or association, or trust estate; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any contract or transactions of this Corporation, or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firms, associations, trust estates or corporations, shall be affected or invalidated by the fact that any director or directors of this Corporation is a party, or are parties to, or interested in such contracts, acts or transactions, or in any way connected with such person or persons, firms, associations, trust estates, or corporations, provided the interest in

any such contract, act or other transaction of any such director shall be disclosed. And such and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any person, firm, association, trust estate or corporation in which he may be in any way interested.

#### EIGHTH

This Corporation may issue and sell, from time to time, its shares of stock, whether now or hereafter authorized, for services rendered in the promotion or organization of this Corporation, or for services rendered in the promotion or organization of any subsidiary or other corporation, or association, or firm, or trust estate, or in promotion or formation of any syndicate for handling the securities of this or any other corporation, or association, or firm, or trust estate, and also for such other property, services and consideration as may, from time to time, be fixed by the Board of Directors, whose action in that respect shall be conclusive upon all persons, whether stockholders of this Corporation or not, and any and all shares so issued shall be deemed fully paid and non-assessable and any holder of such shares shall not be liable to this Corporation or its creditors in respect thereof; provided, however, that the Common stock shall not be issued for a consideration of less than One Dollar (\$1.00) per share, payable wholly or partly by cash, labor done, personal property or real property or leases thereof.

#### NINTH

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To make, alter, amend and rescind the by-laws of the company, to fix the amount to be reserved as working capital, to fix the times for the declaration and payment of dividends, to authorize and cause to be executed mortgages and liens upon the real and personal property of the Company, provided always that a majority of the whole board concur therein.

(b) With the consent in writing, and pursuant also to the affirmative vote of the holders of a majority of the stock, issued and outstanding, at a stockholders' meeting, duly called for that purpose, to sell, assign, transfer, or otherwise dispose of the property of the Company as an entirety, provided always that a majority of the whole board concur therein.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 17th day of July, A.D. 1933.

JOSEPH E. MEARS	(L. S.)
SMITH TOMLIN	(L. S.)
IRMA F. SUTTON	(L. S.)

Signed, sealed and delivered  
in the presence of  
ALBERT R. MCALLISTER

STATE OF NEW JERSEY }  
COUNTY OF CUMBERLAND } ss:

BE IT REMEMBERED, that on this 17th day of July, A.D. 1933, before me, a Master in Chancery of New Jersey, personally appeared JOSEPH E. MEARS, SMITH TOMLIN, and IRMA F. SUTTON, who I am satisfied are the persons named in, and who executed the foregoing certificate, and I having first made known to them the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

ALBERT R. MCALLISTER,  
*Master in Chancery of New Jersey.*

ENDORSED:

"Received in the Clerk's Office of Cumberland County, N. J., the 19th day of July, A.D. 1933 at 12:35 o'clock in the afternoon, and recorded in Book "H" of Corporations, Page 217 &c.

FRANK G. WETTSTEIN,  
*County Clerk.*

FILED AND RECORDED JUL 20, 1933,

THOMAS A. MATHIS,  
*Secretary of State."*

# STATE OF NEW JERSEY

(SEAL)

## DEPARTMENT OF STATE

I, THOMAS A. MATHIS, Secretary of State of the State of New Jersey, do hereby certify that the foregoing is a true copy of the Certificate of Incorporation of DEERFIELD HOLDING COMPANY, and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the Twentieth day of July, A.D. 1933, and now remaining on file and of record therein.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this Twentieth day of July, A.D. 1933.

(Seal)

THOMAS A. MATHIS,  
*Secretary of State.*

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
CERTIFICATE OF CHANGE OF NAME OF DEERFIELD  
HOLDING COMPANY**

The location of the principal office in this state is at Cumberland Hotel, corner of South Pearl Street and East Commerce Street, in the City of Bridgeton, County of Cumberland.

The name of the agent therein and in charge thereof upon whom process against this Corporation may be served, is JOSEPH E. MEARS.

**RESOLUTIONS OF DIRECTORS**

The Board of Directors of the DEERFIELD HOLDING COMPANY, a corporation of New Jersey, on this third day of May, A.D. 1934, do hereby resolve and declare that it is advisable that Paragraph First of the Certificate of Incorporation of the Corporation be amended, changed and altered to read as follows:

First: The name of the corporation is Deerfield Packing Corporation, and do hereby call a meeting of the stockholders, to be held at the Company's office in the City of Bridgeton, on the third day of May, 1934, at four o'clock P.M., to take action upon the above resolution.

**CERTIFICATE OF CHANGE**

The Deerfield Holding Company, a corporation of New Jersey, doth hereby certify that it has amended, changed and altered paragraph First of its Certificate of Incorporation to read as follows:

First: The name of the Corporation is DEERFIELD PACKING CORPORATION, said amendment having been declared by resolution of the Board of Directors of said Corporation (above recited) to be advisable, and having been duly and regularly assented to by the vote of two-thirds in interest of each class of stockholders having voting powers, at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF, said Corporation has made this Certificate under its seal and the hands of its President and Secretary, the third day of May, A.D. 1934.

JOSEPH E. MEARS, *President*  
IRMA F. SUTTON, *Secretary*

(Corporate Seal)

ATTEST:

IRMA F. SUTTON,  
*Secretary.*



STATE OF NEW JERSEY }  
COUNTY OF CUMBERLAND } ss:

BE IT REMEMBERED, that on this seventh day of May, A.D. 1934, before me, the subscriber, a Notary Public of New Jersey, personally appeared IRMA F. SUTTON, Secretary of the DEERFIELD HOLDING COMPANY, the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that she is the Secretary of said Corporation; that the seal affixed to said Corporation certificate is the corporate seal of said Corporation, the same being well known to her; that it was affixed by order of said Corporation; that JOSEPH E. MEARS is the President of said Corporation; that she saw said JOSEPH E. MEARS as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said Corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized of more than two-thirds in interest of each class of said stockholders having voting powers, for the uses and purposes therein expressed; and that said JOSEPH E. MEARS signed his name thereto at the same time as subscribing witness.

IRMA F. SUTTON.

Subscribed and sworn to before me the day and year aforesaid.

(Notarial Seal)

JOHN A. CASAROW,  
*Notary Public of New Jersey.*  
My commission expires May 12, 1935.

ENDORSED:

"FILED AND RECORDED MAY 8, 1934

THOMAS A. MATHIS,  
*Secretary of State."*

STATE OF NEW JERSEY  
DEPARTMENT OF STATE.

I, THOMAS A. MATHIS, Secretary of State of the State of New Jersey, do hereby certify that the foregoing is a true copy of Certificate of Amendment of the Certificate of Incorporation of the DEERFIELD HOLDING COMPANY, changing its name to DEERFIELD PACKING CORPORATION, and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the eighth day of May, A.D. 1934, and now remaining on file and of record therein.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this eighth day of May, A.D. 1934.

(Seal)

THOMAS A. MATHIS,  
*Secretary of State.*

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF  
DEERFIELD PACKING CORPORATION**

The location of the principal office in this State is #210 Feinstein Building, Bridgeton, County of Cumberland.

The name of the agent therein and in charge thereof upon whom process against this Corporation may be served, is DOUGLAS V. AITKEN.

**RESOLUTION OF DIRECTORS**

The Board of Directors of DEERFIELD PACKING CORPORATION, a corporation of New Jersey, on this second day of March, 1935, do hereby resolve and declare that it is advisable that the authorized capital stock of the Corporation be increased from its present amount, ONE HUNDRED SHARES (100) of Common stock, without nominal or par value, to TWO THOUSAND SHARES (2000) of Common stock, without nominal or par value, and do hereby call a meeting of the stockholders, to be held at the Company's office in the City of Bridgeton, on the second day of March, 1935, at four o'clock P.M. to take action upon the above resolution.

**CERTIFICATE OF CHANGE**

The DEERFIELD PACKING CORPORATION, a corporation of the State of New Jersey, doth hereby certify that it amended, altered and changed Paragraph 1 of Section FOURTH of its Certificate of Incorporation by increasing its authorized capital stock to TWO THOUSAND SHARES (2000) of Common stock without nominal or par value, so that said Paragraph 1 of Section FOURTH will read as follows:

**FOURTH**

"The total authorized capital stock of this Corporation is Two THOUSAND SHARES (2000) of Common stock, without nominal or par value."

said increase in stock having been declared by resolution of the Board of Directors of said Corporation (above recited) to be advisable, and having been duly and regularly assented to by the vote of two-thirds in interest of each class of stockholders having voting powers, at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF, said Corporation has made this certificate under its seal and the hands of its president and secretary the second day of March, 1935.

(Corporate Seal)

C. F. SEABROOK,	<i>President</i>
DOUGLAS V. AITKEN,	<i>Secretary</i>

Attest: DOUGLAS V. AITKEN,  
*Secretary*

STATE OF NEW JERSEY }  
COUNTY OF CUMBERLAND } ss:

BE IT REMEMBERED, that on this tenth day of July, A.D. 1935 before me, the subscriber, a Notary Public of New Jersey, personally appeared DOUGLAS V. AITKEN, Secretary of the DEERFIELD PACKING CORPORATION, the Corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said Corporation; that the seal affixed to said Corporation certificate is the corporate seal of said Corporation, the same being well known to him; that it was affixed by order of said Corporation; that C. F. SEABROOK is president of said Corporation; that he saw said C. F. SEABROOK as such president sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said Corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized of more than two-thirds in interest of each class of said stockholders having voting powers, for the uses and purposes therein expressed; and that said DOUGLAS V. AITKEN signed his name thereto at the same time as subscribing witness.

DOUGLAS V. AITKEN.

Subscribed and sworn to before me the day and year aforesaid.

(Seal)

EVELYN A. WOOLSON,  
*Notary Public of New Jersey.*

ENDORSED:

"FILED AND RECORDED  
JUL 11, 1935

THOMAS A. MATHIS,  
*Secretary of State."*

**CERTIFICATE OF CHANGE OF AGENT****RESOLUTION OF DIRECTORS**

The Board of Directors of DEERFIELD PACKING CORPORATION, a corporation of New Jersey, on this second day of March, 1935, do hereby resolve and order that DOUGLAS V. AITKEN, be and hereby is appointed agent of DEERFIELD PACKING CORPORATION, in charge of the principal office in the State of New Jersey, and that process against this Corporation may be served upon the said DOUGLAS V. AITKEN.

**CERTIFICATE OF CHANGE**

The DEERFIELD PACKING CORPORATION, a corporation of New Jersey doth hereby certify that the foregoing is a true copy of the resolution adopted by the Board of Directors by a unanimous vote of the members thereof, at a meeting held as therein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its President and Secretary, and its corporate seal to be hereto affixed, this second day of March, 1935.

C. F. SEABROOK,	<i>President.</i>
DOUGLAS V. AITKEN,	<i>Secretary.</i>

(Corporate Seal)

ENDORSED:

"FILED AND RECORDED  
JUL 11, 1935.

THOMAS A. MATHIS,  
*Secretary of State."*

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION**

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF  
INCORPORATION OF DEERFIELD PACKING CORPORATION**

The location of the principal office in this State is Room #210 Feinstein Building, in the City of Bridgeton, in the County of Cumberland.

The name of the agent therein and in charge thereof, upon whom process against this Corporation may be served is DOUGLAS V. AITKEN.

**RESOLUTION OF DIRECTORS**

The Board of Directors of the DEERFIELD PACKING CORPORATION, a corporation of New Jersey, on this eighteenth day of January, A.D. 1941, does hereby Resolve and declare that it is advisable that Article "Fourth" of its Certificate of Incorporation, be amended to read as follows:

**FOURTH**

The amount of the total authorized capital stock of the Corporation is SIXTY THOUSAND (60,000) shares; TEN THOUSAND (10,000) shares of which are to be Preferred stock of a par value of ONE HUNDRED DOLLARS (\$100.00) each, and the remaining FIFTY THOUSAND (50,000) shares are to be Common stock, without nominal or par value.

(a) All or any part of the shares of Common and Preferred stock may be issued by the Corporation, from time to time, and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law.

(b) The holders of such Preferred shares shall be entitled to receive, and the Corporation shall pay thereon, out of the surplus or net profits of the Corporation, when and as declared by the Board of Directors, cumulative dividends at the rate of four and one-half percent ( $4\frac{1}{2}\%$ ) per annum, payable in equal quarterly installments, on the fifteenth day of the months of March, June, September and December in each year, and until all said dividends upon the Preferred shares shall be paid or accumulated or set aside, for each then previous quarter year, no dividends shall be declared or paid on the Common stock.

(c) The Preferred stock is subject to redemption and retirement by lot, on thirty (30) days' notice, in whole or in part, on any dividend payment date, upon payment of One Hundred Five percent (105%) of the par value thereof, and upon payment of all dividends accrued and unpaid thereon to date of retirement, and upon such other terms and conditions as the Board of Directors may determine.

No dividend accruing subsequent to the date of redemption shall be paid on any Preferred stock called for redemption, unless the Corporation shall fail to make payment therefor on presentation thereof to the Corporation, pursuant to the terms of the notice of redemption.

(d) The holders of Preferred stock shall be entitled to receive, in the event of any liquidation or dissolution of the Corporation,

payment of the par value of their Preferred shares, together with any unpaid, cumulative accrued dividends thereon, out of the funds of the Corporation remaining after the payment of its debts, but no more, before any payment shall be made to the holders of the Common stock.

(e) As long as any of the Preferred stock is outstanding, no dividends shall be paid on the Common stock of the Corporation, unless an amount equal to the total amount of dividends paid on the Common stock shall be applied to the retirement of the outstanding Preferred stock, but this provision shall not prevent the declaring and payment of dividends payable in Common stock.

(f) The holders of Preferred stock, as such, shall not be entitled to notice or any vote in any stockholders' meeting, except as herein provided. If the Corporation at any time or times shall be in default four (4) consecutive, or six (6) non-consecutive quarterly dividends upon the Preferred stock, then the holders of such Preferred stock, as such, shall receive legal notice of all stockholders' meetings, and such holders of the Preferred stock shall be entitled to elect two (2) directors out of the seven (7) authorized directors to serve, as long as there shall remain unpaid four (4) consecutive, or six (6) non-consecutive quarterly dividends, as aforesaid.

(g) Without the consent of at least a majority of the holders of the outstanding Preferred stock, the authorized amount of Preferred stock shall not be increased, nor shall any amendment be made to the Certificate of Incorporation affecting the rights of the Preferred stock, nor the creation of any class of stock ranking on a parity with the Preferred stock, nor shall there be created any mortgage or other encumbrance, other than indebtedness maturing within one year; a mortgage to an amount not to exceed One Million Dollars (\$1,000,000.00); bank loans maturing within ten (10) years; extensions to the then existing indebtedness; purchase money mortgages, or such indebtedness as may be incurred in connection with any merger.

(h) Each and every holder of the capital stock of the Corporation, by the acceptance of his certificate therefor, irrevocably waives and releases any and all rights to subscribe to any stock of this Corporation which may thereafter be issued, and consents to the issue and distribution of such stock to such persons and upon such terms and conditions as the Board of Directors may, from time to time determine.

(i) The Board of Directors shall have full power, from time to time, to fix and determine and vary the amount of working capital of this Corporation, and to direct and determine the use and distribution of any surplus or net profits of this Corporation, over and above the capital stock paid in, and to use the surplus or net profits of this Corporation for the purpose of acquiring any of the capital stock of this Corporation, and to retain or reissue any of the capital stock so acquired to any person and upon such terms as the Board of Directors shall determine.

BE IT FURTHER RESOLVED, that the Board of Directors of DEERFIELD

PACKING CORPORATION, a corporation of the State of New Jersey, deems it advisable and hereby declares it to be advisable, that Article "Eighth" of the Certificate of Incorporation of the Company be amended, changed and altered to read as follows:

#### EIGHTH

This Corporation may issue and sell, from time to time, its shares of stock, whether now or hereafter authorized, for services rendered in the promotion or organization of this Corporation, or for services rendered in the promotion or organization of any subsidiary or other corporation, or association, or firm, or trust estate, or in promotion or formation of any syndicate for handling the securities of this or any other corporation, or association, or firm, or trust estate, and also for such other property, services and consideration as may, from time to time, be fixed by the Board of Directors, whose action in that respect shall be conclusive upon all persons, whether stockholders of this Corporation or not, and any and all shares so issued shall be deemed fully paid and non-assessable and any holder of such shares shall not be liable to this Corporation or its creditors in respect thereof.

AND, do hereby call a meeting of the stockholders to be held at the Corporation's general office in Upper Deerfield Township, Cumberland County, New Jersey, on the first day of February A.D., 1941, at eleven o'clock in the forenoon, to take action upon the above resolutions.

#### CERTIFICATE OF CHANGE

The Deerfield Packing Corporation, a corporation of New Jersey, does hereby certify that it has amended, altered and changed ARTICLES "FOURTH" and "EIGHTH" of its certificate of Incorporation so that said Articles shall read as follows:

#### FOURTH

The amount of the total authorized capital stock of the Corporation is SIXTY THOUSAND (60,000) shares; TEN THOUSAND (10,000) shares of which are to be Preferred stock of a par value of ONE HUNDRED DOLLARS (\$100.00) each, and the remaining FIFTY THOUSAND (50,000) shares are to be Common stock, without nominal or par value.

(a) All or any part of the shares of Common and Preferred stock may be issued by the Corporation, from time to time, and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law.

(b) The holders of such Preferred shares shall be entitled to receive, and the Corporation shall pay thereon, out of the surplus or net profits of the Corporation, when and as declared by the Board of Directors, cumulative dividends at the rate of four and one-half percent ( $4\frac{1}{2}\%$ ) per annum, payable in equal quarterly installments, on the fifteenth day of the months of March, June, September and December in each year, and until all said dividends upon the Preferred shares shall be paid or accumulated, or set aside, for each then previous quarter year, no dividends shall be declared or paid on the Common stock.

(c) The Preferred stock is subject to redemption and retirement by lot, on thirty days' notice, in whole or in part, on any dividend

payment date, upon payment of One Hundred Five percent (105%) of the par value thereof, and upon payment of all dividends accrued and unpaid thereon to date of retirement, and upon such other terms and conditions as the Board of Directors may determine.

No dividend accruing subsequent to the date of redemption shall be paid on any Preferred stock called for redemption, unless the Corporation shall fail to make payment therefor on presentation thereof to the Corporation, pursuant to the terms of the notice of redemption.

(d) The holders of Preferred stock shall be entitled to receive, in the event of any liquidation or dissolution of the Corporation, payment of the par value of their Preferred shares, together with any unpaid, cumulative, accrued dividends thereon, out of the funds of the Corporation remaining after the payment of its debts, but no more, before any payment shall be made to the holders of the Common stock.

(e) As long as any of the Preferred stock is outstanding, no dividends shall be paid on the Common stock of the Corporation, unless an amount equal to the total amount of dividends paid on the Common stock shall be applied to the retirement of the outstanding Preferred stock, but this provision shall not prevent the declaring and payment of dividends payable in Common stock.

(f) The holders of Preferred stock, as such, shall not be entitled to notice or any vote in any stockholders' meeting, except as herein provided. If the Corporation at any time or times shall be in default four (4) consecutive, or six (6) non-consecutive quarterly dividends upon the Preferred stock, then the holders of such Preferred stock, as such, shall receive legal notice of all stockholders' meetings, and such holders of the Preferred stock shall be entitled to elect two (2) directors out of the seven (7) authorized directors to serve, as long as there shall remain unpaid four (4) consecutive, or six (6) non-consecutive quarterly dividends, as aforesaid.

(g) Without the consent of at least a majority of the holders of the outstanding Preferred stock, the authorized amount of Preferred stock shall not be increased, nor shall any amendment be made to the Certificate of Incorporation affecting the rights of the Preferred stock, nor the creation of any class of stock ranking on a parity with the Preferred stock, nor shall there be created any mortgage or other encumbrance, other than indebtedness maturing within one year; a mortgage to an amount not to exceed One Million Dollars (\$1,000,000.00); bank loans maturing within ten (10) years; extensions of the then existing indebtedness; purchase money mortgages, or such indebtedness as may be incurred in connection with any merger.

(h) Each and every holder of the capital stock of the Corporation, by the acceptance of his certificate therefor, irrevocably waives and releases any and all rights to subscribe to any stock of this Corporation which may thereafter be issued, and consents to the issue and distribution of such stock to such persons and upon such terms and conditions as the Board of Directors may, from time to time, determine.



(i) The Board of Directors shall have full power, from time to time, to fix and determine and vary the amount of working capital of this Corporation, and to direct and determine the use and distribution of any surplus or net profits of this Corporation, over and above the capital stock paid in, and to use the surplus or net profits of this Corporation for the purpose of acquiring any of the capital stock of this Corporation, and to retain or reissue any of the capital stock so acquired to any person and upon such terms as the Board of Directors shall determine.

### EIGHTH

This Corporation may issue and sell, from time to time, its shares of stock, whether now or hereafter authorized, for services rendered in the promotion or organization of this Corporation, or for services rendered in the promotion or organization of any subsidiary or other corporation, or association, or firm, or trust estate, or in promotion or formation of any syndicate for handling the securities of this or any other corporation, or association, or firm, or trust estate, and also for such other property, services and consideration as may, from time to time be fixed by the Board of Directors, whose action in that respect shall be conclusive upon all persons, whether stockholders of this Corporation or not, and any and all shares so issued shall be deemed fully paid and non-assessable and any holder of such shares shall not be liable to this Corporation or its creditors in respect thereof.

Said amendments and changes having been declared by resolutions of the Board of Directors of said Corporation to be advisable, and having been duly and regularly assented to by the vote of more than two-thirds in interest of the stockholders having voting powers, at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF said Corporation has made this certificate under its seal, and the hands of its President and Assistant Secretary, the first day of February, A.D. 1941.

C. F. SEABROOK,  
C. F. Seabrook,  
*President.*

(SEAL) J. W. SMITH,  
J. W. Smith,  
*Assistant Secretary.*

ATTEST:

J. W. SMITH,  
J. W. SMITH, *Assistant Secretary.*

STATE OF NEW JERSEY, }  
COUNTY OF CUMBERLAND, } ss:

BE IT REMEMBERED, that on this first day of February A.D., 1941, before me, the subscriber, a Master in Chancery of New Jersey, personally appeared J. W. SMITH, Assistant Secretary of the DEERFIELD PACKING CORPORATION, the Corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that she is Assistant Secretary of said Corporation; that the seal affixed to said Corporate certificate is the Corporate seal of said Corporation, the same being well known to her; that it was affixed by order of said Corporation; that C. F. SEABROOK is the President of said Corporation; that she saw said C. F. SEABROOK as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said Corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized, of more than two-thirds in interest of each class of said stockholders having voting powers, for the uses and purposes therein expressed; and that said J. W. SMITH signed her name thereto at the same time as subscribing witness.

J. W. SMITH,  
J. W. Smith.

Sworn and subscribed to before me the day and year aforesaid.

ALBERT R. MCALLISTER, JR.,  
Albert R. McAllister, Jr.,  
*Master in Chancery of New Jersey.*

ENDORSED:

"FILED AND RECORDED  
Feb 13, 1941

THOMAS A. MATHIS,  
*Secretary of State.*"

STATE OF NEW JERSEY  
DEPARTMENT OF STATE.

I, the Secretary of State of the State of New Jersey, do hereby certify that the foregoing is a true copy of the Certificate of Amendment of DEERFIELD PACKING CORPORATION and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the Thirteenth day of February, A.D. 1941, and now remaining on file and of record therein.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this Thirteenth day of February, A.D. 1941.

(Seal)

THOMAS A. MATHIS,  
*Secretary of State.*

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
CERTIFICATE OF AMENDMENT OF CERTIFICATE OF  
INCORPORATION OF DEERFIELD PACKING CORPORATION**

The location of the principal office in this State is in Upper Deerfield Township, Cumberland County.

The name of the agent therein and in charge thereof, upon whom process against this Corporation may be served, is J. W. SMITH.

**RESOLUTION OF DIRECTORS**

The Board of Directors of the DEERFIELD PACKING CORPORATION, a corporation of New Jersey, on this ninth day of December, A.D. 1942, does hereby resolve and declare that it is advisable that Article "Fourth" of its Certificate of Incorporation be amended to read as follows:

**FOURTH**

The amount of the total authorized capital stock of the Corporation is TWO HUNDRED TEN THOUSAND (210,000) shares; TEN THOUSAND (10,000) shares of which are to be Preferred stock of a par value of ONE HUNDRED DOLLARS (\$100.00) each, and the remaining TWO HUNDRED THOUSAND (200,000) shares are to be common stock, without nominal or par value.

(a) All or any part of the shares of Common and Preferred stock may be issued by the Corporation, from time to time, and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law.

(b) The holders of such Preferred shares shall be entitled to receive, and the Corporation shall pay thereon, out of the surplus or net profits of the Corporation, when and as declared by the Board of Directors, cumulative dividends at the rate of four and one-half percent ( $4\frac{1}{2}\%$ ) per annum, payable in equal quarterly installments, on the fifteenth day of the months of March, June, September and December in each year, and until all said dividends upon the Preferred shares shall be paid or accumulated, or set aside, for each then previous quarter year, no dividends shall be declared or paid on the Common stock.

(c) The Preferred stock is subject to redemption and retirement by lot, on thirty (30) days' notice, in whole or in part, on any dividend payment date, upon payment of One Hundred Five percent (105%) of the par value thereof, and upon payment of all dividends accrued and unpaid thereon to date of retirement, and upon such other terms and conditions as the Board of Directors may determine.

No dividend accruing subsequent to the date of redemption shall be paid on any Preferred stock called for redemption, unless the Corporation shall fail to make payment therefor on presentation thereof to the Corporation, pursuant to the terms of the notice of redemption.

(d) The holders of Preferred stock shall be entitled to receive, in the event of any liquidation or dissolution of the Corporation, payment of the par value of their Preferred shares, together with any unpaid, cumulative, accrued dividends thereon, out of the funds of the Corporation remaining after the payment of its debts, but no more, before any payment shall be made to the holders of the Common stock.

(e) As long as any of the Preferred stock is outstanding, no dividends shall be paid on the Common stock of the Corporation, unless an amount equal to the total amount of dividends paid on the Common stock shall be applied to the retirement of the outstanding Preferred stock, but this provision shall not prevent the declaring and payment of dividends payable in Common stock.

(f) The holders of Preferred stock, as such, shall not be entitled to notice or any vote in any stockholders' meeting, except as herein provided. If the Corporation at any time or times shall be in default four (4) consecutive, or six (6) non-consecutive quarterly dividends upon the Preferred stock, then the holders of such Preferred stock, as such, shall receive legal notice of all stockholders' meetings, and such holders of the Preferred stock shall be entitled to elect two (2) directors out of the seven (7) authorized directors to serve, as long as there shall remain unpaid four (4) consecutive, or six (6) non-consecutive quarterly dividends, as aforesaid.

(g) Without the consent of at least a majority of the holders of the outstanding Preferred stock, the authorized amount of Preferred stock shall not be increased, nor shall any amendment be made to the Certificate of Incorporation affecting the rights of the Preferred stock, nor the creation of any class of stock ranking on a parity with the Preferred stock, nor shall there be created any mortgage or other encumbrance, other than indebtedness maturing within one year; a mortgage to an amount not to exceed One Million Dollars (\$1,000,000.00); bank loans maturing within ten (10) years; extensions, to the then existing indebtedness; purchase money mortgages, or such indebtedness as may be incurred in connection with any merger.

(h) Each and every holder of the capital stock of the Corporation, by the acceptance of his certificate therefor, irrevocably waives and releases any and all rights to subscribe to any stock of this Corporation which may thereafter be issued, and consents to the issue and distribution of such stock to such persons and upon such terms and conditions as the Board of Directors may, from time to time, determine.

(i) The Board of Directors shall have full power, from time to time, to fix and determine and vary the amount of working capital of this Corporation, and to direct and determine the use and distribution of any surplus or net profits of this Corporation, over and above the capital stock paid in, and to use the surplus or net profits of this Corporation for the purpose of acquiring any of the capital stock of this Corporation, and to retain or reissue any of the capital stock so acquired to any person and upon such terms as the Board of Directors shall determine.

AND, do hereby call a meeting of the stockholders to be held at the Corporation's general office in Upper Deerfield Township, Cumberland County, New Jersey, on the twenty-first day of December, A.D. 1942, at eleven o'clock in the forenoon, to take action upon the above resolution.

#### CERTIFICATE OF CHANGE

The Deerfield Packing Corporation, a corporation of New Jersey, does hereby certify that it has amended, altered and changed Article "Fourth" of its Certificate of Incorporation so that said Article shall read as follows:

#### FOURTH

The amount of the total authorized capital stock of the Corporation is TWO HUNDRED TEN THOUSAND (210,000) shares; TEN THOUSAND (10,000) shares of which are to be Preferred stock at a par value of ONE HUNDRED DOLLARS (\$100.00) each, and the remaining TWO HUNDRED THOUSAND (200,000) shares are to be Common stock, without nominal or par value.

(a) All or any part of the shares of Common and Preferred stock may be issued by the Corporation, from time to time, and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law.

(b) The holders of such Preferred shares shall be entitled to receive, and the Corporation shall pay thereon, out of the surplus or net profits of the Corporation, when and as declared by the Board of Directors, cumulative dividends at the rate of four and one-half percent ( $4\frac{1}{2}\%$ ) per annum, payable in equal quarterly installments, on the fifteenth day of the months of March, June, September and December in each year, and until all said dividends upon the Preferred shares shall be paid or accumulated, or set aside, for each then previous quarter year, no dividends shall be declared or paid on the Common stock.

(c) The Preferred stock is subject to redemption and retirement by lot, on thirty (30) days' notice, in whole or in part, on any dividend payment date, upon payment of One Hundred Five percent (105%) of the par value thereof, and upon payment of all dividends accrued and unpaid thereon to date of retirement, and upon such other terms and conditions as the Board of Directors may determine.

No dividend accruing subsequent to the date of redemption shall be paid on any Preferred stock called for redemption, unless the Corporation shall fail to make payment therefor on presentation thereof to the Corporation, pursuant to the terms of the notice of redemption.

(d) The holders of Preferred stock shall be entitled to receive, in the event of any liquidation or dissolution of the Corporation, payment of the par value of their Preferred shares, together with any unpaid, cumulative, accrued dividends thereon, out of the funds of the Corporation remaining after the payment of its debts, but no more, before any payment shall be made to the holders of the Common stock.

(e) As long as any of the Preferred stock is outstanding, no dividends shall be paid on the Common stock of the Corporation, unless an amount equal to the total amount of dividends paid on the Common stock shall be applied to the retirement of the outstanding Preferred stock, but this provision shall not prevent the declaring and payment of dividends payable in Common stock.

(f) The holders of Preferred stock, as such, shall not be entitled to notice or any vote in any stockholders' meeting, except as herein provided. If the Corporation at any time or times shall be in default four (4) consecutive, or six (6) non-consecutive quarterly dividends upon the Preferred stock, then the holders of such Preferred stock, as such, shall receive legal notice of all stockholders' meetings, and such holders of the Preferred stock shall be entitled to elect two (2) directors out of the seven (7) authorized directors to serve, as long as there shall remain unpaid four (4) consecutive, or six (6) non-consecutive quarterly dividends, as aforesaid.

(g) Without the consent of at least a majority of the holders of the outstanding Preferred stock, the authorized amount of Preferred stock shall not be increased, nor shall any amendment be made to the Certificate of Incorporation affecting the rights of the Preferred stock, nor the creation of any class of stock ranking on a parity with the Preferred stock, nor shall there be created any mortgage or other encumbrance, other than indebtedness maturing within one year; a mortgage to an amount not to exceed One Million Dollars (\$1,000,000.00); bank loans maturing within ten (10) years; extensions to the then existing indebtedness; purchase money mortgages, or such indebtedness as may be incurred in connection with any merger.

(h) Each and every holder of the capital stock of the Corporation, by the acceptance of his certificate therefor, irrevocably waives and releases any and all rights to subscribe to any stock of this Corporation which may thereafter be issued, and consents to the issue and distribution of such stock to such persons and upon such terms and conditions as the Board of Directors, may, from time to time, determine.

(i) The Board of Directors shall have full power, from time to time, to fix and determine and vary the amount of working capital of this Corporation, and to direct and determine the use and distribution of any surplus or net profits of this Corporation, over and above the capital stock paid in, and to use the surplus or net profits of this Corporation for the purpose of acquiring any of the capital stock of this Corporation, and to retain or reissue any of the capital stock so acquired to any person and upon such terms as the Board of Directors shall determine.

Said amendments and changes having been declared by resolution of the Board of Directors of said Corporation to be advisable, and having been duly and regularly assented to by the vote of more than two-thirds in interest of the stockholders having voting powers at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF said Corporation has made this certificate under its seal, and the hands of its President and Secretary, the twenty-fourth day of December A.D. 1942.

C. F. SEABROOK,  
C. F. Seabrook,  
*President.*

ALBERT R. MCALLISTER,  
Albert R. McAllister,  
*Secretary.*

ATTEST:

ALBERT R. MCALLISTER,  
Albert R. McAllister,  
*Secretary*

(SEAL)

STATE OF NEW JERSEY, }  
COUNTY OF CUMBERLAND, } ss:

BE IT REMEMBERED, that on this twenty-fourth day of December, A.D. 1942, before me, the subscriber, a Notary Public of New Jersey, personally appeared ALBERT R. MCALLISTER, Secretary of the DEERFIELD PACKING CORPORATION, the Corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is Secretary of said Corporation, the same being well known to him; that it was affixed by order of said Corporation; that C. F. SEABROOK is the President of said Corporation; that he saw said C. F. SEABROOK, as such President, sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said Corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized, of more than two-thirds in interest of each class of said stockholders having voting powers, for the uses and purposes therein expressed; and that said ALBERT R. MCALLISTER signed his name thereto at the same time as subscribing witness.

ALBERT R. MCALLISTER  
Albert R. McAllister

Sworn and subscribed to before me the day and year foresaid.

(Notarial Seal) ROSE M. MORAN  
Rose M. Moran,  
*Notary Public of N. J.*

"ENDORSED

FILED AND RECORDED  
DEC. 24, 1942

J. A. BROPHY,  
*Secretary of State"*

STATE OF NEW JERSEY

DEPARTMENT OF STATE.

I, the Secretary of State of the State of New Jersey, do hereby Certify that the foregoing is a true copy of Certificate of Amendment of Certificate of Incorporation of DEERFIELD PACKING CORPORATION and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the twenty-fourth day of December, A.D. 1942, and now remaining on file and of record therein.

IN TESTIMONY WHEREOF, I have hereunto set my hand  
and affixed my Official Seal at Trenton, this Twenty-  
fourth day of December, A.D. 1942.

(Seal)

J. A. BROPHY,  
*Secretary of State.*



**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
CERTIFICATE OF AMENDMENT OF CERTIFICATE OF  
INCORPORATION OF DEERFIELD PACKING CORPORATION**

The location of the principal office in this State is in Upper Deerfield Township, Cumberland County.

The name of the agent therein and in charge thereof, upon whom process against this Corporation may be served, is J. W. SMITH.

**RESOLUTION OF DIRECTORS**

The Board of Directors of Deerfield Packing Corporation, a corporation of New Jersey, on this sixth day of February, 1943, does hereby resolve and declare that it is advisable that its Certificate of Incorporation, as amended, be further amended by deleting the whole of the text of paragraph "(e)" of Article "Fourth" of said Certificate, and further amended by changing paragraphs "(f)", "(g)", "(h)", and "(i)", to (e), (f), (g) and (h), respectively.

AND, do hereby call a meeting of the stockholders to be held at the Corporation's general office in Bridgeton, New Jersey, on the nineteenth day of February, A.D., 1943, at eleven o'clock in the forenoon, (Eastern War Time) to take action upon the above resolution.

**CERTIFICATE OF CHANGE**

The Deerfield Packing Corporation, a corporation of the State of New Jersey, doth hereby certify that it has amended, altered and changed Article "Fourth" of its Certificate of Incorporation, by deleting the whole of the text of paragraph "(e)" of Article "Fourth" of said Certificate, and further amended by changing paragraphs "(f)", "(g)", "(h)" and "(i)" to (e), (f), (g) and (h), respectively, said amendment and changes having been declared by resolution of the Board of Directors of said Corporation to be advisable, and having been duly and regularly assented to by the vote of more than two-thirds in interest of the Preferred and Common stocks, at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF, said corporation has made this certificate under its seal and the hands of its Vice President and Secretary, the twentieth day of February, A.D. 1943.

C. COURTNEY SEABROOK  
C. Courtney Seabrook,  
*Vice-President.*

(Corporate Seal)

ALBERT R. MCALLISTER  
Albert R. McAllister,  
*Secretary.*

ATTEST:

ALBERT R. MCALLISTER  
Albert R. McAllister,  
*Secretary.*

STATE OF NEW JERSEY, }  
COUNTY OF CUMBERLAND, } ss:

BE IT REMEMBERED, that on this twentieth day of February, A.D. 1943, before me, the subscriber, a Notary Public of New Jersey, personally appeared ALBERT R. MCALLISTER, Secretary of the DEERFIELD PACKING CORPORATION, the Corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is Secretary of said Corporation; that the seal affixed to said corporate certificate is the corporate seal of said Corporation, the same being well known to him; that it was affixed by order of said Corporation; that C. COURTNEY SEABROOK is the Vice President of said Corporation; that he saw said C. COURTNEY SEABROOK as such Vice President, sign said Certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said Corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized, of more than two-thirds in interest of the Preferred and Common stocks, for the uses and purposes therein expressed; and that said ALBERT R. MCALLISTER signed his name thereto at the same time as subscribing witness.

ALBERT R. MCALLISTER  
Albert R. McAllister

Sworn and subscribed to before me this twentieth day of February, 1943.

(Notarial Seal)

ROSE M. MORAN  
Rose M. Moran,  
*Notary Public of New Jersey.*

ENDORSED:

"FILED AND RECORDED  
FEB. 23, 1943  
J. A. BROPHY,  
*Secretary of State.*"

# STATE OF NEW JERSEY

## DEPARTMENT OF STATE.

I, LLOYD B. MARSH, Secretary of State of the State of New Jersey, do hereby Certify that the foregoing is a true copy of Certificate of Incorporation of DEERFIELD PACKING CORPORATION, formerly DEERFIELD HOLDING COMPANY and Amendments thereto, as the same is taken from and compared with the originals Filed July 20, 1933; May 8, 1934; July 11, 1935; July 11, 1935; February 13, 1941; December 24, 1942 and February 23, 1943 and now remaining on file and of record in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this Twenty-eighth day of March, A.D. 1946.

(Seal)

LLOYD B. MARSH,  
*Secretary of State.*

**CERTIFICATE OF AMENDMENT OF CERTIFICATE  
OF INCORPORATION  
OF  
DEERFIELD PACKING CORPORATION**

The location of the principal office in this State is in Upper Deerfield Township, Cumberland County.

The name of the agent therein and in charge thereof, upon whom process against this Corporation may be served, is J. W. SMITH.

**RESOLUTIONS OF DIRECTORS**

The Board of Directors of Deerfield Packing Corporation, a corporation of New Jersey, on this 12th day of September, A.D., 1946, does hereby resolve and declare that it is advisable to change all of its authorized shares of Common stock without nominal or par value, whether issued or unissued into shares of Common stock of a par value of \$1.00 each, in the ratio of four (4) shares of Common stock of the par value of \$1.00 each for each share of Common stock, without nominal or par value, and to deliver in exchange for each share of the issued and outstanding Common stock, without nominal or par value, four (4) shares of the new Common stock of a par value of \$1.00 each, and further, does hereby resolve and declare that it is necessary, in order to carry out such change and exchanges that the first or opening paragraph of Article Fourth of its Certificate of Incorporation, as amended, and which now reads as follows:

"The amount of the total authorized capital stock of the Corporation is Two Hundred Ten Thousand (210,000) shares; Ten Thousand (10,000) shares of which are to be Preferred stock of a par value of One Hundred Dollars (\$100.00) each, and the remaining Two Hundred Thousand (200,000) shares are to be Common stock, without nominal or par value."

be further amended to read as follows:

The amount of the total authorized capital stock of the Corporation is Eight Hundred Ten Thousand (810,000) shares; Ten Thousand (10,000) shares of which are to be Preferred stock of the par value of One Hundred Dollars (\$100.00) each and the remaining Eight Hundred Thousand shares are to be Common stock of the par value of One Dollar (\$1.00) each.

and do hereby authorize and empower officers of the Company, if such change and amendment is duly authorized by the stockholders, as provided by law, to do such things as may be necessary or advisable to effectuate the exchange of shares of the new Common stock of the par value of One Dollar (\$1.00) each, for shares of the outstanding Common stock without nominal or par value at the rate of four (4) shares of Common stock of the par value of One Dollar (\$1.00) each for each one share of Common stock without nominal or par value issued and outstanding,

and do hereby call a meeting of the stockholders, to be held at the Corporation's general offices, in Upper Deerfield Township, Cumberland, N. J., on the 21st day of October, 1946, at two o'clock P.M. to take action upon the foregoing resolutions.

### CERTIFICATE OF CHANGE

The Deerfield Packing Corporation, a corporation of New Jersey, does hereby certify that it has amended, altered and changed the first or opening paragraph of Article Fourth of its Certificate of Incorporation so that said first paragraph of Article Fourth shall read as follows:

#### FOURTH

The amount of the total authorized capital stock of the Corporation is EIGHT HUNDRED TEN THOUSAND (810,000) shares; TEN THOUSAND (10,000) shares of which are to be Preferred stock of the par value of ONE HUNDRED DOLLARS (\$100.00) each, and the remaining EIGHT HUNDRED THOUSAND (800,000) shares are to be Common stock of the par value of ONE DOLLAR (\$1.00) each.

Said amendment and change having been declared by resolution of the Board of Directors of said Corporation to be advisable, and having been duly and regularly assented to by the vote of more than two-thirds in interest of the stockholders having voting powers, at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF, said Corporation has made this certificate under its seal and the hands of its President and Secretary, the 21st day of October, A.D. 1946.

(s) C. F. SEABROOK, *President*  
C. F. SEABROOK

(s) A. R. MCALLISTER, *Secretary*  
A. R. MCALLISTER

Attest:

(s) A. R. MCALLISTER,  
A. R. MCALLISTER, *Secretary*

STATE OF NEW JERSEY    }  
COUNTY OF CUMBERLAND } ss.

BE IT REMEMBERED, that on this 21st day of October, A.D. 1946, before me, the subscriber, a Notary Public of New Jersey, personally appeared ALBERT R. MCALLISTER, Secretary of DEERFIELD PACKING CORPORATION, the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said Corporation; that the seal affixed to said corporation certificate is the corporate seal of said Corporation, the same being well known to him;

that it was affixed by order of said Corporation; that C. F. SEABROOK is the President of said Corporation; that he saw said C. F. SEABROOK as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said Corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized, of more than two-thirds in interest of each class of said stockholders having voting powers, for the uses and purposes therein expressed; and that said ALBERT R. MCALLISTER signed his name thereto at the same time as subscribing witness.

(s) ALBERT R. MCALLISTER  
ALBERT R. MCALLISTER

Subscribed and sworn to before me the day and year aforesaid.

(Seal)

ROSE M. MORAN  
ROSE M. MORAN, *Notary Public of N. J.*

ENDORSED, FILED AND RECORDED  
OCT 28, 1946

LLOYD B. MARSH  
*Secretary of State*

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STATE OF NEW JERSEY  
DEPARTMENT OF STATE

I, Secretary of State of the State of New Jersey, do hereby certify that the foregoing is a true copy of Certificate of Amendment of Certificate of Incorporation of DEERFIELD PACKING CORPORATION, and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the Twenty-eighth day of October, A.D. 1946, and now remaining on file and of record therein.

IN TESTIMONY WHEREOF, I have hereunto set my hand  
and affixed my Official Seal at Trenton, this Twenty-  
eighth day of October, A.D. 1946.

(Seal)

LLOYD B. MARSH  
*Secretary of State.*

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
CERTIFICATE OF AMENDMENT OF CERTIFICATE OF  
INCORPORATION OF DEERFIELD PACKING CORPORATION**

The location of the principal office in this State is in Upper Deerfield Township, Cumberland County, New Jersey.

The name of the agent therein and in charge thereof, upon whom process against this Corporation may be served, is J. W. SMITH.

**RESOLUTION OF DIRECTORS**

The Board of Directors of Deerfield Packing Corporation, a corporation of New Jersey, on this ninth day of November, 1948, does hereby resolve and declare that it is advisable that its Article "First" of its Certificate of Incorporation, as amended, be further amended, changed and altered to read as follows:

"First: The name of the Corporation is SEABROOK FARMS Co."

And, does hereby call a meeting of the Stockholders to be held at the Corporation's general office in Upper Deerfield Township, Cumberland County, New Jersey on the twenty-second day of November, A.D. 1948, at ten o'clock in the forenoon to take action upon the above resolution.

**CERTIFICATE OF CHANGE**

The Deerfield Packing Corporation, a corporation of the State of New Jersey, doth hereby certify that it has amended, altered and changed Article "First" of its Certificate of Incorporation, as amended, so that said Article "First" shall read as follows:

"First: The name of the Corporation is Seabrook Farms Co." said amendments and changes having been declared by resolution of the Board of Directors of said Corporation to be advisable, and having been duly and regularly assented to by the vote of more than two-thirds in interest of the Preferred and Common stocks, at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF, said Corporation has made this certificate under its seal and the hands of its Vice President and Secretary, the twenty-second day of November, A.D. 1948.

(s) C. COURTNEY SEABROOK  
C. COURTNEY SEABROOK

(SEAL)

*Vice President*

(s) DOUGLAS V. AITKEN  
DOUGLAS V. AITKEN

*Secretary*

ATTEST:

(s) DOUGLAS V. AITKEN,  
DOUGLAS V. AITKEN, *Secretary*

## ACKNOWLEDGMENT

STATE OF NEW JERSEY    }  
COUNTY OF CUMBERLAND } ss:

BE IT REMEMBERED, that on this twenty-second day of November, A.D. 1948, before me, the subscriber, a Notary Public of New Jersey, personally appeared DOUGLAS V. AITKEN, Secretary of the DEERFIELD PACKING CORPORATION, the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is Secretary of said Corporation; that the seal affixed to said corporate certificate is the corporate seal of said Corporation, the same being well known to him; that it was affixed by order of said Corporation; that C. COURTNEY SEABROOK is the Vice President of said Corporation; that he saw said C. COURTNEY SEABROOK as such Vice President, sign said Certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said Corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized, of more than two-thirds in interest of the Preferred and Common stocks, for the uses and purposes therein expressed; and that said DOUGLAS V. AITKEN signed his name thereto at the same time as subscribing witness.

(s) DOUGLAS V. AITKEN  
DOUGLAS V. AITKEN

Sworn and subscribed to before me this twenty-second day of November, 1948.

(s) VIOLA K. MAXEY                   (SEAL)  
VIOLA K. MAXEY  
*Notary Public of New Jersey*

ENDORSED:

"FILED AND RECORDED  
Nov. 26, 1948

LLOYD B. MARSH,  
*Secretary of State"*

**CERTIFICATE OF AMENDMENT OF CERTIFICATE  
OF INCORPORATION  
OF  
SEABROOK FARMS CO.**

The location of the principal office in this State is in Upper Deerfield Township, Cumberland County.

The name of the agent therein and in charge thereof, upon whom process against this Corporation may be served, is J. W. SMITH.

**RESOLUTIONS OF DIRECTORS**

The Board of Directors of Seabrook Farms Co., a corporation of New Jersey, on this 8th day of June, A.D. 1950, does hereby resolve and declare that it is advisable to retire the 317 shares of the Preferred stock of the Company, of the par value of \$100 each which the Company purchased, out of surplus, in the open market during the fiscal year ended February 28, 1950, at prices ranging from \$63 to \$66 per share, and to reduce the capital of the Company by \$31,700, the aggregate par value of the 317 shares of Preferred stock so retired, and further does hereby resolve and declare it is advisable and necessary in order to carry out such decrease of capital stock and of capital that the first or opening paragraph of Article Fourth of its Certificate of Incorporation, as amended, which now reads as follows:

"The amount of the total authorized capital stock of the Corporation is Eight Hundred Ten Thousand (810,000) shares; Ten Thousand (10,000) shares of which are to be Preferred stock of the par value of One Hundred Dollars (\$100.00) each and the remaining Eight Hundred Thousand (800,000) shares are to be Common stock of the par value of One Dollar (\$1.00) each."

be further amended to read as follows:

"The amount of the total authorized capital stock of the Corporation is Eight Hundred Nine Thousand Six Hundred Eighty-three (809,683) shares; Nine Thousand Six Hundred Eighty-three (9,683) shares of which are to be Preferred stock of the par value of One Hundred Dollars (\$100.00) each and the remaining Eight Hundred Thousand (800,000) shares are to be Common stock of the par value of One Dollar (\$1.00) each."

and that the capital of the company be decreased by Thirty-one Thousand Seven Hundred Dollars (\$31,700), the aggregate par value of the 317 shares of Preferred stock of the Company so retired, and this Board of Directors does hereby authorize and empower the officers of the Company, if such decrease of capital stock and of capital and amendment is duly authorized by the stockholders, as provided by law, to do such things as may be necessary or advisable to effectuate such decrease of capital stock and of capital, and this Board of Directors does hereby call a meeting of the stockholders, which shall be the annual meeting of stockholders, at the Company's general offices, in Upper Deerfield Township, Cumberland



County, New Jersey, on the 20th day of July, 1950, at 10:00 o'clock A.M. (Daylight Saving Time) to take action upon the foregoing resolutions, and that the close of business July 5, 1950, be the record date of stockholders entitled to notice of and to vote at such meeting.

#### CERTIFICATE OF CHANGE

Seabrook Farms Co., a corporation of New Jersey, does hereby certify that it has amended, altered and changed the first or opening paragraph of Article Fourth of its Certificate of Incorporation so that said first paragraph of Article Fourth shall read as follows:

#### FOURTH

The amount of the total authorized capital stock of the Corporation is Eight Hundred Nine Thousand Six Hundred Eighty-three (809,683) shares; Nine Thousand Six Hundred Eighty-three (9,683) shares of which are to be Preferred stock of the par value of One Hundred Dollars (\$100.00) each, and the remaining Eight Hundred Thousand (800,000) shares are to be Common stock of the par value of One Dollar (\$1.00) each.

And does hereby further certify that said 317 shares of Preferred stock of the Company, of the par value of \$100 each have been retired and that the capital of the Company has been reduced by \$31,700, the aggregate par value of the 317 shares of Preferred stock so retired.

Said amendment and decrease of capital stock and capital having been declared by resolution of the Board of Directors of said Corporation to be advisable, and having been duly and regularly assented to by the vote of more than two-thirds in interest of the stockholders having voting powers, at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF, said Corporation has made this certificate under its seal and the hands of its President and Secretary, the first day of August, A.D. 1950.

(s) C. F. SEABROOK, *President*

(s) DOUGLAS V. AITKEN, *Secretary*

(L. S.)

ATTEST:

(s) DOUGLAS V. AITKEN, *Secretary*

STATE OF NEW JERSEY }  
COUNTY OF CUMBERLAND } ss:

BE IT REMEMBERED, that on this first day of August, A.D. 1950, before me, the subscriber, a Notary Public of New Jersey, personally appeared DOUGLAS V. AITKEN, Secretary of SEABROOK FARMS Co., the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said Corporation; that the seal affixed to said Corporation certificate is the corporate seal of said Corporation, the same being well known to him; that it was affixed by order of said Corporation; that C. F. SEABROOK is the President of said Corporation; that he saw said C. F. SEABROOK as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said Corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized, of more than two-thirds in interest of each class of said stockholders having voting powers, for the uses and purposes therein expressed; and that said DOUGLAS V. AITKEN signed his name thereto at the same time as subscribing witness.

(s) DOUGLAS V. AITKEN

Subscribed and sworn to before me the day and year aforesaid.

(s) VIOLA K. MAXEY (SEAL)

*Notary Public of New Jersey*

My Commission Expires March 21, 1951.

(stamped)

ENDORSED:

FILED AND RECORDED

AUG. 8, 1950

LLOYD B. MARSH

*Secretary of State*

**CERTIFICATE OF DECREASE OF CAPITAL STOCK AND  
OF CAPITAL BY PURCHASE AND  
RETIREMENT OF PREFERRED STOCK  
OF  
SEABROOK FARMS CO.**

Seabrook Farms Co., a New Jersey corporation, by its President and Secretary does hereby certify that:

FIRST: The location of the principal office in this State is in Upper Deerfield Township, Cumberland County.

SECOND: The name of the agent therein and in charge thereof, upon whom process against this Corporation may be served is Jessie W. Smith.

THIRD: That the capital of the Corporation has been reduced by \$31,700 in the following manner:

317 shares of the Preferred stock of the Corporation of the par value of \$100 each were purchased by the Corporation, out of surplus, in the open market during the fiscal year ended February 28, 1950, at prices ranging from \$63 to \$66 per share.

The Board of Directors of the Corporation on June 8, 1950 adopted a resolution to cancel and retire the 317 shares of the Preferred stock of the company so purchased and to decrease the capital stock by said number of shares and to reduce the capital of the company by \$31,700, the aggregate par value of the 317 shares of Preferred stock so retired. In order to carry out such decrease of capital stock and capital, the Board of Directors adopted a resolution declaring it advisable that the Certificate of Incorporation, as amended, be further amended to decrease the amount of the total authorized Preferred stock of the Corporation from 10,000 shares to 9,683 shares, and called a meeting of the Stockholders, which was the Annual Meeting, to be held at the Corporation's principal office in Upper Deerfield Township, Cumberland County, New Jersey for July 20, 1950 to approve the purchase of said stock and to take action upon the resolution passed by the Board of Directors declaring it advisable so to amend the Certificate of Incorporation of the Corporation by decreasing the number of shares of Preferred stock by 317 shares, the shares so cancelled and retired, and by decreasing the capital of the Corporation by the par value of the Preferred stock \$31,700 so cancelled and retired.

At the Stockholders' Meeting so held on July 20, 1950 the Stockholders approved the purchase by the company of said 317 shares of its Preferred stock; approved the decrease of capital stock and of the capital of the Corporation and to effectuate said action, approved the appropriate Amendment of the Certificate of Incorporation of the Corporation by the affirmative vote of more than two-thirds in interest of the Stockholders of the Corporation having voting power.

FOURTH: The said Certificate of Amendment of the Certificate of Incorporation of the Corporation, as amended, was duly filed in the Office of the Secretary of State of New Jersey on August 8, 1950.

FIFTH: This Certificate is made, executed and published in accordance with Title 14, Chapter 14:11-5 of the Revised Statutes of New Jersey.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of this Corporation this ninth day of August, 1950.

SEABROOK FARMS CO.

(Corporate Seal)

By (s) C. F. SEABROOK, *President*

(s) DOUGLAS V. AITKEN, *Secretary*

ATTEST:

(s) DOUGLAS V. AITKEN, *Secretary*

FILED AND RECORDED

SEPT. 25, 1950

(s) LLOYD B. MARSH  
*Secretary of State*

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
SEABROOK FARMS CO.**

The location of the principal office in this State is Upper Deerfield Township, Cumberland County.

The name of the agent therein and in charge thereof, upon whom process against this Corporation may be served is J. W. Smith.

**RESOLUTION OF DIRECTORS**

The Board of Directors of Seabrook Farms Co., a corporation of New Jersey, on this 18th day of May, A.D. 1953, does hereby resolve and declare that it is advisable to authorize a new class of Three Hundred Thousand (300,000) shares of non-cumulative participating preference stock of the par value of One Dollar (\$1.00) per share, to be known as "Participating Preference" stock and to increase the amount of its authorized Common stock by Four Hundred Thousand (400,000) shares, of which increased Common stock 300,000 shares are to be reserved for the conversion of the Three Hundred Thousand (300,000) shares of such new Participating Preference stock and to that end does hereby resolve and declare it advisable that Article "FOURTH" of its Certificate of Incorporation be amended to read as follows:

**FOURTH**

The amount of the total authorized capital stock of the Corporation is ONE MILLION FIVE HUNDRED NINE THOUSAND SIX HUNDRED EIGHTY-THREE (1,509,683) shares, NINE THOUSAND SIX HUNDRED EIGHTY-THREE (9,683) shares of which are to be Preferred Stock of the par value of ONE HUNDRED DOLLARS (\$100.00) each, hereinafter called "Preferred" stock; THREE HUNDRED THOUSAND (300,000) shares of which are to be Participating Preference stock of the par value of ONE DOLLAR (\$1.00) each, hereinafter called "Participating Preference" stock; and the remaining TWELVE HUNDRED THOUSAND (1,200,000) shares are to be Common stock of the par value of ONE DOLLAR (\$1.00) each, hereinafter called "Common" stock.

(a) All or any part of the shares of Common, Participating Preference and Preferred stock may be issued by the Corporation, from time to time, and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law.

(b) The holders of such Preferred shares shall be entitled to receive, and the Corporation shall pay thereon, out of the surplus or net profits of the Corporation, when and as declared by the Board of Directors, cumulative dividends at the rate of four and one-half percent (4½%) per annum, payable in equal quarterly installments,

on the fifteenth day of the months of March, June, September and December in each year, and until all said dividends upon the Preferred shares shall be paid or accumulated, or set aside, for each then previous quarter year, no dividends shall be declared or paid on the Participating Preference stock or the Common stock.

(c) After all dividends upon all outstanding Preferred shares shall be paid or accumulated, or set aside, for each then previous quarter year, the holders of Participating Preference shares and Common shares shall be entitled to receive, and the Corporation shall pay, out of the surplus or net profits of the Corporation, when and as declared by the Board of Directors, dividends as follows:

(1) First, the holders of Participating Preference shares shall be entitled to be paid, or to have set aside for payment, non-cumulative dividends of sixty cents (\$.60) per share in any calendar year.

(2) Next, the holders of Common stock shall be entitled to be paid, or to have set aside for payment, non-cumulative dividends of sixty cents (\$.60) per share in the same calendar year.

(3) Any further dividends in such calendar year shall be paid on the Participating Preference stock and on the Common stock equally per share.

(d) If the Corporation shall, at any time, pay a stock dividend upon its Common stock payable in Common stock, it shall also pay, per share, the same dividend on its Participating Preference stock, and further, if the Corporation shall issue, in exchange for outstanding Common stock, a greater number of shares of Common stock, such excess shall, for the purpose of this sub-paragraph, be deemed to have been issued as a stock dividend.

(e) The Preferred stock is subject to redemption and retirement by lot, on thirty (30) days' notice, in whole or in part, on any dividend payment date, upon payment of One Hundred Five percent (105%) of the par value thereof, and upon payment of all dividends accrued and unpaid thereon to date of retirement, and upon such other terms and conditions as the Board of Directors may determine.

No dividend accruing subsequent to the date of redemption shall be paid on any Preferred stock called for redemption, unless the Corporation shall fail to make payment therefor on presentation thereof to the Corporation, pursuant to the terms of the notice of redemption.

(f) The Participating Preference stock is subject to redemption and retirement by lot, on sixty (60) days' notice, in whole or in part, upon payment of Ten Dollars (\$10.00) per share, and upon such other terms and conditions as the Board of Directors may determine.

No dividends declared subsequent to the date of redemption shall be paid on any Participating Preference stock called for redemption, unless the Corporation shall fail to make payment therefor on presentation to the Corporation pursuant to the notice of redemption.

(g) The shares of Participating Preference stock shall be convertible at the option of the respective holders thereof at the office of the transfer agent for the Participating Preference stock located in the Borough of Manhattan, City of New York and at such other place or places, if any, as the Board of Directors shall determine, into fully paid and non-assessable shares of Common stock at the rate of one share of such Common stock of the par value of One Dollar (\$1.00) for one share of Participating Preference stock of the par value of One Dollar (\$1.00) provided, however, that the right to convert shall arise only for such shares of Participating Preference stock as shall have been called for redemption, and such right of conversion shall cease and terminate at the close of business on the business day next preceding the date fixed for such redemption, unless default shall be made in the payment of the redemption price.

(h) The holders of Preferred stock shall be entitled to receive, in the event of any liquidation or dissolution of the Corporation, payment of the par value of their Preferred shares, together with any unpaid cumulative, accrued dividends thereon, out of the funds of the Corporation remaining after the payment of its debts, but no more, before any payment shall be made to the holders of Participating Preference stock and to the holders of the Common stock.

(i) The Participating Preference stock shall not be entitled to any rights in preference over Common stock in the event of liquidation or dissolution of the Corporation, being, instead, entitled to share alike per share, with the Common stock.

(j) The holders of Preferred stock, as such, shall not be entitled to notice or any vote in any stockholders' meeting, except as herein provided. If the Corporation at any time or times shall be in default four (4) consecutive or six (6) non-consecutive quarterly dividends upon the Preferred stock, then the holders of such Preferred stock, as such, shall receive legal notice of all stockholders' meetings, and such holders of the Preferred stock shall be entitled to elect two (2) directors out of the seven (7) authorized directors to serve, as long as there shall remain unpaid four (4) consecutive, or six (6) non-consecutive quarterly dividends, as aforesaid.

The holders of Participating Preference stock and the holders of Common stock shall be entitled to one vote for each share of such stock held by them.

(k) Without the consent of at least a majority of the holders of the outstanding Preferred stock, the authorized amount of Preferred stock shall not be increased, nor shall any amendment be made to the Certificate of Incorporation affecting the rights of the Preferred stock, nor the creation of any class of stock ranking on a parity with the Preferred stock, nor shall there be created any mortgage or other encumbrance, other than indebtedness maturing within one year; a mortgage to an amount not to exceed One Million Dollars (\$1,000,000.00); bank loans maturing within ten (10) years; extensions to the then existing indebtedness; purchase money mortgages, or such indebtedness as may be incurred in connection with any merger.

(l) Each and every holder of the capital stock of the Corporation, by the acceptance of his certificate therefor, irrevocably waives and releases any and all rights to subscribe to any stock of this Corporation which may thereafter be issued, and consents to the issue and distribution of such stock to such persons and upon such terms and conditions as the Board of Directors may, from time to time, determine.

(m) The Board of Directors shall have full power, from time to time, to fix and determine and vary the amount of working capital of this Corporation, and to direct and determine the use and distribution of any surplus or net profits of this Corporation, over and above the capital stock paid in, and to use the surplus or net profits of this Corporation for the purpose of acquiring any of the capital stock of this Corporation, and to retain or reissue any of the capital stock so acquired to any person and upon such terms as the Board of Directors shall determine.

and this Board of Directors does hereby call a meeting of the stockholders which shall be the annual meeting of stockholders, to be held at the Company's general offices in Upper Deerfield Township, Cumberland County, New Jersey, on the 23rd day of June, 1953, at 2:30 P.M. (Daylight Saving Time) to take action on the foregoing resolutions, and declares that the close of business, June 3rd, 1953, be the record date of stockholders entitled to notice of and to vote at such meeting, and this Board of Directors does hereby authorize and empower the officers of the Company, if such increase of capital stock and amendment is duly authorized by the stockholders, as provided by law, to do such things as may be necessary or advisable to effectuate such amendment.

#### CERTIFICATE OF CHANGE

Seabrook Farms Co., a corporation of New Jersey, does hereby certify that it has amended, altered and changed Article "FOURTH" of its Certificate of Incorporation so that Article "FOURTH" shall hereinafter read as follows:

#### FOURTH

The amount of the total authorized capital stock of the Corporation is ONE MILLION FIVE HUNDRED NINE THOUSAND SIX HUNDRED EIGHTY-THREE (1,509,683) shares, NINE THOUSAND SIX HUNDRED EIGHTY-THREE (9,683) shares of which are to be Preferred stock of the par value of ONE HUNDRED DOLLARS (\$100.00) each, hereinafter called "Preferred" stock; THREE HUNDRED THOUSAND (300,000) shares of which are to be Participating Preference stock of the par value of ONE DOLLAR (\$1.00) each, hereinafter called "Participating Preference" stock; and the remaining TWELVE HUNDRED THOUSAND (1,200,000) shares are to be Common stock of the par value of ONE DOLLAR (\$1.00) each, hereinafter called "Common" stock.

(a) All or any part of the shares of Common, Participating Preference and Preferred stock may be issued by the Corporation, from time to time, and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law.



(b) The holders of such Preferred shares shall be entitled to receive, and the Corporation shall pay thereon, out of the surplus or net profits of the Corporation, when and as declared by the Board of Directors, cumulative dividends at the rate of four and one-half percent ( $4\frac{1}{2}\%$ ) per annum, payable in equal quarterly installments, on the fifteenth day of the months of March, June, September and December in each year, and until all said dividends upon the Preferred shares shall be paid or accumulated, or set aside, for each then previous quarter year, no dividends shall be declared or paid on the Participating Preference stock or the Common stock.

(c) After all dividends upon all outstanding Preferred shares shall be paid or accumulated, or set aside, for each then previous quarter year, the holders of Participating Preference shares and Common shares shall be entitled to receive, and the Corporation shall pay, out of the surplus or net profits of the Corporation, when and as declared by the Board of Directors, dividends as follows:

(1) First, the holders of Participating Preference shares shall be entitled to be paid, or to have set aside for payment, non-cumulative dividends of sixty cents (\$.60) per share in any calendar year.

(2) Next, the holders of Common stock shall be entitled to be paid, or to have set aside for payment, non-cumulative dividends of sixty cents (\$.60) per share in the same calendar year.

(3) Any further dividends in such calendar year shall be paid on the Participating Preference stock and on the Common stock equally per share.

(d) If the Corporation shall, at any time, pay a stock dividend upon its Common stock payable in Common stock, it shall also pay, per share, the same dividend on its Participating Preference stock, and further, if the Corporation shall issue, in exchange for outstanding Common stock, a greater number of shares of Common stock, such excess shall, for the purpose of this sub-paragraph, be deemed to have been issued as a stock dividend.

(e) The Preferred stock is subject to redemption and retirement by lot, on thirty (30) days' notice, in whole or in part, on any dividend payment date, upon payment of One Hundred Five percent (105%) of the par value thereof, and upon payment of all dividends accrued and unpaid thereon to date of retirement, and upon such other terms and conditions as the Board of Directors may determine.

No dividend accruing subsequent to the date of redemption shall be paid on any Preferred stock called for redemption, unless the Corporation shall fail to make payment therefor on presentation thereof to the Corporation, pursuant to the terms of the notice of redemption.

(f) The Participating Preference stock is subject to redemption and retirement by lot, on sixty (60) days' notice, in whole or in part, upon payment of Ten Dollars (\$10.00) per share, and upon such

other terms and conditions as the Board of Directors may determine.

No dividends declared subsequent to the date of redemption shall be paid on any Participating Preference stock called for redemption, unless the Corporation shall fail to make payment therefor on presentation to the Corporation pursuant to the notice of redemption.

(g) The shares of Participating Preference stock shall be convertible at the option of the respective holders thereof at the office of the transfer agent for the Participating Preference stock located in the Borough of Manhattan, City of New York and at such other place or places, if any, as the Board of Directors shall determine, into fully paid and non-assessable shares of Common stock at the rate of one share of such Common stock of the par value of One Dollar (\$1.00) for one share of Participating Preference stock of the par value of One Dollar (\$1.00) provided, however, that the right to convert shall arise only for such shares of Participating Preference stock as shall have been called for redemption, and such right of conversion shall cease and terminate at the close of business on the business day next preceding the date fixed for such redemption, unless default shall be made in the payment of the redemption price.

(h) The holders of Preferred stock shall be entitled to receive, in the event of any liquidation or dissolution of the Corporation, payment of the par value of their Preferred shares, together with any unpaid, cumulative, accrued dividends thereon, out of the funds of the Corporation remaining after the payment of its debts, but no more, before any payment shall be made to the holders of Participating Preference stock and to the holders of the Common stock.

(i) The Participating Preference stock shall not be entitled to any rights in preference over Common stock in the event of liquidation or dissolution of the Corporation, being, instead, entitled to share alike per share, with the Common stock.

(j) The holders of Preferred stock, as such, shall not be entitled to notice or any vote in any stockholders' meeting, except as herein provided. If the Corporation at any time or times shall be in default four (4) consecutive or six (6) non-consecutive quarterly dividends upon the Preferred stock, then the holders of such Preferred stock, as such, shall receive legal notice of all stockholders' meetings, and such holders of the Preferred stock shall be entitled to elect two (2) directors out of the seven (7) authorized directors to serve, as long as there shall remain unpaid four (4) consecutive, or six (6) non-consecutive quarterly dividends, as aforesaid.

The holders of Participating Preference stock and the holders of Common stock shall be entitled to one vote for each share of such stock held by them.

(k) Without the consent of at least a majority of the holders of the outstanding Preferred stock, the authorized amount of Preferred stock shall not be increased, nor shall any amendment be made to the Certificate of Incorporation affecting the rights of the Preferred stock, nor the creation of any class of stock ranking on a parity with the Preferred stock, nor shall there be created any

mortgage or other encumbrance, other than indebtedness maturing within one year; a mortgage to an amount not to exceed One Million Dollars (\$1,000,000.00); bank loans maturing within ten (10) years; extensions to the then existing indebtedness; purchase money mortgages, or such indebtedness as may be incurred in connection with any merger.

(l) Each and every holder of the capital stock of the Corporation, by the acceptance of his certificate therefor, irrevocably waives and releases any and all rights to subscribe to any stock of this Corporation which may thereafter be issued, and consents to the issue and distribution of such stock to such persons and upon such terms and conditions as the Board of Directors may, from time to time, determine.

(m) The Board of Directors shall have full power, from time to time, to fix and determine and vary the amount of working capital of this Corporation, and to direct and determine the use and distribution of any surplus or net profits of this Corporation, over and above the capital stock paid in, and to use the surplus or net profits of this Corporation for the purpose of acquiring any of the capital stock of this Corporation, and to retain or reissue any of the capital stock so acquired to any person and upon such terms as the Board of Directors shall determine.

Said amendment having been declared by resolution of the Board of Directors of said corporation to be advisable, and having been duly and regularly assented to by the vote of more than two-thirds in interest of the stockholders having voting powers, at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF said Corporation has made this certificate under its seal, and the hands of its President and Secretary, the 24th day of June, A.D. 1953.

(s) C. F. SEABROOK, *President*

(Seal)

(s) DOUGLAS V. AITKEN, *Secretary*

ATTEST:

(s) DOUGLAS V. AITKEN, *Secretary*

STATE OF NEW JERSEY    }  
COUNTY OF CUMBERLAND } ss:

BE IT REMEMBERED, that on this 24th day of June, A.D. 1953, before me, the subscriber, a Notary Public of New Jersey, personally appeared DOUGLAS V. AITKEN, Secretary of SEABROOK FARMS Co., the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said Corporation; that the seal affixed to said Corporation certificate is the corporate seal of said Corporation, the same being well known to him; that it was affixed by order of said Corporation; that C. F. SEABROOK is the President of said Corporation; that he saw said C. F. SEABROOK as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said Corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized, of more than two-thirds in interest of each class of said stockholders having voting powers, for the uses and purposes therein expressed; and that said DOUGLAS V. AITKEN signed his name thereto at the same time as subscribing witness.

(s) DOUGLAS V. AITKEN

Subscribed and sworn to before me the day and year aforesaid.

(s) VIOLA K. MAXEY

*Notary Public of New Jersey*

ENDORSED

FILED AND RECORDED

JUN 26, 1953

LLOYD B. MARSH

*Secretary of State*

STATE OF NEW JERSEY  
DEPARTMENT OF STATE

I, Secretary of State of the State of New Jersey, do hereby certify that the foregoing is a true copy of Certificate of Amendment of Certificate of Incorporation of SEABROOK FARMS CO. and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the Twenty-sixth day of June, A.D. 1953, and now remaining on file and of record therein.

IN TESTIMONY WHEREOF, I have hereunto set my hand  
and affixed my Official Seal at Trenton, this Twenty-  
sixth day of June, A.D. 1953.

(s) LLOYD B. MARSH

*Secretary of State*

Seal of the  
State of New Jersey

**CERTIFICATE OF AMENDMENT**  
**of**  
**CERTIFICATE OF INCORPORATION**  
**of**  
**SEABROOK FARMS CO.**

The location of the principal office in this State is Upper Deerfield Township, Cumberland County.

The name of the agent therein and in charge thereof, upon whom process against this Corporation may be served is J. W. SMITH.

**RESOLUTION OF DIRECTORS**

The Board of Directors of Seabrook Farms Co., a corporation of New Jersey, on this 20th day of September, A.D. 1956, does hereby resolve and declare that it is advisable to have the Participating Preference Stock of this Company convertible at any time at the option of the holder thereof into the same number of shares of Common Stock, and to that end does hereby resolve and declare it advisable that paragraph (g) of Article Fourth of this Company's Certificate of Incorporation, which reads as follows:

(g) The shares of Participating Preference Stock shall be convertible at the option of the respective holders thereof at the office of the transfer agent for the Participating Preference Stock located in the Borough of Manhattan, City of New York and at such other place or places, if any, as the Board of Directors shall determine, into fully paid and non-assessable shares of Common Stock at the rate of one share of such Common Stock of the par value of One Dollar (\$1.00) for one share of Participating Preference Stock of the par value of One Dollar (\$1.00) provided, however, that the right to convert shall arise only for such shares of Participating Preference Stock as shall have been called for redemption, and such right of conversion shall cease and terminate at the close of business on the business day next preceding the date fixed for such redemption, unless default shall be made in the payment of the redemption price;

be amended so that paragraph (g) on and after the effective date of such amendment will read as follows:

(g) The shares of Participating Preference Stock shall be convertible at any time at the option of the respective holders thereof at the office of the transfer agent for the Participating Preference Stock located in the Borough of Manhattan, City of New York and at such other place or places, if any, as the Board of Directors shall determine, into fully paid and non-assessable shares of Common Stock at the rate of one share of such Common Stock of the par value of One Dollar (\$1.00) for one share of Participating Preference Stock of the par value of One Dollar (\$1.00) provided, however, that such right of conversion shall cease and terminate, as to any of the shares of Participating Preference Stock called for redemption, at the close of business on the business day next preceding the date fixed for such redemption, unless default shall be made in the payment of the redemption price;

and does hereby resolve and declare it advisable to have the authorized amount of Common Stock of the Company reduced by the number of shares of Common Stock that have heretofore been turned in and exchanged for Participating Preference Stock, and to have the authorized amount of Par-

ticipating Preference Stock of the Company reduced by the number of shares of Participating Preference Stock that will hereafter be converted into Common Stock and to that end does hereby resolve and declare it advisable that the first paragraph of Article Fourth of this Company's Certificate of Incorporation which reads as follows:

The amount of the total authorized capital stock of the Corporation is One Million Five Hundred Nine Thousand Six Hundred Eighty-three (1,509,683) shares, Nine Thousand Six Hundred Eighty-three (9,683) shares of which are to be Preferred Stock of the par value of One Hundred Dollars (\$100.00) each, hereinafter called "Preferred" Stock; Three Hundred Thousand (300,000) shares of which are to be Participating Preference Stock of the par value of One Dollar (\$1.00) each, hereinafter called "Participating Preference" Stock, and the remaining Twelve Hundred Thousand (1,200,000) shares are to be Common Stock of the par value of One Dollar (\$1.00) each, hereinafter called "Common" Stock.

be amended so that said first paragraph of Article Fourth on and after the effective date of such amendment will read as follows:

The amount of the total authorized capital stock of the Corporation is One Million Five Hundred Nine Thousand Six Hundred Eighty-three (1,509,683) shares, Nine Thousand Six Hundred Eighty-three (9,683) shares of which are to be Preferred Stock of the par value of One Hundred Dollars (\$100.00) each, hereinafter called "Preferred" Stock; Three Hundred Thousand (300,000) shares of which are to be Participating Preference Stock of the par value of One Dollar (\$1.00) each, hereinafter called "Participating Preference" Stock, and the remaining Twelve Hundred Thousand (1,200,000) shares are to be Common Stock of the par value of One Dollar (\$1.00) each, hereinafter called "Common" Stock provided, however, that said Twelve Hundred Thousand (1,200,000) shares of Common Stock shall be reduced by that number of shares of Common Stock which heretofore have been exchanged for shares of Participating Preference Stock, the shares of Common Stock so exchanged being deemed to be cancelled and not subject to be reissued, and the said Three Hundred Thousand (300,000) shares of Participating Preference Stock shall be reduced from time to time by that number of shares of Participating Preference Stock which hereafter shall be converted into shares of Common Stock, the shares of Participating Preference Stock so converted being deemed to be cancelled and not subject to be reissued.

and this Board of Directors does hereby call a meeting of the stockholders, which shall be a Special Meeting of Stockholders, to be held at the Company's registered office in Upper Deerfield Township, Cumberland County, New Jersey, on November 1, 1956 at 10 A.M. (Eastern Standard Time), to take action on the foregoing resolutions, and declares that the close of business on September 28, 1956 be the record date of stockholders entitled to notice of and to vote at such meeting, and this Board of Directors does hereby authorize and empower the officers of the Company, if such amendments are duly authorized by the stockholders, as provided by law, to do such things as may be necessary or advisable to effectuate such amendment.

#### **CERTIFICATE OF CHANGE**

Seabrook Farms Co., a corporation of New Jersey, does hereby certify that it has amended, altered and changed paragraph (g) of Article "FOURTH" of its Certificate of Incorporation so that said paragraph (g) shall hereafter read as follows:

(g) The shares of Participating Preference Stock shall be convertible at any time at the option of the respective holders thereof at the office of the transfer agent for the Participating Preference Stock located in the Borough of Manhattan, City of New York, and at such other place or places, if any, as the Board of Directors shall determine, into fully paid and non-assessable shares of Common Stock at the rate of one share of such Common Stock of the par value of One Dollar (\$1.00) for one share of Participating Preference Stock of the par value of One Dollar (\$1.00) provided, however, that such right of conversion shall cease and terminate, as to any of the shares of Participating Preference Stock called for redemption, at the close of business on the business day next preceding the date fixed for such redemption, unless default shall be made in the payment of the redemption price; And said Seabrook Farms Co. does hereby further certify that it has amended, altered and changed the first paragraph of Article "FOURTH" of its Certificate of Incorporation so that said first paragraph of Article "FOURTH" shall hereafter read as follows:

The amount of the total authorized capital stock of the Corporation is One Million Five Hundred Nine Thousand Six Hundred Eighty-three (1,509,683) shares, Nine Thousand Six Hundred Eighty-three (9,683) shares of which are to be Preferred Stock of the par value of One Hundred Dollars (\$100.00) each, hereinafter called "Preferred" Stock; Three Hundred Thousand (300,000) shares of which are to be Participating Preference Stock of the par value of One Dollar (\$1.00) each, hereinafter called "Participating Preference" Stock, and the remaining Twelve Hundred Thousand (1,200,000) shares are to be Common Stock of the par value of One Dollar (\$1.00) each, hereinafter called "Common" Stock provided, however, that said Twelve Hundred Thousand (1,200,000) shares of Common Stock shall be reduced by that number of shares of Common Stock which heretofore have been exchanged for shares of Participating Preference Stock, the shares of Common Stock so exchanged being deemed to be cancelled and not subject to be reissued, and the said Three Hundred Thousand (300,000) shares of Participating Preference Stock shall be reduced from time to time by that number of shares of Participating Preference Stock which hereafter shall be converted into shares of Common Stock, the shares of Participating Preference Stock so converted being deemed to be cancelled and not subject to be reissued.

Said amendments having been declared by resolution of the Board of Directors of said corporation to be advisable, and having been duly and regularly assented to by the vote of more than two-thirds in interest of each class of stockholders having voting powers on such amendments, at a meeting duly called by the Board of Directors for that purpose and duly held on November 1, 1956.



IN WITNESS WHEREOF said Corporation has made this certificate under its seal, and the hands of its President and Secretary, the 16th day of November, A.D. 1956.

(s) JOHN M. SEABROOK  
*President.*  
JOHN M. SEABROOK

(s) E. N. SPRENKEL  
*Secretary.*  
E. N. SPRENKEL

ATTEST:

(s) E. N. SPRENKEL  
E. N. SPRENKEL  
*Secretary.*

(Corporate Seal)

STATE OF NEW JERSEY }  
COUNTY OF CUMBERLAND } ss:

BE IT REMEMBERED, that on this 16th day of November, A.D. 1956, before me, the subscriber, a Notary Public of New Jersey, personally appeared E. N. SPRENKEL, Secretary of SEABROOK FARMS Co., the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said corporation; that the seal affixed to said corporation certificate is the corporate seal of said corporation, the same being well known to him; that it was affixed by order of said corporation; that JOHN M. SEABROOK is the President of said corporation; that he saw said JOHN M. SEABROOK as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized, of more than two-thirds in interest of each class of said stockholders having voting powers, for the uses and purposes therein expressed; and that said E. N. SPRENKEL signed his name thereto at the same time as subscribing witness.

(s) E. N. SPRENKEL

E. N. SPRENKEL  
*Secretary.*

Subscribed and sworn to before me the day and year aforesaid.

(s) DOROTHY M. GIFFORD  
*Notary Public of New Jersey*

DOROTHY M. GIFFORD  
My commission expires  
September 29, 1960.

(SEAL)

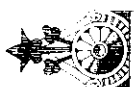
ENDORSED:

"FILED AND RECORDED

Nov. 19, 1956

EDWARD J. PATTEN  
*Secretary of State"*

# State of New Jersey



Department of State.



*I, the Secretary of State of the State of New Jersey, do hereby Certify that the foregoing is a true copy of* Certificate of Incorporation, Amendments and Change of Agent of  
SEABROOK FARMS CO. (Formerly Deerfield Holding Company)

*as the same is taken from and compared with the original*

filed in this office on the dates set forth on each instrument

*and now remaining on file and of record in my office*

In Testimony Whereof, I have hereunto

set my hand and affixed my Official Seal at Trenton, this Seventeenth

day of July A.D. 1957.

Edward J. Potter

Secretary of State.

